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 3109(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 620, 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.

Greg Wyatt
Name of the Holding Company Director and Official

Director, Sec/Treas
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

01/25/2017
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

RASS ID 23366524
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016

Month / Day / Year

none
Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ Name, Street, and Mailing Address
Brownsboro Bancshares, Inc.

Legal Title of Holding Company

P O Box 405

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

Brownsboro Texas 75756

City State Zip Code

14225 State Hwy 31 E

Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:

Greg Wyatt

Sec/Treas

Name Title

9038526911

Area Code / Phone Number / Extension

9038527567

Area Code / FAX Number

gwyatt@fsbbrownsboro.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: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
No entity listed above has a Legal Entity Identifier number.
Results: A list of branches for your holding company: BROWNSBORO BANKSHARES, INC. (3006643) of BROWNSBORO, TX.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/31/2017.

Reconciliation and Verification Steps
1. In the Date 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 Date Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter "Change" in the Date 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 Date 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 Date Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter "Add" in the Date 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 FY 10 reporting requirements, you must also submit FR 720 Domestic Branch Schedules for each branch with a Date Action of Change, Close, Delete, or Add.
The FR 720 report may be submitted in a hard copy format or via the FR 720 Online application - https://fr720online.federalreserve.gov.

* FISCA LUNIUM, Office Number, and ID RSSD columns are for reference only. Verification of these values is not required.

| Date Action | Effective Date | Branch Service Type | Branch ID, RSSD | Popular Name | Street Address | City | State | Zip Code | County | Country | FISCA LUNIUM | Office Number | Head Office | Head Office ID RSSD | Comments |
|-------------|---------------|--------------------|----------------|-------------|----------------|------|-------|----------|--------|---------|-------------|---------------|-------------|--------------|------------------|----------|
| ok          | 12/31/2018    | Full Service       | 273545        | FIRST STATE BANK OF BROWNSBORO | 14325 STATE HIGHWAY 31 E | BROWNSBORO | TX   | 75756   | HENDERSON | UNITED STATES | 7138         | 0           | FIRST STATE BANK OF BROWNSBORO | 273545   |            |               |          |
| ok          | 12/31/2018    | Full Service       | 31486797     | AVENUS BRANCH | 600 SOUTH PALLADINE STREET | ATHENS | TX   | 79712   | HENDERSON | UNITED STATES | 813329        | 11          | FIRST STATE BANK OF BROWNSBORO | 219934   |            |               |          |
| ok          | 12/31/2018    | Full Service       | 31486788     | MUNCION BRANCH | 6445 STATE HIGHWAY 31 EAST | MUNCION | TX   | 75778   | HENDERSON | UNITED STATES | 214119        | 11          | FIRST STATE BANK OF BROWNSBORO | 273545   |            |               |          |
FORM FR Y-6  
BROWNSBORO BANCSHARES INC  
FISCAL YEAR ENDED 31 DECEMBER 2016

REPORT ITEM 3: SHAREHOLDERS

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Citizenship</th>
<th>Number</th>
<th>% Shares</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jeff Fulgham</td>
<td>Brownsboro, TX</td>
<td>USA</td>
<td>177,600</td>
<td>60%</td>
<td>common stock</td>
</tr>
<tr>
<td>Swan Fulgham</td>
<td></td>
<td>USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joe B Fulgham Jr</td>
<td></td>
<td>USA</td>
<td>66,800</td>
<td>22.6%</td>
<td>common stock</td>
</tr>
<tr>
<td></td>
<td></td>
<td>USA</td>
<td>33,000</td>
<td>11.2%</td>
<td>common stock</td>
</tr>
</tbody>
</table>

NONE

300,000 shares authorized/ 295,800 issued
<table>
<thead>
<tr>
<th>Name</th>
<th>Principal Occupation</th>
<th>Title Position</th>
<th>Title Position With Other Title Positions</th>
<th>% of Voting Shares</th>
<th>% of Other Shares</th>
<th>% of Voting Shares</th>
<th>% of Other Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Janes Will</td>
<td>Vice President</td>
<td>President</td>
<td>President of Brownbororo Bankshares Inc</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Willa G.</td>
<td>Vice President</td>
<td>President</td>
<td>President of Brownbororo Bankshares Inc</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Joe D.</td>
<td>Vice President</td>
<td>President</td>
<td>President of Brownbororo Bankshares Inc</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Joe B.</td>
<td>Vice President</td>
<td>President</td>
<td>President of Brownbororo Bankshares Inc</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Joe C.</td>
<td>Vice President</td>
<td>President</td>
<td>President of Brownbororo Bankshares Inc</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
</tbody>
</table>

**Report Item 4: Insiders**

Fiscal Year Ending 31 December 2016
Brownbororo Bankshares Inc
Form 4-V6