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. §§ 246(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.6(b) of Regulation Y (12 C.F.R. § 225.6(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, R Bruce 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

2730383

C.I.

Date of Signature

December 31, 2015

Month / Day / Year

N/A

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

Reporters' Name, Street, and Mailing Address

Travelers Rest Bancshares, Inc

42 Plaza Drive/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

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.

12/2015
Report Item

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

2a: Organizational Chart

```
TRAVELERS REST BANCSHARES, INC.
Travelers Rest, SC, USA
Incorporated in
Travelers Rest, SC, USA
No LEI

Bank of Travelers Rest
Travelers Rest, SC, USA
Incorporated in
Travelers Rest, SC, USA
100%
No LEI
```

2b: Domestic Branch Listing - Submitted via email on March 16, 2016.
A list of branches for your holding company: TRAVELERS' REST BANCSHARES, INC. (2730383) of TRAVELERS' REST, SC.

The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**Task:**
In the Data Action column of each branch row, enter one or more of the actions specified below.

1. If required, enter the date in the Effective Date column.

**Actions:**
- If the branch information is correct, enter 'OK' in the Data Action column.
- 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.
- 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.
- If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
- 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.

**Formatting Tips:**
- 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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th><strong>Data Action</strong></th>
<th><strong>Effective Date</strong></th>
<th><strong>Branch Service Type</strong></th>
<th><strong>Branch ID_RSSD</strong></th>
<th><strong>Popular Name</strong></th>
<th><strong>Street Address</strong></th>
<th><strong>City</strong></th>
<th><strong>County</strong></th>
<th><strong>State</strong></th>
<th><strong>Zip Code</strong></th>
<th><strong>FDIC UNNUM</strong></th>
<th><strong>Office Number</strong></th>
<th><strong>Head Office</strong></th>
<th><strong>Head Office ID_RSSD</strong></th>
<th><strong>Comments</strong></th>
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<td>BANK OF TRAVELERS REST</td>
<td>52 PLAZA DRIVE</td>
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<td>GREENVILL</td>
<td>UNITED STATES</td>
<td>29690</td>
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<td></td>
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<td>NORTH PLEASANTBURG BRANCH</td>
<td>202 NORTH PLEASANTBURG DR</td>
<td>GREENVILLE</td>
<td>SC</td>
<td>GREENVILLE</td>
<td>UNITED STATES</td>
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<td>SC</td>
<td>GREENVILLE</td>
<td>UNITED STATES</td>
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<td>WADE HAMPTON BRANCH</td>
<td>6000 WADE HAMPTON BOULEVARD</td>
<td>TAYLORS</td>
<td>SC</td>
<td>GREENVILLE</td>
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<td>29687</td>
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<td>OK</td>
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<td>460527</td>
<td>ROE CENTER COURT OFFICE</td>
<td>500 ROE CENTER COURT</td>
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<td>GREENVILLE</td>
<td>UNITED STATES</td>
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<td>BANK OF TRAVELERS REST</td>
<td>589523</td>
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### Item 3.1: Securities holders

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<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>
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<tbody>
<tr>
<td>R. Bruce White</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>172,455</td>
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<tr>
<td>Martha S. White</td>
<td>Travelers Rest</td>
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<td>USA</td>
<td>USA</td>
<td>14,391</td>
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<tr>
<td>Robert L. White</td>
<td>Greenville</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>6,437</td>
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<tr>
<td>John D. White</td>
<td>Travelers Rest</td>
<td>SC</td>
<td>USA</td>
<td>USA</td>
<td>6,451</td>
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<tr>
<td>Michael A. White</td>
<td>Travelers Rest</td>
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<td>USA</td>
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<td>Elizabeth Steifte</td>
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<td>Robert A. League, Jr.</td>
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<td>Doris A. League</td>
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<td>USA</td>
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<td>Isabelle Kyte</td>
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<td>Abigail Leauge</td>
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<td>Joseph D. League, Jr.</td>
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<td>Emma League</td>
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<td>Ivey League</td>
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<td>Maria League</td>
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<td>Sonya League</td>
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<td>Andrew League</td>
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<td>William Giles IRA</td>
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<td>Columbia</td>
<td>SC</td>
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<td>Lucile Williams</td>
<td>Greenville</td>
<td>SC</td>
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<td>10,474</td>
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<td>Family Total</td>
<td></td>
<td></td>
<td></td>
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<td>6.58%</td>
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</tbody>
</table>

*Less than 1% ownership.

### Item 3.2: None

Persons or families able to vote 5% at any point during the year that are not listed above.
**Report Item 4: Insiders**

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiary (Bank of Traveler Rest)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiary (Bank of Traveler Rest)</th>
<th>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)</th>
</tr>
</thead>
</table>
| Ray B. Batson                        | Consultant                                                   | Director                                  | N/A                                                       | 0.48%                                          | n/a                                                | Eagle, SC, LLC 50%  
|                                      |                                                               |                                           |                                                           |                                               |                                                   |  
|                                     |                                                               |                                           |                                                           |                                               |                                                   | Little Texas Properties 50%  
|                                     |                                                               |                                           |                                                           |                                               |                                                   | Sharphooster's Gun Club 15%  
|                                     |                                                               |                                           |                                                           |                                               |                                                   | Batson Living Trust 100%  
| Julie Godshall Brown                | Consultant                                                   | Director                                  | President, Godshall & Godshall Personnel Consultants, Inc. | 0.03%                                          | n/a                                                | Godshall & Godshall 100%  
| Greenville, SC                      |                                                               |                                           |                                                           |                                               |                                                   | Blue Waters of SC, LLC 100%  
| Harry F. Cato                       | Advisor                                                      | Director                                  | Advisor, Nelson Mullins Rieves, Scarborough, LLP          | 0.28%                                          | n/a                                                | Blue Moon Strategies, LLC 100%  
| Columbia, SC                        |                                                               |                                           |                                                           |                                               |                                                   | Cabana Girl, LLC 25%  
| Benjamin N. Cleveland               | Operations Analyst                                           | Director                                  | Senior Operation Analyst, BAE Systems                     | 0.07%                                          | n/a                                                | 2018 Coney Lane, LLC 100%  
| Marietta, SC                        |                                                               |                                           |                                                           |                                               |                                                   | 253 Little Oak Drive, LLC 100%  
| Gregory L. Coleman                  | Automobile Dealer                                            | Director                                  | President, George Coleman Motors, Inc.                   | 0.41%                                          | n/a                                                | 425 Stono Watch Drive, LLC 100%  
| Travelers Rest, SC                 |                                                               |                                           |                                                           |                                               |                                                   | 470 Tarpon Boulevard, LLC 100%  
| Stephan R. Farr                     | N/A                                                          | Director                                  | N/A                                                       | 1.66%                                          | n/a                                                | H & K Holding Co., LLC 100%  
| Travelers Rest, SC                 |                                                               |                                           |                                                           |                                               |                                                   |  
| Richard D. Holcombe, Jr.            | Electrical Corporation                                        | Director                                  | President, H & W Electrical Corp.                        | 0.75%                                          | n/a                                                | H & W Electrical Corp 96%  
| Greenville, SC                      |                                                               |                                           |                                                           |                                               |                                                   | Hampton Grove, LLC 50%  
| J. David League, Jr.                | Food Store                                                   | Director                                  | Vice President, Handee Mart Food Stores                  | 0.30%                                          | n/a                                                | Handee Mart Food Stores, Inc 25%  
| Travelers Rest, SC                 |                                                               |                                           |                                                           |                                               |                                                   |  
| L. Lee Plumblee                     | Attorney                                                     | Director                                  | Attorney, Epps & Plumbley, P.A.                           | 0.09%                                          | n/a                                                | Epps & Plumbley, P.A. 50%  
| Greenville, SC                      |                                                               |                                           |                                                           |                                               |                                                   | New Lawyers Building, LLC 33.3%  
| Dr. Fred D. Pollard                 | N/A                                                          | Director                                  | N/A                                                       | 0.94%                                          | n/a                                                | T & E Properties, LLC 50%  
| Taylors, SC                        |                                                               |                                           |                                                           |                                               |                                                   | Travelers Rest Prof Park 35%  
|                                    |                                                               |                                           |                                                           |                                               |                                                   | TR Park POA 80%  
|                                    |                                                               |                                           |                                                           |                                               |                                                   | Travelers Rest Bancshares 49%  
| R. Bruce White                      | Director, President, Chairman                                 | Director, CEO, Chairman                   | None                                                      | 48.58%                                         | n/a                                                |  
| Travelers Rest, SC                 |                                                               |                                           |                                                           |                                               |                                                   |  
| Thomas R. Brits                     | N/A                                                          | President                                 | None                                                      | 0.05%                                          | n/a                                                | None  
| Greenville, SC                      |                                                               |                                           |                                                           |                                               |                                                   |  
| Jay C. Edwards                      | Treasurer                                                    | Chief Financial Officer                   | None                                                      | 0.00%                                          | n/a                                                | None  
| Easley, SC                         |                                                               |                                           |                                                           |                                               |                                                   |  
| Edward M. Fewell                    | Vice President                                               | Executive Vice President                  | None                                                      | 0.00%                                          | n/a                                                | None  
| Greenville, SC                      |                                                               |                                           |                                                           |                                               |                                                   |  