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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
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APR 20 2015

Board of Governors of the Federal Reserve System



FAB 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, 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 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 3393794

C.I.

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

December 31, 2014

Month / Day / Year

None

Reporter's 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

**Form FRY-6**

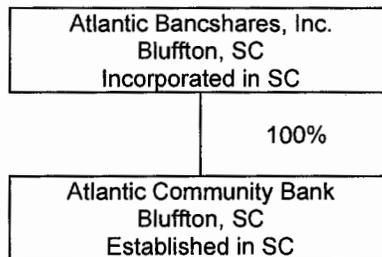
**Atlantic Bancshares, Inc.  
One Sheridan Park Circle  
PO Box 3077  
Bluffton, SC 29910**

**Fiscal year ended December 31, 2014**

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 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\_RSSD: 3393785).  
 This depository institution is held by ATLANTIC BANCSHARES, INC. (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 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)	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	469484	1	ATLANTIC COMMUNITY BANK	3393785	

Form FRY-6  
Atlantic Bancshares, Inc.  
Fiscal year ended December 31, 2014

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 25% 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	4.8%	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  Partner - Carolina Seed Farms, LLC  Vice-President - Champion Fuel Pellets, LLC	3.4%	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  50% - Carolina Seed Farms, 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  Owner - Old Village Square, LLC	3.4%	N/A	100% - Palmetto Dental Arts, PA  33% - Combahee Holdings, LLC  33% - Alljoy Investors, LLC  100% - Old Village Square, LLC

Form FRY-6  
Atlantic Bancshares, Inc.  
Fiscal year ended December 31, 2014

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(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 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
				Member - All Joy Investors 2, LLC  Member - BHBL LLC  Member - 163 Bluffton Road, LLC  Owner Sandbar Insurance  Member Sandbar Investors, LLC  Member - Bluffton Plantation Group			50% Alljoy Investors 2, LLC  33% BHBL LLC  33% 162 Bluffton Road, LLC  100% Sandbar Insurance  100% Sandbar Investors LLC  25% - Bluffton Plantation Group
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	25.6%	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. & Director	Chief Executive Officer & Pres. Atlantic Community Bank	N/A	1.9%	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