



Revised

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)); 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, 2012**

Month / Day / Year

I, **James A. LaHaise**

Reporter's Name, Street, and Mailing Address

**Coastal Bankshares, Inc.**

Name of the Holding Company Director and Official

**President & CEO & Director**

Legal Title of Holding Company

**P.O. Box 9585**

Title of the Holding Company Director and Official

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

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.

**Savannah GA 31412-9585**

City State Zip Code

**18 W. Bryan St., Savannah, GA 31401**

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:

**Marshall Withers**

**Executive Vice President**

Name

Title

**912-201-7380**

Area Code / Phone Number / Extension

**912-201-7358**

Area Code / FAX Number

**mwithers@thecoastalbank.com**

E-mail Address

**n/a**

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

Signature of Holding Company Director and Official

**March 26, 2013**

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 **1083671**  
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

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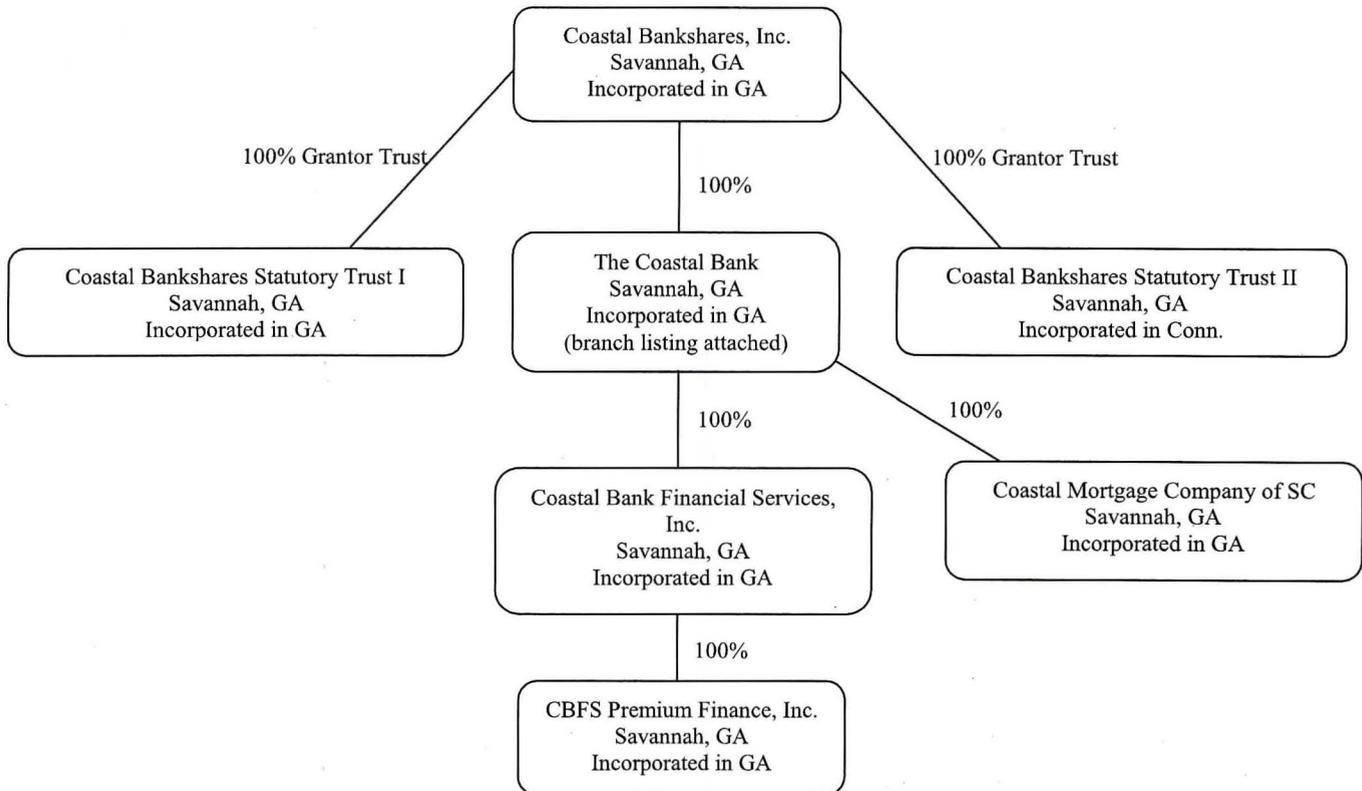
Coastal Bankshares, Inc. Savannah, Georgia  
Fiscal Year Ending December 31, 2012

**REPORT ITEM**

1. Annual Report to Shareholders (Not required to prepare form 10K with the SEC)  
The 2012 annual report is not available at this time. Coastal Bankshares, Inc. will forward two copies of its 2012 annual report to the Federal Reserve Bank of Atlanta as soon as practicable.

2.

a. Organizational Chart



b. Domestic Branch Listing (see attached)

3. Securities Holders (see attached)
4. Insiders (see attached)

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Coastal Bankshares, Inc. Savannah, Georgia

Fiscal Year Ending December 31, 2012

**Report Item 2b: Domestic Branch Listing**

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
1 OK		Full Service (Head Office)	224637	COASTAL BANK, THE	18 WEST BRYAN STREET	SAVANNAH	GA	31401	CHATHAM	UNITED STATES	13831	0	COASTAL BANK, THE	224637	
2 OK		Full Service	540935	HINESVILLE BRANCH	101 WEST HENDRY STREET	HINESVILLE	GA	31313	LIBERTY	UNITED STATES	15280	2	COASTAL BANK, THE	224637	
3 OK		Full Service	3921021	GODLEY STATION BRANCH	140 TOWNE CENTER BLVD	POOLER	GA	31332	CHATHAM	UNITED STATES	478519	9	COASTAL BANK, THE	224637	
4 OK		Full Service	2504212	POOLER BRANCH	501 WEST HIGHWAY 80	POOLER	GA	31322	CHATHAM	UNITED STATES	250335	4	COASTAL BANK, THE	224637	
5 OK		Full Service	3132126	RINCON BRANCH OFFICE	5799 HIGHWAY 21 SOUTH	RINCON	GA	31326	EFFINGHAM	UNITED STATES	365476	5	COASTAL BANK, THE	224637	
6 OK		Full Service	242538	STEPHENSON AVENUE BRANCH	412 STEPHENSON AVENUE	SAVANNAH	GA	31405	CHATHAM	UNITED STATES	253917	3	COASTAL BANK, THE	224637	

**Form FRY-6**  
**Coastal Bankshares, Inc.**  
**Fiscal Year ending December 31, 2012**

**Report Item 3: Securities Holders**

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

**Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2012**

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	
		# Shares	% Shares
BankSouth Holding Company Greensboro, GA USA	USA	308,364	9.90% Common Stock
Frederick S. Bergen Savannah, GA USA	USA	167,820	5.39% Common Stock
Daniel M. Bryant Bryant Business Interests, LP Richmond Hill, GA USA	USA	164,521	5.28% Common Stock
G. Allen Bryant Sassafras Plantation Ltd. LP Savannah, GA USA	USA	171,331	5.50% Common Stock
Michael E. Bryant Life Trust <sup>1</sup> Hinesville, GA USA G. Allan Bryant - Trustee, Savannah, GA Daniel M. Bryant - Trustee, Richmond Hill, GA Thomas J. Ratcliffe, Jr. - Trustee, Hinesville, GA	USA	210,480	6.76% Common Stock
CMJ Interests, L.P. <sup>2</sup> Savannah, GA USA	USA	565,739	18.16% Common Stock
J. Allen Davis <sup>3</sup> Savannah, GA	USA	596,739	19.16% Common Stock
James A. LaHaise Savannah, GA USA	USA	150,814 150,814 40,000	4.84% Common Stock 4.84% Warrants on common stock 1.28% Options on common stock
J. Thomas Wiley, Jr. Savannah, GA USA	USA	179,481 179,288 40,000	5.76% Common Stock 5.76% Warrants on common stock 1.28% Options on common stock
Noel A. Ellis Pooler, GA USA	USA	98,929 98,929 20,000	3.18% Common Stock 3.18% Warrants on common stock 0.64% Options on common stock

<sup>1</sup> Stock voting for the Michael E. Bryant Life Trust requires two of the three trustees' signatures.

<sup>2</sup> CMJ Interests, LP is held by two trusts of which Director J. Allen Davis and his wife Maury Davis are beneficiaries. As Co-Manager, Mr. Davis has the authority to vote the shares of common stock.

<sup>3</sup> While Mr. Davis holds no shares personally, he has power to vote 596,739 sh. (19.17%) as follows: CMJ Interests (565,739 sh. - 8.16%); Charles M. Jones Residuary Trust (30,997 sh. - 1.00%; and Maury J. Davis (258 sh. - 0.01%)

<sup>4</sup> Total Shares Common Stock as of 12/31/12 were: 3,114,789

**Report Item 3: Securities Holders**

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

**Shareholders 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 12/31/2012**

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
None		

**Form FRY-6**  
**Coastal Bankshares, Inc.**  
**Fiscal Year Ending December 31, 2012**

**Report Item 4: Insiders**

- (1) Name & Address (City, State, Country)  
(2) Principal Occupation if other than with Bank Holding Company  
(3) (a) Title & Position with Bank Holding Company  
(b) Title & Position with Subsidiaries (include names of subsidiaries)  
(c) Title & Position with Other Businesses (Include names of Other businesses)  
(4) (a) Percentage of Voting Shares Of Bank Holding Company  
(b) Percentage of Voting Shares In Subsidiaries (include names of subsidiaries)  
(c) List names of other Companies (incl. partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
J. Thomas Wiley, Jr., Atlanta, GA USA	N/A	Chairman	Chairman, The Coastal Bank;  President, Coastal Bank Financial Services, Inc.  President, CBFS Premium Finance, Inc.  President, Coastal Mortgage Company of SC	Principal –Bankers' Capital Group Board Member – GA Chamber of Commerce Board Member – State Bank Financial Corporation Vice Chairman/President – State Bank & Trust	5.76% - Common stock  5.76% Warrants on common stock  1.28% - Options on common stock	None	N/A
Frederick S. Bergen, Savannah, GA USA	Attorney	Director Vice Chairman	N/A	President , Bergen and Bergen, PC President, First City Aviation, Inc. President, Leg, Inc. Board Member – Savannah Association for the Blind and Low Vision	5.39% - Common stock	N/A	Bergen & Bergen – 100% First City Aviation, Inc. – 100% Leg, Inc.- 100%
Fraser Bowen Richmond Hill, GA USA	Manufacturer Bear River Industries, Inc.	Director	N/A	President, Bear River Industries, Inc. Member – The Kilkenny Group, LLC Board Member – Glenn E. & Trudie P. Bryant Foundation Board Member – Bryant Commons Joint Management Board	1.30% - Common stock	N/A	Bear River Industries, Inc. – 100% The Kilkenny Group, LLC – 25%
CMJ Interests, LP, Savannah, GA USA	N/A	Principal Shareholder	N/A	None	18.16% <sup>(1)</sup>	N/A	N/A
J. Allen Davis Savannah, GA USA	Manager	Director, Secretary – BOD	N/A	Manager, Coastal Asset Management, LLC Manager, Rural Broadband, LLC Manager, Sunbury Landing, LLC Manager, Dorchester Plantation, LLC Manager, 27 Bull Street, LLC Manager, Johnson Square Financial Center, LLC Manager, A&M Development, LLC Manager, Ossabaw, LLC Co-Manager, CMJ Interests, LP Trustee, Charles M. Jones Residuary Trust	19.16% <sup>(2)</sup>	N/A	Coastal Asset Management, LLC – 50% Rural Broadband, LLC –50% Sunbury Landing, LLC –50% Dorchester Plantation, LLC – 50% 27 Bull Street, LLC – 50% Johnson Square Financial Center – 50% A&M Development, LLC –50% Ossabaw, LLC – 50% CMJ Interests, LP – 100% Charles M. Jones Residuary Trust – 100%
Noel A. Ellis Pooler, GA USA	N/A	Executive Vice President	Executive Vice President and Chief Credit Officer,-The Coastal Bank	N/A	3.18% - Common stock  3.18% - Warrants on common stock  0.64% - Options on common stock	N/A	N/A

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Billy N. Jones Midway, GA USA	Attorney	Director	N/A	Partner – Jones, Osteen & Jones Partner – Osteen & Jones Sec./Treasurer – The Wayne Group Vice President – Liberty Financial Services, Inc. Vice President/Director –Walthourville Group, Inc. South Newport, Inc. (percentage Ownership) Member – Causeway Group, LLC Vice President/Director –Hidden Glenn, Inc. Vice President/Director – Wilson Ave., Good Store, Inc. Vice President/Director – Medway Ventures, Inc. Dodd, Jones & Osteen (percentage ownership) Causeway Group Food Stores, Inc. (percentage ownership) Member – Wilson Ave. Group, LLC Member – Hinesville Group, LLC Pooler Laxmi, Inc. (no title / position)	1.73%		Jones, Osteen & Jones (more than 25%) Osteen & Jones – 50% Walthourville Group, Inc. – 27.5% Causeway Group, LLC –50% Hidden Glenn, Inc. – 25% Wilson Ave., Good Store, Inc. – 33.33% Dodd, Jones & Osteen – 25% Causeway Group Food Stores, Inc. – 44% Wilson Ave. Group, LLC –33% Hinesville Group, LLC – 25%
James A. LaHaise Savannah, GA USA	N/A	President & CEO & Director	President and Chief Executive Officer – The Coastal Bank	Member - Sybo Composites, LLC Southeastern HealthPlus, Inc. (No title/position) Member - Medical Solutions Management, LLC Board Member – Savannah Tech Foundation Board Member – The Savannah Chamber of Commerce	4.84% - Common stock 4.84% - Warrants on common stock 1.28% - Options on common stock	N/A	Sybo Composites, LLC –25% Southeastern Health Plus, Inc. – 33% Medical Solutions Management – 33%
G. Mike Odom, Jr. Richmond Hill, GA USA	N/A	Executive Vice President and Chief Financial Officer	Executive Vice President And Chief Operating Officer, The Coastal Bank	Member, The Mulberry Co., LLC Member, Tivoli Properties, LLC Member, Great Oaks Holdings, LLC Member, Briancrest Water Works, LLC Sole Trustee – G. M. Odom, Sr. Educational Trust Board Member – Stuckey Timber-land Corporation Vice Chairman – Citizens Corporation	2.04% - Common stock 1.99% - Warrants on common stock 0.32% - Options on common stock	N/A	The Mulberry Co., LLC – 25% Tivoli Properties, LLC – 25% Briancrest Water Works, LLC – 25% Great Oaks Holdings, LLC –100%
Thomas J. Ratcliffe, Jr., Hinesville, GA USA	Attorney	Director	N/A	Trustee, The Michael E. Bryant Life Trust President, Ratcliffe & Smith, PC BLT Development Co.(no title/position) Ratcliffe Holdings, LLC (no title/position) Board Member – Hinesville Downtown Development Auth. Board Member – Glenn E. and Trudie P. Bryant Foundation Board Member – Georgia Military Affairs Coordinating Committee Board Member – Savannah Technical College Board St. Catherines Island Foundation, Inc. (no title/position) Coastal Georgia Regional Commission (no title/position)	1.09%	N/A	Ratcliffe & Smith, PC – 50% Ratcliffe Holdings, LLC – 50%
Harold R. Reynolds Greensboro, GA USA	President & CEO, BankSouth Holding Company	Director	N/A	President, CEO, BankSouth Holding Co. & Sub.'s President, Coldwell Banker Lake Oconee Director, Oconee Water Systems President, Reynolds Management, Inc. President, Reynolds Development Company Director, Timber Ridge Properties, Inc. Managing Member, Ward Place Partners, LLC Managing Member, Linger Longer Road Investors, LLC Vintage Land, LLC Meadowcrest Construction, LLC Soldiers Crossing, LLC Managing Member, Alkinson Development Member, HAG Group Managing Member, ReMur Properties, LLC Various others < 10%	9.90%	N/A	Coldwell Banker Lake Oconee – 50% Oconee Water Systems – 25% Reynolds Management, Inc. –100% Reynolds Development Co. –50% Timber Ridge Properties, Inc. – 3% Linger Longer Road Investors, LLC – 65% Vintage Land, LLC – 50% Meadowcrest Construction, LLC – 33% Soldiers Crossing, LLC – 100% Atkinson Development – 51% HAG Group – 33% ReMur Properties, LLC – 100%

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Don L. Waters Savannah, GA USA	CEO	Director	N/A	Chairman, President & CEO – Peter Brasseler Holdings, LLC CEO, Chairman – Brasseler USA, Inc. Director, Sweetener Solutions, LLC CEO, 1405, Inc. Board Member – AASU Foundation Chair – Union Mission, Inc. Board Member – University of Georgia Foundation Chair – Chatham County Hospital Authority Regent - University System of Georgia	0.45%	N/A	Peter Brasseler Holdings, LLC – 25%
Marshall S. Withers, Savannah, GA USA	N/A	Executive Vice President	Executive Vice President and Chief Financial Officer, The Coastal Bank CFO, Coastal Bank Financial Services, Inc. CFO, CBFS Premium Finance, Inc. CFO, Coastal Mortgage Company of SC	Trustee – Nancy and Edward Withers Family Trust (less than 50%)	1.23% - Common stock  0.99% - Warrants on common stock  0.07% - Options on common stock	N/A	N/A

<sup>(1)</sup>CMJ Interests, LP is held by two trusts of which Director J. Allen Davis and his wife Maury Davis are beneficiaries. As Co-Manager, Mr. Davis has the authority to vote the 18.16% shares of common stock.

<sup>(2)</sup>J. Allen Davis' total percentage of voting shares is 19.16% which consists of the 18.16% shares of CMJ Interests, LP (see footnote (1) above) plus 1.00% of shares held under the name of Charles L. Jones Residuary Trust.