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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. 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.

I, [Name], President
Name of the Holding Company Director and Official

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 Report (top-tier holding company’s fiscal year-end):
December 31, 2015

Date of Signature 1/24/2016

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

RISD ID 2126669

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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.

☐ Yes Please identify the report items to which this request applies:
☐ In accordance with the instructions on pages GEN-2
☒ The information for which confidential treatment is sought is being submitted separately labeled “Confidential.”

☐ No
DONLEY COUNTY BANCSHARES, INC

Organization Chart

Report Item 2a

DONLEY COUNTY BANCSHARES, INC.
CLARENDON, TX
INCORPORATED IN TEXAS

100% of outstanding common stock

THE DONLEY COUNTY STATE BANK
100% Owned
CLARENDON, TX
INCORPORATED IN TEXAS

No LEI Available
Results: A list of branches for your holding company: DONLEY COUNTY BANCSHARES, INC. (2126689) of CLARENDON, TX. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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>
<tr>
<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>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>753856</td>
<td>DONLEY COUNTY STATE BANK, THE</td>
<td>201 S. KEARNEY</td>
<td>CLARENDON</td>
<td>TX</td>
<td>79226</td>
<td>DONLEY</td>
<td>UNITED STATES</td>
<td>7594</td>
<td>0</td>
<td>DONLEY COUNTY STATE BANK, THE</td>
<td>753856</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a)</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>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td></td>
<td>Name &amp; Address (City, State, Country)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Walter B. Knorpp, Jr. Clarendon, TX/USA</td>
<td>USA</td>
<td>202,679.32 - 39% Common Stock</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Todd L. Knorpp Clarendon, TX/USA</td>
<td>USA</td>
<td>214,335.60 - 41% Common Stock</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jimmy C. Fowler Memphis, TX/USA</td>
<td>USA</td>
<td>42,116.07 - 8% Common Stock</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Karen Knorpp Rose Abilene, TX/USA</td>
<td>USA</td>
<td>51,538.19 - 10% Common Stock</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Names &amp; Address (City, State, Country)</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Securities in Bank Holding Company</td>
</tr>
<tr>
<td>--------------------------------------</td>
<td>----------------------------------------------------------</td>
<td>------------------------------------------</td>
<td>-------------------------------------------------</td>
<td>-------------------------------------------------</td>
<td>-----------------------------------------------</td>
</tr>
<tr>
<td>Walter B. Knorpp Jr. Clarendon, TX/USA Insurance Broker</td>
<td>President, Director (Donley County State Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>39%</td>
<td>None</td>
</tr>
<tr>
<td>Todd L. Knorpp Clarendon, TX/USA Insurance Broker</td>
<td>Secretary, Treasurer &amp; Director</td>
<td>N/A</td>
<td>N/A</td>
<td>41%</td>
<td>None</td>
</tr>
<tr>
<td>Karen K. Rose Abilene, TX/USA N/A</td>
<td>Vice-President &amp; Director</td>
<td>N/A</td>
<td>N/A</td>
<td>10%</td>
<td>None</td>
</tr>
</tbody>
</table>