

Board of Governors of the Federal Reserve System



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.

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **John S. Kreighbaum**

Reporter's Name, Street, and Mailing Address

Premara Financial, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and Chief Executive Officer

13024 Ballantyne Corporate Place Suite 100

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

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.

Charlotte NC 28277
City State Zip Code

500 8th Street, NW Washington, DC 20004

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:

Kendall Stewart Chief Financial Officer

Name Title

704-697-5061

Area Code / Phone Number / Extension

704-697-5095

Area Code / FAX Number

kstewart@carolinapremierbank.com

E-mail Address

Signature of Holding Company Director and Official

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

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 4262253
C.I. _____

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

Form FR Y-6

Premara Financial, Inc.
Washington D.C.
Fiscal Year Ending December 31, 2013

Report Item

- 1: The bank holding company does prepare an annual report for its securities holders. It is included herein as Report item #1.
- 2(a): Organization Chart

Premara Financial, Inc.
Washington D.C., USA
Incorporated North Carolina

|
100%

Carolina Premier Bank
Charlotte, NC, USA
Incorporated in North Carolina

Results: A list of branches for your depository institution: CAROLINA PREMIER BANK (ID_RSSD: 3551521).
 This depository institution is held by PREMARA FINANCIAL, INC. (4262253) of WASHINGTON, DC.
 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	Head Office ID_RSSD*	Comments
CHANGE	1/4/2010	Full Service (Head Office)	3551521	CAROLINA PREMIER BANK	13024 BALLANTYNE CORPORATE PLACE	CHARLOTTE	NC	28277	MECKLENBURG	UNITED STATES	455112	0	CAROLINA PREMIER BANK	3551521	Address is 13024 Ballantyne Corporate Place/not Corporation Place
OK		Full Service	4542348	PREMARA BANK, A DIVISION OF CAROLINA PREMIER BANK	1299 PENNSYLVANIA AVENUE, NW	WASHINGTON	DC	20004	DISTRICT OF COLUMBIA	UNITED STATES	Not Required	Not Required	CAROLINA PREMIER BANK	3551521	
OK		Full Service	4443904	BANK OF THE URBAN LEAGUE OF THE CENTRAL CAROLINAS, THE, BRANCH, A DIVISION OF CAROLINA PREMIER BANK	740 WEST 5TH STREET	CHARLOTTE	NC	28202	MECKLENBURG	UNITED STATES	Not Required	Not Required	CAROLINA PREMIER BANK	3551521	
OK		Full Service	4425704	BLAKENEY PARK BRANCH	6225 BLAKENEY PARK DRIVE	CHARLOTTE	NC	28277	MECKLENBURG	UNITED STATES	501281	1	CAROLINA PREMIER BANK	3551521	
OK		Full Service	522623	BLACKSBURG BRANCH	203 WEST CHEROKEE STREET	BLACKSBURG	SC	29702	CHEROKEE	UNITED STATES	Not Required	Not Required	CAROLINA PREMIER BANK	3551521	
		Full Service	3937714	ROCK HILL BRANCH	201 OAKLAND DRIVE	ROCK HILL	SC	29730	YORK	UNITED STATES	Not Required	Not Required	CAROLINA PREMIER BANK	3551521	
ADD	12/3/2013	Full Service		OUR BANK, A DIVISION OF CAROLINA PREMIER BANK	115 NORTH MAIN STREET	SIX MILE	SC	29730	PICKENS	UNITED STATES	Not Required	Not Required	CAROLINA PREMIER BANK	3551521	Y-10 Filed February 14, 2014

Form FR Y-6
Premara Financial, Inc.
December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
John S. Kreighbaum Charlotte, NC, USA	N/A	President Chief Executive Officer Director	Carolina Premier Bank President & CEO Director	N/A	2.20%	N/A	N/A
Kendall Stewart Charlotte, NC, USA	N/A	Chief Financial Officer	Carolina Premier Bank Chief Financial Officer	N/A	0	N/A	N/A
Melodi Ross Charlotte, NC, USA	Executive Administrative Assistant	Corporate Secretary	Carolina Premier Bank Corporate Secretary	Executive Admin Assistant CA Short Company	0.01%	N/A	N/A
Amy Macari Charlotte, NC, USA	N/A	Assistant Corporate Secretary	Carolina Premier Bank Chief Administrative Officer	N/A	0	N/A	N/A
Charles R. Davis Charlotte, NC, USA	Employee Incentive Programs Real Estate Development	Director	Carolina Premier Bank Director	Chairman & CEO, CA Short Company Owner American Home Builders CEO Mid-States Development	3.72%	N/A	100% Owner American Home Builders
Robert J. Maccubbin, Jr. Charlotte, NC, USA	Sales and Marketing	Director	Carolina Premier Bank Director	Burdette, Beckman, Inc.	1.14%	N/A	N/A
F. Douglas Banks Charlotte, NC, USA	Attorney	Director	Carolina Premier Bank Director	Banks Law Firm	0.03%	N/A	N/A
	N/A		N/A			N/A	N/A