

Board of Governors of the Federal Reserve System



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, **DAVID E. ANDERSON**

Name of the Holding Company Director and Official

DIRECTOR

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.

David E. Anderson

Signature of Holding Company Director and Official

03/28/2018

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. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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

December 31, 2017

Month / Day / Year

549300K0YPE5STTW8995

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

Reporter's Name, Street, and Mailing Address

ANDERSON BANCSHARES, INC.

Legal Title of Holding Company

101 N MAIN STREET / PO BOX 310

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

MULLINS

SC

29574

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

N. DEAN GOEWEY

EVP / CFO

Name

Title

843-464-3557

Area Code / Phone Number / Extension

843-464-9074

Area Code / FAX Number

deang@abbank.com

E-mail Address

www.abbank.com

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

Is confidential treatment requested for any portion of this report submission?

0=No
1=Yes **0**

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ☐
2. a letter justifying this request has been provided separately ... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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.

N/A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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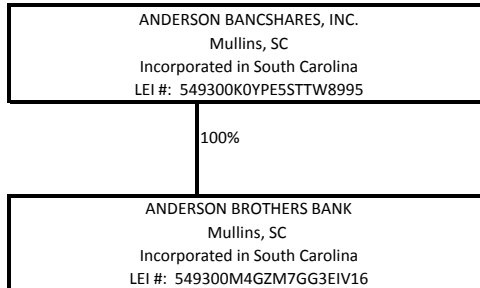
Physical Location (if different from mailing address)

Form FR Y-6
Anderson Bancshares Inc.
Mullins, South Carolina
Fiscal Year Ending December 31, 2017

Report Item 1: Annual Report to Shareholders

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

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

Submitted with FRY-6 filing

Form FR Y-6
Anderson Bancshares Inc.
Mullins, South Carolina
Fiscal Year Ending December 31, 2017

Report Item 3: Securities holders

(1)(a)(b)(c)

| Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2017 | | |
|---|--|---|
| (1)(a) Name, City, State, Country | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities |
| David E Anderson Mullins, SC | USA | 57,531.199 - 20.40% Common Shares |
| James Neal Anderson Hemingway, SC | USA | 57,476.199 - 20.38% Common Shares |
| Thomas M Anderson Mullins, SC | USA | 54,390.20 - 19.29% Common Shares |
| 401(K) ESOP Trustee - Joanne Joyner Mullins, SC | USA | 33,678.213 - 11.94% Common Shares |

Report Item 3: Securities holders

(2)(a)(b)(c)

| 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 12/31/2017. | | |
|---|--|--------|
| (2)(a) Name City, State, Country | (2)(b) Country of Citizenship or Incorporation | (2)(c) |
| None | | |
| None | | |
| None | | |
| None | | |
| None | | |

Form FR Y-6
Anderson Bancshares Inc.
Mullins, South Carolina
Fiscal Year Ending December 31, 2017

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) |
|--|--|--|---|---|--|---|---|
| David E Anderson Mullins, SC | N/A | Director & President | Director, President & CEO (Anderson Brothers Bank) | N/A | 20.40% | None | None |
| James Neal Anderson Hemingway, SC | N/A | Director & Chairman | Director, Chairman & EVP (Anderson Brothers Bank) | N/A | 20.38% | None | None |
| 401(K) ESOP Trustee: Joanne Joyner Mullins, SC | N/A | N/A | N/A | N/A | 11.94% | None | None |
| Thomas M Anderson Mullins, SC | N/A | Director | Director & VP (Anderson Brothers Bank) | N/A | 19.29% | None | None |
| N. Dean Goewey Mullins, SC | N/A | Secretary | Secretary & EVP (Anderson Brothers Bank) | N/A | 0.00% | None | None |

Results: A list of branches for your depository institution: **ANDERSON BROTHERS BANK (ID_RSSD: 6329).**
This depository institution is held by **ANDERSON BANCSHARES, INC. (1138197) of MULLINS, SC.**
The data are as of **12/31/2017.** Data reflects information that was received and processed through **01/04/2018.**

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) | 6329 | ANDERSON BROTHERS BANK | 101 NORTH MAIN STREET | MULLINS | SC | 29574 | MARION | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 886325 | AYNOR BRANCH | 617 8TH AVENUE | AYNOR | SC | 29511 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3630163 | CONWAY CHURCH STREET BRANCH | 2651 CHURCH STREET | CONWAY | SC | 29526 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3284717 | CONWAY MAIN STREET BRANCH | 500 MAIN STREET | CONWAY | SC | 29526 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3284708 | FLORENCE 2ND LOOP BRANCH | 501 SECOND LOOP RD | FLORENCE | SC | 29505 | FLORENCE | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3649325 | FLORENCE CASHUA BRANCH | 2985 SOUTH CASHUA DRIVE | FLORENCE | SC | 29501 | FLORENCE | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3630172 | GEORGETOWN BRANCH | 706 NORTH FRASER STREET | GEORGETOWN | SC | 29440 | GEORGETOWN | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 279927 | HEMINGWAY BRANCH | 201 SOUTH MAIN STREET | HEMINGWAY | SC | 29554 | WILLIAMSBURG | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 410524 | JOHNSONVILLE BRANCH | 133 NORTH GEORGETOWN RD | JOHNSONVILLE | SC | 29555 | FLORENCE | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 2824826 | KINGSTREE BRANCH | 500 EAST MAIN ST | KINGSTREE | SC | 29556 | WILLIAMSBURG | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 5085422 | LATTA BRANCH | 100 EAST MAIN STREET | LATTA | SC | 29565 | DILLON | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3937880 | LONGS BRANCH | 71 CLOVERLEAF DRIVE | LONGS | SC | 29568 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3649334 | LORIS 701 BRANCH | 302 NORTH HIGHWAY 701 | LORIS | SC | 29569 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3139929 | LORIS MAIN STREET BRANCH | 4230 EAST MAIN STREET | LORIS | SC | 29569 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3139938 | MARION HIGHWAY 76 BRANCH | 2500 EAST HIGHWAY 76 | MARION | SC | 29571 | MARION | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3539109 | MARION MAIN STREET BRANCH | 728 NORTH MAIN STREET | MARION | SC | 29571 | MARION | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 7924 | CONSUMER BANKING BRANCH | 102 NORTH MAIN ST | MULLINS | SC | 29574 | MARION | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 3139947 | MCINTYRE STREET BRANCH | 232 WEST MCINTYRE STREET | MULLINS | SC | 29574 | MARION | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 5113594 | MARKET COMMON BRANCH | 2711 AGNES LANE | MYRTLE BEACH | SC | 29577 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 4979207 | OLEANDER BRANCH | 4705 OLEANDER DRIVE | MYRTLE BEACH | SC | 29577 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 1401042 | NORTH MYRTLE BEACH BRANCH | 1799 HIGHWAY 17 NORTH | NORTH MYRTLE BEACH | SC | 29582 | HORRY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |
| OK | | Full Service | 5137385 | SUMMERVILLE BRANCH | 2139 NORTH MAIN STREET, UNIT F | SUMMERVILLE | SC | 29486 | BERKELEY | UNITED STATES | Not Required | Not Required | ANDERSON BROTHERS BANK | 6329 | |