

COPY

Board of Governors of the Federal Reserve System

FRB RICHMOND



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

12/31/2013

Month / Day / Year

I, THOMAS E. FELDER

Reporter's Name, Street, and Mailing Address

SCCB Financial Corp

Legal Title of Holding Company

1545 Sumter Street

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

Columbia SC 29201

City

State

Zip Code

Name of the Holding Company Director and Official

PRESIDENT & CEO

Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Beverly Jacobs Accounting Manager

Name

Title

(803) 733-8100 Ext 1135

Area Code / Phone Number / Extension

(803) 733-8125

Area Code / FAX Number

Bjacobs@sccommunitybank.net

E-mail Address

www.myscsb.net

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

Tom Felder

Signature of Holding Company Director and Official

March 18, 2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3334489
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR-Y6
SCCB Financial Corporation
Columbia, South Carolina
For the Year Ending December 31, 2013

Report Item:

1. Annual Reports will be submitted as soon as available.

2a. Organizational Chart



Wholly Owned Subsidiary
South Carolina Community Bank, Columbia, South Carolina
State of Incorporation - South Carolina
United States

2b. Branch List attached.

Results: A list of branches for your depository institution: SOUTH CAROLINA COMMUNITY BANK (ID_RSSD: 2794732).
 This depository institution is held by SCCB FINANCIAL CORPORATION (3334489) of COLUMBIA, SC.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal-sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2794732	SOUTH CAROLINA COMMUNITY BANK	1545 SUMTER STREET	COLUMBIA	SC	29201-282	RICHLAND	UNITED STATES	76798	0	SOUTH CAROLINA COMMUNITY BANK	2794732	
OK		Full Service	39523	BELT LINE BRANCH	4103 WEST BELT LINE RD	COLUMBIA	SC	29204	RICHLAND	UNITED STATES	191337	2	SOUTH CAROLINA COMMUNITY BANK	2794732	
CLOSE	11/29/2013	Full Service	3923977	EASTOVER BRANCH	209 ANDERSON STREET	EASTOVER	SC	29044	RICHLAND	UNITED STATES	234179	4	SOUTH CAROLINA COMMUNITY BANK	2794732	Branch Closed
CLOSE	6/28/2013	Full Service	3923968	ORANGEBURG BRANCH	1475 AMELIA STREET	ORANGEBURG	SC	29115	ORANGEBURG	UNITED STATES	481018	5	SOUTH CAROLINA COMMUNITY BANK	2794732	Branch Closed
OK		Full Service	581125	SOUTH MAIN STREET BRANCH	201 SOUTH MAIN ST	SUMTER	SC	29150	SUMTER	UNITED STATES	191338	3	SOUTH CAROLINA COMMUNITY BANK	2794732	

SCCB Financial Corporation

Fiscal Year Ending December 31, 2013

Report 3: Securities Holders

3(1)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-13

<u>1a</u> <u>Name , City, State , Country</u>	<u>1b</u> <u>Country of Citizenship or Incorporation</u>	<u>1c</u> <u>Number & Percentage of Voting Securities</u>
CLASS A		
Benedict College Columbia, SC USA	USA	610,000 shares - 16.41% Common Stock
Taylor Brothers Construction Columbia, SC USA	USA	186,500 shares - 5.02% Common Stock
Jasper Boykin Atlanta, GA USA	USA	450,000 shares - 12.10% Common Stock
Paul Mitchell Columbia, SC USA	USA	200,500 shares - 5.39% Common Stock
Beattie Ashmore Greenville, SC USA	USA	411,000 shares - 11.06% Common Stock
Total Outstanding Shares - Class A	3,717,626.00	
PREFERRED SERIES A		
Paul Mitchell Columbia, SC USA	USA	11,795,370.37 shares - 99.6% Preferred Stock
Total Outstanding Shares - Preferred	11,845,370.37	

Securities holders not listed in 3 - 1a through 3-1c that had ownership , control or holdings of 5 % or more with power to vote during the fiscal year 12-31-13

<u>2a</u> <u>Name , City, State , Country</u>	<u>2 b</u> <u>Country of Citizenship or Incorporation</u>	<u>2c</u> <u>Number & Percentage of Voting Securities</u>
N/A	N/A	N/A

SCCB Preferred - Series A Stock has voting rights

3(2) - No other shareholders held more than 5% of the shares at any time during FY 2013

Form FR Y-6
 SCCB Financial Corporation
 Fiscal Year Ending December 31, 2013
 Report 4: Insider

Revised 05/19/14

<u>1</u>	<u>2</u>	<u>3a</u>	<u>3b</u>	<u>3c</u>	<u>4a</u>	<u>4a</u>	<u>4b</u>	<u>4c</u>
<u>Name, City, State, Country</u>	<u>Occupation, if other than Bank Holding Co.</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title & Position with Other Businesses</u>	<u>% Shares Holding</u>	<u>% Shares Holding</u>	<u>% Shares Sub</u>	<u>% Shares Other</u>
					<u>Class A</u>	<u>Preferred Series A</u>		
Donald Taylor Columbia, SC USA	Construction	Director	Director	President -Taylor Brothers Constructior	1.67%	0.20%	0.00%	33%
Paul Mitchell Columbia, SC USA	Manufacturing	Director	Director	Managing Partner - South Coast Paper	5.39%	99.60%	0.00%	85%
Jasper Boykin Atlanta, GA USA	Insurance Agent	Director	Director	Consultant - Boykin Insurance Agency	12.10%	0.20%	0.00%	100%
Tom Felder Columbia, SC USA	N/A	President & CEO	President & CEO	N/A	0.00%	0.00%	0.00%	0.00%
Miya Littlejohn Columbia, SC USA	N/A	CFO	CFO	N/A	0.00%	0.00%	0.00%	0.00%
Benedict College Columbia, SC USA	N/A	Principal Security Holder	N/A	N/A	16.41%	0.00%	0.00%	0.00%
Beattie Ashmore Trust Greenville, SC USA	N/A	Principal Security Holder	N/A	N/A	11.06%	0.00%	0.00%	0.00%

Paul Mitchell owns 77.08% of combined voting shares of stock (Class A & Preferred)