

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

REVISED - Replaces form signed on 3/22/12. (Previous form was outdated.)

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
12/31/2011
Month / Day / Year

1. J. Thomas Wiley, Jr.
Name of the Bank Holding Company Director and Official
Chairman, President & CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Coastal Bankshares, Inc.
Legal Title of Bank Holding Company
P.O. Box 9585
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Savannah GA 31412-9585
City State Zip Code
18 W. Bryan St., Savannah, GA 31401
Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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 Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
4-2-12
Date of Signature

Date of Signature

For bank 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. _____

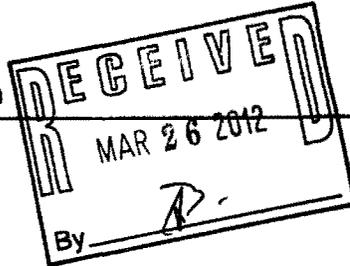
Does the reporter request confidential treatment for any portion of this submission?

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

Board of Governors of the Federal Reserve System



FR Y-6
OMB Number 7100-0297
Expires December 31, 2011

Annual Report of Bank 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. § 3108(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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). 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 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 CFR 211.23). 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 Bank Holding Companies must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

12/31/2011

Month / Day / Year

J. Thomas Wiley, Jr.
Chairman, President & CEO

Reporter's Name, Street, and Mailing Address

Coastal Bankshares, Inc.

Legal Title of Bank Holding Company

P.O. Box 9585

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

Savannah, GA 31412-9585

City / State / Zip Code

Name and Title of the Bank Holding Company Director and Official

I attest that the Annual Report of Bank Holding Companies (including the supporting attachments) for this report date have 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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Marshall Withers, Executive Vice President

Name / Title

912-201-7380

Area Code / Phone Number

912-201-7358

FAX Number

mwithers@thecoastalbank.com

E-mail Address

N/A

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 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

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

Signature of Bank Holding Company Director and Official

Date of Signature

3-22-12

For bank 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 Number

108371

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 191 hours per response, with an average of 5.25 hours per response, including time to

gather and maintain data in the required form and to review instructions and complete the information collection.

FRY – 6
Coastal Bankshares, Inc.
#1083671
Savannah, Georgia
Fiscal Year Ending December 31, 2011

REPORT ITEM

1.
 - a. N/A – Not required to prepare form 10K with the SEC
 - b. The 2011 annual report is not available at this time. Coastal Bankshares, Inc. will forward two copies of its 2011 annual report to the Federal Reserve Bank of Atlanta as soon as practicable.
2. Organizational chart:
 - a. Coastal Bankshares, Inc. in Savannah, Georgia/USA is the holding company.
 - b. The Coastal Bank in Savannah, Georgia/USA is a 100% wholly-owned subsidiary of Coastal Bankshares, Inc. (branch listing attached. This listing was also emailed directly to the structure3@atl.frb.org on March 21, 2012.)
 - c. Coastal Bank Financial Services, Inc. in Savannah, Georgia/USA is a 100% wholly-owned subsidiary of The Coastal Bank.
 - d. CBFS Premium Finance, Inc. in Savannah, Georgia/USA is a 100% wholly-owned subsidiary of Coastal Bank Financial Services, Inc.
 - e. Coastal Mortgage Company of SC in Savannah, Georgia/USA is a 100% wholly-owned subsidiary of The Coastal Bank.
 - f. Coastal Bankshares Statutory Trust I in Savannah, Georgia/USA is a 100% grantor trust. The Grantor is Coastal Bankshares, Inc.
 - g. Coastal Bankshares Statutory Trust II in Savannah, Georgia/USA is a 100% grantor trust. The Grantor is Coastal Bankshares, Inc.
3. See attached.
4. See attached.

Form FRY-6
Coastal Bankshares, Inc.
Fiscal Year ending December 31, 2011

Report Item 3: Securities Holders
(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 12/31/2011		
(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
BankSouth Holding Company Greensboro, GA USA	USA	308,364 sh. - 9.90% Common Stock
Frederick S. Bergen Savannah, GA USA	USA	167,820 sh. - 5.38% Common Stock
Daniel M. Bryant Bryant Business Interests, LP Richmond Hill, GA USA	USA	164,521 sh. - 5.28% Common Stock
G. Allen Bryant Sassafras Plantation Ltd. LP Savannah, GA USA	USA	171,331 sh. - 5.50% Common Stock
Michael E. Bryant Life Trust ¹ 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 sh. - 6.76% Common Stock
CMJ Interests, L.P. ² Savannah, GA USA	USA	565,739 sh. - 18.16% Common Stock
J. Allen Davis ³ Savannah, GA USA	USA	596,739 sh. - 19.17% Common Stock

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 12/31/2011		
(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None		

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

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

³ 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%)

Report Item 3: Securities Holders

(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 12/31/2011		
(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
James A. LaHaise Savannah, GA USA	USA	150,814 sh. - 4.84% Common Stock 150,814 - 4.84% Warrants on common stock 40,000 - 1.28% Options on common stock
J. Thomas Wiley, Jr. Savannah, GA USA	USA	179,481sh. - 5.76% Common Stock 179,288 - 5.76% Warrants on common stock 40,000 - 1.28% Options on common stock
Noel A. Ellis Pooler, GA USA	USA	98,929 sh. - 3.18% Common Stock 98,929 - 3.18% Warrants on common stock 20,000 - 0.64% Options on common stock

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 12/31/2011		
(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities

Form FRY-6
Coastal Bankshares, Inc.
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & 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 Voting Shares Of Bank Holding Company	(4)(b) Percentage of Voting Shares In Subsidiaries (include names Of subsidiaries)	(4)(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)
J. Thomas Wiley, Jr., Savannah, GA USA	N/A	Chairman, President, & CEO	Chairman, President & CEO The Coastal Bank; Director & President, Coastal Bank Financial Services, Inc. Director, CBFS Premium Finance, Inc. Director & President, Coastal Mortgage Company of SC	Principal – Bankers' Capital Group Board Member – State Bank & Trust Board Member – GA Department Of Economic Development Board Member – GA Chamber of Commerce	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. Executor, Estate of Joseph Bergen Trustee, Bergen & Bergen Trust Account Board Member – The Oglethorpe Club	5.38% 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. Trustee – Trust fbo Donald Fraser Bowen, William Andrew Bowen and Rebecca E. Bowen Board Member – Savannah Technical College Foundation Board Member – Glenn E. & Trudie P. Bryant Foundation Board Member – Bryant Commons Joint Management Board	1.28% 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% ⁽¹⁾	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 Manager, A&M Development, LLC Manager, Ossabaw, LLC Co-Manager, CMJ Interests, LP Family Trustee, Charles M. Jones Residuary Trust	19.17% ⁽²⁾	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
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)	1.48%		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	Executive Vice President	Executive Vice President And Chief Banking Officer – The Coastal Bank	Symbo Composites, LLC (No title/position) Southeastern HealthPlus, Inc. (No title/position) Board Member – Savannah Tech Foundation Board Member – Blessed Sacrament Church – Finance Committee	4.84% Common stock 4.84% Warrants on common stock 1.28% Options on common stock	N/A	Symbo Composites, LLC – 25% Southeastern Health Plus, Inc. – 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 Board Member – Citizens Corp.	1.99% Common stock 1.67% 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	1.09%	N/A	Ratcliffe & Smith, PC – 50% Ratcliffe Holdings, LLC – 50%

Thomas J. Ratcliffe, Jr. (continued)				Board Member – Savannah Technical College Board			
Harold R. Reynolds Greensboro, GA USA	President & CEO, BankSouth Holding Holding	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, Atkinson 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. – 33% 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%
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	0.45%	N/A	Peter Brasseler Holdings, LLC – 25%

Don L. Waters (continued)				CEO, 1405, Inc. Board Member – AASU Foundation Board Member – Union Mission, Inc. Board Member – University of Georgia Foundation Board Member – Chatham County Hospital Authority			
Marshall S. Withers Savannah, GA USA	N/A	Executive Vice President	Executive Vice President and Chief Financial Officer, The Coastal Bank	Trustee – Nancy and Edward Withers Family Trust (less than 50%)	1.18% Common stock 0.99% Warrants on common stock 0.15% Options on common stock	N/A	N/A

⁽¹⁾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.

⁽²⁾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.