

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, BRANDON STEELE

Name of the Holding Company Director and Official

PRESIDENT/CEO & 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.

Signature of Holding Company Director and Official

11/15/2016

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
C.I.

4136046

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

December 31, 2015

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

STEELE HOLDINGS, INC

Legal Title of Holding Company

5555 OLD JACKSONVILLE HWY

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

TYLER TX 75703

City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

JOHN FALLS EVP/CONTROLLER

Name Title

903-266-5556

Area Code / Phone Number / Extension

903-266-5580

Area Code / FAX Number

JFALLS@ASBTX.COM

E-mail Address

WWW.ASBTX.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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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Form FR Y-6

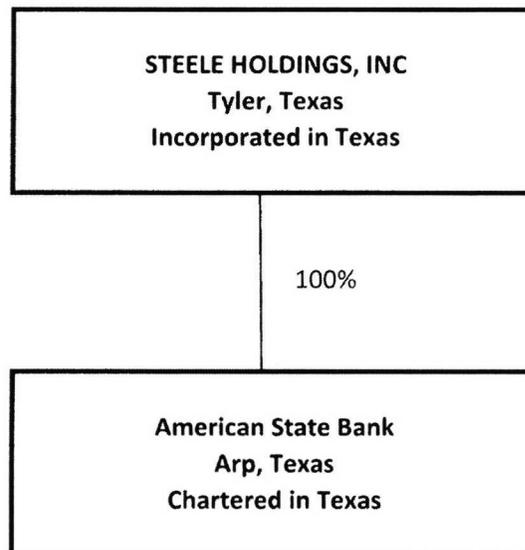
AMENDED
NOV 21 2016

Steele Holdings, Inc.
Tyler, Texas
Fiscal Year Ending December 31, 2015

Report Item

1: The bank holding company does not prepare an annual report for its shareholders.

2a: Organizational Chart



No entity has a LEI number

2b: Domestic Branch listing submitted to the Federal Reserve Bank via email on 3/29/2016.

Results: A list of branches for your depository institution: **AMERICAN STATE BANK (ID_RSSD: 262358)**.
 This depository institution is held by **STEELE HOLDINGS, INC. (4136046)** of **TYLER, 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)	262358	AMERICAN STATE BANK	102 FRONT STREET	ARP	TX	75750	SMITH	UNITED STATES	6370		0 AMERICAN STATE BANK	262358	
ok		Full Service	4463519	COPELAND BRANCH	917 EAST SOUTHEAST LOOP 323	TYLER	TX	75701	SMITH	UNITED STATES	535630		6 AMERICAN STATE BANK	262358	
ok		Full Service	1219975	SMITH COUNTY BRANCH	12900 STATE HIGHWAY 64 E	TYLER	TX	75707	SMITH	UNITED STATES	221629		1 AMERICAN STATE BANK	262358	
ok		Full Service	3940871	SOUTH TYLER BRANCH	5201 OLD JACKSONVILLE HIGHWAY	TYLER	TX	75703	SMITH	UNITED STATES	492555		4 AMERICAN STATE BANK	262358	
ok		Full Service	4426729	TROUP HIGHWAY BRANCH	1116 TROUP HIGHWAY	TYLER	TX	75701	SMITH	UNITED STATES	532648		5 AMERICAN STATE BANK	262358	

Form FR Y-6
Steele Holdings, Inc.
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% of more with power to vote as of fiscal year ending 12-31-2015

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Brandon T. Steele Tyler, TX, USA	USA	11,093 Common 39%
Ric G. Steele Tyler, TX, USA	USA	6,701 Common 23%
Ken S. Baxter Tyler, TX, USA	USA	6,701 Common 23%
Tony D. Freeman Tyler, TX, USA	USA	4,021 Common 14%

Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-15

None

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Steele Holdings, Inc.
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (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)
Brandon T. Steele Tyler, TX, USA	Owner of multiple businesses	President, CEO & Director	Chairman & Director (American State Bank)	President/Chairman of the Board (KP Engineering, LP) Managing Member (Steele Land and Inspection, LLC) Director (Ryno Engineering, LLC) Chairman/Director (Steele Real Estate Holdings, Inc.) Governing (Rynotoppers, LLC) Governing (Steele Acquisitions, LLC) President/Director (Athletic Bag Mgt, Inc.) Governing Steele Financial Corp	39%	None	KP Engineering, LP (82%) Steele Land and Inspection, LLC (80%) Ryno Engineering, LLC (83%) Steele Real Estate Holdings Inc (100%) Rynotoppers, LLC (50%) BTS Acquisitions, LP (99%) BTS Planning, LLC (100%) RGS Investments LP (99%) RGS Consultants LLC (100%) KSB Interests LP (99%) KSB Managements LLC (100%) Ryno Business Solutions, LTD (99%) Steele Acquisitions, LLC (50%) Athletic Bag Mgt, Inc. (100%) Steele Financial Corp (39%) Steele Resources (100%)
Ric G. Steele Tyler, TX, USA	Engineer	Secretary/Treasurer & Director	Director (American State Bank)	President/CEO (KP Engineering, LP) Governing (Steele Acquisitions, LLC)	23%	None	Steele Acquisitions, LLC (50%)
Ken S. Baxter Tyler, TX, USA	Engineer	Director	Director (American State Bank)	Vice President (KP Engineering, LP)	23%	None	
Tony D. Freeman Tyler, TX, USA	Engineer	Director	Director (American State Bank)	Vice President (KP Engineering, LP) Governing (Rynotoppers, LLC)	14%	None	Ryno Toppers, LLC (25%) TDF Interests, LP (100%) TDF Investments LP (99%) TDF Management, LLC (100%)
Gary D. Godfrey Tyler, TX, USA	Retired Banker	Director	Director (American State Bank)	N/A	None	None	N/A

AMENDED
NOV 21 2016