

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.

*R.W. DeMaurice III*

Signature of Holding Company Director and Official

3-6-2018

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):

12/31/2017

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?  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.

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)

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Report Item 1: Annual Report of Shareholders (Sent as separate attachment on 8/1/18)

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

No LEI

100%

Carolina Bank & Trust Company - incorporated in South Carolina  
Main Street, Lamar, SC 29069  
LEI - 543900U2ACJQKSFKY48

2. None

Report Item 2b: Follows at end of report

Report Item 3: 1. a. David Muldrow Beasley  
Society Hill, SC, USA

b. USA

c. 17.6% 24,165 shares

a. Richard Lewis Beasley  
Florence, SC, USA

b. USA

c. 17.4% 23,923 shares

a. Henry Wesley Beasley  
Florence, SC, USA

b. USA

c. 13.0% 17,836 shares

a. R. W. DeMaurice, III  
Darlington, SC, USA

b. USA

c. 5.4% 7,452 shares

2. None

Report Item 4: 1. Richard Lewis Beasley  
Florence, SC, USA

2. President - Carolina Bank and Trust Company

3.
    - a. President/Director/Chairman  
First Carolina Bancshares Corporation
    - 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, SC, USA
2. Past Governor of SC  
Investor

3.
    - a. None
    - b. Member of Carolina Bank and 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. 17.6%
    - b. None
    - c. 30% Darlington Properties, LTD  
300 shares 30% 500 Carolinians  
100% Public Square Strategies, Inc.  
25% Swamp Fox Properties, LLC
- 

1. Henry Wesley Beasley  
Florence, SC, USA
2. Vice President Carolina Bank and Trust Company
3.
  - a. None
  - b. Vice President Carolina Bank and Trust Company  
Member of Carolina Bank and Trust Company board of directors
  - c. Darlington Properties, LTD - Partner  
500 Carolinians - Partner
4.
  - a. 13%
  - b. None
  - c. 30% Darlington Properties, LTD  
300 shares 30% 500 Carolinians

Results: A list of branches for your holding company: FIRST CAROLINA BANCSHARES CORPORATION (1076525) of DARLINGTON, SC.  
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

**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)	355120	CAROLINA BANK & TRUST COMPANY	112 MAIN STREET	LAMAR	SC	29069	DARLINGTON	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	1014228	MAIN STREET BRANCH	300 EAST MAIN ST	BENNETTSVILLE	SC	29512	MARLBORO	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	1934214	CHESTERFIELD BRANCH	320 CHESTERFIELD ROAD	CHESTERFIELD	SC	29520	CHESTERFIELD	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	463025	CHESTERFIELD BRANCH	166 OLDE TOWNE CENTER	CHESTERFIELD	SC	29709	CHESTERFIELD	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	3540972	101 EXPRESS LANE BRANCH	101 EXPRESS LANE	DARLINGTON	SC	29532	DARLINGTON	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	476922	DARLINGTON MAIN BRANCH	104 ORANGE ST	DARLINGTON	SC	29501	DARLINGTON	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	3286766	FLORENCE BRANCH	3037 W PALMETTO ST	FLORENCE	SC	29501	FLORENCE	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	3818792	IRBY STREET BRANCH	1538 SOUTH IRBY STREET	FLORENCE	SC	29505	FLORENCE	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	96737	OLIMBY BRANCH	607 EAST ASHBY RD	FLORENCE	SC	29506	FLORENCE	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	539621	HARTSVILLE BRANCH	1042 NORTH FIFTH ST	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	2124656	SOUTH HARTSVILLE BRANCH	525 SOUTH FIFTH STREET	HARTSVILLE	SC	29574	MARION	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	329121	MULLINS MAIN BRANCH	114 WEST MCINTYRE ST	MULLINS	SC	29542	HORRY	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	3121586	SEA MOUNTAIN HIGHWAY BRANCH	1041 SEA MOUNTAIN HIGHWAY	NORTH MYRTLE BEACH	SC	29593	DARLINGTON	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	
ok		Full Service	417327	SOCIETY HILL BRANCH	121 SOUTH MAIN ST	SOCIETY HILL	SC	29593	DARLINGTON	UNITED STATES	Not Required	Not Required	CAROLINA BANK & TRUST COMPANY	355120	