

MAR 25

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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.

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

December 31, 2015

Month / Day / Year

No LEI

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

I, Randy K. Dolyniuk

Name of the Holding Company Director and Official

Vice Chairman and President

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.

Reporter's Name, Street, and Mailing Address

CoastalSouth Bancshares, Inc.

Legal Title of Holding Company

5 Bow Circle

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

Hilton Head Island SC 29928

City State Zip Code

Same

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Justin S. Perry SVP/General Counsel

Name Title

843-341-9936

Area Code / Phone Number / Extension

843-341-9955

Area Code / FAX Number

jperry@coastalstatesbank.com

E-mail Address

www.coastalstatesbank.com

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

Signature of Holding Company Director and Official

03/22/2016

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 3274727
C.I.

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

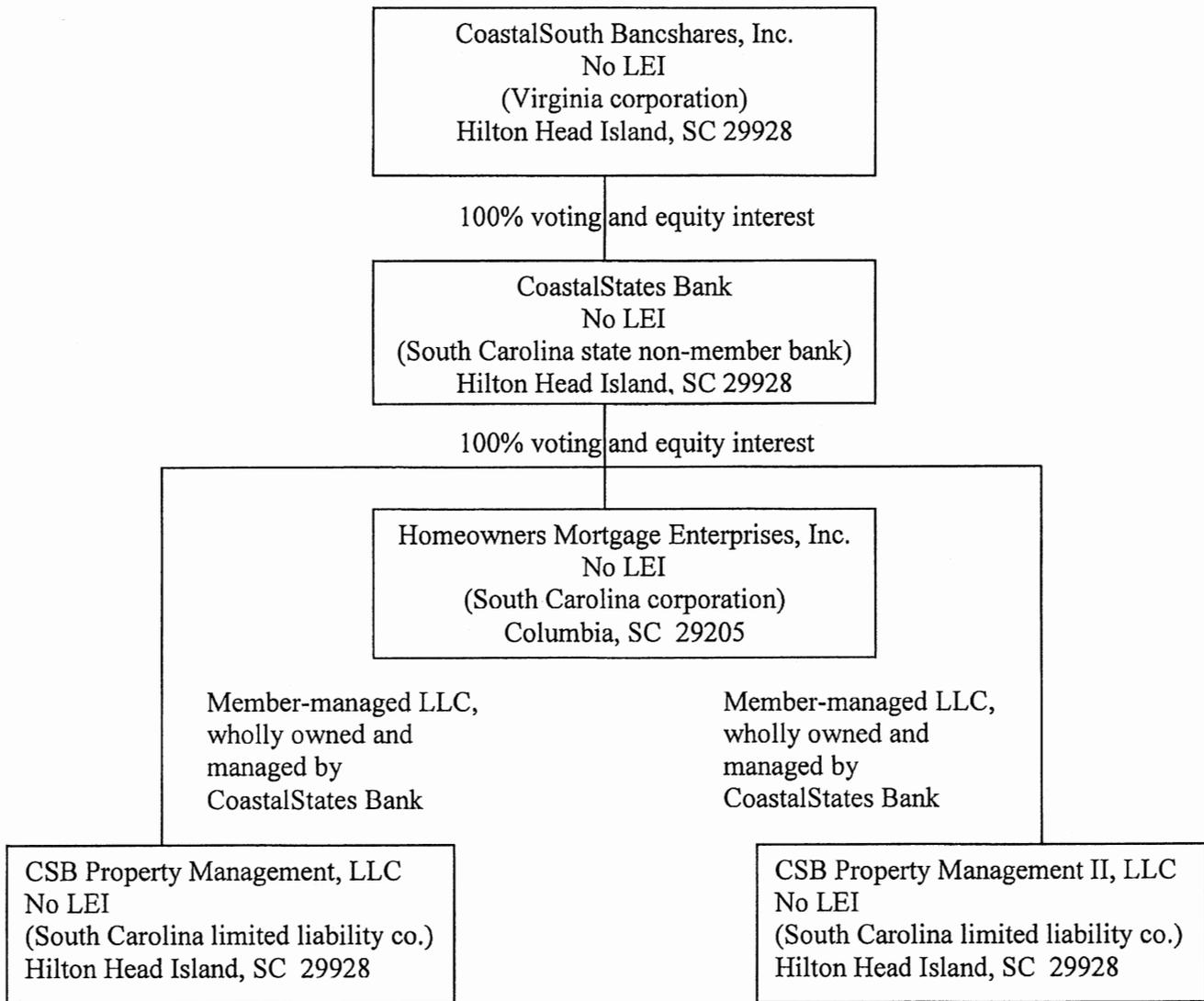
<p>N/A</p> <p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
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Form FR Y-6

CoastalSouth Bancshares, Inc.
Hilton Head Island, South Carolina
Fiscal Year Ending December 31, 2015

Report Item 2a: Organization Chart

Consolidated Organizational Chart



Results: A list of branches for your depository institution: COASTALSTATES BANK (ID_RSSD: 3274709). This depository institution is held by COASTALSOUTH BANCSHARES, INC. (3274727) of HILTON HEAD ISLAND, The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/20

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.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date.

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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page

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 email.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for the FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10.frb.org/>

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name
OK		Full Service (Head Office)	3274709	COASTALSTATES BANK
OK		Full Service	3633904	BLUFFTON BRANCH
OK		Full Service	3633913	SUN CITY BRANCH
OK		Full Service	3633892	NORTH ISLAND BRANCH

SC.
16.

on column and the date when this information first became valid in the **Effective Date** column.
ate in the **Effective Date** column.
olumn.
column and the opening or acquisition date in the **Effective Date** column.

: scaling, and/or legal sized paper.

ore information.
e e-mail.

each branch with a **Data Action** of Change, Close, Delete, or Add.
online.federalreserve.gov.

ot required.

Street Address	City	State	Zip Code	County	Country
5 BOW CIRCLE	HILTON HEAD ISLAND	SC	29928	BEAUFORT	UNITED STATES
7 THURMOND WAY	BLUFFTON	SC	29910	BEAUFORT	UNITED STATES
30 WILLIAM POPE DRIVE	BLUFFTON	SC	29909	BEAUFORT	UNITED STATES
98 MAIN STREET	HILTON HEAD ISLAND	SC	29926	BEAUFORT	UNITED STATES

FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
423465	0	COASTALSTATES BANK	3274709	
457866	3	COASTALSTATES BANK	3274709	
462477	4	COASTALSTATES BANK	3274709	
441362	1	COASTALSTATES BANK	3274709	

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CoastalSouth Bancshares, Inc.
Fiscal Year Ending
December 31, 2015

Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending: 12/31/2015

Shareholders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2015

(1)(a) Names & Address (City, State, Country)	(1b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Names & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
James S. MacLeod Hilton Head, SC USA	USA	2,690,500 ⁽¹⁾⁽²⁾ - 27.61% of Common Stock	none		
Helen Ryan Hilton Head, SC USA	USA	666,667 - 6.84% of Common Stock			

⁽¹⁾ Mr. MacLeod owns a non-controlling membership interest in Cassons, LLC, which owns 20,000 shares of common stock in the Bank Holding Company. The voting percentage shown in (1)(c) above does not include shares held by Cassons, LLC.

⁽²⁾ Mr. MacLeod also owns a non-controlling membership interest in CSouth Financial Group, LLC, which owns 415,540 shares of common stock in the Bank Holding Company. The voting percentage shown in (1)(c) above does not include shares held by CSouth Financial Group, LLC.

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CoastalSouth Bancshares, Inc.
Fiscal Year Ending
December 31, 2015

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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held	
Randy K. Dolyniuk Hilton Head, SC USA	N/A	Director & President	Chairman & CEO (CoastalStates Bank) Chairman (Homeowners Mortgage)	Member, Double D Real Estate, LLC Member, HARAGA, LLC Partner, HARAND, GP Member, Cassons LLC Member, CSouth Financial Group LLC	2.21%	none	Double D Real Estate, LLC HARAGA, LLC HARAND, GP	50% 50% 50%
James S. MacLeod Hilton Head, SC USA	N/A	Chairman & CEO	President and COO (CoastalStates Bank)	Director, Sykes Enterprises, Inc. Trustee, The Allianz Funds Trustee, University of Tampa Member, Cassons, LLC Member, CSouth Financial Group LLC	27.61%	none	Mac Abe, LLC	50%
Larry A. Page Hilton Head, SC USA	Real Estate	Director	Director (CoastalStates Bank)	Chairman and CEO, LWP Diversified Investments, Inc. Member, 19 Twin Pines LLC President, Page Custom Builders Member Cassons, LLC Member, CSouth Financial Group LLC	0.72%	none	LWP Diversified Investments Inc. Abigail Lane, LLC HK Page Investments, LLC 19 Twin Pines LLC Page Custom Builders, LLC	100% 100% 25% 50% 100%
J. Simon Fraser Hilton Head, SC USA	Attorney	Director	Director (CoastalStates Bank)	Member, Fraser and Allen, LLC Member, F&A Properties, LLC Director and Secretary, Fraser Realty Co.; President, J. Simon Fraser, P.A. Member, Cassons, LLC Member, CSouth Financial Group LLC	0.41%	none	Fraser and Allen, LLC F&A Properties, LLC J. Simon Fraser, P.A.	50% 50% 100%

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CoastalSouth Bancshares, Inc.

Fiscal Year Ending
December 31, 2015

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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held	
Scott H. Richardson Hilton Head, SC USA	Consultant	Director	Director (CoastalStates Bank)	Managing Member, Scott H. Richardson & Co, LLC Member, Cassons, LLC Member, Csouth Financial Group LLC	0.36%	none	Scott H. Richardson & Co, LLC	100%
James N. Richardson, Jr. Hilton Head, SC USA	Real Estate	Director	Director (CoastalStates Bank)	Managing Partner, Coligny Plaza LTD; Vice President and COO, Windmill Harbour Co.; Managing Member, Plantation Properties, LLC; Managing Member, Richardson Group, LLC; President and CEO, Circle Square Properties, Inc; Managing Member, Windmill Harbour Real Estate Co; Managing Member, Westbury Park Realty Member, Cassons, LLC Member, CSouth Financial Group LLC	2.27%	none	Coligny Plaza LTD Plantation Properties, LLC Richardson Group, LLC Circle Square Properties, Inc.	54% 99% 99% 100%
Ernst W. Bruderer Hilton Head, SC USA	Real Estate	Director	Director (CoastalStates Bank)	CEO & President, Overterra USA Corp; Chairman and Director, LowCountry Motors; Director, SYNCO Properties Member, Cassons, LLC Member, CSouth Financial Group LLC	1.43%	none	Overterra USA Corp Low Country Motors	100% 50%
James H. Hodges Columbia, SC USA	Attorney	Director	N/A	Attorney, McGuire Woods, LLC Consultant, McGuire Woods Consulting, LLC Member, Cassons, LLC Member, CSouth Financial Group LLC	0.17%	none	N/A	