

Board of Governors of the Federal Reserve System



FRB RICHMOND
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, Ron Day

Reporter's Name, Street, and Mailing Address

First Carolina Financial Services, Inc.

Name of the Holding Company Director and Official

President, CEO & Director

Legal Title of Holding Company

171 N. Winstead Ave.

Title of the Holding Company Director and Official

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

Rocky Mount NC 27804

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:

Debra Medlin CFO

Name Title

252-451-2971

Area Code / Phone Number / Extension

252-443-6515

Area Code / FAX Number

debramedlin@firstcarolinabank.com

E-mail Address

none

Signature of Holding Company Director and Official

Ron Day
JANUARY 17, 2014

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 4346706
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

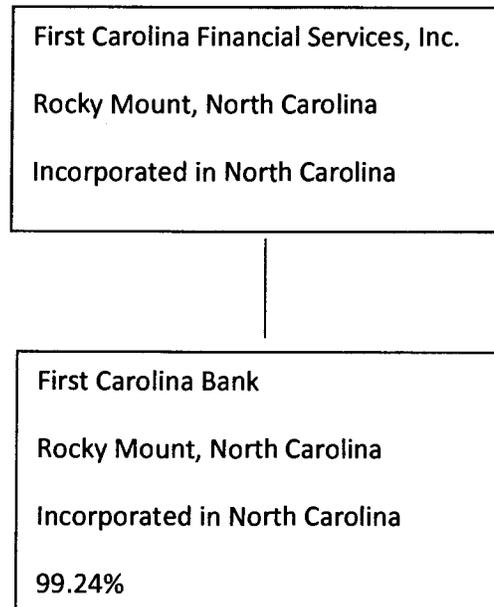
FORM FR Y-6

First Carolina Financial Services, Inc.
Rocky Mount, North Carolina
Fiscal Year Ending December 31, 2013

Report Item

1. The holding company does prepare an annual report for its securities holders and is not registered with the SEC. The audited financials are not completed.

2a. Organizational Chart



- 2b. Domestic Branch listing is included in this package.

Results: A list of branches for your depository institution: FIRST CAROLINA BANK (ID_RSSD: 2963266).
 This depository institution is held by FIRST CAROLINA FINANCIAL SERVICES, INC. (4346706) of ROCKY MOUNT, 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.

		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
OK		Full Service (Head Office)	2963266	FIRST CAROLINA BANK	171 NORTH WINSTEAD AVE	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	81325	0	FIRST CAROLINA BANK	2963266	
OK		Full Service	4200899	GREENVILLE BRANCH	300 EAST ARLINGTON BOULEVARD	GREENVILLE	NC	27858	PITT	UNITED STATES	511680	5	FIRST CAROLINA BANK	2963266	
OK		Full Service	3957570	REIDSVILLE BRANCH	604 SOUTH SCALES STREET	REIDSVILLE	NC	27320	ROCKINGHAM	UNITED STATES	500740	4	FIRST CAROLINA BANK	2963266	

FORM FR Y-6

First Carolina Financial Services, Inc.
 Rocky Mount, North Carolina
 Fiscal Year Ending December 31, 2013

Report Item 3: Securites Holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of ficscal year ending December 31, 2013

(1)(a) Name	(1)(b) City, State, Country	Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities
Steve Wordsworth	Rocky Mount, North Carolina	United States	70,000 - 5.33% Common Stock

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 December 31, 2013

(2)(a) Name	(2)(b) City, State, Country	(2)(c) Number and Percentage of Each Class of Voting Securities
none		

FORM FR Y-6

First Carolina Financial Services, Inc.
 Rocky Mount, North Carolina
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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 percentages of voting securities held)
Ronald A. Day Raleigh, NC, USA	President/CEO	President/CEO	President/CEO First Carolina Bank	n/a	0.95%	none	n/a
John A. Williams Cary, NC, USA	CEO, BioSignia Inc.	Chairman	n/a	n/a	2.86%	none	n/a
Thomas A. Betts, Jr. Rocky Mount, NC, USA	Retired	Corporate Secretary	n/a	n/a	2.86%	none	n/a
Charles A. Robbins Rocky Mount, NC, USA	CEO, COECO Office Systems	Director	n/a	CEO -COECO	3.66%	none	-Coeco 100%
John Jethro Ferebee Greenville, NC, USA	CEO, Maritime Properties	Director	n/a	CEO -Maritime Properties, Inc. -Ferebee Property Operating Co. LLC -Camp Hatteras LLC	3.62%	none	-Maritime Properties, Inc. 100% -Ferebee Property Operating Co. LLC 50% -Camp Hatteras LLC 100%
A. Donald Stallings Rocky Mount, NC, USA	Chairman/ CEO Eagle Transport	Director	n/a	Chairman/ CEO -Eagle Transport	4.76%	none	-Eagle Transport 100% -Stallings Oil Co. 100%