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.

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, Robert L. McKinney
Name of the Holding Company Director and Official
Director & 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, 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 251, 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 Report (top-tier holding company’s fiscal year-end):
December 31, 2014

Month / Day / Year:
None

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

Reporter’s Name, Street, and Mailing Address
Atlantic Bancshares, Inc.
Legal Title of Holding Company
PO Box 3077
(Mailing Address of the Holding Company) Street / P.O. Box
Bluffton SC 29910
City State Zip Code

One Sheridan Park Circle, Bluffton SC 29910
Physical Location (if different from mailing address)

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

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

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.
Report Item

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

2(a). Organizational Chart

```
Atlantic Bancshares, Inc.
Bluffton, SC
Incorporated in SC

100%

Atlantic Community Bank
Bluffton, SC
Established in SC
```

2(b). Submitted via email on 02/12/2015

3. Securities holders > 5%
   3.1 Woods Holding, Inc., 25.6% - common stock and preferred stock
       Ridgeland, SC USA
       @12/31/2014 = 559,417 common stock owned plus 1,230 AAA preferred stock and 126,000 vested stock options = 686,647

   3.2 None

4. Insiders (see attached)
Results: A list of branches for your depository institution: ATLANTIC COMMUNITY BANK (ID_RSSO: 3393785).
This depository institution is held by ATLANTIC BANCSHARES, INC. (ID_RSSO: 3393794) of BLUFFTON, 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 FRS contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRS 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.

```
<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSO</th>
<th>Popular Name</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSO*</th>
<th>Comments</th>
</tr>
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<tbody>
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<td></td>
<td>Full Service (Head Office)</td>
<td>3393785</td>
<td>ATLANTIC COMMUNITY BANK</td>
<td>3393785</td>
<td>ATLANTIC COMMUNITY BANK</td>
<td>SC</td>
<td>29910</td>
<td>BEAUFORT</td>
<td>UNITED STATES</td>
<td>438889</td>
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<td>ATLANTIC COMMUNITY BANK</td>
<td>3393785</td>
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<tr>
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<td>Full Service</td>
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<td>HILTON HEAD ISLAND BRANCH</td>
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<td>HILTON HEAD ISLAND BRANCH</td>
<td>SC</td>
<td>29928</td>
<td>BEAUFORT</td>
<td>UNITED STATES</td>
<td>469484</td>
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<td>ATLANTIC COMMUNITY BANK</td>
<td>3393794</td>
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* FDIC UNINUM, Office Number, and ID_RSSO columns are for reference only. Verification of these values is not required.
Report Item 4: Insiders (1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation (if other than with Bank Holding Company)</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of legal entities)</th>
<th>Title &amp; Position with Other Businesses (include names of legal entities)</th>
<th>Percentage of Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>Voting Securities Held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gary C. Davis</td>
<td>Insurance Director</td>
<td>Director of Atlantic Community Bank</td>
<td>President of Nimmer Turf &amp; Tree Farm</td>
<td>N/A</td>
<td>4.6%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Frederick Anthony Nimmer, III</td>
<td>Seed Producer Director</td>
<td>Director of Atlantic Community Bank</td>
<td>Vice-President of Carolina Seed Farm, LLC</td>
<td>3.4%</td>
<td>N/A</td>
<td>N/A</td>
<td>40% of Nimmer Turf &amp; Tree Farm</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>President of Nimmer Equipment Rental Co.</td>
<td></td>
<td>50% of Nimmer Equipment Rental Co.</td>
<td></td>
<td>50% of Nimmer Smart Tract, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>President of Nimmer Smart Tract, LLC</td>
<td></td>
<td>50% of Nimmer Smart Tract, LLC</td>
<td></td>
<td>50% of Carolina Seed Farms, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Vice-President of Carolina Pellet Mill, LLC</td>
<td></td>
<td>50% of Carolina Pellet Mill, LLC</td>
<td></td>
<td>40% of Carolina Seed Farms, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Partner of Carolina Seed Farms, LLC</td>
<td></td>
<td>50% of Carolina Seed Farms, LLC</td>
<td></td>
<td>40% of Champion Fuel Pellets, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Vice-President of Champion Fuel Pellets, LLC</td>
<td></td>
<td>50% of Champion Fuel Pellets, LLC</td>
<td></td>
<td>40% of Champion Fuel Pellets, LLC</td>
</tr>
<tr>
<td>Robyn Jostenson Shirley</td>
<td>Practice Manager Director</td>
<td>Director of Atlantic Community Bank</td>
<td>Practice Manager of Southeastern Oral and Maxillofacial Surgery Center, Inc.</td>
<td>1.2%</td>
<td>N/A</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Member of Bluffton Plantation Group</td>
<td></td>
<td>25% of Bluffton Plantation Group</td>
<td></td>
<td>50% of Sago Management, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Co-Owner of Sago Management, LLC</td>
<td></td>
<td>50% of Sago Management, LLC</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Brian J. Smith</td>
<td>Dentist Director &amp; Chairman</td>
<td>Director &amp; Chairman of Atlantic Community Bank</td>
<td>Owner, President of Palmetto Dental Arts, PA</td>
<td>3.4%</td>
<td>N/A</td>
<td>100% of Palmetto Dental Arts, PA</td>
<td>33% of Combahee Holdings, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Member of Combahee Holdings, LLC</td>
<td></td>
<td>33% of Combahee Holdings, LLC</td>
<td></td>
<td>33% of Aljoy Investors, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Manager of Aljoy Investors, LLC</td>
<td></td>
<td>100% of Aljoy Investors, LLC</td>
<td></td>
<td>100% of Old Village Square, LLC</td>
</tr>
<tr>
<td></td>
<td>-----------------------------------------------------------------</td>
<td></td>
<td>Owner of Old Village Square, LLC</td>
<td></td>
<td>100% of Old Village Square, LLC</td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>
Atlantic Bancshares, Inc.
Fiscal year ended December 31, 2014

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

<table>
<thead>
<tr>
<th>Name(s) &amp; Address</th>
<th>PRINCIPAL OCCUPATION OF IDI’S WITHIN THE BANK HOLDING COMPANY</th>
<th>Title &amp; Position Within Bank Holding Company</th>
<th>Title &amp; Position Within Subsidiaries</th>
<th>Percentage of Shares in Bank Holding Company</th>
<th>Percentage of Shares in Subsidiaries</th>
<th>List Names of Other Companies (Includes Partnerships) Holding 5% or More of Voting Securities</th>
<th>List Names of Companies and Percentage of Voting Securities Held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Edgar J. Woods</td>
<td>Grain Brokerage</td>
<td>Director &amp; Vice Chairman</td>
<td>President - Atlantic Community Bank</td>
<td>25.6%</td>
<td>N/A</td>
<td>0% - Grain Brokerage, LLC</td>
<td>0% - Performance Ag, LLC</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>President - Performance Ag, LLC</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Partner - S.C. Ag Group</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>President - Blue Crab Investments, LLC</td>
<td></td>
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<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Managing Member - Blue Crab Investments, LLC</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Michelle M. Pennell</td>
<td>Chief Financial Officer &amp; EVP</td>
<td>Chief Financial Officer &amp; EVP</td>
<td>Managing Member - Blue Crab Investments, LLC</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert L. McKinney</td>
<td>Chief Executive Officer &amp; Pres. &amp; Director</td>
<td>Chief Executive Officer &amp; Pres. &amp; Original</td>
<td>Managing Member - Blue Crab Investments, LLC</td>
<td></td>
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</tr>
<tr>
<td>Todd D. Hoke</td>
<td>Chief Credit Officer &amp; EVP</td>
<td>Chief Credit Officer &amp; EVP</td>
<td>Managing Member - Blue Crab Investments, LLC</td>
<td></td>
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</tbody>
</table>