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Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



FRB RICHMOND
Annual Report of Holding Companies — PR 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, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Travelers Rest Bancshares, Inc

Legal Title of Holding Company

42 Plaza Dr / PO Box 1067

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

Travelers Rest SC 29690
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jay C Edwards CFO
Name Title

864-834-9031 1338

Area Code / Phone Number / Extension

834-834-3417

Area Code / FAX Number

jaye@bankoftravelersrest.com

E-mail Address

www.bankoftravelersrest.com

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

I, Bruce R White

Name of the Holding Company Director and Official

Chief Executive Officer/Chairman of the Board

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

3-13-2015

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 2730383
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

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Travelers Rest Bancshares, Inc.
Travelers Rest, SC 29690
Fiscal Year Ending December 31, 2014

Report Item

1: The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.

2a: Organizational Chart



2b: Domestic Branch Listing - Submitted via email on March 16, 2015.

Results: A list of branches for your holding company: TRAVELERS REST BANCSHARES, INC. (2730383) of TRAVELERS REST, SC.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	589523	BANK OF TRAVELERS REST	42 PLAZA DRIVE	TRAVELERS REST	SC	29690	GREENVILLE	UNITED STATES	10568		0 BANK OF TRAVELERS REST		589523
OK		Full Service	912729	BUNCOMBE ROAD BRANCH	5101 OLD BUNCOMBE RD	GREENVILLE	SC	29617	GREENVILLE	UNITED STATES	237987		3 BANK OF TRAVELERS REST		589523
OK		Full Service	3719059	EAST WASHINGTON STREET BRANCH	217-B EAST WASHINGTON STREET	GREENVILLE	SC	29601	GREENVILLE	UNITED STATES	469489		7 BANK OF TRAVELERS REST		589523
OK		Full Service	3285862	NORTH PLEASANTBURG BRANCH	2021 NORTH PLEASANTBURG DR	GREENVILLE	SC	29609	GREENVILLE	UNITED STATES	357191		5 BANK OF TRAVELERS REST		589523
OK		Full Service	3676572	PELHAM ROAD BRANCH	201 PELHAM ROAD	GREENVILLE	SC	29615	GREENVILLE	UNITED STATES	431391		6 BANK OF TRAVELERS REST		589523
OK		Full Service	1444665	WHITE HORSE ROAD BRANCH	6204 WHITE HORSE ROAD	GREENVILLE	SC	29611	GREENVILLE	UNITED STATES	237988		4 BANK OF TRAVELERS REST		589523
OK		Full Service	43427	MARIETTA BRANCH	3211 GEER HWY	MARIETTA	SC	29661	GREENVILLE	UNITED STATES	237985		1 BANK OF TRAVELERS REST		589523
OK		Full Service	3719068	WADE HAMPTON BRANCH	6000 WADE HAMPTON BOULEVARD	TAYLORS	SC	29687	GREENVILLE	UNITED STATES	473402		8 BANK OF TRAVELERS REST		589523
OK		Full Service	46026	ROE CENTER COURT OFFICE	500 ROE CENTER COURT	TRAVELERS REST	SC	29690	GREENVILLE	UNITED STATES	237986		2 BANK OF TRAVELERS REST		589523

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Travelers Rest Bancshares, Inc.
Travelers Rest, SC 29690
Fiscal Year Ending December 31, 2014

Item 3.1: Securities holders

(1)(a) Name & Address				(1)(b) Country of Citizenship	(1)(c) Common Stock Ownership	
Name	City	State	Country		# Shares	% Shares
R. Bruce White	Travelers Rest	SC	USA	USA	172,899	48.91%
Martha S. White	Travelers Rest	SC	USA	USA	14,391	4.07%
Robert L. White	Greenville	SC	USA	USA	6,289	1.78%
John D. White	Winston Salem	NC	USA	USA	6,303	1.78%
Michael A. White	Travelers Rest	SC	USA	USA	5,754	1.63%
Elizabeth Steifle	Travelers Rest	SC	USA	USA	214	*
Robert A. League, Jr.	Greenville	SC	USA	USA	23,124	6.55%
Doris A. League	Greenville	SC	USA	USA	1,219	*
Isabelle Kyte	Travelers Rest	SC	USA	USA	44	*
Abigail Leauge	Travelers Rest	SC	USA	USA	44	*
Joseph D. League, Jr.	Travelers Rest	SC	USA	USA	877	*
Emma League	Travelers Rest	SC	USA	USA	44	*
Ivey League	Travelers Rest	SC	USA	USA	441	*
Meadow League	Travelers Rest	SC	USA	USA	440	*
Maria League	Travelers Rest	SC	USA	USA	108	*
Reagan League	Travelers Rest	SC	USA	USA	44	*
Robert A. League, IV	Travelers Rest	SC	USA	USA	108	*
Sean League	Travelers Rest	SC	USA	USA	44	*
Sonya League	Travelers Rest	SC	USA	USA	13	*
Andrew League	Travelers Rest	SC	USA	USA	80	*
William Giles IRA	Simpsonville	SC	USA	USA	1,287	0.36%
Teresa Smith-Giles	Simpsonville	SC	USA	USA	218	0.06%
William Giles	Simpsonville	SC	USA	USA	6,446	1.82%
Eleanor Perry	Columbia	SC	USA	USA	2,893	0.82%
Lucile Williams	Greenville	SC	USA	USA	10,474	2.96%

* Less than 1% ownership.

Item 3.1: None

Travelers Rest Bancshares, Inc.
Travelers Rest, SC 29690
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1) Name & 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 Subsidiary (Bank of Traveler Rest	(3)(c) Title & Position with other Business(es) (Include name of other business(es))	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiary (Bank of Travelers Rest)	(4)(c) List of names of other companies (including partnerships) if 25 % or more of voting securities are held (List names of companies and % of voting securities held)
Ray B. Batson Travelers Rest, SC	Consultant	Director	Director	N/A	0.48%	n/a	Eagle, SC, LLC 50% Little Texas Properties 50% Sharpshooters Gun Club 51% Batson Living Trust 100%
Julie Godshall Brown Greenville, SC	Consultant	Director	Director	President, Godshall & Godshall Personnel Consultants, Inc.	0.02%	n/a	Godshall & Godshall 100% Blue Waters of SC, LLC 100%
Benjamin N Cleveland Marietta, SC	Operations Analyst	Director	Director	Seniro Operation Analyst, BAE Systems	0.07%	n/a	Cleveland Cottages-15M LLC 50% Cleveland Cottages-19M LLC 50% Cleveland Cottages-21M LLC 50%
Gregory L. Coleman Travelers Rest, SC	Automobile Dealer	Director	Director	President, George Coleman Motors, Inc.	0.39%	n/a	George Coleman Ford 60% B&C of Travelers Rest 33%
Stephan R Farr Travelers Rest, SC	N/A	Director	Director	N/A	1.66%	n/a	None
Richard D Holcombe, Jr. Greenville, SC	Electrical Corporation	Director	Director	President, H&W Electrical Corp.	0.75%	n/a	H&W Electrical Corp 96% Hampton Grove, LLC 50%
J Davide League, Jr. Travelers Rest, SC	Food Store	Director	Director	Vice President, Handee Mart Food Stores	0.29%	n/a	Handee Mart Food Stores, Inc 25%
C Lee Plumblee Greenville, SC	Attorney	Director	Director	Attorney, Epps & Plumblee, P.A.	0.08%	n/a	Epps & Plumblee, P.A. 50% New Lawyers Building, LLC 33.3%
Dr. Fred D Pollard Taylors, SC	N/A	Director	Director	N/A	0.08%	n/a	None
R Bruce White Travelers Rest, SC	N/A	Director, President, Chairman	Director, President, Chairman	None	48.91%	n/a	T&E Properties, LLC 50% Travelers Rest Prof Park 35% TR Park POA 80% Travelers Rest Bancshares 49%
Thomas R Britt Greenville, SC	N/A	N/A	Executive Vice President	None	0.02%	n/a	None
Jay C Edwards Easley, SC	N/A	Treasurer	Chief Financial Officer	None	0.00%	n/a	None
Edward M. Fewell Greenville, SC	N/A	Vice President	Senior Vice President	None	0.00%	n/a	None