

COPY

RECEIVED

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

MAR 17 2014

Board of Governors of the Federal Reserve System



FEDERAL RESERVE BANK OF 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):

December 31, 2013

Month / Day / Year

I, John L. Hutto

Reporter's Name, Street, and Mailing Address

FMB of S.C. Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

8624 Old State Road/P.O. Box 68

Title of the Holding Company Director and Official

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

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.

Holly Hill

SC

29059-0068

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

William H. Sohm, Jr.

Vice President & Auditor

Name

Title

803-496-1428

Area Code / Phone Number / Extension

803-496-3964

Area Code / FAX Number

hsohm@fmbasc.com

E-mail Address

None

Signature of Holding Company Director and Official

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

Date of Signature

3/13/14

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 1137426
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

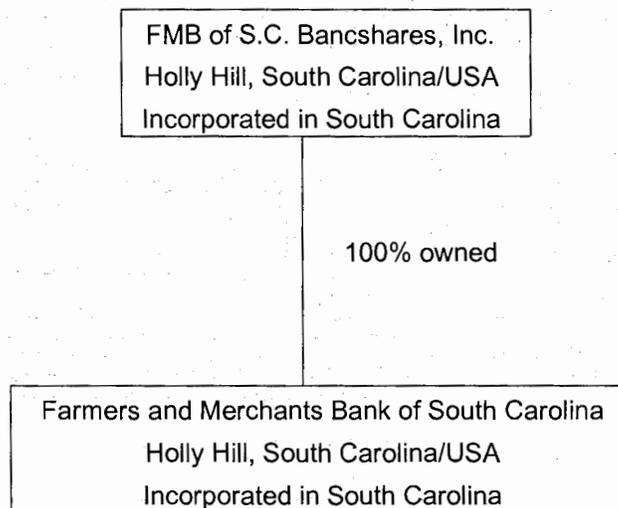
Form FR Y-6

FMB of S.C. Bancshares, Inc.
Holly Hill, South Carolina
Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

The holding company prepares an annual report for its shareholders.
Two copies of our "2013 Annual Report" are enclosed.

Report Item 2a: Organization Chart



Report Item 2b: Domestic Branch Listing

Domestic branch listing submitted via email to the Federal Reserve Bank on 3/11/2014.

Report Item 3: Securities holders

(1) Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013:

None

(2) Securities holders not listed in section 3(1) above that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013:

None

Results: A list of branches for your depository institution: FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA (ID_RSSD: 282226).
 This depository institution is held by FMB OF S.C. BANCSHARES, INC. (1137426) of HOLLY HILL, 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)	282226	FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	8624 OLD STATE ROAD	HOLLY HILL	SC	29059	ORANGEBURG	UNITED STATES	1094		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	
OK		Full Service	533320	BOWMAN BRANCH	7002 CHARLESTON HIGHWAY	BOWMAN	SC	29018	ORANGEBURG	UNITED STATES	189973		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	
OK		Full Service	1169931	BRANCHVILLE BRANCH	7633 FREEDOM ROAD	BRANCHVILLE	SC	29432	ORANGEBURG	UNITED STATES	189976		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	
OK		Full Service	3283411	CAMERON BRANCH	216 NORTH BOYCE LAWTON DR	CAMERON	SC	29030	CALHOUN	UNITED STATES	229618		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	
OK		Full Service	467229	EUTAWVILLE BRANCH	12064 OLD NUMBER SIX HWY	EUTAWVILLE	SC	29048	ORANGEBURG	UNITED STATES	189975		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	
Change	10/1/2012	Full Service	3283420	CARNES CROSSROADS BRANCH	2900 NORTH MAIN STREET	MONCKS CORNER	SC	29461	BERKELEY	UNITED STATES	357068		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	911 Street Address Change Only
OK		Full Service	283821	MONCKS CORNER BRANCH	221 EAST MAIN ST	MONCKS CORNER	SC	29461	BERKELEY	UNITED STATES	189974		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	
OK		Full Service	72427	SAINT STEPHEN BRANCH	117 CHURCH STREET	SAINT STEPHEN	SC	29479	BERKELEY	UNITED STATES	238867		FARMERS AND MERCHANTS BANK OF SOUTH CAROLINA	282226	

Form FR Y-6

FMB of S.C. Bancshares, Inc.
Holly Hill, South Carolina
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Principal securities holders, directors, trustees, partners, executive officers, or persons exercising similar functions of the holding company, regardless of title or compensation, showing the following:

- (1) Name, city and state/country;
- (2) Principal occupation, if other than with the holding company;
- (3) Title or position with:
 - (a) the holding company;
 - (b) all direct and indirect subsidiaries of the holding company; and
 - (c) any other company in which the person is a director, trustee, partner, or executive officer; and
- (4) Percentage of each class of voting securities owned, controlled, or held with power to vote in:
 - (a) the holding company;
 - (b) direct and indirect subsidiaries of the holding company; and
 - (c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. (Include the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.)

- (1) E. Ward Avinger, Jr.
Holly Hill, South Carolina/USA
- (2) President - Avinger Funeral Home, Inc.
- (3) (a) Director
(b) Director (Farmers & Merchants Bank of SC)
(c) President - Avinger Funeral Home, Inc.
- (4) (a) 0.22%
(b) N/A (Not Applicable)
(c) Avinger Funeral Home, Inc. - 100%

- (1) J. Witte Bull
Holly Hill, South Carolina/USA
- (2) Retired
- (3) (a) Director
(b) Director (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.77%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

Form FR Y-6

FMB of S.C. Bancshares, Inc.
Holly Hill, South Carolina
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders (continued)

- (1) John H. Clarke, Jr.
St. Stephen, South Carolina/USA
- (2) President - Oliver-Clarke Furniture Company, Inc.
- (3) (a) Director & Vice President
(b) Director (Farmers & Merchants Bank of SC)
(c) President - Oliver-Clarke Furniture Company, Inc.
- (4) (a) 0.23%
(b) N/A (Not Applicable)
(c) Oliver-Clarke Furniture Company, Inc. - 50%

- (1) William S. Helmly
Moncks Corner, South Carolina/USA
- (2) President & COO - Home Telecom
- (3) (a) Director
(b) Director (Farmers & Merchants Bank of SC)
(c) President & COO - Home Telecom
- (4) (a) 0.05%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

- (1) R.M. Holcombe
Moncks Corner, South Carolina/USA
- (2) Senior Vice President - Farmers & Merchants Bank of South Carolina
- (3) (a) Director & Treasurer
(b) Director & Senior Vice President (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 1.41%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

- (1) John L. Hutto
Holly Hill, South Carolina/USA
- (2) President & CEO - Farmers & Merchants Bank of South Carolina
- (3) (a) Director & President & CEO
(b) Director & President & CEO (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 2.42%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

Form FR Y-6

FMB of S.C. Bancshares, Inc.
Holly Hill, South Carolina
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders (continued)

- (1) R. Barry Hutto
Holly Hill, South Carolina/USA
- (2) Farmer
- (3) (a) Director
(b) Director (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.42%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

- (1) Thomas O. Hutto
Holly Hill, South Carolina/USA
- (2) Vice President - Farmers & Merchants Bank of South Carolina
- (3) (a) Director
(b) Director, Secretary, & Vice President (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.23%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

- (1) Robert F. McCurry
Holly Hill, South Carolina/USA
- (2) Retired
- (3) (a) Director & Chairman of the Board
(b) Director & Chairman of the Board (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.39%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

- (1) James H. Rozier, Jr.
Moncks Corner, South Carolina/USA
- (2) Consultant
- (3) (a) Director
(b) Director (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.23%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

Form FR Y-6

FMB of S.C. Bancshares, Inc.
Holly Hill, South Carolina
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders (continued)

- (1) Joseph C. Shuler, Jr.
Holly Hill, South Carolina/USA
- (2) Senior Vice President - Farmers & Merchants Bank of South Carolina
- (3) (a) Director & Secretary
(b) Director & Senior Vice President (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.51%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

- (1) William H. Sohm, Jr.
Holly Hill, South Carolina/USA
- (2) Vice President & Auditor - Farmers & Merchants Bank of South Carolina
- (3) (a) Director
(b) Director & Vice President & Auditor (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.53%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)

- (1) Lawrence L. Weathers
Bowman, South Carolina/USA
- (2) Partner - Weathers Farms, Inc.
- (3) (a) Director
(b) Director (Farmers & Merchants Bank of SC)
(c) Vice President - Weathers Farms, Inc.
President - Weathers Trucking, Inc.
Partner - Weathers Dairy, LLC
Partner - Circle W Farms
- (4) (a) 0.11%
(b) N/A (Not Applicable)
(c) Weathers Farms, Inc. - 50%
Weathers Trucking, Inc. - 50%

- (1) F. Eugene Williams
Pinopolis, South Carolina/USA
- (2) Retired
- (3) (a) Director
(b) Director (Farmers & Merchants Bank of SC)
(c) N/A (Not Applicable)
- (4) (a) 0.27%
(b) N/A (Not Applicable)
(c) N/A (Not Applicable)