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Board of Governors of the Federal Reserve System

**COPY**



# Annual Report of Holding Companies - FR Y-6

FRB RICHMOND

## 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, **Frances Oxner Kendrick**

Reporter's Name, Street, and Mailing Address

**FOJ Management Company, LLC**

Legal Title of Holding Company

**PO Box 769**

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

**Union**

**SC**

**29379**

City

State

Zip Code

**100 E Main Street, Union SC 29379**

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

**Director**

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.

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

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.

*Frances Oxner Kendrick*

Signature of Holding Company Director and Official

E-mail Address

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 **3137046**  
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

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

FOJ Partners, LP  
Legal Title of Subsidiary Holding Company

PO Box 769  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Union	SC	29379
City	State	Zip Code

Physical location (if different from mailing address)

FOJ Partners II, LP  
Legal Title of Subsidiary Holding Company

PO Box 769  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Union	SC	29379
City	State	Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

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

City	State	Zip Code
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Physical location (if different from mailing address)

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

City	State	Zip Code
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Physical location (if different from mailing address)

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City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
------	-------	----------

Physical location (if different from mailing address)

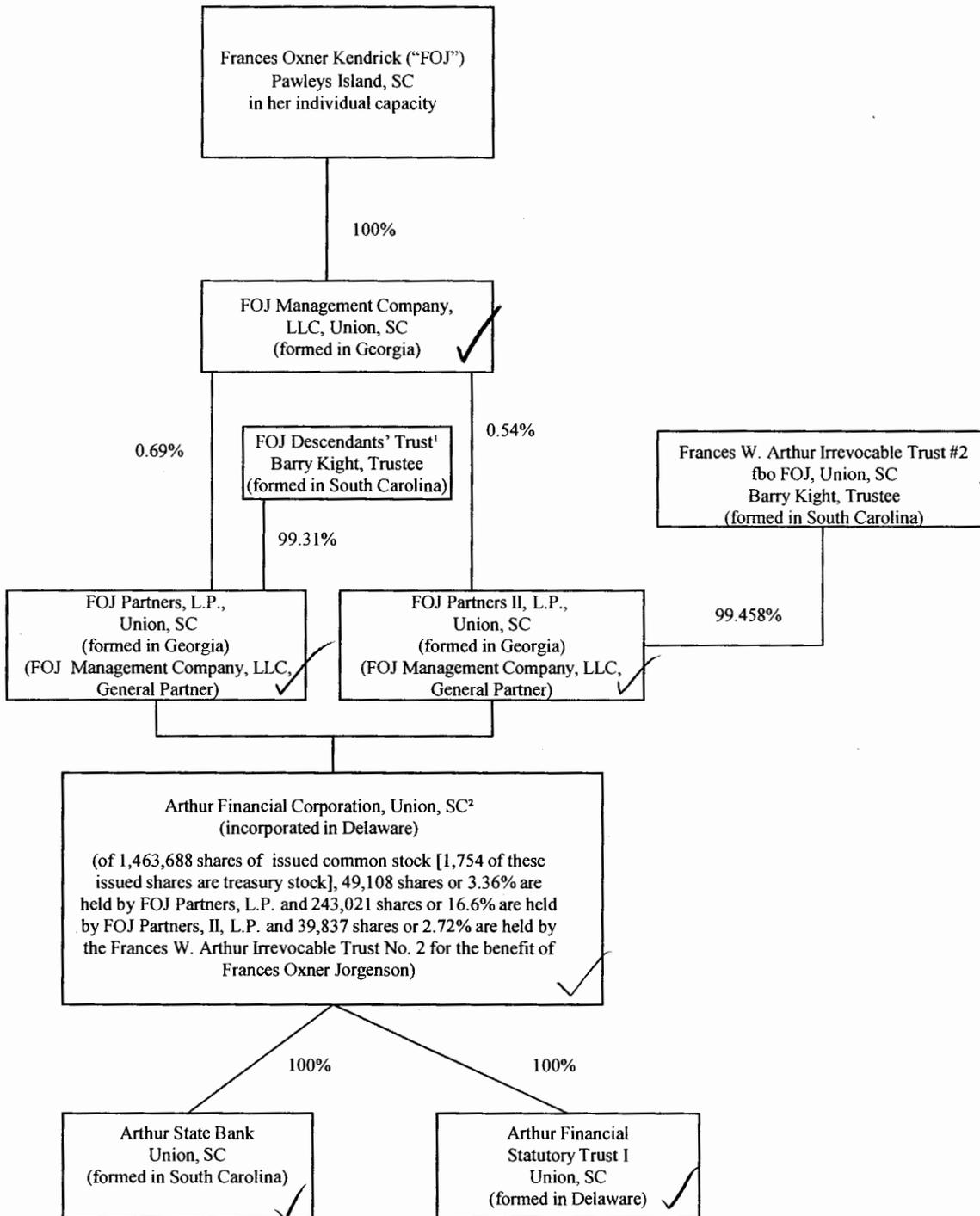
Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

# FOJ Management Company, LLC



1/ This trust is not a bank holding company

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

Form FR Y-6  
FOJ Management Company, LLC  
FOJ Partners, L.P.  
FOJ Partners, II, L.P.

**SHAREHOLDERS**

FOJ Management Company, LLC Shareholders: As a limited liability company established under Georgia law, FOJ Management Company, LLC ("FOJMC") does not issue shares. Frances Oxner Kendrick, Pawleys Island, S.C., holds 100% of the limited liability company interest in FOJMC. Mrs. Kendrick 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 FOJMC.

FOJ Partners, L.P.: FOJ Partners, L.P. ("FOJ I"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. FOJ Descendants' Trust, a trust established under the law of the State of South Carolina, holds 99.31% of the limited partnership interest in FOJ I. Barry T. Kight is the sole trustee of the FOJ Descendants' Trust. The FOJ 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 FOJ I. The Bancshares Companies file separate annual reports on Form FR Y-6.

FOJ Partners II, L.P.: FOJ Partners II, L.P. ("FOJ II"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. The Frances W. Arthur Irrevocable Trust No. 2 for the benefit of Frances Oxner Jorgenson ("the Irrevocable Trust") holds 99.458% of the limited partnership interest in FOJ II. The Irrevocable Trust files a separate report on Form Y-6. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in FOJ II.

**DIRECTORS AND OFFICERS**

**NAMES AND ADDRESS:**

FOJMC Directors and Officers: Frances Oxner Kendrick, Pawleys Island, S.C., is the sole officer and director of FOJMC.

FOJ I Directors and Officers: FOJ I has no directors or officers. Its general manager is FOJMC, Union, S.C.

FOJ II Directors and Officers: FOJ II has no directors or officers. Its general manager is FOJMC, Union, S.C.

**PRINCIPAL OCCUPATION:**

FOJMC: Mrs. Kendrick's principal occupation is a homemaker.

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

**TITLE OR POSITION**

FOJMC: Mrs. Kendrick is also the sole director and officer of FOJMC.

FOJ I and FOJ II: FOJ I and FOJ II do not have directors and officers.

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

FOJMC: Mrs. Kendrick owns 100% of the limited liability company interest in FOJMC.

FOJ I AND FOJ II: FOJ I and FOJ II do not have directors and officers.

**ORGANIZATION CHART**

See attached