

FIRST CITIZENS BANCSHARES INC /DE/  
Form DEF 14A  
March 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

**FIRST CITIZENS BANCSHARES, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
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    - (1) Amount previously paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-

**Post Office Box 27131**

**Raleigh, North Carolina 27611-7131**

***NOTICE OF ANNUAL MEETING OF SHAREHOLDERS***

The Annual Meeting of shareholders of First Citizens BancShares, Inc. will be held at the First Citizens Center located at 4300 Six Forks Road, Raleigh, North Carolina, at 9:00 a.m. EDT on Tuesday, April 23, 2013.

The purposes of the meeting are:

**1.**

***Election of Directors:*** To elect 13 directors for one-year terms;

**2.**

***Advisory Vote on Executive Compensation:*** To vote on a non-binding, advisory resolution to approve compensation paid or provided to our executive officers as disclosed in our proxy statement for the Annual Meeting (a say-on-pay resolution);

**3.**

***Ratification of Appointment of Independent Accountants:*** To vote on a proposal to ratify the appointment of Dixon Hughes Goodman LLP as our independent accountants for 2013;

**4.**

***Shareholder Proposal:*** To vote on a shareholder proposal regarding the voting rights of a class of our stock; and

**5.**

***Other Business:*** To transact any other business properly presented for action at the Annual Meeting.

*Our Board of Directors recommends that you vote*

*FOR each of the nominees named in the enclosed proxy statement for election as directors,*

*FOR the advisory resolution regarding executive compensation,*

*FOR ratification of the appointment of our independent accountants, and*

*AGAINST the shareholder proposal regarding the voting rights of a class of our stock.*

*At the Annual Meeting, you may cast one vote for each share of our Class A Common Stock, and 16 votes for each share of our Class B Common Stock, you held of record on March 1, 2013, which is the record date for the meeting.*

*You are invited to attend the Annual Meeting in person. However, if you are the record holder of your shares of our common stock, we ask that you appoint the Proxies named in the enclosed proxy statement to vote your shares for you by signing, dating and returning the enclosed proxy card, or following the instructions in the proxy statement to appoint the Proxies by Internet, even if you plan to attend the Annual Meeting. If your shares are held in street name by a broker or other nominee, the record holder of your shares must vote them for you, so you should follow your broker's or nominee's directions and give it instructions as to how it should vote your shares. Doing that will help us ensure that your shares are represented and that a quorum is present at the Annual Meeting. Even if you sign a proxy card or appoint the Proxies by Internet, you may still revoke your appointment later or attend the Annual Meeting and vote in person.*

*This notice and the enclosed proxy statement and proxy card are being mailed to our shareholders on or about March 18, 2013.*

**By Order of the Board of Directors**

**Kathy A. Klotzberger**

**Secretary**

***YOUR VOTE IS IMPORTANT. WHETHER YOU OWN ONE SHARE OR MANY,***

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***YOUR PROMPT COOPERATION IN VOTING BY PROXY IS APPRECIATED.***

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**TABLE OF CONTENTS**

	<b>PAGE</b>
<b><u>ANNUAL MEETING OF SHAREHOLDERS</u></b>	1
<u>General</u>	1
<u>Proposals to be Voted on at the Annual Meeting</u>	1
<u>How You Can Vote at the Annual Meeting</u>	2
<u>Solicitation and Voting of Proxy Cards</u>	2
<u>Revocation of Proxy Cards; How You Can Change Your Voting Instructions</u>	3
<u>Expenses and Method of Solicitation</u>	3
<u>Record Date and Voting Securities</u>	4
<u>Quorum and Voting Procedures</u>	4
<u>Vote Required for Approval</u>	4
<b><u>PROPOSAL 1: ELECTION OF DIRECTORS</u></b>	4
<u>General</u>	4
<u>Nominees</u>	4
<u>Factors Bearing on Selection of Nominees</u>	6
<b><u>CORPORATE GOVERNANCE</u></b>	9
<u>Director Independence</u>	9
<u>Board Leadership Structure</u>	10
<u>Board's Role in Risk Management</u>	11
<u>Attendance by Directors at Meetings</u>	11
<u>Communications with Our Board</u>	12
<u>Code of Ethics</u>	12
<b><u>COMMITTEES OF OUR BOARD</u></b>	13
<u>General</u>	13
<u>Audit and Compliance Committee</u>	13
<u>Audit and Compliance Committee Report</u>	14
<u>Nominations Committee</u>	14
<u>Compensation Committee</u>	16
<u>Compensation Committee Report</u>	17
<b><u>COMPENSATION DISCUSSION AND ANALYSIS</u></b>	17
<b><u>EXECUTIVE OFFICERS</u></b>	26
<b><u>EXECUTIVE COMPENSATION</u></b>	27
<u>Summary</u>	27
<u>Retirement Benefits and Separation from Service Payments</u>	29
<u>Potential Payments upon Termination of Employment</u>	32
<b><u>DIRECTOR COMPENSATION</u></b>	32
<b><u>TRANSACTIONS WITH RELATED PERSONS</u></b>	33
	6

<u>Our Policy</u>	33
<u>Related Person Transactions During 2012</u>	34
<b><u>BENEFICIAL OWNERSHIP OF OUR COMMON STOCK</u></b>	36
<u>Directors and Executive Officers</u>	36
<u>Principal Shareholders</u>	37
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	39
<b><u>PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION</u></b>	39
<b><u>PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS</u></b>	40
<u>Appointment of Independent Accountants</u>	40
<u>Services and Fees During 2012 and 2011</u>	41
<b><u>PROPOSAL 4: SHAREHOLDER PROPOSAL REGARDING VOTING RIGHTS</u></b>	41
<b><u>PROPOSALS FOR 2014 ANNUAL MEETING</u></b>	43
<b><u>ANNUAL REPORT ON FORM 10-K</u></b>	43

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**Post Office Box 27131**

**Raleigh, North Carolina 27611-7131**

**PROXY STATEMENT**

***ANNUAL MEETING OF SHAREHOLDERS***

**General**

This proxy statement is dated March 13, 2013, and is being furnished to our shareholders by our Board of Directors in connection with our solicitation of appointments of proxies in the form of the enclosed proxy card for use at the 2013 Annual Meeting of our shareholders and at any adjournments of the meeting. The Annual Meeting will be held at the First Citizens Center located at 4300 Six Forks Road, Raleigh, North Carolina, at 9:00 a.m. EDT on Tuesday, April 23, 2013.

In this proxy statement, the terms *you*, *your* and similar terms refer to the shareholder receiving it. The terms *we*, *our* and similar terms refer to First Citizens BancShares, Inc. *FCB* refers to First-Citizens Bank & Trust Company, our bank subsidiary. *IronStone* refers to IronStone Bank, our former subsidiary which was merged into FCB during January 2011.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR**

**THE SHAREHOLDER MEETING TO BE HELD ON APRIL 23, 2013**

***The notice of meeting, proxy statement and annual report to security holders are available at:***



**Proposals to be Voted on at the Annual Meeting**

At the Annual Meeting, record holders of our common stock will:

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elect 13 directors for one-year terms (see Proposal 1: Election of Directors on page 4);

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vote on a proposal to approve a non-binding, advisory resolution (a say-on-pay resolution) to approve compensation paid or provided to our executive officers as disclosed in this proxy statement (see Proposal 2: Advisory Vote on Executive Compensation on page 39);

.

vote on a proposal to ratify the appointment of Dixon Hughes Goodman LLP as our independent accountants for 2013 (see Proposal 3: Ratification of Appointment of Independent Accountants on page 40);

.

vote on a proposal submitted by a shareholder regarding the voting rights of a class of our stock (see Proposal 4: Shareholder Proposal Regarding Voting Rights on page 41); and

.

transact any other business properly presented for action at the Annual Meeting.

***Our Board of Directors recommends that you vote FOR the election of each of the 13 nominees for director named in this proxy statement, FOR Proposals 2 and 3, and AGAINST Proposal***

## How You Can Vote at the Annual Meeting

**Record Holders.** If your shares of our common stock are held of record in your name, you can vote at the Annual Meeting in any of the following ways.

You can attend the Annual Meeting and vote in person.

You can sign, date and return the proxy card enclosed with this proxy statement to appoint the Proxies named below to vote your shares for you at the meeting, or you can validly appoint another person to vote your shares for you.

You can appoint the Proxies to vote your shares for you by going to the Internet voting website *www.proxyvote.com*. Have your enclosed proxy card in hand when you access the website. When you are prompted for your control number, enter the 12-digit number printed on your proxy card, and then follow the instructions provided to create an electronic voting instruction form. You may appoint the Proxies by Internet up until 11:59 p.m. EDT on April 22, 2013, which is the day before the Annual Meeting date. If you appoint the Proxies by Internet, you need not sign and return a proxy card. You will be appointing the Proxies to vote your shares on the same terms and with the same authority as if you marked, signed and returned a proxy card. The authority you will be giving the Proxies is described below and in the proxy card enclosed with this proxy statement.

**Shares Held in Street Name.** Only the record holders of shares of our common stock or their appointed proxies may vote those shares. As a result, if your shares of our common stock are held for you in street name by a broker or other nominee (such as a bank or custodian), then your broker or nominee (*i.e.*, the record holder) must vote them for you, or appoint the Proxies to vote them for you, unless you make arrangements for your broker or nominee to assign its voting rights to you or for you to be recognized as the person entitled to vote your shares. You will need to follow the directions your broker or nominee provides you and give it instructions as to how it should vote your shares by completing and returning to it the voting instruction sheet you received from your broker or nominee with your copy of our proxy statement (or by following any directions you received from your broker or nominee for giving voting instructions electronically). Brokers and other nominees who hold shares in street name for their clients typically have the discretionary authority to vote those shares on routine matters when they have not received instructions from beneficial owners of the shares. However, they may not vote those shares on non-routine matters (including the election of directors, say-on-pay proposals, certain proposals pertaining to corporate governance matters, and proposals submitted by shareholders which are opposed by management) unless their clients give them voting instructions. To ensure that shares you hold in street name are represented at the Annual Meeting and voted in the manner you desire, ***it is important that you instruct your broker or nominee as to how it should vote your shares.***

## Solicitation and Voting of Proxy Cards

If you are the record holder of your shares of our common stock, a proxy card is included with this proxy statement that provides for you to name five of our directors (Hope H. Connell, H. Lee Durham, Jr., Frank B. Holding, Frank B. Holding, Jr. and Lucius S. Jones), or any substitutes appointed by them, individually and as a group, to act as your Proxies and vote your shares at the Annual Meeting. We ask that you sign and date your proxy card and return it in the enclosed envelope, or follow the instructions above for appointing the Proxies by Internet, so that your shares will be represented at the meeting.

If you sign a proxy card and return it so that we receive it before the Annual Meeting, or you appoint the Proxies by Internet, you will be appointing the Proxies to vote your shares for you, and they will vote, or abstain from voting, according to the instructions you give them in your proxy card, or, if you vote by Internet, in your electronic voting instruction form. If you sign and return a proxy card, or appoint the Proxies by Internet, but you do not give any voting instructions, then the Proxies will vote your shares **FOR** the election of each of the 13 nominees for director named in Proposal 1 below, **FOR** Proposals 2 and 3, and **AGAINST** Proposal 4. If, before the Annual Meeting, any nominee named in Proposal 1 becomes unable or unwilling to serve as a director for any reason, your proxy card or electronic voting instruction form will give the Proxies discretion to vote your shares for a substitute nominee named by our Board of Directors. If no substitute nominee is named by our Board of Directors, then the number of directors to be elected at the Annual Meeting will be reduced accordingly. We are not aware of any other business that will be brought before the Annual Meeting other than the election of directors and the proposals described in this proxy statement. However, if any other matter is properly presented for action by our shareholders, your proxy card or electronic voting instruction form will authorize the Proxies to vote your shares according to their best judgment. The Proxies also will be authorized to vote your shares according to their best judgment on matters incident to the conduct of the meeting, including motions to adjourn the meeting.

If you are the record holder of your shares and you do not return a proxy card or appoint the Proxies by Internet, the Proxies will not have authority to vote for you and your shares will not be represented or voted at the Annual Meeting unless you attend the meeting in person or validly appoint another person to vote your shares for you.

### **Revocation of Proxy Cards; How You Can Change Your Voting Instructions**

**Record Holders.** If you are the record holder of your shares and you sign and return a proxy card or appoint the Proxies by Internet, and you later wish to change the voting instructions or revoke the authority you gave the Proxies, you can do so before the Annual Meeting by taking the appropriate action described below.

To change the voting instructions you gave the Proxies, whether by returning a proxy card or appointing the Proxies by Internet, you can:

·  
sign a proxy card, dated after the date of your original proxy card or after you appointed the Proxies by Internet, which contains your new voting instructions, and submit it to our proxy tabulator, Broadridge Corporate Issuer Solutions, Inc., at Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, or deliver it to our Corporate Secretary at the Annual Meeting, so that your new proxy card is received before the voting takes place at the Annual Meeting; or

·  
before 11:59 p.m. EDT on April 22, 2013 (the day before the Annual Meeting), go to the same voting website ([www.proxyvote.com](http://www.proxyvote.com)) that you used to appoint the Proxies by Internet, enter your 12-digit control number (printed on the enclosed proxy card), and then create a new electronic voting instruction form and enter your new voting instructions.

You may obtain another proxy card by calling Broadridge Corporate Issuer Solutions, Inc. at 855-449-0981. Whether you return a proxy card or vote by Internet, the Proxies will follow the last voting instructions received from you before the voting takes place at the Annual Meeting.

To revoke your proxy card or your appointment of the Proxies by Internet, you can:

give Broadridge Corporate Issuer Solutions, Inc. a written notice at its address listed above, which must be received before the voting takes place at the Annual Meeting, that you want to revoke your proxy card or Internet appointment; or

attend the Annual Meeting and either vote your shares in person or notify our Corporate Secretary at the meeting that you want to revoke your proxy card or Internet appointment. Simply attending the Annual Meeting alone, without voting in person or notifying our Corporate Secretary, will not revoke your proxy card or Internet appointment.

***Shares Held in Street Name.*** If your shares are held in street name and you want to revoke or change voting instructions you have given to your broker or other nominee, you must contact your broker or nominee and follow its directions.

#### **Expenses and Method of Solicitation**

We will pay all costs of our solicitation of proxy cards for the Annual Meeting, including costs of preparing and mailing this proxy statement. We are requesting banks, brokers, custodians and other nominees and fiduciaries to forward copies of our proxy solicitation materials to their principals and request their voting instructions, and we will reimburse those persons for their expenses in doing so. In addition to solicitation by mail, our and FCB's directors, officers and employees may solicit proxy cards, personally or by telephone, electronic mail or other methods of communication, but they will not receive any additional compensation from us for doing so.

In connection with the solicitation of proxy cards for the Annual Meeting, we have not authorized anyone to give you any information, or make any representation, that is not contained in this proxy statement. If anyone gives you any other information or makes any other representation, you should not rely on it as having been authorized by us.

### **Record Date and Voting Securities**

The close of business on March 1, 2013, is the Record Date we are using to determine which shareholders are entitled to receive notice of and to vote at the Annual Meeting and how many shares they are entitled to vote. Our voting securities are the 8,586,058 shares of Class A Common Stock ( Class A Common ) and 1,032,883 shares of Class B Common Stock ( Class B Common ) that were outstanding on the Record Date. You must have been a record holder of our stock on that date in order to vote in person or by proxy at the meeting.

### **Quorum and Voting Procedures**

A quorum must be present for business to be conducted at the Annual Meeting. For all matters to be voted on at the meeting, a quorum will consist of shares representing a majority of the aggregate votes entitled to be cast by holders of outstanding shares of Class A Common and Class B Common that may be voted at the meeting. Shares represented in person or by proxy at the meeting will be counted for the purpose of determining whether a quorum exists. Once a share is represented for any purpose at the meeting, it will be treated as present for quorum purposes for the remainder of the meeting and for any adjournments. If you return a valid proxy card, appoint the Proxies by Internet or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain or instruct the Proxies to abstain from voting on one or more matters voted on. Broker non-votes also will be counted in determining whether there is a quorum. Broker non-votes will occur if your shares are held by a broker and are voted on one or more matters at the meeting but are not voted by the broker on a non-routine matter because you have not given the broker voting instructions on that matter. If your shares are represented at the meeting with respect to any matter voted on, they will be treated as present with respect to all matters voted on, even if they are not voted on all matters.

You may cast one vote for each share of Class A Common, and 16 votes for each share of Class B Common, that you held of record on the Record Date on each director to be elected and on each other matter voted on by shareholders at the Annual Meeting. Votes may not be cumulated in the election of directors.

### **Vote Required for Approval**

Our directors are elected by a plurality of the votes cast in elections. In the election of directors at the Annual Meeting, the 13 nominees receiving the highest numbers of votes will be elected. For Proposals 2, 3 and 4 to be approved, a majority of the votes entitled to be cast with respect to shares present or represented at the Annual Meeting must be cast in favor of each proposal. Abstentions and broker non-votes will have no effect in the voting for directors, but they will have the same effect as votes against Proposals 2, 3 and 4 and any other matter voted on by our

shareholders at the Annual Meeting.

***PROPOSAL 1: ELECTION OF DIRECTORS***

**General**

Our Bylaws provide that:

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our Board of Directors will consist of not less than five nor more than 30 members, and our Board is authorized to set and change the actual number of our directors from time to time within those limits; and

.

our directors are elected each year at the Annual Meeting for terms of one year or until their successors have been duly elected and qualified.

**Nominees**

Our Board of Directors has set the number of our directors at 13 for the year following the Annual Meeting and, based on the recommendation of our Nominations Committee, it has nominated our 13 current directors for re-election as directors at the meeting. If, before the Annual Meeting, any nominee becomes unable or unwilling to serve as a director for any reason, the Board of Directors may name a substitute nominee or, if the Board elects not to name a substitute nominee, the number of our directors will be reduced accordingly.

The following table lists information about each nominee, including a description of his or her principal occupation and business experience. ***Our Board of Directors recommends that you vote FOR each of the 13 nominees named below.***

Name and Age	Current Positions With	Year First	Principal Occupation
	Us and FCB (1)	Elected (2)	and Business Experience
John M. Alexander, Jr. 63	Director	1990	President and Chief Operating Officer, Cardinal International Trucks, Inc.  (truck dealer)
Victor E. Bell III 56	Director	2002	Chairman and President, Marjan, Ltd.  (real estate and other investments)
Hope H. Connell (3)(4) 50	Director;  our and FCB s  Vice Chairman	2006	Our and FCB s executive officer
Hubert M. Craig III 56	Director	1998	Vice President and director, Gaston County Dyeing Machine Company (textile machinery manufacturer)
H. Lee Durham, Jr. (4) 64	Director	2003	Retired; previously, partner, PricewaterhouseCoopers LLP (public accounting firm)
Daniel L. Heavner 65	Director	2007	Managing partner; Heavner Furniture Market (retail furniture sales)
Frank B. Holding (3)(4) 84	Director;  our and FCB s  Executive Vice Chairman	1962	Our and FCB s executive officer
Frank B. Holding, Jr. (3)(4)	Director;	1993	Our and FCB s executive officer



51 our and FCB s

Chairman and

Chief Executive Officer

Lucius S. Jones  70	Director	1994	President, Chief Executive Officer and Owner, United Realty & Construction Company, Inc. (real estate development and construction)
Robert E. Mason IV  54	Director	2007	Chairman, President and Chief Executive Officer, R. E. Mason Company of the Carolinas (industrial automation and engineering services)
Robert T. Newcomb  52	Director	2002	Chairman, President and Owner, Newcomb Affiliates, Inc. and its subsidiary, Newcomb & Company (mechanical contractors)
James M. Parker  70	Director	2007	Retired; previously, our and FCB s Vice Chairman and IronStone s President - Western Division and Chief Operating Officer
Ralph K. Shelton  70	Director	2003	Chairman, President and Chief Executive Officer, Southeast Fuels, Inc. (bulk fuel distributor)

**(1)**

Each of our directors also serves as a director of FCB. Listings of the members of certain committees of our Board are contained below under the heading Committees of Our Board.

**(2)**

Year First Elected refers to the year in which each individual first became our director or, if before 1982, a director of FCB.

**(3)**

Mr. F. Holding, Jr. is the son of Mr. F. Holding and the brother of Ms. Connell. Ms. Connell is the daughter of Mr. F. Holding and the sister of Mr. F. Holding, Jr.



(4)

Certain of our directors and nominees for director currently serve, or during the past five years have served, as directors of other publicly-held companies. Mr. F. Holding, Jr. currently serves as a director of Piedmont Natural Gas Company, Inc., Charlotte, NC. Mr. Durham served as a director of Triad Guaranty, Inc., Winston-Salem, NC until his retirement from that company's board of directors on December 14, 2012. Certain of our directors also serve as directors of or in a similar position with other companies that are not publicly-held: Mr. F. Holding, Jr. serves as a member of the Board of Trustees of Blue Cross and Blue Shield of North Carolina, which is a not-for-profit health insurer, and as a director of Heritage BancShares, Inc. Mr. F. Holding serves as a director of First Citizens Bancorporation, Inc. and Southern BancShares (N.C.), Inc.. Ms. Connell serves as a director of Fidelity BancShares (N.C.), Inc., Southern BancShares (N.C.), Inc. and Yadkin Valley Company.

*Our Board of Directors recommends that you vote FOR each of the 13 nominees named above.*

*The 13 nominees receiving the highest numbers of votes will be elected.*

#### **Factors Bearing on Selection of Nominees**

The experience, qualifications, attributes, skills and other factors that led our Board to conclude that each nominee listed in the table above should serve or continue to serve as a director are described below.

#### *John M. Alexander, Jr.*

.

Thorough understanding of our business and financial operations derived from service as a director since 1990 and as a member of our Audit and Compliance Committee.

.

Extensive community leadership experience. Visible and active as a community leader.

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Management and financial experience derived from more than 44 years in managing, operating, and growing a successful truck dealership.

Attuned to the financial needs of small and mid-size businesses, FCB's largest business segment.

***Victor E. Bell III***

Thorough understanding of our business and operations derived from service as a director since 2002 and as a member of our Audit and Compliance Committee and Executive Committee.

Familiarity with real estate, real estate-related investments, and business in North Carolina's Triangle market.

Familiarity with the medical community and universities and other educational institutions in North Carolina derived from service on the Board of Visitors of the University of North Carolina at Chapel Hill and the Board of Visitors of the UNC Lineberger Comprehensive Cancer Center, and as chairman and president of Ravenscroft School.

Management and financial experience derived from more than 33 years in managing, operating, and growing a successful family-owned real estate and investment business.

Understands the financial needs and challenges of small and mid-size businesses, FCB's largest business segment.

***Hope H. Connell***

Intimate knowledge of our business and its culture, values, goals, strategies, and operations derived from more than 27 years of employment, including management experience with us and our bank subsidiaries, and service as a director since 2006. Currently serves as our and FCB's Vice Chairman and as a member of our joint Executive Committee.

Experienced in managing our expansion into new markets as the former President of IronStone Bank.

Visible and active as a community leader.

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Substantial personal financial interest in the long term growth, stability, and success of our company and FCB because of her significant ownership of shares of our company.

***Hubert M. Craig III***

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Thorough understanding of our business and its culture, values, goals and financial operations derived from service as a director since 1998 and as a member of our Audit and Compliance Committee.

.

Extensive community leadership experience, and visible and active as a community leader.

.

Management experience derived from more than 26 years of direct involvement in the management of a privately-owned manufacturing facility engaged in worldwide sales of textile dyeing equipment and custom stainless steel fabrication.

.

Personal knowledge of North Carolina's Charlotte-Gastonia market.

.

Understands the financial needs of small and mid-size businesses, FCB's largest business segment.

***H. Lee Durham, Jr.***

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Thorough understanding of our business and its culture, values, and goals derived from service as a director since 2003 and as a member of our Executive Committee and Chairman of our Audit and Compliance Committee.

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Financial and accounting experience derived from 32 years in public accounting, a significant portion of which was dedicated to bank clients, including service as auditor and consultant, which qualifies him to continue serving as Chairman of, and financial expert for, the Audit and Compliance Committee.

.

Experience derived from service as a director, chairman of the audit committee, chairman of the nominations and corporate governance committee, member of the compensation committee, and lead independent director of another public financial services company.

.

Visible and active as a member of the North Carolina Innovation Council.

***Daniel L. Heavner***

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Thorough understanding of our business and its culture, values, and goals derived from service as a director since 2007 and as a member of our Nominations and Compensation Committees and FCB's CRA Committee.

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Management and finance experience derived from more than 42 years in managing, operating, and growing various successful small business ventures, including retail furniture, apartment ownership and management, real estate development and construction, farming operations, government service contracts, and real estate investments.

.

Intimate knowledge of retail business operations.

.

Personal knowledge of North Carolina's Triangle market.

.

Experience in dealing with public agencies for the development of public and low-cost housing.

.

Understands the business operations and financial needs of small and mid-size businesses, FCB's largest business segment.

***Frank B. Holding***

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Intimate knowledge of our business and its culture, values, goals, strategies, and operations derived from more than 51 years of employment, including management experience with us and FCB, and service as a director since 1962.

Currently serves as our and FCB's Executive Vice Chairman.

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Political and public leadership experience derived from service as a county commissioner.

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Substantial personal financial interest in the long term growth, stability, and success of our company and FCB because of his significant personal ownership of shares of our company.

***Frank B. Holding, Jr.***

.

Intimate knowledge of our business and its culture, values, goals, strategies, and operations derived from more than 29 years of employment, including management experience with us and FCB, and service as a director since 1993.

Currently serves as our and FCB's Chairman and Chief Executive Officer and Chairman of our joint Executive Committee.

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Substantial personal financial interest in the long term growth, stability, and success of our company and FCB because of his significant personal ownership of shares of our company.



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Visible and active as a community leader, including past service as chairman of the statewide North Carolina Chamber of Commerce.

·

Experience derived from service as a director of other public companies.

***Lucius S. Jones***

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Thorough understanding of our business and its culture, values, and goals derived from service as a director since 1994, and his current service as Lead Independent Director, Chairman of our Compensation Committee and member of our Executive Committee.

·

Financial institution management experience derived from service as former president and chief executive officer of a federal savings and loan association.

·

Political and public leadership experience derived from service as mayor of Wendell, North Carolina, chairman of the North Carolina Housing Finance Board, president of the North Carolina League of Municipalities, and service on various state and local boards, commissions, and agencies.

·

Management experience derived from more than 28 years in managing, operating, and growing a successful real estate development and construction business.

·

Experienced community leader.

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Experience in dealing with public agencies regarding land use and the development of public and low-cost housing.

Familiar with residential real estate development and home building in North Carolina.

***Robert E. Mason IV***

Thorough understanding of our business and its culture, values, and goals derived from service as a director since 2007 and as a member of our Nominations and Compensation Committees.

Visible and active as a community leader.

Management experience derived from more than 17 years in managing, operating, and growing a successful industrial automation and engineering services business.

Provides national and international business perspective derived from business experience.

Understands the financial needs and operations of small and mid-size businesses, FCB's largest business segment.

***Robert T. Newcomb***

Thorough understanding of our business and its culture, values, and goals derived from service as a director since 2002 and as a member of our Nominations Committee and FCB's Investment Committee.

Visible and active as a community leader.

Management experience derived from more than 31 years in managing, operating, and growing a successful mechanical contracting company.

Knowledge of the construction and development industry, market conditions, and business opportunities in North Carolina's Triangle market.

Understands the needs of small and mid-size businesses, FCB's largest business segment.

***James M. Parker***

Intimate knowledge of our business and its culture, values, goals, strategies, and operations derived from more than 45 years of management experience with us, FCB and IronStone Bank in a variety of markets and in differing economic climates, and service as a director since 2007.

Experienced in managing our expansion into new markets.

Intimate knowledge of our markets in the nation's western states.

*Ralph K. Shelton*

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Thorough understanding of our business and its culture, values, and goals derived from service as a director since 2003, Chairman of FCB's CRA Committee, and member of FCB's Investment Committee.

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Visible and active as a community leader.

·

Management experience derived from more than 28 years in managing, operating, and growing a successful business marketing coal and oil to major accounts in the southeastern United States.

·

Intimate knowledge of North Carolina's Triad market, as well as market and economic conditions in the southeastern United States.

·

Familiarity with the medical community and universities and other educational institutions in North Carolina derived from service as chairman of Moses Cone-Wesley Long Community Foundation, trustee and chairman of NC A&T State University, vice chairman of the Gateway University Research Park, and member of the Guilford Technical Community College Foundation Board.

·

Understands the financial needs of small and mid-size businesses, FCB's largest business segment.

·

As an African-American and as an organizer of the Greensboro Venture Capital Fund (a fund created to assist women and minority-owned start-up businesses), understands the financial needs and concerns of minority customers and, more specifically, minority business owners.

***CORPORATE GOVERNANCE***

Our Board of Directors has adopted Corporate Governance Guidelines that describe principles and practices that our Board will follow in carrying out its responsibilities. Together with our Bylaws, the Guidelines establish various processes related to the structure and leadership of our Board and the governance of our organization, including certain of the matters described below.

## Director Independence

***Determination of Independent Directors.*** Each year our Board of Directors reviews transactions, relationships and other arrangements involving our directors and determines which of the directors the Board considers to be independent. In making those determinations, the Board applies the independence criteria contained in the listing requirements of The NASDAQ Stock Market ( Nasdaq ). The Board has directed our Audit and Compliance Committee to assess each outside director s independence and report its findings to the Board in connection with the Board s annual determination, and, between those annual determinations, to monitor the status of each director on an ongoing basis and inform the Board of changes in factors or circumstances that may affect a director s ability to exercise independent judgment. The following table lists our current directors, persons who served as directors during 2012, and nominees for election as directors at the Annual Meeting, who our Board believes were during their terms of office, and will be if elected, independent directors under Nasdaq s criteria.

John M. Alexander, Jr.  
Victor E. Bell III  
Hubert M. Craig III

H. Lee Durham, Jr.  
Daniel L. Heavner  
Lucius S. Jones

Robert E. Mason IV  
Robert T. Newcomb  
Ralph K. Shelton

In addition to the specific Nasdaq criteria, in assessing each director s or nominee s independence, the Audit and Compliance Committee and the Board consider whether they believe transactions that are disclosable in our proxy statements as related person transactions, as well as any other transactions, relationships, arrangements or other factors, could impair that director s ability to exercise independent judgment. In its determination that the directors named above are or were independent, those other factors considered by the Committee and the Board included: (1) FCB s lending relationships with directors who are loan customers and whose loans are subject to laws and regulations pertaining to loans to directors (including the requirement that those loans be approved by a majority of the full Board); (2) Mr. Bell s interest in an entity that is co-owner of investment real property in which a trust created under the estate of our former Chairman, Lewis R. Holding, also owns an interest; (3) Mr. Heavner s and his family s interest, and his position as a general partner, in a real estate partnership in which a company owned by our Executive Vice Chairman, Frank B. Holding, and his family members also is a partner and holds an interest; (4) services provided from time to time by Mr. Newcomb s mechanical contracting firm, directly and on a competitive bid basis as a contractor or subcontractor, in connection with the maintenance, construction or renovation of facilities owned, leased or managed by FCB; and (5) Messrs. Bell s and Newcomb s service as directors and/or officers of non-profit organizations to which FCB from time-to-time has made contributions.



***Executive Sessions of Independent Directors.*** Our independent directors meet separately, without management or non-independent directors being present, in conjunction with each regular quarterly meeting of our Board. At their discretion, they may hold separate meetings other than in conjunction with Board meetings, and such a meeting will be held at the request of any independent director. During 2012, the independent directors met in executive session following each of the Board's quarterly meetings, and they held two additional meetings that were not in conjunction with Board meetings.

***Lead Independent Director.*** Under our Corporate Governance Guidelines, if the Chairman elected by our Board is not an independent director, then each year our independent directors will designate a separate Lead Independent Director. Even if the Chairman is an independent director, our independent directors still may, at their option, designate a Lead Independent Director. Lucius S. Jones has been designated and currently serves as our Lead Independent Director.

Under the Guidelines, the duties of our Lead Independent Director include:

.

convening and presiding at executive sessions and separate meetings of our independent directors, and serving as the liaison between the independent directors and our Chairman and management;

.

consulting with the Chairman regarding concerns of our independent directors and matters discussed, decisions reached, or suggestions made, at executive sessions and separate meetings of independent directors;

.

consulting with the Chairman regarding the schedule, agenda, and information for Board meetings;

.

consulting with the Chairman with respect to consultants who may report directly to the Board;

.

consulting with the Chairman and management as to the quality, quantity, and timeliness of information provided to the Board by management;

.

being available, as appropriate, for communications with our shareholders; and

such other duties and authority as is described elsewhere in the Guidelines and as the Board may from time to time determine.

A special meeting of the Board or any committee of the Board will be called at the Lead Independent Director's request. Also, while our Chairman sets the agenda for each Board meeting, and any director may propose agenda items, a matter will be placed on the agenda for any regular or special Board or committee meeting at the Lead Independent Director's request.

### **Board Leadership Structure**

Our Board performs its oversight role through various committees which are appointed by the Board after consideration of the recommendations made by our independent Nominations Committee. Those committees may be established as separate committees of our Board or as joint committees of our and FCB's Boards. The Board annually elects a Chairman whose duties are described in our Bylaws and, currently, our Chief Executive Officer also serves as Chairman of our and FCB's Boards. Although our Bylaws contemplate that our Chairman will be considered an officer, the Board may select any of its members as its Chairman, and it has no formal policy as to whether our Chief Executive Officer will or may serve as Chairman or whether any other director, including an independent director, may be elected to serve as Chairman.

Because our Chief Executive Officer currently serves as Chairman and members of our management beneficially own large percentages of our voting stock, our Board recognizes the potential for management's influence over the Boards and their processes to diminish the effectiveness of our independent directors and their ability to influence our policies and the Boards' decisions. As a result, and as required by our Corporate Governance Guidelines, our independent directors have designated a separate Lead Independent Director who has the duties and authority described above under the caption Lead Independent Director, including the calling of meetings of the Board and placement of matters on the agenda for Board meetings.



Additionally, as described below under the heading *COMMITTEES OF OUR BOARD*, all matters pertaining to executive compensation, the selection of nominees for election as directors, and approval of transactions with related persons, are subject to the review and recommendation of Board committees made up entirely of independent directors, and our Corporate Governance Guidelines provide that:

all outside directors have full access to any member of management and to our and FCB's independent accountants and internal auditors for the purpose of understanding issues relating to our business;

upon request, our management will arrange for our outside advisors to be made available for discussions with the Board, a Board committee, our independent directors as a group, or individual directors; and

the Board, each Board committee, and our independent directors as a group, in each case by a majority vote, have the authority to retain independent advisors from time to time, at our expense, and separate and apart from our regular advisors.

Our Board believes that the provisions described above enhance the effectiveness of our independent directors and provide for a leadership structure that is appropriate for our company, without regard to whether our Chairman is an independent director.

### **Board's Role in Risk Management**

Risk is inherent in any business and, as is the case with other management functions, our senior management has primary responsibility for day-to-day management of the risks we face. However, as a financial institution, our business involves financial risks that do not exist, or that are more extensive than the risks that exist, in some other types of businesses. We are subject to extensive regulation that requires us to assess and manage those risks, and our Board is actively involved in overseeing our risk management programs. During their periodic examinations our regulators assess our and the Board's performance in that regard.

Our Board administers its oversight function primarily through committees which may be established as separate or joint committees of our and/or FCB's Boards. The members of those committees are appointed by the Boards after their consideration of recommendations made by our independent Nominations Committee. Among others, those

Board committees include our Audit and Compliance Committee, Compensation Committee, Investment Committee and Executive Committee. Our Chief Executive Officer, Chief Financial Officer and other officers who oversee certain departments or functions within our and FCB's operations make reports directly to one or more of those committees. In particular, reports are made directly to our Audit and Compliance Committee by our General Auditor regarding our internal audit function, by our Chief Governance Officer regarding the work of the Corporate Governance Department and the other departments he oversees (including Corporate Security, Credit Risk Review, and Compliance), and our Chief Information Security Officer regarding the disaster recovery and business continuity planning functions and the work of the Information Security Department.

We believe our regulatory environment and our committee structure result in our Board being more actively involved in risk management oversight than the boards of corporations that are not financial institutions or that are not regulated as extensively as financial institutions. The involvement of our committees in the Board's oversight function enhances our Board's effectiveness and leadership structure by providing opportunities for non-employee directors to become more familiar with FCB's critical operations and more actively involved in the Board's oversight role, particularly with respect to risk management.

#### **Attendance by Directors at Meetings**

***Board of Directors Meetings.*** Our Board of Directors met six times during 2012, including five joint meetings with FCB's Board. Our Corporate Governance Guidelines provide that directors are expected to regularly attend meetings of the Board and of the committees on which they serve (subject to circumstances which make their absence unavoidable), and they are expected to review materials provided to them in advance of meetings and participate actively in discussions at meetings and in the work of the committees on which they serve. Each of our current directors attended at least 75% of the aggregate number of those meetings and meetings of any committees on which he or she served.

***Annual Meetings.*** Attendance by our directors at Annual Meetings of our shareholders gives directors an opportunity to meet, talk with and hear the concerns of shareholders who attend those meetings, and it gives those shareholders access to our directors that they may not have at any other time during the year. Our Board of Directors recognizes that our

outside directors have their own business interests and are not our employees, and that it is not always possible for them to attend Annual Meetings. However, our Board believes that attendance by directors at our Annual Meetings is beneficial to us and to our shareholders, and our Corporate Governance Guidelines provide that our directors are strongly encouraged to attend each Annual Meeting whenever possible. Each of our 14 directors then in office attended our last Annual Meeting, which was held during April 2012.

### **Communications with Our Board**

Our Board of Directors encourages our shareholders to communicate with it regarding their concerns and other matters related to our business, and the Board has established a process by which you may send written communications to the Board or to one or more individual directors. You may address and mail your communication to:

Board of Directors

First Citizens BancShares, Inc.

Attention: Corporate Secretary

Post Office Box 27131 (Mail Code FCC22)

Raleigh, North Carolina 27611-7131

You also may send communications by email to *fcboardirectors@firstcitizens.com*. You should indicate whether your communication is directed to the entire Board of Directors, to a particular committee of the Board or its Chairman, or to one or more individual directors. All communications will be reviewed by our Corporate Secretary and, with the exception of communications our Corporate Secretary considers to be unrelated to our or FCB's business, forwarded to the intended recipients. Copies of communications from a customer of FCB or one of its subsidiaries relating to a deposit, loan or other financial relationship or transaction will be forwarded to the department or division most closely associated with the subject of the communication, with a copy to the Chairman of the Audit and Compliance Committee, and to any particular director named in the communication.

### **Code of Ethics**

Our Board of Directors has adopted three codes of ethics that apply separately to our and FCB's financial officers, directors, and all employees, respectively. The code that applies to our financial officers is posted on FCB's Internet website at [www.firstcitizens.com/meet-first-citizens/corporate-information/governance/code-of-ethics](http://www.firstcitizens.com/meet-first-citizens/corporate-information/governance/code-of-ethics). It covers our Chief Executive Officer, Chief Financial Officer, and other senior financial officers who have primary responsibility for our financial reporting and accounting functions. Among other things, all three codes are intended to promote:

.  
honest and ethical conduct;

.  
the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

.  
full, fair, accurate, timely and understandable disclosure in reports and documents that we file with the Securities and Exchange Commission and in other public communications we make;

.  
compliance with applicable governmental laws, rules and regulations;

.  
prompt internal reporting of violations of the codes to the Board's Audit and Compliance Committee; and

.  
accountability for adherence to the codes.

We have established a means by which officers, employees, customers, suppliers, shareholders or others may submit confidential and anonymous reports regarding ethical or other concerns about our company, FCB, or any of our respective employees. Anyone wishing to submit a report may call (800) UREPORT (800-873-7678). Reports also may be submitted online through FCB's Internet website at [www.firstcitizens.com/meet-first-citizens/report-ethical-concerns](http://www.firstcitizens.com/meet-first-citizens/report-ethical-concerns).

**COMMITTEES OF OUR BOARD**

**General**

Among other committees, our Board of Directors has three independent standing committees that assist the Board in oversight and governance matters, including the Audit and Compliance Committee, the Nominations Committee, and the Compensation Committee. Each of those committees operates under a written charter approved by our Board that sets out the committee's composition, authority, duties and responsibilities. We believe that each member of those committees is an independent director as that term is defined by Nasdaq's listing standards. Current copies of the charters of those committees are posted on FCB's Internet website at [www.firstcitizens.com/meet-first-citizens/corporate-information/governance](http://www.firstcitizens.com/meet-first-citizens/corporate-information/governance).

The Board also has an Executive Committee, of which a majority of the members are independent directors. Under North Carolina banking law, FCB's Board of Directors is required to have an executive committee which meets as often as required by the Board, but at least once during each month in which the full Board does not meet. Our Executive Committee is a joint committee of our and FCB's Boards of Directors and meets each month in which there are no Board meetings and at other times as needs arise. Under our and FCB's Bylaws, the Committee is authorized to exercise all the powers of the Boards in the management of our affairs when the Boards are not in session, subject to certain statutory limitations and the ability of the full Boards to limit the Committee's authority. The Committee met twelve times during 2012.

The current members of each of the above committees are listed in the following table, and the functions of and other information about the Audit and Compliance, Nominations, and Compensation Committees are described in the paragraphs below.

<b>Audit and Compliance</b>	<b>Nominations</b>	<b>Compensation</b>	<b>Executive</b>
H. Lee Durham, Jr. - Chairman	Robert T. Newcomb - Chairman	Lucius S. Jones - Chairman	Frank B. Holding, Jr. - Chairman
John M. Alexander, Jr.	Daniel L. Heavner	Daniel L. Heavner	Victor E. Bell III
Victor E. Bell III	Robert E. Mason IV	Robert E. Mason IV	Hope H. Connell
Hubert M. Craig III			H. Lee Durham, Jr.
			Lucius S. Jones

**Audit and Compliance Committee**

**Function.** Our Audit and Compliance Committee is a joint committee of our and FCB's Boards of Directors. Under its charter, and among its other duties and responsibilities, the Committee is responsible for:

appointing our independent accountants and approving their fees and the terms of their engagement;

approving services proposed to be provided by the independent accountants; and

monitoring and overseeing the quality and integrity of our accounting and financial reporting process and systems of internal controls.

The Committee reviews various reports from our independent accountants (including their annual report on our audited consolidated financial statements), financial reports we file under the Securities Exchange Act of 1934, and reports of examinations by our regulatory agencies. It also oversees our and FCB's internal audit program. At least quarterly, the Committee reviews reports on the work performed by FCB's Audit and Corporate Finance Departments, and it receives reports from our Corporate Governance Officer regarding the work of the Corporate Governance Department and the other departments he oversees (including Corporate Security, Credit Risk Review, and Corporate Compliance). The Committee also receives quarterly reports from our Chief Information Security Officer regarding the disaster recovery and business continuity planning functions, as well as periodic reports on the work of the Information Security Department. Also, as described above under the caption *Director Independence*, our Board has directed the Committee to monitor and make annual reports regarding the independence of our directors and, as described below under the heading *TRANSACTIONS WITH RELATED PERSONS*, the Board has directed the Committee to review and approve transactions, arrangements or relationships with us or FCB in which one of our related persons has a material interest. The Committee met 16 times during 2012.

**Audit Committee Financial Expert.** H. Lee Durham, Jr., the Committee Chairman, is a retired partner in the accounting firm of PricewaterhouseCoopers LLP. He has 32 years of public accounting and audit experience, much of which involved financial institutions and other public companies. Our Board of Directors has determined that Mr. Durham is an audit committee financial expert as that term is defined by the rules of the Securities and Exchange Commission.

## **Audit and Compliance Committee Report**

This report is submitted by the Audit and Compliance Committee, the members of which are named below.

Our management is responsible for our financial reporting process, including our system of internal controls and disclosure controls and procedures, and for the preparation of our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Our independent accountants are responsible for auditing those financial statements. The Audit and Compliance Committee oversees and reviews those processes. In connection with the preparation and audit of our consolidated financial statements for 2012, the Committee has:

·  
reviewed our audited consolidated financial statements for 2012 and discussed them with our management;

·  
discussed with our independent accountants the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol.1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

·  
received the written disclosures and letter from our independent accountants required by applicable requirements of the Public Company Accounting Oversight Board (PCAOB Rule 3526) regarding the accountants' communications with the Committee concerning independence; and

·  
discussed the independence of our independent accountants with the accountants.

Based on the above reviews and discussions, the Committee recommended to our Board of Directors that the audited consolidated financial statements be included in our 2012 Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

*The Audit and Compliance Committee:*

*H. Lee Durham, Jr.*

*John M. Alexander, Jr.*

*Victor E. Bell III*

*Hubert M. Craig III*

## **Nominations Committee**

Our Nominations Committee is a committee of our Board of Directors. Under its charter, and among other duties and responsibilities assigned from time to time by the Board, the Committee makes recommendations to the Board regarding the size and composition of our and FCB's Boards and Board committees, candidates for selection as nominees for election as directors at our Annual Meetings and for appointments to fill vacancies on the Board, appointments to the various committees of the Boards, and elections of our Chairman, Vice Chairmen, Chief Executive Officer and President. The Committee also makes a recommendation to our independent directors each year regarding their selection of a Lead Independent Director. The Committee met four times during 2012.

The Committee's charter and our Corporate Governance Guidelines provide for the Committee annually to recommend Board candidates who have personal and professional integrity, sound judgment, business acumen, and the time, ability and commitment to make a constructive and meaningful contribution to the Boards, and who, with other members of the Boards, will be effective in collectively serving the long-term interests of our shareholders.

Candidates also must satisfy applicable requirements of state and federal banking regulators, and the Committee may develop other criteria or minimum qualifications for use in identifying and evaluating candidates. Our Board makes all final decisions regarding nominations. In identifying candidates to be recommended from time to time, the Committee considers incumbent directors and will consider candidates suggested by our management, other directors or shareholders. The Committee has not used the services of a third-party search firm. Shareholders who wish to recommend candidates to the Committee should send their recommendations in writing to:

Nominations Committee  
First Citizens BancShares, Inc.  
Attention: Corporate Secretary  
Post Office Box 27131 (Mail Code FCC22)  
Raleigh, North Carolina 27611-7131

Each recommendation should be accompanied by:

the full name, address and telephone number of the person making the recommendation, a statement that the person making the recommendation is a shareholder of record (or, if the person is a beneficial owner of our shares but not a record holder, a statement from the record holder of the shares verifying the number of shares beneficially owned), and a statement as to whether the person making the recommendation has a good faith intention to continue to hold those shares through the date of our next Annual Meeting;





.  
the full name, address and telephone number of the candidate being recommended, information regarding the candidate's beneficial ownership of our stock and any business or personal relationship between the candidate and the person making the recommendation;

.  
a statement signed by the candidate that he or she is aware of and consents to being recommended to the Committee and will provide information that the Committee may request in connection with its evaluation of candidates;

.  
a description of the candidate's current principal occupation, business or professional experience, previous employment history, educational background, any particular skills, experience or areas of expertise, and his or her current positions, or previous experience (during the past ten years), as a director of other public companies;

.  
a description of any potential contributions to the Board that the candidate might make that are unusual or unique, and an explanation of the value or benefit that the person making the recommendation believes the candidate would provide us as a director;

.  
a description of the candidate's current positions and experience as a community leader;

.  
information regarding any business or personal relationships between the candidate and any of our or FCB's customers, suppliers, vendors, competitors, directors or officers, affiliated companies, or other persons with any special interest regarding our company or our affiliated companies, and any transactions between the candidate and our company or any of our affiliated companies; and

.  
any information in addition to the above regarding the candidate that would be required to be included in our proxy statement pursuant to the Securities and Exchange Commission's Regulation 14A (including without limitation information regarding legal proceedings in which the candidate has been involved within the past ten years).

In order to be considered by the Committee in connection with its recommendations of candidates for selection as nominees for election at an Annual Meeting, a shareholder's recommendation must be received by the Committee not later than the 120th day prior to the first anniversary of the date that our proxy statement was first mailed to our

shareholders in conjunction with our preceding year's Annual Meeting. Recommendations submitted by shareholders other than in accordance with these procedures will not be considered by the Committee.

The Committee will evaluate candidates recommended by shareholders in a manner similar to its evaluation of other candidates. In identifying and recommending candidates for election or appointment, the Committee considers the overall composition of the Boards in light of our current and future needs and will select candidates to be recommended based on its assessment of, among other things: (1) business, professional, personal and educational background, skills, experience and expertise; (2) community leadership; (3) independence; (4) potential contributions to the Boards that are unusual or unique; (5) knowledge of our organization and our and FCB's respective operations; (6) personal financial interest in our and FCB's long-term growth, stability, and success; (7) the performance and past and future contributions of our current directors, and the value of continuity and prior Board experience; (8) the existence of one or more vacancies on the Boards; (9) the need for a director possessing particular attributes, skills, experience or expertise; (10) the role of directors in FCB's business development activities; (11) diversity; and (12) other factors that it considers relevant, including any specific qualifications the Committee adopts from time to time.

While the Committee and our Board recognize the benefits derived from Boards composed of individuals who bring different attributes, experiences, and perspectives to the Boards' deliberations, they do not consider diversity for the sake of diversity to be a basis for the nomination, election or appointment of a director, and they have not adopted any written or mandatory diversity policy or criteria applicable to the director nominations process. Accordingly, in evaluating and selecting nominees, diversity is but one of the multiple factors considered by the Committee and the Board. For these purposes, they consider diversity to encompass a variety of characteristics of candidates, including, by way of example, academic background, business experience, geographic location within our banking markets, gender and race.

The Nominations Committee recommended to our Board of Directors that our current directors listed above under the caption "Nominees" be nominated for re-election for new terms of office.

## Compensation Committee

**Function.** Our Compensation Committee is a joint committee of FCBs and our Boards of Directors. The Committee met six times during 2012.

Under its charter, and in addition to other duties that may be assigned to it from time to time by the Boards, the Committee reviews and provides overall guidance to the Boards regarding our executive compensation and benefit programs, and it assesses risks that may arise from our compensation plans, policies, standards and practices for our and FCBs employees, including executive officers, that could have a material adverse effect on us or FCB. It makes recommendations to the Boards regarding:

·  
cash and other compensation paid or provided to our and FCBs Chief Executive Officer and other executive officers;

·  
the adoption of new compensation or benefit plans, or changes in existing plans, under which compensation or benefits are or will be paid or provided to those persons; and

·  
cash and other compensation paid or provided to other officers and employees, either individually or in the aggregate, as the Boards request.

The Committee also reviews and makes recommendations to the Boards regarding amounts of compensation paid to our directors.

In performing its duties, the Committee may, if it considers it appropriate, delegate any of its responsibilities to a subcommittee. However, any subcommittee must be composed entirely of independent directors. The Committee is authorized to conduct investigations, and to request and consider any information (from management or otherwise) that it believes is necessary, relevant or helpful in its deliberations and in making its recommendations. It may rely on information provided by management without further verification. However, under its charter, when the Committee takes an action, it should exercise independent judgment on an informed basis and in a manner it considers to be in the best interests of our shareholders. In its review and consideration of compensation matters, the Committee works closely with our Chief Human Resources Officer and her staff. In considering compensation to be paid to our directors and our executive officers named in the Summary Compensation Table below, the Committee considers

information provided by our Chairman and Chief Executive Officer, including, in the case of officers other than himself, information about those officers' individual performance and his recommendations as to their compensation. After receiving the Committee's recommendations, the Boards make all final decisions regarding compensation matters.

The Committee may retain the services of consultants or outside counsel, at our or FCB's expense, and on terms (including fees) that it approves. Since 2005, the Committee has retained the services of Findley Davies, Inc., a Charlotte, North Carolina, compensation and benefits consulting firm. That relationship is reviewed each year, and the Committee may, if it chooses, request and consider proposals from other consulting firms.

Under the terms of its engagement, Findley Davies has met early each year with the Committee Chairman and our Chief Human Resources Officer to discuss the Committee's functions, develop a calendar of activities for that year, and discuss our annual and strategic plans, external pressures we are experiencing, and other factors that affect our executive and director compensation programs. It has then met with the full Committee to review and discuss a number of matters, including:

·  
market trends in executive and director compensation, and surveys of executive salaries and total compensation (including short- and long-term incentives) and director compensation at similar companies;

·  
our current executive and director compensation levels and distribution, and the relationship between compensation levels and corporate and individual performance;

·  
executive compensation plan and benefits structures, including costs and recommended changes;

·  
summaries of actual amounts and types of all compensation and benefits, including perquisites, paid or provided to our individual executive officers; and

·  
issues raised under Section 162(m) of the Internal Revenue Code.

Other than in an advisory capacity as described above, Findley Davies has had no role in the actual recommendations made by the Committee to the Boards, or in the Boards' approval of amounts of executive or director compensation. However, based on the reviews and discussions described above, Findley Davies has made recommendations to the



Committee regarding appropriate levels and elements of compensation for our executive officers and directors.

Findley Davies also has assisted in the preparation and review of disclosures in our proxy statements regarding executive compensation matters, including the discussion of our executive compensation program included below under the heading *COMPENSATION DISCUSSION AND ANALYSIS*. Additional information about Findley Davies work with the Committee is contained under that heading.

Findley Davies has been retained by the Committee as its independent consultant and, during 2012, it did not provide other services for us or FCB. Each year the Committee reviews various factors that may pose a conflict of interest on the part of Findley Davies and its individual representatives who have provided services to the Committee. No conflict of interest was identified in the Committee's most recent review for 2012.

***Effect of Risk Management on Compensation.*** The Compensation Committee regularly reviews our general compensation philosophy and practices to determine the overall risk profile of our compensation program. As a part of that risk oversight process, on a quarterly basis the Committee reviews all our and FCB's compensation plans, including all incentive and variable pay plans within specific divisions of FCB, to determine whether there are potential areas of risk that reasonably could be expected to have a material adverse effect on our business and financial results and to ensure continued oversight and mitigation of risk within our compensation practices.

None of our executive officers currently participate in any long- or short-term bonus or other cash or equity incentive plans. However, certain business units and divisions within FCB have incentive and variable pay plans that have unique structures, goals and reward levels. The Committee believes that none of those plans provide for award levels that are over-weighted to a specific unit or service and that a majority of those incentive plans have maximum payments or payout caps that the Committee believes protect our organization. Plans that do not have maximum payments or payout caps provide for award levels that the Committee believes are *de minimis* in relation to our organization. Based on its most recent review, the Committee believes there are no material risk elements within the structure of our current plans that reasonably could be expected to have a material adverse effect on our business and financial results.

## **Compensation Committee Report**

This report is submitted by the Compensation Committee, the members of which are named below. The Compensation Committee has:

reviewed and discussed with management the Compensation Discussion and Analysis that is included in this proxy statement; and

based on that review and discussion, recommended to the full Board of Directors that the Compensation Discussion and Analysis be included in our proxy statement and Annual Report on Form 10-K.

*The Compensation Committee:*

*Lucius S. Jones*

*Daniel L. Heavner*

*Robert E. Mason IV*

**COMPENSATION DISCUSSION AND ANALYSIS**

**Our Executive Compensation Philosophy and Objectives**

Our executive compensation program is administered by the Compensation Committee of our Board of Directors. The Committee attempts to both align our executive officers' compensation with our long-term business philosophy and achieve our objectives of:

rewarding year-over-year performance and long-term loyalty;

balancing business risk with sound financial policy and shareholder safety;

enabling FCB to attract and retain qualified executive officers; and

providing compensation to our executive officers that is competitive with comparable financial services companies.





A foundation within our business philosophy is to provide a consistent financial return to shareholders through sound business decisions. This manifests itself in strong attention to the quality of our assets and the preservation of our assets through the management of risk, including potential risks that can arise in connection with various components of compensation programs, such as certain types of incentive compensation. For that reason, we do not maintain a structured or formal annual or long-term performance-based cash incentive program for executive officers. We also do not provide any equity-based compensation, or any arrangements under which compensation would be paid, or the vesting of any benefits would be accelerated, as a result of a change in control of our company. We attempt to provide annual cash compensation that is fair and reasonable to both our executive officers and our shareholders, and to reward long-term loyalty, while minimizing the risks that potentially exist with other forms of compensation that can adversely influence business decisions by corporate executives.

The current components for our executive compensation program, as listed in the following table, are consistent with our compensation philosophy. The individual elements of each component of our 2012 executive compensation are discussed in the narrative following the table below. As discussed in more detail in this proxy statement under the caption Compensation Committee, potential risks to FCB associated with our compensation program are monitored regularly by the Committee. The Committee believes there currently are no risks posed by our compensation plans, policies and practices that are likely to have a material adverse impact on us or FCB.

<b>Compensation</b>		<b>Component</b>	<b>Risk Profile</b>
<b>Component</b>	<b>Component Elements</b>	<b>Purpose</b>	<b>Risk Profile</b>
Base Salary	· Cash	To provide fixed annual compensation that is comparable with other financial institutions and helps attract and retain associates.	Low
Retirement Benefits	· Defined benefit pension plan · Matching and profit-sharing contributions to Section 401(k) defined contribution plans	To provide competitive levels of retirement income for all employees.	Low
Non-qualified Separation from Service Agreements	· Cash ·	To retain and reward the long-term loyalty of certain key decision makers, and to assure their continued loyalty following a separation from service.	Low

Perquisites	Death Benefit . Installation and monitoring of home security systems . Staff services for personal affairs	To provide limited personal benefits to certain executive officers in furtherance of our risk management program and for the officers convenience.	Low
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The specific amounts or values of each of those forms of compensation that we paid or provided to our current Chairman and Chief Executive Officer, Frank B. Holding, Jr., and certain of our other executive officers for 2012 are listed in the Summary Compensation Table that follows this discussion.

At each of our 2011 and 2012 Annual Meetings, our shareholders voted on non-binding advisory proposals ( say-on-pay proposals) to approve the compensation of our named executive officers as described in the proxy statements for those meetings. Our shareholders overwhelmingly approved both proposals, with over 99% of the votes being cast for approval at each meeting. Among other factors described in this discussion, the Compensation Committee considered the voting results on those proposals in connection with its reviews and decision-making process during 2012 and in the setting of executive officer salaries for 2013. We believe that, in addition to approving the compensation of our named executive officers, the voting results demonstrated general support by shareholders for our overall compensation philosophy and objectives, and the Committee has proceeded under our general approach to executive compensation described in this discussion and made no material changes to our executive compensation program or philosophy.

Another say-on-pay proposal will be submitted for voting by our shareholders at the 2013 Annual Meeting. At our 2011 Annual Meeting, our shareholders considered a say-on-frequency proposal in which they could indicate whether they preferred that we hold future say-on-pay votes every year, once every two years, or once every three years. The majority of votes cast favored a say-on-pay vote every three years. However, following that meeting, our analysis of the voting indicated that a number of shareholders appeared to prefer that a vote be held every year. As a result, based on the recommendation of the Compensation Committee, our Board of Directors has indicated that it intends to submit say-on-pay proposals for a vote of shareholders on an annual basis until the next required say-on-frequency vote by shareholders (the 2017 Annual Meeting), or until the Board determines that a different frequency is appropriate.

Going forward, the results of voting on say-on-pay proposals at each Annual Meeting, as well as any feedback received by the Committee from shareholders outside the voting process, will be taken into consideration each year in the Committee's continuing evaluation of our executive compensation plans, policies and practices and in its decisions regarding executive compensation.

### **The Process of Evaluating Executive Officer Compensation**

Each year in January, our Compensation Committee reviews total compensation paid or provided to our executive officers, considers changes in the executive officers' base salaries, and makes recommendations for salary increases to our and FCB's Boards of Directors. After receiving the Committee's recommendations, the Boards approve all executive officer salaries.

In reviewing executive officer base salaries, the Committee routinely considers:

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the scope of the officers' responsibilities,

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market analyses provided by the Committee's independent consultant that compare our executive officers' salaries to compensation paid to persons in each officer's position in similar financial services organizations,

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our overall financial and operating performance,

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general individual performance, and

internal equity of our executive officers' current compensation.

The process of making base salary changes for executive officers is largely subjective. There are no specific measures or criteria by which the base salaries of our executive officers are directly tied to individual performance or our financial and operating performance. However, while there are no formal criteria for performance evaluation, base salary adjustments are reviewed with consideration given for overall business performance and each individual executive officer's contributions to that success. Because base salary is the primary form of compensation paid to our executive officers during their employment, the Committee's decisions each year regarding base salaries have had little, if any, effect on decisions regarding other types of compensation, other than with respect to benefits under separation from service agreements which are based on percentages of, and are amended from time to time to reflect increases in, base salaries.

For a number of years, the Compensation Committee has retained the services of Findley Davies, Inc. as its independent executive compensation consultant. Findley Davies has assisted the Committee in analyzing our compensation elements, trends in executive compensation, market pay for similar positions in comparable organizations, and the alignment of our executive compensation to our business objectives and work culture. Findley Davies has provided services only to the Compensation Committee, and it has not provided additional services for us or any of our subsidiaries. Additional information about Findley Davies' engagement by and services it has provided to the Committee is contained under the caption "Compensation Committee."

In connection with the Committee's consideration of executive compensation for each of 2012 and 2013, as part of its services Findley Davies prepared a market analysis for the Committee comparing our executives' then current base salary rates to the market median compensation paid for 2011 and 2012, respectively, by similar financial services organizations to their officers in similar positions. The analyses focused on:

base salary,

total cash compensation (which included base salary and annual cash incentive awards), and

total direct compensation (which included total cash compensation and the annualized cash value of long-term incentives).



We do not provide annual or long-term incentives, regular cash bonuses, or equity-based compensation to our executive officers. However, in recruiting and attempting to retain executive officers, we compete with organizations that do provide those additional compensation and wealth-building opportunities. As a result, the Compensation Committee believes that comparing our base salaries against only the base salaries paid by other organizations does not provide an accurate market comparison. For that reason, the Committee compares our executive officers' base salary rates against market total cash compensation which takes into account cash compensation, in addition to base salaries, such as annual bonus payments and other such forms of cash compensation, that many other companies pay to their executive officers.

For purposes of the market analyses, Findley Davies used two nationally-recognized surveys of financial institution compensation specific to our executive officers' positions. In each analysis our executive positions were compared to similar positions in similarly sized organizations. Findley Davies also performed statistical analyses to mitigate the effect of asset size on the results of the comparisons, providing a more accurate view of the market data.

To further assist the Committee in understanding the compensation marketplace in which we compete, for 2012 and 2013 Findley Davies also prepared peer group analyses that compared compensation paid to our executive officers during the preceding years against compensation paid for 2010 and 2011 to the executive officers of 19 other publicly traded financial institutions that have assets between \$10 billion and \$60 billion and that primarily concentrate on retail and business banking operations headquartered in the United States.

The financial institutions included in both peer group analyses were as follows:

Huntington Bancshares, Inc.	First Horizon National Corporation	Susquehanna Bancshares, Inc.
Zions Bancorporation	Associated Banc-Corp	TCF Financial Corporation
First Niagara Financial Group, Inc.	Cullen/Frost Bankers, Inc.	Wintrust Financial Corporation
BOK Financial Corporation	East West Bancorp, Inc.	Fulton Financial Corporation
City National Corporation	Commerce Bancshares, Inc.	Valley National Bancorp
Synovus Financial Corp.	Webster Financial Corporation	FirstMerit Corporation
	Hancock Holding Company	

Using the selected peer group each year, the most recent available compensation data was compiled utilizing research from a nationally recognized proxy data research reporting company. As in the market analyses, the peer group analyses focused on base salary, total cash compensation and total direct compensation. Findley Davies reviewed our executive officers' compensation as a percentage of the peer company median compensation for officers in the same positions with the peer companies.

The following table illustrates how the 2012 base salary rates approved by the Committee, and recommended to and approved by our Board, during January 2012 for our executive officers named in the Summary Compensation Table compared to the median 2011 compensation paid to the peer companies' officers as reported in proxy statements.

	<b>2012 Base Salary Rates of our Named Executive Officers, as a Percentage of Peer Group: 2011</b>		
	<b>2011</b>	<b>Peer Group</b>	<b>2011</b>
	<b>Peer Group</b>	<b>Median</b>	<b>Peer Group Median</b>
	<b>Median</b>	<b>Total Cash</b>	<b>Total Direct</b>
	<b>Base Salary</b>	<b>Compensation</b>	<b>Compensation</b>
Our Chairman and CEO	100%	56%	21%
Our Chief Financial Officer	110%	66%	42%
All Named Executive Officers			
(excluding our Chairman and CEO)	147%	95%	62%

The comparison shows that the 2012 base salary rates of our named executive officers (the only form of direct cash compensation we provide), as a percentage of the peer company data as reported for 2011, are at or above the median base salaries paid to officers in similar positions within the peer group. However, when compared to total cash compensation, the 2012 base salaries of our named executive officers are below the median total cash compensation within the peer group.



As a percentile by asset size within the peer group, our ranking by asset size was at the 53<sup>rd</sup> percentile based on 2011 proxy data. The Committee believes that an appropriate compensation percentile ranking for our named executive officers' base salaries, as compared to the peer organizations by asset size, is approximately the 59<sup>th</sup> percentile by asset size.

The following table illustrates how the 2012 base salary rates of our named executive officers ranked as a percentile by asset size as compared against the other financial institutions included in the peer group analysis:

	<b>2012 Base Salary Rates of our Named Executive Officers as a Percentile Ranking by Asset Size 2011</b>		
	<b>2011 Peer Group Median Base Salary</b>	<b>Peer Group Median Total Cash Compensation</b>	<b>2011 Peer Group Median Total Direct Compensation</b>
Our Chairman and CEO	50 <sup>th</sup>	16 <sup>th</sup>	1 <sup>st</sup>
Our Chief Financial Officer	65 <sup>th</sup>	19 <sup>th</sup>	1 <sup>st</sup>
All Named Executive Officers  (excluding our Chairman and CEO)	90 <sup>th</sup>	44 <sup>th</sup>	7 <sup>th</sup>

The comparisons showed that, when compared with the 2011 peer group median base salary, our Chairman and Chief Executive Officer's 2012 base salary rate was slightly below our percentile ranking by asset size, while the average of our other named executive officers' 2012 base salary rates was above our percentile ranking by asset size. When compared with the peer group total cash compensation, our Chairman and Chief Executive Officer's 2012 base salary, and the average of our other named executive officers' base salaries, were well below our percentile ranking by asset size.

For each year the Committee also reviewed information prepared by Findley Davies regarding the relationship between compensation we pay our named executive officers and our company's financial performance, compared to compensation paid by and the performance of the organizations included in the peer group. This analysis incorporated the following performance metrics:

*Growth:* one- and five-year growth in assets, deposits and loans, with the expectation that our performance will be equal to the average or median of the peer group;

*Asset Quality:* net charge-offs and non-performing asset ratio (excluding loans covered by shared-loss agreements with the FDIC), with the expectation that our performance will be well above the peer group; and

*Profitability:* return on average assets and return on average equity, with the expectation that our performance will be below the peer group due primarily to our focus on balance sheet liquidity and asset quality.

That information tended to reflect that, for 2011 and 2012, we generally compared favorably to the companies in the group with regard to performance we achieved at the compensation levels paid to our executive officers.

### **The Executive Compensation Components**

**Base Salaries.** As described above, base salaries represent the primary component of our executive compensation program, and we do not provide annual or long-term incentives, regular cash bonuses, or equity-based compensation. However, in recruiting and attempting to retain executive officers, we compete with organizations that do provide those additional compensation opportunities. For that reason, in considering adjustments in base salaries, the Committee compares our executive officers' base salary rates against market total cash compensation (which takes into account base salaries as well as annual bonus payments and other forms of cash compensation). The Committee understands the potential flaws in and the risks of relying too heavily on market and peer data, and that their compensation decisions should reflect our company's culture and philosophy. As a result, it does not rely solely on market analyses and peer comparisons in establishing appropriate base salary levels. However, the Committee believes those analyses provide a useful frame-of-reference in determining whether our executive officers' compensation is reasonable and competitive in relation to other similar organizations. The Committee believes that an appropriate competitive level for our executive officers' base salaries, as compared to other organizations, would be in a range between 90% and 110% of market median total cash compensation.

In making its recommendations regarding 2012 and 2013 base salaries for our executive officers named in the Summary Compensation Table, the Committee considered our 2011 and 2012 financial and operating performance. The Committee believed that, given our operating philosophy and resulting risk profile and balance sheet structure, and FCB's



branch expansion from 2009 through 2011, our 2011 and 2012 performance was generally comparable to that of peer organizations. Performance indicators considered by the Committee in its review included return on assets, return on equity, trends in non-interest income, loan growth, deposit growth and various asset quality measurements.

In considering the 2012 adjustment in base salary rate for our Chairman and Chief Executive Officer, the Committee took into account his 2011 total compensation, his scope of responsibility, his general individual performance, our 2011 financial and operating performance, and the 2011 market analysis. Consideration for a 2013 adjustment in his base salary rate again took into account the same factors for 2012.

In considering its recommendations for increases for 2012 in the base salaries of our other named executive officers, the Committee took into account their 2011 total compensation, the 2011 market analysis, general individual performance, and information provided by our Chairman and Chief Executive Officer, including his assessment of those officers' individual performance and his recommendations as to their compensation. The Committee considered the same factors for 2012 when considering 2013 salary adjustments for those same executives.

The following table shows the base salary rates and percentages of salary increases for our Chairman and Chief Executive Officer and certain of our other named executive officers for 2011, 2012 and 2013. The 2011 and 2012 base salary rates reflect the listed officers' annual base salary rates approved by the Boards that became effective on April 1 of each year. Because those base salary rates did not become effective until April 1, the salary rates are higher than the dollar amounts of base salaries the officers actually received during 2011 and 2012 as listed in the Summary Compensation Table, and the 2013 rates are higher than the dollar amounts of base salaries they will actually receive during 2013.

	2011		2012		2013
	Base Salary	Percentage	Base Salary	Percentage	Base Salary
	Rate	Increase	Rate	Increase	Rate
Mr. F. Holding, Jr.					
Chairman and CEO	\$881,500	3.2%	\$910,000	4.95%	\$955,000
Mr. K. Black					
Chief Financial Officer	\$470,000	2.34%	\$481,016	0%	\$481,016
Mr. F. Holding					
Executive Vice Chairman	\$995,114	0%	\$995,114	0%	\$995,114
Mr. E. Willingham IV	\$570,500	3.51%	\$590,000	5.93%	\$625,000

President  
Ms. H. Connell

Vice Chairman	\$515,000	12.62%	\$580,000	7.76%	\$625,000
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The following tables show the 2012 and 2013 base salary rates of certain of our named executive officers approved by the Compensation Committee as percentages of the market median base salary, total cash compensation and total direct compensation reflected in the 2011 and 2012 market analyses provided by Findley Davies.

**2012 Base Salary Rates of our Named**

**Executive Officers, as a Percentage of:**

	<b>2011</b>	<b>2011</b>	<b>2011</b>
	<b>Market</b>	<b>Market</b>	<b>Market</b>
	<b>Median</b>	<b>Median</b>	<b>Median</b>
	<b>Base Salary</b>	<b>Total Cash</b>	<b>Total Direct</b>
	<b>Compensation</b>	<b>Compensation</b>	<b>Compensation</b>
Mr. F. Holding, Jr. Chairman and CEO Mr. K. Black	104%	53%	24%
Chief Financial Officer Mr. F. Holding	103%	65%	35%
Executive Vice Chairman Mr. E. Willingham IV	114%	58%	26%
President Ms. H. Connell	114%	68%	59%
Vice Chairman	144%	77%	49%

**2013 Base Salary Rates of our Named****Executive Officers, as a Percentage of:**

	2012	2012	2012
	Market	Market	Market
	Median	Median	Median
	Base Salary	Total Cash	Total Direct
	Compensation	Compensation	Compensation
Mr. F. Holding, Jr. Chairman and CEO Mr. K. Black	108%	56%	25%
Chief Financial Officer Mr. F. Holding	108%	66%	33%
Executive Vice Chairman Mr. E. Willingham IV	113%	59%	26%
President Ms. H. Connell	124%	63%	31%
Vice Chairman	146%	88%	31%

The comparisons with the 2011 and 2012 market data show that the 2012 and 2013 base salary rates of our named executive officers are competitive with the market median base salaries, but they generally are well below the market median total cash compensation.

**Bonuses.** We do not have an annual bonus program and we do not regularly pay bonuses to our executive officers. However, our Chairman and Chief Executive Officer occasionally recommends, and the Compensation Committee considers payment of, a discretionary bonus for one or more individual executive officers based on particular performance achievements or other factors related to the retention of motivated and talented executive officers. The Committee takes into consideration the purpose and recommended amount for any discretionary bonus within the context of each executive officer's total cash compensation.

No discretionary bonuses were paid to any of our current named executive officers during or for 2012.

**Retirement Plans.** We provide retirement benefits to our officers and employees under three qualified plans which include:

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a defined benefit pension plan;

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a Section 401(k) defined contribution plan; and

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an enhanced Section 401(k) defined contribution plan.

During 2007, our Board approved changes to our retirement plan program with a fully effective date of January 1, 2008. These changes were recommended by a special committee of the Board and were designed to reduce the volatility of our pension plan expense, while preserving the competitive retirement benefits we provide to our associates. The changes included the retention of our pension and Section 401(k) plans as they existed at that time (now referred to as the legacy plans ), and the addition of an enhanced Section 401(k) plan. New associates hired after March 31, 2007, participate only in the enhanced Section 401(k) plan and do not become participants in the pension plan. Eligible associates hired on or before March 31, 2007, made a one-time election during 2007 to:

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continue to participate in both legacy plans, or

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participate only in the enhanced Section 401(k) plan rather than the legacy Section 401(k) plan, in which case they would continue to be participants in the pension plan, but their pension plan benefits accrued through December 31, 2007, would be frozen and no further benefits would accrue.

Our Executive Vice Chairman, Mr. F. Holding (who already had the maximum number of years of service that can be counted under the pension plan and, as indicated below, had begun receiving benefits under that plan) elected to participate in the enhanced Section 401(k) plan. All other current executive officers named in the Summary Compensation Table elected to remain in the legacy plans.

Our pension plan is a non-contributory final average pay pension plan. It has been available to all employees who had completed 1,000 hours of service within a calendar year and had reached age 21. A participant's benefits under the plan become vested when he or she completes five years of service or when becoming totally and permanently

disabled. In



general, benefits under the plan are determined based on a formula that takes into account a participant's compensation covered by the plan and his or her years of service. Under the Internal Revenue Service's regulations, the maximum amount of covered compensation considered for 2012 in determining a participant's benefit was \$250,000, and the maximum annual benefit that may be paid to a retiring participant is \$200,000. Further information about the terms of the pension plan, including the calculation of benefits under the plan, is contained in the *EXECUTIVE COMPENSATION* section of this proxy statement under the caption Retirement Benefits and Separation from Service Payments.

Our legacy and enhanced Section 401(k) plans both are voluntary savings plans that provide vehicles for eligible employees, as determined under the terms of the plans, to defer a pre-tax portion of their compensation for retirement and receive an employer matching contribution on a portion of the voluntary deferral. Associates who were employed by us on or before March 31, 2007, are participants in one of the two Section 401(k) plans, depending on their elections as described above. In the case of associates who elected to participate in the enhanced Section 401(k) plan, account balances under the legacy plan were transferred to the associates' accounts under the enhanced plan. Associates who were hired after March 31, 2007, may participate only in the enhanced plan.

Under the legacy Section 401(k) plan, we make a matching contribution to each participant's account up to a maximum of \$11,475 per year. Under the enhanced plan, we make a matching contribution to each participant's account, and, following the close of each plan year, we make a profit-sharing contribution to each eligible participant's account equal to 3% of the participant's eligible compensation, without regard to the amount of the participant's voluntary deferrals. During 2012 the maximum matching contribution under the enhanced Section 401(k) plan was \$15,000, and the maximum profit-sharing contribution was \$7,500. Further information about the terms of the legacy and enhanced Section 401(k) plans, including the calculation of matching contributions, is contained in the *EXECUTIVE COMPENSATION* section of this proxy statement under the caption Defined Contribution Plans.

Because Mr. F. Holding beneficially owns more than 5% of our voting stock, federal law required that he begin to receive distributions from the pension plan and Section 401(k) plan when he reached age 70½.

***Non-Qualified Separation from Service Agreements.*** FCB has agreements with certain of its executive officers that provide for payments to them for a period of ten years following a separation from service that occurs no earlier than an agreed-upon age. Benefit provisions vest on the agreed-upon age; however, no payments begin until a separation from service occurs. The agreements are intended to help us retain and reward the long-term loyalty of officers who are key decision makers within our organization, and to assure their continued loyalty following a separation from service. Because payments will be made to the officers only if they continue in FCB's employment until their agreements vest, the Committee believes the agreements are consistent with our objective of encouraging and rewarding long-term loyalty. The Committee also believes that the additional long-term benefit provided to our executive officers under the agreements helps to make our compensation program more competitive in light of the fact that we do not have any annual cash bonus, long-term incentive or equity-based compensation plans under which executive officers of other companies can build wealth.

Currently, each agreement vests at age 65 (or an earlier agreed-upon age), except the agreement with our Executive Vice Chairman, Mr. F. Holding. By approval of the Compensation Committee and our Board, Mr. F. Holding's agreement vested on January 1, 2011. Further information about the terms of the agreements is contained in the *EXECUTIVE COMPENSATION* section of this proxy statement under the caption Retirement Benefits and Separation from Service Payments.

Our Chairman and Chief Executive Officer recommends officers to the Compensation Committee to be considered for an agreement, and he recommends the amount of monthly payments for each officer's agreement. The Committee considers those recommendations in the context of the officer's positions and other compensation and, if it concurs, it recommends approval to the Boards of Directors. The amounts of payments provided for in each agreement generally are calculated as a percentage, ranging from 25% to 60%, of an officer's base salary at the time his or her agreement is approved. From time to time the agreements may be amended to change the amounts and/or percentages used in the calculation of payments in order to reflect increases in officers' base salaries. Those adjustments are recommended by the Chairman and Chief Executive Officer to the Committee for consideration and recommendation to the Boards of Directors.

There were no adjustments to agreements with our current executive officers during 2012, but the agreement with our former executive officer, Carol B. Yochem, terminated during 2012 upon the termination of her employment. No payments will be made under Ms. Yochem's agreement.

**Personal Benefits.** We do not provide an extensive array of perquisites or personal benefits to our executive officers, other than benefits (including individual and family group insurance coverages) that are available generally to all our employees. However, for the convenience of our officers or, as described below, under our risk management program, from time to time certain of our executive officers do receive, or we may treat them as having received, other non-cash benefits that are not directly related to the performance of their duties as executive officers or that otherwise confer a benefit that has a personal aspect. As part of its review of our executive officers' overall compensation each year, the Compensation Committee reviews all personal benefits being provided or proposed to be provided to executive officers, and it recommends to the Boards of Directors whether those benefits should be approved or continued. Benefits of that type that certain of our executive officers named in the Summary Compensation Table received, or that we treat them as having received, during 2012 included:

installation, maintenance and monitoring of security systems in the residences of certain executive officers under our risk management program; and

services of staff personnel that we attribute to officers' personal affairs.

During 2005, our Compensation Committee approved, and recommended to the Boards of Directors, a policy under which FCB will, as deemed advisable, install, maintain and monitor security systems in the homes of certain executive officers. The Board concluded that the safety of our key executive officers is a business concern, and it approved the recommended policy as part of our risk management program. Under the policy, each officer in whose home FCB installs a security system agrees to purchase that equipment from FCB, at its depreciated book value, following retirement or other termination of employment. During 2012, FCB maintained and monitored a previously installed security system in the residences of our Chairman and Chief Executive Officer, Mr. F. Holding, Jr., and our President, Mr. E. Willingham IV, and it installed and monitored a new security system in the residence of our Vice Chairman, Ms. H. Connell.

We monitor our executive officers' use of administrative personnel. To the extent those employees provide services that relate to the officers' personal affairs, we estimate the staff time devoted to those services and treat our compensation and benefits expense related to that time as a personal benefit. Those expenses are treated as taxable income to the officers.

Mr. F. Holding, our Executive Vice Chairman, and Ms. Connell, are the only executive officers who received personal benefits during 2012 for which our incremental costs exceeded an aggregate of \$10,000, and the amounts of those benefits are listed in the footnotes to the Summary Compensation Table. The benefits provided to Mr. F. Holding consisted solely of personal services provided by staff employees. In Ms. Connell's case, personal benefits consisted

solely of our incremental costs of installing and monitoring a security system in her home under our policy described above.

### **Other Payments**

During 2012, we made a lump-sum payment of \$580,991 to Carol B. Yochem, our Executive Vice President and Wealth Management Officer in connection with the termination of her employment. That payment was made pursuant to an agreement we made with Ms. Yochem when she was first employed during 2005. As described under the caption Potential Payments upon Termination of Employment, the agreement provided that, if any of several triggering events occurred, FCB would make a lump-sum severance payment to her equal to a decreasing multiple of her annual base salary rate at the time of termination based on the number of years she had been employed. The payment to her equaled her annual base salary rate at the time of termination, which was the payment provided for under the agreement.

### **Tax and Accounting Implications; Deductibility of Executive Compensation**

Internal Revenue Service regulations disallow a tax deduction to public corporations for compensation, other than performance-based compensation, over \$1 million paid to their chief executive officers and four other most highly compensated named executive officers. The Compensation Committee considers the impact of those regulations in connection with its decisions regarding the compensation of our executive officers. The Committee has determined that our Executive Vice Chairman's 2012 compensation exceeds the deductibility limits of Section 162(m) and, to that extent, will have an effect on our income tax liability.

**EXECUTIVE OFFICERS**

We consider our and FCB's officers who are listed below to be our current executive officers. Each individual is subject to re-election as an officer each year.

<b>Name and Age</b>	<b>Positions With Us and FCB</b>
Frank B. Holding, Jr. 51	FCB's and our Chairman since February 2009; FCB's and our Chief Executive Officer since January 2008; IronStone Bank's Chief Executive Officer from February 2009 to January 2011; our and FCB's President from 1994 to February 2009. Employed by FCB since 1983.
Frank B. Holding 84	FCB's and our Executive Vice Chairman. Employed by FCB since 1957.
Edward L. Willingham IV 58	FCB's and our President since February 2009; Executive Vice President of FCB from 1992 to February 2009. Employed by FCB since 1987.
Kenneth A. Black 60	Our Vice President, Treasurer and Chief Financial Officer; FCB's Executive Vice President, Treasurer and Chief Financial Officer; IronStone's Senior Vice President and Treasurer until January 2011. Employed by FCB since 1987.
Hope H. Connell 50	FCB's and our Vice Chairman since January 2011; President of IronStone Bank from 2006 until January 2011; FCB's Executive Vice President from 2002 until January 2011. Employed by FCB since 1986.
Kathy A. Klotzberger 61	Our Secretary; FCB's Senior Vice President, Senior Counsel and Secretary. Employed by FCB since 1996.
Lou J. Davis 60	FCB's Executive Vice President and Chief Human Resources Officer. Employed by FCB since 1997.
Donald P. Geaslen 55	FCB's Chief Governance Officer since January 2010 and Executive Vice President since 2004; FCB's General Auditor from 2004 until December 2009; IronStone Bank's Senior Vice President from 2004 until January 2011. Employed by FCB since 2004. Previously served as Senior Vice President and Audit Director for Wachovia Bank, Charlotte, NC from 1999 to 2004.
Barry P. Harris IV	

- 58            Our Vice President and Chief Legal Officer, and FCB's Executive Vice President and Chief Legal Officer, since January 2012. Previously, practicing attorney with Ward and Smith, P.A., Raleigh, NC from 2005 to January 2012; Chief Counsel, Banc of America Investment Services, Inc., Charlotte, NC (previously NationsSecurities, Inc.) from 1994 to 2004; and Associate General Counsel, NationsBank, Charlotte, NC from 1992 to 1994.
- Ricky T. Holland    FCB's Executive Vice President and Chief Credit Officer since October 2007; IronStone Bank's Group Vice President from 2006 to 2011, Chief Credit Officer from 2007 to 2011, and  
59            Senior Vice President and Regional Business Executive from 2002 until 2006. Employed by Ironstone or FCB from 1993 to 2000 and from 2002 to the present. From 2000 until to 2002, Mr. Holland served first as Senior Vice President, and then President, of Q4i, Inc., a Dallas, TX, software company. After Mr. Holland left that company, an involuntary petition in bankruptcy was filed against it during 2003.
- Donald E. Preskenis    FCB's Executive Vice President and General Auditor since March 2010; FCB's Senior Vice  
46            President and Senior Audit Manager from May 2005 to March 2010. Employed by FCB since 2005. Previously served as Internal Auditor for MassHousing Financing Agency, a state housing agency, from 2004 to 2005, and as Vice President and Regional Audit Manager of Sovereign Bank from 2000 to 2004.
- Glenn D. McCoy       FCB's Executive Vice President of Finance. Employed by FCB since 2012. Previously  
59            served as Chief Financial Officer, Carolina Condrey Group (exclusive agent for Northwestern Mutual Life Insurance Company), Raleigh, NC during 2012; Chief Financial Officer for RBC Bank (USA), Raleigh, NC from 2009 to 2012, and in various positions with Wachovia Bank, N.A., Charlotte, NC from 1981 to 2009, culminating as Chief Financial Officer, Mortgage and Retail Credit Division, from 2007 to 2009.

**EXECUTIVE COMPENSATION****Summary**

The following table shows the cash and certain other compensation paid or provided to or deferred by the named executive officers listed in the table for 2012, 2011 and 2010. Our executive officers are compensated by FCB for their services as officers, and they receive no separate salaries or other compensation from us for their services as our officers. Our executive officers are employed on an at will basis and are subject to re-election as officers each year, and none of them have employment agreements with us or FCB. We do not have any incentive or other plans under which cash or equity grants or awards are made to executive officers. As a result, base salary is the largest component of each current executive officer's total compensation actually received by them each year.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position During 2012 (1)	Year	Salary (3)	Bonus	Change in Pension		All Other Compensation (5)	Total
				Value (4)			
Frank B. Holding, Jr. Chairman and Chief Executive Officer	2012	\$ 902,875	\$ -0-	\$ 497,082	\$	11,250	\$1,411,207
	2011	875,750	-0-	1,032,011		11,025	1,918,786
	2010	856,375	-0-	193,256		11,025	1,060,656
Kenneth A. Black Executive Vice President and Chief Financial Officer	2012	\$ 478,267	-0-	\$ 310,449	\$	11,250	\$ 799,966
	2011	466,951	-0-	476,197		11,025	954,173
	2010	435,601	-0-	195,064		11,025	641,690
Edward L. Willingham IV President	2012	\$ 585,125	-0-	\$ 332,627	\$	11,250	\$ 929,002
	2011	566,750	-0-	611,703		11,025	1,189,478
	2010	554,125	-0-	174,748		11,025	739,898
Frank B. Holding Executive Vice Chairman	2012	\$ 995,114	-0-	\$ 509,519	\$	55,522	\$1,560,565
	2011	995,114	-0-	602,069		53,804	1,650,987
	2010	995,114	-0-	545,046		52,879	1,593,039

Hope H. Connell	2012	\$ 563,750	-0-	\$ 300,597	\$ 31,188	\$ 895,041
	2011	488,284	-0-	469,977	11,025	969,286
Vice Chairman	2010	381,364	-0-	129,714	11,025	522,103
Carol B. Yochem (2)	2012	\$ 295,308	-0-	\$ 67,410	\$ 592,241	\$ 954,959
	2011	564,459	-0-	238,341	11,025	813,825
Executive Vice President and Wealth Management Manager	2010	550,503	-0-	111,624	11,025	673,152

**(1)**

Messrs. F. Holding and F. Holding, Jr. and Ms. Connell served as members of our Board of Directors during 2012, but they received no additional compensation for their services as directors.

**(2)**

Ms. Yochem's employment terminated on June 25, 2012.

**(3)**

Includes the amounts of salary deferred at each officer's election under our Section 401(k) plans, and, in the case of Ms. Yochem, payment for unused vacation. As described under the heading *TRANSACTIONS WITH RELATED PERSONS*, FCB was reimbursed for portions of Mr. F. Holding's salary by First Citizens Bank and Trust Company, Inc., Columbia, SC, and Southern Bank and Trust Company, Mount Olive, NC, pursuant to separate agreements between FCB and those banks.

**(4)**

Change in Pension Value amounts do not represent payments actually received by officers. They represent the aggregate of the increase for each year in (a) the actuarial present value of the officers' accumulated benefits under our defined benefit pension plan, and (b) the present value of monthly payments that would be made to the officers in the future for a period of ten years following their separation from service at agreed upon ages under agreements between them and FCB. As further described below under the caption *Retirement Benefits and Separation from Service Payments*, present values of those benefits and payments are determined each year as of December 31 in order to reflect the amounts of our future obligations to the named officers under the pension plan and those agreements in our consolidated financial statements. They are calculated based on a number of assumptions, including assumptions regarding future events, as well as a rate of interest used to discount future benefits and payments to present values.

Under financial and pension accounting principles, those assumptions and the discount rate change from time to time, which can result in increases or decreases in present values. The discount rates used for calculating the present values for each year covered in the table were 4.00% for 2012, 4.75% for 2011, and 5.50% for 2010. For 2012, the increase in the present values of pension benefits and payments under the separation from service agreements resulted primarily from a reduction in the discount rate used in determining present values, and, in the case of pension benefits only, additional benefits





accrued due to an additional year of service. Present value amounts could decrease in future years if discount rates increase or there are changes in other assumptions. The separate increases for each officer under the pension plan and the separation from service agreements are listed in the following table.

	<b>F.B. Holding, Jr.</b>	<b>K.A. Black</b>	<b>E.L. Willingham</b>	<b>F.B. Holding</b>	<b>H.H. Connell</b>	<b>C.B. Yochem</b>
<b>2012:</b>						
Increase in actuarial present value of accumulated benefits under pension plan	\$ 178,106	\$ 203,614	\$ 196,490	\$ 229,590(a)	\$ 177,380	\$ 67,410
Increase in present value of future monthly payments under separation from service agreements	318,976	106,835	136,137	279,929	123,217	-0-(b)
<b>Aggregate increase</b>	<b>\$ 497,082</b>	<b>\$ 310,449</b>	<b>\$ 332,627</b>	<b>\$ 509,519</b>	<b>\$ 300,597</b>	<b>\$ 67,410</b>
<b>2011:</b>						
Increase in actuarial present value of accumulated benefits under pension plan	\$ 142,295	\$ 176,047	\$ 165,295	\$ 237,277(a)	\$ 139,379	\$ 54,263
Increase in present value of future monthly payments under separation from service agreements	889,716	300,150	446,408	364,792	330,598	184,078
<b>Aggregate increase</b>	<b>\$ 1,032,011</b>	<b>\$ 476,197</b>	<b>\$ 611,703</b>	<b>\$ 602,069</b>	<b>\$ 469,977</b>	<b>\$ 238,341</b>
<b>2010:</b>						
Increase in actuarial present value of accumulated benefits under pension plan	\$ 94,785	\$ 134,151	\$ 120,548	\$ 212,658(a)	\$ 94,265	\$ 34,668
Increase in present value of future monthly payments under separation from service agreements	98,471	60,913	54,200	332,388	35,449	76,956
<b>Aggregate increase</b>	<b>\$ 193,256</b>	<b>\$ 195,064</b>	<b>\$ 174,748</b>	<b>\$ 545,046</b>	<b>\$ 129,714</b>	<b>\$ 111,624</b>

(a)

Mr. F. Holding's amount for each of 2012 and 2011 is the total of the increase in the actuarial present value of his accumulated benefits under the pension plan (\$9,450 for 2012 and \$17,137 for 2011), plus the amount of distributions he received under the plan during that year (distributions of \$220,140 for each year). His amount shown for 2010 is a net amount based on the decrease during the year in the actuarial present value of his accumulated benefits under the

pension plan (a decrease of \$7,482), plus the amount of distributions he received under the plan during the year (\$220,140).

(b)

Ms. Yochem's separation from service agreement terminated upon termination of her employment during 2012. No payments were made to her, and none will be made in the future, under that agreement.

(5)

The following table describes each officer's Other Compensation for 2012.

Description	F.B. Holding, Jr.	K.A. Black	E.L. Willingham	F.B. Holding	H.H. Connell	C.B. Yochem
FCB's matching and profit sharing contributions for the officers' accounts under our Section 401(k) plans	\$ 11,250	\$ 11,250	\$ 11,250	\$ 22,500	\$ 11,250	\$ 11,250
Estimates of FCB's incremental costs related to personal						
benefits (a)				33,022	19,938	
Severance payment						580,991(b)
<b>Total Other Compensation</b>	<b>\$ 11,250</b>	<b>\$ 11,250</b>	<b>\$ 11,250</b>	<b>\$ 55,522</b>	<b>\$ 31,188</b>	<b>\$ 592,241</b>

(a)

From time to time our executive officers, including those named in the table above, receive, or we may treat them as receiving, various non-cash personal benefits. Mr. F. Holding and Ms. Connell were the only named executive officers who received personal benefits during 2012 for which we believe our aggregate incremental costs exceeded \$10,000, and, for that

reason, they are the only officers for whom amounts for personal benefits are included in Other Compensation. Mr. F. Holding's 2012 personal benefits included in the table above consisted solely of services provided by staff personnel that we consider to have been related to his personal affairs. The amount shown is based on our estimates of staff time devoted to his personal affairs and our compensation and benefit expense we attribute to that time. Ms. Connell's 2012 personal benefits consisted solely of FCB's costs associated with the installation, maintenance and monitoring of a security system in her personal residence. As described in the discussion of personal benefits under the heading *COMPENSATION DISCUSSION AND ANALYSIS*, during 2005 our Board concluded that the safety of our key executive officers is a business concern, and it approved a policy under which FCB installs, maintains and monitors security systems in the homes of certain executive officers as part of our risk management program. We also provide our officers with group life, health, medical and other insurance coverages for themselves and their spouses and families on the same terms as those coverages are provided to all full-time employees. The cost of that insurance is not included in the table.

(b)

Reflects the cash payment paid to Ms. Yochem following termination of her employment under an agreement with FCB as described below under the caption Potential Payments upon Termination, which was entered into when she was first employed during 2005.

### Retirement Benefits and Separation from Service Payments

We have a defined benefit pension plan under which benefits are provided to plan participants following their retirement, and two separate Section 401(k) defined contribution savings plans under which plan participants may defer a pre-tax portion of their compensation for retirement and receive an employer matching contribution of a portion of the voluntary deferral. In addition, FCB has separation from service agreements with certain of our executive officers which provide for payments to them for a period of ten years following their separation from service at specified ages. The following table provides information about benefits under the pension plan and the separation from service agreements for each of our executive officers named in the Summary Compensation Table.

#### PENSION BENEFITS AND SEPARATION FROM SERVICE AGREEMENTS

Name	Plan Name	Number of Years Credited Service (1)	Present Value of Accumulated Benefit (2)(3)	Payments During Last Fiscal Year
Frank B. Holding, Jr.	Pension plan	29	\$ 750,580	\$ -0-
		N/A	1,864,221	-0-

	Separation from service agreement			
Kenneth A. Black	Pension plan	25	1,094,348	-0-
	Separation from service agreement	N/A	962,765	-0-
Edward L. Willingham IV	Pension plan	25	966,422	-0-
	Separation from service agreement	N/A	1,016,025	-0-
Frank B. Holding	Pension plan	40	2,054,573	220,140(4)
	Separation from service agreement	N/A	4,914,375	-0-
Hope H. Connell	Pension plan	26	714,380	-0-
	Separation from service agreement	N/A	679,216	-0-
Carol B. Yochem (5)	Pension plan	7	225,460	-0-
	Separation from service agreement	N/A	-0-	-0-

**(1)**

Years of credited service under the pension plan are as of December 31, 2012. Mr. F. Holding has 56 actual years of service. However, the maximum years of service that may be counted in calculating benefits under the pension plan is 40 years or, in the case of participants hired after January 1, 2005, 35 years. Payments under the separation from service agreements are not determined on the basis of years of credited service.

**(2)**

The amounts shown for the pension plan reflect the actuarial present value of each officer's accumulated benefit as of December 31, 2012. Those amounts were determined using the same interest rate and mortality rate assumptions as were used in our consolidated financial statements. We used a discount rate of 4.00% and, except as described below for Mr. F. Holding, we assumed that each officer will remain an active employee until, and will retire at, normal retirement age under the plan (65). We assumed that Mr. F. Holding will retire at his current age. We assumed that each officer will elect to receive benefits based on a single life annuity or, in the case of Mr. F. Holding, a joint and survivor annuity (which is the basis on which his benefits currently are being paid). No pre-retirement decrements were applied.

(3)

The amounts shown for the separation from service agreements reflect the present values, as of December 31, 2012, of future payments under those agreements. Those amounts were determined using the same assumptions as were used in our consolidated financial statements. We used a discount rate of 4.00%, and the monthly payment amounts called for by each officer's agreement (as in effect on December 31, 2012) that would be made to him or her (or his or her beneficiary) in the future over the ten-year payment term that begins six months and one week following separation from service at his or her agreed-upon age. In calculating those amounts, we assumed that each officer will remain an active employee until, and his or her payments will begin after, the age specified in his or her agreement. As described in the discussion of these agreements under the heading *COMPENSATION DISCUSSION AND ANALYSIS*, amounts of payments generally are calculated as a percentage of each officer's base salary at the time his or her agreement is approved and, from time to time, the agreements may be amended to adjust payment amounts (to reflect the officers' then-current base salary amounts) and the percentages of base salary used in the computation. The monthly payment amounts provided for under the named officers' agreements as of December 31, 2012 were as follows: Mr. F. Holding, Jr. - \$33,056; Ms. Connell - \$12,875; Mr. Black - \$11,750; Mr. F. Holding - \$49,756; and Mr. Willingham - \$14,263.

(4)

Mr. F. Holding remains actively employed by FCB but was required by federal law to begin receiving distributions under our pension plan after he reached age 70½. His amount reflects distributions he received under the pension plan during 2012.

(5)

Ms. Yochem's separation from service agreement terminated when her employment terminated on June 25, 2012. No payments were made, and none will be made in the future, under that agreement.

The pension plan, Section 401(k) plans and separation from service agreements are described below, and further information about them is provided in the discussion under the heading *COMPENSATION DISCUSSION AND ANALYSIS*.

**Pension Plan.** Our defined benefit pension plan is a non-contributory final average pay plan. Monthly retirement benefits under the pension plan are computed as straight life annuities beginning at age 65 and are not subject to deductions for Social Security benefits or any other offset amounts. Normal retirement age under the plan is the later of age 65 or completion of five years of service. Early retirement is permitted for participants who have reached age 50 with at least 20 years of service, or age 55 with at least 15 years of service.

As described under the heading *COMPENSATION DISCUSSION AND ANALYSIS*, participants in the pension plan include only those eligible employees who were hired on or before March 31, 2007, when we restructured the plan and our Section 401(k) plan. Pension plan participants at that time could choose to continue to participate in the plan and our legacy Section 401(k) plan, or they could choose to participate in an enhanced Section 401(k) plan. If they chose the enhanced Section 401(k) plan, they would continue to be participants in the pension plan, but their accrued pension plan benefits were frozen and no further benefits would accrue.

A participant's benefit under the pension plan is based on his or her:

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average monthly compensation, which is the participant's highest average monthly covered compensation for any five consecutive plan years of service within the last ten completed years of service prior to retirement;

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years of creditable service, which is the number of calendar years in which the participant completes 1,000 or more hours of service; and

.

covered compensation, which is the average of the participant's Social Security taxable wage base for each year during the 35-year period ending with the year in which the employee attains Social Security retirement age.

We do not grant extra years of service to pension plan participants for purposes of calculating benefits.

A participant's annual compensation covered by the plan includes base salary, overtime, and any regular bonuses.

However, under the Internal Revenue Service's regulations, the maximum amount of covered compensation considered for 2012 in determining a participant's benefit was \$250,000.

A participant's actual monthly benefit amount following retirement will be calculated as follows:

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1.2% of average monthly compensation multiplied by total plan years of service, not to exceed 35 years if hired on or after January 1, 2005, or 40 years if hired before that date; plus

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0.65% of average monthly compensation in excess of one-twelfth of covered compensation multiplied by total plan years of service, not to exceed 35 years; reduced by

.

a service fraction that is the ratio of the number of months in a short plan year compared to the number of months in a full plan year.



The maximum annual benefit that could be paid to a retiring participant during 2012 was \$200,000. Participants may elect to receive retirement benefits in a joint and survivor annuity rather than a single life annuity. In those cases, the amount of the annual retirement benefit will be actuarially reduced. In cases of early retirement, a participant's annual retirement benefits are actuarially reduced by 5.0% for each year of the first ten years by which the starting date of the early retirement benefit precedes the participant's normal retirement date, unless the participant elects to defer receipt of benefits until he or she reaches age 65. In the case of participants (such as Mr. F. Holding) whose employment continues after age 65, the annual retirement benefits, as well as the maximum permitted benefit amount, are actuarially increased to reflect the continuing accrual of benefits during their extended employment and the projected reduction in the number of their benefit payments.

On December 31, 2012, Mr. F. Holding, Jr., Mr. Black and Mr. Willingham were eligible for early retirement under the pension plan. Mr. Black has announced that he intends to retire effective on March 31, 2013. Mr. F. Holding's employment has continued past his normal retirement age but, as indicated in the table above, he was required by federal law to begin receiving distributions of benefits under the pension plan when he reached age 70½.

**Section 401(k) Plans.** As described in the discussion under the heading *COMPENSATION DISCUSSION AND ANALYSIS*, our legacy and enhanced Section 401(k) plans both are voluntary savings plans that provide vehicles for employees to defer a pre-tax portion of their compensation for retirement and receive an employer matching contribution on a portion of the voluntary deferral. Associates who were hired on or before March 31, 2007, are participants in one of the two Section 401(k) plans, depending on elections they made at that time when we restructured our pension plan and Section 401(k) plan. In the case of associates who elected to participate in the enhanced Section 401(k) plan, account balances under the legacy plan were transferred to the associates' accounts under the enhanced plan. Associates who were hired after March 31, 2007, may participate only in the enhanced plan. They become eligible to participate for purposes of their own voluntary contributions after one full month of employment, and they become eligible to receive employer matching contributions following one full year of employment.

The maximum 2012 voluntary deferral was \$17,000 for a participant under the age of 50, and \$22,500 for a participant age 50 or older. Under the legacy Section 401(k) plan, we make a matching contribution to each participant's account equal to 100% of the first 3%, and 50% of the next 3%, of the participant's compensation that he or she defers, up to and including a maximum matching contribution of 4.5% of the participant's eligible compensation, but not more than \$11,475. Under the enhanced plan, we make a matching contribution to each participant's account equal to 100% of up to 6% of the participant's compensation that he or she defers. In addition, following the close of each plan year, we make a profit-sharing contribution under the enhanced plan to each eligible participant's account equal to 3% of the participant's eligible compensation, without regard to the amount of the participant's voluntary deferrals. During 2012 the maximum matching contribution under the enhanced Section 401(k) plan was \$15,000, and the maximum profit-sharing contribution was \$7,500. Our Section 401(k) matching and profit-sharing contributions during 2012 for the accounts of our executive officers named in the Summary Compensation Table above are included in the All Other Compensation column of the table and are listed in a footnote to the table.

Eligibility requirements for participation and matching contributions, as well as investment opportunities, are the same in both the legacy and enhanced Section 401(k) plans. As is the case under our pension plan, Mr. F. Holding was required by federal law to begin receiving distributions from his account under the Section 401(k) plan when he reached age 70½.

***Non-Qualified Separation from Service Agreements.*** FCB has agreements with certain of its executive officers that provide for payments to them for a period of ten years following a separation from service that occurs no earlier than an agreed-upon age. Benefit provisions vest on the agreed-upon age; however, no payments begin until a separation from service occurs.

Currently, each agreement vests at age 65 (or an earlier agreed-upon age), except the agreement with Mr. F. Holding. By approval of the Compensation Committee and our Board, his agreement vested on January 1, 2011.

In return for FCB's payments, each officer has agreed to provide limited consultation services to, and not to compete against, FCB during the payment period. Payments begin six months and one week following separation from service. If an officer dies prior to separation from service, or during the payment period following separation from service, the payments under his or her agreement will be made to the officer's designated beneficiary or estate. Except in the case of

death, there are no automatic early vesting rights, and FCB may terminate an officer's agreement at any time prior to the vesting date. If an officer's agreement is terminated, or the officer's employment terminates before the age provided in his or her agreement, or another date agreed to by FCB, for any reason other than death, all rights under his or her agreement will be forfeited. However, based on facts and circumstances, the Compensation Committee may recommend, and our Board of Directors may approve, an immediate vesting of an officer's rights under his or her agreement. Amounts of payments provided for in the agreements with our named executive officers listed in the Summary Compensation Table are described in the footnotes to the table above. The agreements do not include any change in control or "golden parachute" provisions or provide for any non-cash benefits.

### **Potential Payments upon Termination of Employment**

The only contracts, agreements, plans or arrangements under which payments or other benefits will be made or provided to any of our current executive officers named in the Summary Compensation Table in connection with a termination of their employment or a change in their responsibilities are:

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our pension plan and Section 401(k) plans which cover all of our eligible employees;

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the separation from service agreements between FCB and certain of our senior officers under which payments will be made following an officer's separation from service after a stated age or his or her earlier death while still employed; and

.  
our group insurance plans under which disability and death benefits are provided to all of our eligible employees.

There are no agreements with any of our current executive officers under which payments would be made as a result of a change in control of our company or FCB.

Payments and benefits under our pension plan, Section 401(k) plans, and the separation from service agreements are described above under the caption "Retirement Benefits and Separation from Service Payments." An employee's death benefit under our group life insurance plans provided by FCB equals the employee's annual base salary rate, with a maximum benefit of \$600,000.

Under an agreement with Ms. Yochem when she was first employed during 2005, FCB agreed that, among other triggering events described in the agreement, if Ms. Yochem's employment was terminated without cause, FCB would make a lump-sum severance payment to her equal to a decreasing multiple of her annual base salary rate at the time of termination based on the number of years she had been employed. For a termination that occurred after two full years of employment, her severance payment would be equal to her then-current base salary rate. Pursuant to that agreement, FCB paid \$580,991 to Ms. Yochem when her employment terminated during 2012.

***DIRECTOR COMPENSATION***

The following table describes our standard schedule of fees paid to our non-employee directors for their one-year terms of office following our 2012 Annual Meeting.

<b>Description</b>	<b>Amount</b>
Annual retainer paid to each of our directors	\$ 35,000
Additional annual retainer paid to Mr. Durham, the Chairman of our Audit and Compliance Committee and the Audit Committee Financial Expert	40,000
Additional annual retainer paid to Mr. Jones, the Chairman of our Compensation Committee	7,500
Additional annual retainer paid to Mr. Newcomb, the Chairman of our Nominations Committee	5,000
Fee for attendance in person at meetings of our and FCB's Boards	2,000
Fee for attendance in person at meetings of our and FCB's Board committees	1,500
Fee for attendance via teleconference at meetings of our and FCB's Boards and/or committees	500

The annual retainer is paid for service as a member of both our and FCB's Boards. The separate annual retainers paid to the Chairman of our Audit and Compliance Committee (who is designated as our audit committee financial expert) and the Chairmen of our Compensation Committee and Nominations Committee are in recognition of the additional duties and responsibilities required by those positions. Attendance fees are paid for each Board and committee meeting attended by our directors, regardless of whether the meeting is held on the same day as other meetings.

However, only one meeting fee is paid for attendance at a joint meeting. For example, a director who attended a joint meeting of our and FCB's Boards during 2012 was paid for one meeting. Directors who also serve as our or FCB's officers or employees do not receive any compensation for their service as directors.

The following table summarizes the compensation received by our non-employee directors for 2012.

### 2012 DIRECTOR COMPENSATION

Name (1)	Fees Earned or	All Other	Total
	Paid in Cash	Compensation	
John M. Alexander, Jr.	\$ 73,000	\$-0-	\$ 73,000
Carmen H. Ames	41,000	-0-	41,000
Victor E. Bell III	81,500	-0-	81,500
Hubert M. Craig III	59,500	-0-	59,500
H. Lee Durham, Jr.	129,000	-0-	129,000
Daniel L. Heavner	67,500	-0-	67,500
Lucius S. Jones	86,000	-0-	86,000
Robert E. Mason IV	55,500	-0-	55,500
Robert T. Newcomb	77,000	-0-	77,000
James M. Parker	55,500	293,190(2)	348,690
Ralph K. Shelton	58,000	-0-	58,000

**(1)**

Frank B. Holding, Jr., Frank B. Holding and Hope H. Connell are not listed in the table. They served as directors during 2012 but were compensated as executive officers of FCB and received no additional compensation for their services as directors.

**(2)**

During January 2011, Mr. Parker retired from active employment as our and FCB's Executive Vice Chairman and Chief Operating Officer of IronStone (which has been merged into FCB). As described under the heading *COMPENSATION DISCUSSION AND ANALYSIS*, FCB has non-qualified separation from service agreements with certain of our current and former executive officers (including agreements entered into by Ironstone which were assumed by FCB in connection with the merger) which provide for payments to the officers following their separation

from service at agreed upon ages. In addition to benefits under our defined benefit pension plan, following his retirement Mr. Parker began receiving payments aggregating \$24,433 per month for a period of ten years under his separation from service agreements with IronStone.

### ***TRANSACTIONS WITH RELATED PERSONS***

#### **Our Policy**

Our Board of Directors has adopted a written policy under which our Audit and Compliance Committee, on an ongoing basis, reviews and approves certain transactions, arrangements or relationships in which we or FCB, or any of our or FCB's subsidiaries, are a participant and in which any of our related persons has a material interest. Our related persons include our directors, nominees for election as directors, executive officers, beneficial owners of more than 5% of a class of our voting stock, and members of the immediate family of one of those persons.

Except as described below, the policy covers:

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transactions, arrangements or relationships, or series of transactions, arrangements or relationships, to or in which we or FCB, or any of our or FCB's subsidiaries, are or will be a participant and in which the dollar amount involved exceeds or will exceed an aggregate of \$120,000 (including all periodic installments in the case of any agreement which provides for periodic payments) and in which one of our related persons has or will have a direct or indirect material interest (in general, transactions that are required to be disclosed in our proxy statements under rules of the Securities and Exchange Commission); and

charitable contributions or gifts, or series of charitable contributions or gifts (whether in cash or in-kind in the form of property or services), by us or FCB, or any of our or FCB's subsidiaries, to any eleemosynary or other non-profit organization in which a related person is a director or executive officer (other than a non-management director or advisory director) or is known to have some other material relationship and in which the aggregate dollar amount involved exceeds or will exceed (including periodic installments, and all other such contributions made during the same year) the greater of \$200,000 or 5% of that organization's gross revenues for the current year.

The transactions covered by the policy generally include loans, but the policy does not cover loans made by FCB in the ordinary course of its business that are subject to banking regulations relating to insider loans and that are required to be approved by a majority vote of FCB's Board of Directors. The policy also does not cover compensation paid to our executive officers, or to an immediate family member of a related person, that has been reviewed and approved, or recommended to our Board of Directors for approval, by our Compensation Committee. Transactions and relationships in the ordinary course of FCB's business involving its provision of services as a depository of funds, or similar banking or financial services or customer relationships, are not required to be approved by the Committee.

However, the Committee has directed FCB's Chief Compliance Officer to review and monitor those transactions and relationships with our related persons on an ongoing basis and make periodic reports to the Committee.

Individual transactions under ongoing relationships in which we or FCB regularly obtain products or services from related persons in connection with our business operations are not required to be separately approved. Rather, the Committee approves the entry into any new relationships and then monitors those relationships on an ongoing basis. Similarly, in the case of the ongoing relationships described below under the caption Related Person Transactions During 2012 under which FCB has provided various operations, data processing and other business services to the named banks under multi-year service agreements, the Committee has approved the entry into any new agreement, or the renewal of any existing agreement. However, during the terms of the agreements, the Committee is not required to pre-approve the periodic addition, deletion or modification of services, or pricing or other changes, under the agreements. FCB's Chief Compliance Officer reviews and evaluates all such proposed individual changes and reports those actions to the Committee, and the Committee then may approve, modify or rescind any such change.

In its review of related person transactions or charitable gifts, the policy provides that the Committee should exercise independent judgment and should not approve any proposed transaction or charitable gift unless and until it has concluded to its satisfaction that the transaction or gift:

has been or will be agreed to or engaged in on an arm's-length basis;

is or will be on terms that are fair and reasonable to us or FCB; and

is in our or FCB's best interests.

### **Related Person Transactions During 2012**

FCB has had, and expects to have in the future, banking transactions in the ordinary course of its business with certain of its and our current directors, nominees for director, executive officers, principal shareholders, and other related persons. All loans included in those transactions during 2012 were made in the ordinary course of FCB's business on substantially the same terms, including interest rates, repayment terms and collateral, as those prevailing at the time the loans were made for comparable transactions with persons not related to us or FCB, and those loans did not involve more than the normal risk of collectibility or present other unfavorable features. On December 31, 2012, the aggregate outstanding balance of loans and leases to our and FCB's directors and officers and business and other entities they control was approximately \$1.3 million, and FCB had an aggregate of approximately \$4.4 million in unfunded loan commitments to those persons (exclusive of outstanding and available balances on credit card lines of less than \$15,000 and overdraft checking lines of less than \$5,000).

In addition to its primary business of providing traditional loan, deposit and other banking services to individuals and businesses, for a number of years FCB (through departments operating under the trade names InfoTech Alliance Bank Services and First Shareholder Services, and through FCB's corporate trust department and other departments) has regularly provided a variety of business, data processing, bank operations, corporate trust, stock transfer and other services to other banks and financial institutions and their parent holding companies pursuant to service agreements with those institutions. FCB has engaged in that line of business for more than 20 years and, in recent years, has provided certain of those services in the ordinary course of its business to as many as 60 different Client Banks at any one time. The Client



Banks have included First Citizens Bank and Trust Company, Inc., Columbia, South Carolina ( FCB/SC ), Southern Bank and Trust Company, Mount Olive, North Carolina ( Southern ), The Fidelity Bank, Fuquay-Varina, North Carolina ( Fidelity ), and The Heritage Bank, Lucama, North Carolina ( Heritage ), which FCB treats as related persons for purposes of the Board's transaction approval policy. The services provided by FCB to each of those four banks have included, among others, some or all of the following services: item and account processing services, statement rendering, clearing of incoming and outgoing items, maintenance of loan and deposit systems, securities portfolio management services, network-related support services, stock transfer and registrar services, management consulting services (including, in the case of FCB/SC and Southern, consulting services by our Executive Vice Chairman, Frank B. Holding), and services as trustee for Southern's, Fidelity's and Heritage's pension plans and Section 401(k) plans. Under FCB's service agreements with Client Banks, services are added and deleted, or are narrowed or expanded, from time to time. Aggregate fees billed by FCB to the above four banks for all services provided to them during 2012 totaled approximately \$22,927,000 for FCB/SC, \$6,002,000 for Southern, \$4,053,000 for Fidelity, and \$905,000 for Heritage, in each case including amounts attributable to FCB's reimbursable out-of-pocket costs for telecommunications, postage and courier services related to the services provided. Of the amounts billed to FCB/SC and Southern, \$134,000 and \$100,000, respectively, represented reimbursements to FCB for portions of Mr. F. Holding's salary paid by FCB. Mr. F. Holding receives no salary or other compensation directly from FCB/SC or Southern for the services he renders to them.

During 2012, FCB began a transition away from the above lines of business. It assigned to another service provider its service agreements with all Client Banks using its stock transfer and registrar services. In January 2013, FCB assigned to another service provider its service agreements with certain of the Client Banks for which it was providing account and item processing services, and it currently is in the process of transferring the actual provision of those services to that other provider. As a result of these changes, FCB currently provides no services to Fidelity, and it expects that substantially all of its services to Southern and Heritage will terminate during 2013, with the exception of limited services and access to systems that FCB will provide to all Client Banks following termination of account and/or item processing services to facilitate their research and retrieval of electronically stored records, account statements, reports and documents. In the future, FCB expects to continue providing substantially all existing services to FCB/SC, and to provide limited services, consisting primarily of item processing, to a small number of other Client Banks.

Our Audit and Compliance Committee has reviewed and approved FCB's agreements with FCB/SC, Southern, Fidelity and Heritage, and it monitors FCB's ongoing relationships with them, but, as explained above, our policy is that individual transactions under or changes (such as changes in services or pricing) in those agreements are reviewed and evaluated by FCB's Chief Compliance Officer and reported to the Committee.

Mr. F. Holding is one of our principal shareholders and also is a principal shareholder of the parent holding companies of FCB/SC, Southern, Fidelity and Heritage, and he is a director of FCB/SC and Southern. Frank B. Holding, Jr., our Chairman and Chief Executive Officer, also is a director of Heritage. Hope H. Connell, our Vice Chairman and executive officer, also serves as a director of Southern and Fidelity.

Our investment securities available for sale include an equity investment in FCB/SC's parent company, First Citizens Bancorporation, Inc., which we have held for over 20 years and which had a carrying value (based on the per share price of the stock quoted on the OTC Bulletin Board) of \$16,069,000 at December 31, 2012, as compared to approximately \$14,777,000 and \$18,381,000 at December 31, 2011 and 2010, respectively. During 2012, FCB/SC repurchased 4,000 shares of its stock from us at a purchase price of \$490 per share, resulting in an aggregate purchase price of \$1,960,000. Our above aggregate equity investment in FCB/SC at December 31, 2012 reflects the reduction resulting from that transaction.

On December 20, 2012, we purchased an aggregate of 593,954 shares of our Class B Common from Carmen H. Ames (who at the time was serving as our director) and six trusts of which she or one of her trusts is a beneficiary at a purchase price of \$155 per share, resulting in an aggregate purchase price of \$92,062,870. Of those shares, 726 shares were purchased from Ms. Ames, and an aggregate of 593,228 shares were purchased from the trusts. The purchases were made pursuant to separate Stock Sale and Purchase Agreements we entered into with Ms. Ames and each of the trusts. Rather than being approved by the Audit and Compliance Committee, those transactions and Agreements were approved in advance by our independent directors following approval of the transactions by, and their receipt of a recommendation from, a specially appointed committee of independent directors. In connection with entering into the above Agreements, Ms. Ames resigned from her position as a director. On the same date, Ms. Ames and four of the trusts sold an aggregate of 960,201 shares of our Class A Common in private transactions to unrelated investors. Ms. Ames is the daughter of our former Chairman, Lewis R. Holding, who died during 2009.

**BENEFICIAL OWNERSHIP OF OUR COMMON STOCK****Directors and Executive Officers**

The following table describes the beneficial ownership of our Class A Common and Class B Common on the Record Date by our current directors, nominees for election as directors, and certain of our executive officers, individually, and by all of our current directors and executive officers as a group.

Name of Beneficial Owner	Beneficial Ownership Class A Common		Beneficial Ownership Class B Common		Percentage of Total Votes (1)
	Number of Shares	Percentage of Class (1)	Number of Shares	Percentage of Class (1)	
John M. Alexander, Jr.	727	0.01%	68	0.01%	0.01%
Victor E. Bell III	17,840(2)	0.21%	4,925(2)	0.48%	0.38%
Kenneth A. Black	1,888	0.02%	-0-		0.01%
Hope H. Connell	164,182(3)	1.91%	136,248(3)	13.19%	9.33%
H. M. Craig III	400	*	-0-		*
H. Lee Durham, Jr.	450	0.01%	100	0.01%	0.01%
Daniel L. Heavner	435	0.01%	-0-		*
Frank B. Holding	1,385,162(4)	16.13%	41,423(4)	4.01%	8.16%
Frank B. Holding, Jr.	163,668(5)	1.91%	153,820(5)	14.89%	10.45%
Lucius S. Jones	1,000	0.01%	-0-		*
Robert E. Mason IV	350	*	200	0.02%	0.01%
Robert T. Newcomb	750	0.01%	-0-		*
James M. Parker	200	*	-0-		*
Ralph K. Shelton	100	*	-0-		*
Edward L. Willingham IV	40(6)	*	-0-		*
All directors and executive officers					
as a group (22 persons)	1,724,189(7)	20.08%	334,829(7)	32.42%	28.20%

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(1)

Percentage of class reflects each individual's and the group's listed shares as a percentage of the total number of outstanding shares of that class of stock. Percentage of total votes reflects the aggregate votes represented by each individual's and the group's listed shares of both classes as a percentage of the aggregate votes represented by all outstanding shares of our voting securities. An asterisk indicates less than .01%.

(2)

Includes an aggregate of 14,031 shares of Class A Common and 4,925 shares of Class B Common held by various entities and as to which shares Mr. Bell may be considered to exercise shared voting and investment power. Mr. Bell disclaims beneficial ownership of 884 of the listed shares of Class A Common which are held by a family trust.

(3)

Ms. Connell's beneficial ownership is described in the table and footnotes below under the caption Principal Shareholders. An aggregate of 47,477 shares of Class A Common held by Ms. Connell have been pledged to secure loans.

(4)

Mr. F. Holding's beneficial ownership is described in the table and footnotes below under the caption Principal Shareholders. An aggregate of 808,611 shares of Class A Common held by Mr. F. Holding have been pledged to secure loans.

(5)

Mr. F. Holding Jr.'s beneficial ownership is described in the table and footnotes under the caption Principal Shareholders below. An aggregate of 109,156 shares of Class A Common and 130,889 shares of Class B Common held by Mr. F. Holding, Jr. have been pledged to secure loans.

(6)

Includes 10 shares of Class A Common as to which Mr. Willingham may be considered to exercise shared voting and investment power.

(7)

In the aggregate, individuals included in the group may be considered to exercise shared voting and investment power as to 804,046 shares of Class A Common and 89,038 shares of Class B Common. As described in the table and footnotes below under the caption Principal Shareholders, certain shares are included in the numbers of shares listed in the table above for each of Ms. Connell, Mr. F. Holding, and Mr. F. Holding, Jr., but they are included only once in the total shares listed for the group.

**Principal Shareholders**

The following table lists persons who we believe owned, beneficially or of record, 5% or more of our Class A Common or Class B Common on the Record Date for the Annual Meeting.

Name and Address of Beneficial Owner	Beneficial Ownership Class A Common		Beneficial Ownership Class B Common		Percentage of Total Votes (1)
	Number of Shares	Percentage of Class (1)	Number of Shares	Percentage of Class (1)	
Carson H. Brice  P.O. Box 1352  Smithfield, NC 27577	94,840(2)	1.10%	116,566(2)	11.29%	7.80%
Claire H. Bristow  1225 Lady Street  Columbia, SC 29201	144,987(3)	1.69%	116,031(3)	11.23%	7.97%
Hope H. Connell  4300 Six Forks Road  Raleigh, NC 27609	164,182(4)	1.91%	136,248(4)	13.19%	9.33%
Frank B. Holding  409 East Market Street  Smithfield, NC 27577	1,385,162(5)	16.13%	41,423(5)	4.01%	8.16%
Ella Ann L. Holding  409 East Market Street  Smithfield, NC 27577	684,474(6)	7.97%	666(6)	0.06%	2.77%
Frank B. Holding, Jr.  4300 Six Forks Road  Raleigh, NC 27609	163,668(7)	1.91%	153,820(7)	14.89%	10.45%
Olivia B. Holding	258,467(8)	3.01%	164,814(8)	15.96%	11.53%

P. O. Box 1352

Smithfield, NC 27577  
Wellington Management  
Company, LLP 280  
Congress Street

Boston, MA 02210 FMR LLC	845,674(9)	9.85%	3.35%(9)
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82 Devonshire Street

Boston, MA 02109	720,501(10)	8.39%	(10)
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**(1)**

Percentage of Class reflects each individual's listed shares as a percentage of the total number of outstanding shares of that class of stock. Percentage of Total Votes reflects the aggregate votes represented by each individual's listed shares of both classes as a percentage of the aggregate votes represented by all outstanding shares of our voting securities.

**(2)**

Ms. Brice may be considered to exercise shared voting and investment power with respect to 318 of the listed shares of Class B Common which are held by her spouse. Ms. Brice disclaims beneficial ownership of an aggregate of 49,254 shares of Class A Common and 1,719 shares of Class B Common held by a family member as trustee in irrevocable trusts for the benefit of her children; an aggregate of 54,182 shares of Class A Common and 36,725 shares of Class B Common held by two charitable foundations of which she serves as a director; and an aggregate of 470,613 shares of Class A Common and of 71,974 shares of Class B Common held by certain corporations of which Ms. Brice and/or her spouse are shareholders but of which neither of them serves as a director or officer. Those disclaimed shares are not included in the shares listed for Ms. Brice in the table.

**(3)**

Ms. Bristow may be considered to exercise shared voting and investment power with respect to 46,465 of the listed shares of Class A Common and 31,426 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that she may be deemed to control. Ms. Bristow disclaims beneficial ownership of an aggregate of 167,600 shares of Class A Common and 45,900 shares of Class B Common held by a corporation of which Ms. Bristow and her spouse are shareholders and her spouse serves as a director and officer; 2,091 shares of Class A Common and 200 shares of Class B Common held by a charitable foundation of which she serves as a director; and an aggregate of 303,013 shares of Class A Common and 26,074 shares of Class B Common held by certain other corporations of which Ms. Bristow and/or her spouse are shareholders but of which neither of them serves as a director or officer. Those disclaimed shares are not included in the shares listed for Ms. Bristow in the table.



(4)

Ms. Connell may be considered to exercise shared voting and investment power with respect to 29,777 of the listed shares of Class A Common and 9,905 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that she may be deemed to control. The listed shares include an aggregate of 2,091 shares of Class A Common and 200 shares of Class B Common held by a charitable foundation, and an aggregate of 8,841 shares of Class A Common and 1,555 shares of Class B Common held by two business entities, that also are shown as beneficially owned by Mr. F. Holding and Ms. O. Holding. Ms. Connell disclaims beneficial ownership of an aggregate of 2,680 shares of Class A Common and 746 shares of Class B Common held by a third party as custodian for two of her children; an aggregate of 246,699 shares of Class A Common and 22,619 shares of Class B Common held by two corporations of which Ms. Connell is a shareholder and a director; and an aggregate of 196,228 shares of Class A Common and 45,900 shares of Class B Common held by certain other corporations of which Ms. Connell is a shareholder but does not serve as a director or officer. Those disclaimed shares are not included in the shares listed for Ms. Connell in the table.

(5)

Mr. F. Holding may be considered to exercise shared voting and investment power with respect to 749,172 of the listed shares of Class A Common and 41,102 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that he may be deemed to control. The listed shares include an aggregate of 684,474 shares of Class A Common and 666 shares of Class B Common held and also shown beneficially owned by his spouse, Ms. E. Holding; an aggregate of 54,182 shares of Class A Common and 36,725 shares of Class B Common held by two charitable foundations that also are shown as beneficially owned by Ms. O. Holding; an aggregate of 8,841 shares of Class A Common and 1,555 shares of Class B Common held by two business entities that also are shown as beneficially owned by Ms. Connell and Ms. O. Holding; and 1,675 shares of Class A Common and 2,156 shares of Class B Common held by another business entity that also are shown as beneficially owned by Ms. O. Holding. Mr. Holding disclaims beneficial ownership of shares listed in the table above as held by or for Mr. Holding's adult children and their spouses and children; an aggregate of 314,299 shares of Class A Common and 68,519 shares of Class B Common held by certain corporations of which Mr. Holding and/or his spouse are shareholders and in which he serves as a director; and an aggregate of 147,473 shares of Class A Common and 1,900 shares of Class B Common held by certain other corporations of which Mr. Holding and/or his spouse are shareholders but in which neither of them serves as a director or officer. Those disclaimed shares are not included in the shares listed for Mr. Holding in the table.

(6)

All listed shares also are shown as beneficially owned by her spouse, Mr. F. Holding. Ms. E. Holding disclaims beneficial ownership of shares listed in the table above which are held by or for Ms. Holding's spouse and her adult children and their spouses and children; an aggregate of 314,299 shares of Class A Common and 68,519 shares of Class B Common held by certain corporations of which Ms. Holding and/or her spouse are shareholders and in which her spouse serves as a director; and an aggregate of 147,473 shares of Class A Common and 1,900 shares of Class B common held by certain other corporations of which Ms. Holding and/or her spouse are shareholders but in which neither of them serves as a director or officer. Those disclaimed shares are not included in the shares listed for Ms. Holding in the table.



**(7)**

Mr. F. Holding, Jr. may be considered to exercise shared voting and investment power with respect to 11,056 of the listed shares of Class A Common and 33,106 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that he may be deemed to control. The listed shares include an aggregate of 2,091 shares of Class A Common and 200 shares of Class B Common held by a charitable foundation that also are shown as beneficially owned by Mr. F. Holding, Ms. Connell and Ms. O. Holding. Mr. Holding disclaims beneficial ownership of an aggregate of 4,631 shares of Class A Common and 10,150 shares of Class B Common held by trustees of irrevocable trusts for the benefit of his children; an aggregate of 28,628 shares of Class A common held by a corporation of which Mr. Holding is a shareholder and a director; and an aggregate of 441,985 shares of Class A Common and 71,974 shares of Class B Common held by certain other corporations of which Mr. Holding and/or his spouse are shareholders but of which neither he nor his spouse serve as a director or officer. Those disclaimed shares are not included in the shares listed for Mr. Holding in the table.

**(8)**

Ms. O. Holding may be considered to exercise shared voting and investment power with respect to 64,698 of the listed shares of Class A Common and 40,436 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that she may be deemed to control. The listed shares include 2,091 shares of Class A Common and 200 shares of Class B Common held by a charitable foundation that also are shown as beneficially owned by Mr. F. Holding, Mr. F. Holding, Jr. and Ms. Connell; 52,091 shares of Class A Common and 36,525 shares of Class B Common held by a charitable foundation that also are shown as beneficially owned by Mr. F. Holding; an aggregate of 8,841 shares of Class A Common and 1,555 shares of Class B Common held by two business entities that also are shown as beneficially owned by Mr. F. Holding and Ms. Connell; and an aggregate of 1,675 shares of Class A Common and 2,156 shares of Class B Common held by another business entity that also are shown as beneficially owned by Mr. F. Holding. Ms. Holding disclaims beneficial ownership of an aggregate of 461,772 shares of Class A Common and 70,419 shares of Class B Common held by certain corporations of which Ms. Holding is a shareholder but does not serve as a director or officer. Those disclaimed shares are not included in the shares listed for Ms. Holding in the table.

**(9)**

The company's Schedule 13G filed with the SEC, as amended, indicates that all of the listed shares are owned by its clients and that, in its capacity as an investment adviser, it may be deemed to have shared voting power with respect to 841,371 of the shares and shared investment power with respect to all of the shares. The company's percentage of total votes is based on only the shares over which the company indicates that it has shared voting power.

**(10)**

The company's Schedule 13G filed with the SEC indicates that the shares are held by various investment companies registered under the Investment Company Act of 1940 for which the company's wholly-owned subsidiary, Fidelity Management & Research Company ( Fidelity ), acts as investment adviser, and that the company and its Chairman, Edward C. Johnson 3d, through the company's control of Fidelity, and the funds themselves, each has sole power to dispose of the shares held by the funds. The company's report indicates that it has no voting power with respect to the listed shares. As a result, no percentage of total votes is shown.



## **Section 16(a) Beneficial Ownership Reporting Compliance**

Our directors, executive officers and principal shareholders are required by federal law to file reports with the Securities and Exchange Commission regarding the amounts of and changes in their beneficial ownership of our Class A Common and Class B Common. Based on our review of copies of those reports, our proxy statements are required to disclose failures to report shares beneficially owned or changes in beneficial ownership, and failures to timely file required reports, during previous years. It has come to our attention that, due to administrative errors, reports relating to the following transactions during 2012 were filed after their due dates: Frank B. Holding two reports covering two small purchases by Mr. Holding and one report covering a small purchase by his spouse's trust. Each of those reports was filed promptly after it was discovered that the related transaction had not been reported. Additionally, the initial reports of beneficial ownership of three of our shareholders (one report each) who do not serve as officers or directors, Carson H. Brice, Claire H. Bristow, and Olivia B. Holding, and who became reporting persons during 2012 were filed shortly after their due dates.

### ***PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION***

***Our Board of Directors recommends that you vote FOR Proposal 2.***

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Act) enacted during July 2010, and rules adopted by the Securities and Exchange Commission under the Act, at least once every three years we are required to give our shareholders an opportunity to vote, on a non-binding, advisory basis, on a proposal (a say-on-pay proposal) to approve the compensation of our executive officers whose compensation we are required by the SEC's rules to disclose in our annual meeting proxy statements. At each of our 2011 and 2012 Annual Meetings, our shareholders overwhelmingly approved say-on-pay proposals voted on at those meetings, with over 93% of the votes present at each meeting being cast for approval.

Another say-on-pay proposal will be submitted for voting by our shareholders at the 2013 Annual Meeting. At our 2011 Annual Meeting, our shareholders considered a say-on-frequency proposal in which they could indicate whether they preferred that we hold future say-on-pay votes every year, once every two years, or once every three years. The majority of votes cast by shareholders favored a say-on-pay vote once every three years. However, following that meeting, our analysis of the voting indicated that a number of shareholders appeared to prefer that a vote be held every year. As a result, based on the recommendation of our Compensation Committee, our Board of Directors concluded that it would conduct a say-on-pay vote on an annual basis until the next required say-on-frequency vote by our shareholders or until the Board determines that a different frequency is appropriate. As a result, our Board will submit a say-on-pay proposal for voting at the Annual Meeting.

The following resolution will be voted on at the Annual Meeting:

Resolved, that the shareholders of First Citizens BancShares, Inc. ( BancShares ) hereby approve, on a non-binding, advisory basis, the compensation paid or provided to BancShares named executive officers, as such compensation has been disclosed in BancShares proxy statement for the 2013 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including BancShares Compensation Discussion and Analysis, compensation tables, and the narrative discussion contained in the proxy statement.

The vote on the resolution is not intended to address any specific element of executive compensation. Rather, the vote relates in general to the compensation described in this proxy statement that we paid or provided for 2012 to our named executive officers listed in the Summary Compensation Table above under the heading *EXECUTIVE COMPENSATION*. Under the Act and the SEC's rules, the vote will be advisory in nature, which means it will not be binding on our Board of Directors or Compensation Committee, or overrule or affect any previous action or decision by the Board or Committee or any compensation previously paid or awarded. Neither will it obligate the Board or Committee to any particular course of action in the future, nor create or imply any additional duty on the part of the Board or Committee. However, our Board and Compensation Committee will take the results of voting on the resolution into consideration and evaluate whether any actions are necessary to address any concerns of shareholders.

Our executive compensation philosophy and components are described in more detail in this proxy statement under the headings *COMPENSATION DISCUSSION AND ANALYSIS* and *EXECUTIVE COMPENSATION*. As discussed in those sections, our Board and Compensation Committee attempt to both align our executive officers' compensation with our long-term business philosophy and achieve our objectives of:

- .  
rewarding year-over-year performance and long-term loyalty;
- .  
balancing business risk with sound financial policy and shareholder value;
- .  
enabling FCB to attract and retain qualified executive officers; and
- .  
providing compensation to our executive officers that is competitive with comparable financial services companies.

Consistent with that philosophy, our executive compensation program is primarily composed of the following elements:

- .  
base salary;
- .  
retirement benefits in the form of a defined benefit pension plan, and matching contributions to Section 401(k) defined contribution plans;
- .  
individual non-qualified separation from service agreements; and
- .  
limited personal benefits (or perquisites ) for certain of our executive officers.

A foundation within our business philosophy is to provide a consistent financial return to shareholders through sound business decisions. This manifests itself in strong attention to the quality of our assets and the preservation of our assets through the management of risk, including potential risks that can arise in connection with various components of compensation programs, such as certain types of incentive compensation. For that reason, we do not maintain a structured or formal annual or long-term performance-based cash incentive program for executive officers. We also do not provide any equity-based compensation, or any arrangements under which compensation would be paid, or the vesting of any benefits would be accelerated, as a result of a change in control of our company or FCB. We attempt to provide annual cash compensation that is fair and reasonable to both our executive officers and our shareholders, and to reward long-term loyalty, while minimizing the risks that potentially exist with other forms of compensation that can adversely influence business decisions by corporate executives.

***Our Board of Directors believes that our executive compensation policies and practices are aligned with our shareholders' long-term interests, and it recommends that you vote FOR Proposal 2.***

***To be approved, a majority of the votes entitled to be cast with respect to shares present or represented at the Annual Meeting must be cast in favor of the proposal.***

**PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS**

***Our Board of Directors recommends that you vote FOR Proposal 3.***

**Appointment of Independent Accountants**

Our Audit and Compliance Committee has selected our current independent accounting firm, Dixon Hughes Goodman LLP, to serve as our independent accountants for 2013. The Committee's charter gives it the responsibility and authority to select and appoint our independent accountants and to approve their fees and the terms of the engagement under which they provide services to us. Our shareholders are not required by our Bylaws or the law to ratify the Committee's selection. However, we will submit a proposal to ratify the appointment of Dixon Hughes Goodman LLP for voting by shareholders at the Annual Meeting as a way for shareholders to be heard in the selection process.

Representatives of Dixon Hughes Goodman LLP are expected to attend the Annual Meeting and be available to answer appropriate questions, and they will have an opportunity to make a statement if they desire to do so. If our shareholders do not ratify the Committee's selection, the Committee will reconsider its decision, but it could choose to reaffirm its appointment of Dixon Hughes Goodman LLP. Even if our shareholders vote to ratify the Committee's selection, during the year the Committee could choose to appoint different independent accountants at any time if it determines that a change would be in our best interests.



**Services and Fees During 2012 and 2011**

Except as described below, under its current procedures our Audit and Compliance Committee specifically pre-approves all audit services and other services provided by our accountants. Since it is difficult to determine in advance the exact nature and extent of the tax services or advice we will need during the year, the Committee authorizes our management to obtain tax services from our accountants from time to time during the year up to specified aggregate amounts of fees set by the Committee by category of service. Requests for advice in excess of those amounts require further Committee approval. The entire Audit and Compliance Committee generally participates in the pre-approval of services. However, in the case of proposals that arise during the year to obtain non-audit services from our accountants beyond what has been pre-approved, the Committee delegates authority to its Chairman to approve those additional services on behalf of the Committee. Any such action by the Chairman is to be communicated to the full Committee at its next regularly scheduled meeting.

As our independent accountants for 2012 and 2011, Dixon Hughes Goodman LLP provided us with various audit and other services for which we and FCB were billed, or expect to be billed, for fees as further described below. Our Audit and Compliance Committee has considered whether the provision of non-audit services by our independent accounting firm during 2012 was compatible with maintaining its independence. The Committee believes that the provision of non-audit services by Dixon Hughes Goodman LLP during 2012 did not affect its independence.

The following table lists the aggregate amounts of fees paid to Dixon Hughes Goodman LLP for audit services for 2012 and 2011 and for other services they provided during 2012 and 2011.

<b>Type of Fees and Description of Services</b>	<b>2012</b>	<b>2011</b>
<b>Audit Fees</b> , including, for both years, audits of our consolidated financial statements and related attestations, and reviews of our condensed interim consolidated financial statements	\$ 890,000	\$ 707,500
<b>Audit-Related Fees</b> , including, during both years, audits of FCB's common trust funds and employee benefit plans, agreed upon procedures reports required by contracts, service organization reports on internal controls, consultation regarding accounting standards, and subsidiary audits and other attest reports, and, during 2011 only, balance sheet audits in connection with FDIC-assisted transactions	548,590	630,423
<b>Tax Fees</b> , including, during both years, reviews of our consolidated federal and related state income tax returns and non-routine tax consultations and, during 2012 only, additional tax compliance services	72,335	30,850
<b>All Other Fees</b>	-0-	-0-

***Our Board of Directors recommends that you vote FOR Proposal 3.***



*To be approved, a majority of the votes entitled to be cast with respect to shares present or represented at the Annual Meeting must be cast in favor of the proposal.*

***PROPOSAL 4: SHAREHOLDER PROPOSAL REGARDING VOTING RIGHTS***

One of our shareholders, Gerald R. Armstrong, who owns 25 shares of our Class A Common, and whose address and telephone number are 910 Sixteenth Street, No. 412, Denver, Colorado 80202-2917, (303) 355-1199, has notified us that he intends to present the proposed resolution printed below for voting at the Annual Meeting. Mr. Armstrong's proposed resolution and his supporting statement are printed in the box below exactly as contained in his notice to us.

We take no responsibility for the contents of the resolution or his supporting statement. As provided in rules of the Securities and Exchange Commission pertaining to shareholder proposals, in order to be voted on Mr. Armstrong's proposal must be presented at the Annual Meeting by him or his qualified representative.

***Our Board of Directors recommends that you vote AGAINST Proposal 4.***

## **RESOLUTION PROPOSED BY SHAREHOLDER GERALD R. ARMSTRONG**

That the shareholders of First Citizens BankShares, Inc. request its Board of Directors to take steps to adopt a plan for all of our First Citizens BankShares, Inc. shares to have one vote per share.

This would include all practicable steps including encouragement and negotiation with Holding Family shareholders to request that they relinquish, for the common good of all shareholders, any pre-existing rights, specifically, to eliminate their super-voting power of sixteen votes per share.

(This proposal is not intended to unnecessarily limit our Board's judgment in creating the request change in accordance with applicable laws and existing contracts.)

## **STATEMENT**

In the current equity structure of First Citizens BankShares, Inc., there are 8,644,307 shares of Class A stock and 1,639,812 shares of Class B stock.

The Class B shares are closely-held by the Holding Family and have 16 votes per share for a total of 26,236,992 votes compared to 8,644,307 Class A shares which have only one vote per share.

The proponent of this proposal believes that this imbalance of voting power must be corrected in fairness to all shareholders.

He has been a shareholder for several years and it is his observation that there could be an absence of accountability and reasonable performance in the top management of First Citizens--members of the Holding Family. Its dividend at the time this proposal was submitted was a paltry .7%. A chart in the 2011 annual report shows that had \$100.00 and five years worth of future dividends had been invested on December 31, 2006, it

would be worth only \$89.00 on December 31, 2011.

Dangers of giving disproportionate power to insiders is illustrated by Adelphia Communications where its dual-class voting stock gave the Rigas family control and contributed to Adelphia's participation in one of the most extensive financial frauds ever to take place at a public company. (Securities and Exchange Commission Litigation Release No. 17627.)

The SEC alleged that Adelphia fraudulently excluded more than \$2 billion in bank debt from its financial statements and concealed rampant self-dealing by the Rigas Family. Meanwhile, the per share price of Adelphia stock collapsed from \$20 to 79¢ in two years.

With stock having 16-times more voting power, First Citizens has taken our public shareholder money but does not let us have an equal voice in our company's management which can be beneficial in making management accountable.

Merits of this proposal should also be considered in the context of the opportunity for additional improvement to First Citizens' reported corporate governance efforts.

If you agree, please vote **FOR** this proposal.

***Our Board of Directors recommends that you vote AGAINST Proposal 4.***

***To be approved, a majority of the votes entitled to be cast with respect to shares present or represented at the Annual Meeting must be cast in favor of the proposal.***

***PROPOSALS FOR 2014 ANNUAL MEETING***

Any proposal of a shareholder, other than a nomination for election as a director, that is intended to be presented for action at our 2014 Annual Meeting must be received by our Corporate Secretary in writing at our address listed below no later than November 18, 2013, to be considered timely received for inclusion in the proxy statement and proxy card that we will distribute in connection with that meeting. In order to be included in our proxy materials for a particular meeting, the person submitting the proposal must own, beneficially or of record, at least 1% or \$2,000 in market value, whichever is less, of shares of our stock entitled to be voted on that proposal at the meeting and must have held those shares for a period of at least one year and continue to hold them through the date of the meeting. Also, the proposal and the shareholder submitting it must comply with certain other eligibility and procedural requirements contained in rules of the Securities and Exchange Commission.

Written notice of a shareholder proposal (other than a nomination) intended to be presented at our 2014 Annual Meeting but which is not intended to be included in our proxy statement and proxy card, or of a shareholder's intent to nominate a person for election as a director at our 2014 Annual Meeting, must be received by our Corporate Secretary at our address listed below no earlier than December 18, 2013, and no later than February 1, 2014, in order for that proposal or nomination to be brought before that Annual Meeting. The same notice requirements apply in the case of a shareholder proposal other than a nomination in order for that proposal to be considered timely received for purposes of the Proxies' discretionary authority to vote on other matters presented for action by shareholders at our 2014 Annual Meeting. However, if, following our 2013 Annual Meeting, our Board of Directors increases the number of our directors, thereby creating an unfilled vacancy that will be filled at our 2014 Annual Meeting, and if there is no public announcement naming the nominee to fill the vacancy at least 100 days prior to the first anniversary of our 2013 Annual Meeting, then a shareholder's written notice of a nomination to fill the vacancy will be treated as timely if it is received by us not later than the close of business on the tenth day following the day on which our public notice actually is given. To be effective, notices of shareholder proposals or nominations are required to contain certain information specified in our Bylaws. Shareholder proposals or nominations not made as provided in our Bylaws will not be considered at Annual Meetings.

The notices described above should be mailed to:

First Citizens BancShares, Inc.  
Attention: Corporate Secretary  
Post Office Box 27131 (Mail Code FCC22)  
Raleigh, North Carolina 27611-7131

***ANNUAL REPORT ON FORM 10-K***

We are subject to the reporting requirements of the Securities Exchange Act of 1934, and we file periodic reports and other information, including proxy statements, annual reports, quarterly reports and current reports, with the Securities and Exchange Commission. FCB's Internet website

([www.firstcitizens.com/meet-first-citizens/corporate-information/corporate-profile/](http://www.firstcitizens.com/meet-first-citizens/corporate-information/corporate-profile/)) contains a link to the Commission's website ([www.sec.gov](http://www.sec.gov)) where you may review information that we file electronically.

***A copy of our 2012 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, is being mailed to our shareholders with this proxy statement. An additional copy will be provided without charge to any shareholder upon written request directed to our Corporate Secretary, Kathy A. Klotzberger, at the above address.***

**VOTING BY PROXY**

Read our proxy statement before you vote by proxy. Then, to insure that the shares are represented at the Annual Meeting, we ask that you appoint the Proxies to vote the shares for you in one of the following two ways.

**FIRST CITIZENS BANCSHARES,  
INC.  
ATTN: CORPORATE SECRETARY**

**4300 SIX FORKS ROAD (FCC22)  
RALEIGH, NC 27609**

**To Vote by Mail**

Mark, date and sign this proxy card and return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. A postage-prepaid envelope has been provided for your convenience.

**To Vote by Internet**

Go to the Internet website *www.proxyvote.com*. Have your proxy card in hand when you access the website. When you are prompted for the control number, enter the 12-digit number printed in the box below, and then follow the instructions provided to create an electronic voting instruction form. If you vote by Internet, you need not sign and return a proxy card. You will be appointing the Proxies to vote the shares for you on the same terms and with the same authority as if you marked, signed and returned a proxy card. You may vote by Internet only until 11:59 p.m. EDT on April 22, 2013, which is the day before the Annual Meeting date.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M53903-TBD

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

FIRST CITIZENS BANCSHARES, INC.

	<b>For</b>	<b>Withhold</b>	<b>All</b>	To withhold authority to vote for any individual nominee(s), write the numbers of the nominee(s) on the line below.
	<b>All</b>	<b>All</b>	<b>Except</b>	

*BancShares Board of Directors recommends that stockholders vote **FOR** each of the 13 nominees named below.*

o	o	o
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1.

Election of 13 directors for one-year terms.

**Nominees:**

- |     |            |                  |     |                  |
|-----|------------|------------------|-----|------------------|
|     | John M.    |                  |     |                  |
|     | Alwxander, | Daniel L.        |     | Robert T.        |
| 01) | Jr.        | 06) Heavner      | 11) | Newcomb          |
|     | Victor E.  | Frank B.         |     |                  |
| 02) | Bell III   | 07) Holding      | 12) | James M. Parker  |
|     | Hoe H.     | Frank B.         |     |                  |
| 03) | Connell    | 08) Holding, Jr. | 13) | Ralph K. Skelton |
|     | Hubert     |                  |     |                  |
|     | M. Craig   | Lucius S.        |     |                  |
| 04) | III        | 09) Jones        |     |                  |
|     | H. Lee     |                  |     |                  |
|     | Durham,    | Robert E.        |     |                  |
| 05) | Jr.        | 10) Mason IV     |     |                  |

***BancShares Board of Directors recommends that stockholders vote FOR proposal 2.***

- |    |   |            |                |                |
|----|---|------------|----------------|----------------|
|    |   | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
| 2. | Non-binding, advisory resolution ( say-on-pay resolution) to approve compensation paid or provided to BancShares executive officers as disclosed in the proxy statement for the Annual Meeting. | o          | o              | o              |

***BancShares Board of Directors recommends that stockholders vote FOR proposal 3.***

- |    |  |            |                |                |
|----|--|------------|----------------|----------------|
|    |  | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
| 3. | Proposal to ratify the appointment of Dixon Hughes Goodman LLP as BancShares independent accountants for 2013. | o          | o              | o              |

***BancShares Board of Directors recommends that stockholders vote AGAINST proposal 4.***

- |    |   |            |                |                |
|----|---|------------|----------------|----------------|
|    |   | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
| 4. | Proposal submitted by a stockholder regarding the voting rights of a class of BancShares stock.   | o          | o              | o              |
| 5. | On any other matters properly presented for action by stockholders at the Annual Meeting, and on matters incident to the conduct of the meeting, including motions to adjourn, the Proxies are authorized to vote the shares represented by this appointment of proxy according to their best judgment. |            |                |                |

**Instruction:** Please sign **exactly** as your preprinted name(s) appear(s) above. All holders of shares must sign. Joint owners should both sign personally. When signing as attorney, administrator or other fiduciary, please indicate the capacity in which you are signing. In the case of a corporation or partnership or other entity, please sign in the full corporate, partnership or entity name by an authorized officer or other representative.

Signature [PLEASE SIGN WITHIN  
BOX]

**Date**

Signature (Joint Owners)

**Date**

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice of Meeting, Proxy Statement, and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

M53904-TBD

**FIRST CITIZENS BANCSHARES, INC.**  
**Annual Meeting of Stockholders**  
**April 23, 2013 - 9:00 AM**  
**APPOINTMENT OF PROXY SOLICITED BY BOARD OF**  
**DIRECTORS**

The undersigned hereby appoints Hope H. Connell, H. Lee Durham, Jr., Frank B. Holding, Frank B. Holding, Jr., and Lucius S. Jones (the Proxies ), or any

substitute appointed by them, as the undersigned's attorneys and proxies, and authorizes any one or more of them to represent and vote, as directed on the reverse side of this proxy card, all of the outstanding shares of the Class A Common Stock and/or Class B Common Stock of First Citizens BancShares, Inc. ( BancShares ) held of record by the undersigned on March 1, 2013, at the Annual Meeting of BancShares' stockholders (the Annual Meeting ) to be held at the First Citizens Center located at 4300 Six Forks Road, Raleigh, North Carolina at 9:00 a.m. EDT on Tuesday, April 23, 2013, and at any postponements or adjournments of the Annual Meeting.

I (We) direct that the shares represented by this appointment of proxy be voted as directed on the reverse side. If no voting directions are given, the Proxies may vote those shares **FOR** the election of each nominee named in Proposal 1, **FOR** Proposals 2 and 3, and **AGAINST** Proposal 4. If, before the Annual Meeting, any nominee listed in Proposal 1 becomes unable or unwilling to serve as a director for any reason, the Proxies are authorized to vote for a substitute nominee named by the Board of Directors. This appointment of proxy may be revoked by the undersigned at any time before the voting takes place at the Annual Meeting by filing with BancShares proxy tabulator or Corporate Secretary a written instrument revoking it or a duly executed appointment of proxy bearing a later date, or by attending the Annual Meeting and voting in person.