

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, 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

03/29/2021

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):

**December 31, 2020**

Month / Day / Year

n/a

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

P.O. Box 8

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

Fuquay-Varina NC 27526

City State Zip Code

100 South Main Street, Fuquay-Varina NC 27526

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jennifer Shaw Senior Financial Analyst

Name Title

919/5574576/4268

Area Code / Phone Number / Extension

919/5574553

Area Code / FAX Number

jennifer.shaw@fidelitybanknc.com

E-mail Address

www.fidelitybanknc.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.*

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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**Fidelity BancShares (N.C.), Inc.**  
**Fuquay-Varina, North Carolina**  
**Fiscal Year Ending December 31, 2020**

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

**The BHC does not prepare an annual report for its shareholders.**

Annual shareholders stuffer is attached.



# FOURTH QUARTER REPORT

December 31, 2020

## General Officers of Fidelity Bank:

**Mary W. Willis**

*Chairman of the Board  
President & CEO*

**David E. Royal**

*Vice Chairman of the Board  
Chief Banking Officer*

**Phillip H. Woodard**

*Executive Vice President*

**Matthew T. King**

*Executive Vice President  
Chief Credit Officer*

**Lisa F. Campbell**

*Group Vice President  
Chief Financial Officer*

**Leigh M. Frazier**

*Group Vice President  
Chief Operating Officer*

**Kay H. Smith**

*Group Vice President  
Chief Risk Officer*

**Laurel L. Labonte**

*Executive Vice President  
Chief Human Resources Officer*

**Shelli B. Buck**

*Corporate Secretary*

**Tim C. Britt**

*Executive Vice President  
Chief Wealth Management Officer*

## Directors:

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

## General Counsel:

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

## Branch Locations:

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



# FOURTH QUARTER REPORT

## Statement of Condition as of December 31, 2020

	<u>December 31, 2020</u>	<u>December 31, 2019</u>
<b>ASSETS</b>		
Cash and due from banks	\$ 19,060,995	\$ 18,386,011
Overnight investments	562,595,172	198,045,659
Total cash and cash equivalents	<u>581,656,167</u>	<u>216,431,670</u>
Investment securities:		
Held to maturity (estimated fair value of \$88,079,810 and \$164,484,900 respectively)	86,267,359	164,844,557
Available for sale (cost of \$519,614,150 and \$389,927,781 respectively)	590,977,526	445,749,427
Total investment securities	<u>677,244,885</u>	<u>610,593,984</u>
Loans	1,586,306,645	1,238,649,471
Allowance for loan losses	(22,009,778)	(17,829,711)
Loans, net	<u>1,564,296,867</u>	<u>1,220,819,760</u>
Federal Home Loan Bank of Atlanta stock, at cost	1,865,400	1,736,600
Premises and equipment, net	47,913,069	48,145,442
Accrued interest receivable	6,884,314	5,379,909
Intangible assets	19,687,981	19,738,073
Other assets	4,986,334	4,673,747
Total assets	<u>\$ 2,904,535,017</u>	<u>\$ 2,127,519,185</u>
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>		
Deposits		
Noninterest-bearing demand deposits	\$ 1,136,174,967	\$ 721,055,591
Savings and interest-bearing deposits	1,260,783,213	939,669,815
Time deposits	155,312,279	162,467,958
Total deposits	<u>2,552,270,459</u>	<u>1,823,193,364</u>
Short-term borrowings	-	-
Long-term borrowings	-	-
Accrued interest payable	80,613	163,205
Other liabilities	23,327,660	20,010,165
Total liabilities	<u>2,575,678,732</u>	<u>1,843,366,734</u>
Shareholders' Equity:		
Common stock (\$25 par value; 29,200 shares authorized; 27,196 shares issued and outstanding in 2020 and 27,196 issued and outstanding in 2019.	679,900	679,900
Surplus	5,984,052	5,984,052
Accumulated other comprehensive income	7,888,591	(1,586,522)
Retained earnings	314,303,742	279,075,021
Total shareholders' equity	<u>328,856,285</u>	<u>284,152,451</u>
Total liabilities and shareholders' equity	<u>\$ 2,904,535,017</u>	<u>\$ 2,127,519,185</u>



# FOURTH QUARTER REPORT

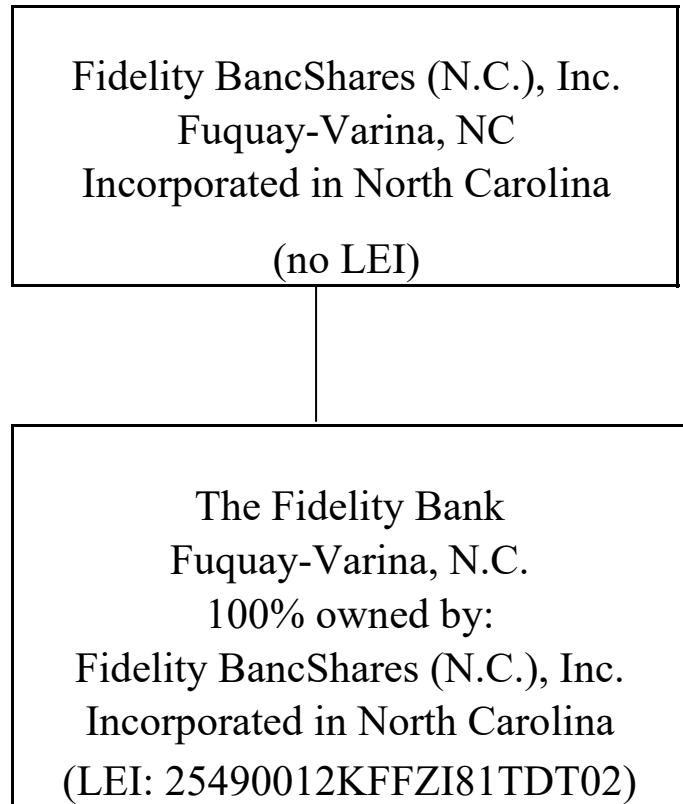
## Statement of Income Year-to-date

	<u>December 31, 2020</u>	<u>December 31, 2019</u>
<b>Interest income:</b>		
Interest and fees on loans	\$ 69,212,578	\$ 57,555,902
Interest and dividends on investment securities:		
Taxable interest income	10,890,653	13,579,691
Tax-exempt interest income	509,231	172,295
Dividend income	806,372	381,165
Interest on overnight investments	836,905	3,714,143
Total interest income	<u>82,255,739</u>	<u>75,403,196</u>
<b>Interest expense:</b>		
Deposits	1,906,215	2,872,390
Short-term borrowings	-	-
Long-term borrowings	37	-
Total interest expense	<u>1,906,251</u>	<u>2,872,390</u>
Net interest income	80,349,488	72,530,806
Provision for loan losses	(4,139,571)	(756,276)
Net interest income after provision for loan losses	<u>76,209,917</u>	<u>71,774,530</u>
<b>Noninterest income:</b>		
Service charges on deposit accounts	4,612,976	5,653,475
Other service charges and fees	22,085,364	15,044,859
Other income	790,957	974,176
Gain (Loss) on marketable equity securities	5,729,845	16,637,391
Total noninterest income	<u>33,219,142</u>	<u>38,309,901</u>
<b>Noninterest expense:</b>		
Salaries and employee benefits	40,067,621	35,570,205
Occupancy and equipment	7,248,361	6,790,171
Data processing	3,308,283	3,383,833
Amortization of intangibles	50,092	50,092
Other expense	11,740,535	9,945,474
Total noninterest expense	<u>62,414,892</u>	<u>55,739,775</u>
<b>Net income before income taxes</b>	<b>47,014,167</b>	<b>54,344,656</b>
Income tax expense	10,153,686	12,359,167
<b>Net income</b>	<b>\$ <u>36,860,481</u></b>	<b>\$ <u>41,985,489</u></b>

These statements have not been reviewed or confirmed for accuracy  
or relevance by the Federal Deposit Insurance Corporation

**Fidelity BancShares (N.C.), Inc.**  
**Fuquay-Varina, North Carolina**  
**Fiscal Year Ending December 31, 2020**

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



**Fidelity BancShares (N.C.), Inc.**  
**Fuquay-Varina, North Carolina**  
**Fiscal Year Ending December 31, 2020**

**ITEM 2b: Domestic Branch Listing**

See attached PDF: Branches\_584920\_Full\_Initial\_Public\_20201231\_2 of 2.pdf



**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 **12/31/2020**. Data reflects information that was received and processed through **01/05/2021**.

**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 ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		584920	FIDELITY BANK, THE	100 SOUTH MAIN STREET	FUQUAY VARINA	NC	27526	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3676406	ABERDEEN BRANCH	11175 US HIGHWAY 15 501	ABERDEEN	NC	28315	MOORE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3676433	APEX BRANCH	804 E WILLIAMS STREET	APEX	NC	27502	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		5483363	ASHEBORO BRANCH	106 E TRAPT AVE	ASHEBORO	NC	27203	RANDOLPH	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		463128	BISCOE BRANCH	520 NORTH MAIN ST	BISCOE	NC	27209	MONTGOMERY	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3630202	BURLINGTON BRANCH	2517 SOUTH CHURCH STREET	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		464723	CANDOR BRANCH	225 NORTH MAIN ST	CANDOR	NC	27229	MONTGOMERY	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		180425	CARY BRANCH	100 WEST CHATHAM ST	CARY	NC	27511	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3291322	CLEMMONS BRANCH	2561 LEWISVILLE-CLEMMONS RD	CLEMMONS	NC	27012	FORSYTH	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3291340	DUNN BRANCH	1000 E CUMBERLAND ST	DUNN	NC	28334	HARNETT	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3630211	DURHAM BRANCH	3016 SHANNON ROAD	DURHAM	NC	27707	DURHAM	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3825316	FAYETTEVILLE BRANCH	2911 VILLAGE DRIVE	FAYETTEVILLE	NC	28304	CUMBERLAND	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		294621	SUNSET PLAZA BRANCH	1304 NORTH MAIN STREET	FUQUAY VARINA	NC	27526	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3630976	GARNER BRANCH	919 US HIGHWAY 70 WEST	GARNER	NC	27529	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		2656504	GASTONIA COX ROAD OFFICE	610 COX RD	GASTONIA	NC	28054	GASTON	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3606645	GASTONIA UNION ROAD BRANCH	2933 UNION ROAD	GASTONIA	NC	28054	GASTON	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		569927	GIBSONVILLE BRANCH	237 EAST MAIN ST	GIBSONVILLE	NC	27249	GUILFORD	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3291537	BATTLEGROUND BRANCH	2501 BATTLEGROUND AVENUE	GREENSBORO	NC	27408	GUILFORD	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		587529	HOLLY SPRINGS BRANCH	7000 GB ALFORD HIGHWAY	HOLLY SPRINGS	NC	27540	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3604490	KERNERSVILLE BRANCH	163 SOUTH MAIN STREET	KERNERSVILLE	NC	27284	FORSYTH	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		683270	LEXINGTON BRANCH	114 WEST SECOND AVENUE	LEXINGTON	NC	27292-3004	DAVIDSON	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		4469986	LIBERTY BRANCH	258 WEST SWANNANOVA AVENUE	LIBERTY	NC	27298	RANDOLPH	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3072428	LILLINGTON BRANCH	20 PINE STATE STREET	LILLINGTON	NC	27546	HARNETT	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3291528	MEBANE BRANCH	1296 S FIFTH ST	MEBANE	NC	27302	ALAMANCE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3676367	MOORESVILLE BRANCH	186 WILLIAMSON ROAD	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		298825	MORRISVILLE BRANCH	10217 CHAPEL HILL RD	MORRISVILLE	NC	27560	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		525325	MOUNT GILEAD BRANCH	207 NORTH MAIN ST	MOUNT GILEAD	NC	27306	MONTGOMERY	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		662079	OXFORD BRANCH	712 MARTIN LUTHER KING JR AVENUE	OXFORD	NC	27565	GRANVILLE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		2439800	RAEFORD BRANCH	112 SOUTH 401 BY-PASS	RAEFORD	NC	28376	Hoke	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3291386	CAMERON VILLAGE BRANCH	600 OBERLIN RD	RALEIGH	NC	27605	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		2639310	FALLS OF THE NEUSE BRANCH	5220 FALLS OF NEUSE ROAD	RALEIGH	NC	27609	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		2639338	NORTH RALEIGH BRANCH	5700 CREEDMOOR RD	RALEIGH	NC	27612	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		1901391	SWIFT CREEK BRANCH	2819 JONES FRANKLIN RD	RALEIGH	NC	27606	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		1170030	RAMSEUR BRANCH	6856 JORDAN RD	RAMSEUR	NC	27316	RANDOLPH	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		340322	ROBBINS BRANCH	130 EAST SALISBURY ST	ROBBINS	NC	27325	MOORE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		649726	ROCKINGHAM BRANCH	532 EAST BROAD AVENUE	ROCKINGHAM	NC	28379	RICHMOND	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		402127	ROXBORO BRANCH	105 WEST GORDON STREET	ROXBORO	NC	27573	PERSON	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		1516759	SALISBURY BRANCH	2085 STATESVILLE BLVD	SALISBURY	NC	28147	ROWAN	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3760471	SANFORD BRANCH	1002 SOUTH HORNER BOULEVARD	SANFORD	NC	27330	LEE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		18322	SHELBY BRANCH	331 SOUTH LAFAYETTE ST	SHELBY	NC	28150	CLEVELAND	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3291313	SILER CITY BRANCH	1426 EAST 11TH STREET	SILER CITY	NC	27344	CHATHAM	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		886428	STOKESDALE BRANCH	8110 US HIGHWAY 158	STOKESDALE	NC	27357	GUILFORD	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3291546	STONEVILLE BRANCH	103 SOUTH HENRY STREET	STONEVILLE	NC	27048	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	

ok		110824	THOMASVILLE BRANCH	1035 RANDOLPH ST	THOMASVILLE	NC	27360	DAVIDSON	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		182522	TROY BRANCH	315 ALBEMARLE RD	TROY	NC	27371	MONTGOMERY	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		2439819	MARKET OF WAKE FOREST BRANCH	12201 CAPITAL BOULEVARD	WAKE FOREST	NC	27587	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		295123	WAKE FOREST BRANCH	231 SOUTH WHITE ST	WAKE FOREST	NC	27587	WAKE	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3630985	WINSTON SALEM BRANCH	3306 HEALEY DRIVE	WINSTON SALEM	NC	27103	FORSYTH	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		2998259	YANCEYVILLE BRANCH	202 COURT SQUARE	YANCEYVILLE	NC	27379	CASWELL	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3205673	COLLINSVILLE BRANCH	3300 VIRGINIA AVE	COLLINSVILLE	VA	24078	HENRY	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	
ok		3205682	MARTINSVILLE BRANCH	231 E CHURCH ST	MARTINSVILLE	VA	24112	MARTINSVILLE CITY	UNITED STATES	Not Required	Not Required	FIDELITY BANK, THE	584920	

**Fidelity BancShares (N.C.), Inc.**  
**Fuquay-Varina, North Carolina**  
**Fiscal Year Ending December 31, 2020**

**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 12-31-2020**

**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 12/31/2020**

<b>(1a) Name and Address</b>	<b>(1b) Country of Citizenship or Incorporation</b>	<b>(1c) Shares</b>	<b><sup>1</sup> Percent</b>	<b>(2a) Name and Address</b>	<b>(2b) Country of Citizenship or Incorporation</b>	<b>(2c) Share Percent</b>
Carmen Holding Ames Raleigh, North Carolina	(USA)	11,200	<sup>2</sup> 41.18%	n/a	n/a	n/a
Carson H. Brice Raleigh, North Carolina	(USA)	1,414	5.20%			
Claire H. Bristow Raleigh, North Carolina	(USA)	1,406	<sup>3</sup> 5.17%			
Hope H. Bryant Raleigh, North Carolina	(USA)	3,379	<sup>4</sup> 12.42%			
Frank B. Holding Jr. Raleigh North Carolina	(USA)	1,941	<sup>5</sup> 7.14%			
Olivia B. Holding Raleigh, North Carolina	(USA)	4,967	<sup>6</sup> 18.26%			
The Fidelity Bank as Trustee Fuquay-Varina, North Carolina	(USA)	10,929	<sup>7</sup> 40.19%			
E & F Properties, Inc. Smithfield, North Carolina	(USA)	3,052	<sup>8</sup> 11.22%			

<sup>1</sup> 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.

<sup>2</sup> 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 JP Morgan Chase as investment agent for Carmen H. Ames. Ms. Ames exercises sole voting and investment power with respect to those shares.

<sup>3</sup> Ms. Bristow may be considered to exercise shared voting and investment power with respect to 34 of the listed shares held by her spouse and family entities she is deemed to control.

<sup>4</sup> Mrs. Bryant may be considered to exercise shared voting and investment power with respect to 10 of the listed shares held by family members. 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.

<sup>5</sup> Mr. Holding may be considered to exercise shared voting and investment power with respect to 367 of the listed shares held by family members. Mr. Holding is trustee for the J Bryant Trust for the benefit of Hope H. Bryant adult children and stepchild and may be considered to exercise sole voting and investment power with respect to the 1,305 shares held by the trusts.

<sup>6</sup> Includes 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.

<sup>7</sup> 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 all shown as beneficially owned by Ms. Ames.

<sup>8</sup> 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, 2020**

**ITEM 4: Insiders (5% or more)  
(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 securities are held (List names of companies and percentages of voting securities held)
F. Ray Allen Biscoe, NC US Citizen	President: Uwharrie Lumber Co., Troy, NC (hardwood lumber manufacturer)	Director	Director The Fidelity Bank	President: Uwharrie Lumber Co., Troy, NC (hardwood lumber manufacturer)	0.47% 127	n/a	Triple A Enterprises Inc. (33%) Tram Lumber LLC (52%) Montgomery Enterprises, Inc (33%) Uwarrie Lumber Co. (52%)
John W. Byrne Fuquay-Varina, NC US Citizen	Owner: Fuquay Mineral Spring Inn & Garden Byrne Properties  Mayor: Town of Fuquay-Varina	Director	Director The Fidelity Bank	Owner, Fuquay Mineral Spring Inn & Garden Fuquay Mineral Spring Inn & Garden Byrne Properties  Mayor: Town of Fuquay-Varina	0.20% 55	n/a	Fuquay Mineral Spring Inn & Garden (100%)
E & F Properties, Inc Smithfield, NC US Citizen	n/a	Principal Shareholder	n/a	n/a	11.22% 3,052	n/a	n/a
The Fidelity Bank Trustee UAD 1/17/11 Irrevocable Trust 1976, 1979, 1990 Fuquay-Varina, NC US Citizen	n/a	Principal Shareholder	n/a	n/a	40.19% 10,929	n/a	n/a
D. Gary McRae Mt. Gilead, NC US Citizen	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: 38.1%, Class B: 88.1%) New South Realty (25%) Sugar Loaf Mountain (50%) McRae Siblings Partnership (25%)
David E. Royal Wilmington, NC US Citizen	Executive officer: The Fidelity Bank	Vice Chairman Executive Vice President Chief Banking Officer Director	Vice Chairman Executive Vice President Chief Banking Officer Director The Fidelity Bank	n/a	0.29% 78	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)
Ernest W. Whitley, Jr. Apex, NC US Citizen	Retired	Director	Director The Fidelity Bank	n/a	0.44% 120	n/a	n/a
Mary W. Willis Fuquay Varina, NC US Citizen	Executive officer: The Fidelity Bank	Chairman, President and CEO Director	Chairman, President and CEO Director The Fidelity Bank	n/a	1.56% 423	n/a	n/a
Carmen Holding Ames Raleigh, NC US Citizen	Private Investor	Principal Shareholder	n/a	n/a	41.18% 11,200	n/a	The Nassau Corportion (100%) Shenandoah Holdings, LLC (100%) LRH Trust Properties, LLC (100%) Royall Investments, LLC (100%) Trifecta Management, LLC (100%) Yadkin Valley Company (34.4%)
Hope H Bryant Raleigh, NC US Citizen	Vice Chairwoman and Director: First Citizens BancShares, Inc. First Citizens Bank & Trust Company	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 North State Foundation Ella Ann Lee Holding Foundation	12.42% 3,379	n/a	Five Crabs (33.33%) Bolton Rd LLC (99%)
Paul H. Stock Boone, NC US Citizen	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 US Citizen	Chairman and Chief Executive Officer: First Citizens BancShares, Inc. First-Citizens Bank & Trust Company  Manager: Midlothian Real Estate Holdings, LLC	Principal Shareholder	n/a	Director: Mount Olive Pickle company Global Transpark Foundation  Chairman, Board of Trustees: Blue Cross and Blue Shield of North Carolina  Trustee: Wake Forest University  Member/Manager HP Boat, LLC Down East Holdings, LLC  Director/Executive Officer L'eau Profile Marine Holdings Inc.  Member: North State Preferred Holdings, LLC  Vice President and Director: Ella Ann L. and Frank B. Holding Foundation  President and Director: Robert P. Holding Foundation, Inc. First-Citizens Foundation, Inc	7.14% 1941	n/a	HP Boat, LLC (25%) Down East Holdings, LLC (25%) L'Eau Profile Marine Holdings Inc. (100%)
Olivia B. Holding Raleigh, NC US Citizen	Property Manager	Principal Shareholder Director	Director The Fidelity Bank	President and Director: Twin States Farming, Inc Ella Ann L. and Frank B. Holding Foundation  Manager: Holding Properties, 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  Director: Southern BancShares (N.C.), Inc. Southern Bank and Trust Company Yadkin Valley Company Yadkin Valley Life Insurance Company	18.26% 4967	n/a	Twin States Farming, Inc. (47.55%) 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)
Carson Holding Brice Raleigh, NC US Citizen	Homemaker	Principal Shareholder	n/a	Director: Ella Ann L. and Frank B. Holding Foundation Robert P. Holding Foundation North State Foundation First-Citizens Foundation	5.20% 1,414	n/a	n/a
Claire H. Bristow Raleigh, NC US Citizen	Interior Designer: Claire Bristow Interiors	Principal Shareholder	n/a	Director: Ella Ann L. and Frank B. Holding Foundation  Member: Adger Road LLC Weyumonth Brooks Hill, LLC	5.17% 1,406	n/a	Adger Rd LLC (25%) Claire Bristow Interiors (100%) Weyumonth/Brooks Hill (44.96%)
Lisa F. Campbell Lillington, NC US Citizen	Chief Finanical Officer Senior Vice President The Fidelity Bank	Chief Finanical Officer Senior Vice President	Chief Finanical Officer Senior Vice President The Fidelity Bank	n/a	n/a	n/a	n/a