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Board of Governors of the Federal Reserve System

APR 11 2016



# 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

No LEI

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

I, Charles O Rivers

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

First Capital Bancshares

Director and President

Legal Title of Holding Company

Title of the Holding Company Director and Official

PO Box 529

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.

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

Laurinburg NC 28353

City State Zip Code

909 S. Main St, Laurinburg, NC 28352

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:

Winston Dwyer CFO

Name Title

910-610-4343

Area Code / Phone Number / Extension

910-280-1227

Area Code / FAX Number

winston.dwyer@fcbcarolinas.com

E-mail Address

N/A

Signature of Holding Company Director and Official

04/06/2016

Date of Signature

Address (URL) for the Holding Company's web page

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

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

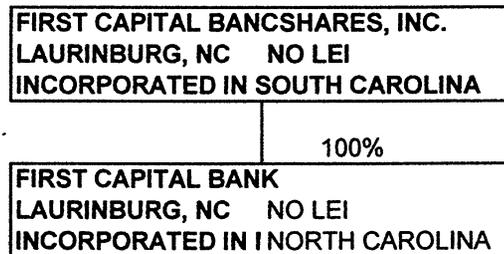
For Federal Reserve Bank Use Only

RSSD ID 3836385  
 C.I. \_\_\_\_\_

**FORM FR-Y-6  
FIRST CAPITAL BANCSHARES, INC.  
BENNETTSVILLE, SC**

**REPORT ITEM 1**    **FIRST CAPITAL PREPARES AN ANNUAL REPORT FOR ITS SECURITY HOLDERS. IT IS NOT REGISTERED WITH THE SEC. THE REPORT IS NOT READY BUT A DRAFT OF FINANCIALS IS ENCLOSED.**

**REPORT ITEM 2**    **ORGANIZATIONAL CHART**



**REPORT ITEM 2B**    **DOMESTIC BRANCH LISTING  
THERE ARE NO CHANGES TO THE BRANCH LISTING**

Results: A list of branches for your depository institution: FIRST CAPITAL BANK (ID\_RSSD: 2849463).  
 This depository institution is held by FIRST CAPITAL BANCSHARES, INC. (3836385) of LAURINBURG, 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)	2849463	FIRST CAPITAL BANK	909 SOUTH MAIN STREET	LAURINBURG	NC	28352	SCOTLAND	UNITED STATES	62140	0	FIRST CAPITAL BANK	2849463	
ok		Full Service	4161703	BENNETTSVILLE BRANCH	207 HIGHWAY 15/401	BENNETTSVILLE	SC	29512	MARLBORO	UNITED STATES	359307	1	FIRST CAPITAL BANK	2849463	

**FORM FR Y-6  
FIRST CAPITAL BANCSHARES, INC  
FISCAL YEAR ENDING DECEMBER 31, 2015**

Item 3: Securities holders

<b>Name</b>	<b>country</b>	<b>number and percentage</b>	
<b>city, state, country</b>	<b>of citizenship</b>	<b>of each voting securities</b>	
Joe D. Manis Laurinburg, NC USA	USA	76,013	13.49%
Harry L Howell Laurinburg, NC USA	USA	113,387	20.13%

Item 3b: N/A

FORM FRY-6  
 FIRST CAPITAL BANCSHARES  
 FISCAL YEAR ENDING DECEMBER 31, 2015

REPORT ITEM 4: INSIDERS

1 NAME, CITY STATE, COUNTRY	2 PRINC. OCCUPATION OTHER THAN HOLD. CO	3A TITLE /POS. W/HOLD. CO	3B TITLE/POS W/SUBSIDIARIES	3C Title/Position w/other businesses	4A % voting H. Company	4B N/A	4C more than 25% voting sec held
John H. Covington Laurinburg, NC USA	Retired	Director	Director	None	4.22%	N/A	none
Robert G. Dowdy Bennettsville, SC USA	Medcare Pharmacy	Director	Director	President, Owner Med Care Pharmacy	2.10%	N/A	none
Harry L. Howell Laurinburg, NC USA	Scotland Motors, Inc.	Director/Vice-Chairman of the Board	Director/Vice-Chairman of the Board	Owner/President Scotland Motors, Inc. Owner/President Howell Land Co, LLC Owner/President Scotland Leasing, Inc. Owner/President Lee Howell, Inc.	20.13%	N/A	none
Joe D. Manis Laurinburg, NC USA	Manis Custom Builders	Director	Director	Owner, President Manis Custom Builders Managing Partner Red Bluff Properties Managing Partner Crestview Residential Properties Managing Partner Eclipse Investors	13.49%	N/A	none
James W. Mason, III Laurinburg, NC USA	The Mason Company Appraisals	Director	Director	Owner, President The Mason Company	3.67%	N/A	none
Charles O. Rivers Pinehurst, NC USA	First Capital Bank	President/CEO	President/CEO	none	0.92%	N/A	none
Paul F. Rush, MD Laurinburg, NC USA	Ortho-Carolina	Director/Chairman of the Board	Director/Chairman of Board	Physician/Partner Ortho Carolina Partner Medical Mutual Insurance Co. Partner Berwick Medical LLC	4.20%	N/A	none
James D. Nance Laurinburg, NC USA	First Capital Bank	Controller/Asst. Secretary	Controller/Asst. Secretary	none	0.21%	N/A	none
Winston Dwyer Gibson, NC USA	First Capital Bank	CFO/Asst. Secretary	CFO/Asst Secretary	none	0.00%	N/A	none