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Board of Governors of the Federal Reserve System

MAR 17 2014



Annual Report of Holding Companies

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, ROBERT M. SCOTT
Name of the Holding Company Director and Official
TREASURER
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

SOUTHCOAST FINANCIAL CORPORATION
Legal Title of Holding Company
534 JOHNNIA DODDS BLVD
(Mailing Address of the Holding Company) Street / P.O. Box
MT. PLEASANT SC 29464
City State Zip Code

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:

DAVID ASTLEY CONTROLLER
Name Title
843-216-3026
Area Code / Phone Number / Extension
843-216-3071
Area Code / FAX Number
DASTLEY@SOUTHCOASTBANK.COM
E-mail Address

Robert M. Scott
Signature of Holding Company Director and Official
March 11, 2014
Date of Signature

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

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

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

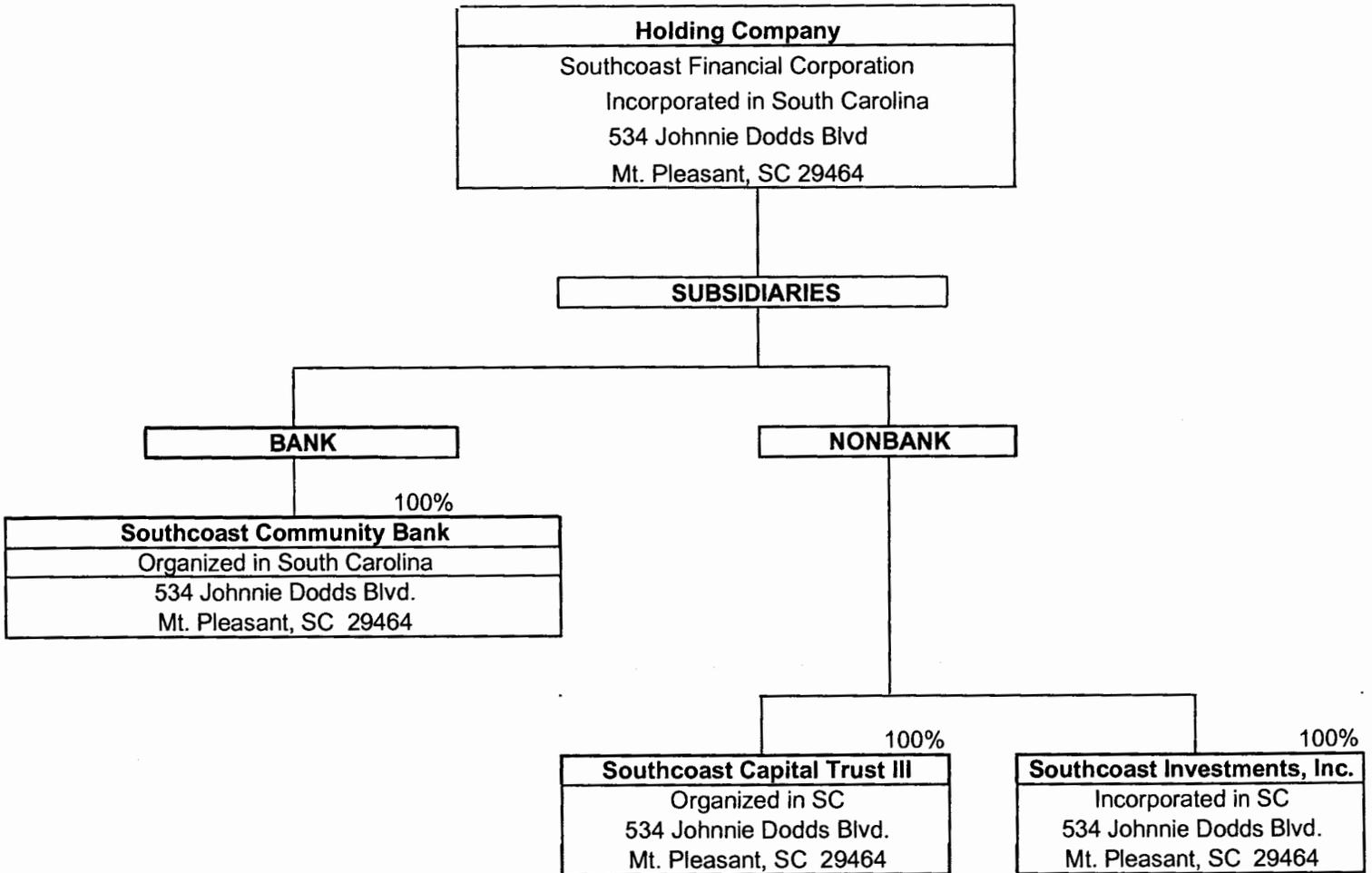
For Federal Reserve Bank Use Only
RSSD ID 2094778
C.I. _____

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 FRY-6

Southcoast Financial Corporation
Mount Pleasant, SC
Fiscal Year Ending December 31, 2013

- 1) The bank holding company prepares an annual report for its shareholders and is registered with the Securities and Exchange Commission.
- 2) Organizational Chart



Form FR Y-6
Southcoast Financial Corporation
Mount Pleasant, SC
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)© and (2) (a)(b)©

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011			Shareholders not listed in 3(1)(a) through 3 (1)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2012		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country	(1)© Number & % of each class of voting securities	(2)(a) Name & Address	(2)(b) Country	(2)© Number & % of each Class of Voting Securities
None			None		

Form FR Y- 6
Southcoast Financial Corporation
Mount Pleasant, SC
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)⊙ and (4)(a)(b)⊙

(1)	(2)	(3)(a)	(3)(b)	(3)⊙	(4)(a)	(4)(b)	(4)⊙
Name & Address City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & position with With Subsidiaries (Include names of Subsibaries)	Title & Position with Other Businesses (Include names of Other Businesses)	Percentage of of voting shares in Bank Holding Company	Percentage of of voting shares in Subsidiaries (Include names of Subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Wayne Pearson Isle of Palms, SC United States	Banker	Director / Chairman Chief Executive Officer	President & Chief Executive Officer Southcoast Community Bank	N/A	4.89%	N/A	Moultrie Investments, LLC 50%
Robert Scott Seabrook Island, SC United States	Banker	Director/Treasurer & Executive Vice President	Treasurer & Executive Vice President	N/A	1.88%	N/A	N/A
William A. Coates Greenville, SC United States	Attorney	Director	None	Attorney Roe, Cassidy, Coates & Price, P.A.	1.90%	N/A	N/A
James P. Smith Mt. Pleasant, SC United States	Insurance	Director	None	President / CEO Atlantic Coast Advisory Group (Insurance Sales)	1.66%	N/A	Moultrie Investments, LLC 50%
Tommy B. Baker Charleston, SC United States	Auto Dealership	Director	None	President Baker Motors Of Charleston, Inc.	2.33%	N/A	Baker Motor Company 100%

Form FR Y- 6
Southcoast Financial Corporation
Mount Pleasant, SC
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)© and (4)(a)(b)©

(1)	(2)	(3)(a)	(3)(b)	(3)©	(4)(a)	(4)(b)	(4)©
Name & Address City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & position with With Subsidiaries (Include names of Subsidiaries)	Title & Position with Other Businesses (Include names of Other Businesses)	Percentage of of voting shares in Bank Holding Company	Percentage of of voting shares in Subsidiaries (Include names of Subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Stephen Hutchinson Summerville, SC United States	Real Estate	Director	None	President East Coast Development Company, Inc. (Real Estate)	0.48%	N/A	Hutchinson Plaza, LLC 50% Summerville Investment Partners 50%
William C. Heslop Summerville, SC United States	Accountant	Chief Financial Officer & Senior Vice President	Chief Financial Officer & Senior V. President Southcoast Community Bank	N/A	0.27%	N/A	N/A
William Seabrook Mt. Pleasant, SC United States	Banker	Executive V. President & Chief Operations Officer	Executive V. President & Chief Operations Officer Southcoast Community Bank	N/A	1.09%	N/A	N/A
Robert Daniel Charleston, SC United States	Banker	Executive V. President & Chief Lending Officer	Executive V. President & Chief Lending Officer Southcoast Community Bank	N/A	1.07%	N/A	N/A
William R. Billings Mt. Pleasant, SC United States	Banker	Executive V. President & Chief Credit Officer	Executive V. President & Chief Credit Officer Southcoast Community Bank	N/A	1.17%	N/A	N/A

Results: A list of branches for your depository institution: SOUTHCOAST COMMUNITY BANK (ID_RSSD: 2713555).
 This depository institution is held by SOUTHCOAST FINANCIAL CORPORATION (2794778) of MOUNT PLEASANT, 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)	2713555	SOUTHCOAST COMMUNITY BANK	530 JOHNNIE DODDS BLVD	MOUNT PLEASANT	SC	29464	CHARLESTON	UNITED STATES	61547	0	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3547412	SAM RITTENBERG BOULEVARD BRANCH	1654 SAM RITTENBERG BOULEVARD	CHARLESTON	SC	29407	CHARLESTON	UNITED STATES	457867	9	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3283907	WEST ASHLEY BRANCH	802 SAVANNAH HIGHWAY	CHARLESTON	SC	29407	CHARLESTON	UNITED STATES	364151	3	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3366604	GOOSE CREEK BRANCH	597 OLD MOUNT HOLLY ROAD	GOOSE CREEK	SC	29445	BERKELEY	UNITED STATES	442311	7	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3283916	JOHNS ISLAND BRANCH	2753 MAYBANK HIGHWAY	JOHNS ISLAND	SC	29455	CHARLESTON	UNITED STATES	364149	1	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3283895	MONCKS CORNER BRANCH	337 EAST MAIN STREET	MONCKS CORNER	SC	29461	BERKELEY	UNITED STATES	364150	2	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3283925	COLEMAN BOULEVARD BRANCH	602 COLEMAN BLVD	MOUNT PLEASANT	SC	29464	CHARLESTON	UNITED STATES	364157	4	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3678455	PARK WEST BRANCH	3305 S MORGANS POINT ROAD	MOUNT PLEASANT	SC	29466	CHARLESTON	UNITED STATES	466505	10	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3678473	DORCHESTER ROAD BRANCH	8420 DORCHESTER ROAD	NORTH CHARLESTON	SC	29420	DORCHESTER	UNITED STATES	453052	8	SOUTHCOAST COMMUNITY BANK	2713555	
OK		Full Service	3283952	SUMMERVILLE BRANCH	203 N MAIN STREET	SUMMERVILLE	SC	29483	DORCHESTER	UNITED STATES	429964	6	SOUTHCOAST COMMUNITY BANK	2713555	