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.

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
Preisdent 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.

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.

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.

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
Cameron 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? [ ] Yes [ ] No
□ 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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551. Submitted to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
Cameron Financial Corporation
Cameron, Texas

LEI: None
Cameron Financial Corporation
Cameron, Texas
Incorporated in Texas

100%

LEI: None
Cameron Financial Trust I
Wilmington, Delaware
Incorporated in Delaware

100%

LEI: None
Classic Bank, N.A. Cameron, Texas
Incorporated in Texas
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Phone</th>
<th>Email</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
<th>Phone</th>
<th>Fax</th>
<th>Office</th>
<th>Phone</th>
<th>Fax</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joe</td>
<td>123 Main St, Anytown</td>
<td>(555) 555-1234</td>
<td><a href="mailto:joe@anytown.com">joe@anytown.com</a></td>
<td>Anytown</td>
<td>NY</td>
<td>12345</td>
<td>(555) 555-1234</td>
<td>555-1234</td>
<td>Office A</td>
<td>(555) 555-1234</td>
<td>555-1234</td>
</tr>
<tr>
<td>Sue</td>
<td>456 Oak Ave, Otherville</td>
<td>(666) 666-1234</td>
<td><a href="mailto:sue@otherville.com">sue@otherville.com</a></td>
<td>Otherville</td>
<td>CA</td>
<td>12345</td>
<td>(666) 666-1234</td>
<td>666-1234</td>
<td>Office B</td>
<td>(666) 666-1234</td>
<td>666-1234</td>
</tr>
<tr>
<td>Bill</td>
<td>789 Pine Dr, Anytown</td>
<td>(777) 777-1234</td>
<td><a href="mailto:bill@anytown.com">bill@anytown.com</a></td>
<td>Anytown</td>
<td>NY</td>
<td>12345</td>
<td>(777) 777-1234</td>
<td>777-1234</td>
<td>Office C</td>
<td>(777) 777-1234</td>
<td>777-1234</td>
</tr>
</tbody>
</table>

* FID: SUBDIV. OFFICE Number: Subdiv_Roll is the reference only. Verification of these records is not required.
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
<table>
<thead>
<tr>
<th>NAMES AND ADDRESS</th>
<th>COUNTRY OF CITIZENSHIP</th>
<th>NUMBER OF VOTING SHARES OWNED</th>
<th>PERCENTAGE OF VOTING SHARES OWNED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard E. Williams, Jr.</td>
<td>United States</td>
<td>1,481</td>
<td>29.16%</td>
</tr>
<tr>
<td>Cameron, Texas 76520</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debora Evans</td>
<td>United States</td>
<td>1,279</td>
<td>25.18%</td>
</tr>
<tr>
<td>Belton, Texas 76513</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Williams Family Exempt Trust</td>
<td>United States</td>
<td>1,135</td>
<td>22.36%</td>
</tr>
<tr>
<td>Cameron, Texas 76520</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Richard E. Williams, Jr. Trustee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Debora Evans Trustee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard E. Williams, Jr. Exempt Trust</td>
<td>United States</td>
<td>502</td>
<td>9.88%</td>
</tr>
<tr>
<td>Cameron, Texas 76520</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Richard E. Williams, Jr. Trustee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Debora Evans Trustee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debora Williams Evans Exempt Trust</td>
<td>United States</td>
<td>501</td>
<td>9.86%</td>
</tr>
<tr>
<td>Belton, Texas 76513</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Richard E. Williams, Jr. Trustee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Debora Evans Trustee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>5,079</strong></td>
<td></td>
<td><strong>100.00%</strong></td>
<td></td>
</tr>
</tbody>
</table>

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

Insiders do not have any other businesses outside of Cameron Financial Corporation.
<table>
<thead>
<tr>
<th>Report Item</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form 10-K filed with Securities and Exchange Commission</td>
<td>1a</td>
</tr>
<tr>
<td>Annual Report to Shareholders</td>
<td>1b</td>
</tr>
<tr>
<td>Organization Chart</td>
<td>2</td>
</tr>
<tr>
<td>Shareholders</td>
<td>3</td>
</tr>
<tr>
<td>Directors and Officers</td>
<td>4</td>
</tr>
</tbody>
</table>