Annual Report of Holding Company

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(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, Frances O Kendrick
Name of the Holding Company Director and Official

Director
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 251, 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

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

RSLD ID
C.I.

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

Month / Day / Year

Reported’s Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporter’s Name, Street, and Mailing Address
FOJ Management Company LLC

PO Box 769

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

Union

City

SC

State

29379

Zip Code

100 East Main Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

J. Carlisle Oxner, III
CEO

Name

Title

864-427-1213

Area Code / Phone Number / Extension

864-466-4610

Area Code / FAX Number

coxner@arthurstatebank.com

E-mail Address

na

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:

☐ No

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.”

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.

12/2015
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>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>FOJ Partners LP</td>
<td>FOJ Partners II LP</td>
</tr>
<tr>
<td>PO Box 769</td>
<td>PO Box 769</td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>Union SC 29379</td>
<td>Union SC 29379</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>100 East Main Street</td>
<td>100 East Main Street</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)
FOJ Management Company, LLC

Frances Oxner Kendrick ("FOJ")
Pawleys Island, SC
in her individual capacity

100%

FOJ Management Company,
LLC, Union, SC
(formed in Georgia)

0.69%

Frances W. Arthur Irrevocable Trust #2
abo FOJ, Union, SC
Barry Kight, Trustee
(formed in South Carolina)

0.54%

FOJ Descendants' Trust
Barry Kight, Trustee
(formed in South Carolina)

99.31%

FOJ Partners, L.P.,
Union, SC
(formed in Georgia)
(FOJ Management Company, LLC,
General Partner)

Arthur Financial Corporation, Union, SC
(incorporated in Delaware)
(of 1,463,688 shares of issued common stock [1,754 of these issued shares are treasury stock], 49,108 shares or 3.36% are held by FOJ Partners, L.P. and 198,237 shares or 13.56% are held by FOJ Partners II, L.P. and 39,837 shares or 2.72% are held by the Frances W. Arthur Irrevocable Trust No. 2 for the benefit of Frances Oxner Jorgenson)

100%

FOJ Partners II, L.P.,
Union, SC
(formed in Georgia)
(FOJ Management Company, LLC,
General Partner)

Arthur State Bank
Union, SC
(formed in South Carolina)

100%

Arthur Financial
Statutory Trust I
Union, SC
(formed in Delaware)

1/ This trust is not a bank holding company
2/ This company files a separate Form Y-6.

No entities have an LEI.
SHAREHOLDERS

FOJ Management Company, LLC Shareholders: As a limited liability company established under Georgia law, FOJ Management Company, LLC ("FOJMC") does not issue shares. Frances Oxner Kendrick, Pawleys Island, S.C., holds 100% of the limited liability company interest in FOJMC. Mrs. Kendrick 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 FOJMC.

FOJ Partners, L.P.: FOJ Partners, L.P. ("FOJ I"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. FOJ Descendants’ Trust, a trust established under the law of the State of South Carolina, holds 99.31% of the limited partnership interest in FOJ I. Barry T. Kight is the sole trustee of the FOJ Descendants’ Trust. The FOJ 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 FOJ I. The Bancshares Companies file separate annual reports on Form FR Y-6.

FOJ Partners II, L.P.: FOJ Partners II, L.P. ("FOJ II"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. The Frances W. Arthur Irrevocable Trust No. 2 for the benefit of Frances Oxner Jorgenson ("the Irrevocable Trust") holds 99.458% of the limited partnership interest in FOJ II. The Irrevocable Trust files a separate report on Form Y-6. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in FOJ II.
DIRECTORS AND OFFICERS

NAMES AND ADDRESS:

FOJMC Directors and Officers: Frances Oxner Kendrick, Pawleys Island, S.C., is the sole officer and director of FOJMC.

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

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

PRINCIPAL OCCUPATION:

FOJMC: Mrs. Kendrick’s principal occupation is a homemaker.

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

TITLE OR POSITION

FOJMC: Mrs. Kendrick is also the sole director and officer of FOJMC.

FOJ I and FOJ II: FOJ I and FOJ II do not have directors and officers.

PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD

FOJMC: Mrs. Kendrick owns 100% of the limited liability company interest in FOJMC.

FOJ I AND FOJ II: FOJ I and FOJ II do not have directors and officers.

ORGANIZATION CHART

See attached
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 6(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.

I, Daniel O. Cook, Jr.,
Name of the Holding Company Director and Official EVP & CFO, COO
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
Daniel O. Cook, Jr.

Date of Signature
03/22/2016

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
RSID 3196534
C.I. ____________

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
P O Box 769
(Mailing Address of the Holding Company) Street / P.O. Box

City
100 East Main Street

State

Zip Code
29379

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Daniel O. Cook, Jr. EVP & CFO, COO
Name
864-466-4504
Area Code / Phone Number / Extension
864-466-4557
Area Code / FAX Number
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 1.3 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.
2B. SEPARATE BRANCH LISTING ATTACHED

NO LEI
Results: A list of branches for your depository institution: ARTHUR STATE BANK (ID_RSSD: 591310).

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 was received.
- **Close**: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date.
- **Delete**: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
- **Add**: If a row is missing, insert a row. Add the branch data, and enter 'Add' in the Data Action column.

**Submission Procedure**
When you are finished, send a saved copy of this to your FRB and contact of the city and state of the branch listed on the document.

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 FR Y-10 Online application - https://y10online.federalreserve.gov.

<table>
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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID (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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
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<td>Full Service</td>
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<td>ANDERSON BRANCH</td>
<td>602 NORTH MAIN STREET</td>
<td>ANDERSON</td>
<td>SC</td>
<td>29621</td>
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<td>470126</td>
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<td>Close</td>
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<td>CHERNEE BRANCH</td>
<td>110 SOUTH ALABAMA AVENUE</td>
<td>CLEMSON</td>
<td>SC</td>
<td>29331</td>
<td>NEWTON</td>
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<td>CLINTON OFFICE</td>
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<td>CLINTON</td>
<td>SC</td>
<td>29325</td>
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<td>29209</td>
<td>RICHLAND</td>
<td>UNITED STATES</td>
<td>443424</td>
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<td>12174 ANDERSON ROAD</td>
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<td>3938368</td>
<td>2051 SUMMIT BOULEVARD</td>
<td>LEXINGTON</td>
<td>29072</td>
<td>LEXINGTON</td>
<td>UNITED STATES</td>
<td>471452</td>
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<td>3264762</td>
<td>201 SOUTH HERINGON AVE</td>
<td>ROCK HILL</td>
<td>29372</td>
<td>YORK</td>
<td>UNITED STATES</td>
<td>425799</td>
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<td>ROCKY MOUNT</td>
<td>29376</td>
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<td>29379</td>
<td>UNION</td>
<td>UNITED STATES</td>
<td>233176</td>
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<td>739 LAURENS ROAD</td>
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</table>
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>NAME</th>
<th>COUNTRY</th>
<th>NUMBER &amp; PERCENTAGE OF EACH CLASS OF VOTING</th>
</tr>
</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>49,048 - 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 - 15.629% COMMON</td>
</tr>
<tr>
<td>HAO PARTNERS, LP</td>
<td>USA</td>
<td>46,162 - 3.158% 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 - 3.359% COMMON</td>
</tr>
</tbody>
</table>

SECURITIES HOLDERS NOT LISTED IN 3(A)(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>NAME</th>
<th>COUNTRY</th>
<th>NUMBER &amp; PERCENTAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
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<tr>
<td>Names, City</td>
<td>Principal Occupation</td>
<td>Title &amp; Position With BHC</td>
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<tr>
<td>J Carlisle Oxner, Jr,</td>
<td>Attorney</td>
<td>Director and Chairman</td>
</tr>
<tr>
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<tr>
<td>J Carlisle Oxner, III</td>
<td>NA</td>
<td>Director and President &amp; CEO</td>
</tr>
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<tr>
<td>Harry A Oxner</td>
<td>Attorney</td>
<td>Director and Board Secretary</td>
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<tr>
<td>Georgetown, SC, USA</td>
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<tr>
<td>Daniel O. Cook, Jr,</td>
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<td>Director and EVP &amp; CFO, COO</td>
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<tr>
<td>William Dodan Wilson</td>
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<td>Justin A Converse</td>
<td>Minerals Handling</td>
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