

**COPY**

**RECEIVED STATISTICS**

Board of Governors of the Federal Reserve System



**Annual Report of Holding Companies—FR Y-6  
FRB RICHMOND**

FEB 18 2014

**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, J. Carlisle Oxner, III

Reporter's Name, Street, and Mailing Address

JCO Ventures, LLC

Name of the Holding Company Director and Official

Director

Legal Title of Holding Company

PO Box 769

Title of the Holding Company Director and Official

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

Union SC 29379

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.

100E Main Street, Union SC 29379  
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:

J. Carlisle Oxner, III

Name Title

864-427-1213

Area Code / Phone Number / Extension

864-466-4610

Area Code / FAX Number

J. Carlisle Oxner III  
Signature of Holding Company Director and Official

E-mail Address

2-4-14  
Date of Signature

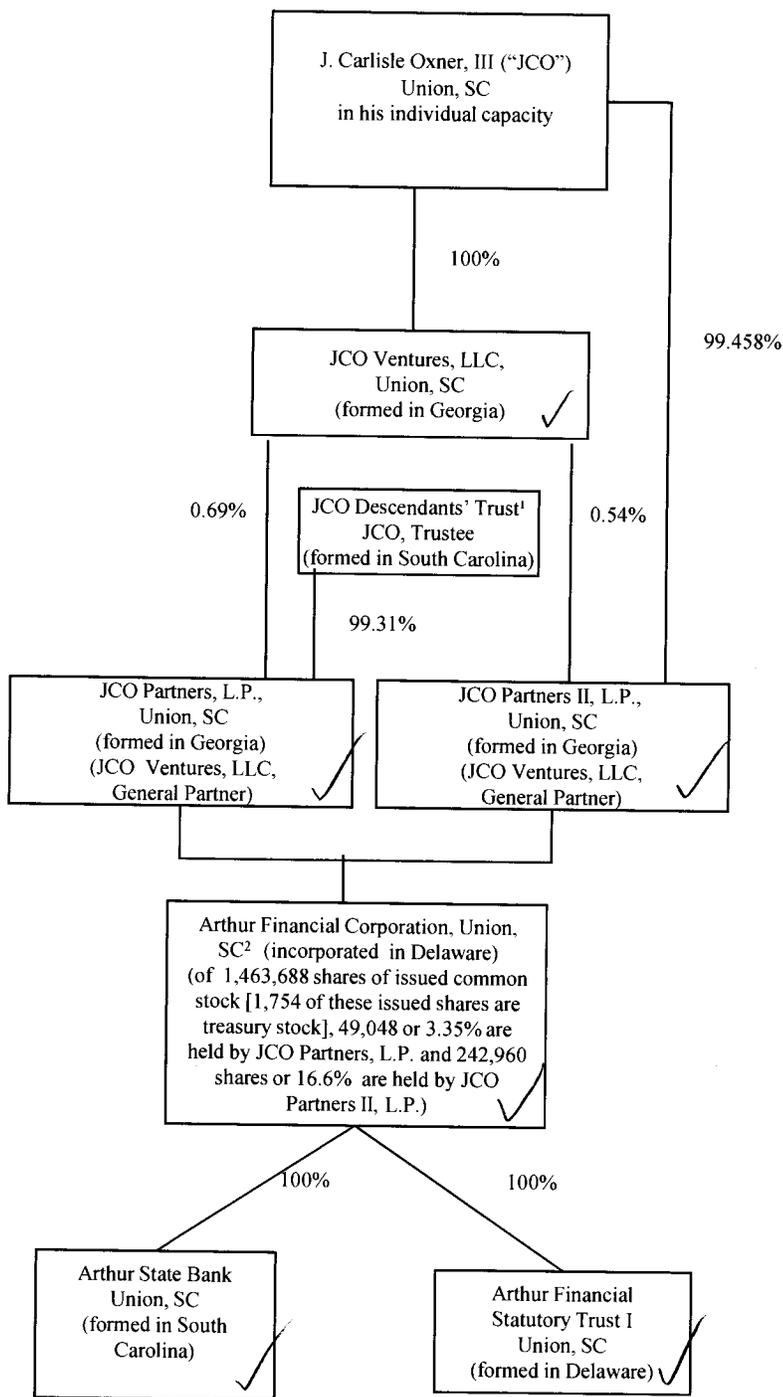
Address (URL) for the Holding Company's web page

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

For Federal Reserve Bank Use Only  
RSSD ID 3136982  
C.I.

# JCO Ventures, LLC



<sup>1</sup>/ This trust is not a bank holding company

<sup>2</sup>/ This company files a separate Form Y-6.

Form FR Y-6  
JCO Ventures, LLC  
JCO Partners, L.P.  
JCO Partners, II, L.P.

SHAREHOLDERS

JCO Ventures, LLC Shareholders: As a limited liability company established under Georgia law, JCO Ventures, LLC ("JCO Ventures") does not issue shares. J. Carlisle Oxner III, Union, S.C., holds 100% of the limited liability company interest in JCO Ventures. Mr. Oxner is a United States citizen. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in JCO Ventures.

JCO Partners, L.P.: JCO Partners, L.P. ("JCO I"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. JCO Descendants' Trust, a trust established under the law of the State of South Carolina, holds 99.31% of the limited partnership interest in JCO I. Mr. Oxner is the sole trustee of the JCO Descendants' Trust. The JCO Descendants' Trust is not a bank holding company because it is exempt from the definition of the term "company" under 12 U.S.C. Section 1841(b) and 12 C.F.R. Section 225.2(d)(3). There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in JCO I. The Baneshares Companies file separate annual reports on Form FR Y-6.

JCO Partners II, L.P.: JCO Partners II, L.P. ("JCO II"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. Mr. Oxner, in his individual capacity, holds 99.458% of the limited partnership interest in JCO II. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in JCO II.

## DIRECTORS AND OFFICERS

### **NAMES AND ADDRESS:**

JCO Ventures: J. Carlisle Oxner III, Union, S.C., is the sole officer and director of JCO Ventures.

JCO I: JCO I has no directors or officers. Its general manager is JCO Ventures, Union, S.C.

JCO II: JCO II has no directors or officers. Its general manager is JCO Ventures, Union, S.C.

### **PRINCIPAL OCCUPATION:**

JCO Ventures: Mr. Oxner's principal occupation is director, President and CEO, Arthur State Bank, Union, S.C., and director and President, Arthur Financial Corporation. He also serves as director and officer of Arthur State Company, a subsidiary of Arthur Financial Corporation.

JCO I and JCO II: Item 4(2) is not applicable to JCO Ventures, the general manager of JCO I and JCO II.

## TITLE OR POSITION

JCO Ventures: Mr. Oxner is also the sole director and officer of JCO Ventures.

Regarding other positions he holds, see the information above concerning his principal occupation. Mr. Oxner is the sole trustee of the JCO Descendants' Trust.

JCO I and JCO II: Item 4(3) is not applicable to JCO Ventures, the general partner of JCO I and JCO II.

**PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED,  
CONTROLLED OR HELD**

JCO Ventures: Mr. Oxner owns 100% of the limited liability company interest in JCO Ventures, and 99.458% of the limited partnership interest in JCO II.

JCO I and JCO II: JCO I and JCO II do not have directors or officers.

**ORGANIZATION CHART**

See attached