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.

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, Barry T. Kight

Name of the Holding Company Director and Official Trustee

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 consent, 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 Report (top-tier holding company's fiscal year-end):
December 31, 2015

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 3127055

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.
# 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

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<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>PO Box 769</td>
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<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td>100 East Main Street</td>
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<tr>
<td>Physical Location (if different from mailing address)</td>
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### Legal Title of Subsidiary Holding Company

<table>
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<tr>
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<td>State</td>
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<td>Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>
Frances W. Arthur
Irrevocable Trust No. 2
for the Benefit of
Frances Oxner Jorgenson

Frances W. Arthur Irrevocable Trust No.2 for the Benefit of Frances Oxner Jorgenson Union, S.C. (formed in South Carolina)
Barry T. Kight, Trustee

Frances Oxner Kendrick
(formerly Frances Oxner Jorgenson)
Pawleys Island, S.C.
in her individual capacity

FOJ Management Company, LLC
Union, S.C. (formed in Georgia)

Frances W. Arthur Irrevocable Trust No.2 for the Benefit of Frances Oxner Jorgenson Union, S.C. (formed in South Carolina)
Barry T. Kight, Trustee

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

100%

Arthur Financial Corporation
Union, S.C.¹
(incorporated in Delaware)

99.4583%

Arthur State Bank
Union, S.C.
(formed in South Carolina)

100%

100%

Arthur Financial Statutory Trust I
Union, S.C. (formed in Delaware)

39,837 shares or
2.72%

198,237 shares or,
16.6%

1/ This company files a separate Form Y-6

No entities have an LEI.
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.

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

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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

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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

RSBID 31 learn 56 4
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

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

Arthur Financial Corporation
Legal Title of Holding Company

P O Box 769
Street / P.O. Box

Union SC
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

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 LET
Results: A list of branches for your depository institution: ARTHUR STATE BANK (ID: RSID: 593130).
This depository institution is held by ARTHUR FINANCIAL CORPORATION (319584a) 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
3. 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 listed Action date in the Effective Date column.
Delete: if the branch listed was sold or closed, enter ‘Delete’ in the Data Action column and the sale or closure date in the Effective Date 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.

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.

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<th>State</th>
<th>Zip Code</th>
<th>County*</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
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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

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

<table>
<thead>
<tr>
<th>(1)(A) NAME</th>
<th>CITY, STATE, COUNTRY</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>UNION, SC</td>
<td>USA</td>
<td>41,922 - 2.668% COMMON</td>
</tr>
<tr>
<td>JCO PARTNERS II, LP</td>
<td>UNION, SC</td>
<td>USA</td>
<td>242,960 - 16.619% COMMON</td>
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<td>JCO PARTNERS, LP</td>
<td>UNION, SC</td>
<td>USA</td>
<td>49,048 - 3.355% COMMON</td>
</tr>
<tr>
<td>HARRY A. OXNER</td>
<td>GEORGETOWN, SC</td>
<td>USA</td>
<td>42,637 - 2.916% COMMON</td>
</tr>
<tr>
<td>HAO PARTNERS II, LP</td>
<td>GEORGETOWN, SC</td>
<td>USA</td>
<td>228,440 - 15.626% COMMON</td>
</tr>
<tr>
<td>HAO PARTNERS, LP</td>
<td>GEORGETOWN, SC</td>
<td>USA</td>
<td>49,108 - 3.359% COMMON</td>
</tr>
<tr>
<td>FOJ PARTNERS II, LP</td>
<td>COLUMBIA, SC</td>
<td>USA</td>
<td>243,021 - 16.623% COMMON</td>
</tr>
<tr>
<td>FOJ PARTNERS, LP</td>
<td>COLUMBIA, SC</td>
<td>USA</td>
<td>49,108 - 3.359% COMMON</td>
</tr>
</tbody>
</table>

(2)(A) NAME | CITY, STATE, COUNTRY | (2)(B) COUNTRY OF CITIZENSHIP | (2)(C) NUMBER & PERCENTAGE OF EACH CLASS OF VOTING

<table>
<thead>
<tr>
<th>(2)(A) NAME</th>
<th>CITY, STATE, COUNTRY</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>
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</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1) Names, City, State, Country</th>
<th>(2) Principal Occupation</th>
<th>(3A) Title &amp; Position with BHC</th>
<th>(3B) Title &amp; Position with Subsidiary</th>
<th>(4A) % of Voting Shares - BHC</th>
<th>(4B) % of Voting Shares - Subsidiaries</th>
<th>(4C) Other Companies if 25% or More</th>
</tr>
</thead>
<tbody>
<tr>
<td>J CARUSLE OXNER, JR, COLUMBIA, SC, USA</td>
<td>ATTORNEY</td>
<td>DIRECTOR AND CHAIRMAN</td>
<td>DIRECTOR &amp; CHAIRMAN</td>
<td>OWNER - OXNER &amp; OXNER LAW FIRM</td>
<td>0.76%</td>
<td>NONE</td>
</tr>
<tr>
<td>J CARUSLE OXNER, JR, UNION, SC, USA</td>
<td>NA</td>
<td>DIRECTOR AND PRESIDENT &amp; CEO</td>
<td>DIRECTOR AND PRESIDENT &amp; CEO</td>
<td>NA</td>
<td>2.87%</td>
<td>NONE</td>
</tr>
<tr>
<td>HARRY A OXNER, GEORGETOWN, SC, USA</td>
<td>ATTORNEY</td>
<td>DIRECTOR AND BOARD SECRETARY</td>
<td>DIRECTOR AND BOARD SECRETARY</td>
<td>PARTNER - OXNER &amp; STACY LAW FIRM</td>
<td>2.90%</td>
<td>NONE</td>
</tr>
<tr>
<td>DANIEL O. COOK, JR., CLAYTON, SC, USA</td>
<td>NA</td>
<td>DIRECTOR AND EVP &amp; CFO, COO</td>
<td>DIRECTOR AND EVP &amp; CFO, COO</td>
<td>NA</td>
<td>0.003%</td>
<td>NONE</td>
</tr>
<tr>
<td>WILLIAM DOGAN-WILSON, CAMPOBELLO, SC, USA</td>
<td>RETIRED - TEXTILES</td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>NA</td>
<td>0.004%</td>
<td>NONE</td>
</tr>
<tr>
<td>JUSTIN A CONVERSE, SPARTANBURG, SC, USA</td>
<td>MINERALS HANDLING DIRECTOR</td>
<td>MINERALS HANDLING DIRECTOR</td>
<td>MINERALS HANDLING DIRECTOR</td>
<td>OXNER &amp; CONVERSE &amp; COMPANY, INC</td>
<td>0.13%</td>
<td>100%</td>
</tr>
<tr>
<td>JCO PARTNERS II, UNION, SC, USA</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>OXNER &amp; CONVERSE &amp; COMPANY, INC</td>
<td>10.0190%</td>
<td>NONE</td>
</tr>
<tr>
<td>HAO PARTNERS II, GEORGETOWN, SC, USA</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>OXNER &amp; CONVERSE &amp; COMPANY, INC</td>
<td>15.6250%</td>
<td>NONE</td>
</tr>
<tr>
<td>FCO PARTNERS II, COLUMBIA, SC, USA</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>OXNER &amp; CONVERSE &amp; COMPANY, INC</td>
<td>19.4230%</td>
<td>NONE</td>
</tr>
</tbody>
</table>