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. §§ 246(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 officer 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, Bruce R. Bailey
Name of the Holding Company Director and Official
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
11/04/2016

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
RSGS ID C.I.
4765528

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
Newcastle Bancshares, Inc.
P.O. Box 10
Mailing Address of the Holding Company
Street / P.O. Box
Newcastle
TX
76372
City
State
Zip Code
722 Broadway, Newcastle, TX

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Bruce R. Bailey
President
Name
Title
940-846-3556
Area Code / Phone Number / Extension
940-846-3245
Area Code / FAX Number
bruceb@wf.net
E-mail Address
newcastlefarmersnb.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes ☐ No

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."

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

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

Report Item 2.a.: Organization Chart

Newcastle Bancshares, Inc.
Newcastle, TX
Incorporated in Texas

100%

Farmers State Bank of Newcastle
Newcastle, TX
Incorporated in Texas

NOTE: No entity has an LEI Number

Report Item 2.b.: Branch Verification Report

Submitted via e-mail on 3/23/16
Results: A list of branches for your depository institution: FARMERS STATE BANK OF NEWCASTLE (ID_RSSD: 702966).
This depository institution is held by NEWCASTLE BANCSHARES, INC. 14793528 of NEWCASTLE, 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 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>702966</td>
<td>FARMERS STATE BANK OF NEWCASTLE</td>
<td>722 BROADWAY AVENUE</td>
<td>NEWCASTLE</td>
<td>TX</td>
<td>76372</td>
<td>YOUNG</td>
<td>UNITED STATES</td>
<td>9000</td>
<td>0</td>
<td>FARMERS STATE BANK OF NEWCASTLE</td>
<td>702966</td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3: Securities Holders

<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>Shirley Morgan Bedford, TX</td>
<td>USA</td>
<td>117 - 11% Common Stock</td>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Doug Quinn (husband) Newcastle, TX</td>
<td>USA</td>
<td>50 - 5% Common Stock</td>
<td>John Taack (husband) Olney, TX</td>
<td>USA</td>
<td>56 - 5% Common Stock</td>
</tr>
<tr>
<td>Ruby Quinn (wife) Newcastle, TX</td>
<td>USA</td>
<td>50 - 5% Common Stock</td>
<td>Carla Taack (wife) Olney, TX</td>
<td>USA</td>
<td>10 - 1% Common Stock</td>
</tr>
<tr>
<td>Bruce Bailey (son) Newcastle, TX</td>
<td>USA</td>
<td>40 - 4% Common Stock</td>
<td>Jason Taack (son) Wichita Falls, TX</td>
<td>USA</td>
<td>10 - 1% Common Stock</td>
</tr>
<tr>
<td>Wilson Taack, Jr. (husband Olney, TX</td>
<td>USA</td>
<td>80 - 8% Common Stock</td>
<td>LaFonda Taack (wife) Olney, TX</td>
<td>USA</td>
<td>40 - 4% Common Stock</td>
</tr>
<tr>
<td>Wilson Taack III (son) Olney, TX</td>
<td>USA</td>
<td>75 - 7% Common Stock</td>
<td>Wilson Taack III (son) Olney, TX</td>
<td>USA</td>
<td>75 - 7% Common Stock</td>
</tr>
<tr>
<td>Nita Wells Newcastle, TX</td>
<td>USA</td>
<td>134 - 13% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jerry Whiteley (husband) Newcastle, TX</td>
<td>USA</td>
<td>135 - 13% Common Stock</td>
<td>Deborah Whiteley (wife) Newcastle, TX</td>
<td>USA</td>
<td>130 - 13% Common Stock</td>
</tr>
</tbody>
</table>

** Family units are grouped together
<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with 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 holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shirley Morgan</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>11%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Doug Quinn</td>
<td>Accountant</td>
<td>Director</td>
<td>Director (Farmers State Bank)</td>
<td>President (Birdwell, Quinn &amp; Co., P.C.) Partner (Montgomery, Birdwell &amp; Co.)</td>
<td>5%</td>
<td>N/A</td>
<td>Birdwell, Quinn &amp; Co., P.C. (45%) Montgomery, Birdwell &amp; Co. (33%)</td>
</tr>
<tr>
<td>Ruby Quinn</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>5%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Bruce Bailey</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Director &amp; President (Farmers State Bank)</td>
<td>N/A</td>
<td>4%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>John Taack</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Farmers State Bank)</td>
<td>N/A</td>
<td>5%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Carla Taack</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
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Newcastle Bancshares, Inc.
Newcastle, 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 holding company</th>
<th>Title &amp; Position with 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 holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wilson Taack, Jr. Olney, TX, USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Farmers State Bank) N/A</td>
<td>N/A</td>
<td>8%</td>
<td>N/A</td>
</tr>
<tr>
<td>LaFonda Taack Olney, TX, USA</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
<td></td>
<td>4%</td>
<td>N/A</td>
</tr>
<tr>
<td>Wilson Taack III Olney, TX, USA</td>
<td>N/A</td>
<td>Asst. Cashier</td>
<td>Asst. Cashier (Farmers State Bank)</td>
<td>N/A</td>
<td>7%</td>
<td>N/A</td>
</tr>
<tr>
<td>Nita Wells Newcastle, TX, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
<td>13%</td>
<td>N/A</td>
</tr>
<tr>
<td>Jerry Whiteley Newcastle, TX, USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Farmers State Bank) N/A</td>
<td>N/A</td>
<td>13%</td>
<td>N/A</td>
</tr>
<tr>
<td>Deborah Whiteley Newcastle, TX, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
<td>13%</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### 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 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 holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mona Gibbs</td>
<td>N/A</td>
<td>Cashier</td>
<td>Cashier (Farmers State Bank)</td>
<td>N/A</td>
<td>0%</td>
</tr>
<tr>
<td>Olney, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sonya Maxwell</td>
<td>N/A</td>
<td>Vice President</td>
<td>Vice President (Farmers State Bank)</td>
<td>N/A</td>
<td>0%</td>
</tr>
<tr>
<td>Newcastle, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

** Family units are grouped together only if the individuals do not qualify to be listed separately.