

COPY

RECEIVED

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System

MAR 10 2015



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.

I, R.W. DeMaurice III

Name of the Holding Company Director and Official
Secretary/Treasurer

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.

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.

Signature of Holding Company Director and Official

03/03/2015

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 1076525
C.I. _____

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

December 31, 2014

Month / Day / Year

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
First Carolina Bancshares Corporation

Legal Title of Holding Company

P.O. Box 1028

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

Darlington SC 29540
City State Zip Code

104 Orange St., Darlington, S.C. 29532

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

R.W. DeMaurice III Secretary/Treasurer
Name Title

843-398-2912

Area Code / Phone Number / Extension

843-398-8009

Area Code / FAX Number

bubba@carolinabank.net

E-mail Address

None

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

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

Report Item 1: Will be forwarded as soon as received.

Report Item 2a: 1. First Carolina Bancshares Corporation-incorporated in South Carolina
Orange Street, Darlington, SC 29532

100%

Carolina Bank & Trust Company-incorporated in South Carolina
Main Street, Lamar, SC 29069

Report item 2b: Submitted electronically on March 2, 2015

Report Item 3: 1. a. David Muldrow Beasley
Society Hill, SC USA
b. USA
c. 21 % 28761 shares

a. Richard Lewis Beasley
Florence, SC USA
b. USA
c. 17 % 23923 shares

a. Henry Wesley Beasley
Florence, SC USA
b. USA
c. 16 % 22432 shares

a. R.W. DeMaurice III
Darlington, SC USA
b. USA
c. 5 % 7452 shares

2. None

Report Item 4:

1. Richard Lewis Beasley
Florence, SC USA
2. President – Carolina Bank and Trust Company
3. a. Vice President/Director/ Chairman
First Carolina Bancshares Corp.
b. President/Director/ Chairman
Carolina Bank and Trust Company
c. Darlington Properties, LTD – partner
500 Carolinians – President
4. a. 17 %
b. none

- c. 30 % Darlington Properties, LTD
300 Shares 30% 500 Carolinians

- 1. R. W. DeMaurice, III
Darlington, SC USA

- 2. Executive Vice President/Director
Carolina Bank and Trust Company

- 3. a. Secretary/Treasurer
First Carolina Bancshares Corp.

- b. Secretary – Board of Directors
Executive Vice President
Carolina Bank and Trust Company

- c. Darlington Properties, LTD-Partner
500 Carolinians- Secretary

- 4 a. 5 %

- b. None

- c. None

- 1. David Muldrow Beasley
Society Hill, S.C.

- 2. Past Governor of SC
Investor

- 3. a. None

- b. member of Carolina Bank & Trust Company board of directors

- c. Darlington Properties, LTD-Partner
500 Carolinians- Partner
Public Square Strategies, Inc.- owner
Swamp Fox Properties, LLC- Partner

- 4. a. 21 %

- b. None

- c. 30 % Darlington Properties, LTD
300 Shares 30% 500 Carolinians
100% Public Square Strategies, Inc.
25% Swamp Fox Properties, LLC

-
- 1. Henry Wesley Beasley
Florence, S.C.

2. Vice President Carolina Bank & Trust Company
3. a. None
b. Vice President Carolina Bank & Trust Company
Member of Carolina Bank & Trust Company board of directors
c. Darlington Properties, LTD-Partner
500 Carolinians- Partner
4. a. 16 %
b. None
c. 30 % Darlington Properties, LTD
300 Shares 30% 500 Carolinians

Results: A list of branches for your holding company: FIRST CAROLINA BANCSHARES CORPORATION (1076525) of DARLINGTON, SC. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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
OK		Full Service (Head Office)	355120	CAROLINA BANK & TRUST COMPANY	112 MAIN STREET	LAMAR	SC	29069	DARLINGTON	UNITED STATES	10845				
OK		Full Service	1199358	BENNETTSVILLE BY-PASS BRANCH	15-401 BYPASS	BENNETTSVILLE	SC	29512	MARLBORO	UNITED STATES	238660		0	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	1014228	MAIN STREET BRANCH	300 EAST MAIN ST	BENNETTSVILLE	SC	29512	MARLBORO	UNITED STATES	191024		9	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	1934214	CHERAW BRANCH	320 CHESTERFIELD ROAD	CHERAW	SC	29520	CHESTERFIELD	UNITED STATES	238661		6	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	463025	CHESTERFIELD BRANCH	166 OLDE TOWNE CENTER	CHESTERFIELD	SC	29709	CHESTERFIELD	UNITED STATES	219261		10	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	3540972	101 EXPRESS LANE BRANCH	101 EXPRESS LANE	DARLINGTON	SC	29532	DARLINGTON	UNITED STATES	334352		7	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	476922	DARLINGTON MAIN BRANCH	104 ORANGE ST	DARLINGTON	SC	29532	DARLINGTON	UNITED STATES	238655		12	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	3286766	FLORENCE BRANCH	3037 W PALMETTO ST	FLORENCE	SC	29501	FLORENCE	UNITED STATES	361135		1	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	3828782	IRBY STREET BRANCH	1538 SOUTH IRBY STREET	FLORENCE	SC	29505	FLORENCE	UNITED STATES	482930		13	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	967327	QUINBY BRANCH	607 EAST ASHBY RD	FLORENCE	SC	29506	FLORENCE	UNITED STATES	238658		16	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	3121531	FOURTH STREET BRANCH	1150 SOUTH FOURTH STREET	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	361136		4	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	539621	HARTSVILLE BRANCH	1042 NORTH FIFTH ST	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	238659		14	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	2124656	SOUTH HARTSVILLE BRANCH	525 SOUTH FIFTH STREET	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	224897		11	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	329121	MULLINS MAIN BRANCH	114 WEST MCINTYRE ST	MULLINS	SC	29574	MARION	UNITED STATES	361137		5	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	3121586	SEA MOUNTAIN HIGHWAY BRANCH	1041 SEA MOUNTAIN HIGHWAY	NORTH MYRTLE BEACH	SC	29582	HORRY	UNITED STATES	361137		8	CAROLINA BANK & TRUST COMPANY	355120
OK		Full Service	417327	SOCIETY HILL BRANCH	121 SOUTH MAIN ST	SOCIETY HILL	SC	29593	DARLINGTON	UNITED STATES	238656		15	CAROLINA BANK & TRUST COMPANY	355120
													2	CAROLINA BANK & TRUST COMPANY	355120