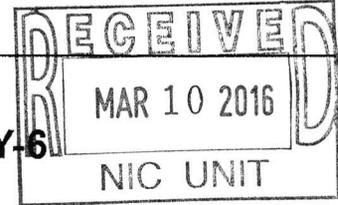


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Kelly Barclay

Name of the Holding Company Director and Official

President & Director

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Kelly Barclay

Signature of Holding Company Director and Official

3/7/2016

Date of Signature

For holding companies *not* registered with the SEC—
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3491869
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

ONB Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 430

(Mailing Address of the Holding Company) Street / P.O. Box

<u>Ozona</u>	<u>TX</u>	<u>76943</u>
City	State	Zip Code

503 11th Street, Ozona, TX 76943

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kelly Barclay President & Director

Name Title

512-847-8200

Area Code / Phone Number / Extension

512-847-2497

Area Code / FAX Number

KellyB@ozonabank.com

E-mail Address

www.ozonabank.com

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

ONB Bancshares, Inc.

Form FR Y-6

December 31, 2015

A **MENDED** **D**
AUG 22 2016***Responses to Report Items***

- Item No. 1 - The bank holding company prepares an annual financial report for its shareholders; a copy is enclosed.
- Item No. 2(a) - Organizational chart is presented in Exhibit A.
- Item No. 2(b) - The domestic branch listing for ONB Bancshares, Inc. and its subsidiary bank Ozona National Bank were verified and returned to the Federal Reserve Bank.
- Item No. 3 (1) - A list of shareholder control groups with 5 percent or more voting interest for the bank holding company as of year-end is in Exhibit B.
- Item No. 3 (2) - N/A – no other shareholders with 5 percent or more voting interest at any point during the year.
- Item No. 4 - A list of principal shareholders, directors, and executive officers for the bank holding company is in Exhibit C.

Exhibit A

**ONB Bancshares, Inc.
Organizational Chart
December 31, 2015**

AMENDED
AUG 22 2016

**ONB
Bancshares, Inc.
Ozona, TX
Incorporated in Texas**

100% ownership

**The Ozona National Bank
Ozona, Texas
(Bank Subsidiary)
Incorporated in Texas**

Note: No entity has a Legal Entity Identifier (LEI) number.

Results: A list of branches for your depository institution: **OZONA NATIONAL BANK, THE (ID_RSSD: 780263)**. This depository institution is held by **ONB BANCSHARES, INC. (3491869)** of **OZONA, TX**. The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action of Change, Close, Delete, or Add**. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	780263	OZONA NATIONAL BANK, THE	503 11TH ST	OZONA	TX	76943	CROCKETT	UNITED STATES	2193	0	OZONA NATIONAL BANK, THE	780263	
OK		Full Service	4676364	SAN ANTONIO BRANCH	14100 HIGHWAY 281, SUITE 100	SAN ANTONIO	TX	78262	BEXAR	UNITED STATES	Not Required	Not Required	OZONA NATIONAL BANK, THE	780263	
OK		Full Service	2991755	SAN MARCOS BRANCH	141 W HOPKINS	SAN MARCOS	TX	78666	HAYS	UNITED STATES	196380	3	OZONA NATIONAL BANK, THE	780263	
OK		Full Service	303167	DRIVE-THRU FACILITY	101 RIVER ROAD	WIMBERLEY	TX	78676	HAYS	UNITED STATES	252929	2	OZONA NATIONAL BANK, THE	780263	
OK		Full Service	1456912	WIMBERLEY BRANCH	RANCH ROAD 12 & RIVER ROAD	WIMBERLEY	TX	78676-97	HAYS	UNITED STATES	14853	1	OZONA NATIONAL BANK, THE	780263	

ONB Bancshares, Inc.

5% Shareholder Control Groups

December 31, 2015

Name	City, State, Country	Citizenship	Common Shares Owned / Controlled	Percentage of Total
Directors:				
George L. Bunger, Jr.	Ozona, TX, USA	USA	6,265	15.83%
Frank C. White	Ozona, TX, USA	USA	5,544	14.01%
Thomas Cameron	Ozona, TX, USA	USA	5,466	13.81%
Joe Bean	Ozona, TX, USA	USA	3,440	8.69%
Louis Bunger	Ozona, TX, USA	USA	2,977	7.52%
James Oliver	Ozona, TX, USA	USA	2,818	7.12%
Douglas Bean	Ozona, TX, USA	USA	2,564	6.48%
Non-Directors:				
Helen Bean	Ozona, TX, USA	USA	5,878	14.85%
Laura Anne White	Houston, TX, USA	USA	5,544	14.01%
Susan White McNeill	New Market, MD, USA	USA	5,544	14.01%
June Bunger Cameron	Ozona, TX, USA	USA	5,466	13.81%
Wesley Joe Bean	Ozona, TX, USA	USA	4,720	11.93%
Ryan David Bean	Ozona, TX, USA	USA	4,720	11.93%
Kimberly Bean Childress	Ozona, TX, USA	USA	4,720	11.93%
Kathryn Cameron Oliver	Ozona, TX, USA	USA	2,818	7.12%
Alexandra Bean Moore	Sonora, TX, USA	USA	2,350	5.94%

Note: No changes in the 5% or more control group during the year ended December 31, 2015.

ONB Bancshares, Inc.

Insiders

December 31, 2015

AMENDED
AUG 22 2016

Exhibit C

Name / Address (all U.S.A.)	Occupation other than HC	Position with HC	Position with Subsidiaries	Position with Other Businesses	Percent Shares Owned of HC	Percent Shares Owned in Subs.	Names of Other Companies Greater Than 25% Owned
Joe Bean Ozona, TX	Rancher	Director	Director (Ozona National Bank)	None	8.69%*	None	None
George Bunger, Jr. Ozona, TX	Rancher	Director & Principal Shareholder	Director & Chairman (Ozona National Bank)	None	15.83%*	None	Bunger & Cameron Partnership – 50% G & L Livestock – 50% Bunger & Cameron Corp. – 25%
Dan Pullen Ozona, TX	Retired	Director	Director (Ozona National Bank)	None	0.36%	None	None
Kelly Barclay Wimberley, TX	Banker	Director & President	Director & President / CEO (Ozona National Bank)	None	0.34%	None	None
G. Douglas Bean Ozona, TX	Rancher	Director	Director (Ozona National Bank)	None	6.48%*	None	Adobe Ranch Co.; RP Properties; REGO LLC – 100% BeMo LLC – 50% Crockett Energy LLC – 46.5% Bean & Bean Inc.; Croc-Tex LLC – 50%; TDB Ventures, LLC – 100%
G. Louis Bunger Ozona, TX	Rancher	Director	Director (Ozona National Bank)	None	7.52%*	None	G & L Livestock – 50%

Thomas Cameron Ozona, TX	Attorney	Director & Principal Shareholder	Director & General Counsel (Ozona National Bank)	None	13.81%*	None	Bunger & Cameron – 50% Crockett Co. Abstract – 100% Cameron & Oliver – 50% T. Cameron Attorney at Law – 100%
Don W. Long Ozona, TX	Retired	Director	Director (Ozona National Bank)	None	0.94%	None	None
Frank C. White Ozona, TX	Retired	Director and Principal Shareholder	Director & Vice Chairman (Ozona National Bank)	None	14.01%*	None	None
James Oliver Ozona, TX	Rancher	Director	Director (Ozona National Bank)	None	7.12%*	None	Blackbrush Cattle Co., LLC – 50% Oliver Land & Cattle Co., LLC – 50% Oliver Enterprises, LLC – 50%
Lou C. Chapman Ozona, TX	Banker	Secretary / Treasurer	CFO (Ozona National Bank)	None	None	None	None
James E. Skehan San Marcos, TX	Banker	None	Advisory Director and Executive Vice President (Ozona National Bank)	None	0.17%	None	Skehan Ranch II – 50%
Helen Bean Ozona, TX	Rancher	Principal Shareholder	None	None	14.85%*	None	N/A
Laura Anne White Houston, TX	Investment banker	Principal Shareholder	None	None	14.01%*	None	N/A
Susan McNeil New Market, MD	Housewife	Principal Shareholder	None	None	14.01%*	None	N/A
June Bunger Cameron Ozona, TX	Rancher	Principal Shareholder	None	None	13.81%*	None	N/A
Wesley Joe Bean Ozona, TX	Rancher	Principal Shareholder	None	None	11.93%*	None	N/A
Ryan David Bean Ozona, TX	Rancher	Principal Shareholder	None	None	11.93%*	None	N/A
Kimberly Bean Childress Ozona, TX	Housewife	Principal Shareholder	None	None	11.93%*	None	N/A

* Includes shares owned by attribution

A **MENDED**
AUG 22 2016 **D**

**ONB Bancshares, Inc. and
Subsidiary, Ozona
National Bank**

Annual Stockholders' Report

March 8, 2016

ONB Bancshares, Inc. and Subsidiary, Ozona National Bank
Consolidated Balance Sheets
December 31, 2015 and 2014

Assets	2015	2014
	<u>(consolidated)</u>	<u>(consolidated)</u>
Cash and due from banks	\$3,912,383	\$4,036,127
Federal funds sold	<u>\$100,000</u>	<u>\$100,000</u>
Cash and cash equivalents	\$4,012,383	\$4,136,127
Interest-bearing deposits in banks	\$13,332,381	\$29,350,909
Securities available for sale	\$51,788,593	\$53,877,957
Securities to be held to maturity (fair values of \$20,015,701 and \$7,189,287 at December 31, 2015 and 2014, respectively)	\$19,924,010	\$7,112,921
Loans - net of allowance for loan losses of \$1,565,229 (\$1,524,754 in 2014)	\$127,769,500	\$119,651,937
Bank premises and equipment - net	\$1,957,370	\$2,170,078
Cash surrender value - officers' life insurance	\$4,697,596	\$4,988,891
Accrued interest receivable	\$876,513	\$728,062
Prepaid expenses and other assets	<u>\$180,522</u>	<u>\$173,928</u>
Total Assets	\$224,538,868	\$222,190,810

ONB Bancshares, Inc. and Subsidiary, Ozona National Bank
Consolidated Balance Sheets
December 31, 2015 and 2014

	2015	2014
	<u>(consolidated)</u>	<u>(consolidated)</u>
Liabilities		
Deposits		
Noninterest-bearing	\$78,496,505	\$74,592,827
Interest-bearing	<u>\$120,495,382</u>	<u>\$123,056,385</u>
Total Deposits	<u>\$198,991,887</u>	<u>\$197,649,212</u>
Accrued interest payable and other liabilities	<u>\$1,041,231</u>	<u>\$893,306</u>
Total Liabilities	\$200,033,117	\$198,542,518
Stockholders' Equity		
Common stock - \$10 par value, 40,000 shares authorized and issued; (39,578 shares outstanding in 2015 and 2014)	\$400,000	\$400,000
Surplus	\$600,000	\$600,000
Retained earnings	\$23,874,923	\$23,264,264
Treasury stock - 422 shares at cost (in 2015 & 2014)	(\$232,787)	(\$232,787)
Accumulated other comprehensive income	<u>(\$136,385)</u>	<u>(\$383,185)</u>
Total Stockholders' Equity	\$24,505,751	\$23,648,291
Total Liabilities and Stockholders' Equity	\$224,538,868	\$222,190,810

ONB Bancshares, Inc. and Subsidiary, Ozona National Bank
Consolidated Statements of Income
Years ended December 31, 2015 and 2014

	2015 <u>(consolidated)</u>	2014 <u>(consolidated)</u>
Interest income		
Loans - including fees	\$7,696,959	\$7,669,127
Securities available for sale	\$872,445	\$900,323
Securities to be held to maturity	\$195,071	\$143,352
Interest-bearing deposits in banks	<u>\$51,429</u>	<u>\$55,826</u>
Total interest income	\$8,815,905	\$8,768,628
Total interest expense	<u>\$197,922</u>	<u>\$225,647</u>
Net interest income	\$8,617,983	\$8,542,981
Provision for loan losses	<u>\$100,000</u>	<u>\$18,215</u>
Net interest income after provision for loan losses	\$8,517,983	\$8,524,766
Noninterest income - service charges, fees, and miscellaneous	\$2,447,740	\$2,320,498
Noninterest expenses	<u>\$8,480,255</u>	<u>\$8,296,255</u>
Net income	<u>\$2,485,469</u>	<u>\$2,549,009</u>

ONB Bancshares, Inc. and Subsidiary, Ozona National Bank
 Consolidated Statements of Changes in Stockholders' Equity
 Years Ended December 31, 2015 and 2014

	Common <u>Stock</u>	<u>Surplus</u>	Retained <u>Earnings</u>	Treasury <u>Stock</u>	Accumulated other Comprehensive <u>Income (Loss)</u>	<u>Total</u>
Balance at December 31, 2013	\$400,000	\$600,000	\$22,818,430	-\$232,787	-\$1,477,683	\$22,107,960
Net income - year ended December 31, 2014	-	-	\$2,549,009	-	-	\$2,549,009
Change in net unrealized gain(loss) on securities available for sale, net of tax effect	-	-	-	-	\$1,094,497	\$1,094,497
Cash dividends declared	-	-	(\$2,103,175)	-	-	(\$2,103,175)
Balance at December 31, 2014	\$400,000	\$600,000	\$23,264,264	-\$232,787	-\$383,185	\$23,648,291
Net income - year ended December 31, 2015	-	-	\$2,485,469	-	-	\$2,485,469
Change in net unrealized gain(loss) on securities available for sale, net of tax effect	-	-	-	-	\$246,801	\$246,801
Cash dividends declared	-	-	(\$1,874,810)	-	-	(\$1,874,810)
Balance at December 31, 2015	\$400,000	\$600,000	\$23,874,923	-\$232,787	-\$136,385	\$24,505,751

Ozona National Bank
Allowance for Loan and Deposit Loss, Past Due, and Nonaccrual Loans
December 31, 2015 and 2014

Changes in the allowance for loan and deposit loss	2015	2014
	<u>(Bank only)</u>	<u>(Bank only)</u>
Balance at beginning of year	\$1,524,755	\$1,533,938
Provisions charged to operations	\$100,000	\$18,215
Charged off	(\$105,189)	(\$56,469)
Recovered	<u>\$45,663</u>	<u>\$29,071</u>
Balance at end of year	\$1,565,230	\$1,524,755
 Past due 90 days or more		
Real estate	\$0	\$0
Installment loans	\$0	\$21,973
Credit Cards and related plans	\$0	\$0
Commercial (time and demand) and all other loans	\$0	\$0
Lease financing receivables	<u>\$0</u>	<u>\$0</u>
Total	\$0	\$21,973
 Nonaccrual Loans		
Real estate	\$0	\$0
Installment loans	\$0	\$0
Credit Cards and related plans	\$0	\$0
Commercial (time and demand) and all other loans	\$0	\$194,343
Lease financing receivables	<u>\$0</u>	<u>\$0</u>
Total	\$0	\$194,343