

COPY

FR Y-6
OMB Number 7100-0297
Approved for Release on 03/31/2015
Page 1 of 2
RECEIVED

Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies—FR Y-6 RICHMOND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

December 31, 2013

Month / Day / Year

I, **Brian J. Smith**

Reporter's Name, Street, and Mailing Address

Atlantic Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman of the Board of Directors

PO Box 3077

Title of the Holding Company Director and Official

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

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Bluffton SC 29910

City State Zip Code

One Sheridan Park Circle, Bluffton SC 29910

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Michelle M. Pennell

CFO

Name

Title

843-707-0170

Area Code / Phone Number / Extension

843-815-7115

Area Code / FAX Number

mpennell@atlanticcommunitybank.com

E-mail Address

www.atlanticcommunitybank.com

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

Signature of Holding Company Director and Official

03/26/2014

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report

will be sent under separate cover

is not prepared

For Federal Reserve Bank Use Only

RSSD ID **3393794**

C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FRY-6

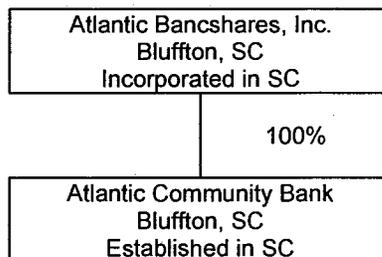
**Atlantic Bancshares, Inc.
One Sheridan Park Circle
PO Box 3077
Bluffton, SC 29910**

Fiscal year ended December 31, 2013

Report Item

1. The bank holding company prepares an annual report for its securities holders.

2(a). Organizational Chart



2(b). Submitted via email on 03/14/2014

3. Securities holders > 5%

- 3.1 Woods Holding, Inc., 29.54% - common stock and preferred stock
Ridgeland, SC USA
@12/31/2013 = 654,317 common stock owned plus 1,230 AAA preferred stock and 126,000 vested stock options = 781,847

- 3.2 None

4. Insiders (see attached)

Form FRY-6
Atlantic Bancshares, Inc.
Fiscal year ended December 31, 2013

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 20% or more of voting securities are held (List names of companies and percentage of voting securities held)
Gary C. Davis Bluffton, SC USA	Insurance	Director	Director Atlantic Community Bank	N/A	1.1%	N/A	N/A
Frederick Anthony Nimmer, III Bluffton, SC USA	Seed Producer	Director	Director Atlantic Community Bank	President - Nimmer Turf & Tree Farm President - Nimmer Equipment Rental Co. President - Nimmer Smart Tract, LLC Partner Carolina Seed Farm, LLC Vice-President - Turfmasters, Inc. Vice-President - Carolina Pellet Mill, LLC Vice-President - Champion Fuel Pellets, LLC	3.5%	N/A	40% - Nimmer Turf & Tree Farm 50% - Nimmer Equipment Rental Co. 50% - Nimmer Smart Tract, LLC 50% Carolina Seed Farm, LLC 50% - Turfmasters, Inc. 40% - Carolina Pellet Mill, LLC 40% - Champion Fuel Pellets, LLC
Robyn Josselson Shirley Bluffton, SC USA	Practice Manager	Director	Director Atlantic Community Bank	Practice Manager - Southeastern Oral and Maxillofacial Surgery Center, Inc. Member - Bluffton Plantation Group Co-owner - Sago Management, LLC	1.2%	N/A	25% - Bluffton Plantation Group 50% - Sago Management, LLC
Brian J. Smith Bluffton, SC USA	Dentist	Director & Chairman	Director & Chairman Atlantic Community Bank	Owner, President - Palmetto Dental Arts, PA Member - Combahee Holdings, LLC Manager/Member - Alljoy Investors, LLC Member - Old Village Square, LLC Member - All Joy Investors 2, LLC Member - Shallow Water Investors, LLC Member - 163 Bluffton Road, LLC Owner Sandbar Insurance	3.5%	N/A	100% - Palmetto Dental Arts, PA 33% - Combahee Holdings, LLC 50% - Alljoy Investors, LLC 50% - Old Village Square, LLC 50% Alljoy Investors 2, LLC 25% Shallow Water Investors, LLC 33% 163 Bluffton Road, LLC 100% Sandbar Insurance

Form FRY-6
 Atlantic Bancshares, Inc.
 Fiscal year ended December 31, 2013

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Interests in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 1% or more of voting securities are held (List names of companies and percentage of voting securities held).
				Member Sandbar Investors, LLC			100% Sandbar Investors LLC
				Member - Bluffton Plantation Group			25% - Bluffton Plantation Group

Form FRY-6
Atlantic Bancshares, Inc.
Fiscal year ended December 31, 2013

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Edgar L. Woods Bluffton, SC USA	Grain Brokerage	Director & Vice Chairman	Director & Vice Chairman Atlantic Community Bank	President - Palmetto Grain Brokerage, LLC President - Performance Ag, LLC Partner - S.C. Ag Group President - Woods Holdings, LLC	29.5%	N/A	95% - Palmetto Grain Brokerage, LLC 100% - Performance Ag, LLC 50% - S.C. Ag Group 100% - Woods Holdings, LLC
Michelle M. Pennell Bluffton, SC USA	N/A	Chief Financial Officer & EVP	Chief Financial Officer & EVP Atlantic Community Bank	Managing Member Blue Crab Investors, LLC	1.2%	N/A	95% Blue Crab Investors, LLC
Robert L. McKinney Bluffton, SC USA	N/A	Chief Executive Officer & Pres.	Chief Executive Officer & Pres. Atlantic Community Bank	N/A	0.1%	N/A	N/A
Todd D. Hoke Bluffton, SC USA	N/A	Chief Credit Officer & EVP	Chief Credit Officer & EVP Atlantic Community Bank	N/A	1.5%	N/A	N/A

Results: A list of branches for your holding company: ATLANTIC BANCSHARES, INC. (3393784) of BLUFFTON, SC.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Emailed 2/14/14

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments
OK		Full Service (Head Office)	3393785		ATLANTIC COMMUNITY BANK	ONE SHERIDAN PARK CIRCLE	BLUFFTON	SC	29910	BEAUFORT	UNITED STATES	438889	0	ATLANTIC COMMUNITY BANK		3393785	
OK		Full Service	3689394		HILTON HEAD ISLAND BRANCH	1 CORPUS CHRISTIE PLACE, SUITE 108	HILTON HEAD ISLAND	SC	29928	BEAUFORT	UNITED STATES	468484	1	ATLANTIC COMMUNITY BANK		3393785	