

RECEIVED

FR Y-6  
OMB Number 7100-0297  
Approval expires September 30, 2018  
Page 1 of 2

MAR 28 2017

Board of Governors of the Federal Reserve System



FRB RICHMOND

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.

I, Harry A. Oxner

Name of the Holding Company Director and Official

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:
[X] 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.

3137019

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

HAO Management Company, LLC

Legal Title of Holding Company

PO Box 769

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

Union SC 29379

City State Zip Code

100 E. Main Street, Union, SC 29379

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Harry A. Oxner Director

Name Title

843-527-8020

Area Code / Phone Number / Extension

843-485-4121

Area Code / FAX Number

n/a

E-mail Address

n/a

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
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.

HAO Partners, LLC

Legal Title of Subsidiary Holding Company

PO Box 769

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

Union SC 29379  
City State Zip Code

235 Church Street, Georgetown, SC 29440

Physical Location (if different from mailing address)

HAO Partners II, LLC

Legal Title of Subsidiary Holding Company

PO Box 769

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

Union SC 29379  
City State Zip Code

235 Church Street, Georgetown, SC 29440

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

**HAO Management Co., LLC**  
**Balance Sheet Prev Year Comparison**  
As of December 31, 2016

	<b>Dec 31, 16</b>	<b>Dec 31, 15</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Checking	11.77	11.77
<b>Total Current Assets</b>	11.77	11.77
<b>Investments</b>		
HAO Partners II, LP	33,651.53	33,651.53
HAO Partners, LP	6,945.80	6,945.80
<b>Total Investments</b>	40,597.33	40,597.33
<b>TOTAL ASSETS</b>	<b>40,609.10</b>	<b>40,609.10</b>
<b>MEMBER'S CAPITAL EQUITY</b>		
Total Equity	40,609.10	40,609.10
<b>TOTAL MEMBER'S CAPITAL EQUITY</b>	<b>40,609.10</b>	<b>40,609.10</b>

**Form FR Y-6**  
**HAO Management Company, LLC**  
**HAO Partners, L.P.**  
**HAO Partners, II, L.P.**

**SHAREHOLDERS**

HAO Management Company, LLC Shareholders: As a limited liability company established under Georgia law, HAO Management Company, LLC (“HAOMC”) does not issue shares. Harry Arthur Oxner, Pawleys Island, S.C., holds 100% of the limited liability company interest in HAOMC. Mr. Oxner is a United States citizen. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAOMC.

HAO Partners, L.P.: HAO Partners, L.P. (“HAO I”), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. HAO Descendants’ Trust, a trust established under the law of the State of South Carolina, holds 99.31% of the limited partnership interest in HAO I. Mr. Oxner is the sole trustee of the HAO Descendants’ Trust. The HAO Descendants’ Trust is not a bank holding company because it is exempt from the definition of the term “company” under 12 U.S.C. Section 1841(b) and 12 C.F.R. Section 225.2(d)(3). There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAO I. The Bancshares Companies file separate annual reports on Form FR Y-6.

HAO Partners II, L.P.: HAO Partners II, L.P. (“HAO II”), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. Mr. Oxner, in his individual capacity, holds 99.458% of the limited partnership interest in HAO II. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAO II.

## **DIRECTORS AND OFFICERS**

### **NAMES AND ADDRESS:**

HAOMC Directors and Officers: Harry Arthur Oxner, Pawleys Island, S.C., is the sole officer and director of HAOMC.

HAO I Directors and Officers: HAO I has no directors or officers. Its general manager is HAOMC, Union, S.C.

HAO II Directors and Officers: HAO II has no directors or officers. Its general manager is HAOMC, Union, S.C.

### **PRINCIPAL OCCUPATION:**

HAOMC: Mr. Oxner's principal occupation is partner in the law firm of Oxner & Stacy, Georgetown, S.C.

HAO I and HAO II: Item 4(2) is not applicable to HAOMC, the general manager of HAO I and HAO II.

## **TITLE OR POSITION**

HAOMC: Mr. Oxner is also the sole director and officer of HAOMC. See the information above concerning Mr. Oxner's principal occupation. In addition, he is a director of Arthur Financial Corporation in which he holds 44,784 shares (3.06%) in his Individual Retirement Account. Mr. Oxner is the sole trustee of the HAO Descendants' Trust.

HAO I and HAO II: Item 4(3) is not applicable to HAOMC, the general partner of HAO I and HAO II.

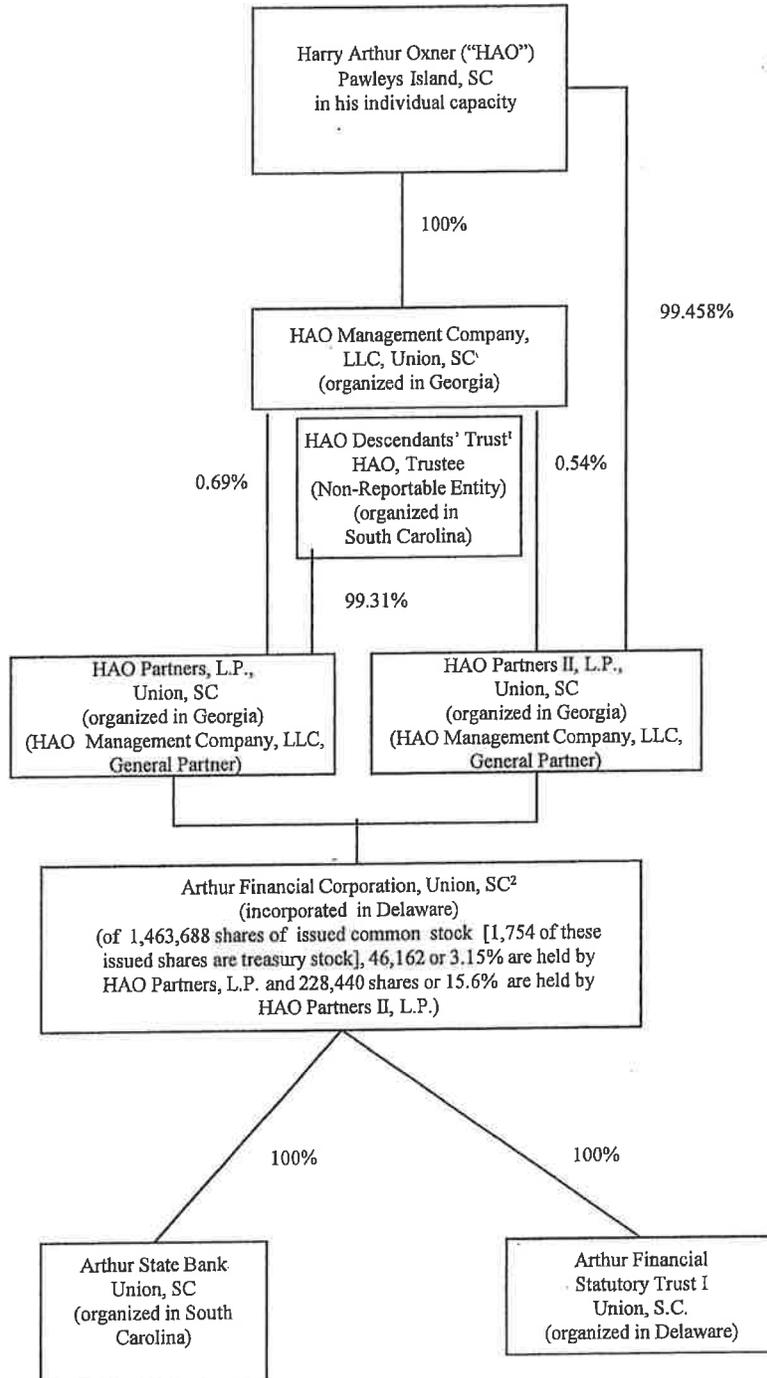
**PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED,  
CONTROLLED OR HELD**

HAOMC: Mr. Oxner owns 100% of the limited liability company interest in HAOMC, and 99.458% of the limited partnership interest in HAO II.

**ORGANIZATION CHART**

See attached

# HAO Management Company, LLC



1/ This trust is not a bank holding company

2/ This company files a separate Form Y-6.

3/ No Entities have an LEI

COPY

Board of Governors of the Federal Reserve System



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.

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I, Daniel O. Cook, Jr.

Name of the Holding Company Director and Official

EVP & CFO, COO

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.

*Daniel O. Cook, Jr.*

Signature of Holding Company Director and Official

03/28/2017

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 \_\_\_\_\_

C.I. \_\_\_\_\_

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

Arthur Financial Corporation

Legal Title of Holding Company

P O Box 769

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

Union SC 29379

City State Zip Code

100 East Main Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Daniel O. Cook, Jr. EVP & CFO, COO

Name Title

864-466-4504

Area Code / Phone Number / Extension

864-466-4557

Area Code / FAX Number

dcook@arthurstatebank.com

E-mail Address

www.arthurstatebank.com

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
- 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**

**ARTHUR FINANCIAL CORPORATION  
UNION, SOUTH CAROLINA**

**YEAR ENDING DECEMBER 31, 2016**

**REPORT ITEM:**

- 1: a. ARTHUR FINANCIAL CORPORATION IS NOT REQUIRED TO PREPARE FORM 10K WITH THE SEC.
- 1: b. ENCLOSED IS A COPY OF THE ANNUAL REPORT PREPARED FOR STOCKHOLDERS.
2. ORGANIZATIONAL CHART

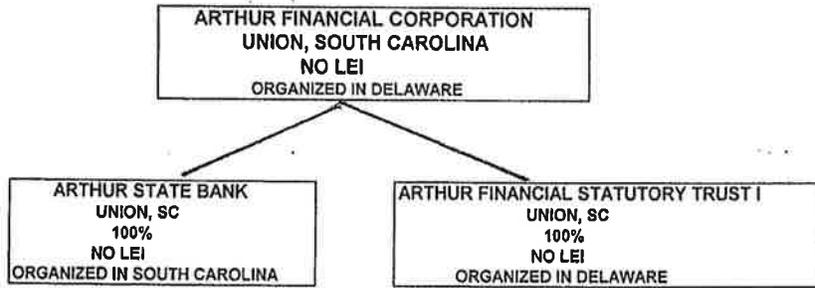
**HOLDING COMPANY: ARTHUR FINANCIAL CORPORATION**

**SUBSIDIARIES OF HOLDING COMPANY:**

**ARTHUR STATE BANK  
ARTHUR FINANCIAL STATUTORY TRUST I**

**ARTHUR FINANCIAL CORPORATION OWNS:**

**100% OF ARTHUR STATE BANK  
100% OF ARTHUR FINANCIAL STATUTORY TRUST I**



2B. SEPARATE BRANCH LISTING ATTACHED

Results: A list of branches for your depository institution: ARTHUR STATE BANK (ID\_RSSD: 591320).  
 This depository institution is held by ARTHUR FINANCIAL CORPORATION (3196584) of UNION, SC.  
 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 PRB 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)	591320	ARTHUR STATE BANK	100 EAST MAIN STREET	UNION	SC	29379	UNION	UNITED STATES	9463	0	ARTHUR STATE BANK	591320	
OK		Full Service	2637464	CLINTON OFFICE	205 JACOB'S HWY	CLINTON	SC	29325	LAURENS	UNITED STATES	221570	9	ARTHUR STATE BANK	591320	
OK		Full Service	3355523	BELTLINE BOULEVARD BRANCH	2140 BELTLINE BOULEVARD	COLUMBIA	SC	29209	RICHLAND	UNITED STATES	443424	18	ARTHUR STATE BANK	591320	
OK		Full Service	3649866	CLEMSON ROAD BRANCH	121 SPARKLEBERRY CROSSING	COLUMBIA	SC	29229	RICHLAND	UNITED STATES	450824	19	ARTHUR STATE BANK	591320	
OK		Full Service	3649875	GERVAIS STREET BRANCH	1700 GERVAIS STREET	COLUMBIA	SC	29201	RICHLAND	UNITED STATES	453122	21	ARTHUR STATE BANK	591320	
OK		Full Service	3178188	GREENVILLE BRANCH	1410 N PLEASANTBURG DR	GREENVILLE	SC	29607	GREENVILLE	UNITED STATES	366339	7	ARTHUR STATE BANK	591320	
OK		Full Service	3220359	GREENVILLE BRANCH AUGUSTA ROAD	1925 AUGUSTA ROAD	GREENVILLE	SC	29605	GREENVILLE	UNITED STATES	423123	14	ARTHUR STATE BANK	591320	
OK		Full Service	3923865	LEXINGTON BRANCH	5051 SUNSET BOULEVARD	LEXINGTON	SC	29072	LEXINGTON	UNITED STATES	471482	24	ARTHUR STATE BANK	591320	
OK		Full Service	3284762	ROCK HILL BRANCH	201 SOUTH HERLONG AVE	ROCK HILL	SC	29732	YORK	UNITED STATES	425799	15	ARTHUR STATE BANK	591320	
OK		Full Service	2638395	ROEBUCK BRANCH	4285 SOUTH CHURCH ST EXTENSION	ROEBUCK	SC	29376	SPARTANBURG	UNITED STATES	230698	13	ARTHUR STATE BANK	591320	
OK		Full Service	2481171	EAST MAIN STREET BRANCH	756 EAST MAIN STREET	SPARTANBURG	SC	29302	SPARTANBURG	UNITED STATES	233180	5	ARTHUR STATE BANK	591320	
OK		Full Service	2824974	GREENVILLE HIGHWAY BRANCH	8770 WARREN H ABERNATHY HWY	SPARTANBURG	SC	29301	SPARTANBURG	UNITED STATES	233181	6	ARTHUR STATE BANK	591320	
OK		Full Service	726421	MONARCH BRANCH	1422 LOCKHART HIGHWAY	UNION	SC	29379	UNION	UNITED STATES	233176	1	ARTHUR STATE BANK	591320	
OK		Full Service	3220368	PLAZA BRANCH	1228 SOUTH DUNCAN BYPASS	UNION	SC	29379	UNION	UNITED STATES	233178	3	ARTHUR STATE BANK	591320	
OK		Full Service	111625	WEST TOWNE PLAZA BRANCH	501 NORTH DUNCAN BYPASS	UNION	SC	29379	UNION	UNITED STATES	233179	4	ARTHUR STATE BANK	591320	
OK		Full Service	730325	LAURENS ROAD BRANCH	731 LAURENS ROAD	WOODRUFF	SC	29388	SPARTANBURG	UNITED STATES	230897	12	ARTHUR STATE BANK	591320	
OK		Full Service	115829	NORTH MAIN STREET BRANCH	595 NORTH MAIN ST	WOODRUFF	SC	29388	SPARTANBURG	UNITED STATES	230896	11	ARTHUR STATE BANK	591320	
OK		Full Service	596026	SOUTH MAIN STREET BRANCH	131 SOUTH MAIN STREET	WOODRUFF	SC	29388	SPARTANBURG	UNITED STATES	18792	10	ARTHUR STATE BANK	591320	

**FORM FR Y- 6**  
**ARTHUR FINANCIAL CORPORATION**  
**FISCAL YEAR ENDING DECEMBER 31, 2016**

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

SECURITIES HOLDERS NOT LISTED IN 3(1)(A) THROUGH 3(1)(C) THAT HAD OWNERSHIP OR HOLDINGS OF 5% OR MORE WITH POWER TO VOTE DURING THE FISCAL YEAR ENDING 12-31-2016

(1)(A) NAME CITY, STATE, COUNTRY	(1)(B) COUNTRY OF CITIZENSHIP	(1)(C) NUMBER & PERCENTAGE OF EACH CLASS OF VOTING	(2)(A) NAME CITY, STATE, COUNTRY	(2)(B) COUNTRY OF CITIZENSHIP	(2)(C) NUMBER & PERCENTAGE OF EACH CLASS OF VOTING
J CARLISLE OXNER, III UNION, SC	USA	41,922 - 2.868% COMMON			
JCO PARTNERS II, LP UNION, SC	USA	242,960 - 16.619% COMMON			
JCO PARTNERS, LP UNION, SC	USA	49,048 - 3.355% COMMON			
HARRY A. OXNER GEORGETOWN, SC	USA	42,637 - 2.916% COMMON			
HAO PARTNERS II, LP GEORGETOWN, SC	USA	228,440 - 15.628% COMMON			
HAO PARTNERS, LP GEORGETOWN, SC	USA	46,162 - 3.158% COMMON			
FOJ PARTNERS II, LP COLUMBIA, SC	USA	196,876 - 13.467% COMMON			
FOJ PARTNERS, LP COLUMBIA, SC	USA	49,108 - 3.359% COMMON			
			NONE		

## FORM FR Y - 6

ARTHUR FINANCIAL CORPORATION  
FISCAL YEAR ENDING DECEMBER 31, 2016REPORT ITEM 4: INSIDERS  
(1) (2) (3)(A,B,C) AND (4) (A,B,C)

(1) NAMES, CITY STATE, COUNTRY	(2) PRINCIPAL OCCUPATION	(3)A TITLE & POSITION WITH BHC	(3)B TITLE & POSITION WITH SUBSIDIARY	(3)C TITLE & POSITION WITH OTHER BUSINESS	(4)A % OF VOTING SHARES -BHC	(4)B % OF VOTING SHARES-SUBSIDIARIES	(4)C OTHER COMPANIES IF 25% OR MORE
J CARLISLE OXNER, JR COLUMBIA, SC USA	ATTORNEY	DIRECTOR AND CHAIRMAN	DIRECTOR & CHAIRMAN	OWNER - OXNER & OXNER LAW FIRM	0.76%	NONE	NONE
J CARLISLE OXNER, III UNION, SC USA	N/A	DIRECTOR AND PRESIDENT & CEO	DIRECTOR AND PRESIDENT & CEO	N/A	2.87%	NONE	NONE
HARRY A OXNER GEORGETOWN, SC USA	ATTORNEY	DIRECTOR AND BOARD SECRETARY	DIRECTOR AND BOARD SECRETARY	PARTNER - OXNER & STACY LAW FIRM	2.92%	NONE	NONE
DANIEL O. COOK, JR. CLINTON, SC USA	N/A	DIRECTOR AND EVP & CFO, COO	DIRECTOR AND EVP & CFO, COO	N/A	0.003%	NONE	NONE
WILLIAM DOGAN WILSON CAMPOBELLO, SC USA	RETIRED - TEXTILES	DIRECTOR	DIRECTOR	N/A	0.004%	NONE	NONE
JUSTIN A CONVERSE SPARTANBURG, SC USA	MINERALS HANDLING COAL BROKERAGE	DIRECTOR	DIRECTOR	OWNER & PRESIDENT CONVERSE & COMPANY, INC	0.13%	NONE	100% CONVERSE & CO
JCO PARTNERS II, LP UNION, SC USA	LIMITED PARTNERSHIP (TO HOLD INDIVIDUAL BANK HOLDING COMPANY STOCK)		STOCKHOLDER	N/A	16.619%	NONE	NONE
HAO PARTNERS II, LP GEORGETOWN, SC USA	LIMITED PARTNERSHIP (TO HOLD INDIVIDUAL BANK HOLDING COMPANY STOCK)		STOCKHOLDER	N/A	15.626%	NONE	NONE
FOJ PARTNERS II, LP COLUMBIA, SC USA	LIMITED PARTNERSHIP (TO HOLD INDIVIDUAL BANK HOLDING COMPANY STOCK)		STOCKHOLDER	N/A	13.467%	NONE	NONE