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.

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 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.dcbsc.com

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

Is confidential treatment requested for any portion of this report submission? ............ [ ] Yes [ ] No

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.”
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

```
Darlington County Bancshares, Inc.
(No LEI)
Darlington, South Carolina
Incorporated in South Carolina

100%

Dedicated Community Bank
(No LEI)
Darlington, South Carolina
Incorporated in South Carolina
```

2. (b) Domestic Branch Listing

submitted via email 02/17/2017
Results: A list of branches for your depository institution: DEDICATED COMMUNITY BANK (ID: 513322)

This depository institution is held by DARLINGTON COUNTY BANKSHIPS, INC. (PYRAMID) of DARLINGTON, SC.

The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

Retrieval 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 never owned by this depository institution, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date 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 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 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>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 UNNUM*</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>2016</td>
<td>Full Service</td>
<td>513322</td>
<td>DEDICATED COMMUNITY BANK</td>
<td>202 CASHUA STREET</td>
<td>DARLINGTON</td>
<td>SC</td>
<td>29522</td>
<td>DARLINGTON</td>
<td>UNITED STATES</td>
<td>513322</td>
<td>DEDICATED COMMUNITY BANK</td>
<td>513322</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>2016</td>
<td>Full Service</td>
<td>2797844</td>
<td>DARLINGTON</td>
<td>1335 CASHUA STREET</td>
<td>DARLINGTON</td>
<td>SC</td>
<td>29522</td>
<td>DARLINGTON</td>
<td>UNITED STATES</td>
<td>2797844</td>
<td>DEDICATED COMMUNITY BANK</td>
<td>2797844</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities Holders
(1.a.b.c) and (2.a.b.c)

<table>
<thead>
<tr>
<th>(1.a)</th>
<th>(1.b)</th>
<th>(1.c)</th>
<th>(2.a)</th>
<th>(2.b)</th>
<th>(2.c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number &amp; Percentage of Each Class of Voting Securities</td>
<td>Name</td>
<td>City, State, Country</td>
<td>Number &amp; Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>G. Clyde Scott Rev Trust</td>
<td>USA</td>
<td>5438</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Darlington, SC, USA</td>
<td></td>
<td>4%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Carolyn A Scott Rev Trust</td>
<td>USA</td>
<td>5039</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Darlington, SC, USA</td>
<td></td>
<td>4%</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*G. Clyde Scott and Carolyn A. Scott are spouses*
### Report Item 4: Insiders

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

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation if Other Than Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Subsidiaries</th>
<th>Title &amp; Position with Other Businesses</th>
<th>Percentage of Voting Shares in Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hubert C. Baker, Darlington, SC, USA</td>
<td>Retired</td>
<td>Director &amp; Chairman</td>
<td>Retired</td>
<td>1%</td>
<td>NA</td>
</tr>
<tr>
<td>W. Edwin Dargan, Darlington, SC, USA</td>
<td>Farmer</td>
<td>Director</td>
<td>Partner Dargan Farms Partnership</td>
<td>1%</td>
<td>NA</td>
</tr>
<tr>
<td>Henry M. Funderburk, Jr., Darlington, SC, USA</td>
<td>Bank President</td>
<td>Director &amp; President</td>
<td>N/A</td>
<td>1%</td>
<td>NA</td>
</tr>
<tr>
<td>Raymond Galloway, Jr., Darlington, SC, USA</td>
<td>Farmer</td>
<td>Director</td>
<td>owner with spouse Galloway Farms</td>
<td>4%</td>
<td>NA</td>
</tr>
<tr>
<td>Charles G. Howard, Jr., Florence, SC, USA</td>
<td>Company Secretary Treasurer</td>
<td>Director</td>
<td>Secretary &amp; Treasurer Chase Oil Company, Inc.</td>
<td>1%</td>
<td>N/A</td>
</tr>
<tr>
<td>James M. Ivey, Jr., Florence, SC, USA</td>
<td>Bank Officer</td>
<td>Director</td>
<td>Executive Vice Pres</td>
<td>N/A</td>
<td>1%</td>
</tr>
<tr>
<td>Albert L. James III, Darlington, SC, USA</td>
<td>Attorney</td>
<td>Director &amp; Secretary Treasurer</td>
<td>Partner - Pauling &amp; James, PA</td>
<td>1%</td>
<td>NA</td>
</tr>
<tr>
<td>Terry M. Josey, Darlington, SC, USA</td>
<td>Management Hospital System</td>
<td>Director</td>
<td>Director of Planning McLeod Health</td>
<td>3%</td>
<td>N/A</td>
</tr>
<tr>
<td>W. B. McCown, Darlington, SC, USA</td>
<td>Retired</td>
<td>Director</td>
<td>Retired</td>
<td>1%</td>
<td>NA</td>
</tr>
<tr>
<td>G. Clyde Scott, Darlington, SC, USA</td>
<td>Retired</td>
<td>Director &amp; Vice Chairman</td>
<td>Retired</td>
<td>4%</td>
<td>NA</td>
</tr>
<tr>
<td>Eugene A. Vaughan, Darlington, SC, USA</td>
<td>Company President</td>
<td>Director</td>
<td>President - Vaughan Insurance Agency</td>
<td>2%</td>
<td>NA</td>
</tr>
</tbody>
</table>

List names of other companies (includes partnerships) if 25% or more of voting securities are held.