

Board of Governors of the Federal Reserve System



## FRB RICHMOND

### Annual Report of Holding Companies—FR Y-6

**COPY**

#### 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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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. 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, Henry M. Funderburk, III

Name of the Holding Company Director and Official

President

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

2/17/2017

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.

2798440

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Darlington County Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 502

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

Darlington SC 29540-0505

City State Zip Code

202 Cashua St., Darlington, S.C. 29532-3302

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Ellen T. Berry EVP/Subsidiary

Name Title

843/3951305 (D)

Area Code / Phone Number / Extension

843/3931221

Area Code / FAX Number

eberry@dcbsc.com

E-mail Address

www.dcbcs.com

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

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

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 ☐

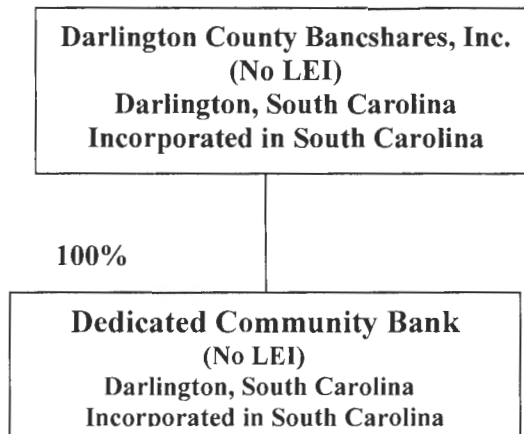
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**Form FR Y-6**

**Darlington County Bancshares, Inc.  
Darlington, South Carolina  
Fiscal Year Ending December 31, 2016**

**Report Item**

1. Darlington County Bancshares, Inc. does prepare an annual report for its shareholders and is not registered with SEC. As specified by the appropriate Federal Reserve Bank, two copies are enclosed.
2. (a) Organizational Chart



2. (b) Domestic Branch Listing

submitted via email 02/17/2017

Results: A list of branches for your depository institution: DEDICATED COMMUNITY BANK (ID\_RSSD: 513322)  
This depository institution is held by DARLINGTON COUNTY BANCSHARES, INC. (7798440) of DARLINGTON, 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.  
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)	513322	DEDICATED COMMUNITY BANK	202 CASHUA STREET	DARLINGTON	SC	29532	DARLINGTON	UNITED STATES	35292	0	DEDICATED COMMUNITY BANK	513322	
ok		Full Service	4967594	FLORENCE BRANCH	2016 HOFFMEYER ROAD	FLORENCE	SC	29501	FLORENCE	UNITED STATES	Not Required	Not Required	DEDICATED COMMUNITY BANK	513322	

**Form YR Y-6**  
**Darlington County Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2016**

**Report Item 3: Securities Holders**  
**(1.a.b.c) and (2.a.b.c)**

(1.a)	(1.b)	(1.c)	(2.a)	(2.b)	(2.c)
Name	Country of Citizenship	Number & Percentage of	Name	Country of Citizenship	Number & Percentage of
City, State, Country	or Incorporation	Each Class of Voting Securities	City, State, Country	or Incorporation	Each Class of Voting Securities
G. Clyde Scott Rev Trust Darlington, SC, USA	USA	5438 4%	None	None	None
Carolyn A Scott Rev Trust Darlington, SC, USA	USA	5039 4%			

\*G. Clyde Scott and Carolyn A. Scott are spouses

**Report Item 4: Insiders**

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

**Form FR Y-6**  
**Darlington County Banchares, Inc.**  
**Fiscal Year Ending December 31, 2016**

(1) Name & Address	(2) Principal Occupation if Other Than Holding Company	(3.a) Title & Position with Holding Company	(3.b) Title & Position with Subsidiaries	(3.c) Title & Position with Other Businesses	(4.a) Percentage of Voting Shares in Holding Company		(4.b) Percentage of Voting Shares in Subsidiaries	List names of other companies (includes partner- ships) if 25% or more of voting securities are held.
Hubert C. Baker Darlington, SC, USA	Retired	Director & Chairman	Director & Chairman	Retired	1%	NA	NA	
W. Edwin Dargan Darlington, SC, USA	Farmer	Director	Director	Partner Dargan Farms Patnership	1%	NA	Dargan Farms Partnership 50%	
Henry M. Funderburk, III Darlington, SC, USA	Bank President	Director & President	Director & President C.E.O.	N/A	1%	NA	NA	
Raymond Galloway, Jr. Darlington, SC, USA	Farmer	Director	Director	owner with spouse Galloway Farms	4%	NA	Galloway Farms 50%	
Charles G. Howard, Jr. Florence, SC, USA	Company Secretary Treasurer	Director	Director	Secretary & Treasurer Chase Oil Company, Inc.	1%	N/A	Chase Oil Company 40%	
James M. Ivey, Jr. Florence, SC, USA	Bank Officer	Director	Executive Vice Pres	N/A	1%	N/A	N/A	
Albert L. James III Darlington, SC, USA	Attorney	Director & Secretary Treasurer	Director & Secretary Treasurer	Partner - Paulling & James, PA	1%	NA	Paulling & James, PA. 50%	
Terry M. Josey Darlington, SC, USA	Management Hospital System	Director	Director	Director of Planning McLeod Health	3%	N/A	N/A	
W. B. McCown Darlington, SC, USA	Retired	Director	Director	Retired	1%	NA	NA	
G. Clyde Scott Darlington, SC, USA	Retired	Director & Vice Chairman	Director & Vice Chairman	Retired	4%	NA	NA	
Eugene A. Vaughan Darlington, SC, USA	Company President	Director	Director	President - Vaughan Insurance Agency	2%	NA	Vaughan Ins Agency, Inc. 100%	