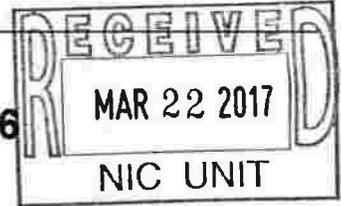


Board of Governors of the Federal Reserve System



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Michael T. Casey

Casey Bancorp. Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

P O Box 530087

Title of the Holding Company Director and Official

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

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.

Grand Prairie TX 75053

530 S. Carrier Pkwy., Grand Prairie, TX 75051

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Cindy Swindle Secretary/Treasurer

Name Title

972-352-6969

Area Code / Phone Number / Extension

972-264-3609

Area Code / FAX Number

cswindle@grandbankoftexas.com

E-mail Address

Signature of Holding Company Director and Official

www.grandbankoftexas.com

03/09/2017

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

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

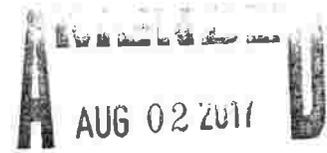
2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Federal Reserve Bank Use Only

RSSD ID 2269351
 C.I. _____

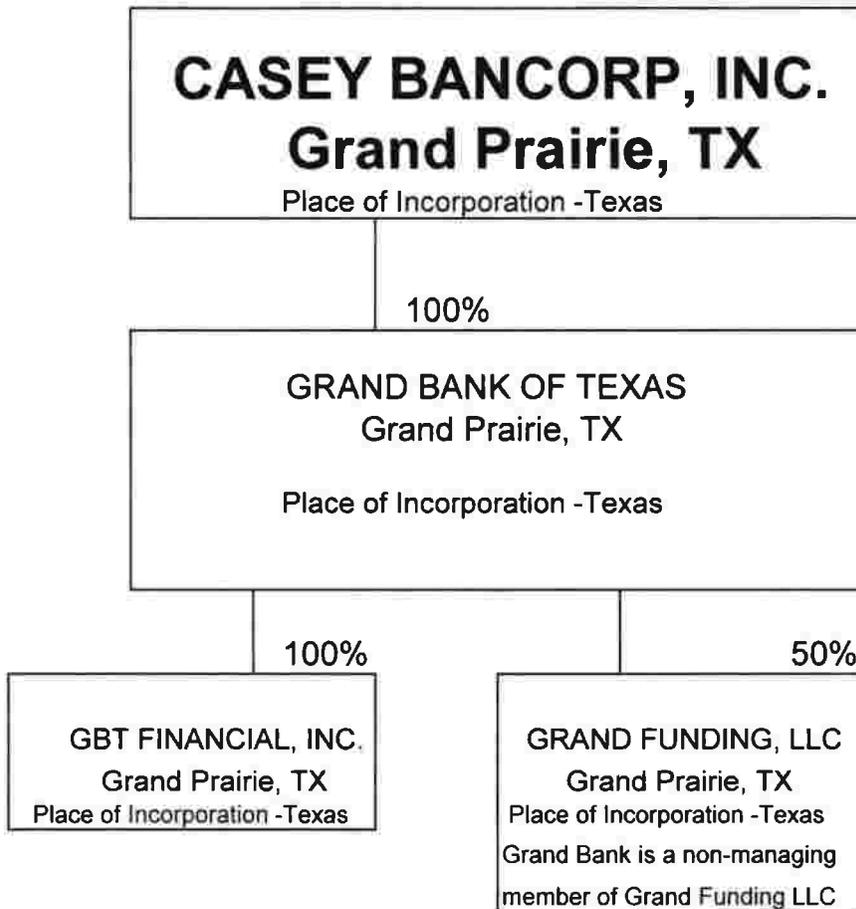
Casey Bancorp, Inc.
Grand Prairie, Texas
Fiscal Year Ending December 31, 2016



Report Item

1: The Bank Holding Company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, 1 copy is enclosed.

2.a Organization Chart



2.b Domestic Branch Listing provided to the Federal Reserve Bank on 01/30/2017 by email.

None of the entities have a Legal Entity Identifier.

Results: A list of branches for your depository institution: GRAND BANK OF TEXAS (ID_RSSD: 525352L)
 This depository institution is held by CASEY BANKCORP, INC (2269351) of GRAND PRAIRIE, TX.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 07/10/2017.

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	FOC UNINUM**	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	525352	GRAND BANK OF TEXAS	305 EAST COKORADO BOULEVARD	DALLAS	TX	75203	DALLAS	UNITED STATES	15294	0	GRAND BANK OF TEXAS	525352	
Close	1/14/2017	Full Service	3430550	BELT LINE BRANCH	2341 SOUTH BELT LINE ROAD	GRAND PRAIRIE	TX	75051	DALLAS	UNITED STATES	453829	3	GRAND BANK OF TEXAS	525352	Branch closed
OK		Full Service	3546442	CARRIER PARKWAY BRANCH	630 S CARRIER PARKWAY	GRAND PRAIRIE	TX	75051	DALLAS	UNITED STATES	334283	1	GRAND BANK OF TEXAS	525352	
OK		Full Service	4394275	HORSESHOE BAY BRANCH	9650 W FM 2147	HORSESHOE BAY	TX	78657	LLANO	UNITED STATES	72066	5	GRAND BANK OF TEXAS	525352	
OK		Full Service	4394284	MARBLE FALLS BRANCH	1410 MCKIMMON MILL ROAD	MARBLE FALLS	TX	78654	BURNET	UNITED STATES	529865	4	GRAND BANK OF TEXAS	525352	

Form FR Y-6

Casey Bancorp, Inc.
Grand Prairie, Texas

Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders		Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016	
Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016		(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016
(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	(2)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016
(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	(2)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016
Michael T. Casey Dallas, Texas	USA	146,020 - 28.03% Common Stock	(2)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016
Michael E. Montgomery Dallas, Texas	USA	147,576 - 28.33% Common Stock	(2)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016
Faye C. Briggs** Dallas, Texas	USA	13,301 - 2.56% Common Stock	(2)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016
N/A		N/A	

Casey Bancorp, Inc.
Grand Prairie, Texas
Fiscal Year Ending December 31, 2016

AMENDED
AUG 02 2017

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities In holding company	Percentage of Voting Securities In Subsidiaries (include names of subsidiaries)	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 T. Casey Dallas, Texas	N/A	Director & President	Chairman/CEO/Director Grand Bank of Texas	None	28.03%	N/A	N/A
Steven Smith Horseshoe Bay, Texas	N/A	Director	Vice Chairman/Director Grand Bank of Texas	None	1.40%	N/A	N/A
Albert S Conly Dallas, Texas	Consultant	Director	Director Grand Bank of Texas	Trebla Ventura General Partner & Managing Partner Conworth Partners LLC Managing Member	1.72%	N/A	Trebla Ventura 56.5%
Michael Grimm Horseshoe Bay, Texas	Oil & Gas Investor & Operator	Director	N/A	RSP Permian - Chairman Rising Star Petroleum, LLC President & CEO Rising Star Energy Dev. Co., LLC President & CEO Energy Transfer Partners Director	1.27%	N/A	Rising Star Petroleum, LLC 33%
Faye C. Briggs Dallas, Texas	Retired/Investor	N/A	N/A	N/A	2.56%***	N/A	N/A
Michael E. Montgomery Dallas, Texas	Oil & Gas Investor & Operator	Director & Vice President	Non Exec. President/Director Grand Bank of Texas	Trek Resources, Inc. President Montgomery Petroleum Inc. President Montgomery Development Inc. President MBOE, Inc Manager UGGS Energy LLC President	28.33%	N/A	MIKA Petroleum LLC 50% KUDO Petroleum LLC 50% Montgomery Petroleum, Inc. 100% Montgomery Development, Inc. 100% M&S Financial LP 50% TREK Resources Inc. 60% Eureka Gas Company 33% Loop 49 LP 25% Texas Aviation Grp. 50%



March 7, 2017

Dear Shareholder:

We are living in an interesting time: the stock market is up, the country appears divided, and the economy is difficult to predict both long and short term. The new administration has indicated regulatory relief for financial institutions; however, we will continue to operate under the current guidelines for the foreseeable future. Recognizing that operating in such an unusual environment can be unpredictable, the Bank experienced good loan and deposit growth in 2016 and we are poised to see similar growth in the coming year. Management believes the Bank is positioned well for 2017 with budget projections exceeding 2016 growth and earnings. Attached, in addition to the year-end financial statement, are the traditional graphs of the Bank's performance as has been provided in the past.

Some highlights and goals accomplished during 2016 are as follows:

- Completion of renovations to the Carrier Parkway location and consolidation of our two Grand Prairie locations
- The Bank's domicile moved from our Belt Line location in Grand Prairie to our Dallas location
- Sustained Loan and Deposit Growth
 - North Texas Market – 5.96% Loan Growth and 10.04% Deposit Growth
 - Hill Country Market – 9.10% Loan Growth and 18.90% Deposit Growth

We have been fortunate to operate in markets experiencing favorable conditions which continue to be a reflection of our clients and their success. We expect to see continued growth in 2017. The oil and gas markets have improved over the past 6 months and our current customers that operate in this market continue to perform. That being said, we continue to monitor these credits very closely.

The following is a summary of the Bank's progress during the fiscal year ending December 31, 2016:

Grand Bank of Texas Summary:

- Management's primary goals for 2016 have been to continue sustained loan growth, deposit growth, and earnings throughout the year while remaining well capitalized. YTD loan growth was positive but did not meet budget while deposit growth was ahead of budget. YTD loan growth is \$15.8 million, increasing 7.77% and behind budget by \$3.8 million. Deposit growth is \$30 million increasing 13.04%, and ahead of budget by \$10.2MM. The Bank's loan growth when compared to the industry is positive which continues to be supported by shareholder and customer referrals to Bank management.
- Earnings through December 31, 2016, were \$2,217,141 which exceeded 2015 earnings through this period of \$1,800,859, however, below budget by \$125,554. The primary reason for the shortfall was due to additional provisions in our allowance for loan and lease losses during the 2nd quarter of 2016. Bank management believes the credit quality of our portfolio will continue to remain stable. Earnings did rebound in the 3rd and 4th quarter of 2016 which is expected to continue in 2017.

Current Activity:

- We completed the renovations on our Carrier Parkway location in Grand Prairie and we moved into the facility on January 17th. The consolidation of our two Grand Prairie locations will provide financial, employee, and customer service efficiencies as well as a better overall customer experience. Many of our customers have already seen the newly updated facilities and we are receiving raving compliments. Management has begun to market the Belt Line property for sale or lease.
- The Bank's 7-year contract for core processing will expire in October, 2017. Management is well into the process of evaluating our current and prospective vendors to improve the products and services that we offer. The core vendor will need to be chosen in the next few months in order to be ready for conversion in October.
- Management continues to realize opportunities in the Jumbo Residential Mortgage market. This is an area that the secondary market mortgage lenders have ignored and we are able to offer acceptable terms for our customers. Our lenders have recently extended loans in this category and we are actively seeking these type of loans. If you or your friends have a need for this product, please let us know.

2016 Capital

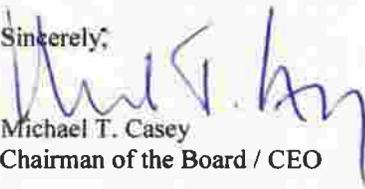
- Enclosed, you will find the book value calculation for shares of Casey Bancorp, Inc. stock as of December 31, 2016, the book value of each share of Casey Bancorp, Inc. stock is \$45.26. This is a year-to-date increase of \$3.89 per share.
- As of December 31, 2016, the Bank's Tier 1 Capital ratio was 8.01% and Risk Based Capital was 11.43%, exceeding our goals of 8.0% and 11.0%, respectively. As indicated in my previous shareholder letters, our sustained growth continues to put pressure on our capital ratios. While earnings should continue to sustain our capital ratios going forward, management has taken steps to mitigate growth that exceeds our budget and ability to maintain our capital goals.

Shareholder Meeting

- Our annual shareholders meeting is scheduled on April 26, 2017, 12:00 noon. This year the meeting will be held at our newly renovated Carrier Parkway, Grand Prairie location. Shareholders will soon be receiving specific details concerning the annual shareholders meeting.

I look forward to our opportunities to grow and prosper together.

Sincerely,


Michael T. Casey
Chairman of the Board / CEO

CASEY BANCORP, INC.
BALANCE SHEET
DECEMBER 31, 2016

ASSETS		LIABILITIES AND EQUITY
CASH AND DUE FROM BANKS		OTHER LIABILITIES
GRAND BANK OF TEXAS	140,990.69	0.00
TOTAL CASH/DUE FROM	140,990.69	
INVESTMENT IN SUBSIDIARIES		TOTAL LIABILITIES
GRAND BANK OF TEXAS	<u>23,369,995.61</u>	0.00
TOTAL INVEST. SUBSIDIARIES	23,369,995.61	
INVESTMENTS		EQUITY CAPITAL
EQUITY INVESTMENTS	<u>71,935.50</u>	CAPITAL STOCK
(The Allegiance Bk and Pegasus Bk)		521,031.00
 		EARNED SURPLUS
OTHER ASSETS	0.00	16,347,277.25
		STOCK OPTION PLAN
		157,166.22
		UNDIVIDED PROFITS
		4,627,214.01
		DIVIDEND PAID YTD
		-260,515.50
		YTD NET INCOME
		2,214,140.94
		UNREALIZED G/L AFS SECURITIES
		<u>-23,392.12</u>
TOTAL ASSETS	<u>23,582,921.80</u>	TOTAL EQUITY CAPITAL
		<u>23,582,921.80</u>
		TOTAL LIAB AND CAPITAL
		<u>23,582,921.80</u>

INCOME		EXPENSE
INTEREST INCOME		INTEREST EXPENSE
INT-DUE FROM ACCTS	<u>0.00</u>	0.00
TOTAL INTEREST INCOME	0.00	
NON-INTEREST INCOME		TOTAL INTEREST EXPENSE
DIVIDEND INCOME GRAND BANK	260,515.50	<u>0.00</u>
DIVIDEND FROM EQUITY INVESTMENT	0.00	
EQUITY IN EARNINGS OF SUBSIDIARY	1,956,625.44	
MISCELLANEOUS INCOME	<u>0.00</u>	OTHER OPERATING EXPENSE
TOTAL NON-INTEREST INCOME	2,217,140.94	PROFESSIONAL FEES
		0.00
		ACCT/EXAM FEES
		0.00
		DIRECTOR FEES
		3,000.00
		FRANCHISE TAX
		0.00
		MISCELLANEOUS EXP
		<u>0.00</u>
		TOTAL OPERATING EXPENSES
		3,000.00
TOTAL INCOME	<u>2,217,140.94</u>	TOTAL EXPENSES
		<u>3,000.00</u>
		NET INCOME BEFORE TAXES
		2,214,140.94
		FIT EXPENSE
		FIT EXPENSE
		<u>0.00</u>
		TOTAL FIT
		0.00
		NET INCOME AFTER TAXES
		<u>2,214,140.94</u>

Grand Bank

O F T E X A S

DECEMBER, 2016 (UNAUDITED)

BALANCE SHEET	12/31/16	12/31/15	% CHG
Cash & Equivalents	\$36,140,268	\$28,009,823	29%
Investments	13,317,716	8,471,312	57%
Gross Loans	218,938,931	203,155,835	8%
Loan Loss Reserve	(2,764,022)	(2,319,665)	19%
Net Loans	\$216,174,909	\$200,836,170	8%
Fixed Assets	14,172,142	11,587,278	22%
Other Assets	4,501,676	3,637,020	24%
TOTAL ASSETS	\$284,306,711	\$252,541,603	13%
Non-Interest Deposits	\$98,635,267	\$79,432,670	24%
Interest-Bearing Deposits	161,308,789	150,533,630	7%
Total Deposits	\$259,944,056	\$229,966,300	13%
Other Liabilities	992,659	1,224,463	-19%
Total Liabilities	\$260,936,715	\$231,190,763	13%
Equity Capital	23,369,996	21,350,840	9%
TOTAL LIABILITIES AND EQUITY	\$284,306,711	\$252,541,603	13%

RATIOS:

	12/31/16	12/31/15
Loan-to-Deposit Ratio	84.23%	88.34%
Tier 1 Capital to Assets	8.01%	8.42%
Loan Loss Reserve to Loans	1.26%	1.14%
Book Value Per Share	\$45.26	\$41.39
Earnings Per Share (Full Year)	\$4.26	\$3.46

INCOME STATEMENT	4th QTR ENDING 12/31/16	12 MONTHS YTD 2016	12 MONTHS YTD 2015	YTD % CHG
Interest Income - Investments	\$105,737	\$385,615	\$198,345	94%
Interest Income - Loans	3,185,278	12,476,485	11,039,699	13%
Total Interest Income	\$3,291,015	\$12,862,100	\$11,238,044	14%
Interest Expense	176,662	695,768	614,630	13%
Total Interest Margin	\$3,114,353	\$12,166,332	\$10,623,414	15%
Non-Interest Income	301,237	1,279,808	1,335,134	-4%
Personnel Expense	1,457,222	5,767,216	5,034,492	15%
Occupancy Expense	338,066	1,342,205	1,300,752	3%
Other Expenses	819,312	3,082,078	2,799,645	10%
Total Expenses	\$2,614,600	\$10,191,499	\$9,134,889	12%
Loan Loss Provision	120,000	1,037,500	1,022,800	1%
NET INCOME	\$680,990	\$2,217,141	\$1,800,859	23%

DALLAS

305 E. Colorado Blvd.
Dallas, TX 75203
(214) 941-4268

GRAND PRAIRIE

530 S Carrier Parkway
Grand Prairie, TX 75051
(972) 264-4811

HORSESHOE BAY

9650 W FM 2147
Horseshoe Bay, TX 78657
(830) 598-7424

MARBLE FALLS

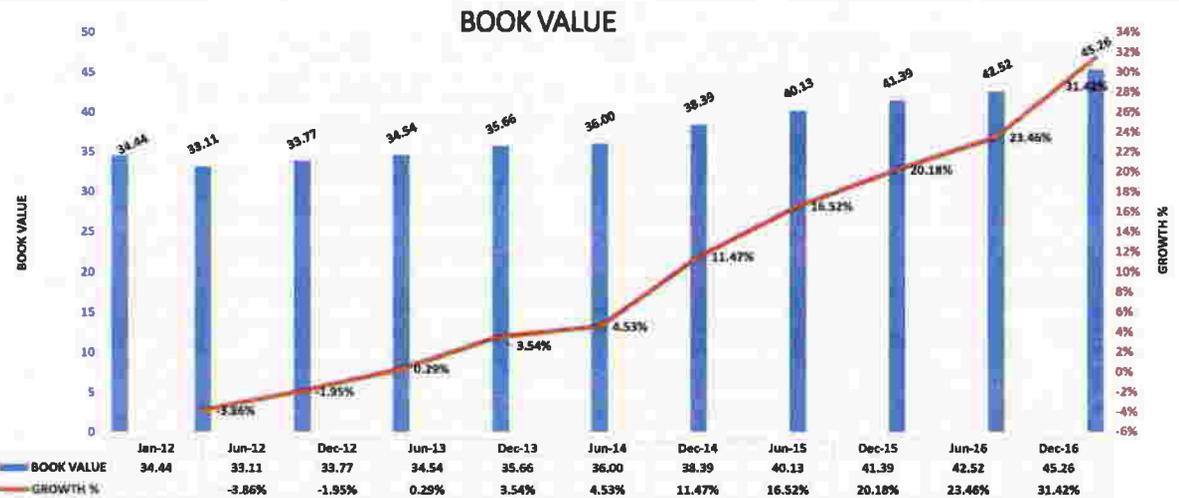
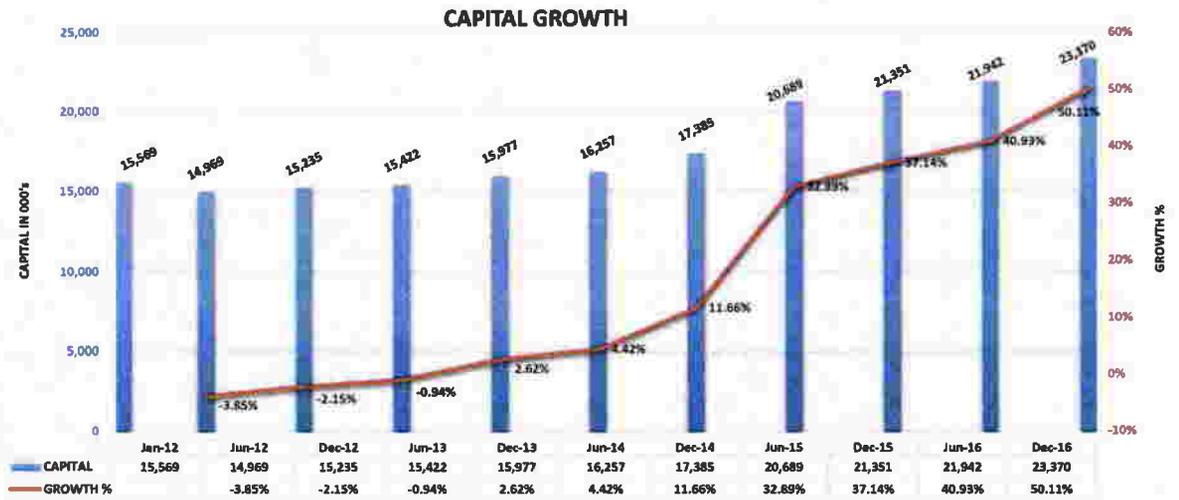
1410 Mormon Mill Rd.
Marble Falls, TX 78654
(830) 693-8501

WWW.GRANDBANKOFTEXAS.COM



GRAND BANK

**HISTORICAL GROWTH AND TRENDS
SINCE INITIAL PUBLIC OFFERING IN JANUARY, 2012**





**HISTORICAL GROWTH AND TRENDS
SINCE INITIAL PUBLIC OFFERING IN JANUARY, 2012**

