

BANK OF SOUTH CAROLINA CORP  
Form 10-Q  
May 11, 2017

**United States**

**Securities and Exchange Commission**

**Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2017

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-27702

**Bank of South Carolina Corporation**

(Exact name of registrant issuer as specified in its charter)

South Carolina 57-1021355  
(State or other  
jurisdiction of  
incorporation or  
organization) (IRS Employer  
Identification Number)

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256 Meeting Street, Charleston, SC 29401

(Address of principal executive offices)

(843) 724-1500

(Registrant's telephone number)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes      No

Indicate by check mark whether the registrant has submitted electronically and posted on its Company Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes      No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	Accelerated Filer
Non-accelerated filer	Smaller reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  
No

As of May 11, 2017 there were 4,971,539 Common Shares outstanding.

Bank of South Carolina Corporation and Subsidiary

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**Part I. Financial Information****Item 1. Financial Statements****BANK OF SOUTH CAROLINA CORPORATION AND SUBSIDIARY****CONSOLIDATED BALANCE SHEETS**

	<b>(Unaudited)</b>	<b>(Audited)</b>
	<b>March 31, 2017</b>	<b>December 31, 2016</b>
<b>ASSETS</b>		
Cash and due from banks	\$7,122,113	\$8,141,030
Interest-bearing deposits in other banks	31,153,847	18,101,300
Investment securities available for sale	129,313,988	119,978,944
Mortgage loans to be sold	3,524,646	4,386,210
Loans	255,463,843	260,576,115
Less: Allowance for loan losses	(3,876,857 )	(3,851,617 )
Net loans	251,586,986	256,724,498
Premises, equipment and leasehold improvements, net	2,263,872	2,296,624
Other real estate owned	521,943	521,943
Accrued interest receivable	1,177,290	1,614,002
Other assets	2,131,942	2,185,085
Total assets	\$428,796,627	\$413,949,636
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
<b>Deposits:</b>		
Non-interest-bearing demand	\$134,728,089	\$126,034,478
Interest-bearing demand	98,021,399	96,260,589
Money market accounts	74,670,607	77,307,662
Time deposits over \$250,000	20,442,457	17,822,136
Other time deposits	24,888,719	26,019,121
Other savings deposits	33,213,468	29,078,865
Total deposits	385,964,739	372,522,851
Accrued interest payable and other liabilities	1,186,749	813,811
Total liabilities	387,151,488	373,336,662
<b>Shareholders' equity</b>		
Common stock-no par, 12,000,000 shares authorized; 5,212,935 and 5,197,535 shares issued at March 31, 2017 and December 31, 2016, respectively; 4,971,539 and 4,956,139 shares outstanding at March 31, 2017 and December 31, 2016, respectively	—	—

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Additional paid in capital	36,956,047	36,824,022
Retained earnings	7,174,548	6,643,476
Treasury stock: 241,396 shares at March 31, 2017 and December 31, 2016	(2,247,415 )	(2,247,415 )
Accumulated other comprehensive loss, net of income taxes	(238,041 )	(607,109 )
Total shareholders' equity	41,645,139	40,612,974
Total liabilities and shareholders' equity	\$428,796,627	\$413,949,636

See accompanying notes to consolidated financial statements.

**BANK OF SOUTH CAROLINA CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

	THREE MONTHS ENDED MARCH 31,	
	2017	2016
Interest and fee income		
Loans, including fees	\$3,141,738	\$3,034,043
Taxable securities	338,847	323,133
Tax-exempt securities	270,885	239,314
Other	39,951	35,575
Total interest and fee income	3,791,421	3,632,065
Interest expense		
Deposits	96,782	94,139
Total interest expense	96,782	94,139
Net interest income	3,694,639	3,537,926
Provision for loan losses	2,500	45,000
Net interest income after provision for loan losses	3,692,139	3,492,926
Other income		
Service charges, fees and commissions	269,566	260,531
Mortgage banking income	275,105	351,873
Gains on sales of securities	—	187,936
Other non-interest income	7,203	5,689
Total other income	551,874	806,029
Other expense		
Salaries and employee benefits	1,470,209	1,515,027
Net occupancy expense	364,145	376,399
Other operating expenses	637,276	631,272
Net other real estate owned expenses	—	13,450
Total other expenses	2,471,630	2,536,148
Income before income tax expense	1,772,383	1,762,807
Income tax expense	546,295	567,071
Net income	\$1,226,088	\$1,195,736
Weighted average shares outstanding		
Basic	4,962,250	4,917,334

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Diluted	5,073,101	5,067,563
Basic income per common share	\$.25	\$.24
Diluted income per common share	\$.24	\$.24

See accompanying notes to consolidated financial statements.

**BANK OF SOUTH CAROLINA CORPORATION AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

	THREE MONTHS ENDED MARCH 31,	
	2017	2016
Net income	\$1,226,088	\$1,195,736
Other comprehensive income:		
Unrealized gain on securities arising during the period	585,821	709,731
Reclassification adjustment for securities gains realized in net income	—	(187,936 )
Other comprehensive income, before tax	585,821	521,795
Income tax effect related to items of other comprehensive income	(216,753 )	69,499
Other comprehensive income, after tax	369,068	591,294
Total comprehensive income	\$1,595,156	\$1,787,030

See accompanying notes to consolidated financial statements.



**BANK OF SOUTH CAROLINA CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY****FOR THE THREE MONTHS ENDED MARCH 31, 2017 AND 2016 (UNAUDITED)**

	<b>ADDITIONAL PAID IN CAPITAL</b>	<b>RETAINED EARNINGS</b>	<b>TREASURY STOCK</b>	<b>ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)</b>	<b>TOTAL</b>
December 31, 2015	\$ 36,341,744	\$ 4,064,834	\$ (2,247,415 )	\$ 992,549	\$ 39,151,712
Net income	—	1,195,736	—	—	1,195,736
Other comprehensive loss	—	—	—	591,294	591,294
Exercise of stock options 907 common	12,462	—	—	—	12,462
Stock-based compensation expense	18,582	—	—	—	18,582
Cash dividends (\$0.13 per common share)	—	(639,276 )	—	—	(639,276 )
March 31, 2016	\$ 36,372,788	\$ 4,621,294	\$ (2,247,415 )	\$ 1,583,843	\$ 40,330,510
December 31, 2016	\$ 36,824,022	\$ 6,643,476	\$ (2,247,415 )	\$ (607,109 )	\$ 40,612,974
Net income	—	1,226,088	—	—	1,226,088
Other comprehensive loss	—	—	—	369,068	369,068
Exercise of stock options 9,350 common	113,190	—	—	—	113,190
Stock-based compensation expense	18,835	—	—	—	18,835
Cash dividends (\$0.14 per common share)	—	(695,016 )	—	—	(695,016 )
March 31, 2017	\$ 36,956,047	\$ 7,174,548	\$ (2,247,415 )	\$ (238,041 )	\$ 41,645,139

See accompanying notes to consolidated financial statements.

**BANK OF SOUTH CAROLINA CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CASH FLOW (UNAUDITED)**

	THREE MONTHS ENDED MARCH 31,	
	2017	2016
Cash flows from operating activities:		
Net income	\$ 1,226,088	\$ 1,195,736
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	47,518	48,807
Gain on sale of securities	—	(187,936 )
Loss on sale of other real estate	—	13,450
Provision for loan losses	2,500	45,000
Stock-based compensation expense	18,835	18,582
Deferred income taxes	(163,611 )	—
Net amortization of unearned discounts on investment securities	98,428	44,680
Origination of mortgage loans held for sale	(14,107,053)	(15,696,295)
Proceeds from sale of mortgage loans held for sale	14,968,617	17,586,995
Decrease in accrued interest receivable and other assets	436,712	277,334
Increase in accrued interest payable and other liabilities	371,786	391,874
Net cash provided by operating activities	2,899,820	3,738,227
Cash flows from investing activities:		
Proceeds from calls and maturities of investment securities available for sale	1,212,150	2,000,000
Proceeds from sale of available for sale securities	—	15,629,464
Purchase of investment securities available for sale	(10,059,800)	(4,091,802 )
Proceeds from sale of other real estate	—	85,001
Net decrease (increase) in loans	5,135,012	(10,728,993)
Purchase of premises, equipment and leasehold improvements, net	(14,766 )	(24,658 )
Net cash (used) provided by investing activities	(3,727,404 )	2,869,012
Cash flows from financing activities:		
Net increase in deposit accounts	13,441,888	2,950,690
Dividends paid	(693,864 )	(639,158 )
Stock options exercised	113,190	12,462
Net cash provided by financing activities	12,861,214	2,323,994
Net increase in cash and cash equivalents	12,033,630	8,931,233
Cash and cash equivalents at beginning of year	26,242,330	29,194,786
Cash and cash equivalents at end of year	\$ 38,275,960	\$ 38,126,019
Supplemental disclosure of cash flow data:		
Cash paid during the year for:		
Interest	\$ 91,352	\$ 100,926

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Income taxes	\$879,432	\$—
Supplemental disclosure for non-cash investing and financing activity:		
Change in unrealized gain on securities available for sale, net of income taxes	\$369,068	\$591,294
Change in dividends payable	\$1,152	\$118

See accompanying notes to consolidated financial statements.

**BANK OF SOUTH CAROLINA CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1: Nature of Business and Basis of Presentation**

*Organization*

The Bank of South Carolina (the “Bank”) was organized on October 22, 1986 and opened for business as a state-chartered financial institution on February 26, 1987, in Charleston, South Carolina. The Bank was reorganized into a wholly-owned subsidiary of Bank of South Carolina Corporation (the “Company”), effective April 17, 1995. At the time of the reorganization, each outstanding share of the Bank was exchanged for two shares of Bank of South Carolina Corporation Stock.

*Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, the Bank. In consolidation, all significant intercompany balances and transactions have been eliminated.

References to “we”, “us”, “our”, “the Bank”, or “the Company” refer to the parent and its subsidiary that are consolidated for financial purposes.

*Basis of Presentation*

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP, for the interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, our interim consolidated financial statements do not include all of the information and footnotes required by GAAP for complete financial statements and should be read in conjunction with our Annual Report on Form 10-K, filed with the Securities and Exchange Commission (“SEC”) on March 3, 2017. In the opinion of management, these interim financial statements present fairly, in all material respects, the Company’s consolidated financial position and results of operations for each of the interim periods

presented. Results of operations for interim periods are not necessarily indicative of the results of operations that may be expected for a full year or any future period.

#### *Accounting Estimates and Assumptions*

The preparation of the consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ significantly from these estimates and assumptions. Material estimates generally susceptible to significant change are related to the determination of the allowance for loan losses, impaired loans, other real estate owned, asset prepayment rates and other-than-temporary impairment of investment securities.

#### *Reclassification*

Certain amounts in the prior years' financial statements have been reclassified to conform to the current period's presentation. Such reclassifications had no effect on shareholders' equity or the net income as previously reported.

#### *Income per share*

Basic income per share represents income available to shareholders divided by the weighted-average number of common shares outstanding during the period. Dilutive income per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued. The only potential common share equivalents are those related to stock options. Stock options which are anti-dilutive are excluded from the calculation of diluted net income per share. The dilutive effect of options outstanding under our stock compensation plan is reflected in diluted earnings per share by the application of the treasury stock method. Retroactive recognition has been given for the effects of all stock dividends.

**BANK OF SOUTH CAROLINA CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Subsequent Events*

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. We have reviewed events occurring through the date the financial statements were available to be issued and no subsequent events occurred requiring accrual or disclosure.

*Recent Accounting Pronouncements*

The following is a summary of recent authoritative pronouncements that could impact the accounting, reporting and/or disclosure of financial information by the Company.

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers, Topic 606*. The core principle of the new standard is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. This guidance also includes expanded disclosure requirements that result in an entity providing users of financial statements with comprehensive information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity’s contracts with customers. In August 2015, the FASB deferred the effective date of the amendments. As a result of the deferral, the guidance will be effective for the Company for reporting periods beginning after December 15, 2017. We will apply this guidance using a modified retrospective approach. We do not expect this amendment to have a material effect on our consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10); Recognition and Measurement of Financial Instruments and Financial Liabilities*. This update addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. We will apply the guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values will be applied

prospectively to equity investments that exist as of the date of adoption of the amendments. The Company does not expect this amendment to have a material effect on its financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which revises certain aspects of recognition, measurement, presentation, and disclosure of leasing transactions. The amendments will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We are currently evaluating the effect that implementation of the new standard will have on our financial position, results of operations, and cash flows.

In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, to clarify the implementation guidance on principal versus agent considerations and address how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. The amendments will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect this amendment to have a material effect on its financial statements.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation (Topic 718): Improvements to Employee Share – Based Payment Accounting*, to simplify several aspects of the accounting for share-based payment award transactions including the income tax consequences, the classification of awards as either equity or liabilities, and the classification on the statement of cash flows. Additionally, the guidance simplifies two areas specific to entities other than public business entities allowing them apply a practical expedient to estimate the expected term for all awards with performance or service conditions that have certain characteristics and also allowing them to make a one-time election to switch from measuring all liability-classified awards at fair value to measuring them at intrinsic value. The amendments became effective for the Company on January 1, 2017 and this amendment did not have a material effect on its financial statements.

**BANK OF SOUTH CAROLINA CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, to clarify guidance related to identifying performance obligations and accounting for licenses of intellectual property. The amendments will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow- Scope Improvements and Practical Expedients*, to clarify guidance related to collectability, noncash consideration, presentation of sales tax, and transition. The amendments will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, to change the accounting for credit losses and modify the impairment model for certain debt securities. The amendments will be effective for the Company for reporting periods beginning after December 15, 2019. Early adoption is permitted for all organizations for periods beginning after December 15, 2018. The Company is currently evaluating the effect that implementation of the new standard will have on its financial position, results of operations, and cash flows.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, to clarify how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments will be effective for the Company for fiscal years beginning after December 15, 2017 including interim periods within those fiscal years. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In December 2016, the FASB issued ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*. These corrections make a limited number of revisions to several pieces of the revenue recognition standard issued in 2014. The effective date and transition requirements for the technical corrections will be effective for the Company for reporting periods beginning after December 15, 2017. The Company will continue to evaluate the impact of this ASU and does not expect these amendments to have a material effect on its financial statements.



In January 2017, the FASB issued ASU 2017-01, *Clarifying the Definition of a Business*, which provided guidance to assist with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The update is intended to address concerns that the existing definition of a business has been applied too broadly and has resulted in many transactions being recorded as business acquisitions that in substance are more akin to asset acquisitions. The amendments are effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The amendments should be applied prospectively on or after the effective date. The Company does not expect this amendment to have a material effect on its financial statements.

In February 2017, the FASB issued ASU 2017-05, *Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets*, to clarify the scope of established guidance on nonfinancial asset derecognition, issued as part of ASU 2014-09, *Revenue from Contracts with Customers*, as well as accounting for partial sales of nonfinancial assets. The amendments conform the derecognition guidance on nonfinancial assets with the model for transactions in the new revenue standard. This amendment is effective for annual periods beginning after December 15, 2017. The Company does not expect this amendment to have a material effect on its financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on our financial position, results of operations or cash flows.

## BANK OF SOUTH CAROLINA CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 2: Investment Securities

The amortized cost and fair value of investment securities available for sale are summarized as follows:

	MARCH 31, 2017			
	AMORTIZED COST	GROSS UNREALIZED GAINS	GROSS UNREALIZED LOSSES	ESTIMATED FAIR VALUE
U.S. Treasury Notes	\$24,144,127	\$ 49,684	\$ (118,030	) \$24,075,781
Government-Sponsored Enterprises	61,742,184	188,804	(610,925	) 61,320,063
Municipal Securities	43,805,527	772,578	(659,961	) 43,918,144
Total	\$ 129,691,838	\$ 1,011,066	\$ (1,388,916	) \$ 129,313,988

	DECEMBER 31, 2016			
	AMORTIZED COST	GROSS UNREALIZED GAINS	GROSS UNREALIZED LOSSES	ESTIMATED FAIR VALUE
U.S. Treasury Notes	\$24,148,295	\$ 41,153	\$ (250,385	) \$23,939,063
Government-Sponsored Enterprises	51,737,930	129,482	(833,321	) 51,034,091
Municipal Securities	45,056,390	765,813	(816,413	) 45,005,790
Total	\$ 120,942,615	\$ 936,448	\$ (1,900,119	) \$ 119,978,944

The amortized cost and estimated fair value of investment securities available for sale as of March 31, 2017 and December 31, 2016, by contractual maturity are as follows:

MARCH 31, 2017		DECEMBER 31, 2016	
AMORTIZED COST	ESTIMATED FAIR VALUE	AMORTIZED COST	ESTIMATED FAIR VALUE

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Due in one year or less	\$3,811,077	\$3,821,293	\$3,343,347	\$3,350,205
Due in one year to five years	82,729,225	82,978,074	82,848,411	82,682,901
Due in five years to ten years	39,597,559	39,147,035	29,662,030	29,169,228
Due in ten years and over	3,553,977	3,367,586	5,088,827	4,776,610
Total	\$129,691,838	\$129,313,988	\$120,942,615	\$119,978,944

Securities pledged to secure deposits at March 31, 2017 and December 31, 2016, had a fair value of \$53,958,188 and \$47,619,232, respectively.

The tables below summarize gross unrealized losses on investment securities and the fair market value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2017 and December 31, 2016. We believe that all unrealized losses have resulted from temporary changes in the interest rate market and not as a result of credit deterioration. We do not intend to sell and it is not likely that we will be required to sell any of the securities referenced in the table below before recovery of their amortized cost.

## BANK OF SOUTH CAROLINA CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Less Than 12 Months			12 Months or Longer			Total			
	#	Fair Value	Gross Unrealized Loss	#	Fair Value	Gross Unrealized Loss	#	Fair Value	Gross Unrealized Loss
<u>March 31, 2017</u>									
<u>Available for sale</u>									
U.S. Treasury notes	3	\$15,089,844	\$(118,030 )	—	—	—	3	\$15,089,844	\$(118,030 )
Government- sponsored enterprises	7	25,215,240	(610,925 )	—	—	—	7	25,215,240	(610,925 )
Municipal securities	52	21,601,367	(659,961 )	—	—	—	52	21,601,367	(659,961 )
Total	62	\$61,906,451	\$(1,388,916)	—	—	—	62	\$61,906,451	\$(1,388,916)
<u>December 31, 2016</u>									
<u>Available for sale</u>									
U.S. Treasury notes	4	\$17,968,594	\$(250,385 )	—	—	—	4	\$17,968,594	\$(250,385 )
Government- sponsored enterprises	8	30,136,720	(833,321 )	—	—	—	8	30,136,720	(833,321 )
Municipal securities	54	22,606,430	(816,413 )	—	—	—	54	22,606,430	(816,413 )
Total	66	\$70,711,744	\$(1,900,119)	—	—	—	66	\$70,711,744	\$(1,900,119)

We received proceeds from sales of securities available for sale and gross realized gains and losses as follows:

	For the Three Months Ended
	March 31, 2017
Gross proceeds	\$—\$15,629,464
Gross realized gains	— 187,936
Gross realized losses	— —

The tax provision related to these gains was \$69,499 for the three months ended March 31, 2016.

**Note 3: Loans and Allowance for Loan Losses**

Major classifications of loans (net of deferred loan fees of \$140,127 at March 31, 2017 and \$136,446 at December 31, 2016) are as follows:

	March 31, 2017	December 31, 2016
Commercial loans	\$51,616,214	\$52,262,209
Commercial real estate:		
Construction	1,076,143	1,208,901
Other	120,843,784	122,968,126
Consumer:		
Real Estate	76,616,037	77,131,816
Other	5,311,665	7,005,063
	255,463,843	260,576,115
Allowance for loan losses	(3,876,857 )	(3,851,617 )
Loans, net	\$251,586,986	\$256,724,498

**BANK OF SOUTH CAROLINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We had \$99.0 million and \$101.2 million of loans pledged as collateral to secure funding with the Federal Reserve Bank (“FRB”) Discount Window at March 31, 2017 and at December 31, 2016, respectively.

Our portfolio grading analysis estimates the capability of the borrower to repay the contractual obligations of the loan agreements as scheduled. Our internal credit risk grading system is based on experience with similarly graded loans, industry best practices, and regulatory guidance.

Our internally assigned grades pursuant to the Board-approved lending policy are as follows:

**Excellent** (1) The borrowing entity has more than adequate cash flow, unquestionable strength, strong earnings and capital where applicable, and no overdrafts.

**Good** (2) The borrowing entity has dependable cash flow, better than average financial condition, good capital and usually no overdrafts.

**Satisfactory** (3) The borrowing entity has adequate cash flow, satisfactory financial condition, explainable overdrafts (if any).

**Watch** (4) The borrowing entity has generally adequate, yet inconsistent cash flow, cyclical earnings, weak capital, loan to/from stockholders, and infrequent overdrafts. The borrower has consistent yet sometimes unpredictable sales and growth.

**OAEM** (5) The borrowing entity has marginal cash flow, occasional past dues, and frequent and unexpected working capital needs.

**Substandard** (6) The borrowing entity has a cash flow barely sufficient to service debt, deteriorated financial condition, bankruptcy possible. The borrowing entity has declining sales, rising costs, and may need to look for secondary source of repayment.

**Doubtful** (7) The borrowing entity has negative cash flow. Survival of the business is at risk, full repayment is unlikely, and there are frequent and unexplained overdrafts. The borrowing entity shows declining trends and no operating profits.

**Loss** (8) The borrowing entity has negative cash flow with no alternatives. Survival of the business is unlikely.

The following table illustrates credit risks by category and internally assigned grades at March 31, 2017 and December 31, 2016. "Pass" includes loans internally graded as excellent, good and satisfactory.

March 31, 2017

	Commercial	Commercial Real Estate	Commercial Real Estate	Consumer Real Estate	Consumer Other	Total
		Construction	Other			
Pass	\$47,382,739	\$ 672,121	\$115,258,858	\$74,598,257	\$5,115,618	\$243,027,593
Watch	2,273,480	404,022	2,612,476	902,734	126,690	6,319,402
OAEM	680,334	—	645,619	621,174	32,757	1,979,884
Sub-Standard	1,279,661	—	2,326,831	493,872	36,600	4,136,964
Doubtful	—	—	—	—	—	—
Loss	—	—	—	—	—	—
<b>Total</b>	<b>\$51,616,214</b>	<b>\$ 1,076,143</b>	<b>\$120,843,784</b>	<b>\$76,616,037</b>	<b>\$5,311,665</b>	<b>\$255,463,843</b>

**BANK OF SOUTH CAROLINA CORPORATION**  
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December 31, 2016

	Commercial	Commercial Real Estate Construction	Commercial Real Estate Other	Consumer Real Estate	Consumer Other	Total
Pass	\$48,289,944	\$ 798,884	\$116,490,396	\$74,115,426	\$6,728,367	\$246,423,017
Watch	1,004,957	410,017	2,625,079	899,306	147,992	5,087,351
OAEM	1,666,048	—	995,549	630,957	28,939	3,321,493
Sub-Standard	1,301,260	—	2,857,102	1,486,127	99,765	5,744,254
Doubtful	—	—	—	—	—	—
Loss	—	—	—	—	—	—
<b>Total</b>	<b>\$52,262,209</b>	<b>\$ 1,208,901</b>	<b>\$122,968,126</b>	<b>\$77,131,816</b>	<b>\$7,005,063</b>	<b>\$260,576,115</b>

The following tables include an aging analysis of the recorded investment of past-due financing receivable by class:

March 31, 2017

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Recorded Investment > 90 Days and Accruing
Commercial	\$54,563	\$35,000	\$26,868	\$116,431	\$51,499,783	\$51,616,214	\$ —
Commercial Real Estate:							
Commercial Real Estate -Construction	—	—	—	—	1,076,143	1,076,143	—
Commercial Real Estate -Other	—	1,366,640	1,545,221	2,911,861	117,931,923	120,843,784	—
Consumer:							
Consumer Real Estate	—	—	—	—	76,616,037	76,616,037	—
Consumer-Other	90,032	1,022	—	91,054	5,220,611	5,311,665	—
<b>Total</b>	<b>\$144,595</b>	<b>\$1,402,662</b>	<b>\$1,572,089</b>	<b>\$3,119,346</b>	<b>\$252,344,497</b>	<b>\$255,463,843</b>	<b>\$ —</b>

December 31, 2016



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	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Recorded Investment > 90 Days and Accruing
Commercial	\$438,159	\$ —	\$—	\$438,159	\$51,824,050	\$52,262,209	\$ —
Commercial Real Estate:							
Commercial Real Estate -Construction	—	—	—	—	1,208,901	1,208,901	—
Commercial Real Estate -Other	6,363	—	1,501,153	1,507,516	121,460,610	122,968,126	89,908
Consumer:							
Consumer Real Estate	415,457	—	—	415,457	76,716,359	77,131,816	—
Consumer-Other	56,784	—	33,322	90,106	6,914,957	7,005,063	33,322
Total	\$916,763	\$ —	\$1,534,475	\$2,451,238	\$258,124,877	\$260,576,115	\$ 123,230

There were no loans at March 31, 2017 and two loans at December 31, 2016 over 90 days past due and still accruing.

**BANK OF SOUTH CAROLINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table summarizes the balances of non-accrual loans:

	<b>Loans Receivable on Non-Accrual</b>	
	<b>March 31, 2017</b>	<b>December 31, 2016</b>
Commercial	\$85,659	\$61,781
Commercial Real Estate:		
Commercial Real Estate - Construction	—	—
Commercial Real Estate - Other	1,769,854	1,678,876
Consumer:		
Consumer - Real Estate	—	—
Consumer - Other	—	964
<b>Total</b>	<b>\$1,855,513</b>	<b>\$1,741,621</b>

The following tables set forth the changes in the allowance for loan losses and an allocation of the allowance for loan losses by loan category for the three months ended March 31, 2017 and March 31, 2016. The allowance for loan losses consists of specific and general components. The specific component relates to loans that are individually classified as impaired. The general component covers non-impaired loans and is based on historical loss experience adjusted for current economic factors.

March 31, 2017

	<b>Commercial</b>	<b>Commercial Real Estate-Construction</b>	<b>Commercial Real Estate-Other</b>	<b>Consumer Real Estate</b>	<b>Consumer Other</b>	<b>Total</b>
Allowance for Loan Losses						
Beginning Balance	\$ 1,545,188	\$ 51,469	\$ 1,374,706	\$ 726,391	\$ 153,863	\$ 3,851,617
Charge-offs	—	—	—	—	—	—
Recoveries	—	—	—	21,000	1,740	22,740
Provisions	7,971	5,602	43,869	9,501	(64,443 )	2,500
Ending Balance	\$ 1,553,159	\$ 57,071	\$ 1,418,575	\$ 756,892	\$ 91,160	\$ 3,876,857

March 31, 2016

	Commercial	Commercial Real Estate-Construction	Commercial Real Estate-Other	Consumer Real Estate	Consumer Other	Total
Allowance for Loan Losses						
Beginning Balance	\$ 896,854	\$ 59,861	\$ 1,345,094	\$ 941,470	\$ 174,548	\$ 3,417,827
Charge-offs	(33,045 )	—	—	—	(1,050 )	(34,095 )
Recoveries	1,284	—	6,000	—	746	8,030
Provisions	635,557	(15,593 )	(242,391 )	(328,228 )	(4,345 )	45,000
Ending Balance	\$ 1,500,650	\$ 44,268	\$ 1,108,703	\$ 613,242	\$ 169,899	\$ 3,436,762

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**BANK OF SOUTH CAROLINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following tables present, by portfolio segment and reserving methodology, the allocation of the allowance for loan losses and the gross investment in loans.

March 31, 2017

	Commercial	Commercial Real Estate- Construction	<b>Commercial Real Estate- Other</b>	Consumer Real Estate	<b>Consumer Other</b>	Total
Allowance for Loan Losses						
Individually evaluated for impairment	\$1,041,145	\$—	\$324,454	\$43,119	\$36,600	\$1,445,318
Collectively evaluated for impairment	512,014	57,071	1,094,121	713,773	54,560	2,431,539
Total Allowance for Losses	\$1,553,159	\$57,071	\$1,418,575	\$756,892	\$91,160	\$3,876,857
Loans Receivable						
Individually evaluated for impairment	\$1,279,661	\$—	\$2,348,397	\$493,872	\$36,600	\$4,158,530
Collectively evaluated for impairment	50,336,553	1,076,143	118,495,387	76,122,165	5,275,065	251,305,313
<b>Total Loans Receivable</b>	<b>\$51,616,214</b>	<b>\$1,076,143</b>	<b>\$120,843,784</b>	<b>\$76,616,037</b>	<b>\$5,311,665</b>	<b>\$255,463,843</b>

December 31, 2016

	Commercial	Commercial Real Estate- Construction	<b>Commercial Real Estate- Other</b>	Consumer Real Estate	<b>Consumer Other</b>	Total
Allowance for Loan Losses						
Individually evaluated for impairment	\$1,051,219	\$—	\$324,587	\$43,119	\$89,047	\$1,507,972
Collectively evaluated for impairment	493,969	51,469	1,050,119	683,272	64,816	2,343,645
Total Allowance for Losses	\$1,545,188	\$51,469	\$1,374,706	\$726,391	\$153,863	\$3,851,617
Loans Receivable						
Individually evaluated for impairment	\$1,301,259	\$—	\$3,225,351	\$1,286,127	\$89,047	\$5,901,784
Collectively evaluated for impairment	50,960,950	1,208,901	119,742,775	75,845,689	6,916,016	254,674,331
<b>Total Loans Receivable</b>	<b>\$52,262,209</b>	<b>\$1,208,901</b>	<b>\$122,968,126</b>	<b>\$77,131,816</b>	<b>\$7,005,063</b>	<b>\$260,576,115</b>



**BANK OF SOUTH CAROLINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

As of March 31, 2017 and December 31, 2016, loans individually evaluated and considered impaired are presented in the following table:

**Impaired and Restructured Loans**

**As of**

	March 31, 2017			December 31, 2016		
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Unpaid Principal Balance	Recorded Investment	Related Allowance
With no related allowance recorded:						
Commercial	\$ 180,000	\$ 180,000	\$—	\$ 250,040	\$ 250,040	\$—
Commercial Real Estate-Construction	—	—	—	—	—	—
Commercial Real Estate-Other	1,297,815	1,297,815	—	2,174,770	2,174,770	—
Consumer Real Estate	450,753	450,753	—	1,243,008	1,243,008	—
Consumer Other	—	—	—	—	—	—
	\$ 1,928,568	\$ 1,928,568	\$—	\$ 3,667,818	\$ 3,667,818	\$—
With an allowance recorded:						
Commercial	\$ 1,099,661	\$ 1,099,661	\$ 1,041,145	\$ 1,051,219	\$ 1,051,219	\$ 1,051,219
Commercial Real Estate-Construction	—	—	—	—	—	—
Commercial Real Estate-Other	1,050,582	1,050,582	324,454	1,050,581	1,050,581	324,587
Consumer Real Estate	43,119	43,119	43,119	43,119	43,119	43,119
Consumer Other	36,600	36,600	36,600	89,047	89,047	89,047
	\$ 2,229,962	\$ 2,229,962	\$ 1,445,318	\$ 2,233,966	\$ 2,233,966	\$ 1,507,972
<b>Total</b>						
Commercial	\$ 1,279,661	\$ 1,279,661	\$ 1,041,145	\$ 1,301,259	\$ 1,301,259	\$ 1,051,219
Commercial Real Estate-Construction	—	—	—	—	—	—
Commercial Real Estate-Other	2,348,397	2,348,397	324,454	3,225,351	3,225,351	324,587
Consumer Real Estate	493,872	493,872	43,119	1,286,127	1,286,127	43,119
Consumer Other	36,600	36,600	36,600	89,047	89,047	89,047
	\$ 4,158,530	\$ 4,158,530	\$ 1,445,318	\$ 5,901,784	\$ 5,901,784	\$ 1,507,972

## BANK OF SOUTH CAROLINA CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents average impaired loans and interest income recognized on those impaired loans, by class segment, for the periods indicated.

	For the Three Months Ended			
	March 31, 2017		2016	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial	\$ 183,126	\$ 5,146	\$ 1,106,771	\$ 16,647
Commercial Real Estate-Construction	—	—	—	—
Commercial Real Estate-Other	1,300,763	20,043	1,334,158	6,705
Consumer Real Estate	450,570	5,394	154,105	1,119
Consumer-Other	—	—	106,011	2,374
	\$ 1,934,459	\$ 30,583	\$ 2,701,045	\$ 26,845
With an allowance recorded:				
Commercial	\$ 1,105,705	\$ 34,712	\$ 682,992	\$ 11,033
Commercial Real Estate-Construction	—	—	—	—
Commercial Real Estate-Other	1,050,581	4,479	2,650,492	29,127
Consumer Real Estate	43,119	408	450,403	6,742
Consumer Other	37,594	570	68,240	—
	\$ 2,236,999	\$ 40,169	\$ 3,852,127	\$ 46,902
Total				
Commercial	\$ 1,288,831	\$ 39,858	\$ 1,789,763	\$ 27,680
Commercial Real Estate-Construction	—	—	—	—
Commercial Real Estate-Other	2,351,344	24,522	3,984,650	35,832
Consumer Real Estate	493,689	5,802	604,508	7,861
Consumer Other	37,594	570	174,251	2,374
	\$ 4,171,458	\$ 70,752	\$ 6,553,172	\$ 73,747

Restructured loans (loans, still accruing interest, which have been renegotiated at below-market interest rates or for which other concessions have been granted) were \$33,300 (1 loan) and \$378,392 (2 loans) at March 31, 2017 and

December 31, 2016, respectively. Our restructured loans were granted extended payment terms with no principal or rate reductions. All restructured loans were performing as agreed as of March 31, 2017 and December 31, 2016, respectively. There were no additional loans identified as a troubled debt restructuring (“TDR”) during the three months ended March 31, 2017 or 2016. No TDRs defaulted during the three months ended March 31, 2017 and 2016, which were modified within the previous twelve months.



**BANK OF SOUTH CAROLINA CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 4: Disclosure Regarding Fair Value of Financial Statements**

Fair value measurements apply whenever GAAP requires or permits assets or liabilities to be measured at fair value either on a recurring or nonrecurring basis. Fair value is the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants at the measurement date. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities; it is not a forced transaction. The fair value standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs, which are developed based on market data we have obtained from independent sources, are ones that market participants would use in pricing an asset or liability. Unobservable inputs, which are developed based on the best information available in the circumstances, reflect our estimate of assumptions that market participants would use in pricing an asset or liability.

The fair value hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The fair value hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1: valuation is based upon unadjusted quoted market prices for identical instruments traded in active markets.

Level 2: valuation is based upon quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by market data.

Level 3: valuation is derived from other valuation methodologies, including discounted cash flow models and similar techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in determining fair value.

Fair value estimates are made at a specific point of time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale our entire holdings of a particular financial instrument. Because no active market exists for a significant portion of our financial instruments, fair value estimates are based on judgements regarding future expected loss experience, current economic conditions, current interest rates and prepayment trends, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgement and therefore cannot be determined with precision. Changes in any of these assumptions used in

calculating fair value also would affect significantly the estimates. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates.

The following paragraphs are a description of valuation methodologies used for assets and liabilities recorded at fair value on a recurring basis:

Investment Securities Available for Sale

Securities available for sale are recorded at fair value on a recurring basis and are based upon quoted prices if available. If quoted prices are not available, fair value is measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange such as the New York Stock Exchange, or by dealers or brokers in active over-the-counter markets. Level 2 securities include mortgage backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets.

**BANK OF SOUTH CAROLINA CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**Derivative Instruments

Derivative instruments include interest rate lock commitments and forward sale commitments. These instruments are valued based on the change in the value of the underlying loan between the commitment date and the end of the period. We classify these instruments as Level 3. The fair value of these commitments was not significant at March 31, 2017 or December 31, 2016.

We had no embedded derivative instruments requiring separate accounting treatment. We had freestanding derivative instruments consisting of fixed rate conforming loan commitments as interest rate locks and commitments to sell fixed rate conforming loans on a best efforts basis. We do not currently engage in hedging activities. Based on short term fair value of the mortgage loans held for sale (derivative contract), our derivative instruments were immaterial to our consolidated financial statements as of March 31, 2017 and December 31, 2016.

Assets and liabilities measured at fair value on a recurring basis at March 31, 2017 and December 31, 2016 are as follows:

<b>Balance at March 31, 2017</b>				
	<b>Quoted Market Price in active markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
US Treasury Notes	\$24,075,781	\$—	\$—	\$24,075,781
Government Sponsored Enterprises	—	61,320,063	—	61,320,063
Municipal Securities	—	30,459,699	13,458,445	43,918,144
<b>Total</b>	<b>\$24,075,781</b>	<b>\$91,779,762</b>	<b>\$ 13,458,445</b>	<b>\$ 129,313,988</b>

**Balance at December 31, 2016****Total**

	<b>Quoted Market Price in active markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	
US Treasury Notes	\$23,939,063	\$—	\$—	\$23,939,063
Government Sponsored Enterprises	—	51,034,091	—	51,034,091
Municipal Securities	—	31,027,933	13,977,857	45,005,790
<b>Total</b>	<b>\$23,939,063</b>	<b>\$82,062,024</b>	<b>\$ 13,977,857</b>	<b>\$119,978,944</b>

There were no liabilities recorded at fair value on a recurring basis as of March 31, 2017 or December 31, 2016.

**BANK OF SOUTH CAROLINA CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table reconciles the changes in assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended March 31, 2017 and 2016:

	2017	2016
Beginning Balance	\$13,977,857	\$5,217,678
Total gains or (losses) (realized/unrealized)		
Included in earnings	—	—
Included in other comprehensive income	25,588	31,673
Purchases, issuances and settlements, net of maturities	(545,000 )	—
Transfers in and/or out of level 3	—	—
Ending Balance	\$13,458,445	\$5,249,351

There were no transfers between fair value levels during the three months ended March 31, 2017 or March 31, 2016.

The following paragraphs are a description of valuation methodologies used for assets and liabilities recorded at fair value on a nonrecurring basis:

Other Real Estate Owned (“OREO”)

Loans secured by real estate are adjusted to the lower of the recorded investment in the loan or the fair value of the real estate upon transfer to OREO. Subsequently, OREO is carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral, or our estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraisal, we record the asset as nonrecurring Level 2. When an appraised value is not available or we determine the fair value of the collateral is further impaired below the appraised value and there is no observable market price, we record the asset as nonrecurring Level 3.

Impaired Loans

Impaired loans are carried at the lower of recorded investment or fair value. The fair value of the collateral less estimated costs to sell is the most frequently used method. Typically, we review the most recent appraisal and if it is over 12 to 18 months old we may request a new third party appraisal. Depending on the particular circumstances surrounding the loan, including the location of the collateral, the date of the most recent appraisal and the value of the collateral relative to the recorded investment in the loan, we may order an independent appraisal immediately or, in some instances, may elect to perform an internal analysis. Specifically as an example, in situations where the collateral on a nonperforming commercial real estate loan is out of our primary market area, we would typically order an independent appraisal immediately, at the earlier of the date the loan becomes nonperforming or immediately following the determination that the loan is impaired. However, as a second example, on a nonperforming commercial real estate loan where we are familiar with the property and surrounding areas and where the original appraisal value far exceeds the recorded investment in the loan, we may perform an internal analysis whereby the previous appraisal value would be reviewed considering recent current conditions, and known recent sales or listings of similar properties in the area, and any other relevant economic trends. This analysis may result in the call for a new appraisal. These valuations are reviewed and updated on a quarterly basis.

In accordance with ASC 820 “Fair Value Measurement”, impaired loans, where an allowance is established based on the fair value of collateral, require classification in the fair value hierarchy. At March 31, 2017 and December 31, 2016, substantially all of the impaired loans were evaluated based on the fair value of the collateral. These impaired loans are classified as Level 3. Impaired loans measured using discounted future cash flows are not deemed to be measured at fair value.

**BANK OF SOUTH CAROLINA CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**Loans Held for Sale

Loans held for sale include mortgage loans and are carried at the lower of cost or market value. The fair values of mortgage loans held for sale are based on current market rates from investors within the secondary market for loans with similar characteristics. Carrying value approximates fair value. These loans are classified as Level 2.

Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

The following table presents information about certain assets and liabilities measured at fair value on a nonrecurring basis at March 31, 2017 and December 31, 2016:

March 31, 2017

	<b>Quoted Market Price in active markets  (Level 1)</b>	<b>Significant Other Observable Inputs  (Level 2)</b>	<b>Significant Unobservable Inputs  (Level 3)</b>	Total
Impaired loans	\$ —	\$ —	\$ 2,474,696	\$ 2,474,696
Other real estate owned	—	—	521,943	521,943
Loans held for sale	—	3,524,646	—	3,524,646
Total	\$ —	\$ 3,524,646	\$ 2,996,639	\$ 6,521,285

December 31, 2016

	<b>Quoted Market Price</b>	<b>Significant Other Observable</b>	<b>Significant Unobservable Inputs</b>	Total
--	------------------------------------	---	--	-------

	<b>in active markets</b>	<b>Inputs (Level 2)</b>	<b>(Level 3)</b>	
	<b>(Level 1)</b>			
Impaired loans	\$ —	\$ —	\$ 4,143,772	\$4,143,772
Other real estate owned	—	—	521,943	521,943
Loans held for sale	—	4,386,210	—	4,386,210
Total	\$ —	\$4,386,210	\$ 4,665,715	\$9,051,925

There were no liabilities measured at fair value on a nonrecurring basis as of March 31, 2017 or December 31, 2016.



**BANK OF SOUTH CAROLINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table provides information describing the unobservable inputs used in Level 3 fair value measurements at March 31, 2017:

		<b>Inputs</b>	
	<b>Valuation Technique</b>	<b>Unobservable Input</b>	<b>General Range of Inputs</b>
Impaired Loans	Discounted Appraisals	Collateral Discounts	0 – 35%
Other Real Estate Owned	Appraisal Value/ Comparison Sales/Other Estimates	Appraisals and/or Sales of Comparable Properties	Appraisals Discounted 10% to 20% for Sales Commissions and Other Holding Costs

Accounting standards require disclosure of fair value information for all of our assets and liabilities that are considered financial instruments, whether or not recognized on the balance sheet, for which it is practicable to estimate fair value. Fair value estimates are made as of a specific point in time based on the characteristics of the financial instruments and the relevant market information. When available, quoted market prices are used. In other cases, fair values are based on estimates using present value or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and the judgments made regarding risk characteristics of various financial instruments, discount rates, prepayments, and estimates of future cash flows, future expected loss experience and other factors. Changes in assumptions could significantly affect these estimates. Derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, may or may not be realized in an immediate sale of the instrument.

Under the accounting standard, fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of the assets and liabilities that are not financial instruments. Accordingly, the aggregate fair value amounts of existing financial instruments do not represent the underlying value of those instruments on our books.

The following paragraphs describe the methods and assumptions we use in estimating the fair values of financial instruments:

a. Cash and due from banks, interest-bearing deposits in other banks

The carrying value approximates fair value. All mature within 90 days and do not present unanticipated credit concerns.

b. Investment securities available for sale

Investment securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions.

c. Loans

The carrying values of variable rate consumer and commercial loans and consumer and commercial loans with remaining maturities of three months or less, approximate fair value. The fair values of fixed rate consumer and commercial loans with maturities greater than three months are determined using a discounted cash flow analysis and assume the rate being offered on these types of loans at March 31, 2017 and December 31, 2016, approximate market.

The carrying value of mortgage loans held for sale approximates fair value. For lines of credit, the carrying value approximates fair value.

**BANK OF SOUTH CAROLINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

d. Deposits

The estimated fair value of deposits with no stated maturity is equal to the carrying amount. The fair value of time deposits is estimated by discounting contractual cash flows, using interest rates currently being offered on the deposit products. The fair value estimates for deposits do not include the benefit that results from the low cost funding provided by the deposit liabilities as compared to the cost of alternative forms of funding (deposit base intangibles).

e. Accrued interest receivable and payable

Since these financial instruments will typically be received or paid within three months, the carrying amounts of such instruments are deemed to be a reasonable estimate of fair value.

f. Loan commitments

Estimates of the fair value of these off-balance sheet items are not made because of the short-term nature of these arrangements and the credit standing of the counterparties.

**BANK OF SOUTH CAROLINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following tables present the carrying amount, fair value, and placement in the fair value hierarchy of our financial instruments as of March 31, 2017 and December 31, 2016.

**Fair Value Measurements at March 31, 2017**

	<b>Carrying</b>	<b>Estimated</b>	<b>Level</b>	<b>Level</b>	<b>Level</b>
	<b>Amount</b>	<b>Fair Value</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>Financial Assets:</b>					
Cash and due from banks	\$7,122,113	\$7,122,113	\$7,122,113	\$—	\$—
Interest-bearing deposits in other banks	31,153,847	31,153,847	31,153,847	—	—
Investment securities available for sale	129,313,988	129,313,988	24,075,781	91,779,762	13,458,445
Mortgage loans to be sold	3,524,646	3,524,646	—	3,524,646	—
Loans	255,463,843	258,853,584	—	—	258,853,584
Accrued interest receivable	1,177,290	1,177,290	—	1,177,290	—
<b>Financial Liabilities:</b>					
Demand deposits	340,633,563	340,633,563	—	340,633,563	—
Time deposits	45,331,176	45,476,893	—	45,476,893	—
Accrued interest payable	57,059	57,059	—	57,059	—

**Fair Value Measurements at December 31, 2016**

	<b>Carrying</b>	<b>Estimated</b>	<b>Level</b>	<b>Level</b>	<b>Level</b>
	<b>Amount</b>	<b>Fair Value</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>Financial Assets:</b>					
Cash and due from banks	\$8,141,030	\$8,141,030	\$8,141,030	\$—	\$—
Interest-bearing deposits in other banks	18,101,300	18,101,300	18,101,300	—	—
Investment securities available for sale	119,978,944	119,978,944	23,939,063	82,062,024	13,977,857
Mortgage loans to be sold	4,386,210	4,386,210	—	4,386,210	—
Loans	260,576,115	260,406,669	—	—	260,406,669
Accrued interest receivable	1,614,002	1,614,002	—	1,614,002	—
<b>Financial Liabilities:</b>					
Demand deposits	328,681,594	328,681,594	—	328,681,594	—
Time deposits	43,841,257	43,856,383	—	43,856,383	—
Accrued interest payable	51,629	51,629	—	51,629	—

**BANK OF SOUTH CAROLINA CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Note 5: Income Per Common Share**

Basic income per share is computed by dividing net income by the weighted-average number of common shares outstanding. Diluted earnings per share is computed by dividing net income by the weighted-average number of common shares and potential common shares outstanding. Potential common shares consist of dilutive stock options determined using the treasury stock method and the average market price of common stock.

The following table is a summary of the reconciliation of average shares outstanding for the three months ended March 31:

	2017	2016
Numerator:		
Net income	\$1,226,088	\$1,195,736
Denominator:		
Weighted average shares outstanding	4,962,250	4,917,334
Effect of dilutive shares	110,851	150,229
Weighted average shares outstanding - diluted	5,073,101	5,067,563
Earnings per share - basic	\$0.25	\$0.24
Earnings per share - diluted	\$0.24	\$0.24

**Note 6: Accumulated Other Comprehensive (Loss) Income**

The following table summarizes the components of accumulated other comprehensive income and changes in those components as of and for the three months ended March 31, 2017 and 2016:

Available for sale securities	
Beginning Balance December 31, 2016	\$(607,109 )
Change in net unrealized gains on securities available for sale	585,821
Reclassification adjustment for net securities gains included in net income	—
Income tax benefit	(216,753 )

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Ending Balance at March 31, 2017	\$(238,041 )
Beginning Balance December 31, 2015	\$992,549
Change in net unrealized gains on securities available for sale	709,731
Reclassification adjustment for net securities gains included in net income	(187,396 )
Income tax expense	69,499
Ending Balance at March 31, 2016	\$1,583,843

The following table shows the line items in the consolidated Statements of Income affected by amounts reclassified from accumulated other comprehensive income:

	Three Months Ended March 31, 201 <del>7</del> 2016
Gain on sale of investments, net	\$—\$187,936
Tax effect	— —
Total reclassification, net of tax	\$—\$187,936

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including information included or incorporated by reference in this document, contains statements which constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1934. We desire to take advantage of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1996 and are including this statement for the express purpose of availing the Company of protections of such safe harbor with respect to all "forward-looking statements" contained in this Form 10-Q. Forward-looking statements may relate to, among other matters, the financial condition, results of operations, plans, objectives, future performance, and business of our Company. Forward-looking statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors that are beyond our control. The words "may," "would," "could," "should," "will," "expect," "anticipate," "predict," "project," "continue," "assume," "believe," "intend," "plan," "forecast," "goal," and "estimate," as well as similar expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ materially from those anticipated in our forward-looking statements include, without limitations, those described under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the SEC and the following:

- Risk from changes in economic, monetary policy, and industry conditions
- Changes in interest rates, shape of the yield curve, deposit rates, the net interest margin and funding sources
- Market risk (including net income at risk analysis and economic value of equity risk analysis) and inflation
- Risk inherent in making loans including repayment risks and changes in the value of collateral
- Loan growth, the adequacy of the allowance for loan losses, provisions for loan losses, and the assessment of problem loans
  - Level, composition, and re-pricing characteristics of the securities portfolio
  - Deposit growth, change in the mix or type of deposit products and services
  - Continued availability of senior management
  - Technological changes
  - Ability to control expenses
  - Changes in compensation
- Risks associated with income taxes including potential for adverse adjustments
  - Changes in accounting policies and practices
- Changes in regulatory actions, including the potential for adverse adjustments
  - Recently enacted or proposed legislation

These risks are exacerbated by the developments over the last ten years in national and international markets. Sweeping reform has entered our industry yet we are unable to fully predict its impact and perhaps its unintentional consequences for some time. There can be no assurance that these changes will not materially and adversely affect our business, financial condition and results of operation.

We will undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made to reflect the occurrence of unanticipated events. In addition, certain statements in future filings with the SEC, in our press releases, and in oral and written statements, which are not statements of historical fact, constitute forward-looking statements.

### **Overview**

Bank of South Carolina Corporation (the “Company”) is a financial institution holding company headquartered in Charleston, South Carolina, with \$428.8 million in assets as of March 31, 2017 and net income of \$1.2 million for the three months ended March 31, 2017. The Company offers a broad range of financial services through its wholly-owned subsidiary, The Bank of South Carolina (the “Bank”). The Bank is a state-chartered commercial bank which operates primarily in the Charleston, Dorchester and Berkeley counties of South Carolina. The Bank’s original and current concept is to be a full service financial institution specializing in personal service, responsiveness, and attention to detail to foster long standing relationships.



We derive most of our income from interest on loans and investments (interest bearing assets). The primary source of funding for making these loans and investments is our interest and non-interest bearing deposits. Consequently, one of the key measures of our success is the amount of net interest income, or the difference between the income on our interest earning assets, such as loans and investments, and the expense on our interest bearing liabilities, such as deposits. Another key measure is the spread between the yield we earn on these interest-bearing assets and the rate we pay on our interest-bearing liabilities.

A consequence of lending activities is that we may incur credit losses. The amount of such losses will vary depending upon the risk characteristics of the loan and lease portfolio as affected by economic conditions such as rising interest rates and the financial performance of borrowers. The reserve for credit losses consists of the allowance for loan losses (the “allowance”) and a reserve for unfunded commitments (the “unfunded reserve”). The allowance provides for probable and estimable losses inherent in our loan and lease portfolio while the unfunded reserve provides for potential losses related to unfunded lending commitments.

In addition to earning interest on loans and investments, we earn income through fees and other expenses we charge to the customer. The various components of non-interest income as well as non-interest expense are described in the following discussion. The discussion and analysis also identifies significant factors that have affected our financial position and operating results as of March 31, 2017 and December 31, 2016, and should be read in conjunction with the financial statements and the related notes included in this report. In addition, a number of tables have been included to assist in the discussion.

### **Critical Accounting Policies**

Our critical accounting policies which involve significant judgements and assumptions that have a material impact on the carrying value of certain assets and liabilities, and used in the preparation of the Consolidated Financial Statements as of March 31, 2017, have remained unchanged from the disclosures presented in our Annual Report on Form 10-K for the year ended December 31, 2016.

### **Balance Sheet**

#### **Cash and Cash Equivalents**

Total cash and cash equivalents increased 45.6% or \$12.0 million to \$38.2 million at March 31, 2017, from \$26.2 million at December 31, 2016. This increase was primarily due to an increase in deposit balances for both new and existing customers. Funds are placed in interest bearing deposits with other banks until opportunities arise for high yielding loans.

#### **Investment Securities Available for Sale**

Our primary objective in managing the investment portfolio is to maintain a portfolio of high quality, highly liquid investments yielding competitive returns. We are required under federal regulations to maintain adequate liquidity to ensure safe and sound operations. We maintain investment balances based on continuing assessment of cash flows, the level of current and expected loan production, current interest rate risk strategies and the assessment of potential future direction of market interest rate changes. Investment securities differ in terms of default, interest rate, liquidity and expected rate of return risk.

We use the investment securities portfolio for several purposes. It serves as a vehicle to manage interest rate and prepayment risk, to generate interest and dividend income from investment of funds, to provide liquidity to meet funding requirements, and to provide collateral for pledging of public funds.

At March 31, 2017, our available for sale investment portfolio included U. S. Treasury Notes, Government-Sponsored Enterprises and Municipal Securities with a fair market value of \$129.3 million and an amortized cost of \$129.7 million for a net unrealized loss of approximately \$400,000. At March 31, 2017 and December 31, 2016, our investment securities portfolio represented approximately 30.16% and 28.00% of our total assets, respectively. The average yield on our investment securities was 2.00% and 1.99% at March 31, 2017 and December 31, 2016, respectively.

We had three Municipal Securities totaling \$1.0 million that matured in the three months ended March 31, 2017. We purchased two Government Sponsored Enterprises with a face value of \$10.0 million during the three months ended March 31, 2017.

**Loans**

We focus our lending activities on small and middle market businesses, professionals and individuals in our geographic markets. Substantially all of our loans were to borrowers located in our market area of Charleston, Dorchester and Berkeley Counties of South Carolina.

Net loans decreased \$5.1 million, or 2.00%, to \$251.6 million at March 31, 2017 from \$256.7 million at December 31, 2016. While loan demand remains consistent, we believe the decrease in net loans is due to an increase in loan payoffs related to the sale of real estate and decrease in the usage of lines of credit.

The following table is a summary of our loan portfolio composition (net of deferred fees of \$140,127 at March 31, 2017 and \$136,446 at December 31, 2016) and the corresponding percentage of total loans as of the dates indicated.

	March 31, 2017		December 31, 2016	
	Amount	Percent	Amount	Percent
Commercial loans	\$51,616,214	20.20 %	\$52,262,209	20.06 %
Commercial real estate:				
Commercial real estate – construction	1,076,143	0.42 %	1,208,901	0.46 %
Commercial real estate – other	120,843,784	47.30 %	122,968,126	47.19 %
Consumer:				
Consumer real estate	76,616,037	29.99 %	77,131,816	29.60 %
Consumer other	5,311,665	2.08 %	7,005,063	2.69 %
Total	255,463,843	100.00 %	260,576,115	100.00 %
Allowance for loan loss	(3,876,857 )		(3,851,617 )	
Total loans, net	\$251,586,986		\$256,724,498	

**Nonperforming Assets**

Nonperforming Assets include real estate acquired through foreclosure or deed taken in lieu of foreclosure, loans on nonaccrual status and TDRs. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the contractual principal or interest on the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received. Our policy with respect to nonperforming loans requires the borrower to make a minimum of six consecutive payments in accordance with the loan terms and to show capacity to continue performing into the future before that loan can be placed back on accrual status. As of March 31, 2017, we had no loans 90 days past due still accruing interest.

We consider a loan to be a TDR when the debtor experiences financial difficulties and we provide concessions such that we will not collect all principal and interest in accordance with the original terms of the agreement. Concessions can relate to the contractual interest rate, maturity date, or payment structure of the note. As part of our workout plan for individual loan relationships, we may restructure loan terms to assist borrowers facing challenges in the current economic environment. As of March 31, 2017, we determined that we had one loan totaling \$33,300 that we considered a TDR. As of December 31, 2016, we had loans totaling \$378,382 that we considered TDRs.

Nonperforming loans include all loans past due 90 days and over, certain impaired loans (some of which may be contractually current), and TDR loans that have not yet established a satisfactory period of payment performance (some of which may be contractually current). Nonperforming assets include other real estate owned, which remained unchanged compared to December 31, 2016. The balance at March 31, 2017 of \$521,943 represents one commercial property.

The following table is a summary of our nonperforming assets:

	March 31, 2017	December 31, 2016
Commercial loans	\$85,659	\$61,781
Commercial real estate - other	1,769,854	1,678,876
Consumer – other	—	964
Total nonaccrual loans	1,855,513	1,741,621
Other real estate owned	521,943	521,943
Total nonperforming assets	\$2,377,456	\$2,263,564

#### Allowance for Loan Losses

The allowance for loan losses was \$3.9 million at March 31, 2017 and December 31, 2016, or 1.52% and 1.48% of outstanding loans, respectively. At March 31, 2017 and December 31, 2016, the allowance for loan losses represented 163.07% and 170.16% of the total amount of nonperforming loans, respectively. Based on the level of coverage on nonperforming loans and analysis of our loan portfolio, we believe the allowance for loan losses at March 31, 2017 is adequate.

At March 31, 2017, impaired loans totaled \$4.2 million, for which \$2.2 million of these loans had a reserve of approximately \$1.4 million allocated in the allowance for loan losses. Comparatively, impaired loans totaled \$5.9 million at December 31, 2016, and \$2.2 million of these loans had a reserve of approximately \$1.5 million allocated in the allowance for loan losses.

During the three months ended March 31, 2017, we recorded no charge-offs and \$22,740 of recoveries on loans previously charged-off, for net recoveries of \$22,740. Comparatively, we recorded \$34,095 of charge-offs and \$8,030 of recoveries on loans previously charged-off, resulting in net charge-offs of \$26,065 for the three months ended March 31, 2016.

#### Deposits

Deposits remain our primary source of funding for loans and investments. Average interest bearing deposits provided funding for 61.07% of average earning assets for the three months ended March 31, 2017, and 65.70% for the twelve months ended December 31, 2016. The Company encounters strong competition from other financial institutions as well as consumer and commercial finance companies, insurance companies and brokerage firms located in the primary service area of the Bank. However, the percentage of funding provided by deposits has remained stable.

The breakdown of total deposits by type and the respective percentage of total deposits are as follows:

	March 31, 2017		December 31, 2016	
	Amount	Percent	Amount	<b>Percent</b>
Deposits:				
Non-interest bearing demand	\$134,728,089	34.91 %	\$126,034,478	33.83 %
Interest-bearing demand	98,021,399	25.40 %	96,260,589	25.84 %
Money market accounts	74,670,607	19.35 %	77,307,662	20.75 %
Time deposits over \$250,000	20,442,457	5.30 %	17,822,136	4.78 %
Other time deposits	24,888,719	6.45 %	26,019,121	6.98 %
Other savings deposits	33,213,468	8.61 %	29,078,865	7.81 %
Total deposits	\$385,964,739	100.00 %	\$372,522,851	100.00 %

Deposits increased 3.61% or \$13.4 million from December 31, 2016 to March 31, 2017. These increases were primarily due to larger balances in existing customer accounts as well as new accounts. Certificates of Deposit and other time deposits over \$250,000 totaled \$20.4 million and \$17.8 million at March 31, 2017 and December 31, 2016, respectively.

At March 31, 2017 and December 31, 2016, deposits with an aggregate deficit balance of \$33,630 and \$24,963, respectively were re-classified as other loans.

### **Comparison of Three Months Ended March 31, 2017 to Three Months Ended March 31, 2016**

Net income increased \$30,352 or 2.54% to \$1.2 million, or basic and diluted earnings per share of \$.25 and \$.24, respectively, for the three months ended March 31, 2017, from \$1.2 million, or basic and diluted earnings per share of \$.24 and \$.24, respectively, for the three months ended March 31, 2016. Our return on average assets and average equity for the three months ended March 31, 2017 were 1.21% and 11.96%, respectively, compared with 1.22% and 11.91%, respectively, for the three months ended March 31, 2016.

### **Net Interest Income**

Net interest income is affected by the size and mix of our balance sheet components as well as the spread between interest earned on assets and interest paid on liabilities. Net interest margin is a measure of the difference between interest income on earning assets and interest paid on interest bearing liabilities relative to the amount of interest bearing assets. Net interest income increased \$156,713 or 4.42% to \$3.7 million for the three months ended March 31, 2017 from \$3.5 million for the three months ended March 31, 2016. This increase was primarily due to interest and fee income from loans and interest bearing deposits in other banks (Federal Reserve). Average loans increased \$8.9 million or 3.53% to \$260.8 million for the three months ended March 31, 2017, compared to \$252.0 million for the three months ended March 31, 2016. The yield on average loans (including fees) was 4.99% for the three months ended March 31, 2017 and 4.84% March 31, 2016, respectively. Interest income on loans increased \$107,695 for the three months ended March 31, 2017 to \$3.1 million from \$3.0 million for the three months ended March 31, 2016.

The average balance of interest bearing deposits in other banks decreased \$7.6 million or 28.17% to \$19.5 million for the three months ended March 31, 2017, with a yield of 0.83% as compared to \$27.1 million for the three months ended March 31, 2016, with a yield of 0.53%.

### **Provision for Loan Losses**

We have established an allowance for loan losses through a provision for loan losses charged as an expense on our consolidated statements of income. We review our loan portfolio periodically to evaluate our outstanding loans and to measure both the performance of the portfolio and the adequacy for loan losses. For the three months ended March 31, 2017, we had a provision of \$2,500 compared to a provision of \$45,000 for the same period in the prior year. The decrease in the provision for loan losses was based on our analysis of the adequacy of the allowance for loan losses.

### **Non-Interest Income**

Other income decreased \$254,155 or 31.53% to \$551,874 for the three months ended March 31, 2017, from \$806,029 for the three months ended March 31, 2016. This reduction was partially due to a reduction in mortgage banking income, which decreased \$76,768 or 21.82% primarily due to a decrease in originations. In addition, for the three months ended March 31, 2016, we had realized gains of \$187,936 from the sale of investment securities. However, during the three months ended March 31, 2017, there were no sales of investment securities.

Non-Interest Expense

Non-interest expense decreased \$64,518 or 2.54% to \$2,471,630 for the three months ended March 31, 2017 from \$2,536,148 for the three months ended March 31, 2016. This decrease was primarily due to a decrease in salaries and employee benefits of \$44,818 or 2.96% from \$1,515,027 for the three months ended March 31, 2016 to \$1,470,209 for the three months ended March 31, 2017.

Income Tax Expense

We incurred income tax expense of \$546,295 for the three months ended March 31, 2017 as compared to \$567,071 during the same period in 2016. Our effective tax rate was 30.82% and 32.17% for the three months ended March 31, 2017 and 2016, respectively. The decrease in the effective tax rate during the 2017 period is a result of the Company's 2016 investment in a South Carolina Historic Rehabilitation Tax Credit.

Off Balance Sheet Arrangements

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained if deemed necessary by the Company upon extension of credit is based on our credit evaluation of the borrower. Collateral held varies but may include accounts receivable, negotiable instruments, inventory, property, plant and equipment, and real estate. Commitments to extend credit, including unused lines of credit, amounted to \$83.9 million and \$81.2 million at March 31, 2017 and December 31, 2016, respectively.



Standby letters of credit represent our obligation to a third party contingent upon the failure of our customer to perform under the terms of an underlying contract with the third party or obligates us to guarantee or stand as surety for the benefit of the third party. The underlying contract may entail either financial or nonfinancial obligations and may involve such things as the shipment of goods, performance of a contract, or repayment of an obligation. Under the terms of a standby letter, generally drafts will be drawn only when the underlying event fails to occur as intended. We can seek recovery of the amounts paid from the borrower. The majority of these standby letters of credit are unsecured. Commitments under standby letters of credit are usually for one year or less. The maximum potential amount of undiscounted future payments related to standby letters of credit at March 31, 2017 and December 31, 2016 was \$751,954 and \$793,992, respectively.

We originate certain fixed rate residential loans and commit these loans for sale. The commitments to originate fixed rate residential loans and the sales commitments are freestanding derivative instruments. We had forward sales commitments, totaling \$12.8 million at March 31, 2017, to sell loans held for sale of \$12.8 million, compared to forward sales commitments of \$4.4 million at December 31, 2016, to sell loans held for sale of \$4.7 million. The fair value of these commitments was not significant at March 31, 2017 or December 31, 2016. We had no embedded derivative instruments requiring separate accounting treatment.

Once we sell certain fixed rate residential loans, the loans are no longer reportable on our balance sheet. With most of these sales, we have an obligation to repurchase the loan in the event of a default of principal or interest on the loan. This recourse period ranges from three to nine months. Misrepresentation or fraud carries unlimited time for recourse. The unpaid principal balance of loans sold with recourse was \$14.9 million at March 31, 2017 and \$18.1 million at December 31, 2016. For the three months ended March 31, 2017 and March 31, 2016, there were no loans repurchased.

### Liquidity

Historically, we have maintained our liquidity at levels believed by management to be adequate to meet requirements of normal operations, potential deposit outflows and strong loan demand and still allow for optimal investment of funds and return on assets.

We manage our assets and liabilities to ensure there is sufficient liquidity to enable management to fund deposit withdrawals, loan demand, capital expenditures, reserve requirements, operating expenses, dividends and to manage daily operations on an ongoing basis. Funds are primarily provided by the Bank through customer deposits, principal and interest payments on loans, mortgage loan sales, the sale or maturity of securities, temporary investments and earnings.

Proper liquidity management is crucial to ensure that we are able to take advantage of new business opportunities as well as meet the credit needs of our existing customers. Investment securities are an important tool in our liquidity

management. Our primary liquid assets are cash and due from banks, federal funds sold, investments available for sale, other short-term investments and mortgage loans held for sale. Our primary liquid assets accounted for 39.91% and 36.38% of total assets at March 31, 2017 and December 31, 2016, respectively. Securities classified as available for sale, which are not pledged, may be sold in response to changes in interest rates and liquidity needs. All of the securities presently owned are classified as available for sale. Net cash provided by operations and deposits from customers have been the primary sources of liquidity. At March 31, 2017, we had unused short-term lines of credit totaling approximately \$23 million (which can be withdrawn at the lender's option). Additional sources of funds available to us for additional liquidity needs include borrowing on a short-term basis from the Federal Reserve System, increasing deposits by raising interest rates paid and liquidation of mortgage loans held for sale. We established a Borrower-In-Custody arrangement with the Federal Reserve. This arrangement permits us to retain possession of assets pledged as collateral to secure advances from the Federal Reserve Discount Window. At March 31, 2017, we could borrow up to \$76 million. There have been no borrowings under this arrangement.

Our core deposits consist of non-interest bearing accounts, NOW accounts, money market accounts, time deposits and savings accounts. We closely monitor our level of certificates of deposit greater than \$100,000 and other large deposits. We maintain a Contingency Funding Plan ("CFP") that identifies liquidity needs and weighs alternate courses of action designed to address these needs in emergency situations. We perform a quarterly cash flow analysis and stress test the CFP to evaluate the expected funding needs and funding capacity during a liquidity stress event. We believe our liquidity sources are adequate to meet our operating needs and do not know of any trends, events or uncertainties that may result in a significant adverse effect on our liquidity position. At March 31, 2017 and December 31, 2016, our liquidity ratio was 27.24% and 38.27%, respectively.

### Capital Resources

Our capital needs have been met to date through the \$10.6 million in capital raised in our initial offering, the retention of earnings less dividends paid and the exercise of stock options to purchase. Total shareholders' equity at March 31, 2017 was \$41.6 million. The rate of asset growth since our inception has not negatively impacted this capital base.

On July 2, 2013, the Federal Reserve Board approved the final rules implementing the Basel Committee on Banking Supervision's ("BCBS") capital guidelines for US banks ("Basel III"). Following the actions by the Federal Reserve, the FDIC also approved regulatory capital requirements on July 9, 2013. The FDIC's rule is identical in substance to the final rules issued by the Federal Reserve Bank.

Basel III became effective on January 1, 2015. The purpose is to improve the quality and increase the quantity of capital for all banking organizations. The minimum requirements for the quantity and quality of capital were increased. The rule includes a new common equity Tier 1 capital to risk-weighted assets ratio of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The rule also raises the minimum ratio of Tier 1 capital to risk-weighted assets from 4% to 6% and requires a minimum leverage ratio of 4%. In addition, the rule also implements strict eligibility criteria for regulatory capital instruments and improves the methodology for calculating risk-weighted assets to enhance risk sensitivity. Full compliance with all of the final rule requirements will be phased in over a multi-year schedule. The Bank's total risk-based capital ratio at March 31, 2017 and December 31, 2016 was 15.78% and 15.36%, respectively.

At March 31, 2017, the Company and the Bank were categorized as "well capitalized" under Basel III. To be categorized as "well capitalized" the Company and the Bank must maintain minimum total risk based, Tier 1 risk based, common equity Tier 1 risk based capital and Tier 1 leverage ratios of 10%, 8.0%, 6.5% and 5%, respectively, and to be categorized as "adequately capitalized," the Company and the Bank must maintain minimum total risk based, Tier 1 risk based, common equity Tier 1 risk based capital, and Tier 1 leverage ratios of 8%, 6%, 4.5%, and 4.0%, respectively.

We are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory – and possibly additional discretionary – actions by regulators that, if undertaken, could have a material effect on the financial statements. We must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Current and previous quantitative measures established by regulation to ensure capital adequacy require that we maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets and to average assets. Management expects that the capital ratios for the Company and the Bank under Basel III will continue to exceed the well-capitalized minimum capital requirements.

The Company had no material commitments for capital expenditures as of March 31, 2017 and December 31, 2016, respectively.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not required.

### **Item 4. Controls and Procedures**

#### Evaluation of disclosure controls and procedures and internal controls and procedures for financial reporting

An evaluation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities and Exchange Act of 1934 as amended (the "Act") was carried out as of March 31, 2017 under the supervision and with the participation of the Bank of South Carolina Corporation's management, including its President/Chief Executive Officer and the Chief Financial Officer/Senior Vice President and several other members of the Company's senior management. Based upon that evaluation, Bank of South Carolina Corporation's management, including the President/Chief Executive Officer and the Chief Financial Officer/Senior Vice President concluded that, as of March 31, 2017, the Company's disclosure controls and procedures were effective in ensuring that the information the Company is required to disclose in the reports filed or submitted under the Act has been (i) accumulated and communicated to management (including the President/Chief Executive Officer and Chief Financial Officer/Senior Vice President) to allow timely decisions regarding required disclosure, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of published financial statements in accordance with generally accepted accounting principles.

Under the supervision and with the participation of management, including the President/Chief Executive Officer and the Chief Financial Officer/Senior Vice President, the Company's management has evaluated the effectiveness of its internal control over financial reporting as of March 31, 2017, based on the 2013 framework established in a report entitled "*Internal Control-Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2017. Based on this assessment, management believes that as of March 31, 2017, the Company's internal control over financial reporting was effective. There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended March 31, 2017, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Audit and Compliance Committee, composed entirely of independent Directors, meets periodically with management, the Bank's Compliance Officer, Risk Management Officer and Elliott Davis Decosimo, LLC (separately and jointly) to discuss audit, financial and related matters. Elliott Davis Decosimo, LLC, the Compliance Officer, and the Risk Management Officer have direct access to the Audit and Compliance Committee.

## **Part II. Other Information**

### **Item 1. Legal Proceedings**

In our opinion, there are no other legal proceedings pending other than routine litigation incidental to our business involving amounts which are not material to our financial condition.

**Item 1A. Risk Factors**

Not required.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosure**

None.

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**Item 5. Other Information**

None.

**Item 6. Exhibits**

1. The Consolidated Financial Statements are included in this Form 10-Q and listed on pages as indicated.

	<u>Page</u>
(1) Consolidated Balance Sheets	3
(2) Consolidated Statements of Income	4
(3) Consolidated Statements of Comprehensive Income	5
(4) Consolidated Statements of Shareholders' Equity	6
(5) Consolidated Statements of Cash Flows	7
(6) Notes to Consolidated Financial Statements	8-26

Exhibits

2.0 Plan of Reorganization (Filed with 1995 10-KSB)

3.0 Articles of Incorporation of the Registrant (Filed with 1995 10-KSB)

3.1 By-laws of the Registrant (Filed with 1995 10-KSB)

3.2 Amendments to the Articles of Incorporation of the Registrant (Filed with Form S on June 23, 2011)

4.0 2016 Proxy Statement (Filed with 2015 10-K)

10.0 Lease Agreement for 256 Meeting Street (Filed with 1995 10-KSB)

10.1 Sublease Agreement for Parking Facilities at 256 Meeting Street (Filed with 1995 10-KSB)

10.2 Lease Agreement for 100 N. Main Street, Summerville, SC (Filed with 1995 10-KSB)

10.3 Lease Agreement for 1337 Chuck Dawley Blvd., Mt. Pleasant, SC (Filed with 1995 10-KSB)

10.4 Lease Agreement for 1071 Morrison Drive, Charleston, SC (Filed With 2010 10-K)

Lease Agreement for 1071 Morrison Drive, Charleston, SC (Filed with September 30, 2014 10-Q)

10.5 1998 Omnibus Stock Incentive Plan (Filed with 2008 10-K/A)

10.6 Employee Stock Ownership Plan (Filed with 2008 10-K/A)

Employee Stock Ownership Plan, Restated (Filed with 2011 Proxy Statement)

10.7 2010 Omnibus Incentive Stock Option Plan (Filed with 2010 Proxy Statement)

10.8 Lease Agreement for Highway 78 Ingleside Boulevard North Charleston, SC (Filed with 2013 10-K)

10.9 Assignment and Assumption of Lease Agreement for Highway 78 Ingleside Boulevard North Charleston, SC (Filed with 2015 10-K)

10.10 First Amendment to Lease Agreement for Highway 78 Ingleside Boulevard North Charleston, SC (Filed with 2015 10-K)

10.11 Second Amendment to Lease Agreement for Highway 78 Ingleside Boulevard North Charleston, SC (Filed with 2015 10-K)

10.12 Extension to Lease Agreement for 256 Meeting Street

14.0 Code of Ethics (Filed with 2004 10-KSB)

21.0 List of Subsidiaries of the Registrant (Filed with 1995 10-KSB)

The Registrant's only subsidiary is The Bank of South Carolina (Filed with 1995 10-KSB)

31.1 Certification pursuant to Rule 13a-14(a)/15d-14(a) by Chief Executive Officer

31.2 Certification pursuant to Rule 13a-14(a)/15d-14(a) by Chief Financial Officer

32.1 Certification pursuant to Section 1350

32.2 Certification pursuant to Section 1350

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document



**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Bank of South Carolina Corporation

May 11, 2017

By:/s/ Fleetwood S. Hassell  
Fleetwood S. Hassell  
President/Chief Executive Officer

By:/s/ Eugene H. Walpole, IV  
Eugene H. Walpole, IV  
Chief Financial Officer/  
Senior Vice President