

COPY

Board of Governors of the Federal Reserve System

RECEIVED STATISTICS

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Annual Report of Holding Companies—FR Y-6
FRB RICHMOND

DEC 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, **Barry T. Kight**

Reporter's Name, Street, and Mailing Address

Frances W. Arthur Irrevocable Trust No.2 for the benefit of

Name of the Holding Company Director and Official

Trustee

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

1008 Main Street Union SC 29379

Physical location (if different from mailing address)

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.

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 **3137055**
C.I. _____

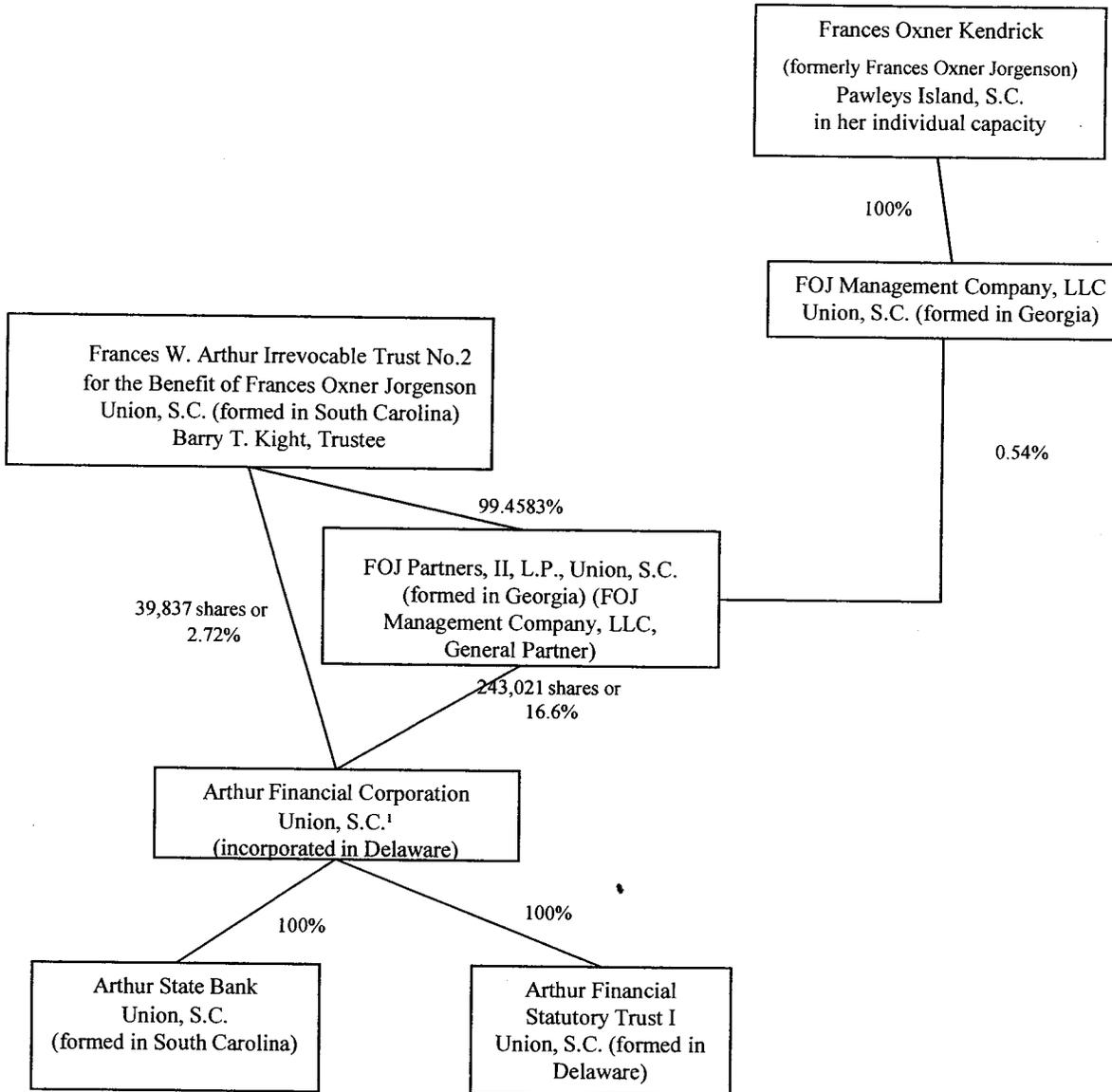
Does the reporter request confidential treatment for any portion of this submission?

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

**Frances W. Arthur
Irrevocable Trust No. 2
for the Benefit of
Frances Oxner Jorgenson**



¹/ This company files a separate Form Y-6

Form FR Y-6
Frances W. Arthur Irrevocable Trust No. 2
for the Benefit of Frances Oxner Jorgenson
FOJ Partners, II, L.P.

SHAREHOLDERS

The Trust: As a trust established under South Carolina law, the Trust has no shareholders. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in the Trust.

FOJ Partners II, L.P.: FOJ Partners II, L.P. ("FOJ II"), is a Georgia limited, which does not issue shares. The Trust holds 99.458% of the limited partnership interest in FOJ II. 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

The Trust: The Trust has no directors or officers. Information concerning its sole trustee is set forth below.

FOJ II: FOJ II has no directors or officers. Its general manager is FOJ Management Company, LLC, information concerning which is set forth below.

NAMES AND ADDRESS:

The Trust: Barry Tison Kight, Columbia, S.C., is the sole trustee of the Trust.

FOJ II: The general manager of FOJ II is FOJ Management Company, LLC, Union, S.C. ("FOJMC"). FOJMC files a separate report on Form Y-6 which contains information on FOJMC.

PRINCIPAL OCCUPATION:

The Trust: Mr. Kight's principal occupation is CPA, C.C. McGregor and Company, LLC and portfolio manager, McGregor, Financial Advisors, LLC, Columbia, S.C.

FOJ II: Item 4(2) is not applicable to FOJMC.

TITLE OR POSITION

The Trust: Mr. Kight is the sole trustee of the Trust. He has no title or position with FOJ Partners, II, L.P. or Arthur Financial Corporation, nor with any direct or indirect subsidiary of any of these companies. Mr. Kight is not associated with any other company as director, trustee, partner or executive officer.

FOJ II: Item 4(3) is not applicable to FOJMC.

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

The Trust and FOJ II: The Trust and FOJ II have no directors or officers.

ORGANIZATION CHART

See attached