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. § 3105(a)); Sections 11(6)(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 an officer 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, Harry A. Oxner
Name of the Holding Company Director and Officer

Director

title of the Holding Company

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 Officer

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

C.I.

3137019

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

December 31, 2015

Month / Day / Year

n/a

Reporters’s Legal Entity Identifier (LEI)(20-character LEI code)

n/a

Reporters’s Name, Street, and Mailing Address

HAC Management Company, LLC

Legal Title of Holding Company

PO Box 769

Mailing Address of the Holding Company:

(Street / P.O. Box)

Union

SC

29379

City

State

Zip Code

100 E. Main Street

Physical Location (If different from mailing address)

Union, SC 29379

n/a

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

n/a

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 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required format 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.
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Legal Title of Subsidiary Holding Company</th>
<th>PO Box</th>
<th>Street</th>
<th>P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Physical Location (if different from mailing address)</th>
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</thead>
<tbody>
<tr>
<td>HAO Partners, LLC</td>
<td>Legal Title of Subsidiary Holding Company</td>
<td>PO Box 769</td>
<td>Union SC 29379</td>
<td>235 Church Street, Georgetown, SC 29442</td>
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<td>HAO Partners II, LLC</td>
<td>Legal Title of Subsidiary Holding Company</td>
<td>PO Box 769</td>
<td>Union SC 29379</td>
<td>235 Church Street, Georgetown, SC 29442</td>
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</tr>
</tbody>
</table>

12/2012
Form FR Y-6
HAO Management Company, LLC
HAO Partners, L.P.
HAO Partners, II, L.P.

SHAREHOLDERS

HAO Management Company, LLC Shareholders: As a limited liability company established under Georgia law, HAO Management Company, LLC ("HAOMC") does not issue shares. Harry Arthur Oxner, Pawleys Island, S.C., holds 100% of the limited liability company interest in HAOMC. Mr. Oxner is a United States citizen. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAOMC.

HAO Partners, L.P.: HAO Partners, L.P. ("HAO I"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. HAO Descendants’ Trust, a trust established under the law of the State of South Carolina, holds 99.31% of the limited partnership interest in HAO I. Mr. Oxner is the sole trustee of the HAO Descendants’ Trust. The HAO Descendants’ Trust is not a bank holding company because it is exempt from the definition of the term “company” under 12 U.S.C. Section 1841(b) and 12 C.F.R. Section 225.2(d)(3). There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAO I. The Bancshares Companies file separate annual reports on Form FR Y-6.

HAO Partners II, L.P.: HAO Partners II, L.P. ("HAO II"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. Mr. Oxner, in his individual capacity, holds 99.458% of the limited partnership interest in HAO II. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAO II.
DIRECTORS AND OFFICERS

NAMES AND ADDRESS:

HAOMC Directors and Officers: Harry Arthur Oxner, Pawleys Island, S.C., is the sole officer and director of HAOMC.

HAO I Directors and Officers: HAO I has no directors or officers. Its general manager is HAOMC, Union, S.C.

HAO II Directors and Officers: HAO II has no directors or officers. Its general manager is HAOMC, Union, S.C.

PRINCIPAL OCCUPATION:

HAOMC: Mr. Oxner’s principal occupation is partner in the law firm of Oxner & Stacy, Georgetown, S.C.

HAO I and HAO II: Item 4(2) is not applicable to HAOMC, the general manager of HAO I and HAO II.

TITLE OR POSITION

HAOMC: Mr. Oxner is also the sole director and officer of HAOMC. See the information above concerning Mr. Oxner’s principal occupation. In addition, he is a director of Arthur Financial Corporation in which he holds 44,784 shares (3.06%) in his Individual Retirement Account. Mr. Oxner is the sole trustee of the HAO Descendants’ Trust.

HAO I and HAO II: Item 4(3) is not applicable to HAOMC, the general partner of HAO I and HAO II.
PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD

HAOMC: Mr. Oxner owns 100% of the limited liability company interest in HAOMC, and 99.458% of the limited partnership interest in HAO II.

ORGANIZATION CHART
See attached
HAO Management Co., LLC  
Balance Sheet Prev Year Comparison  
As of December 31, 2015

<table>
<thead>
<tr>
<th>ASSETS</th>
<th>Dec 31, 15</th>
<th>Dec 31, 14</th>
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<td>Current Assets</td>
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<td>Checking</td>
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<td>493.77</td>
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<tr>
<td>Total Current Assets</td>
<td>11.77</td>
<td>493.77</td>
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<tr>
<td>Investments</td>
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<tr>
<td>HAO Partners II, LP</td>
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<td>33,651.53</td>
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<td>HAO Partners, LP</td>
<td>6,945.80</td>
<td>6,945.80</td>
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<tr>
<td>Total Investments</td>
<td>40,597.33</td>
<td>40,597.33</td>
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<tr>
<td>TOTAL ASSETS</td>
<td>40,809.10</td>
<td>41,091.10</td>
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<table>
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<tr>
<th>MEMBER’S CAPITAL EQUITY</th>
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<tbody>
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<td>Total Equity</td>
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<tr>
<td>TOTAL MEMBER’S CAPITAL EQUITY</td>
<td>40,609.10</td>
<td>41,091.10</td>
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</table>
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(g) of the International Banking Act (12 U.S.C. § 3108(e)); 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.

I, Daniel O. Cook, Jr.
Name of the Holding Company Director and Official
EVP & CFO, COO
Title of the Holding Company Director and Official
I 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
03/22/2016
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
C.I. 3196584

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.

Date of Report (top-tier holding company’s fiscal year-end): December 31, 2015
Month / Day / Year

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

Reporter’s Name, Street, and Mailing Address
Arthur Financial Corporation
Legal Title of Holding Company
P. O. Box 769
(Mailing Address of the Holding Company) Street / P. O. Box
Union City, State Zip Code
100 East Main Street
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed: Daniel O. Cook, Jr.
Name
EVP & CFO, COO
Title

Area Code / Phone Number / Extension 864-466-4504
Area Code / Fax Number 864-466-4557
dcook@arthurstatebank.com
E-mail Address

www.arthurstatebank.com
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

Public reporting burden for this information collection is estimated to vary from 1.9 to 101 hours per response, with an average of 15.25 hours per response. Including time to gather and maintain data in the required form and to review instructions and complete the information collection. Some 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.
REPORT ITEM:

1: a. ARTHUR FINANCIAL CORPORATION IS NOT REQUIRED TO PREPARE FORM 10K WITH THE SEC.

1: b. ENCLOSED IS A COPY OF THE ANNUAL REPORT PREPARED FOR STOCKHOLDERS.

2. ORGANIZATIONAL CHART

HOLDING COMPANY: ARTHUR FINANCIAL CORPORATION

SUBSIDIARIES OF HOLDING COMPANY:

ARTHUR STATE BANK
ARTHUR FINANCIAL STATUTORY TRUST I

ARTHUR FINANCIAL CORPORATION OWNS:

100% OF ARTHUR STATE BANK
100% OF ARTHUR FINANCIAL STATUTORY TRUST I
2B. SEPARATE BRANCH LISTING ATTACHED

No Let
## Results
A list of branches for your depository institution: ARTHUR STATE BANK (ID_RSSD: 591320).

This depository institution is held by ARTHUR FINANCIAL CORPORATION (3196584) of UNION, 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 reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column.

If printing this list, you may need to adjust your 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 e-mail.

Note:
- To satisfy the FR Y-10 reporting requirements, you must also submit FR 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.
- Verification of these values is not required.

### Data Action
- **Effective Date**: The date the information was received and processed.
- **Branch ID_RSSD**: The unique identifier for each branch.
- **Branch Name**: The name of the branch.
- **Street Address**: The address of the branch.
- **City**: The city where the branch is located.
- **State**: The state where the branch is located.
- **Zip Code**: The zip code for the branch.
- **County**: The county where the branch is located.
- **FDIC UN/NUM**: The FDIC uniform number for the branch.
- **Office Number**: The office number for the branch.
- **Head Office**: The head office for the branch.

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<tr>
<th>Data Action</th>
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<th>Branch Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UN/NUM</th>
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<th>Head Office</th>
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<tbody>
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<td>591320</td>
<td>100 EAST MAIN STREET</td>
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FORM FR Y-6
ARTHUR FINANCIAL CORPORATION
FISCAL YEAR ENDING DECEMBER 31, 2015

REPORT ITEM 3. SECURITIES HOLDERS
(1)(A, B,C) AND (2)(A,B,C)

CURRENT SECURITIES HOLDERS WITH OWNERSHIP, CONTROL OR HOLDINGS OF 5% OR MORE WITH POWER TO VOTE AS OF FISCAL YEAR ENDING DECEMBER 31, 2015

<table>
<thead>
<tr>
<th>(1)(A) NAME</th>
<th>(1)(B) COUNTRY OF CITIZENSHIP</th>
<th>(1)(C) NUMBER &amp; PERCENTAGE OF EACH CLASS OF VOTING</th>
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</thead>
<tbody>
<tr>
<td>J. CARLISLE OXNER, III</td>
<td>USA</td>
<td>41,922 - 2.868% COMMON</td>
</tr>
<tr>
<td>JCO PARTNERS II, LP</td>
<td>USA</td>
<td>242,960 - 16.619% COMMON</td>
</tr>
<tr>
<td>JCO PARTNERS, LP</td>
<td>USA</td>
<td>45,048 - 3.355% COMMON</td>
</tr>
<tr>
<td>HARRY A. OXNER</td>
<td>USA</td>
<td>42,637 - 2.916% COMMON</td>
</tr>
<tr>
<td>HAO PARTNERS II, LP</td>
<td>USA</td>
<td>228,440 - 15.626% COMMON</td>
</tr>
<tr>
<td>HAO PARTNERS, LP</td>
<td>USA</td>
<td>49,048 - 3.355% COMMON</td>
</tr>
<tr>
<td>FOJ PARTNERS II, LP</td>
<td>USA</td>
<td>243,021 - 16.623% COMMON</td>
</tr>
<tr>
<td>FOJ PARTNERS, LP</td>
<td>USA</td>
<td>49,108 - 3.355% COMMON</td>
</tr>
</tbody>
</table>

SECURITIES HOLDERS NOT LISTED IN 3(A) THROUGH 3(C) THAT HAD OWNERSHIP OR HOLDINGS OF 5% OR MORE WITH POWER TO VOTE DURING THE FISCAL YEAR ENDING 12-31-2015

<table>
<thead>
<tr>
<th>(2)(A) NAME</th>
<th>(2)(B) COUNTRY OF CITIZENSHIP</th>
<th>(2)(C) NUMBER &amp; PERCENTAGE OF EACH CLASS OF VOTING</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Names, City</td>
<td>Principal Occupation</td>
<td>Title &amp; Position With BHC</td>
</tr>
<tr>
<td>---------------------------------</td>
<td>----------------------</td>
<td>---------------------------</td>
</tr>
<tr>
<td>J Carlisle Oxner, Jr.</td>
<td>Attorney</td>
<td>Director and Chairman</td>
</tr>
<tr>
<td>Carlin, SC USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>J Carlisle Oxner, III</td>
<td>N/A</td>
<td>Director and President &amp; CEO</td>
</tr>
<tr>
<td>Union, SC USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Harry A Oxner</td>
<td>Attorney</td>
<td>Director and Board Secretary</td>
</tr>
<tr>
<td>Georgetown, SC USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Daniel O. Cook, Jr.</td>
<td>N/A</td>
<td>Director and EVP &amp; CFO, COO</td>
</tr>
<tr>
<td>Clinton, SC USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>William Dogan Wilson</td>
<td>Retired - Textiles</td>
<td>Director</td>
</tr>
<tr>
<td>Campobello, SC USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Justin A Converse</td>
<td>Minerals Handling</td>
<td>Director</td>
</tr>
<tr>
<td>Spartanburg, SC USA</td>
<td>Coal Brokerage</td>
<td></td>
</tr>
<tr>
<td>JCO Partners II</td>
<td>Holding Company</td>
<td></td>
</tr>
<tr>
<td>Union, SC USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hao Partners II</td>
<td>Holding Company</td>
<td></td>
</tr>
<tr>
<td>Georgetown, SC USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>FJ Partners II</td>
<td>Holding Company</td>
<td></td>
</tr>
<tr>
<td>Columbia, SC USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>