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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 31 2015



Annual Report of Holding Companies **FRB RICHMOND**

COPY

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, 2014

Month / Day / Year

549300RYXA4OM2OJIM88

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

I, Richard D. Callicut II, President and CEO

Name of the Holding Company Director and Official

BNC Bancorp

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

BNC Bancorp

Legal Title of Holding Company

3980 Premier Dr Ste 210

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

High Point

NC

27265

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:

Ronald J Gorczynski

EVP and CAO

Name

Title

336-476-9200

Area Code / Phone Number / Extension

336-841-1118

Area Code / FAX Number

rgorczynski@bankof nc.com

E-mail Address

www.bncbancorp.com

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

Signature of Holding Company Director and Official

03/30/2015

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 3141650

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."

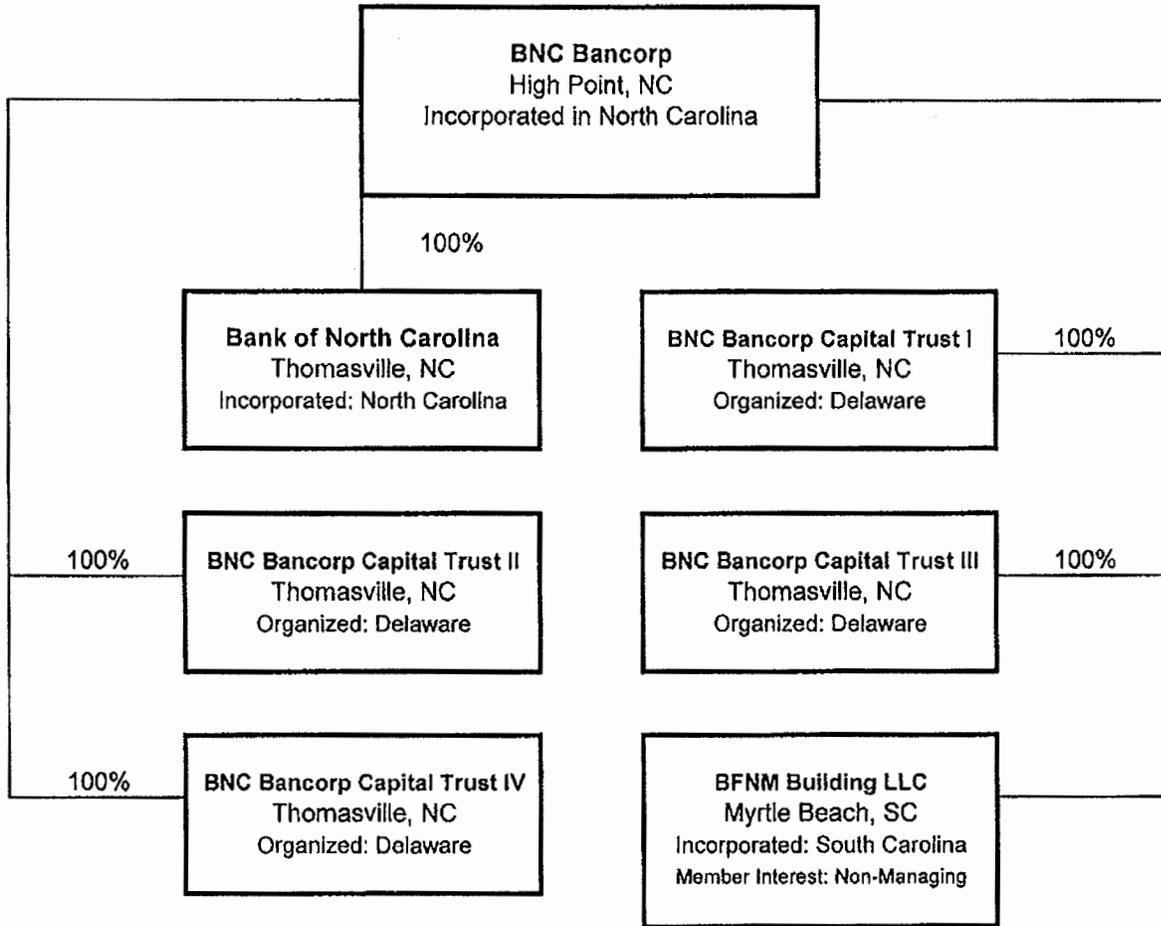
No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6  
BNC Bancorp  
December 31, 2014

Item 1 - Annual Report to Shareholders: BNC Bancorp is an SEC registrant

Item 2a - Organization Chart



Item 2b - Domestic Branch Listing: Provided to Federal Reserve Bank

Results: A list of branches for your holding company: BNC BANCORP (3141650) of HIGH POINT, NC.  
The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

**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	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*
OK	Full Service (Head Office)	1908082	BANK OF NORTH CAROLINA	831 JULIAN AVENUE	THOMASVILLE	NC	27360	DAVIDSON	UNITED STATES	47377	0	BANK OF NORTH CAROLINA	1908082
OK	Full Service	55176	ALBEMARLE NORTH SECOND ST BRANCH	103 NORTH SECOND STREET	ALBEMARLE	NC	28001	STANLY	UNITED STATES	43502	62	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3888393	SOUTH STREET BRANCH	155 WEST SOUTH STREET	ALBEMARLE	NC	28001	STANLY	UNITED STATES	481682	65	BANK OF NORTH CAROLINA	1908082
OK	Full Service	2645786	ARCHDALE BRANCH	113 TRINDALE ROAD	ARCHDALE	NC	27263	RANDOLPH	UNITED STATES	289721	1	BANK OF NORTH CAROLINA	1908082
OK	Full Service	115221	ASHEBORO BRANCH	175 NORTH FAYETTEVILLE STREET	ASHEBORO	NC	27203	RANDOLPH	UNITED STATES	15880	52	BANK OF NORTH CAROLINA	1908082
OK	Full Service	212429	ASHEBORO EAST DIXIE DRIVE BRANCH	854 EAST DIXIE DRIVE	ASHEBORO	NC	27203	RANDOLPH	UNITED STATES	255208	53	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3119006	ASHEBORO WEST POINTE BRANCH	415 NC HIGHWAY 49 SOUTH	ASHEBORO	NC	27205	RANDOLPH	UNITED STATES	362062	55	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4348438	ASHEVILLE BRANCH	1999 HENDERSONVILLE ROAD	ASHEVILLE	NC	28803	BUNCOMBE	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	477929	BURLINGTON BRANCH	3239 SOUTH CHURCH STREET	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	468315	57	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3928721	CARY PRESTON CORNERS BRANCH	4725 SW CARY PARKWAY	CARY	NC	27513	WAKE	UNITED STATES	493434	46	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3042560	FARRINGTON ROAD BRANCH	5925 FARRINGTON ROAD	CHAPEL HILL	NC	27517	DURHAM	UNITED STATES	360320	66	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3921106	MARTIN LUTHER KING BRANCH	1203 MARTIN LUTHER KING JUNIOR BOULEVARD	CHAPEL HILL	NC	27514	ORANGE	UNITED STATES	468142	68	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3541102	SOUTHERN VILLAGE BRANCH	301 KILDAIRE ROAD	CHAPEL HILL	NC	27516	ORANGE	UNITED STATES	268014	67	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4367961	CARMEL ROAD BRANCH	6342 CARMEL ROAD	CHARLOTTE	NC	28226	MECKLENBURG	UNITED STATES	527716	40	BANK OF NORTH CAROLINA	1908082
OK	Full Service	2761912	CHARLOTTE THIRD STREET BRANCH	1420 EAST THIRD STREET	CHARLOTTE	NC	28204	MECKLENBURG	UNITED STATES	61926	47	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4297545	SOUTHPARK BRANCH	5980 FAIRVIEW ROAD	CHARLOTTE	NC	28210	MECKLENBURG	UNITED STATES	521471	27	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4022082	CONCORD BRANCH	271 COPPERFIELD BOULEVARD	CONCORD	NC	28025	CABARRUS	UNITED STATES	495652	18	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4443865	DURHAM BRANCH	280 SOUTH MAGNUM STREET, SUITE 140	DURHAM	NC	27701	DURHAM	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	2948049	FRIENDLY BRANCH	3202 NORTHLINE AVENUE	GREENSBORO	NC	27408	GUILFORD	UNITED STATES	419007	13	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4354680	GREENSBORO ELM STREET BRANCH	2201 N ELM STREET	GREENSBORO	NC	27408	GUILFORD	UNITED STATES	528022	41	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3545052	HARRISBURG BRANCH	3890 MAIN STREET	HARRISBURG	NC	28075	CABARRUS	UNITED STATES	448965	9	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4354701	HENDERSONVILLE BRANCH	1012 OLD SPARTANBURG ROAD	HENDERSONVILLE	NC	28792	HENDERSON	UNITED STATES	287812	31	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3928794	EASTCHESTER BRANCH	2630 EASTCHESTER DRIVE	HIGH POINT	NC	27265	GUILFORD	UNITED STATES	483140	17	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3321715	HIGH POINT BRANCH	801 N ELM STREET	HIGH POINT	NC	27262	GUILFORD	UNITED STATES	442455	6	BANK OF NORTH CAROLINA	1908082
OK	Full Service	2625023	KERNERSVILLE BRANCH	211 BROAD STREET	KERNERSVILLE	NC	27284	FORSYTH	UNITED STATES	57788	4	BANK OF NORTH CAROLINA	1908082
OK	Full Service	2645795	LEXINGTON BRANCH	115 EAST CENTER STREET	LEXINGTON	NC	27292	DAVIDSON	UNITED STATES	289722	2	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3545061	NORTHERN DAVIDSON BRANCH	6355 OLD HIGHWAY 52	LEXINGTON	NC	27295	DAVIDSON	UNITED STATES	453832	11	BANK OF NORTH CAROLINA	1908082
OK	Full Service	2438335	LOCUST BRANCH	102 SOUTH STREET	LOCUST	NC	28097	STANLY	UNITED STATES	281400	63	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3301708	MOORESVILLE - GATEWAY BLVD BRANCH	108 GATEWAY BOULEVARD, SUITE 101	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	429530	49	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3474219	OAKBORO BRANCH	117 NORTH MAIN STREET	OAKBORO	NC	28129	STANLY	UNITED STATES	444090	64	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4297554	RALEIGH BRANCH	4525 FALLS OF NEUSE ROAD	RALEIGH	NC	27609	WAKE	UNITED STATES	518772	26	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4666767	STONEHENGE BRANCH	2312 BRIDGEPORT DRIVE	RALEIGH	NC	52390	WAKE	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	1224616	RANDLEMAN BRANCH	109 WEST NAOMI STREET	RANDLEMAN	NC	27317	RANDOLPH	UNITED STATES	255209	54	BANK OF NORTH CAROLINA	1908082

Data Action	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*
OK	Full Service (Head Office)	1908082	BANK OF NORTH CAROLINA	831 JULIAN AVENUE	THOMASVILLE	NC	27360	DAVIDSON	UNITED STATES	47377	0	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3545034	SALISBURY BRANCH	415 JAKE ALEXANDER BOULEVARD W	SALISBURY	NC	28147	ROWAN	UNITED STATES	448966	10	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3283671	NATIONAL HIGHWAY BRANCH	1317 NATIONAL HIGHWAY	THOMASVILLE	NC	27360	DAVIDSON	UNITED STATES	289723	3	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3727812	WINSTON SALEM BRANCH	1810 NORTH PEACE HAVEN ROAD	WINSTON SALEM	NC	27104	FORSYTH	UNITED STATES	479331	16	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3387926	CHARLESTON BRANCH	1503 OLD TOWNE ROAD	CHARLESTON	SC	29407	CHARLESTON	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3429116	DOWNTOWN CHARLESTON BRANCH	134 MEETING STREET SUITE 201	CHARLESTON	SC	29401	CHARLESTON	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4582616	EAST BAY BRANCH	291 EAST BAY STREET	CHARLESTON	SC	29401	CHARLESTON	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4439318	FOLLY ROAD BRANCH	329 FOLLY ROAD	CHARLESTON	SC	29412	CHARLESTON	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4414397	WEST ASHLEY BRANCH	4 CARRIAGE LANE, SUITE 101	CHARLESTON	SC	29407	CHARLESTON	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4666758	AUGUSTA ROAD BRANCH	1818 AUGUSTA ROAD, SUITE 120	GREENVILLE	SC	29605	GREENVILLE	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3824270	GREENVILLE BRANCH	550 E. MCBEE AVENUE	GREENVILLE	SC	29601	GREENVILLE	UNITED STATES	473492	39	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3170986	VILLAGE AT WEXFORD BRANCH	1000 WILLIAM HILTON PARKWAY, SUITE F-4	HILTON HEAD ISLAND	SC	29928	BEAUFORT	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3880100	HOUSTON NORTHCUIT - MOUNT PLEASANT BRANCH	953 HOUSTON NORTHCUIT BOULEVARD	MOUNT PLEASANT	SC	29464	CHARLESTON	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4154787	MOUNT PLEASANT BRANCH	1509 N HIGHWAY 17	MOUNT PLEASANT	SC	29464	CHARLESTON	UNITED STATES	495358	43	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4550035	MURRELLS INLET BRANCH	11975 HIGHWAY 17 BYPASS	MURRELLS INLET	SC	29576	HORRY	UNITED STATES	Not Required	Not Required	BANK OF NORTH CAROLINA	1908082
OK	Full Service	4115331	MYRTLE BEACH MAIN GRISSOM BRANCH	375.1 ROBERT M GRISSOM PARKWAY, SUITE 100	MYRTLE BEACH	SC	29577	HORRY	UNITED STATES	57001	19	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3039346	SURFSIDE BEACH BRANCH	3064 DICK POND ROAD	MYRTLE BEACH	SC	29588	HORRY	UNITED STATES	360615	20	BANK OF NORTH CAROLINA	1908082
OK	Full Service	3158966	NORTH MYRTLE BEACH BRANCH	710 HWY 17 NORTH	NORTH MYRTLE BEACH	SC	29582	HORRY	UNITED STATES	419024	22	BANK OF NORTH CAROLINA	1908082

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December 31, 2014

Report Item 3: Shareholders

<b>Name, City, State, Country</b>	<b>Country of Citizenship or Incorporation</b>	<b>Number and Percentage of Class of Voting Stock</b>
Wellington Management Group, LLP Boston, MA                      USA	USA	1,506,060 - 6.31%    Common
Aquiline BNC Holding, LLC New York, NY                      USA	USA	1,507,054 - 5.38%    Common
Forest Hills Capital, LLC Little Rock AK                      USA	USA	1,510,681 - 5.1%    Common

Report Item 3.2

Individuals/Companies that held 5% or more voting securities during the year but not at the end of the year.

None

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December 31, 2014

Report Item 4: Directors and Officers

Item 4 (1) Name & Address	Item 4 (2) Principal Occupation	Item 4 (3)(a) Title & Position with Holding Co.	Item 4 (3)(b) Title & Position with Subsidiary	Item 4 (3)(c) Title & Position with Other Businesses	Item 4 (4)(a) Percentage of Voting Shares in Holding Company	Item 4 (4)(c) Percentage of Ownership in Other Companies Greater than 25%
James T. Bolt, Jr. Charlotte, North Carolina	N/A	Director	EVP Director	N/A	0.23%	None
Richard D. Callicutt, II High Point, North Carolina	N/A	President/CEO Director	President/CEO Director		0.50%	None
Joseph M. Coltrane, Jr. Kernersville, North Carolina	Attorney	Director	Director	Director and officer Director and officer Member and Manager Member and Manager	0.23%	Coltrane Grocery Co., Inc (own 1% - control 100%) Twin Creek Development Co., Inc (own 50%, control 100%) Jolean Properties, LLC - (own 33.4% - control 100%) Coltrane , Grubbs & James, PLLC - own 40% - control 40%)
Ronald J. Gorczynski Apex, North Carolina	N/A	EVP/CAO	EVP/CAO		0.07%	None
Charles T. Hagan, III Greensboro, North Carolina	Attorney	Director	Director	Member and Manager Member and Manager Member and Manager	0.21%	Hanoca, LLC - 25% H Group II, LLC - 30% H Group III, LLC - 67%
Elaine M. Lyerty Cramerton, North Carolina	Public Relations/ Marketing Executive	Director	Director	CEO - Lyerty Agency Managing Member	0.14%	Lyerty Agency - 55.72% Buffalo Girls LLC - 80%
W. Swope Montgomery, Jr. Jamestown, North Carolina	Consultant	Director Vice Chairman	Director Vice Chairman		0.32%	None
Lenin J. Peters, M.D. High Point, North Carolina	Medical Doctor	Director	Director	President - Bethany Medical Center	1.92%	None
John S. Ramsey, Jr. Durham, North Carolina	Insurance Industry Consultant	Director	Director		0.09%	None
Thomas R. Sloan Greensboro, North Carolina	Retired	Director Chairman	Director Chairman	Director/Treasurer - Sloan Capital Company	1.03%	None
Thomas R. Smith, CPA Lexington, North Carolina	Certified Public Accountant	Director	Director	President Secretary	0.32%	Smith, Leonard PLLC PA - 70% J&A Investments, Inc - 100%
David B. Spencer Trinity, North Carolina	N/A	Sr EVP/CFO	Sr EVP/CFO	N/A	1.85%	None

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BNC Bancorp  
December 31, 2014

Report Item 4: Directors and Officers

Item 4 (1) Name & Address	Item 4 (2) Principal Occupation	Item 4 (3)(a) Title & Position with Holding Co.	Item 4 (3)(b) Title & Position with Subsidiary	Item 4 (3)(c) Title & Position with Other Businesses	Item 4 (4)(a) Percentage of Voting Shares in Holding Company	Item 4 (4)(c) Percentage of Ownership in Other Companies Greater than 25%
Robert A. Tcam, Jr. Lexington, North Carolina	Commercial Real Estate Developer/ Manager	Director	Director	President - Carolina Investment Properties, Inc. President Manager and member Manager and member Manager and member Manager and member	0.15%	Carolina Investment Properties, Inc - 80% Team Concepts Inc - 100% Carolina Income Properties IV, LLC - 50% Carolina Income Properties VIII, LLC - 26.99% Carolina Income Properties IX, LLC - 100% LTP Holdings, LLC - 100% Premier Center Assoc II, LLC - 50%
G. Kennedy Thompson New York, New York	Financial Services Executive	Director	Director	Principal - Aquiline Capital Partners, LLC	0.00%	None
D. Vann Williford High Point, North Carolina	Industrial Equipment Sales	Director	Director	CEO - Atlantic Coast Toyotalift	0.26%	Vesco Material Handling Equipment Inc. dba Atlantic Coast Toyotalift - 95%
Richard F. Wood High Point, North Carolina	Retired	Director Secretary	Director Secretary		0.03%	None

Item 4 (4)(b) Percentage of securities owned or held with power to vote in direct or indirect subs - None