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, Kelly Holmes
Name of the Holding Company Director and Official
Trustee
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
03/28/2016

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
C.I.

499229

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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)

Reporter's Name, Street, and Mailing Address
Woodforest Employee Stock Ownership Plan
Legal Title of Holding Company
1330 Lake Robbins Drive
(Mailing Address of the Holding Company) Street / P.O. Box
The Woodlands TX 77380
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Kristy Goetze VP
Name Title
832-375-2516 Area Code / Phone Number / Extension
832-375-3516 Area Code / FAX Number
kgoetze@woodforest.com E-mail Address
www.woodforest.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.

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>Woodforest Financial Group, Inc.</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>1330 Lake Robbins Drive</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>The Woodlands TX 77380</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<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>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
WOODFOREST EMPLOYEE STOCK OWNERSHIP PLAN
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
12/31/15

Report Item 1a: Form 10-K filed with the Securities and Exchange Commission

The BHC is not required to prepare from 10K with the SEC.

Report Item 1b: Annual reports to shareholders

A formal annual report to the shareholders is not prepared, however, each shareholder is provided a copy of the enclosed audited financial statements upon request.

Report Item 2: Organization Chart

An organization chart is enclosed.

Report Item 3: Shareholders

A list is enclosed of shareholders which directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting security of the bank holding company.

Report Item 4: Directors and Officers

A list is enclosed of each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company.
Woodforest Financial Group ESOP
Woodforest Financial Group and Subsidiaries

Woodforest Employee Stock Ownership Plan
The Woodlands, Texas
(Incorporated in Texas)
(The "ESOP")
LEI: None

Woodforest Financial Group, Inc.
The Woodlands, Texas
(Incorporated in Texas)
(The "Company")
(Owned 30% by ESOP)
LEI: None

PAR Real Estate Holdings II, LLC
The Woodlands, Texas
(Incorporated in Texas)
(Owned 100% by WFG)
(managing)
LEI: None

WNB-CDE, INC.
*The Woodlands, Texas
(Owned 100% by the Bank)
LEI: None

Woodforest National Bank
The Woodlands, Texas
(Incorporated in Texas)
(The "Bank")
(Owned 100% by WFG)
LEI: 549300RX3OHKHBC2EQ32

Woodforest Plaza, LLC
The Woodlands, Texas
(Incorporated in Texas)
(Owned 50% by the Bank)
(non-managing)
LEI: None

Woodforest CDE, LLC *
The Woodlands, Texas
(Owned 99% by the Bank)
LEI: None

Woodforest Leasing, Inc.
The Woodlands, Texas
(Incorporated in Texas)
(The "Leasing Company")
(Owned 100% by WFG)
LEI: None

Woodforest Financial Services, Inc.
The Woodlands, Texas
(Incorporated in Texas)
(The "Financial Company")
(Owned 100% by WFG)
LEI: None

Trusts
(Owned 100% by the
Company)

Woodforest Statutory Trust IV
Harford, Connecticut
(Incorporated in Connecticut)
LEI: None

Woodforest Statutory Trust V
The Woodlands, Texas
(Incorporated in Connecticut)
LEI: None

Woodforest Statutory Trust VI
The Woodlands, Texas
(Incorporated in Connecticut)
LEI: None

Woodforest Statutory Trust VII
The Woodlands, Texas
(Incorporated in Connecticut)
LEI: None

Woodforest Statutory Trust VIII
The Woodlands, Texas
(Incorporated in Connecticut)
LEI: None

Woodforest Statutory Trust IX
The Woodlands, Texas
(Incorporated in Connecticut)
LEI: None

* Entities are not Y-10 reportable

12/16/16
**Results:** A list of branches for your depository institution: WOODFOREST NATIONAL BANK (ID_RSD: 412751). This depository institution is held by WOODFOREST FINANCIAL GROUP, INC. [137770] of THE WOODLANDS, TX. The data are as of 1/29/2015. Data reflects information that was received and processed through 1/05/2016.

**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.
- **Close:** 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.
- **Delete:** 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.

**Change & Delete:**
- If a branch listed was sold or closed, and the branch information was not owned by this depository institution, enter "Delete" in the Data Action column.

**Printing:**
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.

**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.

---

This document contains a table with details of branches for WOODFOREST NATIONAL BANK (ID_RSD: 412751). The following fields are included:
- **Effective Date**
- **Branch Service Type**
- **Branch ID RSD**
- **Popular Name**
- **Street Address**
- **City**
- **State**
- **Zip Code**
- **County**
- **Country**
- **FDIC UNIFORM**
- **Office Number**
- **Head Office**
- **Head Office ID RSD**
- **Comments**

The table lists various branches with their associated details, such as the city, state, zip code, and other relevant information. The data is formatted in a way that can be easily imported into MS Excel for further analysis or processing.

---

*FDIC UNIFORM, Office Number, and Head Office RSD numbers are for reference only. Verification of these values is not required.*
Report Item 3: Shareholders

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

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)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Kelly Holmes, Trustee</td>
<td>USA</td>
<td>See Information Below</td>
</tr>
<tr>
<td>Conroe, TX 77304</td>
<td></td>
<td></td>
</tr>
<tr>
<td>James D. Dreibelbis, Trustee</td>
<td>USA</td>
<td>See Information Below</td>
</tr>
<tr>
<td>Magnolia, TX 77355</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Sec. 2.03. EXERCISE OF TRUSTEE'S DUTIES. The Trustee shall discharge his duties hereunder solely in the interest of Plan Participants and other persons entitled to benefits under the Plan, and:

(a) for the exclusive purpose of:
   (i) providing benefits to Participants and other persons entitled to benefits under the Plan; and
   (ii) defraying reasonable expenses of administering the Plan;

(b) with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims; and

(c) in accordance with the documents and instruments governing the Plan unless, in the good faith judgment of the Trustee, the documents and instruments are not consistent with the provisions of the Code and ERISA.

Sec. 3.03. VOTING OF SHARES. Employer Securities held in the Trust Fund shall be voted by the Trustee in the manner set forth in the Plan and consistent with its duties described in Section 2.03 herein.

(2)

N/A
## Y-6 Information
### Woodforest Financial Group, Inc Employee Stock Ownership Plan
#### Fiscal Year Ending December 31, 2015
##### Report Item 4: Directors

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation</th>
<th>Position with Subsidiaries</th>
<th>Position with other businesses</th>
<th>ESOP - % of Voting Shares</th>
<th>WFG - % of Voting Shares</th>
<th>&gt;25% Voting Sec. in Other Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kelly Holmes</td>
<td>Banker</td>
<td>Trustee</td>
<td>CFO / EVP Woodforest National Bank</td>
<td>President 24KC Interests LLC</td>
<td>See Information in Report Item 3</td>
<td>0.08% 24KC Interests LLC (25%)</td>
</tr>
<tr>
<td>James D. Dreibleib</td>
<td>Banker</td>
<td>Trustee</td>
<td>CDO / President Woodforest National Bank</td>
<td>None</td>
<td>See Information in Report Item 3</td>
<td>0.36% None</td>
</tr>
<tr>
<td>Julie Mayrant</td>
<td>Banker</td>
<td>Committee Member</td>
<td>EVP Woodforest National Bank</td>
<td>Director Cynthia Woods Mitchell Pavilion Leadership Director IBAT</td>
<td>0.00% 0.29%</td>
<td>None</td>
</tr>
<tr>
<td>Sherra Morris</td>
<td>Banker</td>
<td>Committee Member</td>
<td>Chief Risk Officer / EVP Woodforest National Bank</td>
<td>None</td>
<td>0.00% 0.03%</td>
<td>None</td>
</tr>
<tr>
<td>Andrew Pau</td>
<td>Attorney</td>
<td>Committee Member</td>
<td>Corporate Operations Officer / EVP Woodforest National Bank</td>
<td>Owner Paul Payments Advisory Group Inc Owner Paul Law Firm PC Shareholder Wellsite Delivery Services, Inc.</td>
<td>0.00% 0.05%</td>
<td>Paul Payments Advisory Group Inc (100%) Paul Law Firm PC (100%)</td>
</tr>
<tr>
<td>Michael Richmond</td>
<td>Banker</td>
<td>Committee Member</td>
<td>President &amp; CFO Woodforest Financial Group, Inc. Vice Chairman &amp; Director Woodforest National Bank</td>
<td>Director St. Lukes Epic - Health Sys. Member PAR Real Estate Holdings, LLC Director Stewart Title of Mont. County Ltd. Partner RPM Ventures, LP Mgr/Pres RPM Ventures, GP, LLC Ltd. Partner RKMV2M, LP Ltd. Partner RKMV3M, LP Mgr/Pres/Treas RM2M, LLC Ltd. Partner RPM4M Ventures, LP Director Delta Card Services, Inc. Ltd. Partner ZKKZ Partners, Ltd. Manager ZKKZ Management, LLC</td>
<td>0.00% 0.23%</td>
<td>RM2M, LLC (25%) ZKKZ Management, LLC (50%)</td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders
(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

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

<table>
<thead>
<tr>
<th>3(1)(a) Name &amp; Address</th>
<th>3(1)(b) Country of Citizenship or Incorporation</th>
<th>3(1)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Woodforest Financial Group, Inc. Employee Stock Option Plan The Woodlands, TX 77380 (Trustees: Kelly Holmes and James D. Dreibelbis)</td>
<td>USA</td>
<td>4,171,918</td>
</tr>
<tr>
<td>E. G. Kendrick, Jr. Paradise Valley, Arizona  85253</td>
<td>USA</td>
<td>2,999,245</td>
</tr>
<tr>
<td>Robert E. Marling, Jr. The Woodlands, Texas  77380</td>
<td>USA</td>
<td>2,414,261</td>
</tr>
<tr>
<td>(2)</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Position</td>
<td>Subsidiaries</td>
</tr>
<tr>
<td>---------------</td>
<td>----------</td>
<td>-------------</td>
</tr>
</tbody>
</table>
| Robert E. Mathis, Jr  
The Woodlands, TX 77380 | Banker  
Champion & CEO | Director - WNB | Manager  
Woodforest Golf Club, LLC  
Manager  
Woodforest Trust  
Champion & Director  
Delta Card Services, Inc  
Director | 17.43% | 2,414,261 | Woodforest Golf Club (90%)  
Marking ITOPC, LLC (50%)  
TransPath Investments, Ltd (48.5%)  
Park Real Estate Holdings, LLC (40%)  
Univest Aviation, LLC (33%)  
Delta Card Services, Inc (29.5%) |
| Michael Richmond  
The Woodlands, TX 77380 | Banker  
President & CFO | Vice Chairman & Director  
Woodforest National Bank  
Director | 0.23% | 52,278 | ZKXZ Management, LLC (50%)  
RMIDM, LLC (3%) |
| E. G. Kemink Jr  
Paradise Valley, AZ 85253 | Business Executive | Shareholder | Owner  
Blue Bear Air  
Owner  
Bumble Bee Ranch  
Owner  
K&S Aircraft, LLC  
Owner  
K&S Properties of Arizona, LLC  
Limited Partner  
CDK/CA, LLC  
Managing Member  
Delta Card Services, Inc  
Member | 21.86% | 2,989,245 | Bumble Bee Ranch (100%)  
Blue Bear Air (100%)  
CDK/CA, LLC (100%)  
K&S Aircraft, LLC (99%)  
K&S Properties of Arizona, LLC (99%)  
AZOB Baseball, LP (98.6%)  
AZOB Baseball, II (37.7%)  
AZOB Baseball, III (37.1%)  
Delta Card Services, Inc (27.1%) |
| Kenneth H. Babcock  
New Ulm, TX 78950 | Small Business Owner | Director | Director - WNB  
Small Business Owner  
Outerbelt Land LLC  
None | 1.62% | 224,436 | Outerbelt Land LLC (100%) |
| B.J. Westbrook, DDS  
Houston, TX 77229 | Dental | Director | Director - WNB  
None | 0.71% | 97,905 | None |
| Cathy Nash  
The Woodlands, TX 77380 | Banker | Director | CEO - WNB  
None | 0.84% | 68,487 | None |
| Joe Gillen  
Houston, TX 77008 | Business Executive | Director | None | 0.13% | 17,482 | J. Gillen & Associates (100%)  
MUCM, LLC (100%) |
| Woodforest Financial Group, Inc  
Employee Stock Option Plan  
The Woodlands, TX 77380 | N/A | Shareholder | N/A | 30.12% | 4,171,915 | None |