



Annual Report of Holding Company **EBB RICHMOND-6**

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, 2015

Month / Day / Year
na
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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

Reporter's Name, Street, and Mailing Address
FOJ 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 East Main Street
Physical Location (if different from mailing address)

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.

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

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.

Frances O Kendrick
Signature of Holding Company Director and Official
3/23/16
Date of Signature

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

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 3137046
C.I. _____

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.

FOJ Partners LP

Legal Title of Subsidiary Holding Company

PO Box 769

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

Union SC 29379
City State Zip Code

100 East Main Street

Physical Location (if different from mailing address)

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)

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City State Zip Code

Physical Location (if different from mailing address)

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 Partners II LP

Legal Title of Subsidiary Holding Company

PO Box 769

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

Union SC 29379
City State Zip Code

100 East Main Street

Physical Location (if different from mailing address)

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)

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)

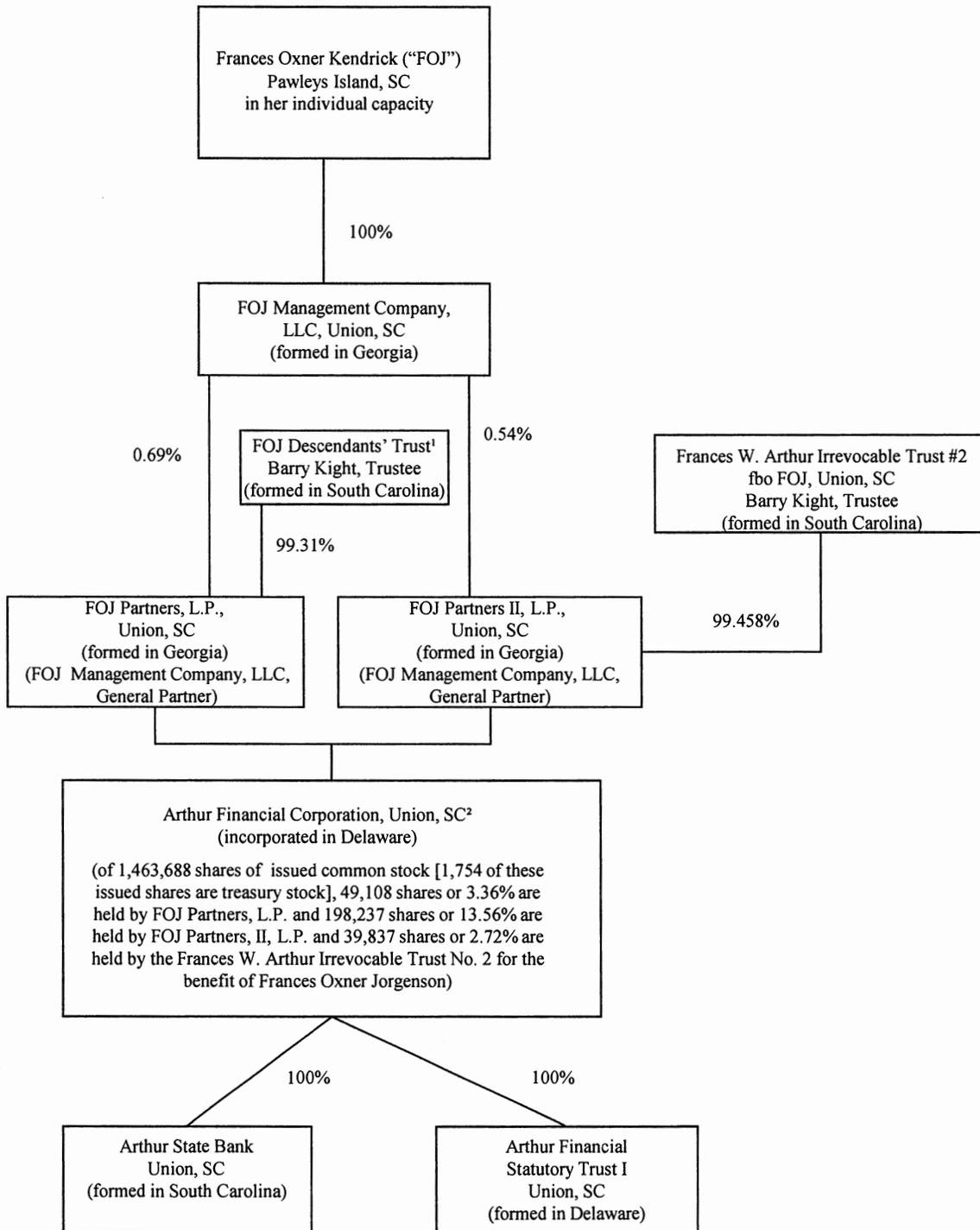
Legal Title of Subsidiary Holding Company

(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



¹/ This trust is not a bank holding company

²/ This company files a separate Form Y-6.

No entities have an LEI.

Form FR Y-6
FOJ Management Company, LLC
FOJ Partners, L.P.
FOJ Partners, II, L.P.

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

Board of Governors of the Federal Reserve System



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.

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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 SC 29379

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. EVP & CFO, COO

Name Title

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

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.

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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 **3196584**
C.I. _____

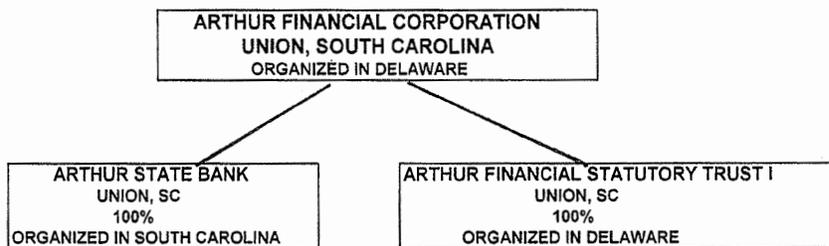
Does the reporter request confidential treatment for any portion of this submission?

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



2B. SEPARATE BRANCH LISTING ATTACHED

NO LEI

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 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
ok		Full Service (Head Office)	591320	ARTHUR STATE BANK	100 EAST MAIN STREET	UNION	SC	29379	UNION	UNITED STATES	9463		0 ARTHUR STATE BANK
Close	12/12/2015	Full Service	3649893	ANDERSON BRANCH	602 NORTH MAIN STREET	ANDERSON	SC	29621	ANDERSON	UNITED STATES	470126		23 ARTHUR STATE BANK
Close	12/12/2015	Full Service	287324	CHESNEE BRANCH	110 SOUTH ALABAMA AVENUE	CHESNEE	SC	29323	SPARTANBURG	UNITED STATES	6344		8 ARTHUR STATE BANK
ok		Full Service	2637464	CLINTON OFFICE	205 JACOB'S HWY	CLINTON	SC	29325	LAURENS	UNITED STATES	221570		9 ARTHUR STATE BANK
ok		Full Service	3355523	BELTLINE BOULEVARD BRANCH	2140 BELTLINE BOULEVARD	COLUMBIA	SC	29209	RICHLAND	UNITED STATES	443424		18 ARTHUR STATE BANK
ok		Full Service	3649866	CLEMSON ROAD BRANCH	121 SPARKLEBERRY CROSSING	COLUMBIA	SC	29229	RICHLAND	UNITED STATES	450824		19 ARTHUR STATE BANK
ok		Full Service	3649875	GERVAIS STREET BRANCH	1700 GERVAIS STREET	COLUMBIA	SC	29201	RICHLAND	UNITED STATES	453122		21 ARTHUR STATE BANK
ok		Full Service	3178188	GREENVILLE BRANCH	1410 N PLEASANTBURG DR	GREENVILLE	SC	29607	GREENVILLE	UNITED STATES	366339		7 ARTHUR STATE BANK
ok		Full Service	3220359	GREENVILLE BRANCH AUGUSTA ROAD	1925 AUGUSTA ROAD	GREENVILLE	SC	29605	GREENVILLE	UNITED STATES	423123		14 ARTHUR STATE BANK
ok		Full Service	3923865	LEXINGTON BRANCH	5051 SUNSET BOULEVARD	LEXINGTON	SC	29072	LEXINGTON	UNITED STATES	471482		24 ARTHUR STATE BANK
ok		Full Service	3284762	ROCK HILL BRANCH	201 SOUTH HERLONG AVE	ROCK HILL	SC	29732	YORK	UNITED STATES	425799		15 ARTHUR STATE BANK
ok		Full Service	2638395	ROEBUCK BRANCH	4285 SOUTH CHURCH ST EXTENSION	ROEBUCK	SC	29376	SPARTANBURG	UNITED STATES	230898		13 ARTHUR STATE BANK
ok		Full Service	2481171	EAST MAIN STREET BRANCH	756 EAST MAIN STREET	SPARTANBURG	SC	29302	SPARTANBURG	UNITED STATES	233180		5 ARTHUR STATE BANK
ok		Full Service	2824974	GREENVILLE HIGHWAY BRANCH	8770 WARREN H ABERNATHY HWY	SPARTANBURG	SC	29301	SPARTANBURG	UNITED STATES	233181		6 ARTHUR STATE BANK
ok		Full Service	726421	MONARCH BRANCH	1412 LOCKHART HIGHWAY	UNION	SC	29379	UNION	UNITED STATES	233176		1 ARTHUR STATE BANK
ok		Full Service	3220368	PLAZA BRANCH	1228 SOUTH DUNCAN BYPASS	UNION	SC	29379	UNION	UNITED STATES	233178		3 ARTHUR STATE BANK
ok		Full Service	111625	WEST TOWNE PLAZA BRANCH	501 NORTH DUNCAN BYPASS	UNION	SC	29379	UNION	UNITED STATES	233179		4 ARTHUR STATE BANK
ok		Full Service	730325	LAURENS ROAD BRANCH	731 LAURENS ROAD	WOODRUFF	SC	29388	SPARTANBURG	UNITED STATES	230897		12 ARTHUR STATE BANK
ok		Full Service	115829	NORTH MAIN STREET BRANCH	595 NORTH MAIN ST	WOODRUFF	SC	29388	SPARTANBURG	UNITED STATES	230896		11 ARTHUR STATE BANK
ok		Full Service	596026	SOUTH MAIN STREET BRANCH	131 SOUTH MAIN STREET	WOODRUFF	SC	29388	SPARTANBURG	UNITED STATES	8792		10 ARTHUR STATE BANK

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

SECURITIES HOLDERS NOT LISTED IN 3(1)(A) THROUGH 3(1)(C) THAT HAD OWNERSHIP OR HOLDINGS OF 5% OR MORE WITH POWER TO VOTE DURING THE FISCAL YEAR ENDING 12-31-2015

(1)(A) NAME CITY, STATE, COUNTRY	(1)(B) COUNTRY OF CITIZENSHIP	(1)(C) NUMBER & PERCENTAGE OF EACH CLASS OF VOTING	(2)(A) NAME CITY, STATE, COUNTRY	(2)(B) COUNTRY OF CITIZENSHIP	(2)(C) NUMBER & PERCENTAGE OF EACH CLASS OF VOTING
J CARLISLE OXNER, III UNION, SC	USA	41,922 - 2.868% COMMON			
JCO PARTNERS II, LP UNION, SC	USA	242,960 - 16.619% COMMON			
JCO PARTNERS, LP UNION, SC	USA	49,048 - 3.355% COMMON			
HARRY A. OXNER GEORGETOWN, SC	USA	42,637 - 2.916% COMMON			
HAO PARTNERS II, LP GEORGETOWN, SC	USA	228,440 - 15.626% COMMON			
HAO PARTNERS, LP GEORGETOWN, SC	USA	46,162 - 3.158% COMMON			
FOJ PARTNERS II, LP COLUMBIA, SC	USA	243,021 - 16.623% COMMON			
FOJ PARTNERS, LP COLUMBIA, SC	USA	49,108 - 3.359% COMMON			
			NONE		

FORM FR Y - 6

ARTHUR FINANCIAL CORPORATION

FISCAL YEAR ENDING DECEMBER 31, 2015

REPORT ITEM 4: INSIDERS
(1) (2) (3)(A,B,C) AND (4) (A,B,C)

(1) NAMES, CITY STATE, COUNTRY	(2) PRINCIPAL OCCUPATION	(3)A TITLE & POSITION WITH BHC	(3)(B) TITLE & POSITION WITH SUBSIDIARY	(3)C TITLE & POSITION WITH OTHER BUSINESS	(4)A % OF VOTING SHARES -BHC	(4)B % OF VOTING SHARES-SUBSIDIARIES	(4)C OTHER COMPANIES IF 25% OR MORE
J CARLISLE OXNER, JR COLUMBIA, SC USA	ATTORNEY	DIRECTOR AND CHAIRMAN	DIRECTOR & CHAIRMAN	OWNER - OXNER & OXNER LAW FIRM	0.76%	NONE	NONE
J CARLISLE OXNER, III UNION, SC USA	N/A	DIRECTOR AND PRESIDENT & CEO	DIRECTOR AND PRESIDENT & CEO	N/A	2.87%	NONE	NONE
HARRY A OXNER GEORGETOWN, SC USA	ATTORNEY	DIRECTOR AND BOARD SECRETARY	DIRECTOR AND BOARD SECRETARY	PARTNER - OXNER & STACY LAW FIRM	2.92%	NONE	NONE
DANIEL O. COOK, JR. CLINTON, SC USA	N/A	DIRECTOR AND EVP & CFO, COO	DIRECTOR AND EVP & CFO, COO	N/A	0.003%	NONE	NONE
WILLIAM DOGAN WILSON CAMPOBELLO, SC USA	RETIRED - TEXTILES	DIRECTOR	DIRECTOR	N/A	0.004%	NONE	NONE
JUSTIN A CONVERSE SPARTANBURG, SC USA	MINERALS HANDLING COAL BROKERAGE	DIRECTOR	DIRECTOR	OWNER & PRESIDENT CONVERSE & COMPANY, INC	0.13%	NONE	100% CONVERSE & CO
JCO PARTNERS II UNION, SC USA	HOLDING COMPANY				16.6190%	NONE	NONE
HAO PARTNERS II GEORGETOWN, SC USA	HOLDING COMPANY				15.6260%	NONE	NONE
FOJ PARTNERS II COLUMBIA, SC USA	HOLDING COMPANY				16.6230%	NONE	NONE