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.

Sushil C. Patel
Name of the Holding Company Director and Official

President & Director
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
03/27/2018

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):
12/31/2017

Month / Day / Year

n/a

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

Reporters Name, Street, and Mailing Address

SBT Bancshares, Inc.

Legal Title of Holding Company

11950 Webb Chapel Road

Street / P.O. Box

Dallas Texas 75234

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Janna B. Hayes Secretary

Name Title

972.252.6000

Area Code / Phone Number / Extension

972.252.6014

Area Code / FAX Number

jhayes@statebnk.com

E-mail Address

www.statebnk.com

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

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.”

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.
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
<td>City</td>
</tr>
<tr>
<td>State</td>
<td>State</td>
</tr>
<tr>
<td>Zip Code</td>
<td>Zip Code</td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)
SBT Bancshares, Inc.
Dallas, TX
Fiscal Year Ending December 31, 2017

Report Item 1: Annual Report

1: The bank holding company does not prepare an annual report for its shareholders.
Form FR Y-6

SBT Bancshares, Inc.
Dallas, TX
Fiscal Year Ending December 31, 2017

Report Item 2a: Organizational Chart

SBT Bancshares, Inc.
(LEI: N/A)
Dallas, TX USA
(A Texas Sub S Corporation)
429,610 Shares
Incorporated in Texas

State Bank of Texas
(LEI: 549300R1VV53RGPW1Q44)
Dallas, TX USA
(Bank)
429,610 Shares
(100%)
Incorporated in Texas

SBT Capital Trust II
(LEI: N/A)
Irving, TX USA
(100%)
Incorporated in Texas
Form FR Y-6

SBT Bancshares, Inc.
Dallas, TX
Fiscal Year Ending December 31, 2017

Report Item 2b: Domestic Branch Listing

Emailed to structure.verification@dal.frb.org on March 27, 2018

Results: A list of branches for your depository institution: STATE BANK OF TEXAS (ID: RSSD: 1157415).
This depository institution is held by SBT BANCSHARES, INC. (9308677) of DALLAS, TX.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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</thead>
<tbody>
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<td>OK</td>
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<td>1157415</td>
<td>STATE BANK OF TEXAS</td>
<td>11950 WEBB CHAPEL ROAD</td>
<td>DALLAS TX</td>
<td>75234-777</td>
<td>DALLAS</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Close</td>
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<td>Full Service</td>
<td>2098836</td>
<td>BROADVIEW BANKING CENTER</td>
<td>2100 WEST ROOSEVELT ROAD</td>
<td>BROADVIEW</td>
<td>IL</td>
<td>60615</td>
<td>COOK</td>
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<td>BRONZEVILLE FACILITY</td>
<td>3501 SOUTH KING DRIVE</td>
<td>CHICAGO</td>
<td>IL</td>
<td>60653</td>
<td>COOK</td>
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<td>CHATHAM RIDGE FACILITY</td>
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<td>2426471</td>
<td>CHICAGO DEVON BRANCH</td>
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<td>5/1/2017</td>
<td>Limited Service</td>
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<td>DRIVE-IN FACILITY</td>
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<td>IL</td>
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<td>Full Service</td>
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<td>EAST 87TH STREET BRANCH</td>
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<td>Y-10 Filed 5/10/2017</td>
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<td>CHASE FACILITY BRANCH</td>
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<td>CRESTWOOD</td>
<td>IL</td>
<td>60445</td>
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<td>Y-10 Filed 5/10/2017</td>
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<td>MAYWOOD BRANCH</td>
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<td>Y-10 Filed 5/10/2017</td>
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<td>GARLAND BRANCH</td>
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<td>GARLAND</td>
<td>TX</td>
<td>75043</td>
<td>DALLAS</td>
<td>UNITED STATES</td>
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<td>RICHARDSON BRANCH</td>
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<td>TX</td>
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<td>5/1/2017</td>
<td>Full Service</td>
<td>4255442</td>
<td>MILWAUKEE BRANCH</td>
<td>2102 WEST FOND DU LAC AVENUE</td>
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<td>UNITED STATES</td>
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<td>STATE BANK OF TEXAS</td>
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<td>Y-10 Filed 5/10/2017</td>
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### Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chan B. Patel</td>
<td>USA</td>
<td>64,444 - 15.00% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Surekha C. Patel</td>
<td>USA</td>
<td>64,444 - 15.00% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Sushil Patel 2010 Irrevocable Trust</td>
<td>USA</td>
<td>64,444 - 15.00% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Chan B. Patel, Trustee Irving, TX</td>
<td>USA</td>
<td>64,444 - 15.00% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Rajan Patel 2010 Irrevocable Trust</td>
<td>USA</td>
<td>64,444 - 15.00% Common Stock</td>
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<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Chan B. Patel, Trustee Irving, TX</td>
<td>USA</td>
<td>64,444 - 15.00% Common Stock</td>
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<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Shetal Patel 2010 Irrevocable Trust</td>
<td>USA</td>
<td>32,222 - 7.50% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Chan B. Patel, Trustee Irving, TX</td>
<td>USA</td>
<td>32,222 - 7.50% Common Stock</td>
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<td>N/A</td>
</tr>
<tr>
<td>Toral Balakrishnan 2010 Irrevocable Trust</td>
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<td>32,222 - 7.50% Common Stock</td>
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</tr>
<tr>
<td>Chan B. Patel, Trustee Irving, TX</td>
<td>USA</td>
<td>32,222 - 7.50% Common Stock</td>
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<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Bipin Patel</td>
<td>USA</td>
<td>10,520 - 2.45% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
| (1) Names & Address  
(Toyota, State, Country) | (2) Principal  
Occupation  
if other than  
with Bank  
Holding  
Company | (3)(a)  
Title &  
Position  
with Bank  
Holding  
Company | (3)(b)  
Title & Position  
with Subsidiaries  
(Include names  
of subsidiaries) | (3)(c)  
Title & Position  
with Other  
Businesses  
(Include names  
of other businesses) | (4)(a)  
Percentage  
of Voting  
Shares in  
Bank Holding  
Company | (4)(b)  
Percentage  
of Voting  
Shares in  
Subsidiaries  
(Include names  
of subsidiaries) | (4)(c)  
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) |
|----------------|----------------|----------------|---------------------------------|---------------------------------|----------------|----------------|----------------------------------|
| Chan E. Patel  
Irving, TX | N/A | Director,  
Chairman,  
President,  
CEO  
(State Bank of TX) | Southern Comfort Hospitality - partner  
El Primero Express, LP - owner  
TIC Capital II, LLC - owner  
Ideal Hospitality, LLC - partner  
360 Hospitality, LLC - partner  
Brisam West 29, LLC - partner  
Priya Hospitality, LLC - partner  
Enhanced Acquisitions I, LLC - partner  
Enhanced Acquisitions II, LLC - partner  
Enhanced Acquisitions III, LLC - partner  
Econo Hosts, Inc. - owner  
New York Hosts, LLC - partner  
Brooklyn Capital Principal, LLC - partner | 15% | None | Southern Comfort Hospitality - 75%  
El Primero Express, LP - 100%  
TIC Capital II, LLC - 100%  
Ideal Hospitality, LLC - 48%  
360 Hospitality, LLC - 75%  
Brisam West 29, LLC - 52%  
Priya Hospitality, LLC - 62%  
Enhanced Acquisitions I, LLC - 30%  
Enhanced Acquisitions II, LLC - 46%  
Enhanced Acquisitions III, LLC - 75%  
Econo Hosts, Inc. - 100%  
New York Hosts, LLC - 75%  
Brooklyn Capital Principal, LLC - 40% |
| Sushil C. Patel  
Irving, TX | N/A | Director, EVP,  
CLO (State Bank of TX) | Waco Lodging, LLC - partner  
Las Colinas TH2, LLC - partner  
Frisco TH Lodging, LLC - partner | 0% (held in trust) | None | Waco Lodging LLC - 25%  
Las Colinas TH2, LLC - 42.5%  
Frisco TH Lodging, LLC - 25% |
| Rajan C. Patel  
Irving, TX | N/A | Director, SVP  
Lending (State  
Bank of TX) | Waco Lodging, LLC - partner  
Las Colinas TH2, LLC - partner | 0% (held in trust) | None | Waco Lodging LLC - 25%  
Las Colinas TH2, LLC - 42.5%  
Frisco TH Lodging, LLC - 25% |
<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Role</th>
<th>Company &amp; Details</th>
<th>Ownership</th>
<th>Role</th>
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</thead>
<tbody>
<tr>
<td>Surekha C. Patel</td>
<td>Hotelier</td>
<td>Director</td>
<td>None</td>
<td>15%</td>
<td>None</td>
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<tr>
<td>Irving, TX</td>
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<td></td>
<td>Frisco TH Lodging, LLC - partner</td>
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<td></td>
</tr>
<tr>
<td>Janna B. Hayes</td>
<td>N/A</td>
<td>Secretary</td>
<td>None</td>
<td>0%</td>
<td>None</td>
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<tr>
<td>Highland Village, TX</td>
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<td></td>
<td>Houma Hotel Associates - partner. DUBRS Investments, Ltd. - partner Dayal Mgmt Corp. - partner</td>
<td></td>
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</tr>
<tr>
<td>D.N. Patel</td>
<td>Hotelier</td>
<td>Director</td>
<td>Houma Hotel Associates - partner. DUBRS Investments, Ltd. - partner Dayal Mgmt Corp. - partner</td>
<td>0.29%</td>
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<td>Irving, TX</td>
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<td>Bedford Hotels, LLC - partner Woodcraft Designs, LLC - partner Cleburne Lodging, LLC - partner J&amp;B Group, LLC - partner Aum, Inc. - partner</td>
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<td></td>
</tr>
<tr>
<td>J.D. Patel</td>
<td>Hotelier</td>
<td>Director</td>
<td>Bedford Hotels, LLC - partner Woodcraft Designs, LLC - partner Cleburne Lodging, LLC - partner J&amp;B Group, LLC - partner Aum, Inc. - partner</td>
<td>0.07%</td>
<td>None</td>
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<td>Irving, TX</td>
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<td>Bedford Hotels, LLC - 50% Woodcraft Designs, LLC - 40% Cleburne Lodging, LLC - 50% J&amp;B Group, LLC - 50% Aum, Inc. - 33%</td>
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<td>J.R. Patel</td>
<td>Hotelier</td>
<td>Director</td>
<td>Relax, Inc. - owner Grand Hospitality, LLC - owner Hospitality, Inc. - owner</td>
<td>0.41%</td>
<td>None</td>
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<td>Roanoke, VA</td>
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<td>Relax, Inc. - 100% Grand Hospitality, LLC - 100% Hospitality, Inc. - 30%</td>
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<tr>
<td>P.N. Patel</td>
<td>Hotelier</td>
<td>Director</td>
<td>Pikes, Inc. - partner PAMT - partner Oakmont - partner</td>
<td>0.29%</td>
<td>None</td>
</tr>
<tr>
<td>Fernandina Beach, FL</td>
<td></td>
<td></td>
<td>Pikes, Inc. - 25% PAMT - 25% Oakmont - 25%</td>
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<tr>
<td>Ketan Masters</td>
<td>Hotelier</td>
<td>Director</td>
<td>Kapka Corp. - owner Masters Venture Partnership - partner Greenview Investment - partner Trishna Enterprise - owner Shin Shal, LLC - partner Trinity Lodging - owner</td>
<td>0.81%</td>
<td>None</td>
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<tr>
<td>Arlington, TX</td>
<td></td>
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<td>Kapka Corp. - 100% Masters Venture Partnership - 25% Greenview Investment - 25% Trishna Enterprise - 100% Shin Shal, LLC - 40% Trinity Lodging - 82.5%</td>
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<tr>
<td>Yasmin Gupta</td>
<td>Entrepreneur</td>
<td>Director</td>
<td>YAS International, Inc. - EVP SBI Trading Co. - EVP Mazda Properties Ltd - partner SB Specialty Metals, LLC - partner SB Navitas, LLC - partner SB Boomerang, LLC - partner YAS Property Investments, LLC - partner</td>
<td>2.33%</td>
<td>None</td>
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<tr>
<td>Dallas, TX</td>
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<td>YAS International, Inc. - 27.5% SBI Trading Co. - 35% Mazda Properties Ltd - 50% SB Specialty Metals, LLC - 25% SB Navitas, LLC - 25% SB Boomerang, LLC - 35.25% YAS Property Investments, LLC - 27.5%</td>
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<tr>
<td>Kishor Bhikha</td>
<td>Hotelier</td>
<td>Director</td>
<td>Dubois Hotel, LLC - owner Broad Vision - partner CSI Marietta - partner</td>
<td>1.16%</td>
<td>None</td>
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<tr>
<td>Alpharetta, GA</td>
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<td></td>
<td>Dubois Hotel, LLC - 100% Broad Vision - 100% CSI Marietta - 30%</td>
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<tr>
<td>Bipin Patel</td>
<td>Hotelier</td>
<td>Director</td>
<td>Jupiter Inn - Owner Cole Manor Motel - partner</td>
<td>2.45%</td>
<td>None</td>
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<tr>
<td>Irving, TX</td>
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<td></td>
<td>Jupiter Inn - 100% Cole Manor Motel - 50%</td>
<td></td>
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</tr>
<tr>
<td>Trust/Individual</td>
<td>Principal Securities Holder</td>
<td>Address Details</td>
<td>Percentage</td>
<td>Notes</td>
<td></td>
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<tr>
<td>Sushil Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX</td>
<td>N/A</td>
<td>16-18 East 30th Street CBP, LLC - partner 4 West 37th Street, LLC - partner Bedford M6, LLC - partner Brooklyn Capital Principal II, LLC - partner</td>
<td>15.00%</td>
<td>None</td>
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</tr>
<tr>
<td>Rajan Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX</td>
<td>N/A</td>
<td>16-18 East 30th Street CBP, LLC - partner 4 West 37th Street, LLC - partner Bedford M6, LLC - partner Brooklyn Capital Principal II, LLC - partner</td>
<td>15.00%</td>
<td>None</td>
<td></td>
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<tr>
<td>Shetal Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX</td>
<td>N/A</td>
<td>N/A</td>
<td>7.50%</td>
<td>None</td>
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<tr>
<td>Toral Balakrishnan 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX</td>
<td>N/A</td>
<td>N/A</td>
<td>7.50%</td>
<td>None</td>
<td></td>
</tr>
</tbody>
</table>