

MAR 27 2019

RICHMOND

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2018

Month / Day / Year
 None

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

Reporter's Name, Street, and Mailing Address

I, J. Grey Morgan
 Name of the Holding Company Director and Official
 Chairman of the Board CEO

Southern BancShares (N.C.), Inc.
 Legal Title of Holding Company

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.

116 East Main Street / PO Box 729
 (Mailing Address of the Holding Company) Street / P.O. Box
Mount Olive NC 28365
 City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Debra D. Barwick Staff Accountant

J. Grey Morgan
 Signature of Holding Company Director and Official
3/25/19
 Date of Signature

Name Title
919 / 658-7074

Area Code / Phone Number / Extension
919 / 658-7087

Area Code / FAX Number
debra.barwick@southernbank.com

E-mail Address

www.southernbank.com/about/southern-bancshares/
 Address (URL) for the Holding Company's web page

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

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 Federal Reserve Bank Use Only

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 C.I. _____

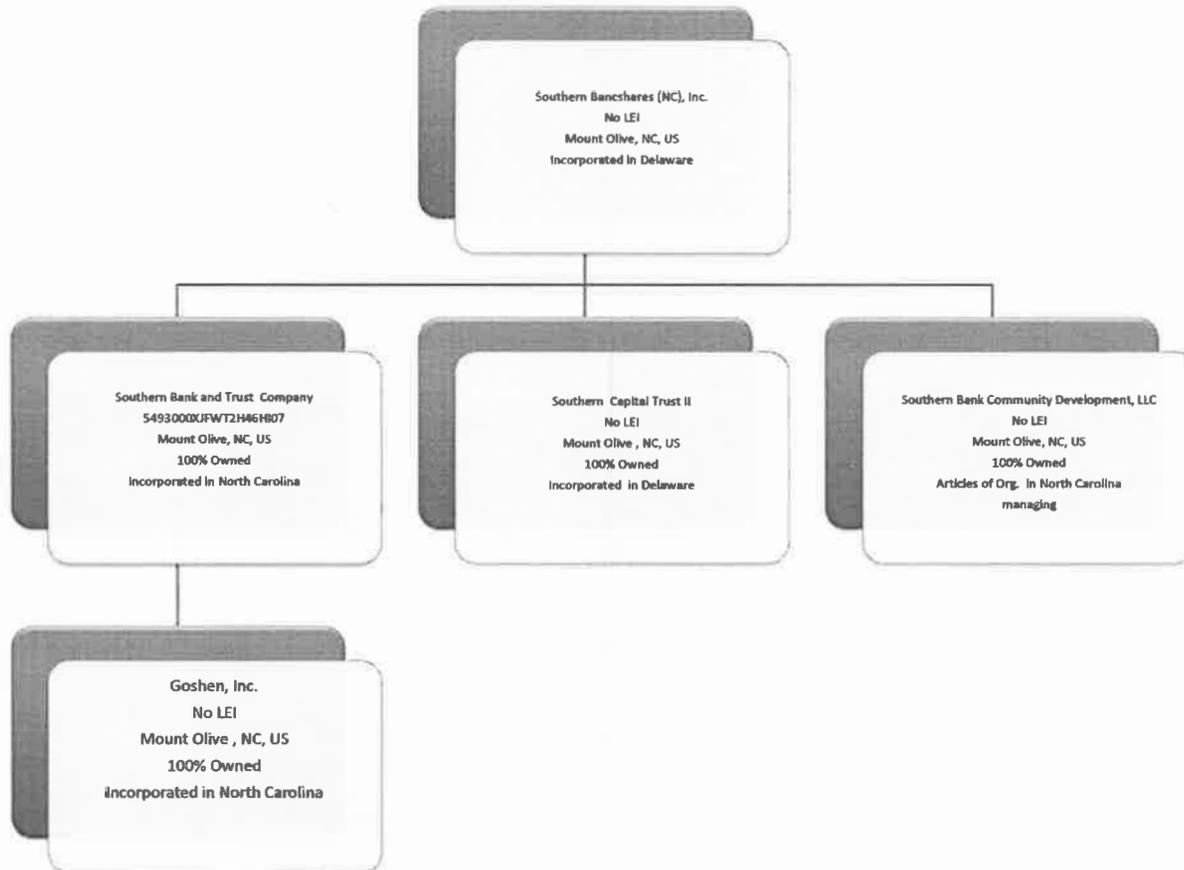
Form FR Y-6
Southern Bancshares (N.C.), Inc.
Mount Olive, North Carolina
Fiscal Year Ending December 31, 2018

Report Item

1b: Annual Report to Shareholders

Southern BancShares (N.C.), Inc. Annual Report for the year ending December 31, 2018 will be sent under separate cover upon completion of printing.

Organization Chart
Southern BancShares (N.C.), Inc.
December 31, 2018



Resizer: A list of branches for your depository institution: SOUTHERN BANK AND TRUST COMPANY (ID: 8530; 217924)
 This depository institution is held by SOUTHERN BANK CHARLES (FAC ID: 10759813; 6747 MOUNT OLIVE NC)
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/16/2019

Recalculation 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 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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the email.

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 UNIFORM, Office Number, and ID_8530 columns are for reference only. Verification of these values is not required

Data Action	Effective Date	Branch Service Type	Branch ID_8530*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_8530*	Comments
OK		Full Service (Head Office)	717924	SOUTHERN BANK AND TRUST COMPANY	100 NORTH CENTER STREET	MOUNT OLIVE	NC	27363	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	689223	MOORE BRANCH	508 E MAIN ST	MOORE	NC	27350	HERFORD	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	681723	WINDY BRANCH	208 N 7TH ST	AURORA	NC	27606	SAUFORD	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	620256	WINDY BRANCH	218 3RD ST	AYDEN	NC	28513	PITT	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	660928	BELLEVILLE BRANCH	152 E MAIN ST	BAILEY	NC	27807	MUSK	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	671125	BETHLEHEM BRANCH	7408 MAIN STREET	BETHLEHEM	NC	27819	PLATON	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281846	DENTON BRANCH	1008 MARKET AVE	CANTON	NC	28618	SAMPSON	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	9672244	DEEP RUN BRANCH	3410 OLD HWY 11	DEEP RUN	NC	28626	LENORE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
CHANGE	10/10/2018	Full Service	3672244	DENTON QUEEN STREET BRANCH	101 W CHURCH ST	DENTON	NC	27932	CHOWAN	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	6603628	FASON BRANCH	1105 W CHESTER RD	ELIZABETH CITY	NC	27932	PASQUOTANK	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	6672250	ARNAVILLE BRANCH	4212 EAST CHURCH STREET	FARMVILLE	NC	27841	PITT	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2672278	GARLAND BRANCH	101 NORTH WILSON STREET	FREMONT	NC	27850	DUPLIN	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281844	GATESVILLE BRANCH	83 SOUTH BADEN AVENUE	GARLAND	NC	28441	SAMPSON	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	5007495	GOLDSBORO ASH STREET BRANCH	203 MAIN ST	GATESVILLE	NC	27934	GATES	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	9679331	GOLDSBORO BRANCH	2501 WAYNE MEMORIAL DRIVE	GOLDSBORO	NC	27324	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281844	GREENVILLE CHARLES BOULEVARD BRANCH	2310 SOUTH CHARLES BLVD	GREENVILLE	NC	27854	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	6779316	GREENVILLE MEDICAL PARK BRANCH	2275 STANTONBURG ROAD	GREENVILLE	NC	27854	PITT	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	4650805	JACKSON BRANCH	208 WEST JEFFERSON STREET	JACKSON	NC	27262	NORTHAMPTON	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	623523	KENLY BRANCH	415 SOUTH MAIN ST	KEMANSVILLE	NC	28248	DUPLIN	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2672444	KULL DEVIL HILLS BRANCH	101 WEST SECOND STREET	KENLY	NC	27948	DARE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	5112823	KITTY HAWK	202 S CROATAN HWY	KULL DEVIL HILLS	NC	27948	DARE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	784227	LA GRANGE BRANCH	4804 N CROATAN HWY	KITTY HAWK	NC	28551	LENORE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	407225	LEWISTON WOODVILLE BRANCH	208 SOUTH CASWELL ST	LEWISTON WOODVILLE	NC	27854	DARE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	3281903	MAINTO BRANCH	127 MAIN ST	MAINTO	NC	27954	DARE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	86929	MIDDLESEX BRANCH	705 SOUTH HIGHWAY 642/64	MIDDLESEX	NC	27854	DARE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	591423	NORTH BREAZEALE BRANCH	1148E EAST FINCH AVENUE	MIDDLESEX	NC	28365	WAYNE	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2068240	MURFREESBORO BRANCH	800 NORTH BREAZEALE AVE	MURFREESBORO	NC	27855	HERFORD	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	838221	PINE LEVEL BRANCH	338 E MAIN ST	MURFREESBORO	NC	27856	MASH	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	5145045	PINETOPS BRANCH	209 S BARNES STREET	MURFREESBORO	NC	27856	MASH	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	931225	PLYMOUTH BRANCH	109 FREDIN AVENUE	PINE LEVEL	NC	27868	JOHNSON	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	9676527	RED OAK BRANCH	108 EAST HAWLEY STREET	PINETOPS	NC	27864	EDGEcombe	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service	2068865	ROANOKE RAPIDS BRANCH	613 WASHINGTON ST	PLYMOUTH	NC	27962	WASHINGTON	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service			1815 RED OAK BLVD	RED OAK	NC	27868	MASH	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	
OK		Full Service			1580 EAST TENTH ST	ROANOKE RAPIDS	NC	27710	HALIFAX	UNITED STATES	Not Required	Not Required	SOUTHERN BANK AND TRUST COMPANY	717924	

Form FR Y-6
Southern BancShares (N.C.), Inc.
Fiscal Year Ending December 31, 2018

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 12-31-2018					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 12-31-2018.		
(1)(a) Name, City, State, County	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities			(2)(a) Name, City, State, County	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
<u>Shares Owned Common Stock</u>					<u>Shares Owned Common Stock</u>		
Carson Holding Brice Smithfield, NC, US	US	5,414	Individually	6.67%	None		
		156	Spouse	0.19%			
		1,072	Custodian for Child	1.32%			
		220	Personal Trust	0.27%			
		15	Trusts	0.02%			
		6,877	Total	8.47%			
<u>Shares Owned Series B Preferred</u>					<u>Shares Owned Series B Preferred</u>		
Claire Holding Bristow Columbia, SC, US	US	1,323	Individually	1.63%	None		
		807	Spouse	0.99%			
		1,163	Owned by Children	1.43%			
		2,441	Corporate	3.01%			
		2,241	Personal Trust	2.76%			
		7,975	Total	9.82%			
<u>Shares Owned Series C Preferred</u>					<u>Shares Owned Series C Preferred</u>		
Hope Holding Bryant Raleigh, NC, US	US	2,603	Individually	3.21%	None		
		0	Spouse	0.00%			
		56	Owned by Children	0.07%			
		35	Corporate	0.04%			
		2,012	Custodian for Child	2.48%			
		3,806	Trusts & Estates	4.69%			
		220	Personal Trust	0.27%			
		8,732	Total	10.75%			
Frank B Holding, Jr Smithfield, NC, US	US	1,511	Individually	1.86%			
		1,552	Spouse	1.91%			
		663	Owned by Children	0.82%			
		6,451	Custodian for Child	7.94%			
		220	Personal Trust	0.27%			
		1,076	Spouse or Child Trust	1.33%			
		11,473	Total	14.13%			

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018				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 12-31-2018.		
(1)(a) Name, City, State, County	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name, City, State, County	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
<u>Shares Owned Common Stock Continued</u>						
Olivia Britton Holding Smithfield, NC, US	US	35	Corporate	0.04%		
		5,772	Personal Trust	7.11%		
		183	Trust & Estates	0.23%		
		5,990	Total	7.38%		
Christine Long and Ruth O'Leary CO-TTEES Jacksonville, FL, US	US	4,709	Personal Trust	5.80%		
		4,709	Total	5.80%		
<u>Shares Owned Series B Preferred</u>						
None						
<u>Shares Owned Series C Preferred</u>						
Rachel Ann Barnes Conway, NC, US	US	2,117	Individually	5.74%		
		2,117	Total	5.74%		
James Robert Hendrix Tyner, NC, US	US	6,120	Individually	16.60%		
		6,120	Total	16.60%		
Joseph Henry Jenkins Ahoskie, NC, US	US	2,138	Individually	5.80%		
		2,138	Total	5.80%		
Elva W. Peele Winterville, NC, US	US	3,517	Individually	9.54%		
		3,517	Total	9.54%		
Henry N. Willey Wake Forest, NC, US	US	3,248	Individually	8.81%		
		3,248	Total	8.81%		

Form FR Y-6
Southern BancShares (N.C.) Inc.
Fiscal Year Ending December 31, 2018

REPORT ITEM 4 - INSIDERS (Directors, Officers, 10% Shareholders)

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Julian R. Aycock Fremont, NC US	President, Marr's, Inc. (farming operation)	Director, Southern BancShares (N.C.), Inc.	Director, Loan Review Committee Member, Southern Bank and Company	Owner, Wayne County JRA LLC Director, Southern Bank Foundation	Common; 50 shares or 0.06% of class	None	Wayne County JRA LLC 100% owned
William H. Bryan Mt. Olive, NC US	Executive Chairperson, Mount Olive Pickle Company, Inc. (manufacturer of pickles, pepper and relish products)	Director, Executive Committee-Vice Chair, Southern Bancshares (N.C.), Inc.	Director, Executive Committee- Vice Chairman, Audit Committee- Chairman, Governance Committee, Asset Liability Committee-Chair, Independent Committee, Resource Southern Bank and Trust Company	President, Director, James E. and Mary Z. Bryan Foundation, Inc.; Director, Vice President, Southern Bank Foundation	Common: 133 shares or 0.16% of class	None	None
Hope Holding Bryant Raleigh, NC US	Vice Chairman, First Citizens BancShares, Inc.; Corporate Sales Executive, First Citizens Bank & Trust Company	Director, 10% Principal Shareholder, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Governance Committee- Chairman, Southern Bank and Trust Company	Vice Chairman, First Citizens BancShares, Inc.; Corporate Sales Executive, First Citizens Bank and Trust Company; Director, Fidelity BancShares (N.C.), Inc.; Director, The Fidelity Bank; Director, Robert P. Holding Foundation; Director, Vice President, Twin States Farming, Inc.; Director, Vice President, E&F Properties, Inc.; Director, Vice President, First- Citizens Foundation; Secretary, Treasurer, Director, Ella Ann L and Frank B, Holding Foundation; Director, North State Foundation, Inc.; Partner, Five Crabs Member, North State Preferred Holding LLC Director, President, Southern Bank Foundation	Common: 8,732 shares or 10.75% of class Preferred Series B: 2,000 shares or 0.75% of class	None	None
Joel K. Butler Grimesland, NC US	Retired, formerly President Vidant Health Foundation Foundation (health care)	Director, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company Community Reinvestment Act (CRA) and Regulatory Compliance Committee, Chair Southern Bank and Trust Company	None	Common: 3 shares or 0.00% of class	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Michael L. Chestnutt Clinton, NC US	Managing Partner Black, Chestnutt and Johnson, PA (public accounting)	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Audit Committee Member, Credit Risk Committee Member, Asset Liability Committee, Independent Committee, Southern Bank and Trust Company	None	Common: 41 shares or 0.05% of class	None	Black, Chestnutt and Johnson, P. A. 50% owned CPA Advisors, Inc. 33.3% owned Johche, LLC 50% owned Thorche, LLC 50% owned Gtche, LLC 33.3% owned
Drew M. Covert Mt. Olive, NC US	Not Applicable	President, Director, Executive Committee Member, Southern Bancshares (N.C.), Inc.	President, Director, Executive Committee Member, Credit Risk Committee Member, Directors' Deferred Fee Plan Committee Member, Administrative Personnel and Retirement Committee-Chair, CRA and Regulatory Compliance Committee Member, Asset Liability Committee Member, Credit Review Committee Member, Management Loan Committee Member, Loan Review Committee Member, Credit Policy Committee Member, Disclosure Committee Member, Information Technology Steering Committee Member, Second Level Loan Review Committee Member, and a Member of several other Committees, Southern Bank and Trust Company; Director, President, Goshen, Inc.; Manager, Tuscarora Property Holdings, LLC; Administrator, Southern Bank Community Development, LLC; Administrator, Southern Capital Trust II	Vise President, Southern Bank Foundation; Director, Vidant Health Foundation	Common: 62 shares or 0.08% of class Preferred C: 29 shares of 0.08% of class	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc., Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Olivia B. Holding Raleigh, NC US	President and Director, Twin States Farming, Inc.; President and Director, E&F Properties, Inc., (property manager)	Director, 5% Principal Shareholder, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	President, Director, Twin States Farming, Inc.; President, Director, Ella Ann L and Frank B Holding Foundation; President and Director, E&F Properties, Inc.; Manager, Holding Properties, LLC; Treasurer, Director, Robert P. Holding Foundation; Treasurer, Director, First-Citizens Foundation, Inc.; Member, City of Oaks Properties, LLC; Director, North State Foundation, Inc.; Director, Yadkin Valley Company; Director, Yadkin Valley Life Insurance Company; Manager, North State Preferred Holding, LLC;	Common 5,990 shares or 7.38% of class	None	City of Oaks Properties 100% owned Twin States Farming 27.80% owned
Michael S. Ives Virginia Beach, VA US	Attorney, Wilcox & Savage, PC (law firm); formerly, President and Chief Executive Officer of Heritage Bankshares and Heritage Bank, Norfolk, Virginia	Director, Southern BancShares (N.C.), Inc.	Director, Southern Bank and Trust Company	None	Common 100 shares or 0.12% of class	None	None
G. Rouse Ivey Mount Olive, NC US	Self-employed farmer	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Audit Committee Member, Governance Committee Member, Credit Risk Committee Member, Independent Committee Member, Southern Bank and Trust Company	None	Common: 68 shares or .08% of class	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
J. Grey Morgan Mount Olive, NC US	Not Applicable	Chairman of the Board, Chief Executive Officer, Executive Committee- Chairperson, Southern BancShares (N.C.) Inc.	Chairman of the Board, Chief Executive Officer, Executive Committee Member-Chair, Credit Risk Committee Member, Deferred Fee Plan Committee- Chairperson, Administrative Personnel and Retirement Committee-Chairperson, CRA and Regulatory Compliance Committee Member, Asset Liability Committee Member, Credit Review Committee Member, Management Loan Committee Member, Credit Policy Committee Member, Disclosure Committee Member, Information Technology Steering Committee Member, Member of several other Committees, Southern Bank and Trust Company; Director, Vice President, Goshen, Inc. Manager, Tuscarora Property Holdings, LLC	Director, Vice President Southern Bank Foundation	Common: 3 shares or .00% of class	None	None
John C. Pegram, Jr. Chapel Hill, NC US	Not Applicable	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Credit Risk Committee Member, Deferred Fee Plan Committee Member, Consultant, Southern Bank and Trust Company	Director, Vice President Southern Bank Foundation	Common: 10 shares or 0.01% of class	None	None
Thomas R. Sallenger Wilson, NC US	Attorney; general partner, Sallenger & Brown, LLP (law firm)	Director, Southern BancShares (N.C.), Inc.	Director, Credit Risk Committee Member, Member, Southern Bank and Trust Company	None	Common: 27 shares or 0.03% of class	None	Sallenger & Brown, LLP 60% owned
Malcolm R. Sullivan, Jr. Goldsboro, NC US	Business Consultant; formerly President, PDNC, LLC, an affiliate of Cheney Brothers, Inc. (Food Service Distribution)	Director, Executive Committee Member, Southern BancShares (N.C.), Inc.	Director, Executive Committee Member, Audit Committee Member, Governance Committee Member, Independent Committee Member, Southern Bank and Trust Company	None	Common 1 share or 0.00% of class	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Jerry C. Alexander Ahoskie, NC US	Not Applicable	Executive Vice President, Southern BancShares (N.C.), Inc.	Executive Vice President, Regional Executive, Administrative Personnel and Retirement Committee Member, Credit Review Committee Member, Management Loan Committee Member, Credit Policy Committee Member, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Assistant Secretary, Goshen, Inc.	None	None	None	None
Michael T. Bryant Rocky Mount, NC US	Not Applicable	Executive Vice President, Southern BancShares (N.C.), Inc.	Executive Vice President, Regional Executive, Administrative Personnel and Retirement Committee Member, Asset Liability Committee Member, Credit Review Committee Member, Management Loan Committee Member, Credit Policy Committee Member, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Assistant Secretary, Goshen, Inc.	None	None	None	None
Edward I. Coltrain LaGrange, NC US	Not Applicable	Executive Vice President, Chief Operating Officer, Southern BancShares (N.C.), Inc.	Executive Vice President, Chief Operating Officer, CRA and Regulatory Compliance Committee Member, Credit Review Committee Member, Credit Policy Committee Member, Disclosure Committee Member, Operations Risk Management Committee Member, Information Technology Steering Committee Member, Second Level Loan Review Committee Member, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Secretary, Goshen, Inc.	None	None	None	None

REPORT ITEM 4 - INSIDERS (Directors, Officers, 10% Shareholders)

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Dan R. Ellis, Jr. Mount Olive, NC US	Not Applicable	Executive Vice President and Corporate Secretary, Southern BancShares (N.C.), Inc.	Executive Vice President, Chief Financial Officer, Corporate Secretary, Treasurer, Administrative Personnel and Retirement Committee Member, Asset Liability Committee Member, Disclosure Committee Member, Information Technology Steering Committee, Member of several Committees, Southern Bank and Trust Company; Treasurer, Assistant Vice- President, Director, Goshen, Inc.; Manager, Tuscarora Property Holdings, LLC	Investment Officer, Southern Bank Foundation	None	None	None
L. Taylor Harrell Suffolk, VA US	Not Applicable	Executive Vice President and Corporate Secretary, Southern BancShares (N.C.), Inc.	Executive Vice President, Regional Executive, Member of several Committees, Southern Bank and Trust Company; Administrative Personnel and Retirement Committee Member, Credit Review Committee Member, Management Loan Committee Member, Credit Policy Committee Member, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Assistant Secretary, Goshen, Inc.; Manager, Tuscarora Property Holding, LLC	None	None	None	None
Judy M. Lynn Spring Hope, NC US	Not Applicable	Executive Vice President, Chief Credit Officer, Southern BancShares (N.C.), Inc.	Executive Vice President, Chief Credit Officer, Credit Risk Committee, Chairperson, Credit Review Committee Member, Management Loan Committee, Chairperson, Credit Policy Committee, Chairperson, Member of several Committees, Southern Bank and Trust Company; Assistant Vice President, Assistant Secretary, Goshen, Inc.	None	None	None	None

REPORT ITEM 4. - INSIDERS (Directors, Officers, 10% Shareholders)
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Southern BancShares, (N.C.), Inc.	(3)(a) Title or Position with Southern BancShares (N.C.), Inc.	(3)(b) Title or Positions Held with any Southern BancShares (N.C.), Inc. Subsidiary(s)	(3)(c) Title or Position Held with Other Business Companies	(4)(a) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc.	(4)(b) Number of Shares and % of each Class of Voting Securities of Southern BancShares (N.C.) Inc. Subsidiary(s)	(4)(c) Number of Shares and % of each Class of Voting Securities of Other Business Companies 25% or more Held
Sondra McCorquodale Nashville, NC US	Not Applicable	Executive Vice President, Chief Digital Officer, Southern BancShares (N.C.), Inc.	Executive Vice President, Chief Digital Officer, Information Technology Steering Committee Member, Member of several Committees, Southern Bank and Trust Company	None	None	None	None
James R. Hendrix Tyner, NC/US	Not Applicable	10% Principal Shareholder, Southern BancShares (N.C.), Inc.	None	None	Preferred Series C: 6,120 shares or 16.60% of class	None	None
Frank B. Holding Jr. Raleigh, NC US	First Citizens Bancshares, Inc. and First Citizens Bank & Trust Company	10% Principal Shareholder, Southern BancShares (N.C.), Inc.	None	Chairman, CEO, First Citizens Bancshares, Inc. and First Citizens Bank & Trust Company; Director, Mount Olive Pickle Company; Director, Institute For Defense and Business; Director, North Carolina Chamber of Commerce; Director, Vice Chairman, Executive Vice President, Global Transpark Foundation, Inc.; Chairman, Board of Trustee, Blue Cross and Blue Shield of NC; Trustee, Wake Forest University; Member-Manager, HP Boat LLC; Member-Manager, Down East Holdings, LLC; Vice President, Director, Ella Ann L and Frank B. Holding Foundation; President, Director, First-Citizens Foundation, Inc.; Manager, Midlothian Real Estate Holdings, LLC; President and Director, Robert P. Holding Foundation, Inc.; Member, North State Preferred Holdings, LLC; Chairman, North Carolina Chamber Foundation	Common: 11,473 shares or 14.13% of class	None	HP Boat, LLC 25% owned; Down East Holdings, LLC 25% owned;