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), 802, 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.

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, 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

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 C.I. 2730383

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

N/A

Senior Official (LEI) (20 Character LEI Code)

Travelers Rest Bancshares, Inc

Legal Title of Holding Company

Travelers Rest

City State Zip Code

Phone Number

Fax Number

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Report Item

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

2a: Organizational Chart

```
<table>
<thead>
<tr>
<th>TRAVELERS REST BANCSHARES, INC.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Incorporated in Travelers Rest, SC, USA</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Bank of Travelers Rest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Travelers Rest, SC, USA</td>
</tr>
<tr>
<td>Incorporated in Travelers Rest, SC, USA</td>
</tr>
<tr>
<td>100%</td>
</tr>
</tbody>
</table>
```

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.

Submission Procedure
When you are finished, send a saved copy to your FRS contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRS contact, put your institution name, city and state in the subject line of the email.

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://yloonline.federalreserve.gov.

FDIC UNINUM, Office Number, and ID RSSD columns are for reference only. Verification of these values is not required.
Form FR Y-6

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

Item 3.1: Securities holders

<table>
<thead>
<tr>
<th>Name</th>
<th>City</th>
<th>State</th>
<th>Country</th>
<th>(1)(b) Country of Citizenship</th>
<th>(1)(c) Common Stock Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>R. Bruce White</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>172,899</td>
</tr>
<tr>
<td>Martha S. White</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>14,391</td>
</tr>
<tr>
<td>Robert L. White</td>
<td>Greenville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>6,289</td>
</tr>
<tr>
<td>John D. White</td>
<td>Winston Salem</td>
<td>NC</td>
<td>USA</td>
<td>USA</td>
<td>6,303</td>
</tr>
<tr>
<td>Michael A. White</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>5,754</td>
</tr>
<tr>
<td>Elizabeth Steifle</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>214</td>
</tr>
<tr>
<td>Robert A. League, Jr.</td>
<td>Greenville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>23,124</td>
</tr>
<tr>
<td>Doris A. League</td>
<td>Greenville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>1,219</td>
</tr>
<tr>
<td>Isabelle Kyte</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>44</td>
</tr>
<tr>
<td>Abigail Leauge</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>44</td>
</tr>
<tr>
<td>Joseph D. League, Jr.</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>877</td>
</tr>
<tr>
<td>Emma League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>44</td>
</tr>
<tr>
<td>Ivey League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>441</td>
</tr>
<tr>
<td>Meadow League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>440</td>
</tr>
<tr>
<td>Maria League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>108</td>
</tr>
<tr>
<td>Reagan League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>44</td>
</tr>
<tr>
<td>Robert A. League, IV</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>108</td>
</tr>
<tr>
<td>Sean League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>44</td>
</tr>
<tr>
<td>Sonya League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>13</td>
</tr>
<tr>
<td>Andrew League</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>80</td>
</tr>
<tr>
<td>William Giles IRA</td>
<td>Simpsonville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>1,287</td>
</tr>
<tr>
<td>Teresa Smith-Giles</td>
<td>Simpsonville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>218</td>
</tr>
<tr>
<td>William Giles</td>
<td>Simpsonville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>6,446</td>
</tr>
<tr>
<td>Eleanor Perry</td>
<td>Columbia</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>2,893</td>
</tr>
<tr>
<td>Lucile Williams</td>
<td>Greenville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>10,474</td>
</tr>
</tbody>
</table>

* Less than 1% ownership.

Item 3.1: None
| Name & Address (City, State, Country) | Principal Occupation if other than with Bank Holding Company | Title & Position with Bank Holding Company | Title & Position with Subsidiary (Bank of Travelers Rest) | Percentage of Voting Shares in Bank Holding Company | Percentage of Voting Shares in Subsidiary (Bank of Travelers Rest) | 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)

Julie Godshall Brown
Greenville, SC  
- Consultant
- 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
- Senior Operation Analyst, BAE Systems
- 0.07%
- n/a
- None

Stephan R Farr
Travelers Rest, SC  
- N/A
- Director
- Director
- N/A
- 1.66%
- n/a
- None

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%

Dr. Fred D Pollard
Taylors, SC  
- Attorney
- Director
- Director
- Attorney, Epps & Plumblee, P.A.
- 0.08%
- n/a
- New Lawyers Building, LLC 33.1%

F Bruce White
Travelers Rest, SC  
- N/A
- Director, President
- President, Chairman
- None
- 45.51%
- n/a
- First Properties LLC 30%
- Travelers Rest Polo Park 35%

Edward M. Fewell
Greenville, SC  
- Vice President
- Senior Vice President
- None
- 0.00%
- n/a
- None