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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Name of the Holding Company Director and Official
President, CEO & 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. ____________________________

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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, 2016

Month / Day / Year
N/A

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

Reporter's Name, Street, and Mailing Address

First Carolina Financial Services, Inc.
Legal Title of Holding Company

171 N. Winstead Ave.
(Mailing Address of the Holding Company) Street / P.O. Box
Rocky Mount NC 27804
City State Zip Code

Physical Location (if different from mailing address)
n/a

Person to whom questions about this report should be directed:
Debra Medlin CFO

Name Title
252-451-2971
Area Code / Phone Number / Extension
252-443-6515
Area Code / FAX Number

debramedlin@firstcarolinabank.com
E-mail Address
none

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

Is confidential treatment requested for any portion of this report submission?...........0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report...........................................0
2. a letter justifying this request has been provided separately..........................................................0

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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, 500 12th St. 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.*

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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</tr>
<tr>
<td>City</td>
<td>Street</td>
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12/2012
Report Item

1. The holding company does prepare an annual report for its securities holders and is not registered with the SEC. The audited financials are not completed.

2a. Organizational Chart

```
First Carolina Financial Services, Inc.
Rocky Mount, North Carolina
Incorporated in North Carolina
No LEI

First Carolina Bank
Rocky Mount, North Carolina
Incorporated in North Carolina
99.24%
No LEI
```

2b. Domestic Branch listing is included in this package.
Results: A list of branches for your depository institution: FIRST CAROLINA BANK (ID_RSSD: 2963266).
This depository institution is held by FIRST CAROLINA FINANCIAL SERVICES, INC. (4346706) of ROCKY MOUNT, NC.
The data are as of 09/30/2016. Data reflects information that was received and processed through 10/06/2016.

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://ylOonline.federalreserve.gov.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<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>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ok</td>
<td>9/2/2016</td>
<td>Full Service</td>
<td>2963266</td>
<td>FIRST CAROLINA BANK</td>
<td>171 NORTH WINSTEAD AVE</td>
<td>ROCKY MOUNT</td>
<td>NC</td>
<td>27804</td>
<td>NASH</td>
<td>UNITED STATES</td>
<td>81325</td>
<td>0</td>
<td>FIRST CAROLINA BANK</td>
<td>2963266</td>
<td></td>
</tr>
<tr>
<td>Close</td>
<td>9/2/2016</td>
<td>Full Service</td>
<td>4200895</td>
<td>GREENVILLE BRANCH</td>
<td>200 EAST ARKINGT0N BOULEVARD</td>
<td>GREENVILLE</td>
<td>NC</td>
<td>27888</td>
<td>PITT</td>
<td>UNITED STATES</td>
<td>513160</td>
<td>5</td>
<td>FIRST CAROLINA BANK</td>
<td>2963266</td>
<td></td>
</tr>
<tr>
<td>Ok</td>
<td>9/2/2016</td>
<td>Full Service</td>
<td>813250001</td>
<td>GREENVILLE BRANCH</td>
<td>606 SOUTH SCALES STREET</td>
<td>ROCKINGHAM</td>
<td>NC</td>
<td>27510</td>
<td>ROCKINGHAM</td>
<td>UNITED STATES</td>
<td>2963266</td>
<td>0</td>
<td>FIRST CAROLINA BANK</td>
<td>2963266</td>
<td></td>
</tr>
</tbody>
</table>

* FDIC UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
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, 2016

<table>
<thead>
<tr>
<th>(1)(a) Name</th>
<th>(1)(b) City, State, Country</th>
<th>Country of Citizenship</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Donald Stallings</td>
<td>Rocky Mount, North Carolina</td>
<td>United States</td>
<td>180,250 - 7.36% Common Stock</td>
</tr>
</tbody>
</table>

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 during the fiscal year December 31, 2016

<table>
<thead>
<tr>
<th>(2)(a) Name</th>
<th>(2)(b) City, State, Country</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>none</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
First Carolina Financial Services, Inc.
Rocky Mount, North Carolina
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>(2) Principal Occupation if other than President/CEO with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (Include names of Subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of Subsidiaries)</th>
<th>(4)(c) List names of other companies (Includes partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ronald A. Day</td>
<td>Raleigh, NC, USA</td>
<td>President/CEO</td>
<td>President/CEO First Carolina Bank</td>
<td>n/a</td>
<td>2.67%</td>
<td>none</td>
<td>n/a</td>
<td></td>
</tr>
<tr>
<td>John A. Williams</td>
<td>Cary, NC, USA</td>
<td>CEO, BioSignia Inc.</td>
<td>Chairman First Carolina Bank</td>
<td>n/a</td>
<td>2.23%</td>
<td>none</td>
<td>n/a</td>
<td></td>
</tr>
<tr>
<td>Thomas A. Betts, Jr.</td>
<td>Rocky Mount, NC, USA</td>
<td>Retired</td>
<td>Director First Carolina Bank</td>
<td>n/a</td>
<td>1.93%</td>
<td>none</td>
<td>n/a</td>
<td></td>
</tr>
<tr>
<td>Charles A. Robbins</td>
<td>Rocky Mount, NC, USA</td>
<td>CEO, CDECO Office Systems</td>
<td>Director First Carolina Bank CEO</td>
<td>none</td>
<td>3.17%</td>
<td>none</td>
<td>-CDECO 100%</td>
<td></td>
</tr>
<tr>
<td>John Jethro Ferebee</td>
<td>Greenville, NC, USA</td>
<td>CEO, Maritime Properties</td>
<td>Director First Carolina Bank</td>
<td>-Maritime Properties, Inc.</td>
<td>2.64%</td>
<td>none</td>
<td>-Ferebee Property Operating Co. LLC 50%</td>
<td></td>
</tr>
<tr>
<td>A. Donald Stallings</td>
<td>Rocky Mount, NC, USA</td>
<td>Chairman/ CEO Eagle Transport</td>
<td>Director First Carolina Bank Chairmain/ CEO Eagle Transport</td>
<td>7.30%</td>
<td>none</td>
<td>-Eagle Transport 100%</td>
<td>-ADS Investments 100%</td>
<td></td>
</tr>
<tr>
<td>John W. Gussenhoven</td>
<td>Wilmington, NC, USA</td>
<td>Retired</td>
<td>Director First Carolina Bank Retired</td>
<td>2.42%</td>
<td>none</td>
<td>n/a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kaye Boone</td>
<td>Rocky Mount, NC, USA</td>
<td>CFO / Frontier Trailers</td>
<td>Director First Carolina Bank CFO</td>
<td>2.59%</td>
<td>none</td>
<td>FTA Parts 53.682%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Vincent C. Andracchio II</td>
<td>Rocky Mount, NC, USA</td>
<td>Chairman and CEO / Guardian Holdings Inc.</td>
<td>Director First Carolina Bank Chairmain and CEO / Guardian Holdings Inc.</td>
<td>1.67%</td>
<td>none</td>
<td>Guardian Holdings, Inc. 60.97%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

First Carolina Bank
Rocky Mount, North Carolina
Fiscal Year Ending December 31, 2016

(1) Name
City, State, Country
(2) Principal Occupation if other than President/CEO with Holding Company
(3)(a) Title & Position with Holding Company
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