

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, Harold Keen

Name of the Holding Company Director and Official

CEO/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.

Harold Keen
Signature of Holding Company Director and Official
March 11, 2020 / March 18, 2020
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):

12/31/2019

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

KS Bancorp, Inc

Legal Title of Holding Company

P O Box 661

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

Smithfield North Carolina 27577
City State Zip Code

1031 N Brightleaf Blvd Smithfield NC 27577

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Deborah Whaley Senior Staff Accountant
Name Title

919-938-2696

Area Code / Phone Number / Extension

919-938-0569

Area Code / FAX Number

dwhaley@ksbankinc.com

E-mail Address

www.ksbankinc.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.

<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>	<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>
<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>	<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>
<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>	<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>
<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>	<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>City State <input type="text"/> Zip Code</div> <div>Physical Location (if different from mailing address)</div>

REPORT ITEM #1

KS BANCORP, INC., IS NOT REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION;
THEREFORE, WE WILL BE SUBMITTING COPIES OF OUR ANNUAL REPORT UNDER SEPARATE
COVER WHEN IT HAS BEEN COMPLETED.

REPORT ITEM #2a
ORGANIZATION CHART

EXHIBIT #1 ORGANIZATION CHART

COMPANIES REPORTABLE ON THE FR Y-10 AND THUS REPORTABLE ON FR Y-6:

1. None
2. None
3. None
4. None
5. None
6. None
7. None

ADDITIONAL COMPANIES REPORTABLE ON THE FR Y-6:

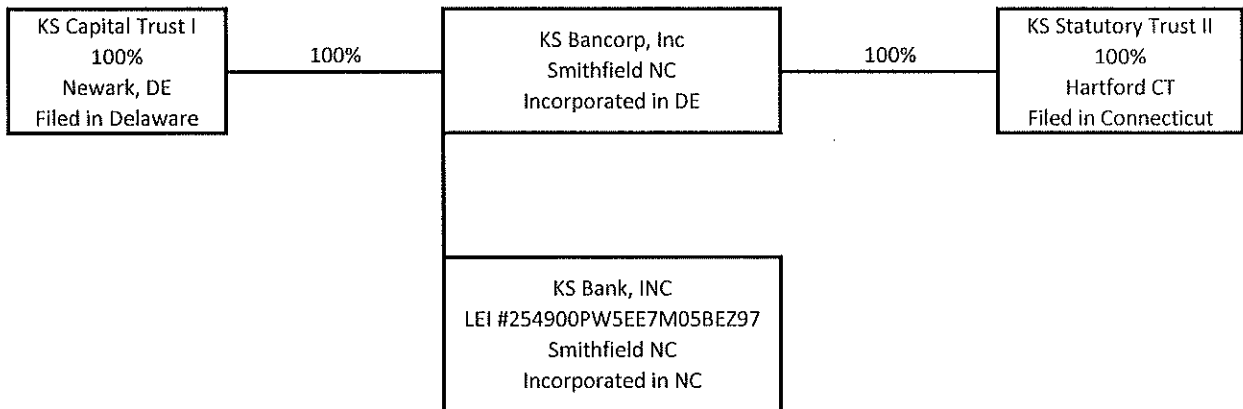
None

COMPANIES NOT REPORTABLE ON THE FR Y-6 ORGANIZATION CHART:

1. None
2. None
3. None
4. None
5. None
6. None
7. None
8. None
9. None
10. None

Exhibit #1

Organization Chart



KS Bancorp, Inc. owns 100% outstanding stock of KS Bank, Inc.

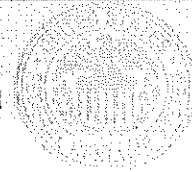
REPORT ITEM #3

SECURITIES HOLDERS

1. See Exhibit #2
 - (a) See Enclosure
 - (b) See Enclosure
 - (c) See Enclosure
2. None
 - (a) None
 - (b) None
 - (c) None

Board of Governors of the Federal Reserve System

FR Y-6 Depository Institution Branch Data Verification



Branches for Selected Institution

[Back to Search Results](#)

A list of branches for your depository institution: KS BANK, INC. (ID_RSSD: 416674).
This depository institution is held by KS BANCORP, INC. (2155276) of SMITHFIELD, NC.
The data are as of 12/31/2019.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

[Download List to Excel](#)

Institutions: 1 to 10 of 10

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*
Full Service (Head Office)	416674	KS BANK, INC.	1031 N. BRIGHTLEAF BLVD	SMITHFIELD	NC	27577	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	3540114	CLAYTON BRANCH	11591 US HIGHWAY 70 WEST	CLAYTON	NC	27520	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	3921629	FOUR OAKS BRANCH	106 WEST WELLONS STREET	FOUR OAKS	NC	27524	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	3540123	GARNER BRANCH	920 7TH AVENUE	GARNER	NC	27529	WAKE	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	3679368	GOLDSBORO BRANCH	1601 WAYNE MEMORIAL DR	GOLDSBORO	NC	27534	WAYNE	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	3540132	KENLY BRANCH	200 NORTH CHURCH STREET	KENLY	NC	27542	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	2441241	SELMA BRANCH	115 WEST ANDERSON STREET	SELMA	NC	27576	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	3679340	SMITHFIELD BRANCH	1031 N BRIGHTLEAF BLVD	SMITHFIELD	NC	27577	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	3679359	WENDELL BRANCH	2850 WENDELL BLVD	WENDELL	NC	27591	WAKE	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674
Full Service	2441250	WILSON BRANCH	101 SOUTHWEST WARD BOULEVARD	WILSON	NC	27893	WILSON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Revised

Results: A list of branches for your depository institution: KS BANK, INC. (ID_RSSD: 416674).

This depository institution is held by KS BANCORP, INC. (2155276) of SMITHFIELD, NC.

The data are as of 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

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)	416674	KS BANK, INC.	1031 N. BRIGHTLEAF BLVD	SMITHFIELD	NC	27577	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	3540114	CLAYTON BRANCH	11591 US HIGHWAY 70 WEST	CLAYTON	NC	27520	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	3921629	FOUR OAKS BRANCH	106 WEST WELLONS STREET	FOUR OAKS	NC	27524	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	3540123	GARNER BRANCH	920 7TH AVENUE	GARNER	NC	27529	WAKE	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	3679368	GOLDSBORO BRANCH	1601 WAYNE MEMORIAL DR	GOLDSBORO	NC	27534	WAYNE	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	3540132	KENLY BRANCH	200 NORTH CHURCH STREET	KENLY	NC	27542	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	2441241	SELMA BRANCH	115 WEST ANDERSON STREET	SELMA	NC	27576	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	3679340	SMITHFIELD BRANCH	1031 N BRIGHTLEAF BLVD	SMITHFIELD	NC	27577	JOHNSTON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	3679359	WENDELL BRANCH	2850 WENDELL BLVD	WENDELL	NC	27591	WAKE	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	
Ok		Full Service	2441250	WILSON BRANCH	101 SOUTHWEST WARD BOULEVARD	WILSON	NC	27893	WILSON	UNITED STATES	Not Required	Not Required	KS BANK, INC.	416674	

REPORT ITEM #4

INSIDERS

1. See Exhibit #3
2. See Exhibit #3
3. See Exhibit #3
 - (a) All are either directors or executive officers with the BHC.
 - (b) None
 - (c) None
4. See Exhibit #3
 - (a) See Enclosure
 - (b) None
 - (c) None

EXHIBIT #2

Security Ownership of 5% or Greater Stockholders

Harold T Keen

Four Oaks, North Carolina 27524 USA 127,033 Shares 11.53%

Revised

Exhibit #3

SECURITY OWNERSHIP OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

NAME,CITY,STATE,COUNTRY (1)	PRINCIPAL OCCUPATION, if other than with BHC (2)	TITLE & POSITION WITH BANK HOLDING CO (3a)	TITLE & POSITION WITH BANK (3b)	TITLE OR POSITION WITH OTHER BUSINESSES (3c)	PERCENTAGE OF VOTING SHARES IN BANK HOLDING CO (4a)	PERCENTAGE OF VOTING SHARES IN BANK (4b)	NAME OF COMPANIES & % OF VOTING SECURITIES IF > 25% (4c)
Roger K Thomas Canton, NC USA	N/A	KS Bank CWO/Executive VP	KS Bank CWO/Executive VP	N/A	0%	N/A	N/A
Lisa H Brogdon Clayton, NC USA	Owner Children's Therapy Corp	Director	Director	President/Owner Carolina Children's Therapy	< 1%	N/A	Carolina Children's Therapy 100%
April S Culver Smithfield NC USA	Johnston Health	Director	Director	Vice President/Planning and External Affairs Johnston Health	<1%	N/A	N/A
B Kenneth Jones, II Princeton NC USA	Car Dealership	Director	Director	Partner/President Deacon Jones Auto Park	< 1%	N/A	Deacon Jones Auto Park 34%
Harold T Keen Four Oaks NC USA	N/A	KS Bank CEO/Director	KS Bank CEO/Director	N/A	11.53%	N/A	N/A
H. Geoffrey Kokiko Goldsboro, NC USA	N/A	KS Bank SRO/Executive VP	KS Bank SRO/Executive VP	N/A	< 1%	N/A	N/A
James C Parker Goldsboro NC USA	CPA	Director	Director	Partner Parker & Parker, PA CPA	1.36%	N/A	Parker & Parker, PA, CPA 50%
Sidney E Sauls Angier, NC USA	Insurance Agent	Director	Director	N/A	< 1%	N/A	N/A
R Edward Scott, JR Kenly NC USA	Business Owner	Director	Director	President Ralph E Scott, Jr Farms, Inc	1.57%	N/A	Ralph E Scott, Jr Farms Inc 100%
Regina J Smith Kenly NC USA	N/A	KS Bank CFO/Executive VP	KS Bank CFO/Executive VP	N/A	< 1%	N/A	N/A
Timothy N Taylor Rocky Mount NC USA	N/A	KS Bank CCO/Executive VP	KS Bank CCO/Executive VP	N/A	< 1%	N/A	N/A
Gordon C Woodruff Smithfield NC USA	Attorney	Director	Director	Partner Woodruff & Fortner	< 1%	N/A	Woodruff & Fortner 50%
Earl W Worley, Jr. Princeton NC USA	N/A	KS Bank COO/Director	KS Bank COO/Director	N/A	2.26%	N/A	N/A

* Does not exceed one percent of Common Stock.

**Based upon a total of 1,107,776 shares of common stock outstanding as of the Record Date.

SECURITY OWNERSHIP OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Set forth below is certain information as of December 31, 2019 regarding those shares of Common Stock owned beneficially by each of the members of the Board of Directors, certain executive officers of the Company and the Bank, and the directors and executive officers as a group as of that date.

<u>Name and Address</u>	<u>Amount and Nature of Beneficial Ownership¹</u>	<u>Percentage of Class²</u>
Lisa H. Brogdon 135 Middlecrest Way Clayton, NC 27520	1,850	*
April S. Culver 1305 Short Journey Rd Smithfield, NC 27577	675	*
B. Kenneth Jones, II 6825 U.S. Hwy 70 Princeton, NC 27569	10,661	*
Harold T. Keen 121 Boyette Road Four Oaks, NC 27524	127,783	11.53%
H. Geoffrey Kokiko 630 Lakeshore Drive Goldsboro, NC 27534	1,815	*
James C. Parker 117 Pineridge Lane Goldsboro, NC 27530	15,035	1.36%
Sidney E. Sauls 10579 NC 50 North Angier, NC 27501	6,637	*
R. Edward Scott, Jr. 8934 Lefty Road Kenly, NC 27542	17,375	1.57%
Regina J. Smith 3370 W Hwy 222 Kenly, NC 27542	1,416	*
Timothy N. Taylor 116 Manchester Court Rocky Mount, NC 27803	2,375	*
Roger K. Thomas 93 Jack Cove Canton, NC 28716	0	*
Gordon C. Woodruff Post Office Box 708 Smithfield, NC 27577	970	*
Earl W. Worley, Jr. 935 Luby Smith Road Princeton, NC 27569	25,039	2.26%
Directors and executive officers as a group (13 person)	211,631	19.00%