

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.

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, Mary W. Willis

Name of the Holding Company Director and Official

President

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.

Mary W. Willis

Signature of Holding Company Director and Official

03/13/2017

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. _____

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

No LEI

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

Reporter's Name, Street, and Mailing Address

Fidelity BancShares (N.C.), Inc

Legal Title of Holding Company

100 South Main Street/P.O. Box 8

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

Fuquay Varina

NC

27526

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jennifer Shaw

Banking Officer

Name

Title

919/557/4576/4268

Area Code / Phone Number / Extension

919/557/4553

Area Code / FAX Number

jennifer.shaw@fidelitybanknc.com

E-mail Address

www.fidelitybancshares.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."

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.

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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Physical Location (if different from mailing address)

Fidelity BancShares (N.C.), Inc.
Fuquay-Varina, North Carolina
Fiscal Year Ending December 31, 2016

Item 1: The BHC is not registered with the Securities and Exchange Commission

The BHC does not prepare an annual report for it's shareholders.

Annual shareholders stuffer is included (two copies are enclosed).



FOURTH QUARTER REPORT

December 31, 2016

General Officers of Fidelity Bank:

Mary W. Willis

*Chairman of the Board
President & CEO*

David E. Royal

*Vice Chairman of the Board
Executive Vice President*

Phillip H. Woodard

Executive Vice President

Matthew T. King

*Executive Vice President
Chief Credit Officer*

Lisa F. Campbell

*Senior Vice President
Chief Financial Officer*

Leigh M. Frazier

*Senior Vice President
Chief Operating Officer*

Kay H. Smith

*Senior Vice President
Chief Risk Officer*

Laurel L. Labonte

*Senior Vice President
Director of Human Resources*

Betty K. Hedgepath

Corporate Secretary

Directors:

F. Ray Allen
John. W. Byrne
Hope H. Bryant
Haywood A. Lane, Jr.
D. Gary McRae
David E. Royal
Paul H. Stock
Ernest W. Whitley, Jr.
Mary W. Willis

Branch Locations:

- Aberdeen
- Apex
- Biscoe
- Burlington
- Candor
- Carthage
- Cary (3)
- Chapel Hill LPO
- Clemmons
- Collinsville, Virginia
- Creedmoor
- Dunn
- Durham
- Fayetteville
- Fuquay-Varina (3)
- Garner
- Gastonia (2)
- Gibsonville
- Greensboro
- Henderson
- Holly Springs
- Kernersville
- Kings Mountain
- Lexington
- Liberty
- Lillington
- Martinsville, Virginia
- Mebane
- Mooresville
- Morrisville
- Mount Gilead
- Oxford
- Raeford
- Raleigh (4)
- Ramseur
- Robbins
- Rockingham
- Rocky Mount, Virginia
- Roxboro
- Salisbury
- Sanford
- Shelby
- Siler City
- Stokesdale
- Stoneville
- Thomasville
- Troy
- Wake Forest (2)
- Winston-Salem
- Yanceyville

General Counsel:

David L. Ward, Jr.
Ward and Smith, P.A.



FOURTH QUARTER REPORT

Statement of Condition as of December 31, 2016

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
ASSETS		
Cash and due from banks	\$ 20,732,370	\$ 36,961,353
Overnight investments	265,786,104	388,504,205
Total cash and cash equivalents	<u>286,518,474</u>	<u>425,465,558</u>
Investment securities:		
Held to maturity (estimated fair value of \$356,602,262 and \$333,832,811 respectively)	360,607,501	335,931,674
Available for sale (cost of \$131,957,354 and \$5,192,357 respectively)	163,369,302	29,484,701
Total investment securities	<u>523,976,803</u>	<u>365,416,375</u>
Loans	987,537,927	899,077,391
Allowance for loan losses	(15,940,046)	(14,869,185)
Loans, net	<u>971,597,881</u>	<u>884,208,206</u>
Federal Home Loan Bank of Atlanta stock, at cost	1,560,700	1,473,400
Premises and equipment, net	52,712,772	54,586,849
Accrued interest receivable	3,873,337	3,257,135
Intangible assets	19,897,236	19,792,386
Other assets	4,877,442	5,164,574
Total assets	<u>\$ 1,865,014,645</u>	<u>\$ 1,759,364,483</u>
LIABILITIES & SHAREHOLDERS' EQUITY		
Deposits		
Noninterest-bearing demand deposits	\$ 571,458,089	\$ 502,353,804
Savings and interest-bearing deposits	809,009,804	748,534,963
Time deposits	236,468,285	273,755,816
Total deposits	<u>1,616,936,178</u>	<u>1,524,644,583</u>
Short-term borrowings	-	-
Long-term borrowings	27,836,000	27,836,000
Accrued interest payable	142,579	288,143
Other liabilities	20,703,878	19,076,282
Total liabilities	<u>1,665,618,635</u>	<u>1,571,845,008</u>
Shareholders' Equity:		
Common stock (\$25 par value; 29,200 shares authorized; 27,346 and 27,352 shares issued and outstanding in 2016 and 2015, respectively)	683,650	683,800
Surplus	6,017,058	6,018,378
Accumulated other comprehensive income	14,591,911	10,529,721
Retained earnings	178,103,391	170,287,576
Total shareholders' equity	<u>199,396,010</u>	<u>187,519,475</u>
Total liabilities and shareholders' equity	<u>\$ 1,865,014,645</u>	<u>\$ 1,759,364,483</u>



FOURTH QUARTER REPORT

Statement of Income Year-to-date

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Interest income:		
Interest and fees on loans	\$ 44,078,767	\$ 42,793,802
Interest and dividends on investment securities:		
Taxable interest income	5,585,409	3,565,310
Tax-exempt interest income	4,408	-
Dividend income	293,843	274,306
Interest on overnight investments	1,756,389	985,387
Total interest income	<u>51,718,816</u>	<u>47,618,805</u>
Interest expense:		
Deposits	1,400,106	1,730,737
Short-term borrowings	5	4
Long-term borrowings	2,058,750	2,053,125
Total interest expense	<u>3,458,861</u>	<u>3,783,866</u>
Net interest income	48,259,956	43,834,939
Provision for loan losses	(1,760,013)	448,024
Net interest income after provision for loan losses	<u>46,499,943</u>	<u>44,282,963</u>
Noninterest income:		
Service charges on deposit accounts	5,323,193	5,411,420
Other service charges and fees	10,643,976	9,516,930
Other income	354,417	998,405
Gain (Loss) on marketable equity securities	92,416	288,047
Total noninterest income	<u>16,414,002</u>	<u>16,214,802</u>
Noninterest expense:		
Salaries and employee benefits	29,573,808	28,551,004
Occupancy and equipment	6,696,087	7,045,153
Data processing	3,065,800	2,989,915
Amortization of intangibles	75,038	-
Other expense	9,378,433	9,822,444
Total noninterest expense	<u>48,789,166</u>	<u>48,408,516</u>
Net income before income taxes	14,124,779	12,089,247
Income tax expense	4,972,026	4,375,672
Net income	\$ <u>9,152,753</u>	\$ <u>7,713,575</u>

This statement has not been reviewed or confirmed for accuracy
or relevance by the Federal Deposit Insurance Corporation



FOURTH QUARTER REPORT

December 31, 2016

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- Lexington
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- Lillington
- Martinsville, Virginia
- Mebane
- Mooresville
- Morrisville
- Mount Gilead
- Oxford
- Raeford
- Raleigh (4)
- Ramseur
- Robbins
- Rockingham
- Rocky Mount, Virginia
- Roxboro
- Salisbury
- Sanford
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FOURTH QUARTER REPORT

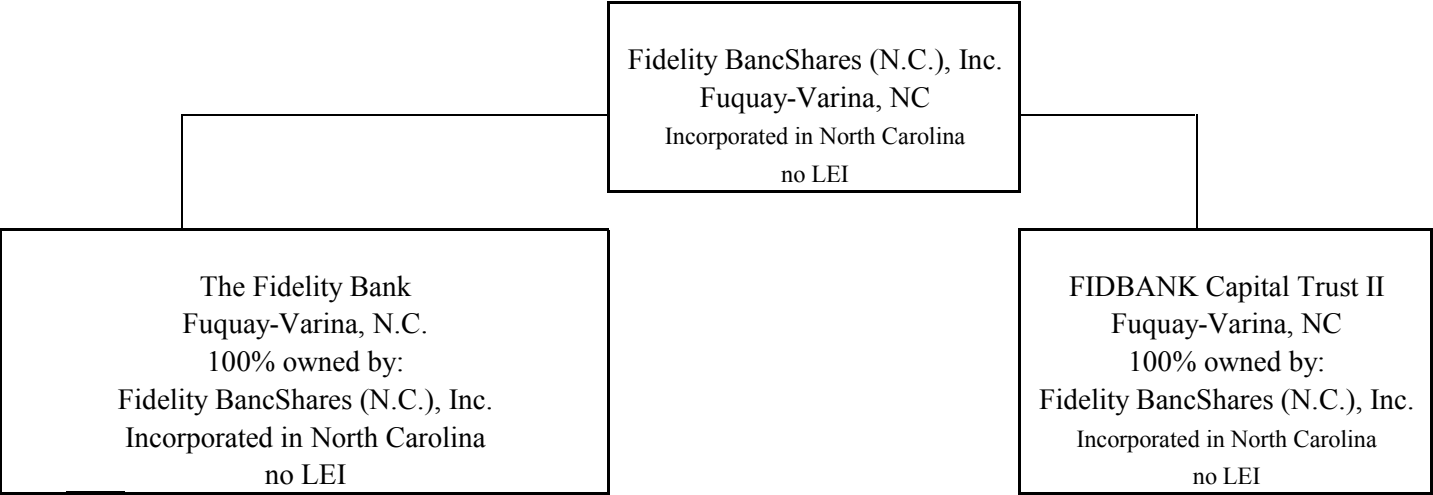
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Fidelity BancShares (N.C.), Inc.
Fuquay-Varina, North Carolina
Fiscal Year Ending December 31, 2016

ITEM 2: Organizational Chart
(1)(2)(a)



Fidelity BancShares (N.C.), Inc.
Fuquay-Varina, North Carolina
Fiscal Year Ending December 31, 2016

ITEM 2b: Domestic Branch Listing

Domestic Branch listing submitted through email to FRSecure Message Center January 13, 2017.

Copy also attached.

Results: A list of branches for your depository institution:**FIDELITY BANK, THE (ID_RSSD: 584920).**
This depository institution is held by**FIDELITY BANCSHARES (N.C.), INC. (1249002)** of **FUQUAY VARINA, 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	FCIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	584920	FIDELITY BANK, THE	100 SOUTH MAIN STREET	FUQUAY VARINA	NC	27526	WAKE	UNITED STATES	7353	0	FIDELITY BANK, THE	584920	
ok		Full Service	3676406	ABERDEEN BRANCH	11175 US HIGHWAY 15 501	ABERDEEN	NC	28315	MOORE	UNITED STATES	224745	46	FIDELITY BANK, THE	584920	
ok		Full Service	3676433	APEX BRANCH	804 E WILLIAMS STREET	APEX	NC	27502	WAKE	UNITED STATES	358900	70	FIDELITY BANK, THE	584920	
ok		Full Service	463128	BISCOE BRANCH	520 NORTH MAIN ST	BISCOE	NC	27209	MONTGOMERY	UNITED STATES	1354	4	FIDELITY BANK, THE	584920	
ok		Full Service	3630202	BURLINGTON BRANCH	2517 SOUTH CHURCH STREET	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	450833	84	FIDELITY BANK, THE	584920	
ok		Full Service	464723	CANDOR BRANCH	225 NORTH MAIN ST	CANDOR	NC	27229	MONTGOMERY	UNITED STATES	224729	16	FIDELITY BANK, THE	584920	
ok		Full Service	296728	CARTHAGE BRANCH	201 MONROE ST	CARTHAGE	NC	28327	MOORE	UNITED STATES	224724	11	FIDELITY BANK, THE	584920	
ok		Full Service	180425	CARY BRANCH	100 WEST CHATHAM ST	CARY	NC	27511	WAKE	UNITED STATES	224718	1	FIDELITY BANK, THE	584920	
ok		Full Service	524823	MAYFAIR PLAZA BRANCH	100 SW MAYNARD RD	CARY	NC	27511	WAKE	UNITED STATES	224720	3	FIDELITY BANK, THE	584920	
ok		Full Service	1913004	PARKWAY POINTE BRANCH	2416 SOUTHWEST CARY PARKWAY	CARY	NC	27513	WAKE	UNITED STATES	224734	22	FIDELITY BANK, THE	584920	
ok		Full Service	3291322	CLEMMONS BRANCH	2561 LEWISVILLE-CLEMMONS RD	CLEMMONS	NC	27012	FORSYTH	UNITED STATES	224753	66	FIDELITY BANK, THE	584920	
ok		Full Service	1901412	CREEDMOOR BRANCH	2538 EAST LYON STATION ROAD	CREEDMOOR	NC	27522	GRANVILLE	UNITED STATES	224733	21	FIDELITY BANK, THE	584920	
ok		Full Service	3291340	DUNN BRANCH	1000 E CUMBERLAND ST	DUNN	NC	28334	HARNETT	UNITED STATES	357083	69	FIDELITY BANK, THE	584920	
ok		Full Service	3630211	DURHAM BRANCH	3016 SHANNON ROAD	DURHAM	NC	27707	DURHAM	UNITED STATES	464992	88	FIDELITY BANK, THE	584920	
ok		Full Service	3825316	FAYETTEVILLE BRANCH	2911 VILLAGE DRIVE	FAYETTEVILLE	NC	28304	CUMBERLAND	UNITED STATES	492784	91	FIDELITY BANK, THE	584920	
ok		Full Service	294621	SUNSET PLAZA BRANCH	1304 NORTH MAIN STREET	FUQUAY VARINA	NC	27526	WAKE	UNITED STATES	224719	2	FIDELITY BANK, THE	584920	
ok		Full Service	3676545	WINDSOR POINT BRANCH	1221 BROAD STREET	FUQUAY VARINA	NC	27526	WAKE	UNITED STATES	224741	42	FIDELITY BANK, THE	584920	
ok		Full Service	3630976	GARNER BRANCH	919 US HIGHWAY 70 WEST	GARNER	NC	27529	WAKE	UNITED STATES	454258	85	FIDELITY BANK, THE	584920	
ok		Full Service	2656504	GASTONIA COX ROAD OFFICE	610 COX RD	GASTONIA	NC	28054	GASTON	UNITED STATES	223888	53	FIDELITY BANK, THE	584920	
ok		Full Service	3606645	GASTONIA UNION ROAD BRANCH	2933 UNION ROAD	GASTONIA	NC	28054	GASTON	UNITED STATES	223633	50	FIDELITY BANK, THE	584920	
ok		Full Service	569927	GIBSONVILLE BRANCH	237 EAST MAIN ST	GIBSONVILLE	NC	27249	GUILFORD	UNITED STATES	223713	60	FIDELITY BANK, THE	584920	
ok		Full Service	3291537	BATTLEGROUND BRANCH	2501 BATTLEGROUND AVENUE	GREENSBORO	NC	27408	GUILFORD	UNITED STATES	224744	45	FIDELITY BANK, THE	584920	
ok		Full Service	2639347	HENDERSON BRANCH	1537 DABNEY DR	HENDERSON	NC	27536	VANCE	UNITED STATES	224736	28	FIDELITY BANK, THE	584920	
ok		Full Service	587529	HOLLY SPRINGS BRANCH	7000 GB ALFORD HIGHWAY	HOLLY SPRINGS	NC	27540	WAKE	UNITED STATES	224728	15	FIDELITY BANK, THE	584920	
ok		Full Service	3604490	KERNERSVILLE BRANCH	163 SOUTH MAIN STREET	KERNERSVILLE	NC	27284	FORSYTH	UNITED STATES	441854	83	FIDELITY BANK, THE	584920	
ok		Full Service	561529	KINGS MOUNTAIN BRANCH	403 SOUTH BATTLEGROUND AVE	KINGS MOUNTAIN	NC	28086	CLEVELAND	UNITED STATES	223649	58	FIDELITY BANK, THE	584920	
ok		Full Service	683270	LEXINGTON BRANCH	114 WEST SECOND AVENUE	LEXINGTON	NC	27292-3004	DAVIDSON	UNITED STATES	41023	40	FIDELITY BANK, THE	584920	
ok		Full Service	4469986	LIBERTY BRANCH	258 WEST SWANNANOA AVENUE	LIBERTY	NC	27298	RANDOLPH	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		Full Service	3072428	LILLINGTON BRANCH	20 PINE STATE STREET	LILLINGTON	NC	27546	HARNETT	UNITED STATES	363605	77	FIDELITY BANK, THE	584920	
ok		Full Service	3291528	MEBANE BRANCH	1296 S FIFTH ST	MEBANE	NC	27302	ALAMANCE	UNITED STATES	334366	68	FIDELITY BANK, THE	584920	
ok		Full Service	3676367	MOORESVILLE BRANCH	186 WILLIAMSON ROAD	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	432807	82	FIDELITY BANK, THE	584920	

ok		Full Service	298825	MORRISVILLE BRANCH	10217 CHAPEL HILL RD	MORRISVILLE	NC	27560	WAKE	UNITED STATES	224731	18	FIDELITY BANK, THE	584920	
ok		Full Service	525325	MOUNT GILEAD BRANCH	207 NORTH MAIN ST	MOUNT GILEAD	NC	27306	MONTGOMERY	UNITED STATES	224725	12	FIDELITY BANK, THE	584920	
ok		Full Service	662079	OXFORD BRANCH	712 MARTIN LUTHER KING JR AVENUE	OXFORD	NC	27565	GRANVILLE	UNITED STATES	40624	23	FIDELITY BANK, THE	584920	
ok		Full Service	2439800	RAEFORD BRANCH	112 SOUTH 401 BY-PASS	RAEFORD	NC	28376	HOKE	UNITED STATES	40865	25	FIDELITY BANK, THE	584920	
ok		Full Service	3291386	CAMERON VILLAGE BRANCH	600 OBERLIN RD	RALEIGH	NC	27605	WAKE	UNITED STATES	224754	67	FIDELITY BANK, THE	584920	
ok		Full Service	2639310	FALLS OF THE NEUSE BRANCH	5220 FALLS OF NEUSE ROAD	RALEIGH	NC	27609	WAKE	UNITED STATES	224740	41	FIDELITY BANK, THE	584920	
ok		Full Service	2639338	NORTH RALEIGH BRANCH	5712 CREEDMOOR RD	RALEIGH	NC	27612	WAKE	UNITED STATES	224737	37	FIDELITY BANK, THE	584920	
ok		Full Service	1901391	SWIFT CREEK BRANCH	2819 JONES FRANKLIN RD	RALEIGH	NC	27606	WAKE	UNITED STATES	224732	20	FIDELITY BANK, THE	584920	
ok		Full Service	1170030	RAMSEUR BRANCH	6856 JORDAN RD	RAMSEUR	NC	27316	RANDOLPH	UNITED STATES	223861	79	FIDELITY BANK, THE	584920	
ok		Full Service	340322	ROBBINS BRANCH	130 EAST SALISBURY ST	ROBBINS	NC	27325	MOORE	UNITED STATES	190806	5	FIDELITY BANK, THE	584920	
ok		Full Service	649726	ROCKINGHAM BRANCH	532 EAST BROAD AVENUE	ROCKINGHAM	NC	28379	RICHMOND	UNITED STATES	204925	72	FIDELITY BANK, THE	584920	
ok		Full Service	402127	ROXBORO BRANCH	105 WEST GORDON STREET	ROXBORO	NC	27573	PERSON	UNITED STATES	208482	29	FIDELITY BANK, THE	584920	
ok		Full Service	1516759	SALISBURY BRANCH	2085 STATESVILLE BLVD	SALISBURY	NC	28147	ROWAN	UNITED STATES	285806	52	FIDELITY BANK, THE	584920	
ok		Full Service	3760471	SANFORD BRANCH	1002 SOUTH HORNER BOULEVARD	SANFORD	NC	27330	LEE	UNITED STATES	475441	90	FIDELITY BANK, THE	584920	
ok		Full Service	18322	SHELBY BRANCH	331 SOUTH LAFAYETTE ST	SHELBY	NC	28150	CLEVELAND	UNITED STATES	223708	59	FIDELITY BANK, THE	584920	
ok		Full Service	3291313	SILER CITY BRANCH	1426 EAST 11TH STREET	SILER CITY	NC	27344	CHATHAM	UNITED STATES	287844	54	FIDELITY BANK, THE	584920	
ok		Full Service	886428	STOKESDALE BRANCH	8110 US HIGHWAY 158	STOKESDALE	NC	27357	GUILFORD	UNITED STATES	249481	62	FIDELITY BANK, THE	584920	
ok		Full Service	3291546	STONEVILLE BRANCH	103 SOUTH HENRY STREET	STONEVILLE	NC	27048	ROCKINGHAM	UNITED STATES	5700	64	FIDELITY BANK, THE	584920	
ok		Full Service	110824	THOMASVILLE BRANCH	1035 RANDOLPH ST	THOMASVILLE	NC	27360	DAVIDSON	UNITED STATES	223846	78	FIDELITY BANK, THE	584920	
ok		Full Service	182522	TROY BRANCH	315 ALBEMARLE RD	TROY	NC	27371	MONTGOMERY	UNITED STATES	224726	13	FIDELITY BANK, THE	584920	
ok		Full Service	2439819	MARKET OF WAKE FOREST BRANCH	12201 CAPITAL BOULEVARD	WAKE FOREST	NC	27587	WAKE	UNITED STATES	224735	26	FIDELITY BANK, THE	584920	
ok		Full Service	295123	WAKE FOREST BRANCH	231 SOUTH WHITE ST	WAKE FOREST	NC	27587	WAKE	UNITED STATES	224721	8	FIDELITY BANK, THE	584920	
ok		Full Service	3630985	WINSTON SALEM BRANCH	3306 HEALEY DRIVE	WINSTON SALEM	NC	27103	FORSYTH	UNITED STATES	455781	86	FIDELITY BANK, THE	584920	
ok		Full Service	2998259	YANCEYVILLE BRANCH	202 COURT SQUARE	YANCEYVILLE	NC	27379	CASWELL	UNITED STATES	234306	73	FIDELITY BANK, THE	584920	
ok		Full Service	3205673	COLLINSVILLE BRANCH	3300 VIRGINIA AVE	COLLINSVILLE	VA	24078	HENRY	UNITED STATES	212262	80	FIDELITY BANK, THE	584920	
ok		Full Service	3205682	MARTINSVILLE BRANCH	231 E CHURCH ST	MARTINSVILLE	VA	24112	MARTINSVILLE CITY	UNITED STATES	212924	81	FIDELITY BANK, THE	584920	
ok		Full Service	3550243	ROCKY MOUNT BRANCH	77 POWDER CREEK LANE	ROCKY MOUNT	VA	24151	FRANKLIN	UNITED STATES	457589	87	FIDELITY BANK, THE	584920	

Fidelity BancShares (N.C.), Inc.
Fuquay-Varina, North Carolina
Fiscal Year Ending December 31, 2016

ITEM 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016				Shareholders 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 ending 12/31/2016		
(1a) <u>Name and Address</u>	(1b) <u>Country of Citizenship or Incorporation</u>	(1c) <u>Shares</u>	¹ <u>Percent</u>	(2a) <u>Name and Address</u>	(2b) <u>Country of Citizenship or Incorporation</u>	(2c) <u>Shares Percent</u>
Frank B. Holding Revocable Trust Smithfield, NC	(USA)	4,167	³ 15.24%	n/a	n/a	n/a
Carmen Holding Ames Raleigh, NC	(USA)	11,200	² 40.96%			
The Fidelity Bank as Trustee Fuquay-Varina, NC	(USA)	10,929	⁷ 39.97%			
E & F Properties, Inc. Smithfield, NC	(USA)	3,052	⁸ 11.16%			
Hope H Bryant Raleigh NC	(USA)	3,944	⁴ 14.42%			
Frank B. Holding, Jr. Raleigh, NC	(USA)	5,167	⁵ 18.89%			
Olivia B. Holding Raleigh, NC	(USA)	7,913	⁶ 28.94%			

¹ Except as otherwise noted, to the best of our knowledge each named beneficial owner exercises sole voting and investment power with respect to all shares.

² Includes an aggregate of 10,929 shares held in trust for Carmen H. Ames which are also shown as beneficially owned by The Fidelity Bank as Trustee. Includes 220 shares of stock managed by Wells Fargo Bank, N.A. as investment agent for Carmen H. Ames for Carmen H. Ames Agency. Ms. Ames exercises sole voting and investment power with respect to those shares.

³ Frank B. Holding, Jr. and Olivia B. Holding serve as Co-Trustees of the trust and have shared voting and investment power with respect to all listed shares. The listed shares also are shown as beneficially owned by each of them in the table.

⁴ Includes 3,052 shares also shown as beneficially owned by each of Olivia B. Holding and E&F Properties, Inc. as to which shares Mrs. Bryant has shared voting and investment power.

⁵ Mr. Holding may be considered to exercise shared voting and investment power with respect to 934 of the listed shares held by family members and 4,167 of the listed shares also shown as beneficially owned by each of Olivia B. Holding and the Frank B. Holding Revocable Trust.

⁶ Includes 4,167 shares also shown as beneficially owned by each of Frank B. Holding, Jr. and the Frank B. Holding Revocable Trust, and 3,052 shares also shown as beneficially owned by each of Hope H. Bryant and E & F Properties, Inc. Ms. Holding has shared voting and investment power with respect to those shares

⁷ Consists of shares held by five irrevocable grantor trusts with respect to which Carmen H. Ames currently is an income beneficiary. The trust agreement pertaining to each trust requires that the trustee vote the shares as directed by Ms. Ames during her lifetime. The trustee has dispositive power with respect to assets of each trust, but during her lifetime, Ms. Ames may elect to direct investments of trust assets. All of the listed shares are also shown as beneficially owned by Ms. Ames.

⁸ All listed shares also are shown as beneficially owned by each of Hope H. Bryant and Olivia B. Holding who have shared voting and investment power with respect to the shares

Fidelity BancShares (N.C.), Inc.
Fuquay-Varina, North Carolina
Fiscal Year Ending December 31, 2016

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

(1) Names & Address (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 ther 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 names of other companies (Includes Partnerships) If 25% or more of voting securites are held (List names of companies and percentages of voting securities held)
F. Ray Allen Biscoe, NC (USA)	President, Uwharrie Lumber Co., Troy, NC (hardwood lumber manufacturer)	Director	Director (The Fidelity Bank)	President, Uwharrie Lumber Co., Troy, NC (hardwood lumber manufacturer)	0.46% 127	n/a	(Triple A Enterprises) 33.00% (Uwharrie Lumber Co.) 52.00%
John W. Byrne Fuquay-Varina, NC (USA)	Owner, Fuquay Mineral Spring Inn & Garden, Fuquay-Varina NC (bed and breakfast); owner Byrne Properties, Fuquay-Varina, NC (rental real estate); Mayor, Town of Fuquay-Varina	Director	Director (The Fidelity Bank)	Owner, Fuquay Mineral Spring Inn & Garden, Fuquay-Varina NC (bed and breakfast); owner Byrne Properties, Fuquay-Varina, NC (rental real estate); Mayor, Town of Fuquay-Varina. Tommy Byrne Trust	0.20% 55	n/a	Tommy Byrne, Trust (50%)
E & F Properties, Inc Smithfield, NC (USA)	n/a	Principal Shareholder	n/a	n/a	11.16% 3052	n/a	n/a
Haywood A. Lane, Jr. Cary, NC (USA)	n/a	Director	Director (The Fidelity Bank)	n/a	0.64% (175)	n/a	n/a
The Fidelity Bank Trustee UAD 1/17/11 Irrevocable Trust 1976, 1979, 1990 Fuquay-Varina, NC (USA)	n/a	Principal Shareholder	n/a	n/a	39.97% 10929	n/a	n/a
D. Gary McRae Mt. Gilead, NC (USA)	President and Chief Executive Officer (McRae Industries, Inc. - manufacturer of bar code reading and related printing devices; manufacturer of military, western, and work boots)	Director	Director (The Fidelity Bank)	President and Chief Executive Officer (McRae Industries, Inc. - manufacturer of bar code reading and related printing devices; manufacturer of military, western, and work boots)	0.04% 10	n/a	McRae Industries Class A: 36.3% Class B: 79.9% New South Realty 50.00%
David E. Royal Holly Springs, NC (USA)	Executive Vice President (The Fidelity Bank)	Vice Chairman and Executive Vice President Director	Vice Chairman and Executive Vice President Director (The Fideltiy Bank)	n/a	0.27% 73	n/a	n/a
Ernest W. Whitley, Jr. Apex, NC (USA)	Retired	Director	Director (The Fidelity Bank)	n/a	0.44% 120	n/a	n/a

(1) Names & Address (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 ther 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 names of other companies (Includes Partnerships) If 25% or more of voting securites are held (List names of companies and percentages of voting securities held)
Mary W. Willis Fuquay Varina, NC (USA)	Chairman, President and CEO (The Fidelity Bank)	Chairman, President and CEO Director	Chairman, President and CEO Director (The Fidelity Bank)	n/a	0.92% 252	n/a	n/a
Frank B. Holding Revocable Trust Smithfield, NC (USA)	n/a	Principal Shareholder	n/a	n/a	15.24% 4167	n/a	ECHB LLC: 47.07%
Carmen Holding Ames Raleigh, NC (USA)	Private Investor	Principal Shareholder	n/a	n/a	40.96% 11,200	n/a	Yadkin Valley company 1033 shares of common 34.40% of class
Hope H Bryant Raleigh, NC (USA)	Vice Chairmen, Corporate Sales Executive and Director: First Citizens Bank & Trust Company First Citizens BancShare, Inc	Director Principal Shareholder	Director (The Fidelity Bank)	Director: Southern BancShares (N.C.), Inc. Southern Bank and Trust Company Robert P. Holding Foundation Southern Bank Foundation Director and Vice President: Twin States Farming, Inc E&F Properties, Inc First-Citizens Foundation Secretary, Treasurer and Director: Ella Ann L and Frank B Holding Foundation Partner: 5 Crabs Member: North State Preferred Holdings, LLC	14.42% 3,944	n/a	n/a
Paul H. Stock Boone, NC (USA)	Retired	Director	Director (The Fidelity Bank)	n/a	n/a	n/a	n/a

(1) Names & Address (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 ther 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 names of other companies (Includes Partnerships) If 25% or more of voting securites are held (List names of companies and percentages of voting securities held)
Frank B. Holding, Jr. Raleigh, NC (USA)	Chairman and Chief Executive Officer: First Citizens BancShares, Inc. First-Citizens Bank & Trust Company Manager: Clear Focus Holdings, LLC Midlothian Real Estate Holdings, LLC	Principal Shareholder	n/a	Director: Mount Olive Pickle company Institute for Defense and Business North Carolian Chamber of Commerce Trustee: Blue Cross and Blue Shield of North Carolina Wake Forest University Member/Manager HP Boat, LLC Down East Holdings, LLC Member: North State Preferred Holdings, LLC Vice President and Director: Ella Ann L. and Frank B. Holding Foundation Vice Chairman, Executive Vice President and Director Global Transpark Foundaion President and Director: Robert P. Holding Foundation, Inc. First-Citizens Foundation, Inc	18.89% 5167	n/a	HP Boat, LLC - 25% Down East Holdings, LLC - 25%
Olivia B. Holding Raleigh, NC US Citizen	Property Manager	Principal Shareholder	n/a	President and Director: Twin States Farming, Inc Ella Ann L. and Frank B. Holding Foundation Manager: Holding Properties, LLC ECHB, LLC North State Preferred Holdings, LLC President and Director: E&F Properties, Inc. Treasurer and Director: Robert P. Holding Foundation First-Citizens Foundation Director: North State Foundation, Inc. Member: City of Oaks Properties, LLC	28.94% 7913	n/a	Twin States Farming, Inc.-27.80% City of Oaks Properties LLC-100%

(1) Names & Address (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 ther 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 names of other companies (Includes Partnerships) If 25% or more of voting securites are held (List names of companies and percentages of voting securities held)
				Director: Southern Bank and Trust Company Southern BancShares (N.C.), Inc. Yadkin Valley Company Yadkin Valley Life Insurance Company			