**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 3106(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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Arnold Zipperer

Name of the Holding Company Director and Official

CEO and 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.

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**Date of Report (top-tier holding company’s fiscal year-end):**

**September 30, 2019**

**Month / Day / Year**

**N/A**

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

First Carolina Bancshares, MHC

Legal Title of Holding Company

300 Robertson Blvd.

Mailing Address of the Holding Company

(Walterboro, SC 29488)

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

John D. Dalton

SVP & CFO

Name Title

843-549-5698

Area Code / Phone Number / Extension

84-549-6175

Area Code / FAX Number

jdalton@1stfederalofsc.com

E-mail Address

Address (URL) for the Holding Company’s web page

None

Is confidential treatment requested for any portion of this report submission? 

☐ Yes 

☐ No

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

☐ Yes 

☐ No

2. a letter justifying this request has been provided separately

☐ Yes 

☐ No

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Item 1. - Annual Report to Shareholders

The Bank (subsidiary) prepares an annual report and is not registered with the SEC. An Annual Report is not prepared for the Mutual Holding Company, the MHC is not registered with the SEC.

Item 2.a - Organization Chart

Parent: First Carolina Bancshares, M.H.C.
    Legal Entity Identifier: N/A
    Walterboro, SC

Subsidiary: 1st Federal Savings Bank of SC, Inc. (parent owns 84%)
    Legal Entity Identifier: N/A
    Walterboro, SC

Item 2.b - Domestic Branch Listing
See Attached

Item 3. - Securities Holders, control or holding 5% or more:
    Item 3.1 - None
    Item 3.2 - None

Item 4. - Insiders
See Attached
<table>
<thead>
<tr>
<th>Name</th>
<th>Occupation if other than with Holding Company</th>
<th>Principal Title &amp; Position (includes subsidiaries)</th>
<th>Percentage of Voting Shares in Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Shannon Pye</td>
<td>Dentist</td>
<td>Director 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td>William Steadman</td>
<td>Insurance</td>
<td>Chairman 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td>Terry O'Quinn</td>
<td>Restaurant Owner</td>
<td>Director 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Owner Video House</td>
<td>Dukes BBQ - 100%</td>
</tr>
<tr>
<td>Randy Carmichael</td>
<td>Retired</td>
<td>Director 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td>Walterboro, SC USA</td>
<td></td>
<td>Retired</td>
<td>1st Federal Savings Bank of SC, Inc.</td>
</tr>
<tr>
<td>Dorcas Tuten</td>
<td>Lawyer</td>
<td>Director 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td>John (Bo) Hetrick</td>
<td>Retired</td>
<td>Director 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td>Walterboro, SC USA</td>
<td></td>
<td>Retired</td>
<td>1st Federal Savings Bank of SC, Inc.</td>
</tr>
<tr>
<td>Arnold Zipperer</td>
<td>N/A</td>
<td>Director &amp; President 1st Federal Savings Bank of SC, Inc.</td>
<td>N/A</td>
</tr>
<tr>
<td>Walterboro, SC USA</td>
<td>N/A</td>
<td>N/A</td>
<td>1st Federal Savings Bank of SC, Inc.</td>
</tr>
<tr>
<td>Wanda Bennett</td>
<td>COO</td>
<td>COO 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td>Walterboro, SC USA</td>
<td></td>
<td>COO</td>
<td>1st Federal Savings Bank of SC, Inc.</td>
</tr>
<tr>
<td>John Dalton</td>
<td>CFO</td>
<td>CFO 1st Federal Savings Bank of SC, Inc.</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution.

FEDERAL SAVINGS BANK OF SC, INC. (ID_RSSD: 535575).

This depository institution is held by FIRST CAROLINA BANCSHARES, MHC (3834710) of WALTERBORO, SC.

The data are as of 09/30/2019. Data reflects information that was received and processed through 03/2019.

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 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 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 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 FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with 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 UNIUNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIUNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>9/30/2019</td>
<td>Full Service (Head Office)</td>
<td>535575</td>
<td>1ST FEDERAL SAVINGS BANK OF SC, INC.</td>
<td>300 ROBERTSON BOULEVARD WALTERBORO</td>
<td>SC</td>
<td>29488</td>
<td>COLTON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>1ST FEDERAL SAVINGS BANK OF SC, INC.</td>
<td>535575</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>9/30/2019</td>
<td>Full Service</td>
<td>4156709</td>
<td>EDISTO ISLAND BRANCH</td>
<td>428 HIGHWAY 174</td>
<td>EDISTO ISLAND</td>
<td>SC</td>
<td>29438</td>
<td>COLTON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>1ST FEDERAL SAVINGS BANK OF SC, INC.</td>
<td>535575</td>
<td></td>
</tr>
</tbody>
</table>