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FR Y-6
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Approval expires December 31, 2015
Page 1 of 2

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Board of Governors of the Federal Reserve System

FEB 24 2014



Annual Report of Holding Companies — FR Y-6

FRB RICHMOND

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, Henry M. Funderburk, III

Name of the Holding Company Director and Official

President

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.

Reporter's Name, Street, and Mailing Address

Darlington County Bancshares Inc

Legal Title of Holding Company

P.O. Box 502

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

Darlington SC 29540-0502

City State Zip Code

202 Cashua Street, Darlington, S.C. 29532

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:

Ellen T. Berry

E.V.P./DCB

Name

Title

8433951956 243

Area Code / Phone Number / Extension

8433931221

Area Code / FAX Number

eberry@dcbasc.com

E-mail Address

www.dcbasc.com

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

Signature of Holding Company Director and Official

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 2798440
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

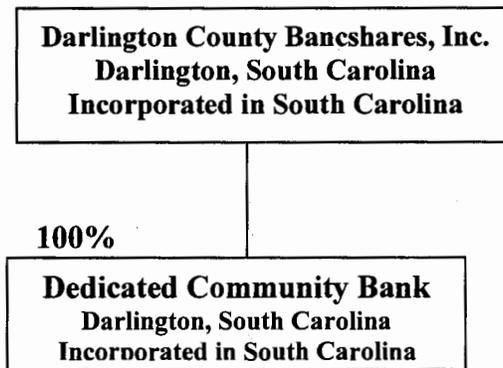
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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

**Darlington County Bancshares, Inc.
Darlington, South Carolina
Fiscal Year Ending December 31, 2013**

Report Item

1. Darlington County Bancshares does prepare an annual report for its shareholders and is not registered with SEC. The annual report is not available at this time but will be forwarded to the appropriate Federal Reserve Bank when printed.
2. (a) Organizational Chart



- 2.(b) Domestic Branch Listing

submitted via mail 02/14/2014

Results: A list of branches for your depository institution: DEDICATED COMMUNITY BANK (ID_RSSD: 513322). This depository institution is held by DARLINGTON COUNTY BANCSHARES, INC. (2798440) of DARLINGTON, 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**

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
OK		Full Service (Head Office)	513322	DEDICATED COMMUNITY BANK	202 CASHUA STREET	DARLINGTON	SC	29532	DARLINGTON

Date column.

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED STATES	35292	0	DEDICATED COMMUNITY BANK	513322	

**Report Item 3: Securities Holders
(1.a.b.c) and (2.a.b.c)**

(1.a)	(1.b)	(1.c)	(2.a)	(2.b)	(2.c)
Name	Country of Citizenship	Number & Percentage of Each Class of Voting Securities	Name	Country of Citizenship	Number & Percentage of Each Class of Voting Securities
City, State, Country	or Incorporaton		City, State, Country	or Incorporaton	
G. Clyde Scott Darlington, SC, USA	USA	5438 3%	None	None	None
Carolyn A Scott Darlington, SC, USA	USA	5039 3%			
Andrea Scott Bonnoitt Darlington, SC, USA	USA	940 1%			
Collin Scott Bonnoitt and Andrea S. Bonnoitt Jt Ten Darlington, SC, USA	USA	100 1%			
Margaret Scott Heustess Darlington, SC, USA	USA	600 1%			
Coleman M. Heustess and Margaret S. Heustess Jr Ten Darlington, SC, USA	USA	100 1%			
Courtney E. Heustess and Margaret S. Heustess Jr Ten Darlington, SC, USA	USA	100 1%			

Report Item 4: Insiders
(1) (2) (3.a.b.c) and (4.a.b.c)

Form FR Y-6
Darlington County Banchares, Inc.
Fiscal Year Ending December 31, 2012

(1) Name & Address	(2) Principal Occupation if Other Than Holding Company	(3.a) Title & Position with Holding Company	(3.b) Title & Position with Subsidiaries	(3.c) Title & Position with Other Businesses	(4.a) Percentage of Voting Shares in Holding Company	(4.b) Percentage of Voting Shares in Subsidiaries	List names of other companies (includes partner- ships) if 25% or more of voting securities are held.
Hubert C. Baker Darlington, SC, USA	Retired	Director	Director & Chairman	Partner Retired	1%	NA	NA
W. Edwin Dargan Darlington, SC, USA	Farmer	Director	Director	W.E. Dargan & Sons	1%	NA	W.E. Dargan & Sons 100%
Henry M. Funderburk, III Darlington, SC, USA	Bank President	Director & President	Director & President C.E.O.	N/A	1%	NA	NA
Raymond Galloway, Jr. Darlington, SC, USA	Farmer	Director	Director	Farmer	3%	NA	Galloway Farms 50%
Thomas P. Goodson Darlington, SC, USA	Company Vice President	Director	Director	Vice President-R.E. Goodson Const. Co.	1%	NA	NA
Charles G. Howard, Jr. Florence, SC, USA	Company Secretary Treasurer	Director	Director	Secretary & Treasurer Chase Oil Company, Inc.	1%	N/A	Chase Oil Company 40%
Albert L. James III Darlington, SC, USA	Attorney	Director & Secretary Treasurer	Director & Secretary	Partner - Paulling & James, PA	1%	NA	Paulling & James, PA. 50%
Terry M. Josey Darlington, SC, USA	Company Member	Director	Member	TVS Hearing of South Charlotte LLC	3%	N/A	TVS Hearing of South Ca 100%
W. B. McCown Darlington, SC, USA	Retired	Director & Chairman	Director	Retired	1%	NA	NA
G. Clyde Scott Darlington, SC, USA	Retired	Director & Vice Chairman	Director & Vice Chairman	Retired	3%	NA	NA
Eugene A. Vaughan Darlington, SC, USA	Company President	Director	Director	President - Vaughan Insurance Agency	2%	NA	Vaughan Insurance Agen- 100%