

RECEIVED

Board of Governors of the Federal Reserve System

MAR 29 2017

COPY



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.

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.

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

I, J. Grey Morgan

Name of the Holding Company Director and Official

Chairman of the Board, CEO

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.

Southern BancShares (N.C.), Inc.

Legal Title of Holding Company

116 East Main Street, PO Box 729

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

Mount Olive NC 28365

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Debra. D. Barwick Staff Accountant

Name Title

919-658-7074

Area Code / Phone Number / Extension

919-658-7087

Area Code / FAX Number

debra.barwick@southernbank.com

E-mail Address

www.southernbank.com/bancshares

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

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

3-27-2017

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 1075694
C.I. _____

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
- 2. a letter justifying this request has been provided separately

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

Form FR Y-6
Southern Bancshares (N.C.), Inc.
Mount Olive, North Carolina
Fiscal Year Ending December 31, 2016

Report Item

1: Annual Report to Shareholders

Southern BancShares (N.C.), Inc. Annual Report for the year ending December 31, 2016 will be sent under separate cover upon completion.

2a: Organizational Chart

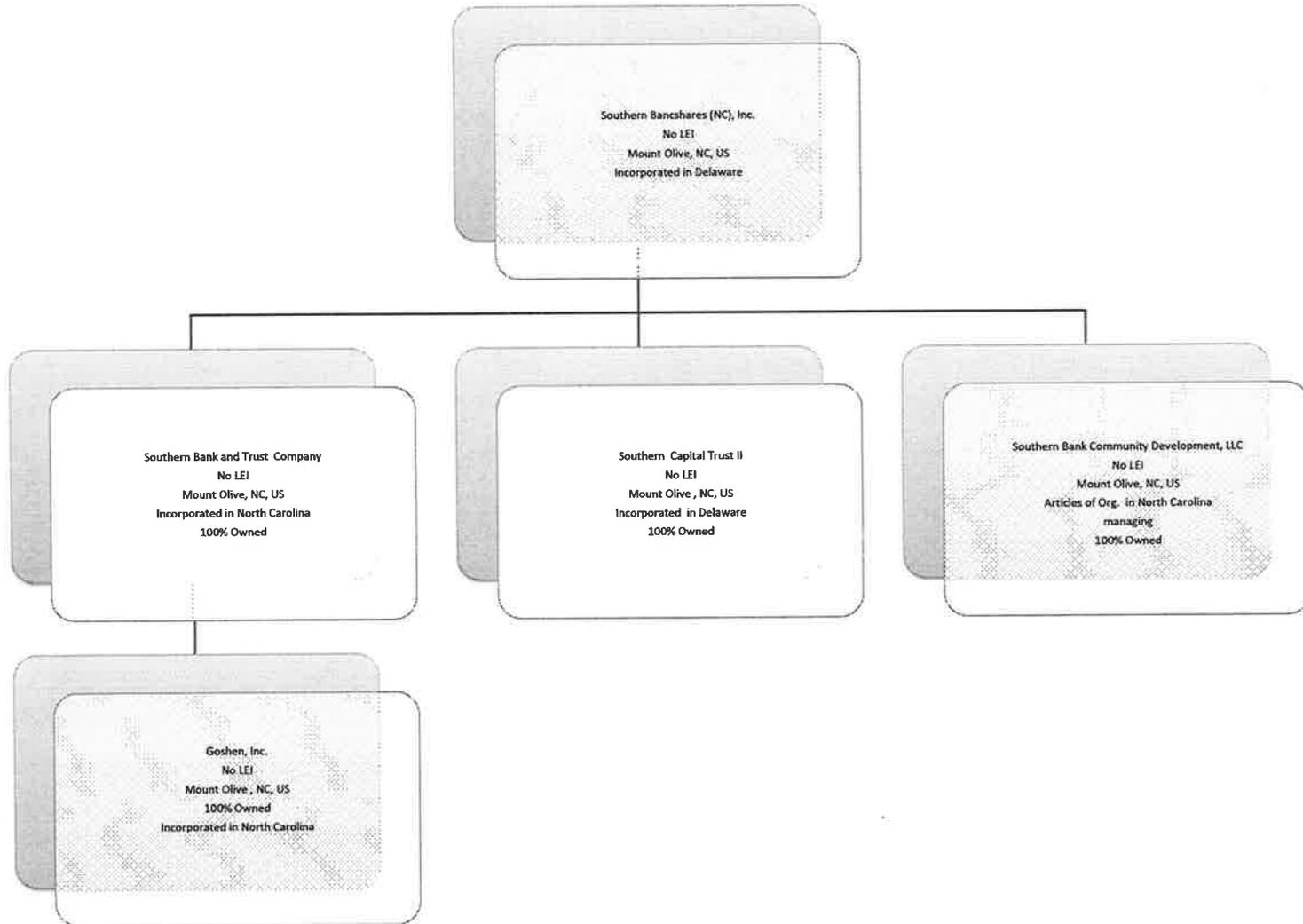
2b: Domestic Branch Listing

Submitted via email on March 27, 2017

3: Securities Holders

4: Insiders

Report Item 2a: Organization Chart
Southern BancShares (N.C.), Inc.
December 31, 2016



Form FR Y-6
Southern Bancshares (N.C.), Inc.
Mount Olive, North Carolina
Fiscal Year Ending December 31, 2016

Report Item 2b: Domestic Branch Listing

Submitted via email on March 27, 2017

This depository institution is held by SOUTHERN BANCSHARES (N.C.), INC. (1075684) of MOUNT OLIVE, NC. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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)	717924	SOUTHERN BANK AND TRUST COMPANY	100 NORTH CENTER STREET	MOUNT OLIVE	NC	28365	WAYNE	UNITED STATES	9687	0	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	469429	AHOSKIE BRANCH	506 E MAIN ST	AHOSKIE	NC	27910	HERTFORD	UNITED STATES	260053	61	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	681726	AURORA BRANCH	298 N FIFTH ST	AURORA	NC	27806	BEAUFORT	UNITED STATES	185689	30	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	747024	AYDEN BRANCH	236 3RD ST	AYDEN	NC	28513	PITT	UNITED STATES	233764	20	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	620426	BAILEY BRANCH	6174 MAIN STREET	BAILEY	NC	27807	NASH	UNITED STATES	219196	106	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	966928	BELHAVEN BRANCH	148 E MAIN ST	BELHAVEN	NC	27810	BEAUFORT	UNITED STATES	233756	11	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	871125	BETHEL BRANCH	7458 MAIN STREET	BETHEL	NC	27812	PITT	UNITED STATES	233756	14	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281846	CLINTON BRANCH	925 SUNSET AVE	CLINTON	NC	28328	SAMPSON	UNITED STATES	233773	62	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	962724	DEEP RUN BRANCH	3410 OLD HWY 11	DEEP RUN	NC	28525	LENOIR	UNITED STATES	233747	2	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2672214	EDENTON QUEEN STREET BRANCH	101 W QUEEN ST	EDENTON	NC	27932	CHOWAN	UNITED STATES	264563	49	SOUTHERN BANK AND TRUST COMPANY	717924	
Change	12/31/2016	Full Service	869188	FAISON BRANCH	110 S WEST CENTER ST	FAISON	NC	28341	DUPLIN	UNITED STATES	133767	23	SOUTHERN BANK AND TRUST COMPANY	717924	Direction and Street
OK		Full Service	2672250	FARMVILLE BRANCH	4217 EAST CHURCH STREET	FARMVILLE	NC	27828	PITT	UNITED STATES	4038	44	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	623025	FREMONT BRANCH	101 NORTH WILSON STREET	FREMONT	NC	27830	WAYNE	UNITED STATES	219201	110	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2672278	GARLAND BRANCH	83 SOUTH BLADEN AVENUE	GARLAND	NC	28441	SAMPSON	UNITED STATES	204778	42	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281930	GATESVILLE BRANCH	209 MAIN ST	GATESVILLE	NC	27938	GATES	UNITED STATES	9089	25	SOUTHERN BANK AND TRUST COMPANY	717924	
Change	7/19/2016	Full Service	5027495	GOLDSBORO ASH STREET BRANCH	2501 EAST ASH STREET	GOLDSBORO	NC	27534	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	Correct Zip Code
OK		Full Service	3679331	GOLDSBORO BRANCH	2301 WAYNE MEMORIAL DRIVE	GOLDSBORO	NC	27534	WAYNE	UNITED STATES	456810	116	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	902627	GRANTHAM BRANCH	3382 US 13 SOUTH	GOLDSBORO	NC	27530	WAYNE	UNITED STATES	233751	6	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281864	GREENVILLE CHARLES BOULEVARD BRANCH	2310 SOUTH CHARLES BLVD	GREENVILLE	NC	27858	PITT	UNITED STATES	358909	67	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3779316	GREENVILLE MEDICAL PARK BRANCH	2275 STANTONS ROAD	GREENVILLE	NC	27834	PITT	UNITED STATES	476045	83	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	4650805	JACKSON BRANCH	208 WEST JEFFERSON STREET	JACKSON	NC	27845	NORTHAMPTON	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281873	KENANSVILLE BRANCH	416 SOUTH MAIN ST	KENANSVILLE	NC	28349	DUPLIN	UNITED STATES	448904	79	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	622523	KENLY BRANCH	101 WEST SECOND STREET	KENLY	NC	27542	JOHNSTON	UNITED STATES	219197	107	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2672344	KILL DEVIL HILLS BRANCH	202 S CROATAN HWY	KILL DEVIL HILLS	NC	27948	DARE	UNITED STATES	263683	46	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	782427	LA GRANGE BRANCH	208 SOUTH CASWELL ST	LA GRANGE	NC	28551	LENOIR	UNITED STATES	233757	12	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	407225	LEWISTON WOODVILLE BRANCH	127 MAIN ST	LEWISTON WOODVILLE	NC	27849	BERTIE	UNITED STATES	231705	26	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	884321	MACCLESFIELD BRANCH	105 N RAILROAD ST	MACCLESFIELD	NC	27852	EDGEcombe	UNITED STATES	7574	14	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281803	MANTEO BRANCH	704 SOUTH HIGHWAY 64/264	MANTEO	NC	27954	DARE	UNITED STATES	429539	75	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	86529	MIDDLESEX BRANCH	11438 EAST FINCH AVENUE	MIDDLESEX	NC	27557	NASH	UNITED STATES	219200	109	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	718426	NORTH BRAZEALE BRANCH	800 NORTH BRAZEALE AVENUE	MOUNT OLIVE	NC	28365	WAYNE	UNITED STATES	233748	3	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	591423	MURFREESBORO BRANCH	336 E MAIN ST	MURFREESBORO	NC	27855	HERTFORD	UNITED STATES	233707	28	SOUTHERN BANK AND TRUST COMPANY	717924	
Change	12/31/2016	Full Service	2060648	NASHVILLE BARNES STREET BRANCH	209 S BARNES STREET	NASHVILLE	NC	27856	NASH	UNITED STATES	265202	33	SOUTHERN BANK AND TRUST COMPANY	717924	Add Direction
OK		Full Service	838221	PINE LEVEL BRANCH	109 PEEDIN AVENUE	PINE LEVEL	NC	27568	JOHNSTON	UNITED STATES	7080	115	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	931225	PLYMOUTH BRANCH	612 WASHINGTON ST	PLYMOUTH	NC	27962	WASHINGTON	UNITED STATES	233766	22	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3676657	RED OAK BRANCH	8315 RED OAK BLVD	RED OAK	NC	27868	NASH	UNITED STATES	451748	80	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2060866	ROANOKE RAPIDS BRANCH	1580 EAST TENTH ST	ROANOKE RAPIDS	NC	27870	HALIFAX	UNITED STATES	265204	34	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	964821	ROBERSONVILLE BRANCH	111 N MAIN ST	ROBERSONVILLE	NC	27871	MARTIN	UNITED STATES	233755	10	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281921	ROCKY MOUNT BENVENUE BRANCH	1405 BENVENUE RD	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	364937	71	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	672274	ROCKY MOUNT FRANKLIN STREET BRANCH	224 SOUTH FRANKLIN STREET	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	40669	69	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3649443	ROCKY MOUNT OAKWOOD BRANCH	107 SOUTH FAIRVIEW ROAD	ROCKY MOUNT	NC	27801	EDGEcombe	UNITED STATES	468182	82	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2672111	ROCKY MOUNT WESTRIDGE BRANCH	3690 SUNSET AVE	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	233772	56	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2671990	SALEM BRANCH	102 NORTH MAIN STREET	SALEM	NC	27835	SAMPSON	UNITED STATES	204815	43	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	981127	SCOTLAND NECK BRANCH	810 SOUTH MAIN STREET	SCOTLAND NECK	NC	27874	HALIFAX	UNITED STATES	208471	73	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281891	SHARPSBURG BRANCH	3838 SOUTH HATHAWAY BOULEVARD	SHARPSBURG	NC	27878	NASH	UNITED STATES	208468	65	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	4611583	SOUTHERN SHORES BRANCH	5531 N CROATAN HWY	SOUTHERN SHORES	NC	27949	DARE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	253673	TARBORO BRANCH	422 MAIN STREET	TARBORO	NC	27886	EDGEcombe	UNITED STATES	41333	114	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	903129	WARSAW BRANCH	114 NORTH PINE ST	WARSAW	NC	28398	DUPLIN	UNITED STATES	233750	5	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281914	WILSON - FOREST HILLS BRANCH	1701 FOREST HILLS ROAD WEST	WILSON	NC	27893	WILSON	UNITED STATES	219203	113	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	1462034	WILSON - NASH STREET BRANCH	2300 NASH STREET WEST	WILSON	NC	27896	WILSON	UNITED STATES	219202	111	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	904724	WINDSOR BRANCH	101 N KING ST	WINDSOR	NC	27983	BERTIE	UNITED STATES	233753	8	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3555097	WINTERVILLE BRANCH	4299 WINTERVILLE PARKWAY	WINTERVILLE	NC	28590	PITT	UNITED STATES	457590	81	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	347125	WINTON BRANCH	301 N MAIN ST	WINTON	NC	27886	HERTFORD	UNITED STATES	231706	27	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2934275	CEDAR ROAD BRANCH	1217 CEDAR RD	CHESAPEAKE	VA	23322	CHESAPEAKE CITY	UNITED STATES	361961	89	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3624513	GREENBRIER PARKWAY BRANCH	1304 GREENBRIER PARKWAY	CHESAPEAKE	VA	23320	CHESAPEAKE CITY	UNITED STATES	478531	99	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3379864	WESTERN BRANCH	3343 WESTERN BRANCH BLVD	CHESAPEAKE	VA	23321	CHESAPEAKE CITY	UNITED STATES	444603	91	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	4335102	BOUSH STREET BRANCH	403 BOUSH STREET	NORFOLK	VA	23510	NORFOLK CITY	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2641199	COLLEY AVENUE BRANCH	4815 COLLEY AVE	NORFOLK	VA	23508	NORFOLK CITY	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3886072	SUFFOLK BRANCH	221 WESTERN AVENUE	SUFFOLK	VA	23414	SUFFOLK CITY	UNITED STATES	493118	102	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2486086	KEMPAVILLE BRANCH	1756 LASKIN ROAD	VIRGINIA BEACH	VA	23454	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2486086	KEMPAVILLE BRANCH	1870 KEMPSVILLE ROAD	VIRGINIA BEACH	VA	23464	VIRGINIA BEACH CITY	UNITED STATES	250924	88	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3391428	LYNHAVEN BRANCH	601 LYNHAVEN PARKWAY	VIRGINIA BEACH	VA	23452	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	

OK	Full Service	90112 VIRGINIA BEACH BOULEVARD BRANCH	370 VIRGINIA BEACH BLVD	VIRGINIA BEACH	VA	23452	VIRGINIA BEACH CITY	UNITED STATES	45309	14	SOUTHERN BANK AND TRUST COMPANY	717964
----	--------------	---------------------------------------	-------------------------	----------------	----	-------	---------------------	---------------	-------	----	---------------------------------	--------

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016					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 12-31-2016.		
(1)(a) Name, City, State, County	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities			(2)(a) Name, City, State, County	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
<u>Shares Owned Common Stock Continued</u>							
Olivia Britton Holding Smithfield, NC, US	US	4,552	Individually	5.57%			
		35	Corporate	0.04%			
		4,511	Trusts & Estates	5.52%			
		220	Personal Trust	0.27%			
		9,318	Total	11.40%			
Christine Long and Ruth O'Leary CO-TTEES Jacksonville, FL, US	US	5,165	Trusts	6.32%			
		5,165	Total	6.32%			
<u>Shares Owned Series B Preferred</u>							
None							
<u>Shares Owned Series C Preferred</u>							
Rachel Ann Barnes Conway, NC, US	US	2,117	Individually	5.74%			
		2,117	Total	5.74%			
James Robert Hendrix Tyner, NC, US	US	6,120	Individually	16.60%			
		6,120	Total	16.60%			
Elva W. Peele Winterville, NC, US	US	3,517	Individually	9.54%			
		3,517	Total	9.54%			
Henry N. Willey Wake Forest, NC, US	US	3,248	Individually	8.81%			
		3,248	Total	8.81%			

Form FR Y-6
Southern BancShares (N.C.) Inc.
Fiscal Year Ending December 31 , 2016

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Julian R. Aycock Fremont, NC US	President, Marr's, Inc. (farming operation)	Director, Southern BancShares (N.C.), Inc.	Director, Loan Review Committee Member, Southern Bank and Company	Owner, Wayne County JRA LLC	Common; 50 shares or 0.06% of class	None	Wayne County JRA LLC 100% owned
William H. Bryan Mt. Olive, NC US	Executive Chairperson, Mount Olive Pickle Company, Inc. (manufacturer of pickles and pepper products)	Director, Executive Committee-Vice Chair, Southern Bancshares (N.C.), Inc.	Director, Executive Committee- Vice Chairman, Audit Committee- Chairman, Governance Committee, Funds Management Committee-Chair, Southern Bank and Trust Company	President, Director, James E. and Mary Z. Bryan Foundation, Inc.; Director, Vice President, Southern Bank Foundation	Common: 133 shares or 0.16% of class	None	None
Hope Holding Bryant Raleigh, NC US	Vice Chairman, First Citizens BancShares, Inc.; Corporate Sales Executive, First Citizens Bank & Trust Company	Director , 5% Principal Shareholder, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Governance Committee- Chairman, Southern Bank and Trust Company	Vice Chairman, First Citizens BancShares, Inc.; Corporate Sales Executive, First Citizens Bank and Trust Company; Director, Fidelity BancShares (N.C.), Inc.; Director, The Fidelity Bank; Director, Robert B. Holding Foundation; Director, Vice President, Twin States Farming, Inc.; Director, Vice President, E&F Properties, Inc.; Director, Vice President, First- Citizens Foundation; Secretary, Treasurer, Director, Ella Ann L and Frank B. Holding Foundation; Director, North State Foundation, Inc.; Partner, 5Crabs Member , North State Preferred Holding LLC Director, President, Southern Bank Foundation	Common: 8,059 shares or 9.86% of class Preferred Series B: 2,000 shares or 0.74% of class	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Joel K. Butler Grimesland, NC US	President, Vidant Health Foundation; Formerly Chief External Affairs Officer, Vidant Health (health care)	Director, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	President, Access East	Common: 3 shares or 0.00% of class	None	None
Michael L. Chestnutt Clinton, NC US	Managing Partner Black, Chestnutt and Johnson, PA (public accounting)	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Audit Committee Member, Credit Risk Committee Member, CRA and Regulatory Committee-Chairman, Southern Bank and Trust Company	None	Common: 41 shares or 0.05% of class	None	Black, Chestnutt and Johnson, P. A. 50% owned CPA Advisors, Inc. 33.3% owned Johche, LLC 50% owned Thorche, LLC 50% owned Gtche, LLC 33.3% owned
Drew M. Covert Mt. Olive, NC US	Not Applicable	President, Director, Executive Committee Member, Southern Bancshares (N.C.), Inc.	President, Director, Executive Committee Member, Credit Risk Committee Member, CRA and Compliance Committee Member, Funds Management Committee Member, Loan Review Committee Member of several other Committees, Southern Bank and Trust Company; Director, President, Goshen, Inc.; Manager, Ten River Lots, LLC; Manager, Tuscarora Property Holdings, LLC; Manager, WOV Properties, LLC; Administrator, Southern Bank Community Development, LLC; Administrator, Southern Capital Trust II	Vice President, Southern Bank Foundation; Director, Vidant Health Foundation	Common: 69 shares or 0.08% of class Preferred C: 29 shares of 0.08% of class	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Olivia B. Holding Raleigh, NC US	President and Director, Twin States Farming, Inc. President and Director, E&F Properties, Inc. (property manager)	Director, 10% Principal Shareholder, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	President, Director, Twin States Farming, Inc; President, Director, Ella Ann L and Frank B Holding Foundation; President and Director, E&F Properties, Inc.; Manager, Holding Properties, LLC; Manager, ECHB, LLC; Treasurer, Director, Robert B. Holding Foundation; Treasurer, Director, First-Citizens Foundation, Inc.; Member, City of Oaks Properties, LLC; Principal Shareholder, Fidelity Bancshares (N.C.), Inc.; Director, North State Foundation, Inc.; Director, Yadkin Valley Company; Director, Yadkin Valley Life Insurance Company; Manager, North State Preferred Holding, LLC;	Common 9,318 shares or 11.40% of class Preferred B 946 or 0.35% of class	None	City of Oaks Properties 100% owned Twin States Farming 27.80% owned Fidelity BancShares (N.C.), Inc. 28.93% Common owned
Michael S. Ives Virginia Beach, VA US	Attorney, Wilcox & Savage, PC, Norfolk, VA formerly, President and Chief Executive Officer of Heritage Bankshares and Heritage Bank, Norfolk, Virginia	Director, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	None	Common 100 shares or 0.12% of class	None	None
G. Rouse Ivey Mount Olive, NC US	Self-employed farmer	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Audit Committee Member, Governance Committee Member, Credit Risk Committee Member, Independent Committee Member, Member of several other Committees, Southern Bank and Trust Company	None	Common: 68 shares or .08% of class	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
M. J. McSorley Rocky Mount, NC US	Not Applicable	Vice Chairperson-Board of Directors, Executive Committee Member, Southern BancShares (N.C.), Inc.	Vice Chairman-Board of Directors, Executive Committee Member, Deferred Fee Plan Committee Member, CRA and Compliance Committee Member, Funds Management Committee Member, Loan Review Committee Member, Member of several other Committees, Southern Bank and Trust Company	None	Common: 204 shares or .25% of class Preferred Series B: 6,547 shares or 2.43% of class Preferred Series C: 25 shares or 0.07% of class	None	None
J. Grey Morgan Mount Olive, NC US	Not Applicable	Chairman of the Board, Chief Executive Officer, Executive Committee-Chairperson, Southern BancShares (N.C.) Inc.	Chairman of the Board, Chief Executive Officer, Executive Committee Member-Chair, Credit Risk Committee Member, Deferred Fee Plan Committee-Chairperson, CRA and Compliance Committee Member, Funds Management Committee Member, Loan Review Committee Member, Member of several other Committees, Southern Bank and Trust Company; Director, Vice President, Goshen, Inc. Manager, WOV Properties, LLC; Manager, WOV Properties, LLC; Manager, Ten River Lots, LLC; Manager, Tuscarora Property Holdings, LLC	Director, Vice President Southern Bank Foundation; Owner, Grey Morgan (farming operation)	Common: 3 shares or .00% of class	None	Grey Morgan (farming operation) 100% Owned
John C. Pegram, Jr. Chapel Hill, NC US	Not Applicable	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Credit Risk Committee Member, Deferred Fee Plan Committee Member, Consultant, Southern Bank and Trust Company	None	Common: 10 shares or 0.01% of class	None	None
Thomas R. Sallenger Wilson, NC US	Attorney; general partner, Sallenger & Brown, LLP (law firm)	Director, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, CRA and Compliance Committee Member, Southern Bank and Trust Company	None	Common: 27 shares or 0.03% of class	None	Sallenger & Brown, LLP 60% owned

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Malcolm R. Sullivan, Jr. Goldsboro, NC US	President, PDNC, LLC and affiliate of Cheney Brothers, Inc.; Formerly Chief Executive Officer, Pate Dawson Company (Food Service Distribution)	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Audit Committee Member, Governance Committee Member, Independent Committee Member, Southern Bank and Trust Company	None	Common 1 share or 0.00% of class	None	Pate Dawson Company 44% owned P and S One, LLC 25% owned
Jerry C. Alexander Ahoskie, NC US	Not Applicable	Vice President, Southern BancShares (N.C.), Inc.	Executive Vice President, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Assistant Secretary, Goshen, Inc.	None	None	None	None
Michael T. Bryant Rocky Mount, NC US	Not Applicable	Vice President, Southern BancShares (N.C.), Inc.	Executive Vice President, Regional Executive, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Assistant Secretary, Goshen, Inc.	None	None	None	None
Dan R. Ellis, Jr. Mount Olive, NC US	Not Applicable	Vice President and Corporate Secretary, Southern BancShares (N.C.), Inc.	Executive Vice President, Chief Financial Officer, Corporate Secretary, Treasurer, Member of several Committees, Southern Bank and Trust Company; Treasurer, Assistant Vice- President, Director, Goshen, Inc.; Manager, Tuscarora Property Holdings, LLC	Investment Officer, Southern Bank Foundation	None	None	None
L. Taylor Harrell Suffolk, VA US	Not Applicable	Vice President, Southern BancShares (N.C.), Inc.	Executive Vice President, Regional Executive, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Assistant Secretary, Goshen, Inc.; Manager, WOV Properties, LLC; Manager, Ten River Lots, LLC; Manager, Tuscarora Property Holding, LLC	None	None	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
James R. Hendrix Tyner, NC/US	Not Applicable	10% Principal Shareholder, Southern BancShares (N.C.), Inc.	None	None	Preferred Series C: 6,120 shares or 16.60% of class	None	None
Frank B. Holding Jr. Raleigh, NC US	First Citizens Bancshares, Inc. and First Citizens Bank & Trust Company	10% Principal Shareholder, Southern BancShares (N.C.), Inc.	None	Chairman, CEO, First Citizens Bancshares, Inc. and First Citizens Bank & Trust Company; Director, Mount Olive Pickle Company; Director, Institute For Defense and Business; Director, North Carolina Chamber of Commerce; Director, Vice Chairman, Executive Vice President, Global Transpark Foundation, Inc.; Trustee, Blue Cross and Blue Shield of NC; Trustee, Wake Forest University; Member-Manager, HP Boat LLC; Member-Manager, Down East Holdings, LLC; Vice President, Director, Ella Ann L and Frank B. Holding Foundation; President, Director, First-Citizens Foundation, Inc.; Manager, Executive Officer, Clear Focus Holdings, LLC; Manager, Midlothian Real Estate Holdings, LLC; President and Director, Robert P. Holding Foundation, Inc. Member, North State Preferred Holdings, LLC	Common: 14,831 shares or 18.15% of class	None	HP Boat, LLC 25% owned Down East Holdings, LLC 25% owned