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. § 3108(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, Linda Conley
Name of the Holding Company Director and Officer
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
01/19/2016

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

RSSID ID 2896C92
C.I. 2896C92

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
N/A
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reported’s Name, Street, and Mailing Address
Burton Bancshares, Inc.

P. O. Box 8
(Mailing Address of the Holding Company) Street / P.O. Box
Burton
TX
77835
City
State
Zip Code

515 North Main, Burton, TX 77835
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Linda Conley
President
Name
Title

979-289-3151
Area Code / Phone Number / Extension
979-289-2101
Area Code / FAX Number
info@burtonbank.com
E-mail Address
www.burtonbank.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:
☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled “Confidential.”
☒ No

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.
Form FR Y-6

Burton Bancshares, Inc.
Burton, Texas
Fiscal Year Ending December 31, 2015

Report Item

1. Burton Bancshares, Inc. prepares an annual report for its shareholders. One copy is enclosed.

2a. Organizational Chart


No entity has a legal entity identifier.
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.fedresERVE.gov.

* FDIC UNINUM, 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 UNINUM*</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>304155</td>
<td>BURTON STATE BANK</td>
<td>515 NORTH MAIN STREET</td>
<td>BURTON</td>
<td>TX</td>
<td>77835</td>
<td>WASHINGTON</td>
<td>UNITED STATES</td>
<td>B544</td>
<td>0</td>
<td>BURTON STATE BANK</td>
<td>304155</td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6  
December 31, 2015  
**Burton Baneshares, Inc.**

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2015.

<table>
<thead>
<tr>
<th>(1)(a) Name and Address</th>
<th>(1)(b) Country of Citizenship</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deborah Louise Lehrmann</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Brenham, Texas</td>
<td>USA</td>
<td>7,600 Shares – 11.89% of Common Stock</td>
</tr>
<tr>
<td>E. J. Muehlbrad</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Burton, Texas</td>
<td>USA</td>
<td>4,238 Shares – 6.63% of Common Stock</td>
</tr>
<tr>
<td>Marilyn Sager</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Seguin, Texas</td>
<td>USA</td>
<td>4,680 Shares – 7.32% of Common Stock</td>
</tr>
<tr>
<td>Evelyn Fuchs</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Burton, Texas</td>
<td>USA</td>
<td>3,260 Shares – 5.10% of Common Stock</td>
</tr>
</tbody>
</table>

Shareholders not included in item 3(1) who owned more than 10% ownership in the holding company

(2) N/A
### FORM FR Y-6
#### December 31, 2015
**Burton Bancshares, Inc.**

**Report Item 4: Insiders**

<table>
<thead>
<tr>
<th>(1) Names &amp; Address</th>
<th>(2) Principal Occupation</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List Names of other Companies</th>
</tr>
</thead>
</table>
| E. J. Muehlbrad  
Burton, Texas | Banker | Chairman/ 
Director | Chairman of Board/ 
Director of Burton State Bank | NA | 6.63% | 0 | NA |
| Linda Blacklock  
Burton, Texas | Banker | Director | Vice Pres/Cashier/ 
Director of Burton State Bank | NA | 1.09% | 0 | NA |
| Linda Conley  
Carmine, Texas | Banker | President/ 
Director | President/CEO 
Director of Burton State Bank | NA | 0.35% | 0 | NA |
| Bob Whitmer  
Burton, Texas | Banker | Director | Asst. Cashier/ 
Director of Burton State Bank | NA | 0.94% | 0 | NA |
| Erwin C. Dallmeyer  
Brenham, Texas | Retired Auto 
Salesman | Director | Director of Burton State Bank | NA | 4.54% | 0 | NA |
| Walter D. Guelker  
Burton, Texas | Garage Owner | Director | Director of Burton State Bank | Dale’s Automotive-Owner | 1.63% | 0 | NA |
| Deborah Lehrmann  
Brenham, Texas | N/A | Shareholder | Shareholder | NA | 11.89% | 0 | NA |
BURTON BANCSHARES, INC.

E. J. MUEHLBRAD, Chairman of the Board

DIRECTORS

LINDA BLACKLOCK
LINDA CONLEY
ERWIN C. DALLMEYER
WALTER DALE GUELKER
E. J. MUEHLBRAD
ROBERT WHITENER

BURTON STATE BANK

OFFICERS

E. J. MUEHLBRAD, Chief Executive Officer
LINDA CONLEY, President
LINDA BLACKLOCK, Vice President/Cashier
DONNA KUNKEL, Vice President/Loans
BOB WHITENER, Assistant Cashier
KARRA SPACEK, Assistant Cashier
BURTON
BANCSHARES, INC.

ANNUAL REPORT
2015
BURTON BANCSHARES, INC. AND SUBSIDIARIES  
Consolidated Statement of Income  
For year ending Dec 31, 2015 and Dec 31, 2014

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>OPERATING REVENUES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest on Loans</td>
<td>985,827</td>
<td>953,147</td>
</tr>
<tr>
<td>Interest on Bonds, CDs and Federal Funds</td>
<td>365,756</td>
<td>344,402</td>
</tr>
<tr>
<td>Dividends Received</td>
<td>23,715</td>
<td>21,459</td>
</tr>
<tr>
<td>Service Charge</td>
<td>63,007</td>
<td>75,990</td>
</tr>
<tr>
<td>Safe Deposit Box Rent</td>
<td>9,865</td>
<td>10,160</td>
</tr>
<tr>
<td>Earnings of Subsidiary</td>
<td>0</td>
<td>1,000</td>
</tr>
<tr>
<td>Other Income</td>
<td>20,015</td>
<td>30,054</td>
</tr>
<tr>
<td><strong>Total REVENUES</strong></td>
<td>1,468,185</td>
<td>1,436,212</td>
</tr>
</tbody>
</table>

| **OPERATING EXPENSES:**         |            |            |
| Expense Account                 | 803,455    | 808,207    |
| Interest Expense                | 178,042    | 192,376    |
| Depreciation                    | 18,652     | 17,479     |
| Loss on Securities Sold         | -          | -          |
| Allowance for Loan Loss         | 816        | 1,303      |
| **Total EXPENSES**              | 1,000,965  | 1,019,365  |

| **NET INCOME**                  | $ 467,220  | $ 416,847  |

| **EARNINGS PER SHARE**          | $ 7.30     | $ 6.48     |
BURTON BANCSHARES, INC. AND SUBSIDIARIES
Consolidated Statement of Condition
For year ending December 31, 2015 and December 31, 2014

ASSETS

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loans and Discounts</td>
<td>$ 16,288,887</td>
<td>$ 16,338,420</td>
</tr>
<tr>
<td>U. S. Government Agencies</td>
<td>5,967,743</td>
<td>4,979,902</td>
</tr>
<tr>
<td>Municipal Bonds</td>
<td>865,000</td>
<td>919,000</td>
</tr>
<tr>
<td>Certificates of Deposit</td>
<td>28,462,000</td>
<td>32,934,000</td>
</tr>
<tr>
<td>Equity Securities</td>
<td>913,462</td>
<td>876,767</td>
</tr>
<tr>
<td>Federal Funds Sold</td>
<td>200,000</td>
<td>200,000</td>
</tr>
<tr>
<td>Cash and Due from Banks</td>
<td>8,121,521</td>
<td>4,725,944</td>
</tr>
<tr>
<td>Accrued Interest Receivable</td>
<td>130,821</td>
<td>128,211</td>
</tr>
<tr>
<td>Prepaid Expense</td>
<td>53,733</td>
<td>29,489</td>
</tr>
<tr>
<td>Bank Buildings and Fixtures</td>
<td>204,258</td>
<td>222,910</td>
</tr>
<tr>
<td>Other Assets</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td><strong>Total Assets</strong></td>
<td><strong>$ 61,207,427</strong></td>
<td><strong>$ 61,354,645</strong></td>
</tr>
</tbody>
</table>

LIABILITIES AND EQUITY

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deposits</td>
<td>$ 54,013,158</td>
<td>$ 54,330,093</td>
</tr>
<tr>
<td>Accrued Expense</td>
<td>14,925</td>
<td>16,794</td>
</tr>
<tr>
<td>Other Liabilities</td>
<td>25,000</td>
<td>25,500</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>54,053,083</td>
<td>54,372,387</td>
</tr>
</tbody>
</table>

Capital Stock
$1 par value, 500,000 shares authorized, 73,094 shares issued: 63,934 shares outstanding at December 31, 2015
63,934 shares outstanding at December 31, 2014
73,094
Surplus
1,286,016
Undivided Profits
5,859,913
Unrealized Gain (Loss) on Available-For-Sale Securities
881,201
8,100,224
7,928,138
Treasury Stock-at cost; 9160 shares at December 31, 2015
9160 shares at December 31, 2014
(945,880)
7,154,344
6,982,258
$ 61,207,427
$ 61,354,645
<table>
<thead>
<tr>
<th>Date</th>
<th>Capital Stock</th>
<th>Surplus</th>
<th>Undivided Profits</th>
<th>Treasury Stock</th>
<th>Unrealized Gain (Loss) on AFS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at December 31, 2013</td>
<td>73,094</td>
<td>1,286,016</td>
<td>5,616,786</td>
<td>(801,880)</td>
<td>727,240</td>
</tr>
<tr>
<td>Purchase of Treasury Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net Income</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>416,847</td>
</tr>
<tr>
<td>Dividends Paid</td>
<td></td>
<td></td>
<td></td>
<td>(321,270)</td>
<td></td>
</tr>
<tr>
<td>Change in Unrealized Gain (Loss) on AFS</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>129,425</td>
</tr>
<tr>
<td>Balance at December 31, 2014</td>
<td>73,094</td>
<td>1,286,016</td>
<td>5,712,363</td>
<td>(945,880)</td>
<td>856,665</td>
</tr>
<tr>
<td>Purchase of Treasury Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net Income</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>467,220</td>
</tr>
<tr>
<td>Dividends Paid</td>
<td></td>
<td></td>
<td></td>
<td>(319,670)</td>
<td></td>
</tr>
<tr>
<td>Change in Unrealized Gain (Loss) on AFS</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>24,536</td>
</tr>
<tr>
<td>Balance at December 31, 2015</td>
<td>73,094</td>
<td>1,286,016</td>
<td>5,859,913</td>
<td>(945,880)</td>
<td>881,201</td>
</tr>
</tbody>
</table>