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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

FRB RICHMOND



Annual Report of Holding Companies—FR Y-6

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.

I, **David E. Anderson**

Name of the Holding Company Director and Official
Director

Title of the Holding Company Director and Official

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

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

Signature of Holding Company Director and Official

03/18/2015

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 1138197
C.I. _____

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

December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Anderson Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 310

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

Mullins SC 29574

City State Zip Code

101 N. Main Street, Mullins, SC 29574

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

N. Dean Goewey VP / CFO

Name Title

843-464-3557

Area Code / Phone Number / Extension

843-464-9074

Area Code / FAX Number

deang@abbank.com

E-mail Address

www.abbank.com

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

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

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

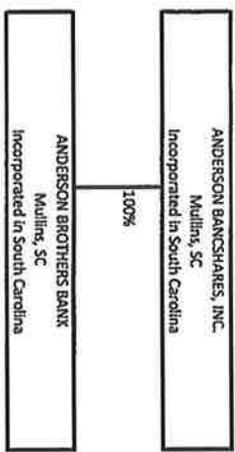
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Report Item 1: Annual Report to Shareholders

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

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

Submitted via Email on 3/18/2015

Results: A list of branches for your holding company: **ANDERSON BANCSHARES, INC. (1138197) of MULLINS, SC.**
 The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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)	6329	ANDERSON BROTHERS BANK	101 NORTH MAIN STREET	MULLINS	SC	29574	MARION	UNITED STATES	6346	0	ANDERSON BROTHERS BANK	6329	
OK		Full Service	886325	AYNOR BRANCH	617 8TH AVENUE	AYNOR	SC	29511	HORRY	UNITED STATES	221575	1	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3630163	CONWAY CHURCH STREET BRANCH	2651 CHURCH STREET	CONWAY	SC	29526	HORRY	UNITED STATES	451162	17	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3284717	CONWAY MAIN STREET BRANCH	500 MAIN STREET	CONWAY	SC	29526	HORRY	UNITED STATES	420249	14	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3284708	FLORENCE 2ND LOOP BRANCH	501 SECOND LOOP RD	FLORENCE	SC	29505	FLORENCE	UNITED STATES	420248	13	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3649325	FLORENCE CASHUA BRANCH	2985 SOUTH CASHUA DRIVE	FLORENCE	SC	29501	FLORENCE	UNITED STATES	474020	20	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3630172	GEORGETOWN BRANCH	706 NORTH FRASER STREET	GEORGETOWN	SC	29440	GEORGETOWN	UNITED STATES	451163	18	ANDERSON BROTHERS BANK	6329	
Close	11/28/2014	Limited Service	280129	BROAD STREET BRANCH	311 EAST BROAD ST	HEMINGWAY	SC	29554	WILLIAMSBURG	UNITED STATES	238810	8	ANDERSON BROTHERS BANK	6329	FRY-10 was filed on 2/24/15
OK		Full Service	279927	HEMINGWAY BRANCH	201 SOUTH MAIN STREET	HEMINGWAY	SC	29554	WILLIAMSBURG	UNITED STATES	10893	7	ANDERSON BROTHERS BANK	6329	
OK		Full Service	410524	JOHNSONVILLE BRANCH	133 NORTH GEORGETOWN RD	JOHNSONVILLE	SC	29555	FLORENCE	UNITED STATES	238811	9	ANDERSON BROTHERS BANK	6329	
OK		Full Service	2824826	KINGSTREE BRANCH	500 EAST MAIN ST	KINGSTREE	SC	29556	WILLIAMSBURG	UNITED STATES	238812	10	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3937880	LONGS BRANCH	71 CLOVERLEAF DRIVE	LONGS	SC	29568	HORRY	UNITED STATES	493356	22	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3649334	LORIS 701 BRANCH	302 NORTH HIGHWAY 701	LORIS	SC	29569	HORRY	UNITED STATES	465464	19	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3139929	LORIS MAIN STREET BRANCH	4230 EAST MAIN STREET	LORIS	SC	29569	HORRY	UNITED STATES	357098	11	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3139938	MARION HIGHWAY 76 BRANCH	2500 EAST HIGHWAY 76	MARION	SC	29571	MARION	UNITED STATES	221580	6	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3539109	MARION MAIN STREET BRANCH	728 NORTH MAIN STREET	MARION	SC	29571	MARION	UNITED STATES	441860	16	ANDERSON BROTHERS BANK	6329	
OK		Full Service	7924	CONSUMER BANKING BRANCH	102 NORTH MAIN ST	MULLINS	SC	29574	MARION	UNITED STATES	221579	5	ANDERSON BROTHERS BANK	6329	
OK		Full Service	3139947	MCINTYRE STREET BRANCH	232 WEST MCINTYRE STREET	MULLINS	SC	29574	MARION	UNITED STATES	221577	3	ANDERSON BROTHERS BANK	6329	
OK		Full Service	1401042	NORTH MYRTLE BEACH BRANCH	1799 HIGHWAY 17 NORTH	NORTH MYRTLE BEACH	SC	29582	HORRY	UNITED STATES	221578	4	ANDERSON BROTHERS BANK	6329	

Report Item 3: Securities holders
(2)(a)(i)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
David E Anderson Mullins, SC	USA	57,421.20 - 20.31% Common Shares
James Neal Anderson Hemigway, SC	USA	57,386.20 - 20.29% Common Shares
Thomas M Anderson Mullins, SC	USA	54,390.20 - 19.24% Common Shares
401(K) ESOP Mullins, SC	USA	34,120.21 - 12.07% Common Shares

Report Item 3: Securities holders
(2)(a)(b)(c)

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013

(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c)
None		

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

(1) Name, 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 Voting 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 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David E Anderson Mullins, SC	N/A	Director & President	Director, President & CEO (Anderson Brothers Bank)	N/A	20.31% None	None	None
James Neal Anderson Hemlingway, SC	N/A	Director & Chairman	Director, Chairman & EVP (Anderson Brothers Bank)	N/A	20.29% None	None	None
401(k) ESOP Mullins, SC	N/A	N/A	N/A	N/A	12.07% None	None	None
Thomas M Anderson Mullins, SC	N/A	Director	Director & VP (Anderson Brothers Bank)	N/A	19.24% None	None	None
Charles B Maxwell Johnsenville, SC	Dentist	N/A	Director (Anderson Brothers Bank)	President (Charles B Maxwell DMD)	0.21% None	Charles B Maxwell DMD, PA	100%
Stewart R Richardson Mullins, SC	N/A	N/A	Director & EVP (Anderson Brothers Bank)	VP/Treasurer (Mullins Fitness Center, Inc)	0.03% None	Mullins Fitness Center Inc Richlyones Rentrals LLC	50% 50%
William L Rogers III Mullins, SC	Exxon Distributor	N/A	Director (Anderson Brothers Bank)	President (Tiger Food Inc)	0.39% None	Richlyones Investments LLC Tiger Food Inc.	50% 51%
				VP (Smith Rogers Oil Company, Inc)		Smith Rogers Oil Company, Inc	48%
				VP (Tiger Mart Inc.)		Tiger Mart Inc	48%
				Treasurer (Sunny Mart Inc)		Sunny Mart Inc	25%
				President (Tiger R B Inc)		Tiger R B Inc	75%