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FR Y-6  
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Approval expires December 31, 2015  
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3/27/15

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, Laurence S. Bolchoz, Jr.

Name of the Holding Company Director and Official

President, 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.

*[Handwritten Signature]*

Signature of Holding Company Director and Official

3/27/15

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  
C.I.

3823817

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

Coastal Carolina Bancshares, Inc.

Legal Title of Holding Company

1012 38th Avenue North, Suite 100

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

Myrtle Beach

SC

29577

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Allison Stout

Controller, VP

Name

Title

843-839-5667

Area Code / Phone Number / Extension

843-839-5666

Area Code / FAX Number

allison.stout@myccnb.com

E-mail Address

www.myccnb.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 FR Y-6

Coastal Carolina Bancshares, Inc.  
Myrtle Beach, SC  
Fiscal Year Ending December 31, 2014

Report Item

1. Annual Report to Shareholders

To be forwarded to the Federal Reserve Bank Richmond as soon as practicable.

2a. Organization Chart



2b. Domestic Branch Listing

Submitted via email 3/27/2015.

Results: A list of branches for your holding company: COASTAL CAROLINA BANCSHARES, INC. (3823817) of MYRTLE BEACH, 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)	3821822	COASTAL CAROLINA NATIONAL BANK	1012 38TH AVENUE NORTH, SUITE 100	MYRTLE BEACH	SC	29577	HORRY	UNITED STATES	47149D	0	COASTAL CAROLINA NATIONAL BANK	3821822	
OK		Full Service	4481214	GARDEN CITY BRANCH	2961 HIGHWAY 17 SOUTH	GARDEN CITY	SC	29576	HORRY	UNITED STATES	540586	1	COASTAL CAROLINA NATIONAL BANK	3821822	

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 Fiscal Year Ending December 31, 2014

**Report Item 3: Securities holders**

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014			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 12/31/2014		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Benjy A. Hardee North Myrtle Beach, SC	USA	163,500 - 7.5% Common stock 62,016 - 2.8% Exercisable warrants	None		
Frank A. Stewart Gastonia, NC	USA	150,000 - 6.8% Common stock			

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Fiscal Year Ending December 31, 2014

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)
William K. Bogache, M.D. Myrtle Beach, SC	Urologic Surgeon	Director	Director (Coastal Carolina National Bank)	Senior Partner - Grand Strand Urology, LLP; Medical Director - Parkway Surgery Center of Myrtle Beach	1.5%	None	None
Laurence S. Bolchoz, Jr. Myrtle Beach, SC	President/CEO, Coastal Carolina National Bank	President/CEO Director	Director (Coastal Carolina National Bank)	None	0.5%	None	None
Carl Falk Pawleys Island, SC	None	Director	Director (Coastal Carolina National Bank)	None	1.4%	None	Falk Holdings, LLC (50%) Waccamaw Property Mgmt, LLC (33%) Tidelands Holdings, LLC (33%) Falk Investments, LLC (50%)
Henrietta U. Golding Myrtle Beach, SC	Attorney	Director	Treasurer, Director (Coastal Carolina National Bank)	Attorney, Shareholder - McNair Law Firm, P.A.	1.3%	None	None
Marsha W. Griffin North Myrtle Beach, SC	Consulting	Secretary, Director	Director (Coastal Carolina National Bank)	Principal - Marsha Griffin & Associates, LLC	1.1%	None	LMG, Inc. dba The Men's Store (50%) Marsha Griffin & Associates, LLC (50%) BMBG, LLC (25%)
Gary L. Hadwin Myrtle Beach, SC	Vehicle sales and service	Director	Director (Coastal Carolina National Bank)	President & Owner - Hadwin- White Buick-GMC-Subaru, Inc	1.0%	None	Hadwin-White Buick-GMC-Subaru, Inc. (45%)
Benjy A. Hardee North Myrtle Beach, SC	Real estate development; heavy, highway site contracting	Director	Director (Coastal Carolina National Bank)	President & CEO - A.O. Hardee & Son, Inc.; President & owner - River Hills Golf & Country Club	7.5%	None	AO Hardee & Son (100%) River Hills Golf & Country Club, Inc. (100%) River Hills Limited Partnership, LLC (100%) Hardee Golf Properties, LLC (100%) Little River Group Six (43.3%) Palmetto Land Partners, LLC (49.5%) Palmetto Main Street Partners I, LLC (49.5%) Palmetto Main Street Partners II, LLC (49.5%) CHR, LLC (100%) Hardee Group Holdings, LLC (99%) Hardee Investment Holdings, LLC (90%) Hardee Real Estate Management, LLC (99%) Hardee Group Capital, LLC (100%)

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							Hardee Silver I, LLC (99.15%) H 3 Holdings, LLC (33.3%) Magnolia Drive Capital Partners, LLC (90%) RH Golf Course Ltd. Ptn., LLC (100%) Carolina Lowcountry Development, LLC (100%) Palmetto Main St. Partners, LLC (49.5%) Hardee Alabama, LLC (100%) Hardee Bahamas, LLC (100%) Crossroad Ventures, LLC (100%) HYNI, LLC (50%) Pelican Bay Partners, LLC (25%) NMB Lot Investors, LLC (25%) Kingfish Bay Partners, LLC (100%)
Nelson L. Hardwick Surfside Beach, SC	Engineering	Director	None	State Representative - State of South Carolina, Distric 106	1.0%	None	Nelson L. Hardwick & Assoc. (100%) MIVC, LLC (33.3%) Cahoots, Inc. (50%) TBC, LLC (25%)
Marilyn B. Hatley North Myrtle Beach, SC	City Mayor	Director	Secretary, Director (Coastal Carolina National Bank)	Mayor - City of North Myrtle Beach, SC	0.9%	None	DMAC Enterprises (50%)
W. John Laymon Myrtle Beach, SC	Real estate	Director	Director (Coastal Carolina National Bank)	Director of Residential Real Estate - The Jackson Companies	1.2%	None	None
Andrew H. Lesnik Myrtle Beach, SC	Advertising and public relations	Director	Director (Coastal Carolina National Bank)	President - LHWH Advertising & PR, Ir Chief Executive Officer - Sheriar Press	1.5%	None	LHWH Advertising & PR, Inc. (58%) Sheriar Press (49%) NFusion Consultancy (25%) Krynski Lesnik Partnership (50%)
Stephan C. Ouverson Murrells Inlet, SC	Attorney	Director	Director (Coastal Carolina National Bank)	Managing Partner - Parsons, Ouverson, Stark, Guest & Sandefur, PA	0.3%	None	Parsons, Ouverson, Stark, Guest & Sandefur, PA (30%) Surfside Title, Inc. (30%) Inlet Abstractors, Inc. (30%) Oceanside Title, LLC (30%) GSO, LLC (33.3%) Carolina Holdings, LLC (50%)

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Nelson L. Hardwick Surfside Beach, SC	Engineering	Director	None	State Representative - State of South Carolina, Distric 106	1.0%	None	Nelson L. Hardwick & Assoc. (100%) MIVC, LLC (33.3%) Cahoots, Inc. (50%) TBC, LLC (25%)
Marilyn B. Hatley North Myrtle Beach, SC	City Mayor	Director	Secretary, Director (Coastal Carolina National Bank)	Mayor - City of North Myrtle Beach, SC	0.9%	None	DMAC Enterprises (50%)
W. John Laymon Myrtle Beach, SC	Real estate	Director	Director (Coastal Carolina National Bank)	Director of Residential Real Estate - The Jackson Companies	1.2%	None	None
Andrew H. Lesnik Myrtle Beach, SC	Advertising and public relations	Director	Director (Coastal Carolina National Bank)	President - LHWH Advertising & PR, Ir Chief Executive Officer - Sheriar Press	1.5%	None	LHWH Advertising & PR, Inc. (58%) Sheriar Press (49%) NFusion Consultancy (25%) Krynski Lesnik Partnership (50%)
Stephan C. Ouverson Murrells Inlet, SC	Attorney	Director	Director (Coastal Carolina National Bank)	Managing Partner - Parsons, Ouverson, Stark, Guest & Sandefur, PA	0.3%	None	Parsons, Ouverson, Stark, Guest & Sandefur, PA (30%) Surfside Title, Inc. (30%) Inlet Abstractors, Inc. (30%) Oceanside Title, LLC (30%) GSO, LLC (33.3%) Carolina Holdings, LLC (50%)

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John L. Napier Pawleys Island, SC	Attorney	Treasurer, Director	Director (Coastal Carolina National Bank)	Owner - John L. Napier, LLC	1.0%	None	None
Dennis L. Wade Myrtle Beach, SC	Real estate	Chairman, Director	Director (Coastal Carolina National Bank)	President & Chief Executive Officer - The Jackson Companies	1.4%	None	None
Douglas P. Wendel Myrtle Beach, SC	Consultant	Director	Chairman of the Board, Director (Coastal Carolina National Bank)	Self-employed Consultant	2.3%	None	Battery Development (40%)
Dennis T. Worley Tabor City, NC	Attorney	Director	Director (Coastal Carolina National Bank)	Partner - Wright, Worley, Pope, Ekster, & Moss	2.5%	None	ABCD Enterprises, LLC (33.3%) Midek, LLC (33.3%) C&W Partnership (50%) Worbro Partership (50%) Flat Bay Investment Partnership (50%) DR Farms Partnership (50%) WCR Partnership (33.3%) WEC Investment (33.3%) BBCW Partners LLC (25%) BCWW Partnership (25%)