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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, R.T. Dunlap, III

Name of the Holding Company Director and Officer

Chairman

Title of the Holding Company Director and Officer

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 the individual.

Signature of Holding Company Director and Officer

03/31/2017

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.

Is confidential treatment requested for any portion of this report submission? ☐ NO ☑ YES

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report  ☐

2. a letter justifying this request has been provided separately  ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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

December 31, 2016

Month / Day / Year

NO LEI!

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

TCB Corporation

Legal Title of Holding Company

419 Main Street/PO Box 3125

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

Greenwood SC 29645

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

tlee@ecountybank.com E-mail Address

www.tcbcorpservices.com Address (URL) for the Holding Company’s web page

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.60 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. Report will be forwarded upon completion.

2a: Organizational Chart

```
TCB Corporation
Greenwood, SC
Incorporated in South Carolina

100%

Countybank
Greenwood, SC
Incorporated in South Carolina

100%

TCB Capital Trust I
Greenwood, SC
Incorporated in South Carolina

100%

Greenwood Capital Associates, LLC
Greenwood, SC
Incorporated in South Carolina

83.500%

100%

Countybanc Insurance Services, Inc.
Greenwood, SC
Incorporated in South Carolina

100%

Blue Sky Investment Properties, LLC
Greenwood, SC
Incorporated in South Carolina

100%

Countybanc Investments, Inc.
Greenwood, SC
Incorporated in South Carolina
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* Blue Sky Investments - Managing Member
* Greenwood Capital Associates - Managing Member

2b: Domestic branch listing provided to the Federal Reserve Bank.

Footnote: TCB Corporation or any of its subsidiaries do not have a LEI number.
## 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 12-31-16

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State Country</th>
<th>Number and Percentage of</th>
<th>Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Martha H Dunlap Rev Trust</td>
<td>Greenwood, SC</td>
<td>39,489 Shares - 8.314%</td>
<td>Common Stock</td>
</tr>
<tr>
<td>R Thornwell Dunlap, III</td>
<td>Greenwood, SC</td>
<td>45,644 Shares - 9.610%</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Stephen L Davis</td>
<td>Greenwood, SC</td>
<td>44,526 Shares - 9.375%</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Leslie D Callison</td>
<td>Lexington, SC</td>
<td>39,020 Shares - 8.216%</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Bonner D Sasser</td>
<td></td>
<td>38,320 Shares - 8.068%</td>
<td></td>
</tr>
</tbody>
</table>

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 12-31-16.
Report Item 3: Securities holders (1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-16</th>
<th>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 12-31-16</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atlanta, GA USA Common Stock</td>
<td></td>
</tr>
<tr>
<td>G William Thomason direct</td>
<td>10,983 Shares - 2.3124%</td>
</tr>
<tr>
<td>indirect</td>
<td>22,000 Shares - 4.6320%</td>
</tr>
<tr>
<td>Greenwood, SC USA Common Stock</td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

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

<table>
<thead>
<tr>
<th>Name, City</th>
<th>Principal Occupation</th>
<th>Title &amp; Position with BHC</th>
<th>Title &amp; Position with Subsidiaries</th>
<th>Title &amp; Position with Other Businesses</th>
<th>% of Voting Shares in BHC</th>
<th>% of Voting Shares in Subsidiaries</th>
<th>List Names of other companies if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Martha H Dunlap Rev Trust, Greenwood, SC, USA</td>
<td>N/A</td>
<td>Principal Securities Holder</td>
<td>N/A</td>
<td>N/A</td>
<td>8.314% Direct</td>
<td>3.358% Indirect</td>
<td>N/A</td>
</tr>
<tr>
<td>George W. Ballentine, Jr., Greenwood, SC, USA</td>
<td>Auto Dealership Director</td>
<td>N/A</td>
<td>President &amp; Dealer Principal George Ballentine Ford-Lincoln-Mercury-Toyota</td>
<td>1.1580%</td>
<td>None</td>
<td>George Ballentine Ford-Lincoln-Mercury-Toyota (85%)</td>
<td></td>
</tr>
<tr>
<td>R Thornwell Dunlap, III, Greenwood, SC, USA</td>
<td>N/A</td>
<td>Chariman (Countybank)</td>
<td>None</td>
<td>9.610% Direct</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>M John Heydel, Greenwood, SC, USA</td>
<td>Retired Director</td>
<td>N/A</td>
<td>Retired</td>
<td>0.9474%</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Hazel B Allin, Greenville, SC, USA</td>
<td>Retired Director</td>
<td>N/A</td>
<td>Retired</td>
<td>1.5508%</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Julian J Nexsen, Jr., Greenwood, SC, USA</td>
<td>Retired Director</td>
<td>N/A</td>
<td>President Greenwood Communities and Resorts, Inc</td>
<td>1.1580%</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>William B Patrick, Jr, Hodges, SC, USA</td>
<td>Attorney Director Emeritus</td>
<td>N/A</td>
<td>Attorney McDonald Patrick Poston Hemphill &amp; Roger, LLC</td>
<td>1.8070%</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>John H Stroud, Greenwood, SC, USA</td>
<td>Manufacturing Director</td>
<td>N/A</td>
<td>President &amp; CEO The O'Dell Corporation</td>
<td>1.9910%</td>
<td>None</td>
<td>The O'Dell Corporation (50%)</td>
<td></td>
</tr>
</tbody>
</table>

Chairman
(Countybanc Insurance Services, Inc)

Chairman & CEO
(Countybanc Investments Services, Inc)
### 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 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

### 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.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>271529 COUNTYBANK</td>
<td>419 MAIN STREET</td>
<td>GREENWOOD</td>
<td>SC</td>
<td>29646</td>
<td>GREENWOOD</td>
<td>UNITED STATES</td>
<td>29175</td>
<td>0</td>
<td>COUNTYBANK</td>
<td>271529</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>367814 DOWNTOWN MCBEE BRANCH</td>
<td>201 W MCBEE AVE</td>
<td>GREENVILLE</td>
<td>SC</td>
<td>29601</td>
<td>GREENVILLE</td>
<td>UNITED STATES</td>
<td>451754</td>
<td>7</td>
<td>COUNTYBANK</td>
<td>271529</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4488490 PELHAM BRANCH</td>
<td>3413 PELHAM ROAD</td>
<td>GREENVILLE</td>
<td>SC</td>
<td>29615</td>
<td>GREENVILLE</td>
<td>UNITED STATES</td>
<td>452016</td>
<td>10</td>
<td>COUNTYBANK</td>
<td>271529</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>412024 NORTH BRANCH</td>
<td>583 BYPASS 72 NORTHWEST</td>
<td>GREENWOOD</td>
<td>SC</td>
<td>29649</td>
<td>GREENWOOD</td>
<td>UNITED STATES</td>
<td>219528</td>
<td>3</td>
<td>COUNTYBANK</td>
<td>271529</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>528524 REYNOLDS AVENUE BRANCH</td>
<td>1230 REYNOLDS AVE</td>
<td>GREENWOOD</td>
<td>SC</td>
<td>29649</td>
<td>GREENWOOD</td>
<td>UNITED STATES</td>
<td>219527</td>
<td>2</td>
<td>COUNTYBANK</td>
<td>271529</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>