

RECEIVED

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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MAR 29 2016

Board of Governors of the Federal Reserve System

COPY



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

na

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

I, **Barry T. Kight**

Name of the Holding Company Director and Official

Trustee

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.

Reporter's Name, Street, and Mailing Address

Frances W Arthur Irrev Trust #2 fbo Frances O Jorgenson

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)

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.

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

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

RSSD ID **3137055**

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

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 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

SC
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)

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City State Zip Code

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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)

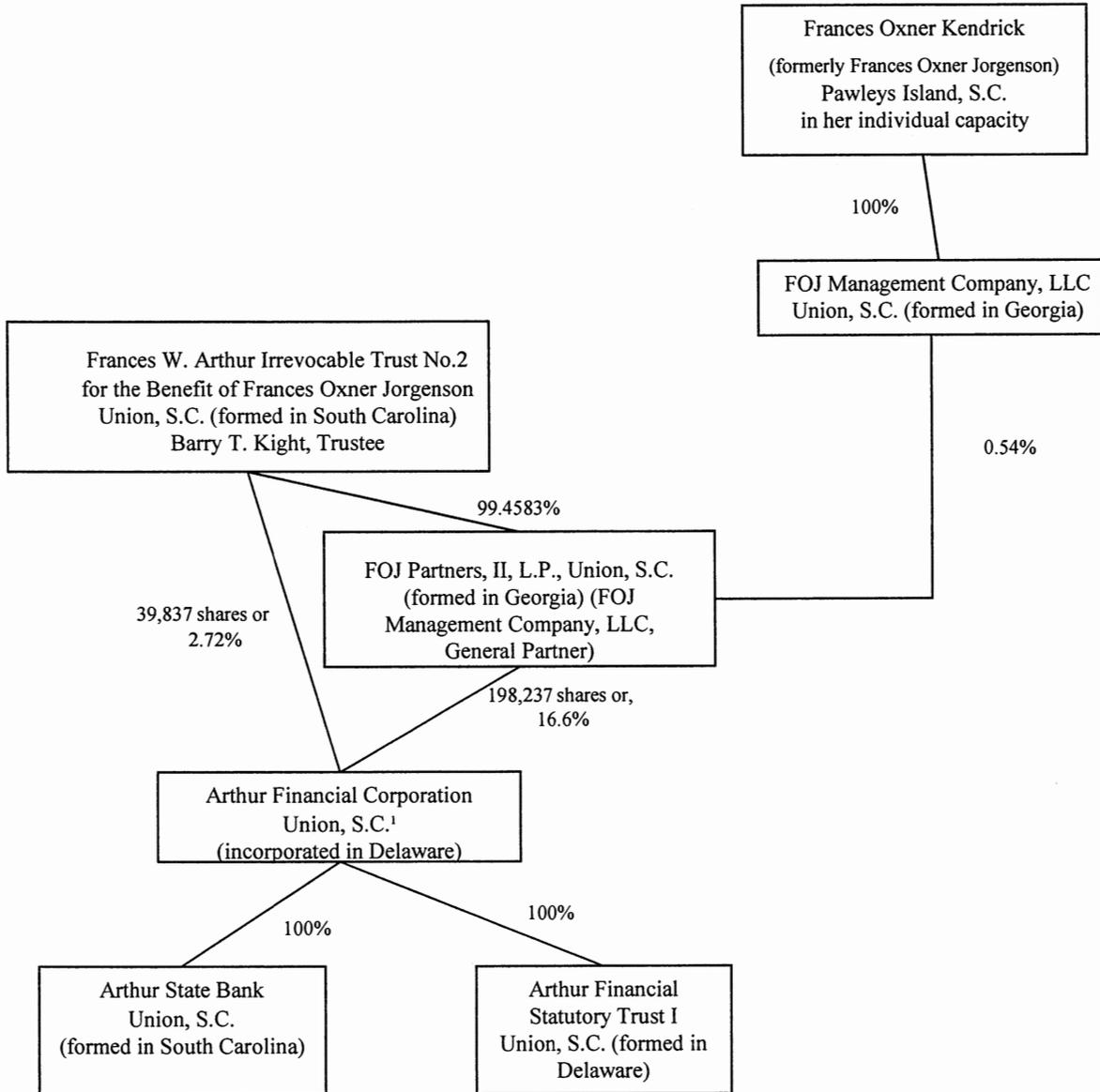
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

**Frances W. Arthur
Irrevocable Trust No. 2
for the Benefit of
Frances Oxner Jorgenson**



¹/ This company files a separate Form Y-6

No entities have an LEI.

Form FR Y-6
Frances W. Arthur Irrevocable Trust No. 2
for the Benefit of Frances Oxner Jorgenson
FOJ Partners, II, L.P.

SHAREHOLDERS

The Trust: As a trust established under South Carolina law, the Trust has no shareholders. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in the Trust.

FOJ Partners II, L.P.: FOJ Partners II, L.P. ("FOJ II"), is a Georgia limited, which does not issue shares. The Trust holds 99.458% of the limited partnership interest in FOJ II. 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

The Trust: The Trust has no directors or officers. Information concerning its sole trustee is set forth below.

FOJ II: FOJ II has no directors or officers. Its general manager is FOJ Management Company, LLC, information concerning which is set forth below.

NAMES AND ADDRESS:

The Trust: Barry Tison Kight, Columbia, S.C., is the sole trustee of the Trust.

FOJ II: The general manager of FOJ II is FOJ Management Company, LLC, Union, S.C. ("FOJMC"). FOJMC files a separate report on Form Y-6 which contains information on FOJMC.

PRINCIPAL OCCUPATION:

The Trust: Mr. Kight's principal occupation is CPA, C.C. McGregor and Company, LLC and portfolio manager, McGregor, Financial Advisors, LLC, Columbia, S.C.

FOJ II: Item 4(2) is not applicable to FOJMC.

TITLE OR POSITION

The Trust: Mr. Kight is the sole trustee of the Trust. He has no title or position with FOJ Partners, II, LP, or Arthur Financial Corporation, nor with any direct or indirect subsidiary of any of these companies. Mr. Kight is not associated with any other company as director, trustee, partner or executive officer.

FOJ II: Item 4(3) is not applicable to FOJMC.

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

The Trust and FOJ II: The Trust and FOJ II have no directors or officers.

ORGANIZATION CHART

See attached

PRINCIPAL OCCUPATION:

The Trust: Mr. Kight's principal occupation is CPA, C.C. McGregor and Company, LLC and portfolio manager, McGregor, Financial Advisors, LLC, Columbia, S.C.

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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

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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)

I, Daniel O. Cook, Jr.

Name of the Holding Company Director and Official

EVP & CFO, COO

Title of the Holding Company Director and Official

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)

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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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

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

FORM FR Y-6

**ARTHUR FINANCIAL CORPORATION
UNION, SOUTH CAROLINA**

YEAR ENDING DECEMBER 31, 2015

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

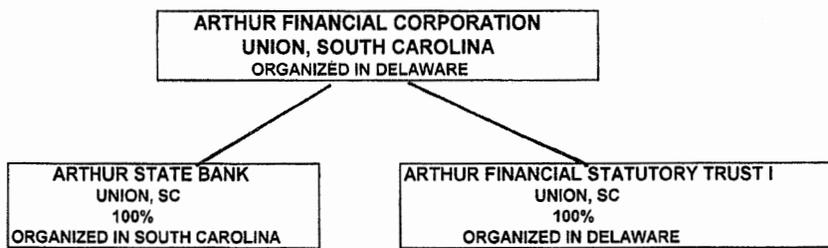
HOLDING COMPANY: ARTHUR FINANCIAL CORPORATION

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 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