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)); 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, John L. Holt, Jr.
Name of the Holding Company Director and Officer
President & CEO/Director
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 Officer
09/19/2016
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
RSSD ID 3823841
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

NexBank Capital, Inc.
Legal Title of Holding Company
2515 McKinney Avenue, 11th floor
Mailing Address of the Holding Company
Dallas TX 75201
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Courtney Burton
Name
VP/Accounting
Title
972-934-4734
Area Code / Phone Number / Extension
972-934-4785
Area Code / FAX Number
courtney.burton@nexbank.com
E-mail Address

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:
Item 3 Attachment #1 & #2
☐ 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 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.

12/2015
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>The Mark and Pamela Okada Family Trust</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Legal Title of Subsidiary Holding Company</strong></td>
<td></td>
</tr>
<tr>
<td><strong>300 Crescent Court, Suite 700</strong></td>
<td></td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td></td>
</tr>
<tr>
<td><strong>Dallas</strong></td>
<td><strong>TX</strong></td>
</tr>
<tr>
<td><strong>City</strong></td>
<td><strong>State</strong></td>
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<tr>
<td><strong>Physical Location (if different from mailing address)</strong></td>
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<td><strong>State</strong></td>
</tr>
<tr>
<td><strong>Physical Location (if different from mailing address)</strong></td>
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</table>

12/2012
Appendix A: NexBank Capital, Inc. Organization Chart

Grant Scott,
Trustee of the Voting Trust Agreement dated 12/6/12
Dallas, TX
Not Incorporated - Delaware
LEI: None

64.21%

The Mark and Pamela Okada
Family Trust
Exempt Descendants Trust
Dallas, TX
Not Incorporated - Texas
LEI: None

9.24%

"Holding Company"
NexBank Capital, Inc.
Dallas, TX
Incorporated in Delaware
LEI: None

100%

"The Bank"
NexBank SSB
Dallas, TX
Incorporated in TX
LEI: 549300NWBS6MQJX15N44

100%

"Broker Dealer"
NexBank Securities, Inc.
Dallas, TX
Incorporated in Texas
LEI: None

100%

"Trust"
NexBank Capital Trust I
Dallas, TX
Delaware Statutory Trust
LEI: None

100%

"Land Advisors"
NexBank Land Advisors, Inc.
Dallas, TX
Incorporated in TX
LEI: None

NexBank Capital Trust I - Special Purpose Entity created December 2006 to issue Trust Preferred Securities

NexBank Securities, Inc. and Barrier Advisors, Inc. merged on 1/1/2012, with NexBank Securities, Inc. as the surviving entity. Barrier Advisors was changed to NexBank Capital Advisors effective 1/6/2014.

As of 9/19/16
Results: A list of branches for your holding company: NEXBANK, CAPITAL, INC. (342)844) of DALLAS, TX.
The data are as of 12/31/2015. Data reflects information that was received and processed through 6/30/2016.

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 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.

<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>6/30/2015</td>
<td>Full Service (Head Office)</td>
<td>652784</td>
<td>NEXBANK SSB</td>
<td>2515 MCKINNEY AVENUE, 11TH FLOOR</td>
<td>DALLAS</td>
<td>TX</td>
<td>75201</td>
<td>DALLAS</td>
<td>UNITED STATES</td>
<td>42843</td>
<td>0</td>
<td>NEXBANK SSB</td>
<td>652874</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>6/30/2015</td>
<td>Full Service</td>
<td>436744</td>
<td>PRESTON CENTER BRANCH</td>
<td>6211 LUTHER LANE</td>
<td>DALLAS</td>
<td>TX</td>
<td>75225</td>
<td>DALLAS</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>NEXBANK SSB</td>
<td>652874</td>
<td></td>
</tr>
<tr>
<td>Close</td>
<td>6/30/2015</td>
<td>Full Service</td>
<td>359820</td>
<td>GRANITE BRANCH</td>
<td>5601 GRANITE PARKWAY</td>
<td>PLANO</td>
<td>TX</td>
<td>75024</td>
<td>COLLIN</td>
<td>UNITED STATES</td>
<td>4652723</td>
<td>4</td>
<td>NEXBANK SSB</td>
<td>652874</td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6

The Mark and Pamela Okada Family Trust - Exempt Descendants Trust
Dallas, TX
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015</th>
<th>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 12-31-2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a)</td>
<td>(1)(b)</td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Mark &amp; Pamela Okada USA</td>
<td>100%</td>
</tr>
</tbody>
</table>
Form FR Y-6
The Mark and Pamela Okada Family Trust - Exempt Descendants Trust
Dallas, TX
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Securities in Bank Holding Company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark and Pamela Okada</td>
<td>N/A</td>
<td>Shareholder</td>
<td>N/A</td>
<td>N/A</td>
<td>100.00%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

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)
<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>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 12-31-2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grant Scott, Trustee of the Voting Trust Agreement dated 12/6/12 Dallas, TX</td>
<td>USA</td>
<td>647,522 Shares 64.21% (common stock)</td>
<td>(2)(a)</td>
</tr>
<tr>
<td>Mark Okada Dallas, TX</td>
<td>USA</td>
<td>98,249 Shares 9.74% (common stock)</td>
<td>N/A</td>
</tr>
<tr>
<td>The Mark and Pamela Okada Family Trust - Exempt Descendants; Trust (Lawrence Tonomura, Trustee) Dallas, TX</td>
<td>USA</td>
<td>93,183 Shares 9.24% (common stock)</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>
</tr>
<tr>
<td>----------------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>---------------------------------------------</td>
<td>--------------------------------------------------------------------</td>
</tr>
<tr>
<td>James Dondero</td>
<td>Investor</td>
<td>Director/Chairman</td>
<td>Director (NexBank SSB)</td>
</tr>
<tr>
<td>Dallas, TX</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ted Dameris</td>
<td>Investor</td>
<td>Director</td>
<td>Director (NexBank SSB)</td>
</tr>
<tr>
<td>Dallas, TX</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Switzer Deason</td>
<td>Investor</td>
<td>Director</td>
<td>Director (NexBank SSB)</td>
</tr>
<tr>
<td>College Station, TX</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John Holt</td>
<td>N/A</td>
<td>Director/President/Chairman/President/CEO</td>
<td>N/A</td>
</tr>
<tr>
<td>Rockwall, TX</td>
<td></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>
</tr>
<tr>
<td>--------------------------------------</td>
<td>----------------------------------------------------------</td>
<td>------------------------------------------</td>
<td>-------------------------------------------------</td>
</tr>
<tr>
<td>Mark Okada</td>
<td>Investor</td>
<td>Director</td>
<td>Director (NexBank SSB)</td>
</tr>
<tr>
<td>Jon Patterson</td>
<td>N/A</td>
<td>Director</td>
<td>Director (NexBank SSB)</td>
</tr>
<tr>
<td>Matt Siekelski</td>
<td>N/A</td>
<td>Officer/COO</td>
<td>Officer/COO (NexBank SSB)</td>
</tr>
<tr>
<td>Craig Korbuly</td>
<td>N/A</td>
<td>Officer/CFO</td>
<td>Officer/CFO (NexBank SSB)</td>
</tr>
<tr>
<td>Dirk Hofman</td>
<td>N/A</td>
<td>Officer/General Counsel</td>
<td>Officer/General Counsel (NexBank SSB)</td>
</tr>
<tr>
<td>Grant Scott, Trustee of the Voting Trust Agreement dated 12/6/12 Raleigh, NC</td>
<td>N/A</td>
<td>Shareholder</td>
<td>N/A</td>
</tr>
<tr>
<td>Grant Scott</td>
<td>Attorney</td>
<td>Shareholder</td>
<td>N/A</td>
</tr>
<tr>
<td>The Mark and Pamela Okada Family Trust - Exempt Descendants' Trust Dallas, TX</td>
<td>N/A</td>
<td>Shareholder</td>
<td>N/A</td>
</tr>
<tr>
<td>Ken Hanks</td>
<td>N/A</td>
<td>Director</td>
<td>Director (NexBank SSB)</td>
</tr>
<tr>
<td>Brice Tarzwell</td>
<td>N/A</td>
<td>Director</td>
<td>Director (NexBank SSB)</td>
</tr>
</tbody>
</table>
October 30, 2015

Dear Shareholder:

Enclosed you will find the announcement, the proxy, and the proposed agenda for NexBank Capital, Inc.’s annual meeting of shareholders to be held on December 10, 2015. All shareholders of record on October 15, 2015 are entitled to notice of, and to vote at, the meeting. The Board of Directors encourages you to attend the meeting. **Whether or not you plan to attend, please complete and return the proxy.**

Please do not hesitate to contact me should you have any questions. Thank you for your continued support of NexBank Capital, Inc.

Sincerely,

[Signature]

Dierk Hohman
EVP, General Counsel and Corporate Secretary

Enclosures
NEXBANK CAPITAL, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 10, 2015

NOTICE IS HEREBY GIVEN that an Annual Meeting of Shareholders of NexBank Capital, Inc. (the "Company") will be held at 2515 McKinney Avenue, 11th Floor, Dallas, Texas 75201, on December 10, 2015, at 11:00 a.m. CST, for the purpose of considering, discussing, or voting upon the following matters:

1. The election of the Board of Directors for the ensuing year; and
2. Such other matters as may properly come before the meeting or any adjournment thereof (see draft agenda attached).

Shareholders of record on October 15, 2015, are entitled to notice of and to vote at the meeting. For a period of ten (10) days prior to the meeting, a complete list of shareholders entitled to vote at the meeting will be available for examination by any shareholder for any purpose germane to the meeting, during normal business hours, at the principal office of the Company.

You are cordially invited to attend the meeting. Please RSVP to Dierk Hohman via email (Dierk.Hohman@nexbankcapital.com) if you plan to attend.

Even if you plan to attend, you are respectfully requested to print, sign and return the enclosed proxy to the following address:

Dierk Hohman, Corporate Secretary
NexBank Capital, Inc.
2515 McKinney Avenue, 11th Floor
Dallas, Texas 75201

You may revoke your proxy at any time prior to the annual meeting.

By Order of the Board of Directors

Dierk Hohman, Corporate Secretary
October 30, 2015

YOUR VOTE IS IMPORTANT. PLEASE EXECUTE AND RETURN THE ENCLOSED PROXY PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING.
**INDICATE YOUR SELECTION, SIGN & RETURN EVEN IF YOU PLAN TO ATTEND**

PROXY

NEXBANK CAPITAL, INC.

Annual Meeting of Shareholders

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints the Board of Directors, or any of them, Proxies for the undersigned, with full power of substitution in each, to represent and to vote, as designated below, all shares of common stock of NexBank Capital, Inc. (the "Company"), which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held on December 10, 2015, at 11:00 a.m. CST, and at any adjournments thereof as follows:

1. On the election of the following nominees as members of the Board of Directors of NexBank Capital, Inc.
   
<table>
<thead>
<tr>
<th>James Dondero, Chairman</th>
<th>John Holt</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark Okada</td>
<td>Switzer Deason</td>
</tr>
<tr>
<td>Jon Patterson</td>
<td>Ted Dameris</td>
</tr>
<tr>
<td>Ken Hanks</td>
<td>Brice Tarzwell</td>
</tr>
</tbody>
</table>

   For all of the nominees     For all of the nominees except

The Board of Directors unanimously recommends that you vote "FOR" all of the nominees set forth above.

2. In their discretion, on such other business as may properly come before the meeting or any adjournment.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" ALL THE Nominated DIRECTORS. YOU MAY REVOKE THIS PROXY AT ANY TIME PRIOR TO VOTE THEREOF. IF ANY OTHER BUSINESS IS PRESENTED AT THE MEETING, THIS PROXY WILL BE VOTED BY THE BOARD OF DIRECTORS IN ITS BEST JUDGMENT.

The undersigned hereby acknowledges receipt from the Company prior to the execution of this proxy of a Notice of Annual Meeting of Shareholders and hereby expressly revokes any and all proxies heretofore given or executed by him or her with respect to the shares represented by this Proxy.

Please sign exactly in the name in which your shares are held. When shares are held by joint owners, both should sign. When signing in a representative capacity, please give full title and attach proof of authority.

_________________________  ___________________________  __________________
Signature                  Printed Name               Date

_________________________
Signature if held jointly

PLEASE SIGN, DATE AND RETURN PROMPTLY TO THE COMPANY AT THE FOLLOWING ADDRESS:

DIERK HOHMAN
NEXBANK CAPITAL, INC.
2515 MCKINNEY AVENUE
11TH FLOOR
DALLAS, TEXAS 75201
1. Call to Order

2. Approval of Minutes from December 11, 2014 Annual Meeting of Shareholders

3. Election of Directors
   Up for Election For a One Year Term:
   
   Jim Dondero (Chairman)
   Ted Dameris
   Switzer Deason
   John Holt
   Mark Okada
   Jon Patterson
   Brice Tarzwell
   Ken Hanks


5. Other Business

6. Adjourn

7. Corporate Overview and Presentation to Shareholders

❖ Recording devices are prohibited in the Annual Meeting of Shareholders