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, J. Carlisle Oxner, III
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 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

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
C.I.

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

Postal Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
J. Carlisle Oxner, III
Name
CEO
Title
864-427-1213
Area Code / Phone Number / Extension
864-466-4610
Area Code / FAX Number
coxner@arthurstatebank.com
E-mail Address

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

[ ] Yes
[ ] No

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."
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.

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<thead>
<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>
<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>
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<td>City State Zip Code</td>
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<td>Physical Location (if different from mailing address)</td>
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<tr>
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<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td>City State Zip Code</td>
<td>City State 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>
JCO Ventures, LLC

J. Carlisle Oxner, III ("JCO")
Union, SC
in his individual capacity

100%

100%

JCO Ventures, LLC,
Union, SC
(forming in Georgia)

JCO Ventures, LLC,
Union, SC
(forming in Georgia)

0.69%

0.54%

JCO Descendants' Trust
JCO, Trustee
(forming in South Carolina)

99.31%

JCO Partners, L.P.,
Union, SC
(forming in Georgia)
(JCO Ventures, LLC,
General Partner)

100%

Arthur Financial Corporation,
Union, SC
(incorporated in Delaware)
(forming 1,463,688 shares of issued common
stock [1,754 of these issued shares are
treasury stock], 49,048 or 3.35% are
held by JCO Partners, L.P. and 242,960
shares or 16.6% are held by JCO
Partners II, L.P.)

100%

100%

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

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

1/ This trust is not a bank holding company
2/ This company files a separate Form Y-6.
3/ This is the only entity that has an LEI. The other entities do not have an LEI.
SHAREHOLDERS

JCO Ventures, LLC Shareholders: As a limited liability company established under Georgia law, JCO Ventures, LLC ("JCO Ventures") does not issue shares. J. Carlisle Oxner III, Union, S.C., holds 100% of the limited liability company interest in JCO Ventures. Mr. Oxner 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 JCO Ventures.

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

JCO Partners II, L.P.: JCO Partners II, L.P. ("JCO II"), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. Mr. Oxner, in his individual capacity, holds 99.458% of the limited partnership interest in JCO II. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in JCO II.
DIRECTORS AND OFFICERS

NAMES AND ADDRESS:
JCO Ventures: J. Carlisle Oxner III, Union, S.C., is the sole officer and director of JCO Ventures.

JCO I: JCO I has no directors or officers. Its general manager is JCO Ventures, Union, S.C.

JCO II: JCO II has no directors or officers. Its general manager is JCO Ventures, Union, S.C.

PRINCIPAL OCCUPATION:
JCO Ventures: Mr. Oxner's principal occupation is director, President and CEO, Arthur State Bank, Union, S.C., and director and President, Arthur Financial Corporation. He also serves as director and officer of Arthur State Company, a subsidiary of Arthur Financial Corporation.

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

TITLE OR POSITION
JCO Ventures: Mr. Oxner is also the sole director and officer of JCO Ventures.

Regarding other positions he holds, see the information above concerning his principal occupation. Mr. Oxner is the sole trustee of the JCO Descendants' Trust.

JCO I and JCO II: Item 4(3) is not applicable to JCO Ventures, the general partner of JCO I and JCO II.
PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD

JCO Ventures: Mr. Oxner owns 100% of the limited liability company interest in JCO Ventures, and 99.458% of the limited partnership interest in JCO II.

JCO I and JCO II: JCO I and JCO II do not have directors or officers.

ORGANIZATION CHART
See attached
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. §§ 248a(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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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 Officer
Daniel O. Cook, Jr.
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 
C.I. 

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)

Arthur Financial Corporation
Reporter’s Name, Street, and Mailing Address
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.
Name
EVP & CFO, COO
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:
☐ 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.
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 (3136568) 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.

Adding: If a reportable branch is missing, insert a row 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 have finished, send a saved copy to your FRB contact. See the detailed instructions on the 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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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<th>Data Action</th>
<th>Effective Date</th>
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<th>Branch ID_RSSD*</th>
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<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM</th>
<th>Office Number*</th>
<th>Head Office</th>
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</thead>
<tbody>
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<td>12/12/2015</td>
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<td>12/12/2015</td>
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<td>ARTHUR STATE BANK</td>
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</tr>
<tr>
<td>Name</td>
<td>Country of Citizenship</td>
<td>Number &amp; Percentage</td>
<td>Class of Voting</td>
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<td>J Carlisle Oxner, III</td>
<td>USA</td>
<td>41,922</td>
<td>2.868% COMMON</td>
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<td>49,048</td>
<td>3.355% COMMON</td>
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<td>Harry A. Oxner</td>
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<td>Hao Partners II, LP</td>
<td>USA</td>
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<td>15.626% COMMON</td>
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<td>(1) NAMES, CITY, STATE, COUNTRY</td>
<td>(2) OCCUPATION</td>
<td>(3) PRINCIPAL POSITION WITH BHC</td>
<td>(4) TITLE &amp; POSITION WITH SUBSIDIARY</td>
<td>(5) TITLE &amp; POSITION WITH OTHER BUSINESS</td>
<td>(6A) % OF VOTING SHARES IN BHC</td>
<td>(6B) % OF VOTING SHARES IN SUBSIDIARIES 25% OR MORE</td>
<td>(6C) OTHER COMPANIES IF ANY</td>
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</tr>
<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>
<td>NONE</td>
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<tr>
<td>J CARUSLE OXNER, JR, UNION, SC USA</td>
<td>N/A</td>
<td>DIRECTOR AND PRESIDENT &amp; CEO</td>
<td>DIRECTOR AND PRESIDENT &amp; CEO</td>
<td>N/A</td>
<td>2.97%</td>
<td>NONE</td>
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<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>
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<td>DANIEL O. COOK, JR, COLUMBIA, SC USA</td>
<td>N/A</td>
<td>DIRECTOR AND EVP &amp; CFO, COO</td>
<td>DIRECTOR AND EVP &amp; CFO, COO</td>
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<td>0.003%</td>
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<td>WILLIAM DOGAN WILSON, CAMPOBELLO, SC USA</td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>0.004%</td>
<td>NONE</td>
<td>NONE</td>
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<td>JUSTIN A CONVERSE, SPARTANBURG, SC USA</td>
<td>MINERALS HANDLING MINERAL BROKERAGE</td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>OWNER &amp; PRESIDENT CONVERSE &amp; COMPANY, INC</td>
<td>0.13%</td>
<td>NONE</td>
<td>100% CONVERSE &amp; CO</td>
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<tr>
<td>JCO PARTNERS II, UNION, SC USA</td>
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<tr>
<td>HAO PARTNERS II, GEORGETOWN, SC USA</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>15.8260%</td>
<td>NONE</td>
<td>NONE</td>
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<tr>
<td>FOJ PARTNERS II, COLUMBIA, SC USA</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>HOLDING COMPANY</td>
<td>16.6230%</td>
<td>NONE</td>
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