

MAR 30 2017



FRB RICHMOND
Annual Report of Holding Companies—FR Y-6

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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.

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.

F. Alan Smith
Signature of Holding Company Director and Official

Date of Signature

2-28-17

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 3704684
C.I. _____

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

DECEMBER 31, 2016

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 W. 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

Is confidential treatment requested for any portion of this report submission? No 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."

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.

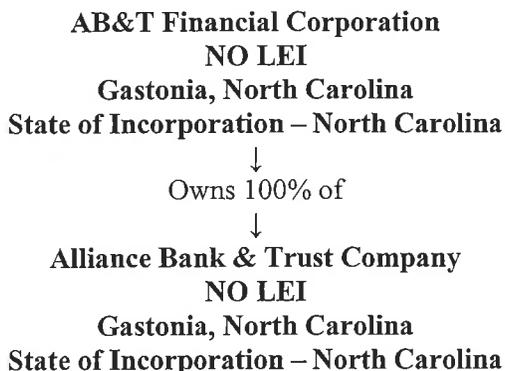
<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State <input type="text"/> Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State <input type="text"/> Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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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, 2016. Reports on Consolidated Financial Statements are included.

ITEM 2a – ORGANIZATIONAL CHART

As of December 31, 2016, 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, 2016					
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, 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	1,664,901 – 5.30% Common Stock	NA	NA	NA
Charles L. Yates Gastonia, NC, USA	USA	1,990,000 – 6.33% 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, 2016							
(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	President – (Alliance Bank & Trust)	President	Acting President (Alliance Bank & Trust)	NA	0%	NA	NA
Don J. Harrison Mt. Pleasant, SC, USA	Director – (Alliance Bank & Trust)	Director	CEO – (Alliance Bank & Trust)	NA	.16%	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
Chuck L. Yates Charlotte, NC, USA	CFO - Smith Enterprises	Director	Director (Alliance Bank & Trust)	NA	6.33%	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 & Associates's percentage of ownership, value and debt. The values are based upon recent appraisals and estimates of current earnings.

Company

Leewood Healthcare Center
7411 Shallowford Rd Land

(Sunland owns 50% of this entity)

(Sunland owns 100% of this entity)

NOTE E - INVESTMENT IN SENIOR HOUSING LIMITED LIABILITY COMPANIES

Company	Ownership
Grace Healthcare of Abingdon	88%
Frederick Villa Nursing & Rehab	2%
Jacaranda Manor	88%
Laawood Healthcare Center	80%
Reintra Manor	88%
Riveridge Manor	88%
Riverview Manor	88%
Soddy Daisy Health Care Center	88%
Royal Palm Healthcare & Rehab	88%
Cordova Property Investment	100%
Grace Healthcare of Douglas	87%
Grace Healthcare of Franklin	87%
Grace Healthcare of Glenwood Springs	87%
Grace Healthcare of Lake Wales	87%
Onelda Nursing Center	82%
Patula Care and Rehab Center	81%
Grace Healthcare of Phoenix	97%
Pioneer Healthcare Center	100%
Grace Healthcare of River Falls	87%
Grace Healthcare of Tucker	81%
Grace Healthcare of Willow Creek	87%
Tri County Healthcare Center	87%
Oak Park Convalescent Center	87%
Rheem Valley Convalescent Center	80%
Manitowoc Nursing & Rehab	80%
Villa Pines Nursing & Rehab	88%
Nazareth Health & Rehab	81%
Braddock Heights Property (Vindobona)	72%
Renaissance Merquis Retirement	88%
Renaissance ALF	80%
Stansardsville Nursing Center	83%
Asheville Property Investment	83%
Durham Property Investment	72%
Winston Salem Property Investment	72%
Benton Property Investment	72%
Maumelle Property Investment	78%
Veldan Community Living Center	78%
Liberty Community Living Center	78%
Abingdon Property Investment	78%

NOTE F - INVESTMENT IN OTHER HEALTHCARE FACILITIES

<u>Company</u>	<u>Ownership</u>
Veranda Property Investment	80%
Baormenjo Investments	100%
Graco 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%
800 River Street	80%
DeFoor Brothers Development	50%
Waterloo Property Investment	80%
Napier Associates, GP	80%
Lifestyle Way Property Investment	80%
The Gold Building	73%
Gunberrel Partners, GP	20%
Chattanooga Hotel Property (Embassy)	80%
PBO Development	60%
Maplehurst Apartments	17%
Promontory Investments	100%
Vero Property Investment	100%
Sunland Aviallon	100%
50+ Racing	100%
Eighth Street Partners	100%
Gillpark Investors	100%
Pioneer Investors	100%

Results: A list of branches for your holding company: AB&T FINANCIAL CORPORATION (3706684) of GASTONIA, 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	FCID 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	