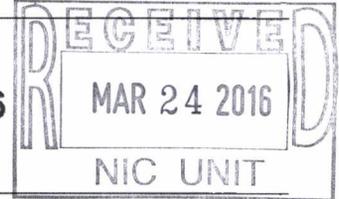


Board of Governors of the Federal Reserve System



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, MICHAEL R. DAVIS

Name of the Holding Company Director and Official

CHAIRMAN

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.

Michael R. Davis
 3/22/16

Signature of Holding Company Director and Official

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 3825/38
 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

BIG COUNTRY BANCSHARES, INC.

Legal Title of Holding Company

4201 SOUTH TREADWAY

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

ABILINE Texas 79602

City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

RICK RIDDLE CPA

Name Title

806-293-3681

Area Code / Phone Number / Extension

806-293-3338

Area Code / FAX Number

RICK@MRD-CPA.COM

E-mail Address

NONE

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

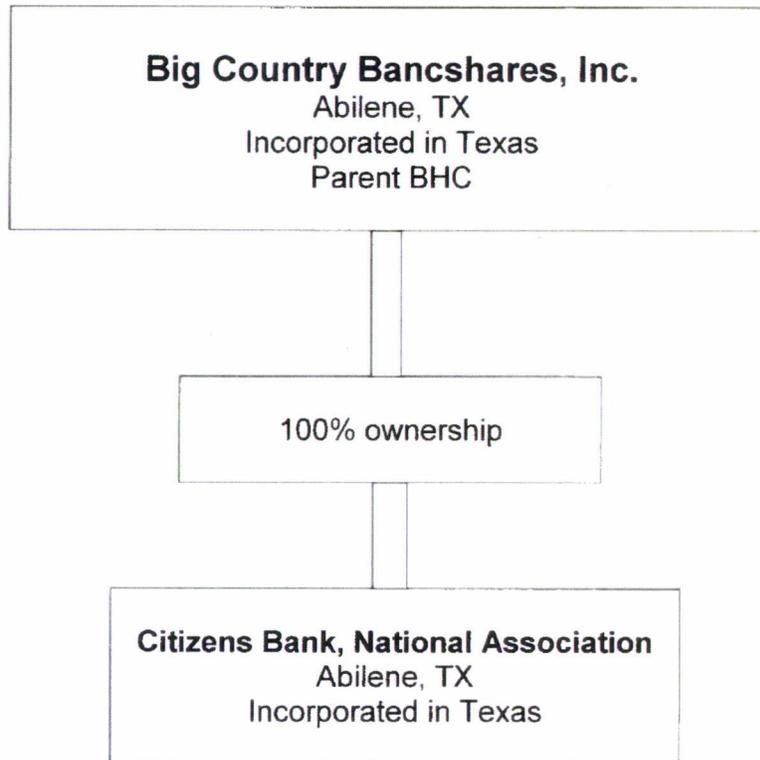
Form FR Y-6

Big Country Bancshares, Inc.
Abilene, Texas
Fiscal Year Ending December 31, 2015

AMENDED
SEP 29 2016

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders. Enclosed is a copy of each required copy of the FR Y-6.
- 2: Organizational Chart



The Company has no other investments, directly or indirectly.
LEI : N/A

Results: A list of branches for your depository institution: **CITIZENS BANK, NATIONAL ASSOCIATION (ID_RSSD: 617051)**. This depository institution is held by **BIG COUNTRY BANCSHARES, INC. (8825138) of ABILENE, 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)	617051	CITIZENS BANK, NATIONAL ASSOCIATION	4201 S TREADWAY BLVD	ABILENE	TX	79602	TAYLOR	UNITED STATES	7826	0	CITIZENS BANK, NATIONAL ASSOCIATION	617051	
OK		Full Service	2047513	KNOX CITY BRANCH	110 SE SECOND STREET	KNOX CITY	TX	79529	KNOX	UNITED STATES	226835	1	CITIZENS BANK, NATIONAL ASSOCIATION	617051	

Form FR Y-6

Big Country Bancshares, Inc.
December 31, 2015

AMENDED
OCT - 4 2016

Report Item 3: Shareholders
(1)(a) (1)(b) and (1)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-15.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities	
		Number	Percentage
Michael R. Davis Abilene, Texas	U.S.A.	15,165 Options – 1,690	51.71% - Common Stock
Tony Conder Abilene, Texas	U.S.A.	2,377	8.10% Common Stock
Brian C. Richards Lubbock, Texas	U.S.A.	6,982	23.81%-Common Stock
Sallie O. Richards * San Antonio, Texas	U.S.A.	2,392	8.16%-Common Stock

* Sallie O. Richards is a shareholder only and does not hold title or position as a director or officer.

The Company does not have any shareholders, not listed above, that owned or controlled, or held with power to vote, 5% or more of any class of voting securities of the Company.

Report Item 3(2) : N/A

**Form FR Y-6
Big Country Bancshares, Inc.
December 31, 2015**

**Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)**

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position With Subsidiaries (include names of subsidiaries)*	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiarie s (Include Names of subsidiaries)	4(c) List Names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael R. Davis Abilene, Texas	Banker	Chairman Director President Treasurer	Chairman & CEO Director-Citizens Bank, N/A	Advisory Director: Brady National	51.71%	0%	Kimike Investments, LLC 50% Member
Joe Kim King Brady, Texas	Banker	Director	N/A	*See Below Chairman/Director Chairman/CEO/Director Chairman/Director	1.70%	0%	King, Stone & Scovell, Ltd Limited Partnership(23.19%) Joe Kim King Trust, Trustee John & Diane Scovell Trust, Trustee Kimike Investments, LLC, 50% Member
Dee Miller Amarillo, Texas	Lawyer	Director	N/A	Self-Employed Attorney Miller & Gutzmer	3.76%	0%	None
Allen Masters Cisco, Texas 76437	Banker	Secretary	Vice President Cashier Secretary to the Board – Citizens Bank, N.A.	N/A	N/A	0%	None
Lawrence Bertsch Abilene, Texas	Banker	Director	President Director- Citizens Bank, N.A.	N/A	0.68%	0%	None
Sharon K. Cypert Munday, Texas	Banker	Director	Sr. Vice President Director- Citizens Bank, N.A.	N/A	0.43%	0%	Ralph's Auto Repair –100% Owner
Brian Richards Lubbock, Texas	Investor	Director Vice Chairman Vice President	N/A	President/CEO Chadbourne Oil, Inc.	23.81%	0%	Chadbourne Oil, Inc. Lubbock, TX 79416, 32.984% owner

* Order listed: Texas Country Bancshares, Inc. / Brady National Bank / First National Bank of Ballinger

*

Big Country Bancshares, Inc.
Abilene, Texas
December 31, 2015 and 2014

Moseley & Riddle, L.L.P.
Certified Public Accountants
Plainview, Texas



MOSELEY & RIDDLE
CERTIFIED PUBLIC ACCOUNTANTS

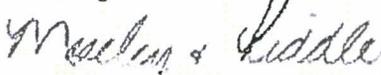
621 West 7th Street Plainview, TX 79072

2405 20th Street Lubbock, TX 79411

To the Board of Directors
Big Country Bancshares, Inc.
Abilene, Texas

Management is responsible for the accompanying financial statements of Big Country Bancshares, Inc. (an S corporation), which comprise the balance sheet as of December 31, 2015 and 2014, and the related statements of income and retained earnings for the years then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit substantially all the disclosures and the statement of cash flows required by accounting principles generally accepted in the United States of America. If the omitted disclosures and statement of cash flows were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.



Moseley & Riddle
Plainview, Texas

January 6, 2016

Phone: 806.293.3681 Fax: 806.293.3338

Phone: 806.281.9245 Fax: 806.293.3338

Member: American Institute of Certified Public Accountants



Member: Texas Society of Certified Public Accountants

Big Country Bancshares, Inc.
Balance Sheets

December 31, 2015 and 2014

Assets	<u>2015</u>	<u>2014</u>
Current assets		
Cash in bank	\$ 473,593	\$ 450,706
Interest receivable, loans	234	
Notes receivable	<u>21,588</u>	
Total current assets	<u>495,415</u>	<u>450,706</u>
Other assets		
Investment in subsidiary not consolidated, CBNA of Abilene	13,943,529	13,895,857
Property & equipment, net of depreciation	<u>47,000</u>	<u>38,094</u>
Total other assets	<u>13,990,529</u>	<u>13,933,951</u>
 Total assets	 <u>\$ 14,485,944</u>	 <u>\$ 14,384,657</u>
 Liabilities and Stockholders' Equity		
Current liabilities		
Accrued interest payable	\$ 7,767	\$ 15,089
Current portion of notes payable	<u>300,000</u>	<u>300,000</u>
Total current liabilities	<u>307,767</u>	<u>315,089</u>
Long-term liabilities		
Note Payable, TIB	850,000	1,425,000
Subordinated debentures	<u>1,000,000</u>	<u>1,000,000</u>
Total long-term liabilities	<u>1,850,000</u>	<u>2,425,000</u>
 Total liabilities	 <u>2,157,767</u>	 <u>2,740,089</u>
Stockholders' equity		
Common stock	29,328	29,328
Paid in capital in excess of par	7,262,340	7,262,340
Retained earnings	4,865,410	4,226,003
Accumulated other comprehensive income	<u>171,099</u>	<u>126,897</u>
Total stockholders' equity	<u>12,328,177</u>	<u>11,644,568</u>
 Total liabilities and stockholders' equity	 <u>\$ 14,485,944</u>	 <u>\$ 14,384,657</u>

See accompanying accountants' report.

Big Country Bancshares, Inc.
Statements of Income and Retained Earnings
December 31, 2015 and 2014

Income	<u>2015</u>	<u>2014</u>
Earnings of subsidiary not consolidated		
CBNA of Abilene	\$ 2,043,470	\$ 2,154,366
Interest earned on loans	<u>235</u>	<u></u>
Total income	<u>2,043,705</u>	<u>2,154,366</u>
Expenses		
Salaries	258,368	247,495
Advertising	32,956	18,409
Office expense	884	
Depreciation expense	14,329	14,535
Employee benefits, retirement	9,000	9,000
Life insurance premiums	3,450	2,659
Interest expense	99,406	100,078
Professional fees	24,658	13,209
Management, board fees	61,257	39,916
Travel & entertainment	9,129	4,899
Payroll tax expense	<u>11,021</u>	<u>10,786</u>
Total expenses	<u>524,458</u>	<u>460,986</u>
Net income	1,519,247	1,693,380
Retained earnings, beginning	4,226,003	3,630,663
Distributions to shareholders	<u>(879,840)</u>	<u>(1,098,040)</u>
Retained earnings, December 31	<u>\$ 4,865,410</u>	<u>\$ 4,226,003</u>

See accompanying accountants' report.