

COPY

Board of Governors of the Federal Reserve System



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.

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

December 31, 2015

Month / Day / Year

No LEI

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

I, **Steve Nivens**

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

Congaree Bancshares, Inc.

Executive Vice President, Secretary

Legal Title of Holding Company

Title of the Holding Company Director and Official

PO Box 3018

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.

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

West Columbia SC 29171

City State Zip Code

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.

1219 Knox Abbott Drive, Cayce, SC 29033

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Charlie T. Lovering, Jr. CFO

Name Title

803-794-2265

Area Code / Phone Number / Extension

803-404-5251

Area Code / FAX Number

charlielovering@congarestatebank.com

E-mail Address

N/A

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

[Signature]

Signature of Holding Company Director and Official

03/29/2016

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 3465561
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

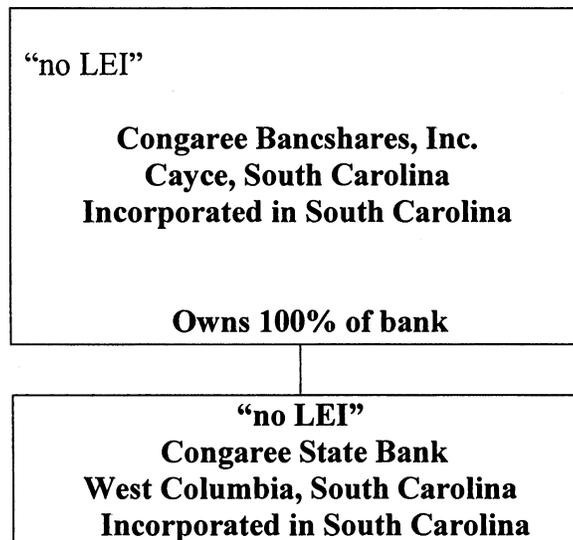
Form FRY-6

**Congaree Bancshares, Inc.
Cayce, South Carolina
Fiscal Year Ending December 31, 2015**

Report Item

1: a. The Form 10-K is filed with the SEC.
b. No annual report being produced. Company being acquired by Carolina Financial Corp

2: a. Organization Chart



b. Domestic Branch Listing
Submitted via email on 3/23/2016

Securities Holders

3.1 None

3.2 None

Results: A list of branches for your depository institution: CONGAREE STATE BANK (ID_RSSD: 3452365).
 This depository institution is held by CONGAREE BANCSHARES, INC. (3465561) of CAYCE, SC.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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)	3452365	CONGAREE STATE BANK	2023 SUNSET BOULEVARD	WEST COLUMBIA	SC	29169	LEXINGTON	UNITED STATES	445685	0	CONGAREE STATE BANK	3452365	
OK		Full Service	3724080	CAYCE BRANCH	1201 KNOX ABBOT DRIVE	CAYCE	SC	29033	LEXINGTON	UNITED STATES	479640	1	CONGAREE STATE BANK	3452365	

Form FR Y-6
Congaree Bancshares, Inc.
Fiscal Year Ending December 31, 2015

Report Item 4: Directors and Officers
 (1) (2) (3)(a)(b)(c) and (4)(a) (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company (includes options vested but not exercised)	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Thomas Hal Derrick Flat Rock, NC USA	Retired	Director	N/A	Retired	1.30%	none	none
Charlie T. Lovering, Jr Columbia, SC USA	N/A	EVP & CFO	EVP & CFO Congaree State Bank	N/A	2.61%	none	none
Stephen P. Nivens West Columbia, SC USA	N/A	Director EVP & Chief Bus. Development Officer, Secretary	EVP & Chief Business Development Officer Congaree State, Secretary	N/A	4.69%	none	none

Kevin Reeley West Columbia, SC USA	Body Shop Repair Owner	Director	N/A	President Reeleys Body Shop	0.65%	none	Reeleys Body Shop Inc. 61.50%
E. Daniel Scott West Columbia, SC USA	Attorney	Director & Chairman	N/A	Senior Partner Setzler & Scott	1.40%	none	Setzler & Scott 50%
Nitin C. Shah Columbia, SC USA	Hotel Owner	Director	N/A	President & Owner Airport Clarion Inn	1.78%	none	Satya LLC 100%
Dr. J. Larry Stroud West Columbia, SC USA	Pharmacy	Director	N/A	Owner Triangle Pharmacy	1.30%	none	Triangle Pharmacy 100%
Ronald F. Johnson, Sr. Lexington, SC USA	Insurance	Director	N/A	Owner Johnson & Associates, Inc.	1.35%	none	Johnson & Associates Insura 100%
John D. Thompson Gaston, SC USA	Retired	Director & Vice Chairman	N/A	Retired	4.64%	none	none
Charles A. Kirby Irmo, SC USA	N/A	Director, President & CEO	Director, President & CEO Congaree State Bank	N/A	0.61%	none	none