

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.

I, Richard E. Williams, Jr.

Name of the Holding Company Director and Official

President and CEO

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.

Richard E. Williams, Jr.
 Signature of Holding Company Director and Official
 3/27/2017

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. _____

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

12/31/2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Cameron Financial Corporation

Legal Title of Holding Company

102 N Houston/ P.O. Box 835

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

Cameorn Texas 76520
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mark A. Stroud SVP & CFO
 Name Title

254-697-6461

Area Code / Phone Number / Extension

254-697-6469

Area Code / FAX Number

mstroud@classicbank.com

E-mail Address

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

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

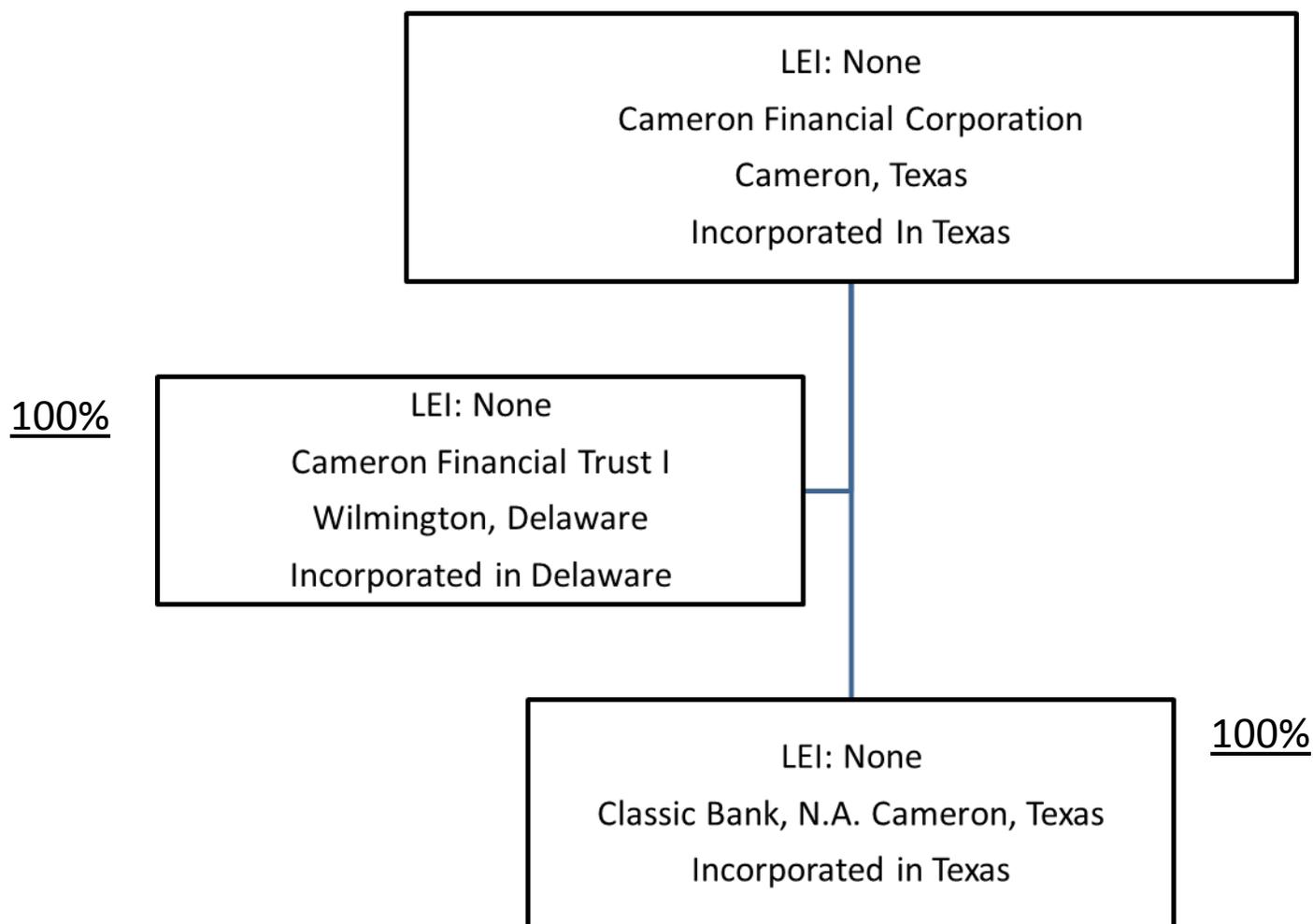
In accordance with the General Instructions for this report (check only one),

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."

Cameron Financial Corporation Cameron, Texas



Remarks: A list of branches for your depository institution: CLASSIC BANK NATIONAL ASSOCIATION (D: 187951)
 This depository institution is held by CAMERON FINANCIAL CORPORATION (7762384) of CAMERON, TX
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/12/2017

Branch Action 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 added or closed, enter 'Close' in the Data Action column and the date 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.

Notes:

To satisfy the FR Y-18 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)	187951	CLASSIC BANK NATIONAL ASSOCIATION	102 NORTH HOUSTON STREET	CAMERON	TX	76520-1932	MILAM	UNITED STATES	2000	0	CLASSIC BANK NATIONAL ASSOCIATION	187951	
OK		Full Service	3869837	BASTROP BRANCH	493 HIGHWAY 21	BASTROP	TX	78602	BASTROP	UNITED STATES	491861	7	CLASSIC BANK NATIONAL ASSOCIATION	187951	
OK		Full Service	446457	LEE COUNTY BRANCH	875 EAST AUSTIN STREET	GDOWNS	TX	78847	LEE	UNITED STATES	16814	4	CLASSIC BANK NATIONAL ASSOCIATION	187951	
OK		Full Service	373599	LIBERTY HILL BRANCH	1228 L WEST STATE HIGHWAY 29	LIBERTY HILL	TX	78642	WILLIAMSON	UNITED STATES	479322	8	CLASSIC BANK NATIONAL ASSOCIATION	187951	
OK		Full Service	3538269	ROCKDALE BRANCH	1707 WEST CAMERON AVENUE	ROCKDALE	TX	76567	MILAM	UNITED STATES	418507	6	CLASSIC BANK NATIONAL ASSOCIATION	187951	
OK		Full Service	1412048	ROSEBUD BRANCH	400 WEST AVENUE B	ROSEBUD	TX	76576	FALLS	UNITED STATES	207766	3	CLASSIC BANK NATIONAL ASSOCIATION	187951	

Classic Bank, N. A.
Date of Change = 11/01/07
102 North Houston
Cameron, Texas 76520
Milam County
United States of America
Service Type = Full (Head Office)

Classic Bank, N. A.
Date of Change = 11/01/07
400 West Avenue B
Rosebud, Texas 76570
Falls County
United States of America
Service Type = Full

Classic Bank, N. A.
Date of Change = 11/01/07
825 East Austin Street
Giddings, Texas 78942
Lee County
United States of America
Service Type = Full

Classic Bank, N. A.
1707 West Cameron Avenue
Rockdale, Texas 76567
Milam County
United States of America
Service Type = Full

Classic Bank, N. A.
493 Highway 71 West
Bastrop, Texas 78602
Bastrop County
United States of America
Service Type = Full

Classic Bank, NA
12251 West State Highway 29
Liberty Hill, Texas 78642
Williamson County
United States of America
Service = Full

CAMERON FINANCIAL CORPORATION
SHAREHOLDERS

<u>NAMES AND ADDRESS</u>	<u>COUNTRY OF CITIZENSHIP</u>	<u>NUMBER OF VOTING SHARES OWNED</u>	<u>PERCENTAGE OF VOTING SHARES OWNED</u>
Shareholders that directly or indirectly own, control, or hold with power to vote 5% or more of any class of voting securities of Cameron Financial Corporation:			
Richard E. Williams, Jr. Cameron, Texas 76520	United States	1,481	29.16%
Debora Evans Belton, Texas 76513	United States	1,279	25.18%
Williams Family Exempt Trust Cameron, Texas 76520 *Richard E. Williams, Jr. Trustee *Debora Evans Trustee	United States	1,135	22.36%
Richard E. Williams, Jr. Exempt Trust Cameron, Texas 76520 *Richard E. Williams, Jr. Trustee *Debora Evans Trustee	United States	502	9.88%
Debora Williams Evans Exempt Trust Belton, Texas 76513 *Richard E. Williams, Jr. Trustee *Debora Evans Trustee	United States	<u>501</u>	<u>9.86%</u>
		<u>5,079</u>	<u>100.00%</u>

Shareholders not listed above that owned or controlled 5% or more of any class of voting securities of Cameron Financial Corporation during the fiscal year ended December 31, 2016.

NONE

CAMERON FINANCIAL CORPORATION
DIRECTORS AND OFFICERS

Name, City and State Principal Occupation of Each Executive Officer, Director or Principal Shareholder, Etc.	Organization	Title or Position With Bank Holding Company, Subsidiaries and other Businesses	Percentage of Shares Owned, Controlled, or Held With Power to Vote
Richard E. Williams, Jr. Cameron, Texas 76520 Bank President	Cameron Financial Corporation Classic Bank, N. A.	President/Director Banker	29.16% None
Mary J. Williams Cameron, Texas 76520 N/A	Cameron Financial Corporation	Chairman/Director	0.00%
Debora Evans Belton, Texas 76513 Secretary	Cameron Financial Corporation Classic Bank, N. A.	Secretary/Director Banker	25.18% None
Williams Family Exempt Trust Cameron, Texas 76520 *Richard E. Williams, Jr. Trustee *Debora Evans Trustee	N/A		22.36%
Richard E. Williams, Jr. Exempt Trust Cameron, Texas 76520 *Richard E. Williams, Jr. Trustee *Debora Evans Trustee	N/A		9.88%
Debora Williams Evans Exempt Trust Belton, Texas 76513 *Richard E. Williams, Jr. Trustee *Debora Evans Trustee	N/A		9.86%

Insiders do not have any other businesses outside of Cameron Financial Corporation.

CAMERON FINANCIAL CORPORATION
FEDERAL RESERVE FORM F.R.Y.-6
December 31, 2016

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DOMESTIC BANK HOLDING COMPANY
ANNUAL REPORT F.R.Y. – 6
December 31, 2016

CAMERON FINANCIAL CORPORATION
P.O. BOX 835
CAMERON, TEXAS 76520