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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6  
FRB RICHMOND

MAR 17 2014

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, Thomas H. Lyles

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address

Tidelands Bancshares, Inc.

Legal Title of Holding Company

875 Lowcountry Blvd.

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

Mt. Pleasant

SC

29464

City

State

Zip Code

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:

John D. Dalton

Controller, VP and PFO

Name

Title

843-284-1186

Area Code / Phone Number / Extension

843-513-1654

Area Code / FAX Number

jdalton@tidelandsbank.com

E-mail Address

www.tidelandsbank.com

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

Signature of Holding Company Director and Official

3/12/14

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 3185476  
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

*John Dalton*

**Form FR Y-6**  
**Tidelands Bancshares, Inc.**  
**December 31, 2013**

**Report Item**

- 1: a. Tidelands Bancshares has filed a 10-K with the SEC.
- b. Tidelands Bancshares incorporated its annual report for shareholders in the 10-K.
- 2: Organization Chart
- a. Tidelands Bancshares, Inc. Employee Stock Ownership Plan in Mt. Pleasant, South Carolina is the trust designed to invest in common stock of Tidelands Bancshares, Inc. Tidelands Bancshares, Inc. and was incorporated in South Carolina. Employee Stock Ownership Plan holds 5.90% of shares in Tidelands Bancshares, Inc. Every entity in the Organization chart was incorporated in the state of South Carolina
- b. Tidelands Bancshares, Inc. in Mt. Pleasant, South Carolina is the holding company and was incorporated in South Carolina.
- c. Tidelands Bank in Mt. Pleasant, South Carolina is a 100% wholly-owned subsidiary of Tidelands Bancshares, Inc. and was incorporated in South Carolina.
- d. Tidelands Statutory Trust I in Mt. Pleasant, South Carolina is a 100% grantor trust. The grantor is Tidelands Bancshares, Inc. and was incorporated in South Carolina.
- e. Tidelands Statutory Trust II in Mt. Pleasant, South Carolina is a 100% grantor trust. The grantor is Tidelands Bancshares, Inc. and was incorporated in South Carolina.
3. Shareholders

<b>Current Shareholders with ownership, control or holdings of 5% or more with power to vote <u>as of</u> December 31, 2013</b>		
<b>(1)(a) Name and Address (City, State, Country)</b>	<b>(1)(b) Country of Citizenship Or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>
Tidelands Bancshares, Inc. Employee Stock Ownership Plan Mt. Pleasant, SC	United States	251,635 -5.90% Common Stock

<b>Current Shareholders with ownership, control or holdings of 5% or more with power to vote <u>during</u> the year 2013 but not <u>as of</u> December 31, 2013</b>		
<b>(1)(a) Name and Address (City, State, Country)</b>	<b>(1)(b) Country of Citizenship Or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>
Financial Stocks Capital Partners Cincinnati, OH	United States	300,000 - 7.01% Common Stock

**TARP Information:**

US Treasury  
Washington, DC  
USA

571,821-13.4%--No Warrants have been exercised as of December 31, 2013.

**Results:** A list of branches for your holding company: TIDELANDS BANCSHARES, INC. (3185476) of MOUNT PLEASANT, 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.

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)	3185485	TIDELANDS BANK	875 LOWCOUNTRY BLVD	MOUNT PLEASANT	SC	29464	CHARLESTON	UNITED STATES	366253	0	TIDELANDS BANK	3185485	
OK		Full Service	3783920	BLUFFTON BRANCH	52 BURNT CHURCH ROAD	BLUFFTON	SC	29910	BEAUFORT	UNITED STATES	475443	4	TIDELANDS BANK	3185485	
OK		Full Service	3718230	WEST ASHLEY BRANCH	946 ORLEANS ROAD	CHARLESTON	SC	29407	CHARLESTON	UNITED STATES	478789	6	TIDELANDS BANK	3185485	
OK		Full Service	3679667	PARK WEST BRANCH	1100 PARK WEST BLVD	MOUNT PLEASANT	SC	29466	CHARLESTON	UNITED STATES	466319	3	TIDELANDS BANK	3185485	
OK		Full Service	3798193	MURRELLS INLET BRANCH	11915 PLAZA DRIVE	MURRELLS INLET	SC	29576	HORRY	UNITED STATES	478321	5	TIDELANDS BANK	3185485	
OK		Full Service	3633678	MYRTLE BEACH BRANCH	1312 PROFESSIONAL DRIVE	MYRTLE BEACH	SC	29577	HORRY	UNITED STATES	451801	2	TIDELANDS BANK	3185485	
OK		Full Service	3633669	SUMMERSVILLE BRANCH	1510 OLD TROLLEY ROAD	SUMMERSVILLE	SC	29485	DORCHESTER	UNITED STATES	444324	1	TIDELANDS BANK	3185485	

**Form FR Y-6**  
**Tidelands Bancshares, Inc.**  
**December 31, 2013**

4. Directors and Officers

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with BHC	(3)(a) Title and Position with BHC	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of other companies if 25% or more of voting securities are held
Mike W. Burrell Summerville, SC	Retired Educator	Director	Director Tidelands Bank	Retired	1.29%	N/A	N/A
Alan D. Clemmons Myrtle Beach, SC	Attorney	Director	Director Tidelands Bank	Sole shareholder, Clemmons Law Firm LLC	1.45%	N/A	Clemmons Law Firm 100% Lenabelle Enterprises, Inc. 50%, Resort Title Co., Inc. 100% > E&P Transportation, Inc. 100% > E&P Equipment Leasing, Inc. 100%
John W. Gandy, CPA Murrells Inlet, SC	Certified Public Accountant/ Consultant	Director	Director Tidelands Bank	Owner Gandy CPA Group, Partner, various real estate investment groups	0.19%	N/A	Gandy Associates, LLC 50% , DG Investments, LLC 50%, GG Funding, LLC 50%, John W. Gandy, CPA, P.A. 100%, Creative Leisure Ventures, LLC 83%, Old Field Investments, LLC 25%, Flip It, LLC 50%, Office Developers, LLC 50%, Hospitality Lodging, Inc. 35% , Myrtle Beach Vacation Rentals, Inc. 33 1/3%

**Form FR Y-6**  
**Tidelands Bancshares, Inc.**  
**December 31, 2013**

4. Directors and Officers, continued

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with BHC	(3)(a) Title and Position with BHC	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of other companies if 25% or more of voting securities are held
Thomas H. Lyles Mt. Pleasant, SC	N/A	President and CEO	President and CEO Tidelands Bank	N/A	2.15%	N/A	N/A
Robert H. Mathewes, Jr. Mt. Pleasant, SC	N/A	EVP and Chief Community Banker	Executive VP/ Chief Community Banker	N/A	0.48%	N/A	N/A
John T. Parker, Jr. Mt. Pleasant, SC	Parker Marine Contracting Corp.	Director	Director Tidelands Bank	VP, Parker Marine Contracting Corp.	0.70%	N/A	Parker Marine Contracting Corp 90% Partner, P&P Investors 100%
Mary V. Propes Charleston, SC	MVP Group International, Inc.	Director	Director Tidelands Bank	CEO MVP Group International, Inc.	0.46%	N/A	Van Deventer Family, LLC 100%, Van De Venter Investments, Inc. 50%, MTT Holding Corp., LLC 100% (Individually & with Van Deventer Family, LLC), Masters Consultants SC, Inc. 100%, MVP Textiles & Apparel, Inc. 60%, MVP Granite and Flooring, LLC 33 1/3%, MVP Funding, LLC 33%.

**Form FR Y-6**  
**Tidelands Bancshares, Inc.**  
**December 31, 2013**

4. Directors and Officers, continued

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with BHC	(3)(a) Title and Position with BHC	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of other companies if 25% or more of voting securities are held
Tanya D. Robinson Summerville, SC	Dorchester District Two Schools	Director	Director Tidelands Bank	Elected member of Board of Trustees for Dorchester District Two Schools	0.71%	N/A	N/A
Milon C. Smith Mt. Pleasant, SC	N/A	EVP and CCO	Executive VP/CCO Tidelands Bank	N/A	0.28%	N/A	N/A
Larry W. Tarleton Charleston, SC	Retired, The Post and Courier	Director	Director Tidelands Bank	Retired Publisher The Post and Courier	1.37%	N/A	N/A
John D. Dalton Mt. Pleasant, SC	N/A	Controller, VP and PFO/PAO	Controller, VP and PFO/PAO	N/A	0.12%	N/A	N/A