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.

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, Charles R. Davis
Name of the Holding Company Director and Official
Chairman of the Board
Title of the Holding Company Director and Official
аттest 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
04/01/2016
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: 424-225-3
C.I.

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

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Premara Financial, Inc.

Legal Title of Holding Company
13024 Ballantyne Corporate Place, Suite 100
(Mailing Address of the Holding Company) Street I P.O. Box
Charlotte NC 28277
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Kendall R. Stewart Chief Financial Officer
Name Title
704-697-5061
Area Code / Phone Number / Extension
704-697-5065
Area Code / FAX Number
kstewart@carolinapremierbank.com
E-mail Address
N/A

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 181 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
Form FR Y-6

Premara Financial, Inc.
Charlotte, NC
Fiscal Year Ending December 31, 2015

Report Item

1: The bank holding company does prepare an annual report for its securities holders. It is included herein as Report item #1.

2(a): Organization Chart

---

Premara Financial, Inc.
Charlotte, NC, USA
Incorporated North Carolina
No LEI

| 100% |

Carolina Premier Bank
Charlotte, NC, USA
Incorporated in North Carolina
No LEI
<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>Name</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard Thut</td>
<td>United States</td>
<td>719,642 (Common) 22.77%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Orrville, OH</td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Occupation if other than with Bank Holding Company</th>
<th>Principal Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>David P. Barksdale</td>
<td>Winston-Salem, NC USA</td>
<td>N/A</td>
<td>President &amp; CEO Carolina Premier Bank</td>
<td>N/A</td>
<td>0.17%</td>
<td>N/A</td>
</tr>
<tr>
<td>Kendall Stewart</td>
<td>Charlotte, NC, USA</td>
<td>N/A</td>
<td>Chief Financial Officer Carolina Premier Bank</td>
<td>N/A</td>
<td>0.05%</td>
<td>N/A</td>
</tr>
<tr>
<td>Melodi Ross</td>
<td>Charlotte, NC, USA</td>
<td>Executive Administrative Assistant</td>
<td>Corporate Secretary Carolina Premier Bank</td>
<td>Executive Admin Assistant CA Short Company</td>
<td>0.07%</td>
<td>N/A</td>
</tr>
<tr>
<td>Charles R. Davis</td>
<td>Charlotte, NC, USA</td>
<td>Employee Incentive Programs Real Estate Development</td>
<td>Chairman - Director Carolina Premier Bank</td>
<td>Chairman &amp; CEO, CA Short Company Owner American Home Builders CEO Mid-States Development</td>
<td>4.05%</td>
<td>N/A</td>
</tr>
<tr>
<td>Robert J. Maccubbin, Jr.</td>
<td>Charlotte, NC, USA</td>
<td>Sales and Marketing</td>
<td>Director Carolina Premier Bank</td>
<td>Burdette, Beckman, Inc.</td>
<td>0.66%</td>
<td>N/A</td>
</tr>
<tr>
<td>F. Douglas Banks</td>
<td>Charlotte, NC, USA</td>
<td>Attorney</td>
<td>Director Carolina Premier Bank</td>
<td>Banks Law Firm</td>
<td>0.05%</td>
<td>N/A</td>
</tr>
<tr>
<td>Lynne Tatum Little</td>
<td>Charlotte, NC USA</td>
<td>Consultant - LTL Consulting</td>
<td>Director Carolina Premier Bank</td>
<td>LTL Consulting</td>
<td>0.63%</td>
<td>N/A</td>
</tr>
<tr>
<td>Coleman J. Clougherty</td>
<td>Round Rock, TX USA</td>
<td>EVP, Retail Banking Strategy, Kasasa</td>
<td>Director Carolina Premier Bank</td>
<td>EVP, Retail Banking Strategy, Kasasa</td>
<td>0.00%</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard Thut</td>
<td>Orrville, OH USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>22.77%</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### Results:

A list of branches for your depository institution: CAROLINA PREMIER BANK (ID_RSSD: 3551521).

This depository institution is held by PREMARA FINANCIAL, INC. (4262253) of CHARLOTTE, NC.

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 data 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 never owned by this depository institution, enter 'Close' in the Data Action column.

Delete: 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.

### 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 data 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 never owned by this depository institution, enter 'Close' in the Data Action column.

Delete: 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.

### Submission Procedure

When you are finished, send a saved copy to your FRS 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 hard-copy 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.