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 9(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.

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, 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.

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

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 318547
C.I.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
N/A

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address
Tidelands Bancshares, Inc.

Legal Title of Holding Company

875 Lowcountry Blvd./P.O. Box 1087
(Mailing Address of the Holding Company)

City
Mt. Pleasant

State
SC

Zip Code
29464

Physical Location (if different from mailing address)

840 Lowcountry Blvd., Mt. Pleasant, SC 29464

Person to whom questions about this report should be directed:
John D. Dalton, Controller, VP & PFO
Name

Address

Person (URL) for the Holding Company's web page
www.tidelandsbank.com

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes
☐ No

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."
Form FR Y-6
Tidelands Bancshares, Inc.
December 31, 2014

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 4.90% 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

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2014 |
|-------------------------------------------------|--------------------------------------------------|--------------------------------------------------|
| (I)(a) Name and Address | (I)(b) Country of Citizenship Or Incorporation | (I)(c) Number and Percentage of Each Class of Voting Securities |
| None | | |

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote during the year 2014 but not as of December 31, 2014 |
|-------------------------------------------------|--------------------------------------------------|--------------------------------------------------|
| (I)(a) Name and Address | (I)(b) Country of Citizenship Or Incorporation | (I)(c) Number and Percentage of Each Class of Voting Securities |
| Tidelands Bancshares, Inc. Employee Stock Ownership Plan Mt. Pleasant, SC | United States | 209,490 -4.90% Common Stock |

TARP Information:
US Treasury
Washington, DC
USA
571,821-13.4%--No Warrants have been exercised as of December 31, 2014.
4. Directors and Officers

<table>
<thead>
<tr>
<th>(1) Names and Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with BHC</th>
<th>(3)(a) Title and Position with BHC</th>
<th>(3)(b) Title and Position with Subsidiaries</th>
<th>(3)(c) Title and Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in BHC</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List Names of other companies if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mike W. Burrell Summerville, SC</td>
<td>Retired Educator</td>
<td>Director</td>
<td>Director Tidelands Bank</td>
<td>Retired</td>
<td>1.29%</td>
<td>N/A</td>
<td>Clemmons Law Firm 100%, Lenabelle Enterprises, Inc. 50%, Resort Title Co., Inc. 100%, E&amp;P Transportation, Inc. 100%, E&amp;P Equipment Leasing, Inc. 100%</td>
</tr>
<tr>
<td>Alan D. Clemmons Myrtle Beach, SC</td>
<td>Attorney</td>
<td>Director</td>
<td>Director Tidelands Bank</td>
<td>Sole shareholder, Clemmons Law Firm LLC</td>
<td>1.45%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>John W. Gandy, CPA Murrells Inlet, SC</td>
<td>Certified Public Accountant/ Consultant</td>
<td>Director</td>
<td>Director Tidelands Bank</td>
<td>Owner Gandy CPA Group, Partner, various real estate investment groups</td>
<td>0.19%</td>
<td>N/A</td>
<td>Gandy Associates, LLC 50%, DG Investments, LLC 50%, GG Funding, LLC 90%, John W. Gandy, CPA, P.A. 100%, Leisure Ventures Capital, LLC 83%, Old Field Investments, LLC 25%, Flip It, LLC 50%, Office Developers, LLC 40%, Hospitality Lodging, Inc. 80%, Myrtle Beach Vacation Rentals, Inc. 33 1/3%, Focus Marketing Group, LLC 50%</td>
</tr>
<tr>
<td>Thomas H. Lyles Mt. Pleasant, SC</td>
<td>N/A</td>
<td>President and CEO</td>
<td>President and CEO Tidelands Bank</td>
<td>N/A</td>
<td>2.23%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Robert H. Mathewes, Jr. Mt. Pleasant, SC</td>
<td>N/A</td>
<td>EVP and Chief Community Banker</td>
<td>Executive VP/ Chief Community Banker</td>
<td>N/A</td>
<td>0.55%</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>
### 4. Directors and Officers, continued

<table>
<thead>
<tr>
<th>(1) Names and Address</th>
<th>(2) Principal Occupation if other than with BHC</th>
<th>(3)(a) Title and Position with BHC</th>
<th>(3)(b) Title and Position with Subsidiaries</th>
<th>(3)(c) Title and Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in BHC</th>
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<th>(4)(c) List Names of other companies if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>John T. Parker, Jr.</td>
<td>Parker Marine Contracting Corp.</td>
<td>Director</td>
<td>Director Parker Marine Contracting Corp.</td>
<td>VP, Parker Marine Contracting Corp.</td>
<td>0.70%</td>
<td>N/A</td>
<td>Parker Marine Contracting Corp 90% Partner, P&amp;P Investors 100%</td>
</tr>
<tr>
<td>Mary V. Propes</td>
<td>MVP Group International, Inc.</td>
<td>Director</td>
<td>Director MVP Group International, Inc.</td>
<td>CEO MVP Group International, Inc.</td>
<td>0.46%</td>
<td>N/A</td>
<td>Van Deventer Family, LLC 100%, Van Deventer Investments, Inc. 50%, MTT Holding Corp., LLC 100% (Individually &amp; with Van Deventer Family, LLC), Masters Consultants SC, Inc. 100%, MVP Textiles &amp; Apparel, Inc. 60%, MVP Granite and Marble, LLC 50%, MVP Funding, LLC 33%</td>
</tr>
<tr>
<td>Tanya D. Robinson</td>
<td>Dorchester District Two Schools</td>
<td>Director</td>
<td>Director Dorchester District Two Schools</td>
<td>Elected member of Board of Trustees for Dorchester District Two Schools</td>
<td>0.71%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Milon C. Smith</td>
<td>N/A</td>
<td>EVP and CCO</td>
<td>Executive VP/CCO Tidelands Bank</td>
<td>N/A</td>
<td>0.35%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Larry W. Tarleton</td>
<td>Retired, The Post and Courier</td>
<td>Director</td>
<td>Director Tidelands Bank</td>
<td>Retired Publisher The Post and Courier</td>
<td>1.37%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>John D. Dalton</td>
<td>N/A</td>
<td>Controller, VP and PFO/PAO</td>
<td>Controller, VP and PFO/PAO</td>
<td>N/A</td>
<td>0.16%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
A list of branches for your holding company: TIDELANDS BANKSHARES, INC (3185485) of MOUNT PLEASANT, SC.

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 brand 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 FRS contact. See the detailed instructions on this site for more information.

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://yl10online.federalreserve.gov.

FDIC UNINUM, office number, and ID_RSSD columns are for reference only. Verification of these values is not required.

### Data Action 
<table>
<thead>
<tr>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3600845</td>
<td>TIDELANDS</td>
<td>875 LOWCOUNTRY BLVD</td>
<td>MOUNT PLEASANT</td>
<td>SC</td>
<td>29464</td>
<td>CHARLESTON</td>
<td>UNITED STATES</td>
<td>366264</td>
<td>TIDELANDS BANK</td>
<td>3185485</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3783920</td>
<td>BLUFFTON</td>
<td>521 BURLY CHURCH ROAD</td>
<td>DUMFRIES</td>
<td>SC</td>
<td>29467</td>
<td>CHARLESTON</td>
<td>UNITED STATES</td>
<td>366264</td>
<td>TIDELANDS BANK</td>
<td>3185485</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3718230</td>
<td>WEST ASHLEY</td>
<td>1516 OCEANS ROAD</td>
<td>MURRELLS INLET</td>
<td>SC</td>
<td>29576</td>
<td>Horry</td>
<td>UNITED STATES</td>
<td>366264</td>
<td>TIDELANDS BANK</td>
<td>3185485</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3633678</td>
<td>SUMMERVILLE</td>
<td>1312 OLD TROLLEY ROAD</td>
<td>SUMMERVILLE</td>
<td>SC</td>
<td>29485</td>
<td>DORCHESTER</td>
<td>UNITED STATES</td>
<td>366264</td>
<td>TIDELANDS BANK</td>
<td>3185485</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>