

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.

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, R.W. DeMaurice III
 Name of the Holding Company Director and Official
Secretary/ Treasurer
 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]
 Signature of Holding Company Director and Official
3-7-2017
 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):
12-31-2016

Month / Day / Year
 No LEI identifier

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

Reporter's Name, Street, and Mailing Address
First Carolina Bancshares Corporation

Legal Title of Holding Company
P.O. Box 1028

(Mailing Address of the Holding Company) Street / P.O. Box
Darlington South Carolina 29540
 City State Zip Code

104 Orange Street, Darlington, South Carolina 29532
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
R.W. DeMaurice III Secretary/Treasurer
 Name Title

843/398/2912
 Area Code / Phone Number / Extension

843/398/8009
 Area Code / FAX Number

bubba@carolinabank.net
 E-mail Address

None
 Address (URL) for the Holding Company's web page

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

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.

None

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) _____

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) _____

Legal Title of Subsidiary Holding Company _____

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City _____ State Zip Code _____

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) _____

Results: A list of branches for your depository institution: CAROLINA BANK & TRUST COMPANY (ID_RSSD: 355120). This depository institution is held by FIRST CAROLINA BANCSHARES CORPORATION (1076525) of DARLINGTON, 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 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*
ok		Full Service (Head Office)	355120	CAROLINA BANK & TRUST COMPANY	112 MAIN STREET	LAMAR	SC	29069	DARLINGTON	UNITED STATES	10845
ok		Full Service	1014228	MAIN STREET BRANCH	300 EAST MAIN ST	BENNETTSVILLE	SC	29512	MARLBORO	UNITED STATES	191024
ok		Full Service	1934214	CHERAW BRANCH	320 CHESTERFIELD ROAD	CHERAW	SC	29520	CHESTERFIELD	UNITED STATES	238661
ok		Full Service	463025	CHESTERFIELD BRANCH	166 OLDE TOWNE CENTER	CHESTERFIELD	SC	29709	CHESTERFIELD	UNITED STATES	219261
ok		Full Service	3540972	101 EXPRESS LANE BRANCH	101 EXPRESS LANE	DARLINGTON	SC	29532	DARLINGTON	UNITED STATES	334352
ok		Full Service	476922	DARLINGTON MAIN BRANCH	104 ORANGE ST	DARLINGTON	SC	29532	DARLINGTON	UNITED STATES	238655
ok		Full Service	3286766	FLORENCE BRANCH	3037 W PALMETTO ST	FLORENCE	SC	29501	FLORENCE	UNITED STATES	361135
ok		Full Service	3828782	IRBY STREET BRANCH	1538 SOUTH IRBY STREET	FLORENCE	SC	29505	FLORENCE	UNITED STATES	482930
ok		Full Service	967327	QUINBY BRANCH	607 EAST ASHBY RD	FLORENCE	SC	29506	FLORENCE	UNITED STATES	238658
ok		Full Service	539621	HARTSVILLE BRANCH	1042 NORTH FIFTH ST	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	238662
ok		Full Service	2124656	SOUTH HARTSVILLE BRANCH	525 SOUTH FIFTH STREET	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	238659
ok		Full Service	329121	MULLINS MAIN BRANCH	114 WEST MCINTYRE ST	MULLINS	SC	29574	MARION	UNITED STATES	224897
ok		Full Service	3121586	SEA MOUNTAIN HIGHWAY BRANCH	1041 SEA MOUNTAIN HIGHWAY	NORTH MYRTLE BEACH	SC	29582	HORRY	UNITED STATES	361137
ok		Full Service	417327	SOCIETY HILL BRANCH	121 SOUTH MAIN ST	SOCIETY HILL	SC	29593	DARLINGTON	UNITED STATES	238656

Report Item 1: Will be forwarded as soon as received.

Report Item 2a: 1. First Carolina Bancshares Corporation-incorporated in South Carolina
Orange Street, Darlington, SC 29532

100%

Carolina Bank & Trust Company-incorporated in South Carolina
Main Street, Lamar, SC 29069

ALL ENTITIES DO NOT HAVE A LEI IDENTIFIER

2. None

Report item 2b: Submitted electronically on March 7, 2017

Report Item 3: 1. a. David Muldrow Beasley
Society Hill, SC USA
b. USA
c. 18.9 % 26033 shares

a. Richard Lewis Beasley
Florence, SC USA
b. USA
c. 17.4 % 23923 shares

a. Henry Wesley Beasley
Florence, SC USA
b. USA
c. 14.3 % 19704 shares

a. R.W. DeMaurice III
Darlington, SC USA
b. USA
c. 5.4 % 7452 shares

2. None

Report Item 4:

1. Richard Lewis Beasley
Florence, SC USA
2. President – Carolina Bank and Trust Company
3. a. Vice President/Director/ Chairman
First Carolina Bancshares Corp.
b. President/Director/ Chairman
Carolina Bank and Trust Company
c. Darlington Properties, LTD – partner
500 Carolinians – President

- 4. a. 17.4 %
- b. none
- c. 30 % Darlington Properties, LTD
300 Shares 30% 500 Carolinians

- 1. R. W. DeMaurice, III
Darlington, SC USA
- 2. Executive Vice President/Director
Carolina Bank and Trust Company
- 3. a. Secretary/Treasurer
First Carolina Bancshares Corp.
- b. Secretary – Board of Directors
Executive Vice President
Carolina Bank and Trust Company
- c. Darlington Properties, LTD-Partner
500 Carolinians- Secretary

- 4. a. 5.4 %
- b. None
- c. None

- 1. David Muldrow Beasley
Society Hill, S.C.
- 2. Past Governor of SC
Investor
- 3. a. None
- b. member of Carolina Bank & Trust Company board of directors
- c. Darlington Properties, LTD-Partner
500 Carolinians- Partner
Public Square Strategies, Inc.- owner
Swamp Fox Properties, LLC- Partner

- 4. a. 18.9 %
- b. None
- c. 30 % Darlington Properties, LTD
300 Shares 30% 500 Carolinians
100% Public Square Strategies, Inc.
25% Swamp Fox Properties, LLC

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1. Henry Wesley Beasley
Florence, S.C.
 2. Vice President Carolina Bank & Trust Company
 3. a. None

b. Vice President Carolina Bank & Trust Company
Member of Carolina Bank & Trust Company board of directors

c. Darlington Properties, LTD-Partner
500 Carolinians- Partner
 4. a. 14.3 %

b. None

c. 30 % Darlington Properties, LTD
300 Shares 30% 500 Carolinians