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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

MAR 17 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.

I, R Thornwell Dunlap III

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.

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.

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 3147625
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

TCB Corporation

Legal Title of Holding Company

419 Main Street/PO Box 3129

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

Greenwood	SC	29648
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Tonya S Heaton **AVP & A/L Manager**

Name Title

864-942-2119

Area Code / Phone Number / Extension

864-227-5186

Area Code / FAX Number

theaton@countybank.com

E-mail Address

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

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

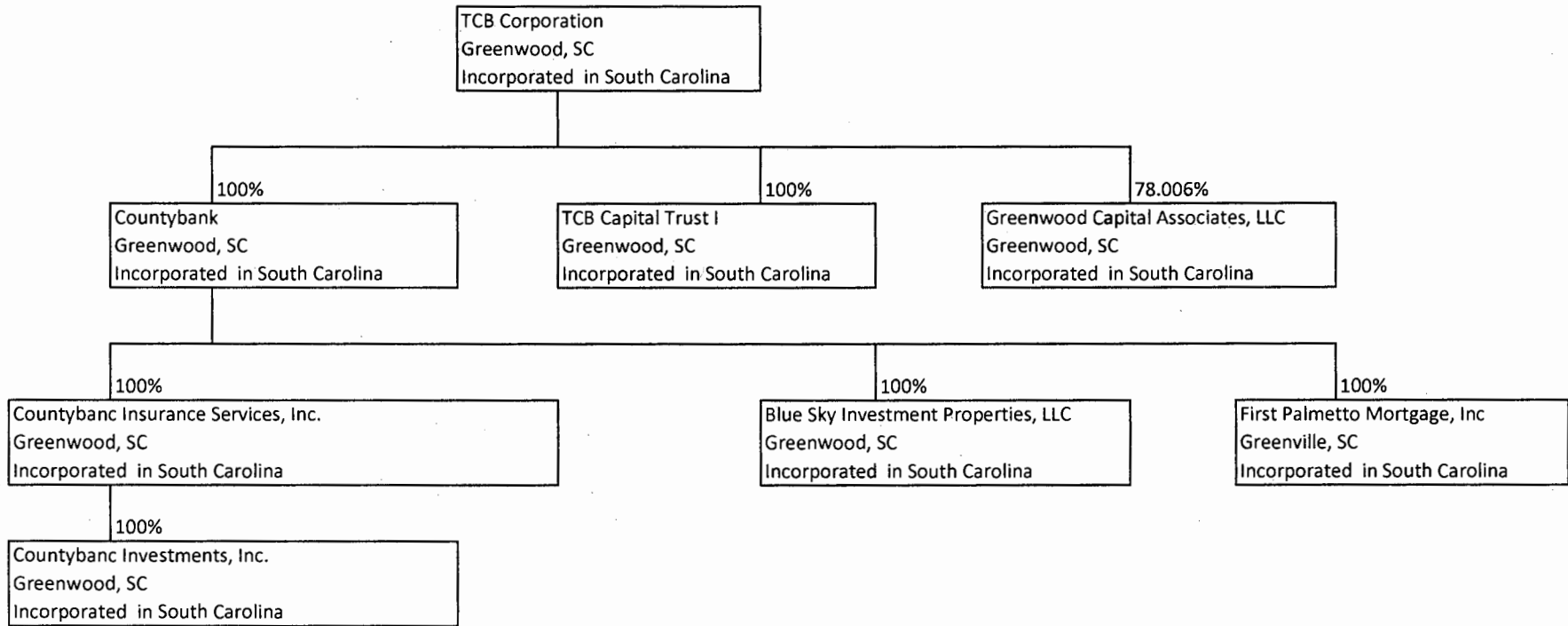
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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
TCB Corporation
Greenwood, South Carolina
Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its securities holders.
Report will be forwarded upon completion.

2a: Organizational Chart



* Blue Sky Investments - Managing Member

*Greenwood Capital Associates - Managing Member

Results: A list of branches for your holding company: TCB CORPORATION (3147625) of GREENWOOD, 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)	271529	COUNTYBANK	419 MAIN STREET	GREENWOOD	SC	29646	GREENWOOD	UNITED STATES	5859	0	COUNTYBANK	271529	
OK		Full Service	3677841	DOWNTOWN MCBEE BRANCH	201 W MCBEE AVE	GREENVILLE	SC	29601	GREENVILLE	UNITED STATES	451754	7	COUNTYBANK	271529	
OK		Full Service	4488400	PELHAM BRANCH	3431 PELHAM ROAD	GREENVILLE	SC	29615	GREENVILLE	UNITED STATES	532016	10	COUNTYBANK	271529	
OK		Full Service	457024	NORTH BRANCH	583 BYPASS 72 NORTHWEST	GREENWOOD	SC	29649	GREENWOOD	UNITED STATES	219528	3	COUNTYBANK	271529	
OK		Full Service	528924	REYNOLDS AVENUE BRANCH	1230 REYNOLDS AVE	GREENWOOD	SC	29649	GREENWOOD	UNITED STATES	219527	2	COUNTYBANK	271529	

Form FR Y-6
 TCB Corporation
 Greenwood, South Carolina
 Fiscal Year Ending December 31, 2013

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-08			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-08.		
(1)(a) Name City, State Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(1)(a) Name City, State Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Martha H Dunlap Rev Trust Greenwood, SC	USA	55,438 Shares - 8.314% Common Stock	N/A		
R Thornwell Dunlap, III Greenwood, SC	USA	45,644 Shares - 9.610% Common Stock			
Stephen L Davis Greenwood, SC	USA	44,526 Shares - 9.375% Common Stock			
Leslie D Callison Lexington, SC	USA	39,020 Shares - 8.216% Common Stock			
Bonner D Sasser Atlanta, GA	USA	38,320 Shares - 8.068% Common Stock			

Form FR Y-6
TCB Corporation
Greenwood, South Carolina
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City State Country	(2) Principal Occupation if other than with BHC	(3)(a) Titel & Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) % of Voting Shares in BHC	(4)(b) % of Voting Shares in Subsidiaries	(4)(c) List Names of other companies if 25% or more of voting securities are held
George W. Ballentine, Jr. Greenwood, SC	Auto Dealership General Manager	Director	N/A	President & Dealer Principal George Ballentine Ford- Lincoln-Mercury-Toyota	1.1580%	None	George Ballentin Ford- Lincoln-Mercury-Toyota (85%)
R Thornwell Dunlap, III Greenwood, SC	N/A	Chariman & CEO	Chairman, President & CEO (Countybank)	None	9.61% Direct 13.918% Indirect	None	N/A
			Chairman (Countybanc Insurance Services, Inc)				
			Chariman & CEO (Countybanc Investments Services, Inc)				
M John Heydel Greenwood, SC	Retired	Director	N/A	Retired	0.9470%	None	N/A
Julian J Nexsen, Jr. Greenwood, SC	Land Development	Director	N/A	President Greenwood Communities and Resorts, Inc	1.1580%	None	N/A
William B Patrick, Jr Hodges, SC	Attorney	Director	N/A	Attorney McDonald Patrick Poston Hemphill & Roger, LLC	1.8070%	None	N/A
John H Stroud Greenwood, SC	Manufacturing	Director	N/A	President & CEO The O'Dell Corporation	1.4050%	None	The O'Dell Corporation (50%)
G William Thomason Greenwood, SC	Attorney	Director	N/A	Attorney Callison, Dorn, Thomason & Knott, PA	2.312% Direct 6.944% Indirect	None	N/A