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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

JUN 17 2015

Board of Governors of the Federal Reserve System



FRB RICHMOND

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), 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. T. Dunlap, III

Name of the Holding Company Director and Official

Chairman

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

03/31/2015

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
C.I.

3147625

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

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

29646

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tremayne D. Lee

VP & Financial Controller

Name

Title

864-942-1575

Area Code / Phone Number / Extension

864-227-5194

Area Code / FAX Number

tle@ecountybank.com

E-mail Address

www.tcbcorpsservices.com

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."

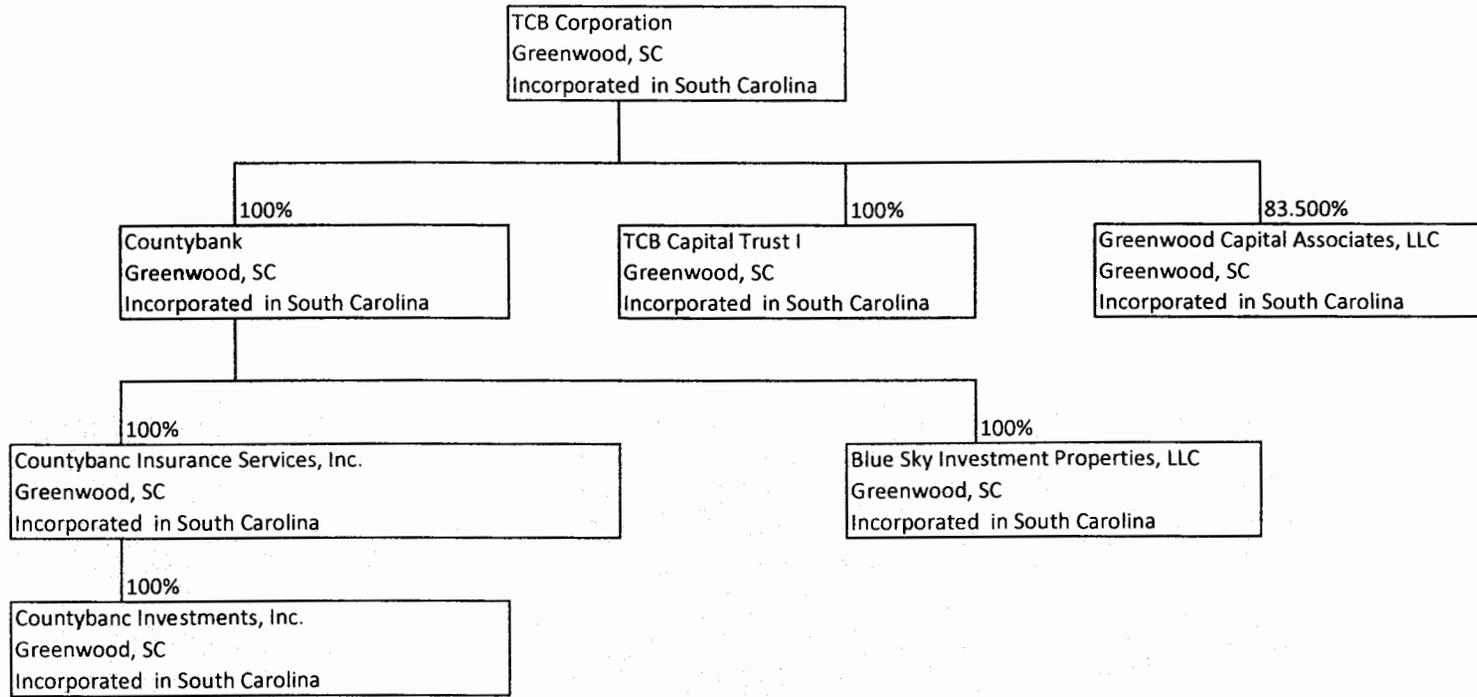
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Form FR Y-6
TCB Corporation
Greenwood, South Carolina
Fiscal Year Ending December 31, 2014

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 depository institution: COUNTYBANK (ID_RSSD: 271529).

This depository institution is held by TCB CORPORATION (3147625) of GREENWOOD, SC.

The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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)	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, 2014

**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 12-31-14			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	39,489 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, 2014

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) Title & 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 USA	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 USA	N/A	Chariman	President & CEO (Countybank)	None	9.610% Direct 14.486% Indirect	None	N/A
			Chairman (Countybank Insurance Services, Inc)				
			Chariman & CEO (Countybank Investments Services, Inc)				
M John Heydel Greenwood, SC USA	Retired	Director	N/A	Retired	0.9474%	None	N/A
Julian J Nexsen, Jr. Greenwood, SC USA	Retired	Director	N/A	President Greenwood Communities and Resorts, Inc	1.1580%	None	N/A
William B Patrick, Jr Hodges, SC USA	Attorney	Director Emeritus	N/A	Attorney McDonald Patrick Poston Hemphill & Roger, LLC	1.8070%	None	N/A
John H Stroud Greenwood, SC USA	Manufacturing	Director	N/A	President & CEO The O'Dell Corporation	1.9910%	None	The O'Dell Corporation (50%)
G William Thomason Greenwood, SC USA	Attorney	Director Emeritus	N/A	Attorney Callison, Dorn, Thomason & Knott, PA	2.312% Direct 6.944% Indirect	None	Callison Dorn Thomason & Knott - 25% CTC Enterprises - 33%
E.I. Davis Greenwood, SC USA	Engineering	Director Emeritus	N/A	Chariman & CEO Davis & Floyd, Inc.	0.0000%	None	N/A

Form FR Y-6
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Greenwood, South Carolina
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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) Title & 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
Stephen L Davis Greenwood, SC USA	Engineering	Director	N/A	President Davis & Floyd, Inc.	9.3740%	None	Davis & Floyd - 39% T&D Land Holdings - 41% Cunberland Holdings - 50% Cherokee Investments - 50% Habersham Land Company - 49% Saunders Holding - 50% Habersham Properties - 50% Davis & Floyd International - 35%
William John Park Greenwood, SC USA	Retired	Director Emeritus	N/A	Retired	2.5570%	None	N/A

TCB Corporation Officers

R. Thornwell Dunlap, III, Chairman

Annette L. Huskey, Treasurer & Secretary

Countybank Officers

R. Thornwell Dunlap, III, President & CEO

Kenneth M. Harper, COO & EVP

Annette L. Huskey, CFO & SVP

James R. Fowler, Jr., Executive Vice President

David L. Bell, Senior Vice President

Geoffrey C. Crocker, Senior Vice President

Frederick A. Murphy, Senior Vice President

David A. Tompkins, Senior Vice President

Merry E. Bagwell, Vice President

Melanie P. Darley, Vice President

David L. Dougherty, Vice President

Dustin C. Green, Vice President

Marko J. Huttunen, Vice President

W. P. Jenkins, III, Vice President

Jennifer M. Johnston, Vice President

Tremayne D. Lee, Vice President

Dayle C. Mumford, Vice President

J.D. Nelson, III, Vice President

Austin T. Pollard, Vice President

Christopher S. Roberts, Vice President

Angelia V. Simpson, Vice President

Nancy W. Smith, Vice President

Richard H. Thomason, Vice President

Lynn G. Turner, Vice President

Jason A. Boling, Assistant Vice President

Candice L. Cawood, Assistant Vice President

Brent S. Garrett, Assistant Vice President

Amy T. Lyles, Assistant Vice President

Lisa M. Tolbert, Assistant Vice President

Danielle W. Fields, Banking Officer

Crystal K. Peterson, Banking Officer



2014 Annual Report

Countybank Insurance Services, Inc. Officers

Rudy J. Painter, Vice President & Division Manager

Robert E. Templeton, Assistant Vice President

Peggy A. Bowers, Assistant Vice President

Countybank Investment Services, Inc. Officer

Frederick A. Murphy, Senior Vice President & Division Manager

TCB Corporation

419 Main Street

Greenwood, SC 29646

869-942-1500

www.TCBCorpservices.com

Greenwood Capital Associates, LLC Officers

J. Philip Bell, President & Chief Compliance Officer

John D. Wiseman, Senior Vice President

Walter B. Todd, III, Chief Investment Officer

Melissa D. Bane, Vice President

Denise H. Lollis, Director of Firm Operations & SVP

Brian L. Disher, Vice President

David A. Halloran, Senior Vice President

C. William Bond, IV, Assistant Vice President

Dr. John W. McAlhany, Senior Vice President

Lessa E. O'Dell, Assistant Vice President

Banking ▶ Insurance ▶ Mortgage ▶ Investments ▶ Trust

