

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

ABCT Holdings, Inc.

Legal Title of Holding Company

P.O. Box 7554

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

Waco

TX

76714

City

State

Zip Code

4721 Bosque Blvd

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Clarence Hennig

Secretary

Name

Title

254-741.8060

Area Code / Phone Number / Extension

254-741-8061

Area Code / FAX Number

chennig@alliancebanktexas.com

E-mail Address

N/A

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

I, **Eric Shero**

Name of the Holding Company Director and Official

President

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

Date of Signature

2/24/17

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. _____

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

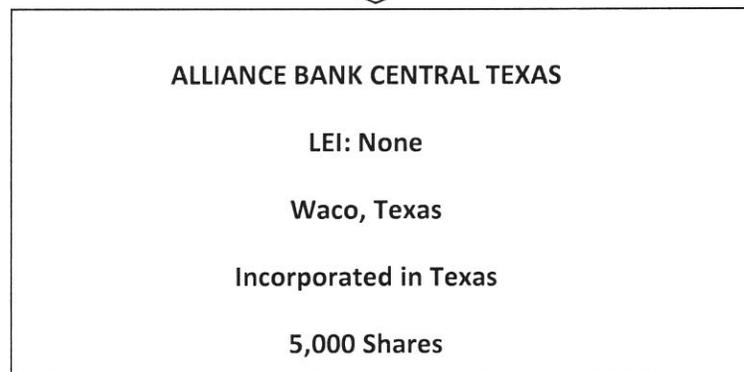
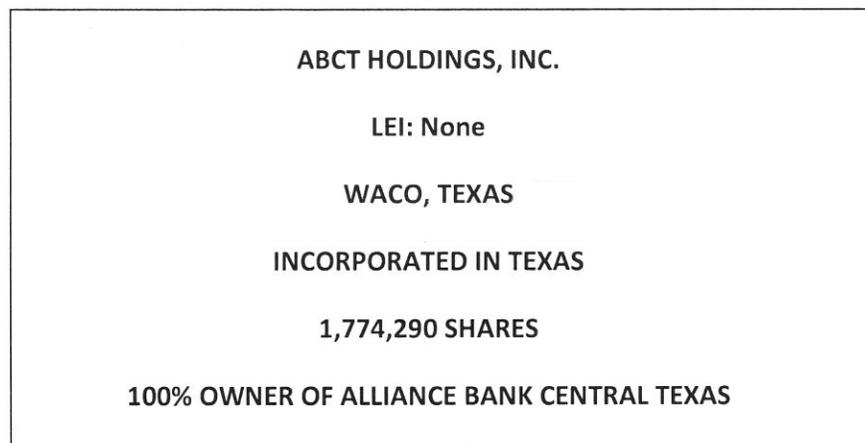
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6

ABCT HOLDINGS, INC.

Waco, Texas

Fiscal Year Ended December 31, 2016



Note: No entity listed in the Organization Chart has an LEI. LEI is N/A for all entities.

Results: A list of branches for your depository institution: ALLIANCE BANK CENTRAL TEXAS (ID: RSSD: 601658)
 This depository institution is held by ABCT HOLDINGS, INC. (3613441) of WACO, TX.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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 emailing 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)	601658	ALLIANCE BANK CENTRAL TEXAS	4721 BOSQUE BLVD.	WACO	TX	76710-4607	MCCLENNAN	UNITED STATES	9934	0	ALLIANCE BANK CENTRAL TEXAS	601658	
OK		Full Service	1990368	DONNE BRANCH	235 MAIN STREET	DONNE	TX	75838	FRESTONE	UNITED STATES	1225030	1	ALLIANCE BANK CENTRAL TEXAS	601658	
OK		Full Service	3641235	LEWETT BRANCH	114 NORTH MAIN STREET	LEWETT	TX	75846	LEON	UNITED STATES	1472050	2	ALLIANCE BANK CENTRAL TEXAS	601658	

ABCT Holdings, Inc
Waco, Texas
Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders			Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016	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	
(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) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Benjy and Elizabeth Bauer Waco, TX	USA	146,363 8.25% Common Stock	NONE		
Jake and Simone Bauer Waco, TX	USA	106,817 6.02% Common Stock			
Brent Neuhaus Waco, TX	USA	128,795 7.26% Common Stock			
	Sub Total	381,795 21.52%			
	Total Shares	1,774,290			

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 ABCT Holdings, Inc.
 Waco, Texas
 Fiscal Year Ending December 31, 2016

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)
Todd Moore Waco, TX	N/A	Chairman, CEO & Director	President, CEO and Director (Alliance Bank Central Texas)	N/A	1.80%	0.00%	Aeroplane Ventures, LLC - 33.3% T&E Enterprises, LLC - 50% Worham Air Conditioning, Inc. - 80%
Eric Shero McGregor, TX	N/A	President, COO & Director	Chief Financial Officer and Director (Alliance Bank Central Texas)	N/A	0.93%	0.00%	Aeroplane Ventures, LLC - 33.3% Shero Family Trust - 33.3% Shero Living Trust - 33.3% T&E Enterprises, LLC - 50% BTE Investments, LLC - 33.3% SSH Aviation, LLC - 66.6% 2921 WWD, LLC - 33.3% SSH -H Investments, LLC - 50%
Benny Bauer Waco, TX	Meat Packing Plant	Director	Chairman and Director (Alliance Bank Central Texas)	Vice President - H&B Packing Co, Inc. Waco, TX	8.25%	0.00%	H&B Packing Co, Inc. - 50% Champion Pet Foods, Inc. - 50% Bauer Brother Investments, LLC - 50% Waco R&B Investments, LLC - 33% Bauer Family, LLC - 100%
				Partner - Bauer Investments Waco, TX			
				Partner - R&B Investments Waco, TX			

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)
Jake Bauer Waco, TX	Meat Packing Plant	None	None	Partner - BLSH Traders, LP Waco, TX	6.02%	0.00%	N/A
Mark Minor Lorena, TX	N/A	Director	Chief Credit Officer and Director (Alliance Bank Central Texas)	N/A	0.00%	0.00%	Marlin Holding II, LTD - 33% White Sky, LLC - 100% Minor Ranch, LTD - 33 %
Georgetta Duncan Waco, TX	Family Holding Compa	Director	Director (Alliance Bank Central Texas)	Chief Financial Officer- Meyer Family Enterprises Waco, Texas	0.15%	0.00%	None
Brent Neuhaus Waco, TX	Equipment Company	Director	Director (Alliance Bank Central Texas)	President & General Manager- Brazos Valley Equipment Waco, TX	7.26%	0.00%	Brazos Valley Equipment - 100% NTP Holdings, LLC - 100 % BANN 2011 Trust - 100% Brent A. Neuhaus 1994 Trust - 100% Neuhaus Trust Partnership - 100% TCBGTG - 100% HILLRE, LLC - 100%

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 ABCT Holdings, Inc.
 Waco, Texas
 Fiscal Year Ending December 31, 2016

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)

Steve Cates Waco, TX	Real Estate	Director	Director (Alliance Bank Central Texas)	President Ranch Associates, LLC	1.87%	0.00%	ERE Property, LLC - 100% JORE, LLC - 100% N2 Ventures - 50% 0.00% Ranch Associates, LLC - 50% RPS Realty - 33.3% Randy's Cypress Creek Cafe - 36.5%
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Gerald Villarrial Waco, TX	Attorney - Law Firm	Director	Director (Alliance Bank Central Texas)	Attorney / Partner Villarrial Law	0.30%	0.00%	None
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Carroll Fitzgerald Waco, TX	Landscape Company	Director	Director (Alliance Bank Central Texas)	Owner Fitzgerald Lawnscape	0.31%	0.00%	Fitzgerald Lawnscape, Ltd - 49.5% Fitz Properties, LLC - 50%
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