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FR Y-6
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Board of Governors of the Federal Reserve System

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.

I, F. Alan Smith
Name of the Holding Company Director and Official
Chairman
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]
Signature of Holding Company Director and Official
3-22-16
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 3706684
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)

Reporter's Name, Street, and Mailing Address
AB&T FINANCIAL CORPORATION
Legal Title of Holding Company

P.O. BOX 1099
(Mailing Address of the Holding Company) Street / P.O. Box

GASTONIA North Carolina 28053
City State Zip Code

292 WEST MAIN AVE., GASTONIA, NC 28052
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
ROGER MOBLEY CFO
Name Title

704-648-0185
Area Code / Phone Number / Extension

704-867-6155
Area Code / FAX Number

roger.mobley@alliancebankandtrust.com
E-mail Address

www.alliancebanknc.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

Results: A list of branches for your depository institution: ALLIANCE BANK & TRUST COMPANY (ID_RSSD: 3276543). This depository institution is held by AB&T FINANCIAL CORPORATION (3706684) of GASTONIA, NC. The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

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	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3276543	ALLIANCE BANK & TRUST COMPANY	292 WEST MAIN AVENUE	GASTONIA	NC	28052	GASTON	UNITED STATES	423245	0	ALLIANCE BANK & TRUST COMPANY	3276543	
OK		Full Service	3928749	GASTONIA BRANCH	2227 UNION ROAD	GASTONIA	NC	28054	GASTON	UNITED STATES	479897	5	ALLIANCE BANK & TRUST COMPANY	3276543	
OK		Full Service	3928767	KINGS MOUNTAIN BRANCH	209 SOUTH BATTLEGROUND AVENUE	KINGS MOUNTAIN	NC	28086	CLEVELAND	UNITED STATES	479896	4	ALLIANCE BANK & TRUST COMPANY	3276543	
OK		Full Service	3680971	SHELBY BRANCH	412 S DEKALB STREET	SHELBY	NC	28150	CLEVELAND	UNITED STATES	431707	1	ALLIANCE BANK & TRUST COMPANY	3276543	

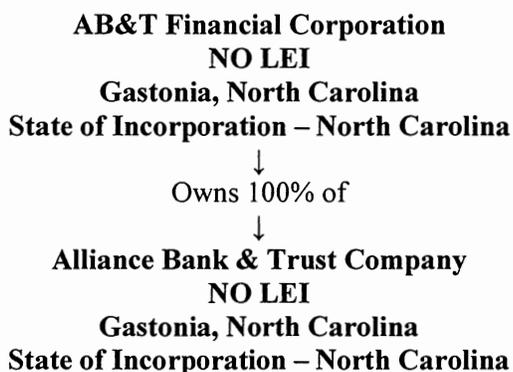
ITEM 1. – ANNUAL REPORT TO SHAREHOLDERS

There was no Annual Report to Shareholders of AB&T Financial Corporation prepared for the year ended December 31, 2015. Reports on Consolidated Financial Statements are included.

ITEM 2a – ORGANIZATIONAL CHART

As of December 31, 2015, the Company owns all the issued and outstanding shares of capital stock of Alliance Bank & Trust (the “Bank”) located in Gastonia, North Carolina. The Company has no other subsidiaries. The Bank has no other subsidiaries.

The organizational chart is below:



ITEM 2b – DOMESTIC BRANCH LISTING

Attached is a copy of the Domestic Branch Listing

ITEM 3 - SECURITIES HOLDERS

(1)(a)(b)(c) and (2)(a)(b)(c)

Form FR Y-6 AB&T Financial Corporation Fiscal Year Ending December 31, 2015					
Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015		
(1)(a) Name City, State, Country	(1)(b) Country or Citizenship Or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country or Citizenship Or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Byron DeFoor Chattanooga, TN, USA	USA	17,971,603 – 57.19% Common Stock	NA	NA	NA
Roger Dale Bingham & Patricia A. Bingham Kings Mtn, NC, USA	USA	1,875,000 – 5.97% Common Stock	NA	NA	NA
CEDE & Co New York, NY, USA	USA	1,658,182 – 5.28% Common Stock	NA	NA	NA
Charles L. Yates Gastonia, NC, USA	USA	1,875,000 – 5.97% Common Stock	NA	NA	NA

ITEM 4 - INSIDERS

(1), (2), (3) (a) (b) (c), and (4) (a) (b) (c)

Form FR Y-6
AB&T Financial Corporation
Fiscal Year Ending December 31, 2015

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List name of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Daniel M. Boyd Gastonia, NC USA	Acting President – (Alliance Bank & Trust)	Acting President	Acting President (Alliance Bank & Trust)	NA	0%	NA	NA
Don J. Harrison Mt. Pleasant, SC, USA	President, CEO – (Alliance Bank & Trust)	CEO	CEO – (Alliance Bank & Trust)	NA	0%	NA	NA
F. Alan Smith Cleveland, TN, USA	Private equity advisor/investor, Chattanooga, TN	Chairman	Chairman (Alliance Bank & Trust)	NA	0%	NA	NA
Craig D. Taylor Chattanooga, TN, USA	Director of Operations, Contemporary Healthcare Capital, LLC, Chattanooga, TN	Vice Chairman	Vice Chairman (Alliance Bank & Trust)	NA	0%	NA	NA
David W. White Shelby, NC, USA	President, White Investments of Shelby, LLC	Director	Director (Alliance Bank & Trust)	President – White and Son Construction Co.	1.57%	NA	White Investments of Shelby – 100% White and Son Construction – 100%
Roger A. Mobley, Charlotte, NC, USA	CFO – (Alliance Bank & Trust)	CFO	CFO – (Alliance Bank & Trust)	NA	0.0%	NA	NA
Byron DeFoor Chattanooga, TN, USA	Contemporary Healthcare Capital – Majority owner	NA	NA	See attached	57.19%	NA	See attached

Gerald F. McSwain Gastonia, NC, USA	President – McSwain Communications	Director	Director (Alliance Bank & Trust)	NA	.10%	NA	NA
Carl J. Stewart, Jr., Esq Gastonia, NC, USA	Attorney at Law	Director	Director (Alliance Bank & Trust)	NA	.18%	NA	NA
John H. Whaley Shelby, NC, USA	President – Whaley Carpet	Director	Director (Alliance Bank & Trust)	NA	1.12%	NA	NA
Jack R. Williams Terrell, NC, USA	President – Lake Cruises, Inc.	Director	Director (Alliance Bank & Trust)	NA	.05%	NA	NA
Chuck L. Yates Charlotte, NC, USA	CFO - Smith Enterprises	Pending Director	Director (Alliance Bank & Trust)	NA	5.97	NA	NA

Byron De Foor

NOTE H - INVESTMENT IN CONTEMPORARY FUNDS

Contemporary Healthcare Capital (Byron owns 51% of this entity)

NOTE I - INVESTMENT IN S-CORPORATION

Byron owns a fifty percent ownership in Sunland & Associates, Inc. which owns interest in several nursing homes. The following is a listing of Sunland & Associate's percentage of ownership, value and debt. The values are based upon recent appraisals and estimates of current earnings.

Company

Leewood Healthcare Center (Sunland owns 50% of this entity)
7411 Shallowford Rd Land (Sunland owns 100% of this entity)

NOTE E - INVESTMENT IN SENIOR HOUSING LIMITED LIABILITY COMPANIES

<u>Company</u>	<u>Ownership</u>
Grace Healthcare of Abingdon	98%
Fradrick Villa Nursing & Rehab	2%
Jacaranda Manor	89%
Laswood Healthcare Center	50%
Reinfree Manor	98%
Riveridge Manor	98%
Riverview Manor	98%
Soddy Daisy Health Care Center	100%
Royal Palm Healthcare & Rehab	87%
Cordova Property Investment	87%
Grace Healthcare of Douglas	87%
Grace Healthcare of Franklin	87%
Grace Healthcare of Glenwood Springs	82%
Grace Healthcare of Lake Wales	51%
Onelda Nursing Center	97%
Peonia Care and Rehab Center	100%
Grace Healthcare of Phoenix	97%
Pioneer Healthcare Center	81%
Grace Healthcare of River Falls	87%
Grace Healthcare of Tucker	97%
Grace Healthcare of Whites Creek	97%
Til County Healthcare Center	80%
Oak Park Convalescent Center	80%
Rheem Valley Convalescent Center	89%
Manitowoc Nursing & Rehab	51%
Villa Pines Nursing & Rehab	72%
Nazareth Health & Rehab	98%
Braddock Heights Property (Vindabona)	80%
Renaissance Marquis Retirement	33%
Renaissance ALF	33%
Stansardsville Nursing Center	72%
Asheville Property Investment	72%
Durham Property Investment	72%
Winston Salem Property Investment	78%
Benton Property Investment	75%
Maumelle Property Investment	75%
Valden Community Living Center	75%
Liberty Community Living Center	75%
Abingdon Property Investment	80%

NOTE F - INVESTMENT IN OTHER HEALTHCARE FACILITIES

<u>Company</u>	<u>Ownership</u>
Veranda Property Investment	50%
Sacramento Investments	100%
Grace Healthcare	100%
Total Value, Debt and Equity	

NOTE G - INTEREST IN REAL ESTATE/OTHER ASSETS

<u>Company</u>	<u>Ownership</u>
Meadows Investments III	70%
Sunland Corporate Center	100%
Annandale Property	100%
600 River Street	60%
DeFoor Brothers Development	50%
Waterlode Property Investment	50%
Napier Associates, GP	50%
Lifestyle Way Property Investment	50%
The Gold Building	73%
Gunbarrel Partners, GP	20%
Chattanooga Hotel Property (Embassy)	80%
PBD Development	60%
Maplehurst Apartments	17%
Promontory Investments	100%
Vero Property Investment	100%
Sunland Aviation	100%
50+ Racing	100%
Eighth Street Partners	100%
Citipark Investors	100%
Plonser Investors	100%