

3/17 → Original + Revised

4/8/14

Board of Governors of the Federal Reserve System

COPY



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, **Sheryl G. Sharry**

Reporter's Name, Street, and Mailing Address

Bank of South Carolina Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chief Financial Officer/Executive Vice President

256 Meeting Street

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.

Charleston SC 29401

City State Zip Code

PO Box 538 Chas. SC 29402
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:

Sheryl G. Sharry

CFO/Executive VP

Name

Title

843-958-1060

Area Code / Phone Number / Extension

843-724-1523

Area Code / FAX Number

ssharry@banksc.com

E-mail Address

https://banksc.com

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

Signature of Holding Company Director and Official

03/12/2014

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 **2297701**
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."

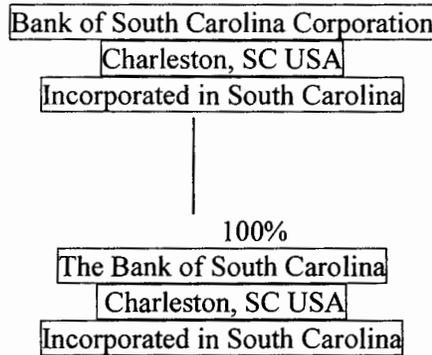
No

Report Item

Item 1: Annual Report to Shareholders not required. Bank of South Carolina Corporation is registered with the SEC.

The Bank of South Carolina Corporation prepares a Form 10-K filed with the Securities and Exchange Commission (filed 3/11/14). The Proxy Statement and the Form 10-K serve as our Annual report to shareholders.

Item 2a: Organization Chart



Item 2b: Domestic Branch Listing

Domestic branch listing submitted early on 3/12/14 via email.

Item 3: Securities Holders

1. Security Holders, of record, that directly or indirectly owns, controls, or holds with power to vote 5% or more of Bank of South Carolina Corporation at 12/31/13, are listed below.

(1)(a) Names & Address (City, State, Country)	(1)(b) Country of Citizenship or incorporation	(1)(c) Number and Percentage of Each class of Voting Securities
Hugh C. Lane, Jr. Charleston, SC USA	USA	328,667 – 7.37% Common Stock
The Bank of South Carolina Employee Stock Ownership Plan and Trust (“ESOP”) Charleston, SC USA	USA	289,480 – 6.49% Common Stock

Neither Hugh C. Lane, Jr. nor the Bank of South Carolina Employee Stock Ownership plan, hold any Bank of South Carolina Corporation stock options, warrants or other securities or rights that can be converted into or exercised for voting securities.

2. Security Holders not listed in 3 (1).

There were no persons, entities, or persons acting in concert (including families) other than those listed in Item 3 (1), that held Bank of South Carolina Corporation options, warrants, or other securities or rights that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5% of any such class of voting securities during the fiscal year ended December 31, 2013.

Item 4: Insiders

(1) Names & Address (City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage Of voting shares in Bank Holding Company	(4)(b) Percent- age of Voting shares in sub.	(4)(c)List Names of other companies if 25% or more of voting securities are held
David W. Bunch Awendaw, SC USA	Retail Truck	Director	Director The Bank of South Carolina	President, Hughes Motors, Inc. Charleston, SC USA.; Vice- President, Bunch Leasing Co. Charleston, SC USA; Vice- President, Florence Truck Center, Inc. Florence, SC USA; Partner, Bunch Truck & Equipment, LLC Charleston SC USA; Partner, Bunch & Sons Real Estate Charleston, SC USA; Managing Member, Wando Properties, LLC Charleston, SC USA; President, Double D. Leasing Co., Inc. Charleston, SC USA	.039%	N/A	Bunch Leasing Company, Inc. 50%; Hughes Motors, Inc. 50%; Florence Truck Center, Inc. 50%; Bunch Truck & Equipment, LLC 50%; Wando Properties, LLC 50%; XOB LLC 50%; Mini- Warehouses of Goose Creek, LLC 50%; Double D. Leasing Company, Inc. 50%; Bunch & Sons (A Partnership) 50%

(1) Names & Address (City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage Of voting shares in Bank Holding Company	(4)(b) Percent- age of Voting shares in sub.	(4)(c)List Names of other companies if 25% or more of voting securities are held
Graham M. Eubank, Jr. Mt. Pleasant, SC USA	Retail Automobile	Director	Director The Bank of South Carolina	President and COO, Palmetto Ford, Inc. Charleston, SC USA; Partner, 1625, A General Partnership Charleston, SC USA	.019%	N/A	Palmetto Ford, Inc. 60%; 1625 A General Partnership 25%
Elizabeth M. Hagood Charleston, SC USA	Land Preservation	Director	Director The Bank of South Carolina	Executive Director Lowcountry Open Land Trust Charleston, SC USA	.002	N/A	N/A
Fleetwood S. Hassell Charleston, SC USA	N/A	President, Chief Executive Officer, Director	President, Chief Executive Officer, Director The Bank of South Carolina	N/A	1.819%	N/A	N/A
Glen B. Haynes, DVM Summerville, SC USA	Veterinary	Director	Director The Bank of South Carolina	Owner and Veterinary with private practice Westbury Veterinary Clinic, LLC Summerville, SC USA; Owner and Veterinary private practice Westbury Pet Care Center, LLC Summerville, SC USA	.117%	N/A	Westbury Veterinary Clinic, LLC 100%; Westbury Pet Care Center, LLC 100%

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William L. Hiott, Jr. Charleston, SC USA	Retired Banking	Director	Director The Bank of South Carolina	N/A	3.862%	N/A	Sound Choice(Tenants in Common) 25%; Paloma Partners 55.5%; Round O Farm, Inc. (Sub Chapter S) 100%
Katherine M. Huger Charleston, SC USA	Retired Education	Director	Director The Bank of South Carolina	Emerita Professor of Economics, Charleston Southern University Charleston, SC USA	.242%	N/A	N/A
Richard W. Hutson, Jr. Charleston, SC USA	Insurance	Secretary Director	Secretary Director The Bank of South Carolina	President, William M. Means Company Insurance, LLC Charleston SC USA	.134%	N/A	William M. Means Co. Insurance, LLC 100%
Charles G. Lane Charleston, SC USA	Real Estate	Director	Director The Bank of South Carolina	Managing Member, Holcombe, Fair & Lane, LLC Charleston SC USA; Member, HCBL, LLC Charleston, SC USA	3.846%	N/A	Paloma (Partnership) 55.5%; HCBL, LLC 100%
Hugh C. Lane, Jr. Charleston, SC USA	N/A	Chairman of the Board, Director	Chairman of the Board, Director The Bank of South Carolina	Member, HCBL, LLC Charleston, SC USA; Treasurer, Cheeha- Combahee, Inc. Charleston SC USA	7.371%	N/A	Paloma (Partnership) 55.5%; HCBL, LLC 100%;

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Louise J. Maybank Charleston, SC USA	N/A	Director	Director The Bank of South Carolina	N/A	1.128%	N/A	N/A
Dr. Linda J. Bradley McKee, CPA Isle of Palms, SC USA	Education	Director	Director The Bank of South Carolina	Associate Professor College of Charleston Charleston, SC USA	.044%	N/A	N/A
Alan I. Nussbaum, MD Charleston, SC USA	Physician	Director	Director The Bank of South Carolina	President Director, and Physician Rheumatology Associates, PA Charleston SC USA; Clinical Associate Professor Department of Medicine, Medical University of SC, Charleston, SC USA; Officer 14 Farmfield, LLC Charleston, SC USA	.028%	N/A	Rheumatology Associates, PA 50%; 14 Farmfield, LLC 50%
Edmund Rhett, Jr., MD Charleston, SC USA	Physician	Director	Director The Bank of South Carolina	President, Edmund Rhett, Jr. MD., PA Charleston SC USA	.100%	N/A	Edmund Rhett, Jr. MD., PA 100%, Battery Capital Investment 50%

(1) Names & Address (City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage Of voting shares in Bank Holding Company	(4)(b) Percentage of Voting shares in sub.	(4)(c) List Names of other companies if 25% or more of voting securities are held
Malcolm M. Rhodes, MD Charleston, SC USA	Physician	Director	Director The Bank of South Carolina	President and Physician in private practice with Parkwood Pediatric Group Charleston SC USA	.069%	N/A	Parkwood Pediatric Group 33%; Pine Cone, LLC 33%;, Capt. Lee, LLC100%;Fly Tye, LLC 100%
Douglas H. Sass Charleston, SC USA	N/A	Executive Vice President	Executive Vice President	N/A	.405%	N/A	N/A
David R. Schools Mount Pleasant, SC USA	Retail Grocery	Director	Director The Bank of South Carolina	President and CEO of Piggly Wiggly Carolina/Green- bax Enterprises Charleston, SC USA	.098%	N/A	Dallas Cotton Club, LLC 25%; 61 West- Tobias, LLC 25%
Sheryl G. Sharry James Island, SC USA	N/A	Chief Financial Officer, Executive Vice President and Director	Chief Financial Officer, Executive Vice President and Director The Bank of South Carolina	N/A	1.556%	N/A	N/A
Steve D. Swanson Mount Pleasant, SC USA	Investment Trading	Director	Director The Bank of South Carolina	Director Altex Group, Inc. Charleston, SC USA	.307%	N/A	N/A

Results: A list of branches for your holding company: BANK OF SOUTH CAROLINA CORPORATION (2297701) of CHARLESTON, 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)	246022	BANK OF SOUTH CAROLINA, THE	256 MEETING STREET	CHARLESTON	SC	29401	CHARLESTON	UNITED STATES	36296	0	BANK OF SOUTH CAROLINA, THE	246022	
OK		Full Service	2698157	CHARLESTON BRANCH	2027 SAM RITTENBURG BLVD	CHARLESTON	SC	29407	CHARLESTON	UNITED STATES	260473	3	BANK OF SOUTH CAROLINA, THE	246022	
OK		Full Service	2637503	MOUNT PLEASANT OFFICE	1337 CHUCK DAWLEY BLVD	MOUNT PLEASANT	SC	29464	CHARLESTON	UNITED STATES	260472	2	BANK OF SOUTH CAROLINA, THE	246022	
OK		Full Service	2124674	SUMMERVILLE BRANCH	100 NORTH MAIN STREET	SUMMERVILLE	SC	29483	DORCHESTER	UNITED STATES	260471	1	BANK OF SOUTH CAROLINA, THE	246022	