### 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.

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.

1. David W. White  
   **Name of the Holding Company Director and Official**  
   **Chairman**  
   **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  

**Date of Signature**  

5-22-15

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**Date of Report** (top-tier holding company’s fiscal year-end):  
December 31, 2014

**Month / Day / Year**  
NA

**Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)**  
43683286643482

**Reporter’s Name, Street, and Mailing Address**  
AB&T FINANCIAL CORPORATION  
P.O. BOX 1099  
GASTONIA, NC 28053  
292 WEST MAIN AVE  
CITY STATE ZIP CODE

**Person to whom questions about this report should be directed:**  
ROGER MOBLEY  
CFO

**Name**  
704-648-0185

**Area Code / Phone Number / Extension**  
704-867-6155

**Area Code / FAX Number**  
roger.mobley@alliancebankandtrust.com

**E-mail Address**  
www.alliancebanknc.com

**Address (URL) for the Holding Company’s web page**

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**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
ITEM 1. – ANNUAL REPORT TO SHAREHOLDERS

There was no Annual Report to Shareholders of AB&T Financial Corporation prepared for the year ended December 31, 2014. Reports on Consolidated Financial Statements are included.

ITEM 2a – ORGANIZATIONAL CHART

As of December 31, 2014, the Company owns all the issued and outstanding shares of capital stock of Alliance Bank & Trust (the “Bank”) located in Gastonia, North Carolina. The Company has no other subsidiaries. The Bank has no other subsidiaries. The organizational chart is below:

```
AB&T Financial Corporation
   Gastonia, North Carolina
   State of Incorporation – North Carolina
   ↓
   Owns 100% of
   ↓
Alliance Bank & Trust Company
   Gastonia, North Carolina
   State of Incorporation – North Carolina
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ITEM 2b – DOMESTIC BRANCH LISTING

Attached is a copy of the Domestic Branch Listing

ITEM 3 - SECURITIES HOLDERS

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Form FR Y-6</th>
<th>AB&amp;T Financial Corporation</th>
<th>Fiscal Year Ending December 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014</td>
<td>Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014</td>
<td></td>
</tr>
<tr>
<td>(1)(a) Name City, State, Country</td>
<td>(1)(b) Country or Citizenship Or Incorporation</td>
<td>(1)(c) Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>CEDE &amp; Co New York, NY</td>
<td>USA</td>
<td>1,649,057 – 61.57% Common Stock</td>
</tr>
</tbody>
</table>
## Item 4 - Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>List name of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kenneth C. Appling Forest City, NC</td>
<td>President, Appling Boring Company</td>
<td>Director</td>
<td>Director (Alliance Bank &amp; Trust)</td>
<td>General Partner – Money Matters</td>
<td>4.03%</td>
<td>NA</td>
<td>Appling Boring – 68% Money Matters – 50% KCA Motorsports – 100% KCA Investments – 100%</td>
</tr>
<tr>
<td>Don J. Harrison Gastonia, NC</td>
<td>President, CEO – (Alliance Bank &amp; Trust)</td>
<td>President, CEO</td>
<td>President, CEO – (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>0%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>David W. White Shelby, NC</td>
<td>President, White Investments of Shelby, LLC</td>
<td>Chairman</td>
<td>Chairman</td>
<td>President – White and Son Construction Co.</td>
<td>5.32%</td>
<td>NA</td>
<td>White Investments of Shelby – 100% White and Son Construction – 100%</td>
</tr>
<tr>
<td>Roger A. Mobley, Charlotte, NC</td>
<td>CFO – (Alliance Bank &amp; Trust)</td>
<td>CFO</td>
<td>CFO – (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>0.0%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Ricky L. Houser Cramerton, NC</td>
<td>Chief Credit Officer – Alliance Bank &amp; Trust</td>
<td>NA</td>
<td>Chief Credit Officer – (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>.37%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Susan J. Joyner Clover, SC</td>
<td>President – Talley Ho Clothier</td>
<td>Director</td>
<td>Director (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>.85%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Jerry L. Kellar Gastonia, NC</td>
<td>President – The Kellar Group</td>
<td>Director</td>
<td>Director (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>1.05%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Name</td>
<td>Title and Company</td>
<td>Position</td>
<td>Company</td>
<td>NA</td>
<td>.87%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
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</tr>
<tr>
<td>Gerald F. McSwain</td>
<td>President - McSwain Communications</td>
<td>Director</td>
<td>Director (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>.87%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
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<td></td>
</tr>
<tr>
<td>Carl J. Stewart, Jr., Esq</td>
<td>Attorney at Law</td>
<td>Director</td>
<td>Director (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>.52%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
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</tr>
<tr>
<td>John H. Whaley</td>
<td>President - Whaley Carpet</td>
<td>Director</td>
<td>Director (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>3.92%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
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<td></td>
</tr>
<tr>
<td>Jack R. Williams</td>
<td>President - Lake Cruised, Inc</td>
<td>Director</td>
<td>Director (Alliance Bank &amp; Trust)</td>
<td>NA</td>
<td>.70%</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>
A list of branches for your depository institution: ALLIANCE BANK & TRUST COMPANY (ID_RSSD: 3276543).

This depository institution is held by AS & T FINANCIAL CORPORATION (3706684) of GASTONIA, NC.

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.
- 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.
- Delete: if a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Branch Office ID</th>
<th>RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>CHANGE</td>
<td>7/9/2014</td>
<td>Full Service</td>
<td>3276543</td>
<td>ALLIANCE BANK &amp; TRUST COMPANY</td>
<td>302 WEST MAIN AVENUE</td>
<td>GASTONIA</td>
<td>NC 28052</td>
<td>GASTON</td>
<td>UNITED STATES</td>
<td>425245</td>
<td>ALLIANCE BANK &amp; TRUST COMPANY</td>
<td>3276543</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CHANGE</td>
<td>7/9/2014</td>
<td>Full Service</td>
<td>3928749</td>
<td>GASTONIA BRANCH</td>
<td>222 UNION ROAD</td>
<td>GASTONIA</td>
<td>NC 28052</td>
<td>GASTON</td>
<td>UNITED STATES</td>
<td>431307</td>
<td>ALLIANICE BANK &amp; TRUST COMPANY</td>
<td>3276543</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CHANGE</td>
<td>7/9/2014</td>
<td>Full Service</td>
<td>3928767</td>
<td>KINGS MOUNTAIN BRANCH</td>
<td>209 SOUTH BATTLEGROUND AVENUE</td>
<td>KINGS MOUNTAIN</td>
<td>NC 28054</td>
<td>GASTON</td>
<td>UNITED STATES</td>
<td>479998</td>
<td>ALLIANCE BANK &amp; TRUST COMPANY</td>
<td>3276543</td>
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<td></td>
</tr>
<tr>
<td>CHANGE</td>
<td>7/9/2014</td>
<td>Full Service</td>
<td>3689715</td>
<td>SHELBY BRANCH</td>
<td>412 S DEKALB STREET</td>
<td>SHELBY</td>
<td>NC 28150</td>
<td>CLEVELAND</td>
<td>UNITED STATES</td>
<td>617707</td>
<td>ALLIANCE BANK &amp; TRUST COMPANY</td>
<td>3276543</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>