

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies

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.

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.

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, J. Grey Morgan
Name of the Holding Company Director and Official
Chairman of the Board, CEO
Title of the Holding Company Director and Official

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address
Southern BancShares (NC), Inc.
Legal Title of Holding Company
116 East Main Street, P. O. Box 729
(Mailing Address of the Holding Company) Street / P.O. Box
Mount Olive NC 28365
City State Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
Linda S. Creech Banking Officer
Name Title
919-658-7120
Area Code / Phone Number / Extension
919-658-7087
Area Code / FAX Number
linda.creech@southernbank.com
E-mail Address

J. Grey Morgan
Signature of Holding Company Director and Official
3-25-14
Date of Signature

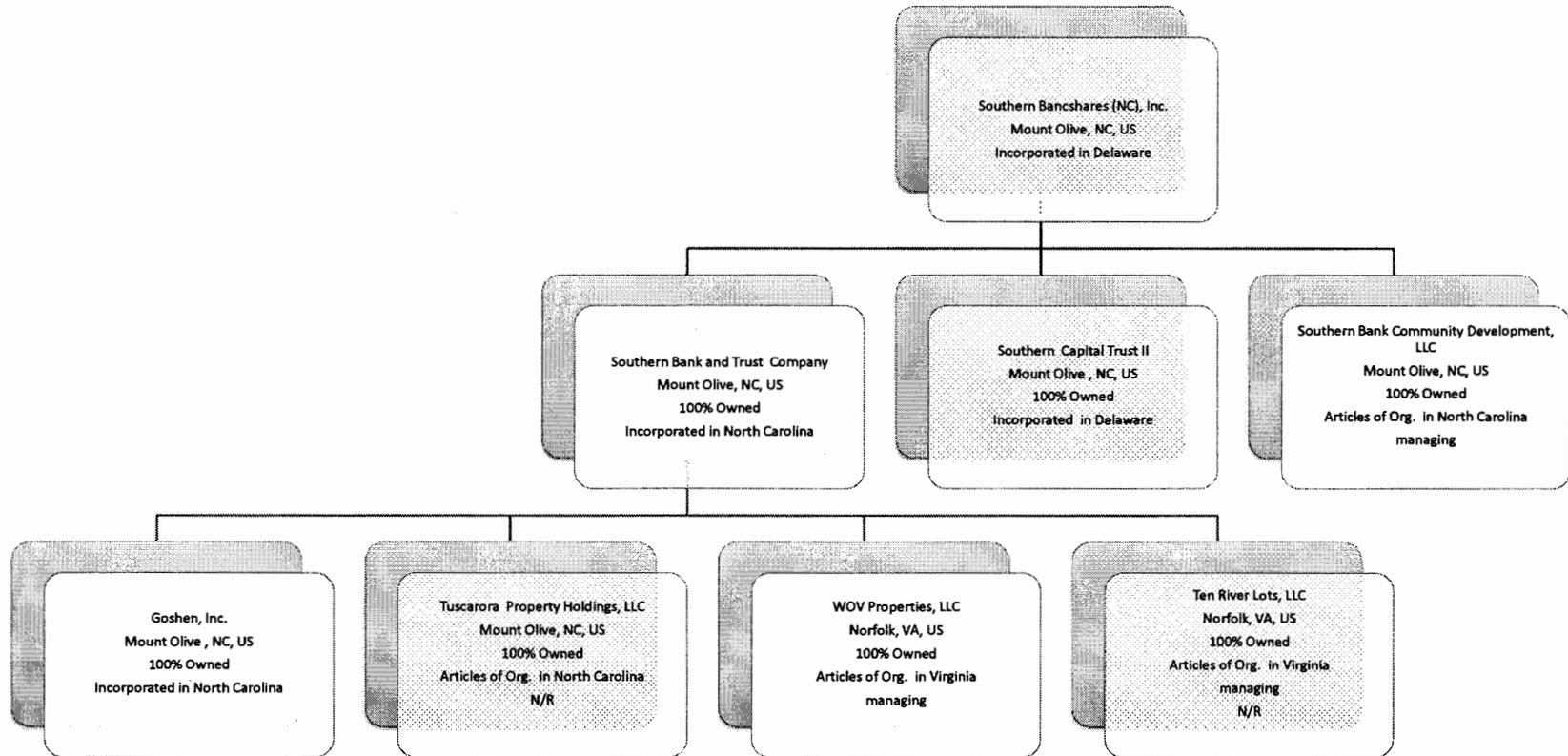
Address (URL) for the Holding Company's web page

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

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

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C.I. _____

Report Item 2a: Organization Chart
Southern BancShares (N.C.), Inc.
Dec. 31, 2013



REPORT ITEM 3(1) - SECURITIES HOLDERS

Securities Holders at December 31, 2013
(5%) or more of any class

Name	Address			Percentage of Class
		4,380	Individually	
		156	Spouse	
		131	Owned by Children	
		220	Personal Trust	
		183	Trusts	
		319	Custodian for Child	
Carson Holding Brice	Smithfield, NC, US	<u>5,389</u>	Total	6.59%
		2,372	Individually	
		706	Spouse	
		3,529	Owned by Children	
		220	Personal Trust	
Claire Holding Bristow	Columbia, SC, US	<u>6,827</u>	Total	8.35%
		3,043	Individually	
		1,851	Custodian for Child	
		4,203	Trusts & Estates	
		220	Personal Trust	
Hope Holding Connell	Raleigh, NC, US	<u>9,317</u>	Total	11.39%
		4,328	Individually	
		35	Corporate	
		395	Spouse	
Frank B. Holding	Smithfield, NC, US	<u>4,758</u>	Total	5.82%
		360	Individually	
		5,075	Custodian for Child	
		1,435	Spouse	
		878	Owned by Children	
		220	Personal Trust	
Frank B. Holding, Jr	Smithfield, NC, US	<u>7,968</u>	Total	9.74%
		4,483	Individually	
		35	Corporate	
		220	Personal Trust	
Olivia Britton Holding	Smithfield, NC, US	<u>4,738</u>	Total	5.79%
		78	Spouse	
		5,259	Jointly	
Lippman Aaron Long, Jr.	Jacksonville, FL, US	<u>5,337</u>	Total	6.53%
Shares Owned Series B				
None				
Shares Owned Series C				
Rachel Ann Barnes	Conway, NC, US	<u>2,117</u>	Individually	5.73%
James Robert Hendrix	Tyner, NC, US	<u>6,120</u>	Individually	16.58%
Elva W. Peele	Winterville, NC, US	<u>3,517</u>	Individually	9.53%
		500	Individually	
		2,748	Jointly	
Nell C. Willey	Wake Forest, NC, US	<u>3,248</u>	Total	8.80%

Report Item 2b - Domestic Branch Listing

Results: A list of branches for your depository institution: SOUTHERN BANK AND TRUST COMPANY (ID_RSSD: 717924). This depository institution is held by SOUTHERN BANCSHARES (N.C.), INC. (1075694) of MOUNT OLIVE, NC. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office
OK		Full Service (Head Office)	717924	SOUTHERN BANK AND TRUST COMPANY	101 NORTH CENTER STREET	MOUNT OLIVE	NC	28365	WAYNE	UNITED STATES	9687	0	SOUTHERN BA
OK		Full Service	469429	AHOSKIE BRANCH	506 E MAIN ST	AHOSKIE	NC	27910	HERTFORD	UNITED STATES	260053	61	SOUTHERN BA
OK		Full Service	674821	AULANDER BRANCH	119 SOUTH COMMERCE STREET	AULANDER	NC	27805	BERTIE	UNITED STATES	185781	52	SOUTHERN BA
OK		Full Service	681726	AURORA BRANCH	298 N FIFTH ST	AURORA	NC	27806	BEAUFORT	UNITED STATES	185693	50	SOUTHERN BA
OK		Full Service	747024	AYDEN BRANCH	236 3RD ST	AYDEN	NC	28513	PITT	UNITED STATES	233764	20	SOUTHERN BA
OK		Full Service	620426	BAILEY BRANCH	6174 MAIN STREET	BAILEY	NC	27807	NASH	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK		Full Service	781925	BATH BRANCH	419 CARTERET ST.	BATH	NC	27808	BEAUFORT	UNITED STATES	233759	15	SOUTHERN BA
OK		Full Service	3281837	BATTLEBORO BRANCH	301 WEST BATTLEBORO AVE	BATTLEBORO	NC	27809	NASH	UNITED STATES	208451	64	SOUTHERN BA
OK		Full Service	966928	BELHAVEN BRANCH	148 E. MAIN ST	BELHAVEN	NC	27810	BEAUFORT	UNITED STATES	233756	11	SOUTHERN BA
OK		Full Service	871125	BETHEL BRANCH	7458 MAIN STREET	BETHEL	NC	27812	PITT	UNITED STATES	233768	24	SOUTHERN BA
OK		Full Service	3281846	CLINTON BRANCH	925 SUNSET AVE	CLINTON	NC	28328	SAMPSON	UNITED STATES	233773	62	SOUTHERN BA
OK		Full Service	962724	DEEP RUN BRANCH	1916 TULLS MILL RD	DEEP RUN	NC	28525	LENOIR	UNITED STATES	233747	2	SOUTHERN BA
OK		Full Service	868826	DUDLEY BRANCH	4517 US 117 ALTERNATE	DUDLEY	NC	28333	WAYNE	UNITED STATES	233761	17	SOUTHERN BA

OK	Full Service	2672214	EDENTON QUEEN STREET BRANCH	101 W QUEEN ST	EDENTON	NC	27932	CHOWAN	UNITED STATES	264563	49	SOUTHERN BA
OK	Full Service	249573	ENFIELD BRANCH	201 BATCHELOR AVE	ENFIELD	NC	27823	HALIFAX	UNITED STATES	41147	54	SOUTHERN BA
OK	Full Service	869328	FAISON BRANCH	110 W CENTER ST	FAISON	NC	28341	DUPLIN	UNITED STATES	233767	23	SOUTHERN BA
OK	Full Service	2672250	FARMVILLE BRANCH	4217 EAST CHURCH STREET	FARMVILLE	NC	27828	PITT	UNITED STATES	4038	44	SOUTHERN BA
OK	Full Service	623025	FREMONT BRANCH	100 NORTH WILSON ROAD	FREMONT	NC	27830	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK	Full Service	2672278	GARLAND BRANCH	83 SOUTH BLADEN AVENUE	GARLAND	NC	28441	SAMPSON	UNITED STATES	204778	42	SOUTHERN BA
OK	Full Service	3281930	GATESVILLE BRANCH	203 MAIN ST.	GATESVILLE	NC	27938	GATES	UNITED STATES	9089	25	SOUTHERN BA
OK	Full Service	3679331	GOLDSBORO BRANCH	2301 WAYNE MEMORIAL DRIVE	GOLDSBORO	NC	27534	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK	Full Service	902627	GRANTHAM BRANCH	3382 US 13 SOUTH	GOLDSBORO	NC	27530	WAYNE	UNITED STATES	233751	6	SOUTHERN BA
OK	Full Service	3281864	GREENVILLE CHARLES BOULEVARD BRANCH	2310 SOUTH CHARLES BLVD	GREENVILLE	NC	27858	PITT	UNITED STATES	358909	67	SOUTHERN BA
OK	Full Service	3779316	GREENVILLE MEDICAL CENTER BRANCH	2275 STANTONSBURG ROAD	GREENVILLE	NC	27834	PITT	UNITED STATES	476045	83	SOUTHERN BA
OK	Full Service	2672317	HAMILTON BRANCH	109 N. FRONT ST.	HAMILTON	NC	27840	MARTIN	UNITED STATES	185732	51	SOUTHERN BA
OK	Full Service	3281873	KENANSVILLE BRANCH	416 SOUTH MAIN ST	KENANSVILLE	NC	28349	DUPLIN	UNITED STATES	448904	79	SOUTHERN BA
OK	Full Service	622523	KENLY BRANCH	101 WEST SECOND STREET	KENLY	NC	27542	JOHNSTON	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK	Full Service	2672344	KILL DEVIL HILLS BRANCH	202 S CROATAN HWY	KILL DEVIL HILLS	NC	27948	DARE	UNITED STATES	263683	46	SOUTHERN BA
OK	Full Service	782427	LA GRANGE BRANCH	208 SOUTH CASWELL ST	LA GRANGE	NC	28551	LENDIR	UNITED STATES	233757	12	SOUTHERN BA
OK	Full Service	407225	LEWISTON WOODVILLE BRANCH	127 MAIN ST	LEWISTON WOODVILLE	NC	27849	BERTIE	UNITED STATES	231705	26	SOUTHERN BA
OK	Full Service	376125	LUCAMA BRANCH	106 SOUTH MAIN STREET	LUCAMA	NC	27851	WILSON	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK	Full Service	884321	MACCLESFIELD BRANCH	105 N RAILROAD ST	MACCLESFIELD	NC	27852	EDGEcombe	UNITED STATES	7574	14	SOUTHERN BA
OK	Full Service	3281903	MANTEO BRANCH	704 SOUTH HIGHWAY 64/264	MANTEO	NC	27954	DARE	UNITED STATES	429539	75	SOUTHERN BA
OK	Full Service	86929	MIDDLESEX BRANCH	11438 EAST FINCH AVENUE	MIDDLESEX	NC	27557	NASH	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK	Full Service	718426	NORTH BREAZEALE BRANCH	800 NORTH BREAZEALE AVE	MOUNT OLIVE	NC	28365	WAYNE	UNITED STATES	233748	3	SOUTHERN BA
OK	Full Service	591423	MURFREESBORO BRANCH	336 E MAIN ST	MURFREESBORO	NC	27855	HERTFORD	UNITED STATES	231707	28	SOUTHERN BA
OK	Full Service	2060848	NASHVILLE BARNES STREET BRANCH	209 BARNES STREET	NASHVILLE	NC	27856	NASH	UNITED STATES	265202	33	SOUTHERN BA
OK	Full Service	1881747	NASHVILLE WASHINGTON STREET BRANCH	801 EAST WASHINGTON STREET	NASHVILLE	NC	27856	NASH	UNITED STATES	223878	70	SOUTHERN BA
OK	Full Service	336026	NORLINA BRANCH	139 HYCO STREET	NORLINA	NC	27563	WARREN	UNITED STATES	208461	74	SOUTHERN BA
OK	Full Service	2441353	PIKEVILLE BRANCH	100 WEST MAIN STREET	PIKEVILLE	NC	27863	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK	Full Service	838221	PINE LEVEL BRANCH	109 PEEDIN AVENUE	PINE LEVEL	NC	27576	JOHNSTON	UNITED STATES	Not Required	Not Required	SOUTHERN BA
OK	Full Service	931225	PLYMOUTH BRANCH	612 WASHINGTON ST	PLYMOUTH	NC	27962	WASHINGTON	UNITED STATES	233766	22	SOUTHERN BA

OK		Full Service	2441616	POLLOCKSVILLE BRANCH	214 MAIN STREET	POLLOCKSVILLE	NC	28573	JONES	UNITED STATES	240662		39	SOUTHERN BAI
OK		Full Service	3676657	RED OAK BRANCH	831S RED OAK BLVD	RED OAK	NC	27868	NASH	UNITED STATES	451748		80	SOUTHERN BAI
OK		Full Service	3281882	RED SPRINGS BRANCH	300 SOUTH MAIN ST	RED SPRINGS	NC	28377	ROBESON	UNITED STATES	204811		60	SOUTHERN BAI
OK		Full Service	2060866	ROANOKE RAPIDS BRANCH	1580 EAST TENTH ST	ROANOKE RAPIDS	NC	27870	HALIFAX	UNITED STATES	265204		34	SOUTHERN BAI
OK		Full Service	964821	ROBERSONVILLE BRANCH	111 N MAIN ST	ROBERSONVILLE	NC	27871	MARTIN	UNITED STATES	233755		10	SOUTHERN BAI
OK		Full Service	3281921	ROCKY MOUNT BENVENUE BRANCH	140S BENVENUE RD	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	364937		71	SOUTHERN BAI
OK		Full Service	672274	ROCKY MOUNT FRANKLIN STREET BRANCH	224 SOUTH FRANKLIN STREET	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	40669		68	SOUTHERN BAI
OK		Full Service	3649343	ROCKY MOUNT OAKWOOD BRANCH	107 SOUTH FAIRVIEW ROAD	ROCKY MOUNT	NC	27801	EDGECOMBE	UNITED STATES	468182		82	SOUTHERN BAI
OK		Full Service	2672111	ROCKY MOUNT WESTRIDGE BRANCH	3690 SUNSET AVE	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	233772		56	SOUTHERN BAI
OK		Full Service	965323	ROXOBEL BRANCH	113 S MAIN ST	ROXOBEL	NC	27872	BERTIE	UNITED STATES	233754		9	SOUTHERN BAI
OK		Full Service	2671990	SALEMBURG BRANCH	102 NORTH MAIN STREET	SALEMBURG	NC	28385	SAMPSON	UNITED STATES	204815		43	SOUTHERN BAI
OK		Full Service	981127	SCOTLAND NECK BRANCH	810 SOUTH MAIN STREET	SCOTLAND NECK	NC	27874	HALIFAX	UNITED STATES	208471		72	SOUTHERN BAI
OK		Full Service	2998491	SEABOARD BRANCH	200 SOUTH MAIN STREET	SEABOARD	NC	27876	NORTHAMPTON	UNITED STATES	262322		78	SOUTHERN BAI
OK		Full Service	780320	SEVEN SPRINGS BRANCH	306 MAIN ST	SEVEN SPRINGS	NC	28578	WAYNE	UNITED STATES	233749		4	SOUTHERN BAI
OK		Full Service	3281891	SHARPSBURG BRANCH	3938 SOUTH HATHAWAY BOULEVARD	SHARPSBURG	NC	27878	NASH	UNITED STATES	208468		65	SOUTHERN BAI
OK		Full Service	87421	SIMS BRANCH	6501 US HWY 264A	SIMS	NC	27880	WILSON	UNITED STATES	Not Required	Not Required		SOUTHERN BAI
OK		Full Service	253673	TARBORO BRANCH	422 MAIN STREET	TARBORO	NC	27886	EDGECOMBE	UNITED STATES	Not Required	Not Required		SOUTHERN BAI
OK		Full Service	903129	WARSAW BRANCH	114 NORTH PINE ST	WARSAW	NC	28398	DUPLIN	UNITED STATES	233750		5	SOUTHERN BAI
OK		Full Service	2672102	WHITAKERS BRANCH	101 N WHITE ST	WHITAKERS	NC	27891	NASH	UNITED STATES	233770		47	SOUTHERN BAI
OK		Full Service	3283194	WILSON - FOREST HILLS BRANCH	1701 FOREST HILLS ROAD WEST	WILSON	NC	27893	WILSON	UNITED STATES	Not Required	Not Required		SOUTHERN BAI
OK		Full Service	1462034	WILSON - NASH STREET BRANCH	2300 NASH STREET NORTH	WILSON	NC	27896	WILSON	UNITED STATES	Not Required	Not Required		SOUTHERN BAI
OK		Full Service	1199282	ASKEWVILLE BRANCH	104 W. ASKEWVILLE STREET	WINDSOR	NC	27983	BERTIE	UNITED STATES	233769		31	SOUTHERN BAI
OK		Full Service	904724	WINDSOR BRANCH	101 N KING ST	WINDSOR	NC	27983	BERTIE	UNITED STATES	233753		8	SOUTHERN BAI
OK		Full Service	3555097	WINTERVILLE BRANCH	4259 WINTERVILLE PARKWAY	WINTERVILLE	NC	28590	PITT	UNITED STATES	457590		81	SOUTHERN BAI
OK		Full Service	347125	WINTON BRANCH	301 N MAIN ST	WINTON	NC	27986	HERTFORD	UNITED STATES	231706		27	SOUTHERN BAI
OK		Full Service	2998567	WOODLAND BRANCH	108 WEST MAIN ST	WOODLAND	NC	27897	NORTHAMPTON	UNITED STATES	6299		77	SOUTHERN BAI
OK		Full Service	2934275	CEDAR ROAD BRANCH	1217 CEDAR RD	CHESAPEAKE	VA	23322	CHESAPEAKE CITY	UNITED STATES	361961		89	SOUTHERN BAI
OK		Full Service	3624153	GREENBRIER PARKWAY BRANCH	1304 GREENBRIER PARKWAY	CHESAPEAKE	VA	23320	CHESAPEAKE CITY	UNITED STATES	478531		99	SOUTHERN BAI
OK		Full Service	3379864	WESTERN BRANCH	3343 WESTERN BRANCH BLVD	CHESAPEAKE	VA	23321	CHESAPEAKE CITY	UNITED STATES	444603		91	SOUTHERN BAI

OK		Full Service	4335102	BOUSH STREET BRANCH	403 BOUSH STREET	NORFOLK	VA	23510	NORFOLK CITY	UNITED STATES	Not Required	Not Required	SOUTHERN BAI
OK		Full Service	820628	RIVERVIEW BRANCH	4101 GRANBY STREET	NORFOLK	VA	23504-111	NORFOLK CITY	UNITED STATES	250930	86	SOUTHERN BAI
OK		Full Service	3840104	SUFFOLK BRANCH	221 WESTERN AVENUE	SUFFOLK	VA	23434	SUFFOLK CITY	UNITED STATES	493118	102	SOUTHERN BAI
OK		Full Service	901620	FIRST COLONIAL OFFICE	1124 FIRST COLONIAL ROAD	VIRGINIA BEACH	VA	23454-240	VIRGINIA BEACH CITY	UNITED STATES	250928	85	SOUTHERN BAI
OK		Full Service	2488086	KEMPSVILLE BRANCH	1870 KEMPSVILLE ROAD	VIRGINIA BEACH	VA	23464	VIRGINIA BEACH CITY	UNITED STATES	250934	88	SOUTHERN BAI
OK		Full Service	902122	VIRGINIA BEACH BOULEVARD BRANCH	3720 VIRGINIA BEACH BLVD	VIRGINIA BEACH	VA	23452	VIRGINIA BEACH CITY	UNITED STATES	453029	94	SOUTHERN BAI

REPORT ITEM 3(2) - SECURITIES HOLDERS

Securities Holders During Fiscal Year 2013
(5% or more of any class)

Name	Address	Shares Owned Series B		Percentage of Class
Ins L. Hand	Raleigh, NC, US	24,946	Individually	9.09%

REPORT ITEM 4. - INSIDERS - December 31, 2013

Directors, Officers, 10% Principal Shareholders

(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH THE HOLDING COMPANY	(3)(a) TITLE OR POSITIONS HELD WITH SOUTHERN BANCSHARES (N.C.), INC.	(3)(b) TITLE OR POSITIONS HELD WITH ANY SOUTHERN BANCSHARES' SUBSIDIARIES	(3)(c) TITLE OR POSITIONS HELD WITH OTHER BUSINESS COMPANIES	(4)(a) NUMBER OF SHARES AND % OF EACH CLASS OF VOTING SECURITIES OF SOUTHERN BANCSHARES	(4)(b) NUMBER OF SHARES AND % OF EACH CLASS OF VOTING SECURITIES OF SOUTHERN BANCSHARES SUBSIDIARIES	(4)(c) NUMBER OF SHARES AND % OF EACH CLASS OF VOTING SECURITIES OF OTHER BUSINESS COMPANIES 25% OR MORE HELD
Julian R. Aycock Fremont, NC/US	President, Marr's, Inc. (Farming Operation)	Director, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	None	Common; 113 shares or .14% of class	None	None
David A. Bean Mt. Olive, NC/US	Not Applicable	Corporate Secretary, Treasurer Southern BancShares (N.C.), Inc.	Executive Vice President, Corporate Secretary and Treasurer and Member of several Committees, Southern Bank and Trust Company; Director, Secretary and Treasurer Goshen, Inc.; Administrator, Southern Capital Trust II; Administrator, Southern Bank Community Development, LLC	Southern Bank Foundation Treasurer	Common: 40 shares or .05% of class Preferred Series B 200 shares or .07% of class	None	None
Bynum R. Brown Murfreesboro, NC/US	President and Owner, Bynum R. Brown Agency, Inc. (real estate)	Director, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	Secretary, Treasurer, and 25% Owner, Roanoke Valley Nursing Home, Inc.; President , Brown Manor, Inc. (family care home); Owner, Brown Farms; Manager and Partner, Bynum Brown Properties, LLC; President, Owner Bynum R. Brown Agency, Inc.; Director, Southern Bank Foundation	Common: 372 shares or .45% of class Preferred Series B: 100 shares or .04% of class	None	Bynum R. Brown Agency , Inc. 100% owned Roanoke Valley Nursing Home, Inc. 25% owned Brown Manor, Inc. 100% owned Brown Farms 100% owned
William H. Bryan Mt. Olive, NC/US	President, Director and Treasurer of Mount Olive Pickle Company, Inc.	Director, Member of the Executive Committee, Southern BancShares (N.C.), Inc.	Director, Member of Executive Committee, Audit Committee Chairman, and Member of several Committes, Southern Bank and Trust Company	President and Director, James E. and Mary Z. Bryan Foundation, Inc. Director and Vice President, Southern Bank Foundation	Common: 133 shares or .16% of class	None	None

(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH THE HOLDING COMPANY	(3)(a) TITLE OR POSITIONS HELD WITH SOUTHERN BANCSHARES (N.C.), INC.	(3)(b) TITLE OR POSITIONS HELD WITH ANY SOUTHERN BANCSHARES' SUBSIDIARIES	(3)(c) TITLE OR POSITIONS HELD WITH OTHER BUSINESS COMPANIES	(4)(a) NUMBER OF SHARES AND % OF EACH CLASS OF VOTING SECURITIES OF SOUTHERN BANCSHARES	(4)(b) NUMBER OF SHARES AND % OF EACH CLASS OF VOTING SECURITIES OF SOUTHERN BANCSHARES SUBSIDIARIES	(4)(c) NUMBER OF SHARES AND % OF EACH CLASS OF VOTING SECURITIES OF OTHER BUSINESS COMPANIES 25% OR MORE HELD
Michael T. Bryant Rocky Mount, NC/US	Not Applicable	Vice President, Southern BancShares (N.C.), Inc.	Executive Vice President and Regional Executive, and Member of several Committees, Southern Bank and Trust Company	None	None	None	None
Michael L. Chestnutt Clinton, NC/US	Managing Partner Black, Chestnutt and Johnson, PA (CPA)	Director, Executive Committee Member, Southern BancShares (N.C), Inc	Director, Executive Committee Member, and Member of several Committees, Southern Bank and Trust Company	None	Common: 1 share or .00% of class	None	Black, Chestnutt and Johnson, P. A. 50% owned CPA Advisors, Inc. 33.3% owned JohnChe, LLC 50% owned ThorChe, LLC None
Hope Holding Connell Raleigh, NC/US	Vice Chairman and Executive Officer, First Citizens Bancshares, Inc., and First Citizens Bank & Trust Company	Director, Principal Shareholder, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	Vice Chairman and Executive Officer, First Citizens Bancshares, Inc., and First Citizens Bank & Trust Company; Director, Vice President, Assistant Secretary & Assistant Treasurer, Twin States Farming, Inc.; Director, Yadkin Valley Company; Director and Treasurer, Yadkin Valley Life Insurance Company; Director, E&F Properties, Inc.; Director, Fidelity BancShares (NC), Inc.; Director, Fidelity Bank; Director, Southern Bank Foundation	Common: 9,317 or 10.96% of class Preferred Series B: 2,000 shares or .73% of class	None	None
Drew M. Covert Mt. Olive, NC/US	Not Applicable	President, Southern Bancshares (N.C.), Inc.	President, Chief Operating Officer, and Member of several Committees, Southern Bank and Trust Company; Director and President, Goshen, Inc.	Investment Officer Southern Bank Foundation	Common: 38 shares or .05% of class	None	None

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J. Edwin Drew Macclesfield, NC/US	Not Applicable	Director, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	None	Common: 3,814 shares or 4.66% of class	None	None
Dan R. Ellis, Jr. Mount Olive, NC/US	Not Applicable	Chief Financial Officer Southern BancShares (N.C.), Inc.	Executive Vice President, Chief Financial Officer, and Member of several Committees, Southern Bank and Trust Company	Investment Officer Southern Bank Foundation	None	None	None
L. Taylor Harrell Suffolk, VA/US	Not Applicable	Vice President, Southern BancShares (N.C.), Inc.	Executive Vice President and Regional Executive, and Member of several Committees, Southern Bank and Trust Company	None	None	None	None
James R. Hendrix Tyner, NC/US	Not Applicable	Principal Shareholder, Southern BancShares (N.C.), Inc.	None	None	Preferred Series C: 6,120 shares or 16.58% of class	None	None
Frank B. Holding Smithfield, NC/US	Executive Vice Chairman of the Board, First Citizens Bancshares, Inc. and First-Citizens Bank & Trust Company	Director, Executive Committee Chairman, Southern BancShares (N.C.), Inc.	Director , Executive Committee Chairman, Southern Bank and Trust Company	Vice Chairman of the Board, First Citizens Bancorporation, Inc., and First Citizens Bank & Trust Company; Director Fairfield Development, Inc.; Partner E&F Properties, LLC; Vice President, Director, Global TransPark Foundation, Inc.; Director, Waterlee Life Insurance Co.; Director and President , Southern Bank Foundation	Common: 4,758 shares or 5.82% of class Preferred Series B: 946 shares or .34% of class	None	Fidelity Bancshares (N.C), Inc. Common 7,219 shares or 26.39% Class Fairfield Development Company, Inc. Common 5 shares or 50% of class
G. Rouse Ivey Mount Olive, NC/US	Self Employed Farmer	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Member of the Executive, Audit, and several other Committees Southern Bank and Trust Company	None	Common: 68 shares or .08% of class	None	None

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M. J. McSorley Rocky Mount, NC,US	Not Applicable	Vice Chairman Board of Directors, Executive Committee Member Southern BancShares (N.C.), Inc.	Vice Chairman Board of Directors, Executive Committee Member , and member of several other Committees, Southern Bank and Trust Company	None	Common: 204 shares or .25% of class Preferred Series B: 6,547 shares or 2.38% of class Preferred Series C: 25 shares or .07% of class	None	None
J. Grey Morgan Mount Olive, NC/US	Not Applicable	Chairman of the Board, CEO, Vice Chairman Executive Committee, Southern BancShares (N.C.), Inc.	Chairman of the Board, CEO, Vice Chairman Executive Committee, and Member of several other Committees, Southern Bank and Trust Company; Director and Vice President, Goshen, Inc.	Director, Vice President Southern Bank Foundation; Owner Grey Morgan Farms	Common: 3 shares or .00% of class	None	100% Owner Grey Morgan Farms
John C. Pegram, Jr. Chapel Hill, NC/Us	Not Applicable	Vice Chairman Board of Directors, Executive Committee Member Southern BancShares (N.C.), Inc.	Vice Chairman Board of Directors, Executive Committee Member, Consultant , and Member of several other Committees, Southern Bank and Trust Company; Administrator, Southern Bank Community Development, LLC; Administrator, Southern Capital Trust II	None	Common: 10 shares or .01% of class	None	None
Thomas R. Sallenger Wilson, NC, US	General Partner Sallenger & Brown, LLP (Law Firm)	Director, Southern BancShares (N.C.), Inc.	Director Southern Bank and Trust Company	None	Common: 27 shares or .03% of class	None	None

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Malcolm R. Sullivan, Jr. Goldsboro, NC/US	CEO, Pate Dawson Company and Southern Foods (Food Service Distribution)	Director, Executive Committee Member, Southern Bancshares (N.C.), Inc.	Director, Member Executive and Audit Committee, Southern Bank and Trust Company	None	Common 1 share or .00% of class	None	Pate Dawson Company 44% owned P and S One, LLC 25% owned