FIRST RELIANCE BANCSHARES INC
Form 10-K
March 31, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 000-49757

FIRST RELIANCE BANCSHARES, INC.

(Exact Name of Registrant as Specified in its Charter)

South Carolina	**80-0030931**
(State of Incorporation)	*(I.R.S. Employer Identification No.)*

2170 W. Palmetto Street, Florence, South Carolina	**29501**
(Address of Principal Executive Offices)	*(Zip Code)*

(843) 656-5000

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

None

Securities Registered Pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ¨ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes ¨ No x

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ¨

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No x

The aggregate market value of the registrant's outstanding common stock held by nonaffiliates of the registrant as of June 30, 2014 was approximately $9.1 million, based on the registrant's closing sales price of $2.00 as reported on the Over-the Counter Bulletin Board on June 30, 2014. There were 4,704,647 shares of the registrant's common stock outstanding as of March 23, 2015.

DOCUMENTS INCORPORATED BY REFERENCE

None.

TABLE OF CONTENTS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of our statements contained in this Annual Report, including, without limitation, matters discussed under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation," are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to future events or the future financial performance of First Reliance Bancshares, Inc. (the "Company") or its wholly-owned subsidiary, First Reliance Bank (the "Bank" or "First Reliance"), and include statements about the competitiveness of the banking industry, potential regulatory obligations, our entrance and expansion into other markets, our other business strategies and other statements that are not historical facts. Forward-looking statements are not guarantees of performance or results. When we use words like "may," "plan," "contemplate," "anticipate," "believe," "inte "continue," "expect," "project," "predict," "estimate," "could," "should," "would," "will," and similar expressions, you should them as identifying forward-looking statements, although we may use other phrasing. These forward-looking statements involve risks and uncertainties and are based on our beliefs and assumptions, and on the information available to us at the time that these disclosures were prepared.

These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to the following:

- deterioration in the financial condition of borrowers resulting in significant increases in loan losses and provisions for those losses;
- changes in loan underwriting, credit review or loss reserve policies associated with economic conditions, examination conclusions, or regulatory developments;
- the failure of assumptions underlying the establishment of reserves for possible loan losses;
- changes in political and economic conditions, including the political and economic effects of the current economic downturn and other major developments, including the ongoing war on terrorism, continued tensions in the Middle East, and the ongoing economic challenges facing the European Union;
- changes in financial market conditions, either internationally, nationally or locally in areas in which the Company conducts its operations, including, without limitation, reduced rates of business formation and growth, commercial and residential real estate development, and real estate prices;
- the Company's ability to comply with any requirements imposed on it or the Bank by their respective regulators, and the potential negative consequences that may result;
- the impacts of renewed regulatory scrutiny on consumer protection and compliance led by the Consumer Finance Protection Bureau;
- fluctuations in markets for equity, fixed-income, commercial paper and other securities, which could affect availability, market liquidity levels, and pricing;
- governmental monetary and fiscal policies, including the undetermined effects of the Federal Reserve's "Quantitative Easing" program, as well as other legislative and regulatory changes;
- changes in capital standards and asset risk-weighting included in proposed Federal Reserve rules to implement the so-called "Basel III" accords;
- the Company's participation or lack of participation in governmental programs implemented under the Emergency Economic Stabilization Act (the "EESA") and the American Recovery and Reinvestment Act (the "ARRA"), including, without limitation, the Capital Purchase Program ("CPP") administered under the Troubled Asset Relief Program

("TARP");

- the risks of changes in interest rates or an unprecedented period of record-low interest rates on the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;
- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone and the Internet; and

3

- the effect of any mergers, acquisitions or other transactions, to which we or our subsidiary may from time to time be a party, including, without limitation, our ability to successfully integrate any businesses that we acquire.

Many of these risks are beyond our ability to control or predict, and you are cautioned not to put undue reliance on such forward-looking statements. First Reliance does not intend to update or reissue any forward-looking statements contained in this Annual Report as a result of new information or other circumstances that may become known to the Company.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this Cautionary Note. Our actual results may differ significantly from those we discuss in these forward-looking statements.

For other factors, risks and uncertainties that could cause our actual results to differ materially from estimates and projections contained in these forward-looking statements, please read the "Risk Factors" section of this report beginning on page 27.

PART I

ITEM 1. BUSINESS

General

The Company was incorporated under the laws of the State of South Carolina on April 12, 2001 to be the holding company for the Bank, and the Company acquired all of the shares of the Bank on April 1, 2002 in a statutory share exchange. The Bank, a South Carolina banking corporation, is the Company's only subsidiary, and the Company conducts no business other than through its ownership of the Bank. The Company has no indirect subsidiaries or special purpose entities. The Bank commenced operations in August 1999 and currently operates out of its main office and five branch offices. The Bank serves the Florence, Lexington, Charleston, and West Columbia areas in South Carolina as an independent, community-oriented commercial bank emphasizing high-quality, responsive and personalized service. The Bank provides a broad range of consumer and business banking services, concentrating on individuals and small and medium-sized businesses desiring a high level of personalized services.

The Company's stock is quoted on the OTC Bulletin Board under the symbol "FSRL." Information about the Company is available on our website at *www.firstreliance.com.* Information on the Company's website is not incorporated by reference and is not a part of this report.

Location and Service Area

The executive or main office facilities of the Company and the Bank are located at 2170 W. Palmetto Street, Florence, South Carolina 29501. The Bank also has branches located at 411 Second Loop Road, Florence, South Carolina; 801 North Lake Drive, Lexington, South Carolina; 800 South Shelmore Boulevard, Mount Pleasant, South Carolina; 25 Cumberland Street, Suite 101, Charleston, South Carolina; and 2805A Sunset Boulevard, West Columbia, South Carolina. The Bank's primary market areas are the cities of Florence, Lexington, West Columbia, and Charleston, and the surrounding areas.

According to United States Census Bureau estimates, in 2013, Florence County had an estimated population of 138,326. Florence County, which covers approximately 805 square miles, is located in the eastern portion of South Carolina and is bordered by Darlington, Marlboro, Dillon, Williamsburg, Marion, Clarendon, Sumter, and Lee Counties. Florence County has a number of large employers, including, GE Healthcare, Honda, Nan Ya Plastics, ESAB, QVC US, Otis Elevator, Johnson Controls, Monster.com, McLeod Regional Medical Center, and Carolinas Medical Center. Florence County's economy is largely based on the wholesale and retail trade sector, the manufacturing sector, the services sector and the financial, insurance and real estate sector.

According to the United States Census Bureau, Lexington County had an estimated population in 2013 of 273,752. The primary market area is the City of Lexington and the surrounding areas of Lexington County, South Carolina. Lexington County is centrally located in the Midlands of South Carolina just outside the capital city in Columbia and is bordered by Richland, Newberry, Saluda, Aiken, Orangeburg, and Calhoun Counties. Lexington County has a number of large employers, including, Westinghouse Electric Corporation, Michelin North America, Amick Farms, Inc., and Bose Corporation. Lexington County is a major transportation crossroads for the Midlands with I-26, I-77, and I-20 bordering or running through the county. The Columbia Metropolitan Airport is located in Lexington County, just 10 miles from the town of Lexington, and is the southeastern hub for the United Parcel Service. The principal components of the economy of Lexington County are the wholesale and retail trade sector, the manufacturing sector, the government sector, the services sector and the financial, insurance and real estate sector.

The United States Census Bureau estimates that in 2013, Charleston County had a population of 372,803 and the Metro Area had a population of 697,439. Charleston is located on the central and southern east coast surrounded by Berkley and Dorchester counties. Major employers in the area include the United States Navy, the Medical University of South Carolina, Boeing and the Charleston Air Force Base.

Our Business Strategy

First Reliance Bank is ranked in the top 25 banks in South Carolina based on total deposits. We have assets of approximately $368 million, and employ over 110 associates. We serve the Pee Dee, Midlands, and Low Country regions of South Carolina and specialize in providing South Carolina business and consumer customers with a broad array of banking programs, products and services. We believe the Bank is well known in its markets for exceptional customer service and customer loyalty. The Bank was listed in the 2014 edition of "South Carolina's Best Places to Work" survey published by Best Companies Group.

Strategic Plan

Our strategic plan is developed annually to execute on our business model. At First Reliance Bank, we believe that no company can be successful if it is not crystal clear on why it exists, what it wants to accomplish and how it is going to achieve success. Our business model guides in the development of our strategic objectives, goals, budgets and projects.

Our Business Model

Creating Sustainable Company Value through Exceptional Customer Loyalty

Our business model defines how we differentiate ourselves to compete in a strongly commoditized banking environment.

Purpose: "To Make the Lives of Our Customers Better"

The purpose of our company is the "why?" It's the motivation behind everything we do to achieve our vision.

Associate Promise

Our goal is to build a high performing and highly engaged team. This combination drives superior results when enabled by efficient processes and a differentiated customer value promise.

We seek to provide our associates with an opportunity to do work that makes a difference.

Associates are the primary element in creating a differentiated customer experience that cannot be easily duplicated by our competitors.

Customer Value Promise

This defines the unique value we offer to our customers. It is why our customers will want to do business with us. We offer customers an incredible experience.

This strategy ensures investments are focused to create loyal relationships with our customers who in return drive revenue in the following ways:

- Customers do more business with us
- Customers refer friends and family to us
- Customers stay with us longer
- Customers allow us to earn a fair profit

Vision: “To Be Recognized as the Largest and Most Profitable Bank in South Carolina”

The vision of our company is the “big picture”. It is the declaration of our future goals; it’s what we want to accomplish.

Market Strategy

We choose to operate in high-growth markets that have a high concentration of our targeted customer segments. Our goal is to obtain 10% of the market share in the markets we serve. Currently we operate in Florence, Lexington and Charleston. This geographic diversity allows us to mitigate credit risk. Our current deposit market share is Florence 8.91%, Lexington 1.55%, and Charleston 0.65%.

Customer Strategy

Our primary customer targets are those individuals who see themselves as a part of Middle America, young adults or small business owners with revenues of $5 million or less. These are the customers that our brand and value promise resonate with the strongest. In order to differentiate ourselves in the market place, it is impossible to be all things to all people so we are committed to building our programs to serve these special customer segments.

Customer Relationship Management

To attract low-cost core deposits we offer our customers a selection of distinctive programs that help them meet their personal financial needs and allow them to be part of a unique community.

Currently, we offer a distinctive “Moms”, “Gen Y” and “Home Town Heroes” Program. Those customers who choose not to be in a distinctive program are able to be part of our “Better Life” program. Our customer relationship strategy is based on building loyal relationships with customers. In return our customers do more business with us, refer family, friends and business associates to us, stay with us long and allow us to earn a fair profit. The key to building loyal customer relationships is to understand their needs, motivation and find solutions that make their lives better.

Our business customers are provided with a dedicated Relationship Banker who is responsible to manage and provide solutions for the customers combined business and personal financial needs. We offer our business customers a “Better Perks” at work program as a benefit they can offer to employees of their business.

Lending Activities

General. The Bank offers a full range of commercial and consumer loans, as well as commercial real estate loans. Commercial loans are extended primarily to small and middle market customers. Such loans include both secured and unsecured loans for working capital needs (including loans secured by inventory and accounts receivable), business expansion (including acquisition of real estate and improvements), asset acquisition and agricultural purposes. Commercial term loans generally will not exceed a five-year maturity and may be based on a ten or fifteen-year amortization. The extensions of term loans are based upon (1) the ability and stability of the borrower's current management; (2) earnings and trends in cash flow; (3) earnings projections based on reasonable assumptions; (4) the financial strength of the industry and the business itself; and (5) the value and marketability of the collateral. In considering loans for accounts receivable and inventory, the Bank generally uses a declining scale for advances based on an aging of the accounts receivable or the quality and utility of the inventory. With respect to loans for the acquisition of equipment and other assets, the terms depend on the economic life of the respective assets.

Loan Limits and Approval. The Bank's lending activities are subject to a variety of lending limits imposed by federal law. Under South Carolina law, loans by the Bank to a single customer may not exceed 15% of the Bank's unimpaired capital. Based on the Bank's unimpaired capital as of December 31, 2014, the Bank's internal lending limit to a single customer is approximately $6.6 million, although certain legacy customers exceed this limit in aggregate exposure and the Bank will consider larger requests on a case by case basis. The size of the loans that the Bank is able to offer to potential customers is less than the size of the loans that the Bank's competitors with larger lending limits are able to offer. This limit affects the ability of the Bank to seek relationships with the area's larger businesses. However, the Bank may request other banks to participate in loans to customers when requested loan amounts exceed the Bank's legal lending limit.

Allowance for Loan Losses. We maintain an allowance for loan losses, which has been established through a provision for loan losses charged against income. We charge loans against this allowance when we believe that the collectability of the loan is unlikely. The allowance is an estimated amount that we believe is adequate to absorb losses inherent in the loan portfolio based on evaluations of its collectability. As of December 31, 2014, our allowance for loan losses equaled approximately 1.2% of the average outstanding balance of our loans. Over time, we will base the loan loss reserves on our evaluation of factors including: changes in the nature and volume of the loan portfolio, overall portfolio quality, specific problem loans and commitments, and current anticipated economic conditions that may affect the borrower's ability to pay.

Loan Distribution. As of December 31, 2014, the composition of our loan portfolio by category was approximately as follows:

Industry Categories	Percentage (%)	
Real estate secured	76.86	%
Commercial and industrial	12.34	%
Consumer loans	10.78	%
Other loans	0.02	%
Total	100.00	%

Real Estate Secured. The Bank has established a mortgage loan division through which it has broadened the range of services that it offers to its customers. The mortgage loan division originates secured real estate loans to purchase existing or to construct new homes and to refinance existing mortgages.

The following are the types of real estate loans originated by the Bank and the general loan-to-value limits set by the Bank with respect to each type.

• Raw Land	65%
• Land Development	75%
• Commercial, multifamily and other nonresidential construction	80%
• One to four family residential construction	85%
• Improved property	85%
• Owner occupied, one to four family and home equity	90% (or less)
• Commercial property	80% (or less)

As of December 31, 2014, total loans secured by first or second mortgages on real estate comprised approximately 76.86% of the Bank's loan portfolio, and the classification of the mortgage loans of the Bank and the respective percentage of the Bank's total loan portfolio of each are as follows:

Description	Total Amount as of December 31, 2014	Percentage of Total Loan Portfolio	
Residential 1-4 family	$ 40,985,430	16.05	%
Multifamily	$ 4,337,462	1.70	%
Commercial	$ 99,450,427	38.94	%
Construction	$ 26,547,868	10.40	%
Second mortgage	$ 4,775,669	1.87	%
Equity lines of credit	$ 20,197,227	7.90	%
Total:	$ 196,294,083	76.86	%

8

Of the loan types listed above, commercial real estate loans are generally more risky because they are the most difficult to liquidate in the current real estate market that has made real estate valuation particularly volatile. Construction loans are often speculative in nature and can involve additional risk due to weather delays and cost overruns.

The Bank generates additional fee income by selling some of its mortgage loans in the secondary market and cross-selling other products and services to its mortgage customers. In 2014, the Bank sold mortgage loans in a total amount of approximately $26.6 million, or 23.1% of the total number of mortgage loans originated by the Bank. The Bank does not originate or hold subprime residential mortgage loans that were originally intended for sale on the secondary mortgage market.

All Federal Housing Agency ("FHA"), Veterans Administration ("VA") and South Carolina State Housing Finance and Development Authority ("State Housing") loans sold by the Bank involve the right to recourse. The FHA and VA loans are subject to recourse if the loan shows 60 days or more past due in the first four months or goes in to foreclosure within the first 12 months. The State Housing loans are subject to recourse if the loan becomes delinquent prior to purchase by State Housing or if final documentation is not delivered within 90 days of purchase. All investors have a right to require the Bank to repurchase a loan in the event the loan involved fraud. In 2014, of the 167 loans sold by the Bank, 47 were FHA or VA loans and nine were State Housing Loans, compared to 2013 where, of the 168 loans sold by the Bank, 43 were FHA or VA loans and 10 were State Housing loans. Such loans represented 30.8% of the dollar volume or 33.5% of the total number of loans sold by the Bank in 2014.

In addition, an increase in interest rates may decrease the demand for consumer and commercial credit, including real estate loans. Gross gains from sales of residential mortgage loans were $1,108,799 in 2014.

Commercial and Industrial. As of December 31, 2014, $31.5 million, or 12.34% of the Bank's total loan portfolio, was comprised of commercial and industrial loans. We focus our efforts on commercial loans of less that $3 million. Commercial loans involve significant risk because there is generally a small market available for assets held as collateral that needs to be liquidated. Commercial loans for working capital needs are typically difficult to monitor. Working capital loans typically have terms not exceeding one year and are usually secured by accounts receivable, inventory, personal guarantees of the principals or fixed assets of the business. For loans secured by accounts receivable or inventory, principal is typically repaid as the assets securing the loan are converted into cash, and in other cases principal is typically due at maturity.

Consumer. The Bank makes a variety of loans to individuals for personal and household purposes, including secured and unsecured installment loans and revolving lines of credit such as credit cards. Installment loans typically carry balances of less than $50,000 and are amortized over periods up to 60 months. Consumer loans are offered on a single maturity basis where a specific source of repayment is available. Revolving loan products typically require monthly payments of interest and a portion of the principal.

As of December 31, 2014, the classification of the consumer loans of the Bank and the respective percentage of the Bank's total loan portfolio of each were as follows:

9

Description	Total Outstanding as of December 31, 2014	Percentage of Total Loan Portfolio	
Individuals (household, personal, single pay, installment and other)	$ 27,540,996	10.78	%
Individuals (household, family, personal credit cards and overdraft protection)	$ 42,336	0.02	%
All other consumer loans	$ —	—	%

The risks associated with consumer lending are largely related to economic conditions and increase during economic downturns. Other major risk factors relating to consumer loans include high debt to income ratios and poor loan-to-value ratios. Consumer lending standards requires a debt service income ratio of no greater than 36% based on gross income.

Deposit Services

The Bank offers a full range of deposit services that are typically available in most banks and savings and loan associations, including checking accounts, NOW accounts, savings accounts and other time deposits of various types, ranging from money market accounts to longer-term certificates of deposit. The transaction accounts and time certificates are tailored to the Bank's principal market area at rates competitive to those offered by other banks in the area. In addition, the Bank offers certain retirement account services, such as Individual Retirement Accounts ("IRAs"). The Bank solicits deposit accounts from individuals, businesses, associations and organizations and governmental authorities. All deposit accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to the maximum amount allowed by law. For additional information relating to deposit insurance, please see "Supervision and Regulation."

Other Banking Services

The Bank focuses heavily on personal customer service and offers a full range of financial services. Personal products include checking and savings accounts, money market accounts, CDs and IRAs, personal loans and residential mortgage loans, while business products include free checking and savings accounts, commercial lending services, money market accounts, cash management services including remote deposit capture and business deposit courier service. The Bank also offers Internet banking and e-statements, electronic bill paying services, Worldwide ATM networks, free coin machines at all branches for customers, and an overdraft privilege to its customers.

Investments

In addition to its loan operations, the Bank makes other investments primarily in obligations of the United States or obligations guaranteed as to principal and interest by the United States and other taxable and nontaxable securities. The Bank also invests in certificates of deposits in other financial institutions. The amount invested in such time deposits, as viewed on an institution by institution basis, does not exceed $250,000. Therefore, the amounts invested in certificates of deposit are fully insured by the FDIC. No investment held by the Bank exceeds any applicable limitation imposed by law or regulation. The Bank's finance committee reviews the investment portfolio on an ongoing basis to ascertain investment profitability and to verify compliance with investment policies.

Other Services

In addition to its banking and investment services, the Bank offers securities brokerage services and life insurance products to its customers through a networking arrangement with an independent registered broker-dealer firm.

Competition

The Bank faces strong competition for deposits, loans, and other financial services from numerous other banks, thrifts, credit unions, other financial institutions, and other entities that provide financial services, some of which are not subject to the same degree of regulation as the Bank. Because South Carolina law permits statewide branching by banks and savings and loan associations, many financial institutions in the state have extensive branch networks. In addition, federal law permits interstate banking. Reflecting this opportunity provided by law plus the growth prospects of the Charleston, Florence, and Lexington markets, all of the five largest (in terms of local deposits) commercial banks in our market are branches of or affiliated with regional or super-regional banks.

According to the FDIC, as of June 30, 2014, 37 banks and savings institutions operated 260 offices within Charleston, Florence, and Lexington Counties. All of these institutions aggressively compete for business in the Bank's market area. Some of these competitors have been in business for many years, have established customer bases, are larger than the Bank, have substantially higher lending limits than the Bank has and are able to offer certain services, including trust and international banking services, that the Bank is able to offer only through correspondents, if at all.

The Bank currently conducts business principally through its six branches in Charleston, Florence, and Lexington Counties, South Carolina.

The Bank competes based on providing its customers with high-quality, prompt, and knowledgeable personalized service at competitive rates, which is a combination that the Bank believes customers generally find lacking at larger institutions. The Bank offers a wide variety of financial products and services at fees that it believes are competitive with other financial institutions.

10

Employees

On December 31, 2014, the Bank had 92 full-time employees and 18 part-time employees. The executive officers of the Company also serve as executive officers of and are compensated by the Bank. Other than our executive officers, the Company has no employees.

SUPERVISION AND REGULATION

We are subject to extensive state and federal banking regulations that impose restrictions on and provide for general regulatory oversight of our operations. These laws generally are intended to protect depositors and not shareholders. Legislation and regulations authorized by legislation influence, among other things:

- how, when, and where we may expand geographically;
- into what product or service market we may enter;
- how we must manage our assets; and
- under what circumstances money may or must flow between the parent bank holding company and the subsidiary bank.

Set forth below is an explanation of the major pieces of legislation and regulation affecting our industry and how that legislation and regulation affects our actions. The following summary is qualified by reference to the statutory and regulatory provisions discussed. Changes in applicable laws or regulations may have a material effect on our business and prospects, and legislative changes and the policies of various regulatory authorities may significantly affect our operations. We cannot predict the effect that fiscal or monetary policies, or new federal or state legislation may have on our business and earnings in the future.

The Company

Because the Company owns all of the capital stock of First Reliance Bank, we are a bank holding company under the federal Bank Holding Company Act of 1956 (the “Bank Holding Company Act”). As a result, we are primarily subject to the supervision, examination, and reporting requirements of the Bank Holding Company Act and the regulations of the Board of Governors of the Federal Reserve System (the “Federal Reserve”). As a bank holding company located in South Carolina, the South Carolina State Board of Financial Institutions (the “SC State Board”) also regulates and monitors all significant aspects of our operations.

Acquisitions of Banks. The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve before:

- acquiring direct or indirect ownership or control of any voting shares of any bank if, after the acquisition, the bank holding company will directly or indirectly own or control more than 5% of the bank's voting shares;
- acquiring all or substantially all of the assets of any bank; or
- merging or consolidating with any other bank holding company.

Additionally, the Bank Holding Company Act provides that the Federal Reserve may not approve any of these transactions if it would result in or tend to create a monopoly or substantially lessen competition or otherwise function as a restraint of trade, unless the anti-competitive effects of the proposed transaction are clearly outweighed by the public interest in meeting the convenience and needs of the community to be served. The Federal Reserve is also required to consider the financial and managerial resources and future prospects of the bank holding companies and banks concerned and the convenience and needs of the community to be served. The Federal Reserve's consideration of financial resources generally focuses on capital adequacy, which is discussed below.

Under the Bank Holding Company Act, if adequately capitalized and adequately managed, the Company or any other bank holding company located in South Carolina may purchase a bank located outside of South Carolina. Conversely, an adequately capitalized and adequately managed bank holding company located outside of South Carolina may purchase a bank located inside South Carolina. In each case, however, restrictions may be placed on the acquisition of a bank that has only been in existence for a limited amount of time or will result in specified concentrations of deposits. For example, South Carolina law prohibits a bank holding company from acquiring control of a financial institution until the target financial institution has been incorporated for five years.

Change in Bank Control*.* Subject to various exceptions, the Bank Holding Company Act and the Change in Bank Control Act, together with related regulations, require Federal Reserve approval prior to any person or company acquiring "control" of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities of the bank holding company. Control is rebuttably presumed to exist if a person or company acquires 10% or more, but less than 25%, of any class of voting securities and either:

- the bank holding company has registered securities under Section 12 of the Securities Act of 1934; or
- no other person owns a greater percentage of that class of voting securities immediately after the transaction.

Our common stock is no longer registered under Section 12 of the Securities Exchange Act of 1934. The regulations provide a procedure for challenging rebuttable presumptions of control.

Permitted Activities. The Bank Holding Company Act has generally prohibited a bank holding company from engaging in activities other than banking or managing or controlling banks or other permissible subsidiaries and from acquiring or retaining direct or indirect control of any company engaged in any activities other than those determined by the Federal Reserve to be closely related to banking or managing or controlling banks as to be a proper incident thereto. Provisions of the Gramm-Leach-Bliley Act have expanded the permissible activities of a bank holding company that qualifies as a financial holding company. Under the regulations implementing the Gramm-Leach-Bliley Act, a financial holding company may engage in additional activities that are financial in nature or incidental or complementary to financial activities. Those activities include, among other activities, certain insurance and securities activities.

To qualify to become a financial holding company, the Bank and any other depository institution subsidiary of the Company must be well capitalized and well managed and must have a Community Reinvestment Act rating of at least "satisfactory." Additionally, the Company must file an election with the Federal Reserve to become a financial holding company and must provide the Federal Reserve with 30 days written notice prior to engaging in a permitted financial activity. While the Company meets the qualification standards applicable to financial holding companies, the Company has not elected to become a financial holding company at this time.

Support of Subsidiary Institutions. Under Federal Reserve policy, we are expected to act as a source of financial strength for the Bank and to commit resources to support the Bank. In addition, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), this longstanding policy has been given the force of law and additional regulations promulgated by the Federal Reserve to further implement the intent of the new statute are possible. As in the past, such financial support from the Company may be required at times when, without this legal requirement, we might not be inclined to provide it. In addition, any capital loans made by us to the Bank will be repaid only after the Bank's deposits and various other obligations are repaid in full. In the unlikely event of our bankruptcy, any commitment that we give to a bank regulatory agency to maintain the capital of the Bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

South Carolina Law. As a bank holding company with its principal offices in South Carolina, the Company is subject to limitations on sale or merger and to regulation by the SC State Board. The Company must receive the approval of the SC State Board prior to acquiring control of a bank or bank holding company or all or substantially all of the assets of a bank or a bank holding company. The Company also must file with the SC State Board periodic reports with respect to its financial condition, operations and management, and the intercompany relationships between the Company and its subsidiaries.

TARP Participation. On October 14, 2008, the U.S. Treasury announced the capital purchase component of TARP. This program was instituted by the U.S. Treasury pursuant to the Emergency Economic Stabilization Act of 2008, which provided up to $700 billion to the U.S. Treasury to, among other things, take equity ownership positions in financial institutions. The TARP capital purchase program was intended to encourage financial institutions to build capital and thereby increase the flow of financing to businesses and consumers. We participated in the capital purchase component of TARP.

On March 1, 2013, the United States Department of the Treasury (the “Treasury”), the holder of all 15,249 shares of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the “Series A Shares”), and 767 shares of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series B (the “Series B Shares”), announced that it had auctioned the securities in a private transaction with unaffiliated third-party investors. The Company received no proceeds from the transaction. The clearing prices for the Series A Shares and the Series B Shares were $679.61 per share and $822.61, respectively. Both series have a liquidation preference of $1,000 per share. The closing of the private sale occurred on March 11, 2013.

The sale of the securities had no effect on their terms, including the Company's obligation to satisfy accrued and unpaid dividends prior to payment of any dividend or other distribution to holders of *pari pasu* or junior stock, including the Company's common stock, and an increase in the dividend rate on the Series A Shares from 5% to 9% on May 15, 2014. Further, the sale of the securities will have no effect on the Company's capital, financial condition or results of operations. However, the Company generally will not be subject to various executive compensation and corporate governance requirements to which it was subject while Treasury held the securities.

Use of TARP Proceeds. On March 6, 2009, the Company received an investment of $15.3 million under the TARP Capital Purchase Program ("TARP CPP"). The TARP CPP funds were initially placed in the Company's demand deposit account with the Bank, providing liquidity to the Bank while preserving the Company's flexibility in how to best support the Bank, including the Bank's lending efforts. To date, the Company has contributed $8.8 million of the TARP-CPP proceeds to the Bank as capital; as a result of this capital infusion, as well additional capital infusions funded by a successful private offering of our Series C Preferred Stock in May 2010, the Bank's Tier 1 leverage ratio was 11.28%, and its total risk-based capital ratio was 14.95%, both as of year-end 2014.

Due to the Bank's capital policy, which requires the Bank to maintain no less than 10% capital, the TARP CPP proceeds enabled the Bank to increase its lending capacity by approximately $78 million. The Company is ready to contribute additional funds as capital to the Bank to support further increases in lending when and if loan demand increases. We believe the TARP CPP funds have strengthened the Bank's capacity to respond to the legitimate credit needs of our customers and communities. We have advised our customers, employees, and other stakeholders of our commitment to support our communities' growth and of our receipt of TARP CPP funds, which strengthens our ability to make loans. Since protecting our capital ratios with the TARP CPP injection, we have not found it necessary to send good customers away. Although our market area has suffered through a historic recession and loan demand is lower than in recent years, we remain committed to supporting the future growth of our markets. The TARP CPP proceeds not only provided us with additional lending capacity, but also permitted us to strengthen our balance sheet. That strength allows us the flexibility to offer innovative programs, such as our *Hometown Heroes* checking account with embedded loan program offers.

Payment of Dividends. The Company is a legal entity separate and distinct from the Bank. The principal source of our cash flow, including cash flow to pay dividends to shareholders, is dividends that we receive from the Bank. As will be noted more fully below, statutory and regulatory limitations apply to the payment of dividends by a subsidiary bank to its bank holding company.

The payment of dividends by us and the Bank may also be affected by other factors, including other restrictions imposed under discretionary powers afforded our state and federal regulators. For example, if, in the opinion of the FDIC, the Bank was engaged in or about to engage in an unsafe or unsound practice, the FDIC could require, after notice and a hearing, that the Bank stop or refrain from engaging in the practice. The federal banking agencies have indicated that paying dividends that deplete a depository institution's capital base to an inadequate level would be an unsafe and unsound banking practice. Under the FDIC Improvement Act of 1991 (the "FDIA"), a depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized.

Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings.

When we received a capital investment from the Treasury under the TARP CPP, we became subject to additional limitations on the payment of dividends. These limitations require, among other things, that all dividends for the securities purchased under the TARP CPP be paid before other dividends can be paid.

Furthermore, the Federal Reserve Board clarified its guidance on dividend policies for bank holding companies through the publication of a Supervisory Letter, dated February 24, 2009. As part of the letter, the Federal Reserve Board encouraged bank holding companies, particularly those that had participated in the TARP CPP, to consult with the Federal Reserve Board prior to dividend declarations and redemption and repurchase decisions even when not explicitly required to do so by federal regulations. The Federal Reserve Board has indicated that TARP CPP recipients, such as the Company, should consider and communicate in advance to regulatory staff how proposed dividends, capital repurchases, and capital redemptions are consistent with its obligation to eventually redeem the securities held by the Treasury. This new guidance is largely consistent with prior regulatory statements encouraging bank holding companies to pay dividends out of net income and to avoid dividends that could adversely affect the capital needs or minimum regulatory capital ratios of the bank holding company and its subsidiary bank.

Any future determination relating to our dividend policy will be made at the discretion of the Board of Directors and will depend on many of the statutory and regulatory factors mentioned above.

Memoranda of Understanding. Following an examination of the Bank by the FDIC during the first quarter of 2010, the Bank's Board of Directors agreed to enter into a Memorandum of Understanding (the "Bank MOU") with the FDIC and the SC State Board, that became effective August 19, 2010. Among other things, the Bank MOU provides for the Bank to (i) review and formulate objectives relative to liquidity and growth, including a reduction in reliance on volatile liabilities, (ii) formulate plans for the reduction and improvement in adversely classified assets, (iii) maintain a Tier 1 leverage capital ratio of 8% and continue to be "well capitalized" for regulatory purposes, (iv) continue to maintain an adequate allowance for loan and lease losses, (v) not pay any dividend to the Bank's parent holding company without the approval of the regulators, (vi) review officer performance and consider additional staffing needs, and (vii) provide progress reports and submit various other information to the regulators.

In addition, on the basis of the same examination by the FDIC and the SC State Board, the Federal Reserve Bank of Richmond (the "Federal Reserve Bank") requested that the Company enter into a separate Memorandum of Understanding (the "Company MOU"). The Company entered into the Company MOU in December 2010. While the Company MOU provides for many of the same measures as the Bank MOU, the regulatory commitments suggested by the Federal Reserve Bank require that the Company seek pre-approval prior to the payment of dividends or other interest payments relating to its securities.

As a result, until the Company is no longer subject to the Company MOU, it will be required to seek regulatory approval prior to paying scheduled dividends on its preferred stock and trust preferred securities, including the Series A Preferred Stock and Series B Preferred Stock issued to the Treasury as part of our participation in the TARP CPP. This provision will also apply to the Company's common stock, although, to date, the Company has not elected to pay a cash dividend on its shares of common stock. The Federal Reserve Bank approved the scheduled payment of dividends on the Company's preferred stock and interest payments on the Company's trust preferred securities for the first three quarters of 2011. The Federal Reserve Bank has not approved the payment of dividends on the Company's preferred stock or interest relating to its outstanding classes of trust preferred securities since the third quarter of 2011. Since the Company has not paid scheduled dividends on its outstanding shares of Series A and Series B Preferred Stock for in excess of six fiscal quarters, the holders of those shares are entitled to name two individuals to our board of directors but have not yet elected to do so. No assurance can be given as to when the Company will obtain approval from the Federal Reserve Bank to resume the payment of such dividends and interest in future quarters while the Company MOU remains in effect.

In response to these regulatory matters, the Bank and the Company have taken various actions designed to address the issues raised in the MOUs and otherwise improve lending procedures and other conditions related to our operations. Among other actions, the Bank, in collaboration with the Company, formed a Loss Mitigation and Recovery Division staffed with experienced bankers who specifically handle non-performing and deteriorating assets, which are largely localized to coastal South Carolina. The Bank has also moved, under the supervision of its Special Risk Committee, to strengthen the Bank's existing credit review process, aggressive risk review methodology, and conservative lending policies as part of a company-wide risk management assessment.

Sarbanes-Oxley Act of 2002. On July 30, 2002, the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") was signed into law and became some of the most sweeping federal legislation addressing accounting, corporate governance, and disclosure issues. The impact of the Sarbanes-Oxley Act is wide-ranging as it applies to all public companies and imposes significant new requirements for public company governance and disclosure requirements.

In general, the Sarbanes-Oxley Act mandated important new corporate governance and financial reporting requirements intended to enhance the accuracy and transparency of public companies' reported financial results. It established new responsibilities for corporate chief executive officers, chief financial officers and audit committees in the financial reporting process and creates a new regulatory body to oversee auditors of public companies. It backed these requirements with new SEC enforcement tools, increases criminal penalties for federal mail, wire and securities fraud, and created new criminal penalties for document and record destruction in connection with federal investigations. It also increased the opportunity for more private litigation by lengthening the statute of limitations for securities fraud claims and provided new federal corporate whistleblower protection.

The economic and operational effects of this legislation on public companies, including us, are significant in terms of the time, resources and costs associated with complying with this law. Because the Sarbanes-Oxley Act, for the most part, applies equally to larger and smaller public companies, we are presented with additional challenges as a smaller, community-oriented financial institution seeking to compete with larger financial institutions in our market.

In 2010, the Dodd-Frank Act was signed into law and included a permanent delay of the implementation of section 404(b) of the Sarbanes-Oxley Act for companies with non-affiliated public float under $75.0 million (“non-accelerated filer”). Section 404(b) is the requirement to have an independent accounting firm audit and attest to the effectiveness of a Company’s internal controls. As the Company currently qualifies as a non-accelerated filer under the SEC rules and expects to remain one through fiscal year 2014, there are no additional costs anticipated for complying with Section 404(b).

Deregistration and Suspension of SEC Reporting Obligations

The Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) was enacted on April 5, 2012. Among other things, the JOBS Act amended Sections 12(g) and 15(d) of the Exchange Act to increase from 300 to 1,200 the shareholders of record threshold for deregistration and suspension of the duty to file reports for bank holding companies. On account of, among other reasons, the significant direct and indirect costs and management time required to prepare and file reports with the SEC and the historically low trading volume of our common stock, the board of directors of the Company determined that deregistration of the common stock was in the best interests of the Company and its shareholders. On August 14, 2014, the Company filed a Form 15 to deregister the Common Stock under Section 12(g) of the Exchange Act. As of such date, there were less than 1,200 holders of record of the Common Stock (as determined pursuant to Rule 12g5-1 under the Exchange Act). Deregistration of the Common Stock became effective 90 days after the filing of the Form 15. On January 1, 2015, the number of holders of record of the common stock was less than 1,200. Accordingly, immediately following the filing of this Annual Report on Form 10-K, the Company intends to file a second Form 15 to suspend its obligations to file current, quarterly and annual reports under Section 15(d) of the Exchange Act. The Company’s obligations to file such reports under Section 15(d) of the Exchange Act will remain suspended as long as the number of record holders of the common stock remains less than 1,200 on January 1 of each succeeding year. Moreover, we will no longer be subject to the provisions of the Sarbanes-Oxley Act and certain of the liability provisions of the Exchange Act and our executive officers, directors and 10% shareholders will no longer be required to file reports relating to their transactions in our common stock with the SEC. In addition, our executive officers, directors and 10% shareholders will no longer be subject to the short-swing profits provisions of the Exchange Act, and persons acquiring more than 5% of our common stock will no longer be required to report their beneficial ownership under the Exchange Act.

Following the suspension of its reporting obligations under the Exchange Act, the Company expects to periodically disseminate to the public information as to its financial position and financial performance. The Company will continue to provide annual reports in accordance with generally accepted accounting principles and proxy statements to shareholders, and its subsidiary, First Reliance Bank, will continue to file call reports with the Federal Deposit Insurance Corporation.

Regulation of the Bank

The Bank is an insured, South Carolina-chartered bank. The Bank's deposits are insured as part of the FDIC's Deposit Insurance Fund ("DIF"), and it is subject to supervision and examination by, and the regulations and reporting requirements of, the FDIC and the SC State Board. The FDIC and the SC State Board are the Bank's primary federal and state banking regulators. The Bank is not a member bank of the Federal Reserve.

The FDIC and the SC State Board regulate all areas of the Bank's business, including its reserves, mergers, payment of dividends and other aspects of its operations. They regularly examine the bank, and the Bank must furnish periodic reports to the FDIC and the SC State Board containing detailed financial and other information about its affairs. The FDIC and the SC State Board have broad powers to enforce laws and regulations that apply to the Bank and to require it to correct conditions that affect its safety and soundness. Among others, these powers include issuing cease and desist orders, imposing civil penalties, and removing officers and directors, and their ability otherwise to intervene in the Bank's operation if their examinations of the bank, or the reports it files, reflect a need for them to do so.

As an insured bank, the Bank is prohibited from engaging as principal in any activity that is not permitted for national banks unless (1) the FDIC determines that the activity or investment would not pose a significant risk to the DIF, and (2) the Bank is, and continue to be, in compliance with the capital standards that apply to it. The Bank also is prohibited from directly acquiring or retaining any equity investment of a type or in an amount that is not permitted for national banks.

Prior to the enactment of the Dodd-Frank Act (which is discussed more fully below), the Bank and any other national or state-chartered bank were generally permitted to branch across state lines by merging with banks in other states if allowed by the applicable states' laws. As a result of the Dodd-Frank Act, however, interstate branching is now permitted for all national- and state-chartered banks, provided that a state bank chartered by the state in which the branch is to be located would also be permitted to establish a branch.

The Bank's business also is influenced by prevailing economic conditions and governmental policies, both foreign and domestic, and by the monetary and fiscal policies of the Federal Reserve. The Bank is not a member of the Federal Reserve. However, under the Federal Reserve's regulations, all FDIC-insured banks must maintain average daily reserves against their transaction accounts. Currently, no reserves are required on the first $13.3 million of transaction accounts, but a bank must maintain reserves equal to 3.0% on aggregate balances between $13.3 million and $89.0 million, and reserves equal to 10.0% on aggregate balances in excess of $89.0 million. The Federal Reserve may adjust these percentages from time to time. Because the Bank's reserves must be maintained in the form of vault cash or in an account at a Federal Reserve Bank or with a qualified correspondent bank, one effect of the reserve requirement is to reduce the amount of the bank's assets that are available for lending and other investment activities. The Federal Reserve's actions and policy directives determine to a significant degree the cost and availability of funds the Bank obtains from money market sources for lending and investing, and they also influence, directly and indirectly, the rates of interest the bank pays on time and savings deposits and the rates it charges on commercial bank loans.

Dodd-Frank Act. During 2010, the bank regulatory landscape was dramatically changed by the Dodd-Frank Act which was enacted on July 21, 2010 and which implements far-reaching regulatory reform. Among its many significant provisions, the Dodd-Frank Act:

- established the Financial Stability Oversight Counsel made up of the heads of the various bank regulatory and other agencies to identify and respond to risks to U.S. financial stability arising from ongoing activities of large financial companies;

- established centralized responsibility for consumer financial protection by creating a new Consumer Financial Protection Bureau which will be responsible for implementing, examining and enforcing compliance with federal consumer financial laws with respect to financial institutions with over $10 billion in assets;

- required that banking agencies establish for most bank holding companies the same leverage and risk-based capital requirements as apply to insured depository institutions, and that bank holding companies and banks be well-capitalized and well managed in order to acquire banks located outside their home states;

- prohibits bank holding companies from including new trust preferred securities in their Tier 1 capital and, beginning with a three-year phase-in period on January 1, 2013, requires bank holding companies with assets over $15 billion to deduct existing trust preferred securities from their Tier 1 capital;

- required the FDIC to set a minimum DIF reserve ratio of 1.35% and that the DIF reserve ratio be increased to that level by September 30, 2020; that FDIC off-set the effect of the higher minimum ratio on insured depository institutions with assets of less than $10 billion; and that FDIC change the assessment base used for calculating insurance assessments from the amount of insured deposits to average consolidated total assets minus average tangible equity;

- established a permanent $250,000 limit for federal deposit insurance and repealed the federal prohibition on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts;

- amended the Electronic Fund Transfer Act to, among other things, give the Federal Reserve the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over $10 billion and to enforce a new statutory requirement that those fees be reasonable and proportional to the actual cost of a transaction to the issuer; and

- required implementation of various corporate governance processes affecting areas such as executive compensation and proxy access by shareholders.

Many provisions of the Dodd-Frank Act are subject to rulemaking by bank regulatory agencies and the SEC and will take effect over time, making it difficult to anticipate the overall financial impact on financial institutions and consumers. However, many provisions in the Dodd-Frank Act (including those permitting the payment of interest on demand deposits and restricting interchange fees) are likely to increase expenses and reduce revenues for all financial institutions.

Consumer Financial Protection Bureau ("CFPB"). The Dodd-Frank Act created a new, independent federal agency, the CFPB, which was granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the laws referenced above, fair lending laws and certain other statutes. The CFPB has examination and primary enforcement authority with respect to depository institutions with $10 billion or more in assets, their service providers and certain non-depository entities such as debt collectors and consumer reporting agencies. Although the Bank has less than $10 billion in assets, the impact of the formation of the CFPB has caused a ripple effect across all bank regulatory agencies, and placed a renewed focus on consumer protection and compliance efforts.

For examples of this new authority, the CFPB has authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products. The Dodd-Frank Act authorizes the CFPB to establish certain minimum standards for the origination of residential mortgages including a determination of the borrower's ability to repay. In addition, the Dodd-Frank Act allows borrowers to raise certain defenses to foreclosure if they receive any loan other than a "qualified mortgage" as defined by the CFPB. The Dodd-Frank Act permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

The CFPB has concentrated much of its rulemaking efforts on a variety of mortgage-related topics required under the Dodd-Frank Act, including mortgage origination disclosures, minimum underwriting standards and ability to repay, high-cost mortgage lending, and servicing practices. During 2012, the CFPB issued three proposed rulemakings covering loan origination and servicing requirements, which were finalized in January 2013, along with other rules on mortgages. The escrow and loan originator compensation rules became effective in June 2013. The ability to repay and qualified mortgage standards rules, as well as the mortgage servicing rules, became effective in January 2014. A final rule integrating disclosures required by the Truth in Lending Act and the Real Estate Settlement and Procedures Act also became effective in January 2014. We continue to analyze the impact that such rules may have on our business model, particularly with respect to our mortgage banking division.

Restrictions on Payment of Dividends. Under South Carolina law, the Bank is authorized to upstream to the Company, by way of a cash dividend, up to 100% of the Bank's net income in any calendar year without obtaining the prior approval of the SC State Board, provided that the Bank received a CAMELS composite rating of one or two at the last examination conducted by a state or federal regulatory authority. All other cash dividends require prior approval by the SC State Board. South Carolina law requires each state nonmember bank to maintain the same reserves against deposits as are required for a state member bank under the Federal Reserve Act. This requirement is not expected to limit the ability of the Bank to pay dividends on its common stock.

The payment of dividends by the Bank may also be affected by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. If, in the opinion of the FDIC, the Bank was engaged in or about to engage in an unsafe or unsound practice, the FDIC could require, after notice and a hearing, that the Bank stop or refrain from engaging in the practice. The federal banking agencies have indicated that paying dividends that deplete a depository institution's capital base to an inadequate level would be an unsafe and unsound banking practice. Under the Federal Deposit Insurance Corporation Improvement Act of 1991, a depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings. The Bank's payment of dividends also could be affected or limited by other factors, such as events or circumstances which lead the FDIC to require (as further described below) that it maintain capital in excess of regulatory guidelines.

In the future, the Bank's ability to declare and pay cash dividends will be subject to regulatory considerations as well as its board of directors' evaluation of the Bank's operating results, capital levels, financial condition, future growth plans, general business and economic conditions, and tax and other relevant considerations. See "Supervision and Regulation—Memoranda of Understanding" above.

Regulatory Guidance on "CRE" Lending Concentrations. During 2006, the FDIC and other federal banking regulators issued guidance for sound risk management for financial institutions whose loan portfolios are deemed to have significant concentrations in commercial real estate ("CRE"). In March 2008, the FDIC and other federal banking regulators issued further guidance on applying these principles in the current real estate lending environment, and they noted particular concern about construction and development loans. The banking regulators have indicated that this guidance does not set strict limitations on the amount or percentage of CRE within any given loan portfolio, and that they also will examine risk indicators in banks which have amounts or percentages of CRE below the thresholds. However, if a bank's CRE exceeds these thresholds or if other risk indicators are present, the FDIC and other federal banking regulators may require additional reporting and analysis to document management's evaluation of the potential additional risks of such concentration and the impact of any mitigating factors. The March 2008 supplementary guidance stated that banks with significant CRE concentrations should maintain or implement processes to:

- increase and maintain strong capital levels;
- ensure that their loan loss allowances are appropriately strong;
- closely manage their CRE and construction and development loan portfolios;
- maintain updated financial and analytical information about borrowers and guarantors; and
- bolster their workout infrastructure for problem loans.

It is possible that regulatory constraints associated with this guidance could adversely affect the Bank's ability to grow CRE assets, and they also could increase the costs of monitoring and managing this component of the bank's loan portfolio.

Capital Adequacy. The Bank is required to comply with the FDIC's capital adequacy standards for insured banks. The FDIC has issued risk-based capital and leverage capital guidelines for measuring capital adequacy, and all applicable capital standards must be satisfied for the Bank to be considered in compliance with regulatory capital requirements.

Under the FDIC's risk-based capital measure, the minimum ratio ("Total Capital Ratio") of the Bank's total capital ("Total Capital") to its risk-weighted assets (including various off-balance-sheet items, such as standby letters of credit) is 8.0%. At least half of Total Capital must be composed of "Tier 1 Capital." Tier 1 Capital includes common equity, undivided profits, minority interests in the equity accounts of consolidated subsidiaries, qualifying noncumulative perpetual preferred stock, and a limited amount of cumulative perpetual preferred stock, less goodwill and various other intangible assets. The remainder of Total Capital may consist of "Tier 2 Capital" which includes certain subordinated debt, certain hybrid capital instruments and other qualifying preferred stock, and a limited amount of loan loss reserves. A bank that does not satisfy minimum capital requirements may be required to adopt and implement a plan acceptable to its federal banking regulator to achieve an adequate level of capital.

Under the leverage capital measure, the minimum ratio ("Leverage Capital Ratio") of Tier 1 Capital to average assets, less goodwill and various other intangible assets, generally is 4.0%. The FDIC's guidelines also provide that banks experiencing internal, growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum levels without significant reliance on intangible assets, and a bank's "Tangible Leverage Ratio" (determined by deducting all intangible assets) and other indicators of a bank's capital strength also are taken into consideration by banking regulators in evaluating proposals for expansion or new activities.

The FDIC also considers interest rate risk (arising when the interest rate sensitivity of the Bank's assets does not match the sensitivity of its liabilities or its off-balance-sheet position) in the evaluation of the bank's capital adequacy. Banks with excessive interest rate risk exposure are required to hold additional amounts of capital against their exposure to losses resulting from that risk. Through the risk-weighting of assets, the regulators also require banks to incorporate market risk components into their risk-based capital. Under these market risk requirements, capital is allocated to support the amount of market risk related to a bank's lending and trading activities.

The Bank’s capital categories are determined solely for the purpose of applying the “prompt corrective action” rules described below and they are not necessarily an accurate representation of its overall financial condition or prospects for other purposes. A failure to meet the capital guidelines could subject the Bank to a variety of enforcement actions under those rules, including the issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on the taking of brokered deposits, and other restrictions on its business. As described below, the FDIC also can impose other substantial restrictions on banks that fail to meet applicable capital requirements.

Basel III Capital Standards. In December 2010, the Basel Committee on Banking Supervision, an international forum for cooperation on banking supervisory matters, announced the “Basel III” capital standards, which substantially revised the existing capital requirements for banking organizations. Modest revisions were made in June 2011. The Basel III standards operate in conjunction with portions of standards previously released by the Basel Committee and commonly known as “Basel II” and “Basel 2.5.” On June 7, 2012, the Federal Reserve, the Office of the Comptroller of the Currency (the “OCC”), and the FDIC requested comment on these proposed rules that, taken together, would implement the Basel regulatory capital reforms through what we refer to herein as the “Basel III capital framework.”

On July 2, 2013, the Federal Reserve adopted a final rule for the Basel III capital framework and, on July 9, 2013, the OCC also adopted a final rule and the FDIC adopted the same provisions in the form of an “interim” final rule. The rule will apply to all national and state banks (such as the Bank) and savings associations and most bank holding companies and savings and loan holding companies, which we collectively refer to herein as “covered” banking organizations. Bank holding companies with less than $500 million in total consolidated assets, such as the Company, are not subject to the final rule, nor are savings and loan holding companies substantially engaged in commercial activities or insurance underwriting. The requirements in the rule begin to phase in on January 1, 2015 for covered banking organizations such as the Company. The requirements in the rule will be fully phased in by January 1, 2019.

The rule imposes higher risk-based capital and leverage requirements than those currently in place. Specifically, the rule imposes the following minimum capital requirements:

- a new common equity Tier 1 risk-based capital ratio of 4.5%;
- a Tier 1 risk-based capital ratio of 6% (increased from the current 4% requirement);
- a total risk-based capital ratio of 8% (unchanged from current requirements); and
- a leverage ratio of 4% (currently 3% for depository institutions with the highest supervisory composite rating and 4% for other depository institutions).

Under the rule, Tier 1 capital is redefined to include two components: Common Equity Tier 1 capital and additional Tier 1 capital. The new and highest form of capital, Common Equity Tier 1 capital, consists solely of common stock (plus related surplus), retained earnings, accumulated other comprehensive income, and limited amounts of minority interests that are in the form of common stock. Additional Tier 1 capital includes other perpetual instruments historically included in Tier 1 capital, such as non-cumulative perpetual preferred stock. The rule permits bank holding companies with less than $15 billion in total consolidated assets to continue to include trust preferred securities and cumulative perpetual preferred stock issued before May 19, 2010 in Tier 1 capital, but not in Common Equity Tier 1 capital, subject to certain restrictions. Tier 2 capital consists of instruments that currently qualify in Tier 2 capital plus instruments that the rule has disqualified from Tier 1 capital treatment.

In addition, in order to avoid restrictions on capital distributions or discretionary bonus payments to executives, a covered banking organization must maintain a “capital conservation buffer” on top of its minimum risk-based capital requirements. This buffer must consist solely of Tier 1 Common Equity, but the buffer applies to all three measurements (Common Equity Tier 1, Tier 1 capital and total capital). The capital conservation buffer will be phased in incrementally over time, becoming fully effective on January 1, 2019, and will consist of an additional amount of common equity equal to 2.5% of risk-weighted assets.

The current capital rules require certain deductions from or adjustments to capital. The final rule retains many of these deductions and adjustments and also provides for new ones. As a result, deductions from Common Equity Tier 1 capital will be required for goodwill (net of associated deferred tax liabilities); intangible assets such as non-mortgage servicing assets and purchased credit card relationships (net of associated deferred tax liabilities); deferred tax assets that arise from net operating loss and tax credit carryforwards (net of any related valuations allowances and net of deferred tax liabilities); any gain on sale in connection with a securitization exposure; any defined benefit pension fund net asset (net of any associated deferred tax liabilities) held by a bank holding company (this provision does not apply to a bank or savings association); the aggregate amount of outstanding equity investments (including retained earnings) in financial subsidiaries; and identified losses. Other deductions will be necessary from different levels of capital.

Additionally, the final rule provides for the deduction of three categories of assets: (i) deferred tax assets arising from temporary differences that cannot be realized through net operating loss carrybacks (net of related valuation allowances and of deferred tax liabilities), (ii) mortgage servicing assets (net of associated deferred tax liabilities) and (iii) investments in more than 10% of the issued and outstanding common stock of unconsolidated financial institutions (net of associated deferred tax liabilities). The amount in each category that exceeds 10% of Common Equity Tier 1 capital must be deducted from Common Equity Tier 1 capital. The remaining, non-deducted amounts are then aggregated, and the amount by which this total amount exceeds 15% of Common Equity Tier 1 capital must be deducted from Common Equity Tier 1 capital. Amounts of minority investments in consolidated subsidiaries that exceed certain limits and investments in unconsolidated financial institutions may also have to be deducted from the category of capital to which such instruments belong.

Accumulated other comprehensive income (“AOCI”) is presumptively included in Common Equity Tier 1 capital and often would operate to reduce this category of capital. The final rule provides a one-time opportunity at the end of the first quarter of 2015 for covered banking organizations to opt out of much of this treatment of AOCI. The final rule also has the effect of increasing capital requirements by increasing the risk weights on certain assets, including high volatility commercial real estate, mortgage servicing rights not includable in Common Equity Tier 1 capital, equity exposures, and claims on securities firms, that are used in the denominator of the three risk-based capital ratios.

The ultimate impact of the rule on the Bank is currently being reviewed and is dependent upon when certain requirements of the rule will be fully phased in. While the rule contains several provisions that would affect the mortgage lending business, at this point we cannot determine the ultimate effect that the rule will have upon our earnings or financial position.

Volcker Rule. Section 619 of the Dodd-Frank Act, known as the “Volcker Rule,” prohibits any bank, bank holding company, or affiliate (referred to collectively as “banking entities”) from engaging in two types of activities: “proprietary trading” and the ownership or sponsorship of private equity or hedge funds that are referred to as “covered funds.” On December 10, 2013, our primary federal regulators, the Federal Reserve and the FDIC, together with other federal banking agencies and the SEC and the Commodity Futures Trading Commission, finalized a regulation to implement the Volcker Rule. The deadline for compliance with the Volcker Rule is July 21, 2015.

Proprietary trading includes the purchase or sale as principal of any security, derivative, commodity future, or option on any such instrument for the purpose of benefitting from short-term price movements or realizing short-term profits. Exceptions apply, however. Trading in U.S. Treasuries, obligations or other instruments issued by a government sponsored enterprise, state or municipal obligations, or obligations of the FDIC is permitted. A banking entity also may trade for the purpose of managing its liquidity, provided that it has a bona fide liquidity management plan. Trading activities as agent, broker or custodian; through a deferred compensation or pension plan; as trustee or fiduciary on behalf of customers; in order to satisfy a debt previously contracted; or in repurchase and securities lending agreements are permitted. Additionally, the Volcker Rule permits banking entities to engage in trading that takes the form of risk-mitigating hedging activities.

The covered funds that a banking entity may not sponsor or hold on ownership interest in are, with certain exceptions, funds that are exempt from registration under the Investment Company Act of 1940 because they either have 100 or fewer investors or are owned exclusively by “qualified investors” (generally, high net worth individuals or entities). Wholly owned subsidiaries, joint ventures and acquisition vehicles, foreign pension or retirement funds, insurance company separate accounts (including bank-owned life insurance), public welfare investment funds, and entities formed by the FDIC for the purpose of disposing of assets are not covered funds, and a bank may invest in them. Most securitizations also are not treated as covered funds.

The regulation as issued on December 10, 2013, treated collateralized debt obligations backed by trust preferred securities as covered funds and accordingly subject to divestiture. In an interim final rule issued on January 14, 2014, the agencies exempted collateralized debt obligations (“CDOs”) issued before May 19, 2010, that were backed by trust preferred securities issued before the same date by a bank with total consolidated assets of less than $15 billion or by a mutual holding company and that the bank holding the CDO interest had purchased before December 10, 2013, from the Volcker Rule prohibition. This exemption does not extend to CDOs backed by trust-preferred securities issued by an insurance company.

Prompt Corrective Action. Federal law establishes a system of prompt corrective action to resolve the problems of undercapitalized banks. Under this system, the FDIC has established five capital categories (“well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” and “critically undercapitalized”) and is required to take various mandatory supervisory actions, and is authorized to take other discretionary actions with respect to banks in the three undercapitalized categories. The severity of any such actions taken will depend upon the capital category in which a bank is placed. Generally, subject to a narrow exception, current federal law requires the FDIC to appoint a receiver or conservator for a bank that is critically undercapitalized.

Under the FDIC’s prompt corrective action rules, a bank that (1) has a Total Capital Ratio of 10.0% or greater, a Tier 1 Capital Ratio of 6.0% or greater, and a Leverage Ratio of 5.0% or greater, and (2) is not subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the FDIC, is considered to be “well capitalized.” A bank with a Total Capital Ratio of 8.0% or greater, a Tier 1 Capital Ratio of 4.0% or greater, and a Leverage Ratio of 4.0% or greater, is considered to be “adequately capitalized.” A bank that has a Total Capital Ratio of less than 8.0%, a Tier 1 Capital Ratio of less than 4.0%, or a Leverage Ratio of less than 4.0%, is considered to be “undercapitalized.” A bank that has a Total Capital Ratio of less than 6.0%, a Tier 1 Capital Ratio of less than 3.0%, or a Leverage Ratio of less than 3.0%, is considered to be “significantly undercapitalized,” and a bank that has a tangible equity capital to assets ratio equal to or less than 2.0% is deemed to be “critically undercapitalized.” For purposes of these rules, the term “tangible equity” includes core capital elements counted as Tier 1 Capital for purposes of the risk-based capital standards, plus the amount of outstanding cumulative perpetual preferred stock (including related surplus), minus all intangible assets (with various exceptions). A bank may be considered to be in a capitalization category lower than indicated by its actual capital position if it receives an unsatisfactory examination rating or is subject to a regulatory action that requires heightened levels of capital.

A bank that becomes “undercapitalized,” “significantly undercapitalized,” or “critically undercapitalized” is required to submit an acceptable capital restoration plan to the FDIC. An “undercapitalized” bank also is generally prohibited from increasing its average total assets, making acquisitions, establishing new branches, or engaging in any new line of business, except in accordance with an accepted capital restoration plan or with the approval of the FDIC. Also, the FDIC may treat an “undercapitalized” bank as being “significantly undercapitalized” if it determines that those actions are necessary to carry out the purpose of the law.

At December 31, 2014, all of the Bank’s capital ratios were at levels that would qualify it to be “well capitalized” for regulatory purposes.

As further described under "*Basel III Capital Standards*," the Basel Committee released in June 2011 a revised framework for the regulation of capital and liquidity of internationally active banking organizations. The new framework is generally referred to as "Basel III". As discussed above, when full phased in, Basel III will require certain bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity. On July 7, 2013, the Federal Reserve adopted a final rule implementing the Basel III standards and complementary parts of Basel II and Basel 2.5. On July 9, 2013, the OCC also adopted a final rule and the FDIC adopted the same provisions in the form of an "interim" final rule.

Powers of the FDIC in Connection with the Insolvency of an Insured Depository Institution. Under the FDIA, if any insured depository institution becomes insolvent and the FDIC is appointed as its conservator or receiver, the FDIC may disaffirm or repudiate any contract or lease to which the institution is a party which it determines to be burdensome, and the disaffirmance or repudiation of which is determined to promote the orderly administration of the institution's affairs. The disaffirmance or repudiation of any of the Bank's obligations would result in a claim of the holder of that obligation against the conservatorship or receivership. The amount paid on that claim would depend upon, among other factors, the amount of conservatorship or receivership assets available for the payment of unsecured claims and the priority of the claim relative to the priority of other unsecured creditors and depositors.

In its resolution of the problems of an insured depository institution in default or in danger of default, the FDIC generally is required to satisfy its obligations to insured depositors at the least possible cost to the deposit insurance funds. In addition, the FDIC may not take any action that would have the effect of increasing the losses to the deposit insurance funds by protecting depositors for more than the insured portion of deposits or creditors other than depositors. The FDIA authorizes the FDIC to settle all uninsured and unsecured claims in the insolvency of an insured bank by making a formal settlement payment after the declaration of insolvency as full payment and disposition of the FDIC's obligations to claimants. The rate of the formal settlement payments will be a percentage rate determined by the FDIC reflecting an average of the FDIC's receivership recovery experience.

Federal Deposit Insurance and Assessments. The Bank's deposits are insured by the FDIC to the full extent provided in the FDIA, and the bank pays assessments to the FDIC for that insurance coverage. The Dodd-Frank Act established a permanent $250,000 limit for federal deposit insurance coverage. The FDIC may terminate the Bank's deposit insurance if it finds that the bank has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated applicable laws, regulations, rules or orders.

Under FDIA, the FDIC uses a revised risk-based assessment system to determine the amount of the Bank's deposit insurance assessment based on an evaluation of the probability that the DIF will incur a loss with respect to the bank. That evaluation takes into consideration risks attributable to different categories and concentrations of the Bank's assets and liabilities and any other factors the FDIC considers to be relevant, including information obtained from the Commissioner. A higher assessment rate results in an increase in the assessments the Bank pays to the FDIC for deposit insurance.

The FDIC is responsible for maintaining the adequacy of the DIF, and the amount the Bank pays for deposit insurance is influenced not only by the assessment of the risk it poses to the DIF, but also by the adequacy of the insurance fund at any time to cover the risk posed by all insured institutions. Because the DIF reserve ratio had fallen below the minimum level required by law, during 2008 the FDIC adopted a restoration plan to return the reserve ratio to the minimum level and, during 2009, it imposed a special assessment on insured institutions, increased regular assessment rates, and required that insured institutions prepay their regular quarterly assessments through 2012. More recently, as required by the Dodd-Frank Act, the FDIC has increased the minimum DIF reserve ratio to 1.35% which might be achieved by September 30, 2020. Although the Dodd-Frank Act requires the FDIC to offset the effect of the higher minimum ratio on insured depository institutions with assets of less than $10 billion, FDIC insurance assessments could be increased substantially in the future if the FDIC finds such an increase to be necessary in order to adequately maintain the insurance fund.

Community Reinvestment. Under the Community Reinvestment Act (the "CRA"), an insured institution has a continuing and affirmative obligation, consistent with its safe and sound operation, to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for banks, nor does it limit a bank's discretion to develop, consistent with the CRA, the types of products and services that it believes are best suited to its particular community. The CRA requires the federal banking regulators, in connection with their examinations of insured banks, to assess the banks' records of meeting the credit needs of their communities, using the ratings of “outstanding,” “satisfactory,” “needs to improve,” or “substantial noncompliance,” and to take that record into account in its evaluation of various applications by those banks. All banks are required to publicly disclose their CRA performance ratings. The Bank received a “Satisfactory” rating in its most recent CRA examination.

Allowance for Loan and Lease Losses. The Allowance for Loan and Lease Losses (the “ALLL”) represents one of the most significant estimates in the Bank’s financial statements and regulatory reports. Because of its significance, the Bank has developed a system by which it develops, maintains, and documents a comprehensive, systematic, and consistently applied process for determining the amounts of the ALLL and the provision for loan and lease losses. The Interagency Policy Statement on the Allowance for Loan and Lease Losses, issued on December 13, 2006, encourages all banks to ensure controls are in place to consistently determine the ALLL in accordance with Generally Accepted Accounting Principles (“GAAP”), the Bank’s stated policies and procedures, management’s best judgment, and relevant supervisory guidance. Consistent with supervisory guidance, the Bank maintains a prudent and conservative, but not excessive, ALLL, that is at a level that is appropriate to cover estimated credit losses on individually evaluated loans determined to be impaired as well as estimated credit losses inherent in the remainder of the loan and lease portfolio. The Bank’s estimate of credit losses reflects consideration of all significant factors that affect the collectability of the portfolio as of the evaluation date.

Commercial Real Estate Lending. The Bank's lending operations may be subject to enhanced scrutiny by federal banking regulators based on its concentration of commercial real estate loans. On December 6, 2006, the federal banking regulators issued final guidance to remind financial institutions of the risk posed by commercial real estate ("CRE") lending concentrations. CRE loans generally include land development, construction loans, and loans secured by multifamily property, and non-farm, nonresidential real property where the primary source of repayment is derived from rental income associated with the property. The guidance prescribes the following guidelines for its examiners to help identify institutions that are potentially exposed to significant CRE risk, including concentrations in certain types of CRE that may warrant greater supervisory scrutiny:

- total reported loans for construction, land development, and other land represent 100% or more of the institutions total capital, or

- total commercial real estate loans represent 300% or more of the institution's total capital, and the outstanding balance of the institution's commercial real estate loan portfolio has increased by 50% or more.

Restrictions on Transactions with Affiliates. The Bank is subject to the provisions of Sections 23A and 23B of the Federal Reserve Act which restrict a bank's ability to enter into certain types of transactions with its "affiliates," including its parent holding company or any subsidiaries of its parent company. Among other things, Section 23A limits on the amount of:

- a bank's loans or extensions of credit to, or investment in, its affiliates;

- assets a bank may purchase from affiliates, except for real and personal property exempted by the Federal Reserve;

- the amount of loans or extensions of credit by a bank to third parties which are collateralized by the securities or obligations of the bank's affiliates; and

- a bank's guarantee, acceptance or letter of credit issued on behalf of one of its affiliates.

Transactions of the type described above are limited in amount, as to any one affiliate, to 10% of a bank's capital and surplus and, as to all affiliates combined, to 20% of a bank's capital and surplus. In addition to the amount limitations, each of the above transactions must also meet specified collateral requirements. The Bank also must comply with other provisions designed to avoid the taking of low-quality assets from an affiliate.

Section 23B, among other things, prohibits a bank or its subsidiaries generally from engaging in transactions with its affiliates unless the transactions are on terms substantially the same, or at least as favorable to the bank or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies.

Federal law also places restrictions on the Bank's ability to extend credit to its executive officers, directors, principal shareholders and their related interests. These extensions of credit:

- must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated third parties; and

- must not involve more than the normal risk of repayment or present other unfavorable features.

USA Patriot Act of 2001. The USA Patriot Act of 2001 (the "Patriot Act") strengthened the ability of U.S. law enforcement and the intelligence community to work cohesively to combat terrorism on a variety of fronts. The Patriot Act's impact on financial institutions has been significant and wide ranging. The Patriot Act contains sweeping anti-money laundering and financial transparency laws and requires various regulations, including standards for verifying customer identification when accounts are opened, and rules to promote cooperation among financial institutions, regulators, and law enforcement entities in identifying parties that may be involved in terrorism or money laundering.

Other Regulations. Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates. Our loan operations will be subject to federal laws applicable to credit transactions, such as the:

- Federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;

- Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;

- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed, or other prohibited factors in extending credit;

- Fair Credit Reporting Act of 1978, as amended by the Fair and Accurate Credit Transactions Act, governing the use and provision of information to credit reporting agencies, certain identity theft protections, and certain credit and other disclosures;

- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;

- Soldiers' and Sailors' Civil Relief Act of 1940, as amended by the Servicemembers' Civil Relief Act, governing the repayment terms of, and property rights underlying, secured obligations of persons currently on active duty with the United States military;

- Talent Amendment in the 2007 Defense Authorization Act, establishing a 36% annual percentage rate ceiling, which includes a variety of charges including late fees, for consumer loans to military service members and their dependents; and

- rules and regulations of the various federal banking regulators charged with the responsibility of implementing these federal laws.

The Bank's deposit operations are subject to federal laws applicable to depository accounts, such as:

- Truth-In-Savings Act, requiring certain disclosures of consumer deposit accounts;

- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;

- Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve to implement that act, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services;

-

International Money Laundering Abatement and Financial Anti-Terrorism Act of 2001, which sets forth anti-money laundering measures affecting insured depository institutions, broker-dealers, and other financial institutions; and

- rules and regulations of the various federal banking regulators charged with the responsibility of implementing these federal laws.

Limitations on Senior Executive Compensation. In June 2010, federal banking regulators issued guidance designed to help ensure that incentive compensation policies at banking organizations do not encourage excessive risk-taking or undermine the safety and soundness of the organization. In connection with this guidance, the regulatory agencies announced that they will review incentive compensation arrangements as part of the regular, risk-focused supervisory process. Regulatory authorities may also take enforcement action against a banking organization if its incentive compensation arrangement or related risk management, control, or governance processes pose a risk to the safety and soundness of the organization and the organization is not taking prompt and effective measures to correct the deficiencies. To ensure that incentive compensation arrangements do not undermine safety and soundness at insured depository institutions, the incentive compensation guidance sets forth the following key principles:

- incentive compensation arrangements should provide employees incentives that appropriately balance risk and financial results in a manner that does not encourage employees to expose the organization to imprudent risk;

- incentive compensation arrangements should be compatible with effective controls and risk management; and

- incentive compensation arrangements should be supported by strong corporate governance, including active and effective oversight by the board of directors.

As the Company's Series A and Series B Preferred Stock was sold to unaffiliated third-party purchasers in March 2013, the Company is generally no longer subject to limitations on executive compensation pursuant to regulations issued as part of the TARP CPP.

Proposed Legislation and Regulatory Action. New regulations and statutes are regularly proposed that contain wide-ranging proposals for altering the structures, regulations, and competitive relationships of financial institutions operating and doing business in the United States. We cannot predict whether or in what form any proposed regulation or statute will be adopted or the extent to which our business may be affected by any new regulation or statute.

Effect of Governmental Monetary Policies. The Bank's earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve's monetary policies have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve, including its ongoing "Quantitative Easing" program, affect the levels of bank loans, investments, and deposits through its control over the issuance of United States government securities, its regulation of the discount rate applicable to member banks, and its influence over reserve requirements to which member banks are subject. The Bank cannot predict the nature or impact of future changes in monetary and fiscal policies.

ITEM 1A. RISK FACTORS

An investment in our securities involves risks. If any of the following risks or other risks, which have not been identified or which we may believe are immaterial or unlikely, actually occurs, our business, financial condition, and results of operations could be harmed. In such a case, the value of our securities could decline, and you may lose all or part of your investment. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements.

Risks Related to the Company's Business

We may experience increased delinquencies and credit losses, which could have a material adverse effect on our capital, financial condition, and results of operations.

Like other lenders, we face the risk that our customers will not repay their loans. A customer's failure to repay us is usually preceded by missed monthly payments. In some instances, however, a customer may declare bankruptcy prior to missing payments, and, following a borrower filing bankruptcy, a lender's recovery of the credit extended is often limited. Since many of our loans are secured by collateral, we may attempt to seize the collateral when and if customers default on their loans. However, the value of the collateral may not equal the amount of the unpaid loan, and we may be unsuccessful in recovering the remaining balance from our customers. The resolution of nonperforming assets, including the initiation of foreclosure proceedings, requires significant commitments of time from management and our directors, which can be detrimental to the performance of their other responsibilities, and will expose the Company to additional legal costs and potential delays. Elevated levels of loan delinquencies and bankruptcies in our market area generally and among our customers specifically can be precursors of future charge-offs and may require us to increase our allowance for loan and lease losses. Higher charge-off rates, delays in the foreclosure process or in obtaining judgments against defaulting borrowers and an increase in our allowance for loan and lease losses may hurt our overall financial performance if we are unable to increase revenue to compensate for these losses and may also increase our cost of funds.

Our loan portfolio mix, which has loans secured by real estate, could result in increased credit risk in a challenging economy.

Our loan portfolio is concentrated in commercial real estate and commercial business loans. As of December 31, 2014, approximately 76.86% of our loans receivable were secured by real estate. These types of loans generally are viewed as having more risk of default than certain other types of loans or investments. In fact, the FDIC has issued pronouncements alerting banks of its concern about heavy loan concentrations in certain types of commercial real estate loans, including acquisition, construction and development loans, and also by geographic segment. Because our loan portfolio contains commercial real estate and commercial business loans with relatively large balances, the deterioration of one or a few of these loans may cause a significant increase in our non-performing loans. An increase in non-performing loans could result in a loss of earnings from these loans, an increase in the provision for loan losses, or an increase in loan charge-offs, any of which could have a material adverse impact on our results of operations and financial condition.

Any downturn in the economies or real estate values in the markets we serve could have a material adverse effect on both borrowers' ability to repay their loans and the value of the real property securing such loans. Our ability to recover on defaulted loans would then be diminished, and we would be more likely to suffer losses on defaulted loans.

If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings could decrease.

Our success depends to a significant extent upon the quality of our assets, particularly loans. In originating loans, there is a substantial likelihood that we will experience credit losses. The risk of loss will vary with, among other things, general economic conditions, the type of loan, the creditworthiness of the borrower over the term of the loan, and, in the case of a collateralized loan, the quality of the collateral for the loan.

Our loan customers may not repay their loans according to the terms of these loans, and the collateral securing the payment of these loans may be insufficient to assure repayment. As a result, we may experience significant loan losses, which could have a material adverse effect on our operating results. Management makes various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. We maintain an allowance for loan losses in an attempt to cover any loan losses that may occur. In determining the size of the allowance, we rely on an analysis of our loan portfolio based on historical loss experience, volume and types of loans, trends in classification, volume and trends in delinquencies and non-accruals, national and local economic conditions, and other pertinent information.

If our assumptions are wrong, our current allowance may not be sufficient to cover future loan losses, and we may need to make adjustments to allow for different economic conditions or adverse developments in our loan portfolio. Material additions to our allowance would materially decrease our net income. We expect our allowance to continue to fluctuate throughout 2015; however, given current and future market conditions, we can make no assurance that our allowance will be adequate to cover future loan losses.

In addition, federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs, based on judgments different than those of our management. Any increase in our allowance for loan losses or loan charge-offs as required by these regulators could have a negative effect on our operating results.

The amount of other real estate owned ("OREO") may increase significantly, resulting in additional losses, and costs and expenses that will negatively affect our operations.

At December 31, 2013, we had a total of $8.93 million of OREO, and at December 31, 2014, we had a total of $2.44 million of OREO, reflecting a $6.49 million or 72.64% decrease from year-end 2013 to year-end 2014. During this period, sales and write downs were $7.62 million and $66 thousand, respectively, while properties acquired through foreclosures totaled $1.20 million. The amount of OREO we hold may possibly increase throughout 2015. Any additional increase in losses and maintenance costs and expenses due to OREO may have material adverse effects on our business, financial condition, and results of operations. Such effects may be particularly pronounced in a market of reduced real estate values and excess inventory, which may make the disposition of OREO properties more difficult, increase maintenance costs and expenses, and may reduce our ultimate realization from any OREO sales. In addition, we are required to reflect the fair market value of our OREO in our financial statements. If the OREO declines in value, we are required to recognize a loss in connection with continuing to hold the property. As a result, declines in the value of our OREO have a negative effect on our results of operations and financial condition.

Our use of appraisals in deciding whether to make a loan on or secured by real property or how to value such loan in the future may not accurately describe the net value of the real property collateral that we can realize.

In considering whether to make a loan secured by real property, we generally require an appraisal of the property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is made, and, as real estate values in our market area have experienced changes in value in relatively short periods of time, this estimate might not accurately describe the net value of the real property collateral after the loan has been closed. If the appraisal does not reflect the amount that may be obtained upon any sale or foreclosure of the property, we may not realize an amount equal to the indebtedness secured by the property. In addition, we rely on appraisals and other valuation techniques to establish the value of our OREO and to determine certain loan impairments. If these valuations are inaccurate, our consolidated financial statements may not reflect the correct value of OREO, and our ALLL may not reflect accurate loan impairments. The valuation of the property may negatively impact the continuing value of such loan and could adversely affect our results of operations and financial condition.

If we are required to record a valuation allowance against our deferred tax asset in the future, our earnings and capital position may be adversely impacted.

Deferred income tax represents the tax impact of the differences between the book and tax basis of assets and liabilities. Deferred tax assets are assessed periodically by us to determine if they are realizable. Factors in our determination include the ability to carry back or carry forward net operating losses and the performance of the business including the ability to generate taxable income from a variety of sources and tax planning strategies. If, based on available information, it is more likely than not that the deferred income tax asset will not be realized, then a valuation allowance against the deferred tax asset must be established with a corresponding charge to income tax expense.

As of December 31, 2014, prior to any valuation allowance, net deferred tax assets from operations totaled $10.7 million and were recorded in the Company's consolidated balance sheets. Based on our projections of future taxable income over the next three years, cumulative tax losses over the previous three years, net operating loss carry forward limitations as discussed below and available tax planning strategies, $3.2 million of the net deferred tax asset is expected to be recognized and therefore a valuation allowance of $7.5 million has been recorded as of December 31, 2014. Analysis of our ability to recapture our deferred tax asset requires us to apply significant judgment and is inherently subjective because it requires the future occurrence of circumstances, including the projection of future earnings that cannot be predicted with certainty. The determination of how much of the net operating losses we will be able to utilize and, therefore, how much of the valuation allowance that may be reversed and the timing is based on our future results of operations and the amount and timing of actual loan charge-offs and asset writedowns. The resulting loss could have a material adverse effect on our results of operations and financial condition and could also decrease the Bank's regulatory capital.

Changes in the interest rate environment could reduce our net interest income, which could reduce our profitability.

As a financial institution, our earnings significantly depend on our net interest income, which is the difference between the interest income that we earn on interest-earning assets, such as investment securities and loans, and the interest expense that we pay on interest-bearing liabilities, such as deposits and borrowings. Therefore, any change in general market interest rates, including changes in federal fiscal and monetary policies, affects us more than non-financial institutions and can have a significant effect on our net interest income and total income. Our assets and liabilities may react differently to changes in overall market rates or conditions because there may be mismatches between the repricing or maturity characteristics of the assets and liabilities. As a result, an increase or decrease in market interest rates could have material adverse effects on our net interest margin and results of operations.

In addition, we cannot predict whether interest rates will continue to remain at present levels. Changes in interest rates may cause significant changes, up or down, in our net interest income. Depending on our portfolio of loans and investments, our results of operations may be adversely affected by changes in interest rates. In addition, any significant increase in prevailing interest rates could adversely affect our mortgage banking business because higher interest rates could cause customers to request fewer refinancings and purchase money mortgage originations.

We face strong competition from larger, more established competitors.

The banking business is highly competitive, and we experience strong competition from many other financial institutions. We compete with commercial banks, credit unions, savings and loan associations, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds, and other financial institutions that operate in our primary market areas and elsewhere.

We compete with these institutions both in attracting deposits and in making loans, primarily on the basis of the interest rates we pay and yield on these products. In addition, we have to attract our customer base from other existing financial institutions and from new residents. Many of our competitors are well-established, much larger financial institutions. While we believe we can and do successfully compete with these other financial institutions in our markets, we may face a competitive disadvantage as a result of our smaller size and lack of geographic diversification. Further, should we fail to maintain an adequate volume of loans and deposits in accordance with our business strategy, it could have an adverse effect on our profitability in the future.

Although we compete by concentrating our marketing efforts in our primary market area with local advertisements, personal contacts, and greater flexibility in working with local customers, we can give no assurance that this strategy will be successful.

Hurricanes or other adverse weather events could negatively affect our local economies or disrupt our operations, which could have an adverse effect on our business or results of operations.

The economy of South Carolina’s coastal region is affected, from time to time, by adverse weather events, particularly hurricanes. Our market area includes several coastal communities, and we cannot predict whether, or to what extent, damage caused by future hurricanes will affect our operations, our customers, or the economies in our banking markets. However, weather events could cause a disruption in our day-to-day business activities in branches located in coastal communities, a decline in loan originations, destruction or decline in the value of properties securing our loans, or an increase in the risks of delinquencies, foreclosures, and loan losses. Even if a hurricane does not cause any physical damage in our market area, a turbulent hurricane season could significantly affect the market value of all coastal property.

Our historical results may not be indicative of our future results.

Our growth prior to the current economic downturn may distort some of our historical financial ratios and statistics. In the future, we may not have the benefit of several favorable factors, such as a generally predictable interest rate environment, a strong residential mortgage market, or the ability to find suitable expansion opportunities. Various factors, such as economic conditions, regulatory and legislative considerations, and competition, may also impede or prohibit our ability to expand our market presence. If we are unable to achieve the rate of growth we established prior to the current economic downturn, our results of operations and financial condition may be adversely affected due to a high percentage of our operating costs being fixed expenses.

Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the teamwork and increased productivity fostered by our culture, which could harm our business.

We believe that a critical contributor to our success has been our corporate culture, which we believe fosters teamwork and increased productivity. As our organization grows and we are required to implement more complex organization management structures, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture. This could negatively impact our future success.

As a community bank, we have different lending risks than larger banks.

We provide services to our local communities. Our ability to diversify our economic risks is limited by our own local markets and economies. We lend primarily to individuals and to small- to medium-sized businesses, which may expose us to greater lending risks than those of banks lending to larger, better-capitalized businesses with longer operating histories.

We manage our credit exposure through careful monitoring of loan applicants and loan concentrations in particular industries, and through loan approval and review procedures. We have established an evaluation process designed to determine the adequacy of our allowance for loan losses. While this evaluation process uses historical and other objective information, the classification of loans and the establishment of loan losses is an estimate based on experience, judgment and expectations regarding our borrowers, and the economies in which we and our borrowers operate, as well as the judgment of our regulators. We cannot assure you that our loan loss reserves will be sufficient to absorb future loan losses or prevent a material adverse effect on our business, profitability or financial condition.

We are subject to liquidity risk in our operations.

Liquidity risk is the possibility of being unable, at a reasonable cost and within acceptable risk tolerances, to pay obligations as they come due, to capitalize on growth opportunities as they arise, or to pay regular dividends because of an inability to liquidate assets or obtain adequate funding on a timely basis. Liquidity is required to fund various obligations, including credit obligations to borrowers, mortgage originations, withdrawals by depositors, repayment of debt, dividends to shareholders, operating expenses, and capital expenditures. Liquidity is derived primarily from retail deposit growth and retention, principal and interest payments on loans and investment securities, net cash provided from operations, and access to other funding sources.

As of December 31, 2014, we had approximately $22.7 million in brokered deposits, which represented approximately 8.0% of our total deposits. At times, the cost of brokered deposits exceeds the cost of deposits in our local market. In addition, the cost of brokered deposits can be volatile. In accordance with the Bank and Company MOUs, we are required to limit brokered deposits, excluding reciprocal CDARS, that would cause the Bank's level of brokered deposits to be in excess of ten percent of total deposits. This limitation, coupled with potential cost increases discussed above, could adversely affect our liquidity and ability to support demand for loans.

Our access to funding sources in amounts adequate to finance our activities could be impaired by factors that affect us specifically or the financial services industry in general. Factors that could detrimentally affect our access to liquidity sources include a decrease in the level of our business activity due to a market downturn or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as a severe disruption in the financial markets or negative views and expectations about the prospects for the financial services industry as a whole, given the recent turmoil faced by banking organizations in the domestic and worldwide credit markets. Currently, we have access to liquidity to meet our current anticipated needs; however, our access to additional borrowed funds could become limited in the future, and we may be required to pay above market rates for additional borrowed funds, if we are able to obtain them at all, which may adversely affect our results of operations.

The impact of the economic downturn on the performance of other financial institutions in our geographic area, actions taken by our competitors to address the current economic downturn, and the public perception of and confidence in the economy generally, and the banking industry specifically, could negatively impact our performance and operations.

All financial institutions are subject to the same risks resulting from a weakened economy such as increased charge-offs and levels of past due loans and nonperforming assets. As troubled institutions in our market area continue to recognize and dispose of problem assets, the already substantial inventory of residential homes and lots may negatively affect home values and increase the time it takes us or our borrowers to sell existing inventory. The perception that troubled banking institutions (and smaller banking institutions that are not “in trouble”) are risky institutions for purposes of regulatory compliance or safeguarding deposits may cause depositors nonetheless to move their funds to larger institutions. If our depositors should move their funds based on events happening at other financial institutions, our operating results would suffer.

A failure in or breach of our operational or security systems, or those of our third party service providers, including as a result of cyber attacks, could disrupt our business, result in unintentional disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses.

As a financial institution, our operations rely heavily on the secure processing, storage and transmission of confidential and other information on our computer systems and networks. Any failure, interruption or breach in security or operational integrity of these systems could result in failures or disruptions in our online banking system, customer relationship management, general ledger, deposit and loan servicing and other systems. The security and integrity of our systems could be threatened by a variety of interruptions or information security breaches, including those caused by computer hacking, cyber attacks, electronic fraudulent activity or attempted theft of financial assets. We cannot assure you that any such failures, interruption or security breaches will not occur, or if they do occur, that they will be adequately addressed. While we have certain protective policies and procedures in place, the nature and sophistication of the threats continue to evolve. We may be required to expend significant additional resources in the future to modify and enhance our protective measures.

Additionally, we face the risk of operational disruption, failure, termination or capacity constraints of any of the third parties that facilitate our business activities, including exchanges, clearing agents, clearing houses or other financial intermediaries. Such parties could also be the source of an attack on, or breach of, our operational systems. Any failures, interruptions or security breaches in our information systems could damage our reputation, result in a loss of customer business, result in a violation of privacy or other laws, or expose us to civil litigation, regulatory fines or losses not covered by insurance.

Risks Related to the Company’s Regulatory Environment

We are subject to regulatory commitments that could have a material negative effect on our business, operating flexibility, financial condition, and the value of our securities. In addition, addressing these commitments will require significant time and attention from our management team, which may increase our costs, impede the efficiency of our internal business processes, and adversely affect our profitability in the near-term.

The Bank entered into the Bank MOU with its primary regulators, the FDIC and the SC State Board, effective August 19, 2010. The Bank, the FDIC, and the SC State Board have agreed as to certain areas of the Bank’s operations that warrant improvement and a plan for making those improvements. The Bank MOU requires the Bank to review and revise various policies and procedures, including those associated with concentration management, the allowance for loan and lease losses, liquidity management, criticized assets, credit administration, and capital.

Similarly, on the basis of the same examination by the FDIC and the SC State Board, the Federal Reserve Bank requested that the Company enter into the Company MOU; the Company entered into the Company MOU in December 2010. While the Company MOU provides for many of the same measures suggested by the Bank MOU, the Company MOU also requires that the Company seek pre-approval prior to the payment of dividends or other interest payments relating to its securities.

Until the Company is no longer subject to the Company MOU, it will be required to seek regulatory approval prior to paying scheduled dividends on its preferred stock and trust preferred securities, including the Series A Preferred Stock and Series B Preferred Stock issued to the Treasury as part of our participation in the TARP CPP and which is now held by unaffiliated third-party investors. This provision also applies to the Company's common stock, although, to date, the Company has not elected to pay a cash dividend on its shares of common stock. The Federal Reserve Bank has not approved the payment of dividends and interest relating to its outstanding classes of preferred stock and trust preferred securities due and payable since the third quarter of 2011. As a result, no assurance can be given as to when the Company will obtain approval from the Federal Reserve Bank to resume the payment of such dividends and interest in future quarters while the Company MOU remains in effect.

Further, should the Bank and/or the Company fail to comply with the provisions of each respective Memorandum, it could result in further enforcement actions by the FDIC, the Federal Reserve Bank, and/or the SC State Board. While we plan to take such actions as may be necessary to comply with the requirements of the memoranda, there can be no assurance that we will be able to comply fully with the provisions of either Memorandum, or that efforts to comply with the memoranda will not have adverse effects on the operations and financial condition of the Company and the Bank.

We are subject to extensive regulation that could limit or restrict our activities.

We operate in a highly regulated industry and are subject to examination, supervision, and comprehensive regulation by various regulatory agencies. Our compliance with these regulations, including compliance with our regulatory commitments, is costly and restricts certain of our activities, including the declaration and payment of cash dividends to common shareholders, mergers and acquisitions, investments, loans and interest rates charged, interest rates paid on deposits, and locations of offices. We are also subject to capitalization guidelines established by our regulators, which require us to maintain adequate capital to support our growth and operations. Should we fail to comply with these regulatory requirements, federal and state regulators could impose additional restrictions on the activities of the Company and the Bank, which could materially affect our growth strategy and operating results in the future.

The laws and regulations applicable to the banking industry have recently changed and may continue to change, and we cannot predict the effects of these changes on our business and profitability. Because government regulation greatly affects the business and financial results of all commercial banks and bank holding companies, our cost of compliance could adversely affect our ability to operate profitably.

The Dodd-Frank Act was enacted on July 21, 2010. The implications of the Dodd-Frank Act, or its implementing regulations, on our business are unclear at this time, but it may adversely affect our business, results of operations, and the underlying value of our common stock. The full effect of this legislation will not be even reasonably certain until implementing regulations are promulgated, which could take several years in some cases. See “Supervision and Regulation” for additional information.

Some or all of the changes, including the new rulemaking authority granted to the newly-created Consumer Financial Protection Bureau, may result in greater reporting requirements, assessment fees, operational restrictions, capital requirements, and other regulatory burdens for either, or both, the Bank and the Company, and many of our non-bank competitors may remain free from such limitations. This could affect our ability to attract and maintain depositors, to offer competitive products and services, and to expand our business.

Congress may consider additional proposals to substantially change the financial institution regulatory system and to expand or contract the powers of banking institutions and bank holding companies. Such legislation may change existing banking statutes and regulations, as well as our current operating environment significantly. If enacted, such legislation could increase or decrease the cost of doing business, limit or expand our permissible activities, or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. We cannot predict whether new legislation will be enacted and, if enacted, the effect that it, or any regulations, would have on our business, financial condition, or results of operations.

Our financial condition and results of operations are affected by credit policies of monetary authorities, particularly the Federal Reserve. Actions by monetary and fiscal authorities, including the Federal Reserve, could have an adverse effect on our deposit levels, loan demand, or business and earnings.

Rulemaking changes implemented by the CFPB will result in higher regulatory and compliance costs related to originating and servicing mortgages and may adversely affect our results of operations.

The CFPB recently has finalized a number of significant rules which will impact nearly every aspect of the lifecycle of a residential mortgage. These rules implement the Dodd-Frank Act amendments to the Equal Credit Opportunity Act, the Truth in Lending Act and the Real Estate Settlement Procedures Act. The final rules require banks to, among other things: (i) develop and implement procedures to ensure compliance with a new “reasonable ability to repay” test and identify whether a loan meets a new definition for a “qualified mortgage;” (ii) implement new or revised disclosures, policies and procedures for servicing mortgages including, but not limited to, early intervention with delinquent borrowers and specific loss mitigation procedures for loans secured by a borrower's principal residence; (iii) comply with additional restrictions on mortgage loan originator compensation; and (iv) comply with new disclosure requirements and standards for appraisals and escrow accounts maintained for “higher priced mortgage loans.”

While the rules generally affect banks our size somewhat less than larger financial institutions, our compliance with the new rule, and its accompanying enforcement by our federal and state regulators, will create operational and strategic challenges for us, as we originate a significant volume of mortgages. For example, business models for cost, pricing, delivery, compensation, and risk management will need to be reevaluated and potentially revised, perhaps substantially. Additionally, programming changes and enhancements to systems will be necessary to comply with the new rules. Some of these new rules became effective in June 2013, while others became effective in January 2014. Forthcoming additional rulemaking affecting the residential mortgage business is also expected. Achieving full compliance in the relatively short timeframe provided for certain of the new rules will result in increased regulatory and compliance costs.

New capital rules that were recently issued generally require insured depository institutions and certain bank holding companies to hold more capital. The impact of the new rules on our financial condition and operations is uncertain but could be materially adverse.

On July 2, 2013, the Federal Reserve adopted a final rule for the Basel III capital framework and, on July 9, 2013, the OCC also adopted a final rule and the FDIC adopted the same provisions in the form of an "interim final rule." These rules substantially amend the regulatory risk-based capital rules applicable to the Bank. The rules phase in over time beginning in 2015 and will become fully effective in 2019.

The final rules increase capital requirements and generally include two new capital measurements that will affect us, a risk-based common equity Tier 1 ratio and a capital conservation buffer. Common Equity Tier 1 (“CET1”) capital is a subset of Tier 1 capital and is limited to common equity (plus related surplus), retained earnings, accumulated other comprehensive income and certain other items. Other instruments that have historically qualified for Tier 1 treatment, including non-cumulative perpetual preferred stock, are consigned to a category known as Additional Tier 1 capital and must be phased out over a period of nine years beginning in 2014. The rules permit bank holding companies with less than $15 billion in assets (such as us) to continue to include trust preferred securities and non-cumulative perpetual preferred stock issued before May 19, 2010 in Tier 1 capital, but not CET1. Tier 2 capital consists of instruments that have historically been placed in Tier 2, as well as cumulative perpetual preferred stock.

The final rules adjust all three categories of capital by requiring new deductions from and adjustments to capital that will result in more stringent capital requirements and may require changes in the ways we do business. Among other things, the current rule on the deduction of mortgage servicing assets from Tier 1 capital has been revised in ways that are likely to require a greater deduction than we currently make and that will require the deduction to be made from CET1. This deduction phases in over a three-year period from 2015 through 2017. We closely monitor our mortgage servicing assets, and we expect to maintain our mortgage servicing asset at levels below the deduction thresholds by a combination of sales of portions of these assets from time to time either on a flowing basis as we originate mortgages or through bulk sale transactions. Additionally, any gains on sale from mortgage loans sold into securitizations must be deducted in full from CET1. This requirement phases in over three years from 2015 through 2017. Under the earlier rule and through 2014, no deduction is required.

Beginning in 2015, the minimum capital requirements for the Bank will be (i) a CET1 ratio of 4.5%, (ii) a Tier 1 capital (CET1 plus Additional Tier 1 capital) of 6% (up from 4%) and (iii) a total capital ratio of 8% (the current requirement). Our leverage ratio requirement will remain at the 4% level now required. Beginning in 2016, a capital conservation buffer will phase in over three years, ultimately resulting in a requirement of 2.5% on top of the CET1, Tier 1 and total capital requirements, resulting in a require CET1 ratio of 7%, a Tier 1 ratio of 8.5%, and a total capital ratio of 10.5%. Failure to satisfy any of these three capital requirements will result in limits on paying dividends, engaging in share repurchases and paying discretionary bonuses. These limitations will establish a maximum percentage of eligible retained income that could be utilized for such actions. While the final rules will result in higher regulatory capital standards, it is difficult at this time to predict when or how any new standards will ultimately be applied to us.

In addition to the higher required capital ratios and the new deductions and adjustments, the final rules increase the risk weights for certain assets, meaning that we will have to hold more capital against these assets. For example, commercial real estate loans that do not meet certain new underwriting requirements must be risk-weighted at 150%, rather than the current 100%. There are also new risk weights for unsettled transactions and derivatives. We also will be required to hold capital against short-term commitments that are not unconditionally cancelable; currently, there are no capital requirements for these off-balance sheet assets. All changes to the risk weights take effect in full in 2015.

In addition, in the current economic and regulatory environment, bank regulators may impose capital requirements that are more stringent than those required by applicable existing regulations. The application of more stringent capital requirements for us could, among other things, result in lower returns on equity, require the raising of additional capital, and result in regulatory actions if we were to be unable to comply with such requirements. Implementation of changes to asset risk weightings for risk-based capital calculations, items included or deducted in calculating regulatory capital or additional capital conservation buffers, could result in management modifying our business strategy and could limit our ability to make distributions, including paying dividends or buying back our shares.

The Federal Reserve may require us to commit capital resources to support the Bank.

The Federal Reserve requires a bank holding company to act as a source of financial and managerial strength to a subsidiary bank and to commit resources to support such subsidiary bank. Under the “source of strength” doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to such a subsidiary bank. In addition, the Dodd-Frank Act directs the federal bank regulators to require that all companies that directly or indirectly control an insured depository institution serve as a source of strength for the institution. Under these requirements, in the future, we could be required to provide financial assistance to our Bank if the Bank experiences financial distress.

A capital injection may be required at times when we do not have the resources to provide it, and therefore we may be required to borrow the funds. In the event of a bank holding company's bankruptcy, the bankruptcy trustee will assume any commitment by the holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the holding company's general unsecured creditors, including the holders of its note obligations. Thus, any borrowing that must be done by the holding company in order to make the required capital injection becomes more difficult and expensive and will adversely impact the holding company's cash flows, financial condition, results of operations and prospects.

The FDIC Deposit Insurance assessments that we are required to pay may continue to materially increase in the future, which would have an adverse effect on our earnings.

As a member institution of the FDIC, we are assessed a quarterly deposit insurance premium. Failed banks nationwide have significantly depleted the insurance fund and reduced the ratio of reserves to insured deposits. As a result, we may be required to pay significantly higher premiums or additional special assessments that could adversely affect our earnings.

On October 19, 2010, the FDIC adopted a new DIF Restoration Plan, which requires the DIF to attain a 1.35% reserve ratio by September 30, 2020 and foregoes the uniform three basis point-increase scheduled to take effect on January 1, 2011. In addition, the FDIC modified the method by which assessments are determined and, effective April 1, 2011, adjusted assessment rates, which will range from 2.5 to 45 basis points (annualized), subject to adjustments for unsecured debt and, in the case of small institutions outside the lowest risk category and certain large and highly complex institutions, brokered deposits. Further increased FDIC assessment premiums, due to our risk classification, emergency assessments, or implementation of the modified DIF reserve ratio, could adversely impact our earnings.

We are subject to federal and state fair lending laws, and failure to comply with these laws could lead to material penalties.

Federal and state fair lending laws and regulations, such as the Equal Credit Opportunity Act and the Fair Housing Act, impose nondiscriminatory lending requirements on financial institutions. The Department of Justice, CFPB and other federal and state agencies are responsible for enforcing these laws and regulations. Private parties may also have the ability to challenge an institution's performance under fair lending laws in private class action litigation. A successful challenge to our performance under the fair lending laws and regulations could adversely impact our rating under the CRA and result in a wide variety of sanctions, including the required payment of damages and civil money penalties, injunctive relief, imposition of restrictions on merger and acquisition activity and restrictions on expansion activity, which could negatively impact our reputation, business, financial condition and results of operations.

A downgrade of the U.S. credit rating could negatively impact our business, results of operations and financial condition.

Periodic U.S. debt ceiling and budget deficit concerns together with signs of deteriorating sovereign debt conditions in Europe, have increased the possibility of credit-rating downgrades and economic slowdowns in the U.S. Although U.S. lawmakers passed legislation to raise the federal debt ceiling in 2011, Standard & Poor's Ratings Services lowered its long-term sovereign credit rating on the U.S. from "AAA" to "AA+" in August 2011. This rating was affirmed in June 2013. The impact of any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the U.S. and global financial markets and economic conditions. A downgrade of the U.S. government's credit rating or a default by the U.S. government to satisfy its debt obligations likely would create broader financial turmoil and uncertainty, which would weigh heavily on the global banking system. It is possible that any such impact could have a material adverse effect on our business, results of operations and financial condition.

Failure to comply with government regulation and supervision could result in sanctions by regulatory agencies, civil money penalties, and damage to our reputation.

Our operations are subject to extensive regulation by federal, state, and local governmental authorities. Given the current disruption in the financial markets, we expect that the government will continue to pass new regulations and laws that will impact us. Compliance with such regulations may increase our costs and limit our ability to pursue business opportunities. Failure to comply with laws, regulations, and policies could result in sanctions by regulatory agencies, civil money penalties, and damage to our reputation. While we have policies and procedures in place that are designed to prevent violations of these laws, regulations, and policies, there can be no assurance that such violations will not occur.

Risks Relating to Ownership of Our Common Stock

Our ability to pay cash dividends on capital stock is limited and we may be unable to pay future dividends.

We make no assurances that we will pay any dividends in the future. Any future determination relating to dividend policy will be made at the discretion of our Board of Directors and will depend on a number of factors, including our future earnings, capital requirements, financial condition, future prospects, regulatory restrictions, and other factors that our Board of Directors may deem relevant. The holders of our capital stock are entitled to receive dividends when, and if, declared by our Board of Directors out of funds legally available for that purpose. As part of our consideration to pay cash dividends, we intend to retain adequate funds from future earnings to support the development and growth of our business. In addition, our ability to pay dividends is restricted by federal policies and regulations. It is the policy of the Federal Reserve Bank that bank holding companies should pay cash dividends on capital stock only out of net income available over the past year and only if prospective earnings retention is consistent with the organization’s expected future needs and financial condition. Further, our principal source of funds to pay dividends is cash dividends that we receive from the Bank. In addition, pursuant to the Company MOU, we are prohibited from declaring and paying cash dividends without prior written approval from the Federal Reserve Bank.

Because we have participated in the TARP CPP, our ability to pay cash dividends on common stock is further limited. Specifically, we may not pay cash dividends on common stock unless all dividends have been paid on the securities issued to the Treasury under the TARP CPP. The TARP CPP also restricts our ability to increase the amount of cash dividends on common stock, which potentially limits your opportunity for gain on your investment. The Federal Reserve Bank has required us to defer payment of the dividends on our outstanding classes of preferred stock since the third quarter of 2011.

Finally, given the requirements under the Company MOU, we have been required by the Federal Reserve Bank to defer interest payments payable on our outstanding trust preferred securities. Accordingly, pursuant to the terms of the trust preferred securities, we are further restricted from paying dividends on our common stock and our outstanding classes of preferred stock, absent authorization from a majority of the holders of our outstanding trust preferred securities, until such time as the Company has paid all interest due and payable on the trust preferred securities.

The holders of shares of our various classes of preferred stock have rights that are senior to those of our common shareholders.

We have supported our capital operations by issuing two classes of preferred stock to the Treasury under the TARP CPP. These shares of Series A and Series B Preferred Stock were sold by the Treasury to unaffiliated third parties in March 2013.

Each outstanding class of preferred stock has dividend rights that are senior to our common stock; therefore, we must pay dividends on each class of preferred stock before we can pay any dividends on our common stock. In the event of our bankruptcy, dissolution, or liquidation, the holders of our preferred stock must be satisfied before we can make any distributions to our common shareholders.

The deregistration of our common stock under Section 12(g) of the Exchange and the pending suspension of our obligation to file current, quarterly and annual reports with the SEC under Section 15(d) of the Exchange Act will result in less information about the Company's financial condition and results of operations being readily available to the public and have other potentially adverse consequences to holders of our common stock.

Immediately after we file this Annual Report on Form 10-K and file a second Form 15, the Company will cease to file annual, quarterly, current, and other reports and documents with the SEC. We will not be providing periodic reports in the format currently required of us under the provisions of the Exchange Act and, as a result, shareholders will have access to less information about us and our business, operations, and financial performance. Moreover, we will no longer be subject to the provisions of the Sarbanes-Oxley Act and certain of the liability provisions of the Exchange Act and our executive officers, directors and 10% shareholders will no longer be required to file reports relating to their transactions in our common stock with the SEC. In addition, our executive officers, directors and 10% shareholders will no longer be subject to the short-swing profits provisions of the Exchange Act, and persons acquiring more than 5% of our common stock will no longer be required to report their beneficial ownership under the Exchange Act.

In addition, the reduction in the volume and detail of information about the Company available to the public as a result of the deregistration of our common stock and suspension of SEC reporting could cause deterioration in the liquidity of our common stock. The lack of liquidity provided by a ready market of common stock may result in fewer opportunities to raise additional capital through private offerings of our securities and utilize equity-based incentive compensation tools to recruit and retain executive talent. Moreover, companies that file reports with the SEC are often viewed by existing shareholders, potential investors, employees, investors, customers, vendors and others as more established, reliable and prestigious than privately held companies. SEC reporting companies are often followed by analysts who publish reports on their operations and prospects. Companies that their status as an SEC reporting company may risk losing prestige in the eyes of the public, the investment community and key constituencies. The Company does not currently enjoy research analyst coverage or similar media attention and many similarly situated community bank holding companies have taken advantage of the opportunity created by the JOBS Act to deregister their common stock and suspend their SEC reporting obligations.

Economic and other circumstances may require us to raise capital at times or in amounts that are unfavorable to us. If we have to issue shares of common stock, they will dilute the percentage ownership interest of existing shareholders and may dilute the book value per share of our common stock and adversely affect the terms on which we may obtain additional capital.

We may need to incur additional debt or equity financing in the future to make strategic acquisitions or investments or to strengthen our capital position. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control and our financial performance. We cannot provide assurance that such financing will be available to us on acceptable terms or at all, or if we do raise additional capital that it will not be dilutive to existing shareholders.

If we determine, for any reason, that we need to raise capital, our board generally has the authority, without action by or vote of the shareholders, to issue all or part of any authorized but unissued shares of stock for any corporate purpose, including issuance of equity-based incentives under or outside of our equity compensation plans. Additionally, we are not restricted from issuing additional common stock or preferred stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock or preferred stock or any substantially similar securities. The market price of our common stock could decline as a result of sales by us of a large number of shares of common stock or preferred stock or similar securities in the market or from the perception that such sales could occur. Any issuance of additional shares of stock will dilute the percentage ownership interest of our shareholders and may dilute the book value per share of our common stock. Shares we issue in connection with any such offering will increase the total number of shares and may dilute the economic and voting ownership interest of our existing shareholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not Applicable.

ITEM 2. PROPERTIES

The executive and main offices of the Company and the Bank are located at 2170 West Palmetto Street in Florence, South Carolina. The facility at that location is owned by the Bank. The Bank also owns an adjacent lot that is used as a parking lot. The headquarters building is a two-story building having approximately 12,000 square feet. The building has six inside teller stations, two teller stations servicing four drive-through lanes, and a night depository and automated teller machine drive-through lane that is accessible after the Bank’s normal business hours.

On April 26, 2000, the Bank opened a branch at 411 Second Loop Road in Florence, South Carolina. The Second Loop branch facility, which is owned by the Bank, is located on approximately one acre of land and contains approximately 3,000 square feet.

On May 15, 2002, the Bank purchased an additional facility located at 2145 Fernleaf Drive in Florence, South Carolina. The Fernleaf Drive site contains approximately 0.5 acres of land and includes a 7,500 square feet building. The facility serves as additional space for the operational and information technology activities of the Bank, including data processing and auditing. No customer services will be conducted in this facility.

On June 17, 2004, the Bank opened a temporary branch at 709 North Lake Drive in Lexington, South Carolina. On July 1, 2008, the bank subsequently moved into its permanent branch facility at 801 North Lake Drive in Lexington, South Carolina. The Lexington branch facility, which is leased by the Bank, is located on approximately two acres of land and contains approximately 13,000 square feet.

On March 15, 2005, the Bank opened a branch at 51 State Street, Charleston, South Carolina. This property is leased. On August 8, 2005, the Bank changed the street address of this location to 25 Cumberland Street, Charleston, South Carolina because of a change in the primary entrance to the branch.

On March 24, 2005, the Bank leased approximately five acres at 2211 West Palmetto Street in Florence, South Carolina for possible development of a future headquarters location. This property and an adjacent parcel were purchased by the Company on November 24, 2008 and are leased by the Bank. The Company and the Bank agreed to waive the Bank’s obligation to pay rent to the Company on this property.

On October 3, 2005, the Bank opened a branch office at 800 South Shelmore Boulevard, Mount Pleasant, South Carolina. The Mount Pleasant branch facility is located on approximately one acre of land owned by the Company and contains approximately 6,500 square feet.

On February 9, 2006, the Bank purchased approximately 0.75 acres at 2148 West Palmetto Street, Florence, South Carolina for a future training facility. On April 1, 2007, the Bank opened its Learning Center which contains approximately 6,000 square feet.

The Bank owns property at 44th Business Park, Lots 1, 2, and 3, North Myrtle Beach, South Carolina, which was intended to be a branch site, but was never developed. This property is currently listed for sale.

In June 2007, the Bank entered into a lease for approximately 1.3 acres of land located at 5243 Forest Drive, Columbia, South Carolina. The Company anticipates that it will use this land as the site of a future branch office location.

In March 2008, the Bank purchased 1.37 acres at 8551 Rivers Avenue, North Charleston, South Carolina and one acre at 950 Lake Murray Boulevard, Columbia, South Carolina, which are expected to be future branch office locations.

On July 24, 2009, the Bank opened a branch office at 2805A Sunset Boulevard, West Columbia, South Carolina in a facility leased by the Bank.

Other than the Bank facilities described in the preceding paragraphs and the real estate-related loans funded by the Bank previously described in “Item 1. Business—First Reliance Bank,” the Company does not invest in real estate, interests in real estate, real estate mortgages, or securities of or interests in persons primarily engaged in real estate activities.

ITEM 3. LEGAL PROCEEDINGS

As of December 31, 2014 and the date of this Form 10-K, we believe that we are not a party to, nor is any of our property the subject of, any pending material proceeding other than those that may occur in the ordinary course of our business, except for the proceeding described below.

On July 27, 2013, Gilbert Jarrell, in his individual capacity and on behalf of a proposed class of other similarly situated persons, filed a lawsuit in the Florence County Court of Common Pleas, Case No. 2013-CP-21-1701. The Complaint named the Bank as defendant. The Complaint alleges that plaintiff and other similarly situated persons who were clients of the Schurlknight and Rivers Law Firm ("S&R") were defrauded by S&R by settling claims without paying the plaintiffs their share of the settlement proceeds. Mr. Schurlknight committed suicide and Mr. Rivers has been indicted by the United States for mail fraud. S&R maintained its client trust account(s) with the Bank. The Plaintiffs claim that First Reliance aided and abetted S&R in the commission of many torts. The causes of action alleged are: aiding and abetting breach of fiduciary duty, aiding and abetting fraud, negligent supervision, breach of contract/third party beneficiary, negligence, and conversion. While the Bank is not able to predict the outcome of this lawsuit, it vehemently denies any wrongdoing or knowledge of any schemes by S&R to defraud the plaintiffs or any of the other former clients of S&R. The parties are currently engaged in the discovery process and a mediation of the matter has been scheduled. The plaintiffs in their complaint request $6 million in damages and in subsequent correspondence have claimed damages of $13 million.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information, Holders, and Dividends

No established public trading market exists for our common stock, and there can be no assurance that a public trading market for our common stock will develop. Our common stock is quoted on the OTC Bulletin Board under the symbol "FSRL," and we have a sponsoring broker-dealer to match buy and sell orders for our common stock. Although we are quoted on the OTC Bulletin Board, the trading markets on the OTC Bulletin Board lack the depth, liquidity, and orderliness necessary to maintain a liquid market, and trading and quotations of our common stock have been limited and sporadic. The OTC Bulletin Board prices are quotations, which reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not represent actual transactions.

The following table sets forth for the period indicated the high and low bid prices for our common stock reported by the OTC Bulletin Board for the periods indicated:

	High	Low
2014		
Quarter Ended December 31, 2014	$3.29	$3.29
Quarter Ended September 30, 2014	2.85	2.85
Quarter Ended June 30, 2014	2.00	2.00
Quarter Ended March 31, 2014	1.88	1.88
2013		
Quarter Ended December 31, 2013	1.71	1.71
Quarter Ended September 30, 2013	1.65	1.65
Quarter Ended June 30, 2013	1.80	1.80
Quarter Ended March 31, 2013	2.00	2.00

As of March 23, 2015 there were 4,704,647 shares of common stock outstanding held by approximately 1,150 shareholders of record.

We have not declared or paid any cash dividends on our common stock since our inception. For the foreseeable future, we do not intend to declare cash dividends. We intend to retain earnings to grow our business and strengthen our capital base. Our ability to pay cash dividends depends primarily on the ability of our subsidiary, First Reliance Bank to pay dividends to us. As a South Carolina chartered bank, the Bank is subject to limitations on the amount of dividends that it is permitted to pay. Unless otherwise instructed by the South Carolina Board of Financial Institutions, the Bank is generally permitted under South Carolina state banking regulations to pay cash dividends of up to 100% of net income in any calendar year without obtaining the prior approval of the S.C. Board. The FDIC also has the authority under federal law to enjoin a bank from engaging in what in its opinion constitutes an unsafe or unsound practice in conducting its business, including the payment of a dividend under certain circumstances.

Equity Based Compensation Plan Information

The following table provides information regarding compensation plans under which equity securities of the Company are authorized for issuance. All data is presented as of December 31, 2014.

Equity Compensation Plan Table

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	-	-	-
Equity compensation plans not approved by security holders	213,100	$ 3.86	503,993
Total	213,100	$ 3.86	503,993

On January 19, 2006, the Board of Directors approved the First Reliance Bancshares, Inc. 2006 Equity Incentive Plan (the “2006 Plan”). The 2006 Plan provides that the Company may grant stock incentives to participants in the form of nonqualified stock options, dividend equivalent rights, phantom shares, stock appreciation rights, stock awards, and performance unit awards (each a “Stock Incentive”). The Company reserved up to 350,000 shares of the Company’s common stock for issuance pursuant to awards granted under the Plan. The 2006 Plan was amended in 2010 to increase the number of shares reserved for issuance thereunder to 950,000. This number of shares may change in the event of future stock dividends, stock splits, recapitalizations and similar events. If a Stock Incentive expires or terminates without being paid, exercised or otherwise settled, the shares subject to that Stock Incentive may again be available for awards under the 2006 Plan.

ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data is derived from the consolidated financial statements and other data of First Reliance Bancshares, Inc. and Subsidiary (the "Company"). The selected financial data should be read in conjunction with the consolidated financial statements, including the accompanying notes, included elsewhere herein.

(Dollars in thousands, except per share data)	2014	2013	2012	2011	2010
Income Statement Data:					
Interest income	$15,074	$14,706	$18,812	$23,185	$27,947
Interest expense	1,160	2,448	4,481	6,513	11,656
Net interest income	13,914	12,258	14,331	16,672	16,291
Provision for loan losses	707	610	1,946	5,403	3,542
Net interest income after provision for loan losses	13,207	11,648	12,385	11,269	12,749
Noninterest income	4,437	4,405	6,537	4,847	4,896
Noninterest expense	16,318	22,393	18,639	20,362	19,234
Income (loss) before income taxes	1,326	(6,340)	283	(4,246)	(1,589)
Income tax expense (benefit)	(3,081)	1,397	7	5,135	(1,440)
Net income (loss)	4,407	(7,737)	276	(9,381)	(149)
Preferred stock dividends	1,251	1,140	1,176	1,175	1,131
Net loss available to common shareholders	$3,156	$(8,877)	$(900)	$(10,556)	$(1,280)
Balance Sheet Data:					
Assets	$367,756	$355,408	$418,277	$494,966	$530,095
Earning assets	321,275	306,242	362,518	435,214	468,618
Securities held-to-maturity (1)	31,384	36,952	-	-	-
Securities available-for-sale (2)	13,046	12,145	60,071	84,534	84,473
Loans (3)	257,351	240,750	265,879	306,262	355,514
Allowance for loan losses	3,003	2,894	4,167	7,743	6,271
Deposits	285,319	282,415	349,314	427,816	455,250
Shareholders' equity	36,368	39,093	41,198	41,118	48,592
Per Common Share Data:					
Basic income (loss)	$0.68	$(2.07)	$(0.22)	$(2.57)	$(0.32)
Diluted income (loss)	0.67	(2.07)	(0.22)	(2.57)	(0.32)
Common book value	4.34	3.56	5.64	5.67	7.49
Performance Ratios:					
Return on average assets (4)	1.23%	(2.02)%	0.06%	(1.82)%	(0.03)%
Return on average equity (5)	13.14%	(19.57)%	0.66%	(19.97)%	(0.31)%
Net interest margin (6)	4.47%	3.74%	3.54%	3.67%	3.04%
Efficiency (7)	88.95%	113.61%	97.79%	96.95%	94.27%
Capital and Liquidity Ratios:					
Average equity to average assets	9.37%	10.31%	9.08%	9.09%	8.19%

Leverage (4.00% required minimum)	12.20	%	11.78	%	11.48	%	9.85	%	9.99	%
Risk-based capital										
Tier 1	15.07	%	14.73	%	15.91	%	13.54	%	13.34	%
Total	16.09	%	15.75	%	17.16	%	14.80	%	14.59	%
Average loans to average deposits	86.50	%	78.21	%	73.94	%	75.99	%	75.32	%

(1) Securities held-to-maturity are stated at cost.
(2) Securities available-for-sale are stated at fair value.
(3) Loans are stated at gross amounts before allowance for loan losses and include loans held for sale.
(4) Net income (loss) before preferred stock dividends divided by average assets.
(5) Net income (loss) before preferred stock dividends divided by average equity.
(6) Net interest income divided by average earning assets.
(7) Noninterest expense, less provision for losses on other real estate owned (“OREO”), divided by the sum of net interest income and noninterest income, excluding gains and losses on sales of assets.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Basis of Presentation

The following discussion should be read in conjunction with the preceding "Selected Financial Data" and the Company's consolidated financial statements and the notes thereto and the other financial data included elsewhere herein. The financial information provided below has been rounded in order to simplify its presentation. However, the ratios and percentages provided below are calculated using the detailed financial information contained in the consolidated financial statements, the notes thereto and the other financial data included elsewhere herein. Except where otherwise indicated or the context requires, the "Company", "we", "us" and "our" refer to First Reliance Bancshares, Inc. and its wholly-owned subsidiary, First Reliance Bank.

General

First Reliance Bank (the "Bank") is a South Carolina-chartered bank headquartered in Florence, South Carolina. The Bank opened for business on August 16, 1999. The principal business activity of the Bank is to provide banking services to domestic markets, principally in Florence County, Lexington County, and Charleston County, South Carolina. The deposits of the Bank are insured by the Federal Deposit Insurance Corporation (the "FDIC").

On June 7, 2001, the shareholders of the Bank approved a plan of corporate reorganization (the "Reorganization") under which the Bank would become a wholly owned subsidiary of First Reliance Bancshares, Inc. (the "Company"), a South Carolina corporation. The Reorganization was accomplished through a statutory share exchange between the Bank and the Company, whereby each outstanding share of common stock of the Bank was exchanged for one share of common stock of the Company. The Reorganization was completed on April 1, 2002, and the Bank became a wholly-owned subsidiary of the Company.

On June 30, 2005, First Reliance Capital Trust I issued $10,000,000 in trust preferred securities with a maturity of November 23, 2035 and may be redeemed by the Company after five years, and sooner in certain specific events. The rate was fixed at 5.93% until August 23, 2010, at which point the rate adjusts quarterly to the three-month LIBOR plus 1.83%, and can be called without penalty beginning on June 15, 2014. The trust has not been consolidated in these financial statements. The Company received from the trust the $10,000,000 proceeds from the issuance of the securities and the $310,000 initial proceeds from the capital investment in the trust, and accordingly has shown the funds due to the trust as $10,310,000 junior subordinated debentures. Current regulations allow the entire amount of junior subordinated debentures to be included in the calculation of regulatory capital. On December 28, 2008, the Company injected $3,000,000 of the proceeds into the Bank as permanent capital..

Results of Operations

Our operating results for the year ended December 31, 2014 improved significantly versus the prior year of 2013. Specifically, net income available to common shareholders was $3,156,188, or a basic and diluted income per common share of $0.68 and $0.67, respectively. For 2013 we incurred a net loss available to common shareholders of $8,876,633, or a basic and diluted loss per common share of $2.07. This improvement in operating results for 2014 is attributed primarily to the reversal of $3,261,451 of the valuation allowance related to our deferred tax assets, an increase of $1,656,687 in our net interest income, and a reduction of $6,075,398 in our noninterest expenses. See the following for a detailed discussion of each of these items.

Net Interest Income

The largest component of our net income is net interest income, which is the difference between the income earned on assets and interest paid on deposits and on the borrowings used to support such assets. Net interest income is determined by the yields earned on our interest-earning assets and the rates paid on interest-bearing liabilities, the relative amounts of interest-earning assets and interest-bearing liabilities, and the degree of mismatch and the maturity and repricing characteristics of interest-earning assets and interest-bearing liabilities. The total interest-earning assets yield rate less the total interest-bearing liabilities rate represents our net interest rate spread.

Net interest income for 2014 was $13,914,475 compared to $12,257,788 for 2013, an increase of $1,656,687, or 13.52%. This increase is attributable to our interest-bearing liabilities having declined at a higher rate than our earning assets. Comparing the year 2014 that of 2013, the average volume of our interest-bearing liabilities declined 8.94%, while the average volume of our earning assets declined 4.94%. Additionally, for 2014 compared to the 2013, we reduced the average rate paid on our interest-bearing liabilities by 42 basis points, while we were able to increase the average rate earned on our earning assets by 35 basis points.

For 2014, average-earning assets totaled $311,480,378 with an annualized average yield of 4.84% compared to $327,654,497 and 4.49%, respectively, for 2013. Average interest-bearing liabilities totaled $253,948,909 with an annualized average cost of 0.46% for 2014 compared to $278,878,944 and 0.88% respectively, for 2013.

Our net interest margin and net interest spread were 4.47% and 4.38%, respectively, for 2014 compared to 3.74% and 3.61%, respectively, for 2013.

Because loans often provide a higher yield than other types of earning assets, one of our goals is to maintain our loan portfolio as the largest component of total earning assets. During 2014 and 2013, loans averaged $247,613,855 and $246,000,338, respectively, which represents an increase of $1,613,517, or 0.66%. Loans comprised 79.50% and 75.08% of average earning assets for the years ended December 31, 2014 and 2013, respectively. Interest income from loans for 2014 and 2013 was $13,758,531 and $13,330,556, respectively. The annualized average yield on loans was 5.56% and 5.42% for 2014 and 2013, respectively. Our loan interest income for 2014 was favorably impacted by the significant reduction of our non-performing loans. For 2014 and 2013, the average volume of our nonaccruing loans was $5,676,836 and $14,691,948, respectively, a decrease of $9,015,122, or 61.36%. Additional information may be found under the heading "Rate/Volume Analysis of Interest Income" below.

Available-for-sale and held-to-maturity-investment securities averaged $46,654,494, or 14.98% of average earning assets, for 2014, compared to $53,407,855, or 16.30% of average earning assets, for 2013. Interest earned on available-for-sale and held-to-maturity investment securities was $1,234,983 for 2014, compared to $1,286,317 for 2013. The annualized average yield on these securities was 2.65% and 2.41% for 2014 and 2013, respectively.

Our average interest-bearing deposits were $219,229,841 and $252,374,874 for 2014 and 2013, respectively. This represented a decrease of $33,145,033, or 13.13%. Total interest paid on deposits for 2014 and 2013 was $836,342 and $2,023,326, respectively. The annualized average cost of deposits was 0.38% and 0.80% for the years ended December 31, 2014 and 2013, respectively. As our loan demand declined, we concurrently lowered rates paid on deposits, especially for time deposits, which is the primary reason why the amounts of our average time deposits were 29.90% lower during 2014 than during 2013.

The average balance of other interest-bearing liabilities was $34,719,068 and $26,504,070 for the year ended December 31, 2014 and 2013, respectively, an increase of $8,214,998, or 31.00%. The increase is primarily attributable to the increase of $6,962,114 in our average volume of borrowing from the Federal Home Loan Bank of Atlanta (the "FHLB") during the 2014, which replaced our higher cost time deposits. For the year, 2014, the annualized average cost of borrowing from the FHLB was 0.38%, while the average rate paid on time deposits was 0.90%.

Average Balances, Income and Expenses, and Rates - The following table sets forth, for the years indicated, certain information related to our average balance sheet and its average yields on assets and average costs of liabilities. Such yields are derived by dividing income or expense by the average balance of the corresponding assets or liabilities. Average balances have been derived from the daily balances throughout the periods indicated.

	Average Balances, Income and Expenses, and Rates								
Year ended December 31,	2014			2013			2012		
	Average	Income/	Yield/	Average	Income/	Yield/	Average	Income/	Yield/
(Dollars in thousands)	Balance	Expense	Rate	Balance	Expense	Rate	Balance	Expense	Rate
Assets									
Earning assets:									
Loans [1]	$247,614	$13,758	5.56 %	$246,000	$13,331	5.42 %	$288,584	$16,420	5.69 %
Securities, taxable	43,511	1,121	2.58	52,147	1,241	2.38	65,577	1,774	2.71
Securities, nontaxable	3,143	114	3.63	1,261	45	3.57	12,995	506	3.89
Other earning assets	17,212	81	0.47	28,246	89	0.32	37,476	112	0.30
Total earning assets	311,480	15,074	4.84	327,654	14,706	4.49	404,632	18,812	4.65
Non-earning assets	46,658			55,761			57,031		
Total assets	$358,138			$383,415			$461,663		

41

	Average Balances, Income and Expenses, and Rates								
Year ended December 31,	2014			2013			2012		
(Dollars in thousands)	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
Liabilities and Shareholders' Equity									
Interest-bearing deposits:									
Transaction accounts	$54,579	$31	0.06 %	$44,727	$47	0.11 %	$42,148	$80	0.19 %
Savings and money market accounts	85,711	98	0.11	95,043	161	0.17	113,568	351	0.31
Time deposits	78,940	707	0.90	112,605	1,815	1.61	176,896	3,545	2.00
Total interest-bearing deposits	219,230	836	0.38	252,375	2,023	0.80	332,612	3,976	1.20
Other interest-bearing liabilities:									
Federal Home Loan Bank borrowing	18,192	70	0.38	11,230	202	1.80	12,503	263	2.10
Junior subordinated debentures	10,310	247	2.40	10,310	218	2.12	10,310	239	2.32
Other Borrowings	6,217	7	0.11	4,964	5	0.10	3,566	3	0.08
Total other interest-bearing liabilities	34,719	324	0.93	26,504	425	1.60	26,379	505	1.91
Total interest-bearing liabilities	253,949	1,160	0.46	278,879	2,448	0.88	358,991	4,481	1.25
Noninterest-bearing deposits	67,045			62,174			57,675		
Other liabilities	3,591			2,823			3,065		
Shareholders' equity	33,553			39,539			41,932		
Total liabilities and equity	$358,138			$383,415			$461,663		
Net interest income/interest spread		$13,914	4.38 %		$12,258	3.61 %		$14,331	3.40 %
Net yield on earning assets			4.47 %			3.74 %			3.54 %

(1) Includes mortgage loans held for sale and nonaccruing loans

Rate/Volume Analysis of Interest Income

Analysis of Changes in Net Interest Income - Net interest income can be analyzed in terms of the impact of changing interest rates and changing volume. The following tables set forth the effect which the varying levels of interest-earning assets and interest-bearing liabilities and the applicable rates have had on changes in net interest income for the periods presented.

	2014 Compared to 2013			2013 Compared to 2012		
	Due to increase (decrease) in			Due to increase (decrease) in		
(Dollars in thousands)	Volume	Rate	Total	Volume	Rate	Total
Interest income:						
Loans	$86	$341	$427	$(2,338)	$(751)	$(3,089)
Securities, taxable	(218)	98	(120)	(338)	(195)	(533)
Securities, tax exempt	-	69	69	(426)	(35)	(461)
Other earning assets	(42)	34	(8)	(30)	7	(23)
Total interest income	(174)	542	368	(3,132)	(974)	(4,106)
Interest expense:						
Interest-bearing deposits						
Interest-bearing transaction accounts	9	(25)	(16)	4	(37)	(33)
Savings and money market accounts	(14)	(49)	(63)	(50)	(140)	(190)
Time deposits	(448)	(660)	(1,108)	(1,126)	(604)	(1,730)
Total interest-bearing deposits	(453)	(734)	(1,187)	(1,172)	(781)	(1,953)
Other interest-bearing liabilities						
Federal Home Loan Bank borrowings	82	(214)	(132)	(25)	(36)	(61)
Junior subordinated debentures	-	29	29	-	(21)	(21)
Other	2	-	2	2	-	2
Total other interest-bearing liabilities	84	(185)	(101)	(23)	(57)	(80)
Total interest expense	(369)	(919)	(1,288)	(1,195)	(838)	(2,033)
Net interest income	$195	$1,461	$1,656	$(1,937)	$(136)	$(2,073)

Interest Sensitivity - We monitor and manage the pricing and maturity of our assets and liabilities in order to diminish the potential adverse impact that changes in interest rates could have on our net interest income. The principal monitoring technique we employ is the measurement of our interest sensitivity "gap," which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period of time. Interest rate sensitivity can be managed by repricing assets or liabilities, selling securities available-for-sale, replacing an asset or liability at maturity, or adjusting the interest rate during the life of an asset or liability. Managing the amount of assets and liabilities repricing in this same time interval helps to hedge interest sensitivity and minimize the impact on net interest income of rising or falling interest rates.

The following table sets forth our interest rate sensitivity at December 31, 2014.

(***Dollars in Thousands***)	After One Within One Month	Through Three Months	After Three Through Twelve Months	Within One Year	Greater Than One Year or Non-Sensitive	Total
Interest-Earning Assets						
Interest-bearing deposits in other banks	$17,891	$-	$-	$17,891	$-	$17,891
Time deposits in other banks	-	101	-	101	-	101
Loans (1)	33,418	15,107	66,305	114,830	142,521	257,351
Securities, taxable	-	-	-	-	41,293	41,293
Securities nontaxable	-	-	-	-	3,137	3,137
Nonmarketable securities	1,502	-	-	1,502	-	1,502
Total earning assets	52,811	15,208	66,305	134,324	186,951	321,275
Interest-Bearing Liabilities						
Interest-bearing deposits:						
Demand deposits	$57,230	$-	$-	$57,230	$-	$57,230
Savings deposits	88,822	-	-	88,822	-	88,822
Time deposits	6,056	16,325	42,281	64,662	9,159	73,821
Total interest-bearing deposits	152,108	16,325	42,281	210,714	9,159	219,873
Federal Home Loan Bank Advances	6,000	-	19,000	25,000	-	25,000
Junior subordinated debentures	-	-	-	-	10,310	10,310
Repurchase agreements	7,573	-	-	7,573	-	7,573
Total interest-bearing liabilities	165,681	16,325	61,281	243,287	19,469	262,756
Period gap	$(112,870)	$(1,117)	$5,024	$(108,963)	$167,482	
Cumulative gap	$(112,870)	$(113,987)	$(108,963)	$(108,963)	$58,519	
Ratio of cumulative gap to total earning assets	(35.13)%	(35.48)%	(33.92)%	(33.92)%	18.21%	

(1) Including mortgage loans held for sale.

The above table reflects the balances of earning assets and interest-bearing liabilities at the earlier of their repricing or maturity dates. Interest-bearing deposits in other banks are reflected at the earliest pricing interval due to the immediate availability of the deposits. Securities are reflected at each instrument's ultimate maturity date. Scheduled payment amounts of fixed rate amortizing loans are reflected at each scheduled payment date. Scheduled payment amounts of variable rate amortizing loans are reflected at each scheduled payment date until the loan may be repriced contractually; the unamortized balance is reflected at that point. Interest-bearing liabilities with no contractual maturity, such as demand deposits and savings deposits, are reflected in the earliest repricing period due to contractual arrangements, which give us the opportunity to vary the rates paid on those deposits within one month or shorter period. However, we are not obligated to vary the rates paid on these deposits within any given period. Fixed rate time deposits, primarily certificates of deposit, are reflected at their contractual maturity dates. Securities sold under agreements to repurchase agreements mature on a daily basis and are reflected in the earliest pricing period. Advances from the FHLB and junior subordinated debentures are reflected at their contractual maturity date.

We are in a liability sensitive position (or a negative gap) of $109.0 million over the 12-month time frame. The gap is negative when interest-bearing liabilities exceed interest sensitive earning assets, as was the case at the end of 2014, with respect to the one-year time horizon. When interest-sensitive earning assets exceed interest-bearing liabilities for a specific repricing "horizon," a positive interest sensitivity gap is the result.

A positive gap generally has a favorable effect on net interest income during periods of rising rates. A positive one-year gap position occurs when the dollar amount of earning assets maturing or repricing within one year exceeds the dollar amount of interest-bearing liabilities maturing or repricing during that same period.

As a result, during periods of rising interest rates, the interest received on earning assets will increase faster than interest paid on interest-bearing liabilities, thus increasing interest income. The reverse is true in periods of declining interest rates resulting generally in a decrease in net interest income.

Asset/liability management is the process by which we monitor and control the mix and maturities of our assets and liabilities. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. We have an internal finance committee consisting of senior management that meets at various times during each quarter and a management finance committee that meets weekly as needed. The finance committees are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within a board-approved limit.

Our gap analysis is not a precise indicator of our interest rate sensitivity position. The analysis presents only a static view of the timing of maturities and repricing opportunities, without considering that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those rates are viewed by management as significantly less interest-sensitive than market-based rates such as those paid on non-core deposits. Net interest income may be impacted by other significant factors in a given interest rate environment, including changes in the volume and mix of earning assets and interest-bearing liabilities. We believe there would be minimal impact on interest income in a rising or falling rate environment.

Provision and Allowance for Loan Losses

We have developed policies and procedures for evaluating the overall quality of our credit portfolio and the timely identification of potential problem credits. On a quarterly basis, our Board of Directors reviews and approves the appropriate level for the allowance for loan losses based upon management's recommendations, the results of our internal monitoring and reporting system, and an analysis of economic conditions in our market. The objective of management has been to fund the allowance for loan losses at a level greater than or equal to our internal risk measurement system for loan risk.

Additions to the allowance for loan losses, which are expensed as the provision for loan losses on our statement of operations, are made periodically to maintain the allowance at an appropriate level based on management's analysis of the potential risk in the loan portfolio. Loan losses and recoveries are charged or credited directly to the allowance. The amount of the provision is a function of the level of loans outstanding, the level of nonperforming loans, historical loan loss experience, the amount of loan losses actually charged against the reserve during a given period, and current and anticipated economic conditions.

The allowance represents an amount which management believes will be adequate to absorb inherent losses on existing loans that may become uncollectible. Our judgment as to the adequacy of the allowance for loan losses is based on a number of assumptions about future events, which we believe to be reasonable, but which may or may not prove to be accurate. Our determination of the allowance for loan losses is based on regular evaluations of the collectability of loans, including consideration of factors such as the balance of impaired loans, the quality, mix, and size of our overall loan portfolio, economic conditions that may affect the borrower's ability to repay, the amount and quality of collateral securing the loans, our historical loan loss experience, and a review of specific problem loans. We also consider subjective issues such as changes in our lending policies and procedures, changes in the local and national economy, changes in volume or type of credits, changes in the volume or severity of problem loans, quality of loan review and board of director oversight, concentrations of credit, and peer group comparisons.

More specifically, in determining our allowance for loan losses, we regularly review loans for specific and impaired reserves based on the appropriate impairment assessment methodology. Pooled reserves are determined using historical loss trends measured over a four-quarter average applied to risk rated loans grouped by Federal Financial Institutions Examination Council ("FFIEC") call code and segmented by impairment status. The pooled reserves are calculated by applying the appropriate historical loss ratio to the loan categories. Impaired loans greater than a minimum threshold established by management are excluded from this analysis. The sum of all such amounts determines our pooled reserves. In line with our peer group, we review historical losses over four quarters, which results in a provision estimate responsive to current economic conditions. The historical loss factors utilized in our model have been updated as of December 31, 2014 to reflect losses realized through the end of third quarter 2014.

As noted above, we track our portfolio and analyze loans grouped by FFIEC call code categories. The first step in this process is to risk grade each loan in the portfolio based on one common set of parameters. These parameters include items like debt-to-worth ratio, liquidity of the borrower, net worth, experience in a particular field and other factors such as underwriting exceptions. Weight is also given to the relative strength of any guarantors on the loan.

After risk grading each loan, we then segment the portfolio by FFIEC call code groupings, separating out substandard and impaired loans. The remaining loans are grouped into "performing loan pools." The loss history for each performing loan pool is measured over a specific period of time to create a loss factor. The relevant look back period is determined by management, regulatory guidance, and current market events. The loss factor is then applied to the pool balance and the reserve per pool calculated. Loans deemed to be substandard but not impaired are segregated and a loss factor is applied to this pool as well. Loans are segmented based upon sizes as smaller impaired loans are pooled and a loss factor applied, while larger impaired loans are assessed individually using the appropriate impairment measuring methodology. Finally, five qualitative factors are utilized to assess economic and other trends not currently reflected in the loss history. These factors include concentration of credit across the portfolio, the experience level of management and staff, effects of changes in risk selection and underwriting practice, industry conditions and the current economic and business environment. A quantitative value is assigned to each of the five factors, which is then applied to the performing loan pools. Negative trends in the loan portfolio increase the quantitative values assigned to each of the qualitative factors and, therefore, increase the reserve. For example, as general economic and business conditions decline, this qualitative factor's quantitative value will increase, which will increase the reserve requirement for this factor. Similarly, positive trends in the loan portfolio, such as improvement in general economic and business conditions, will decrease the quantitative value assigned to this qualitative factor, thereby decreasing the reserve requirement for this factor. These factors are reviewed and updated by our management committee on a regular basis to arrive at a consensus for our qualitative adjustments.

Periodically, we adjust the amount of the allowance based on changing circumstances. We recognize loan losses to the allowance and add subsequent recoveries back to the allowance for loan losses. In addition, on a quarterly basis, we informally compare our allowance for loan losses to various peer institutions; however, we recognize that allowances will vary, as financial institutions are unique in the make-up of their loan portfolios and customers, which necessarily creates different risk profiles and risk weighting of qualitative factors for the institutions. We would only consider further adjustments to our allowance for loan losses based on this peer review if our allowance was significantly different from our peer group. To date, we have not made any such adjustment. There can be no assurance that charge-offs of loans in future periods will not exceed the allowance for loan losses as estimated at any point in time or that provisions for loan losses will not be significant to a particular accounting period, especially considering the overall economic weakness in many of our market areas due to a slow recovery from the recent economic downturn.

Various regulatory agencies review our allowance for loan losses through their periodic examinations, and they may require additions to the allowance for loan losses based on their judgment and assumptions about the economic condition of our market and the loan portfolio at the time of their examinations. Our losses will undoubtedly vary from our estimates, and it is possible that charge-offs in future periods will exceed the allowance for loan losses as estimated at any point in time.

As of December 31, 2014 and 2013, the allowance for loan losses was $3,002,922 and $2,894,153, respectively. As a percentage of total loans, the allowance for loan losses was 1.18% and 1.21% at December 31, 2014 and 2013, respectively. The decrease in the allowance ratio is reflective of the significant reductions in practically all categories of our problem loans. See the discussion regarding the provision expense and "Activity in the Allowance for Loan Losses" below for additional information regarding our asset quality and loan portfolio.

Our provision for loan losses was $706,891 and $609,808 for the years ended December 31, 2014 and 2013, respectively, an increase of $97,803. Our analysis of the allowance for loan losses as of December 31, 2014, revealed that our overall loss rates have been stabilizing over the past several allowance calculations and that our credit exposure is phasing out in the Myrtle Beach and Charleston markets in coastal South Carolina, which were particularly hard-hit by the downturn in real estate markets. Additionally, the provision we recorded for the year ended December 31, 2014, is reflective of the reduction in our non-performing loans, declining delinquencies, and the reduction in the percentage of classified loans.

We believe the allowance for loan losses at December 31, 2014, is adequate to meet loan losses inherent in the loan portfolio and, as described earlier, we maintain the flexibility to adjust the allowance to respond to short-term and long-term trends in our local economy that are reflected in our loan portfolio.

The following table sets forth certain information with respect to the Company's allowance for loan losses and the composition of charge-offs and recoveries for the five years ended December 31, 2014.

Allowance for Loan Losses

(Dollars in thousands)	2014		2013		2012		2011		2010	
Total loans outstanding at end of year	$255,381		$238,502		$260,257		$303,398		$354,328	
Average loans outstanding	$247,614		$246,000		$288,584		$332,893		$380,019	
Balance of allowance for loan losses at beginning of year	$2,894		$4,167		$7,743		$6,271		$9,801	
Loans charged off:										
Real estate – construction	506		296		2,296		1,825		4,430	
Real estate – residential	346		988		1,085		1,641		2,501	
Real estate – nonresidential	223		918		1,825		538		1,879	
Commercial and industrial	5		92		1,391		527		1,469	
Consumer and other	37		44		29		39		116	
Total loan charge-offs	1,117		2,338		6,626		4,570		10,395	
Recoveries of previous loan charge-offs:										
Real estate – construction	165		138		298		356		1,311	
Real estate – residential	27		177		129		88		286	
Real estate – nonresidential	248		35		54		70		1,123	
Commercial	68		89		613		113		438	
Consumer and other	11		16		10		12		165	
Total recoveries	519		455		1,104		639		3,323	
Net charge-offs	598		1,883		5,522		3,931		7,072	
Provision for loan losses	707		610		1,946		5,403		3,542	
Balance of allowance for loan losses at end of year	$3,003		$2,894		$4,167		$7,743		$6,271	
Ratios:										
Net charge-offs to average loans outstanding	0.24	%	0.77	%	1.91	%	1.18	%	1.86	%
Net charge-offs to loans at end of year	0.23	%	0.79	%	2.12	%	1.30	%	2.00	%
Allowance for loan losses to average loans	1.21	%	1.18	%	1.44	%	2.33	%	1.65	%
Allowance for loan losses to loans at end of year	1.18	%	1.21	%	1.60	%	2.55	%	1.77	%
Net charge-offs to allowance for loan losses	19.91	%	65.07	%	132.52	%	50.77	%	112.76	%
Net charge-offs to provision for loan losses	84.58	%	308.69	%	283.76	%	72.76	%	199.69	%

Risk Elements in the Loan Portfolio and Nonperforming Assets

Nonperforming Assets - The following table shows the nonperforming assets for the five years ended December 31, 2014.

(Dollars in thousands)	2014	2013	2012	2011	2010
Loans over 90 days past due and still accruing	$25	$135	$6	$328	$1,910
Loans on nonaccrual:					
Real estate construction	2,937	481	2,874	8,194	14,796
Real estate mortgage - residential	1,290	1,672	3,779	3,852	3,310
Real estate mortgage – nonresidential	106	5,006	12,354	9,437	1,001
Commercial	4	1,393	1,879	1,300	753
Consumer	46	74	88	2	6
Total nonaccrual loans	4,383	8,626	20,974	22,785	19,866
Total of nonperforming loans	4,408	8,761	20,980	23,113	21,776
Other nonperforming assets	2,444	8,933	15,290	22,136	14,669
Total nonperforming assets	$6,852	$17,694	$36,270	$45,249	$36,445
Percentage of nonperforming assets to total assets	1.86 %	4.98 %	8.67 %	9.14 %	6.88 %
Percentage of nonperforming loans to total loans	1.73 %	3.67 %	8.06 %	7.62 %	6.15 %
Allowance for loan losses as a percentage of non-performing loans	68.13 %	33.03 %	19.86 %	33.50 %	28.80 %

46

The following table summarizes the allocation of the allowance for loan losses at December 31, 2014 and 2013.

(Dollars in thousands)	December 31, 2014	% of Total	December 31, 2013	% of Total
Real estate loans				
Construction	$ 226	7.53 %	$ 303	10.47 %
Residential	1,245	41.45	1,043	36.04
Nonresidential	1,247	41.53	1,382	47.75
Total real estate loans	2,718	90.51	2,728	94.26
Commercial and industrial	38	1.27	65	2.25
Consumer and other	247	8.22	101	3.49
Total loans	$ 3,003	100.00 %	$ 2,894	100.00 %

Loans over 90 days and still accruing – As of December 31, 2014 and 2013 we had loans totaling $24,810 and $135,408, respectively, that were past due 90 days and still accruing interest. All loans are secured and included in our impaired loan classification at December 31, 2014 and 2013.

Nonaccruing loans - At December 31, 2014 and 2013, loans totaling $4,381,725 and $8,626,439, respectively, were in nonaccrual status. Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due and/or we deem the collectability of the principal and/or interest to be doubtful. Generally, once a loan is placed in nonaccrual status, all previously accrued and uncollected interest is reversed against interest income, unless collection of interest accrued to date is expected. Interest income on nonaccrual loans is recognized on a cash basis when the ultimate collectability is no longer considered doubtful. Loans are returned to accrual status when the principal and interest amounts contractually due are brought current and future payments are reasonably assured. During 2014 and 2013 interest income recognized on nonaccrual loans was $149,959 and $600,924, respectively. If the nonaccrual loans had been accruing interest at their original contracted rates, interest income related to these nonaccrual loans would have been $538,670 and $796,304 for 2014 and 2013, respectively. All nonaccruing loans at December 31, 2014 and 2013 were included in our classification of impaired loans at those dates.

Restructured loans - In situations where, for economic or legal reasons related to a borrower's financial difficulties, a concession to the borrower is granted that we would not otherwise consider, the related loan is classified as a troubled debt restructuring ("TDR"). The restructuring of a loan may include the transfer of real estate collateral, either through the pledge of additional properties by the borrower or through a transfer to the Bank in lieu of foreclosures. Restructured loans may also include the borrower transferring to the Bank receivables from third parties, other assets, or an equity interest in the borrower in full or partial satisfaction of the loan, a modification of the loan terms, or a combination of the above.

At December 31, 2014 there were 20 loans classified as a TDR totaling $3,621,486. Of the 20 loans, 12 loans totaling $3,125,057 were performing while eight loans totaling $496,429 were not performing. As of December 31, 2013, there were 30 loans classified as TDRs totaling $7,157,230. Of the 30 loans, 16 loans totaling $3,481,589 were performing while 14 loans totaling $3,675,641 were not performing. All of these restructured loans resulted in either extended maturity or lowered rates and were included in the impaired loan balance. From December 31, 2013 to December 31, 2014, TDR loans decreased by $3,535,744 due to charge offs, foreclosures and repayments.

Impaired loans - At December 31, 2014, we had impaired loans totaling $10,104,377 as compared to $18,160,915 at December 31, 2013. Impaired loans, as a percentage of total loans, were 3.96% and 7.61% at December 31, 2014 and 2013, respectively. Included in the impaired loans at December 31, 2014 and 2013 are performing TDRs loans totaling $3,125,057 and $3,481,589, respectively. At December 31, 2014, there were nine borrowers that accounted for 80.67% of the total amount of the impaired loans at that date. These loans were primarily commercial real estate loans located in the following South Carolina areas: 36% in the Coastal area, 28% in the Columbia area and 36% in the Florence area.

During 2014, the average investment in impaired loans was approximately $14,014,000 as compared to approximately $20,543,000 for 2013. Impaired loans with a specific allocation of the allowance for loan losses totaled $2,422,764 and $9,212,269 at December 31, 2014 and 2013, respectively. The amount of the specific allocation at December 31, 2014 and 2013 was $259,109 and $405,091, respectively.

On a quarterly basis, we analyze each loan that is classified as impaired during the period to determine the potential for possible loan losses. This analysis is focused upon determining the then current estimated value of the collateral, local market condition, and estimated costs to foreclose, repair and resell the property. The net realizable value of the property is then computed and compared to the loan balance to determine the appropriate amount of specific reserve for each loan.

Other nonperforming assets – Other nonperforming assets consist of OREO that was acquired through foreclosure. OREO is carried at fair market value minus estimated costs to sell. Current appraisals are obtained at time of foreclosure and write-downs, if any, charged to the allowance for loan losses as of the date of foreclosure. On a regular basis, we reevaluate our OREO properties for impairment. Along with gains and losses on disposal, expenses to maintain such assets and subsequent changes in the valuation allowance are included in other noninterest expense.

As of December 31, 2014, we had OREO properties totaling $2,444,253, geographically located in the following South Carolina areas – 17% in the Coastal area, 16% in the Columbia area and 67% in the Florence area. The combined nature of these properties is 61% commercial and 39% residential and other. We are diligently trying to dispose of our OREO properties; however, the relatively low demand in many of these market segments affects our ability to do so in a timely manner without experiencing additional losses. This is especially true for properties consisting of raw land.

From December 31, 2013 to December 31, 2014, OREO decreased $6,488,381, or 72.64%. During this period, sales and write downs were $7,619,950 and $65,874, respectively, while properties acquired through foreclosures totaled $1,197,443.

OREO expense for the years ended December 31, 2014 and 2013 was $539,897 and $6,710,229, respectively, which includes a net gain of $141,868 and a net loss of $191,006 on sales, respectively.

Noninterest Income and Expense

***Noninterest Income* -** The following table sets forth the primary components of noninterest income for the years ended December 31, 2014 and 2013.

	2014	2013
Service charges on deposit accounts	$1,624,575	$1,665,059
Gain on sale of mortgage loans	1,108,799	1,029,641
Income from bank owned life insurance	336,872	345,906
Other service charges, commissions, and fees	1,076,560	1,000,118
Gain on sale of available-for-sale securities	5,321	33,917
Other	284,518	331,109
Total	$4,436,645	$4,405,750

For 2014 compared to 2013, our noninterest income increased only slightly by $30,895, or 0.70%.

***Noninterest Expense* -** The following table sets forth the primary components of noninterest expense for the years ended December 31, 2014 and 2013.

	2014	2013
Salaries and employee benefits	$7,317,950	$7,731,822
Net occupancy	1,529,855	1,506,908
Furniture and equipment	1,553,289	1,360,631
Advertising	119,463	148,266
Office supplies and printing	119,019	90,255
Computer supplies and software amortization	137,548	141,949
Telephone	159,474	268,293
Professional fees and services	1,324,488	1,145,998
Supervisory fees and assessments	498,898	548,427
Debit and credit card expenses	776,275	767,488
Other real estate owned expenses	539,897	6,710,229
Mortgage loan expenses	177,156	262,602
Insurance expenses	288,463	356,904
Impairment loss on premises	399,812	-
Other	1,376,275	1,353,488
Total	$16,317,862	$22,393,260
Efficiency ratio	88.95 %	113.61 %

For the years ended December 31, 2014 and 2013, total noninterest expense totaled $16,317,862 and $22,393,260, respectively, equating to a decrease of $6,075,398, or 27.13%.

The expense for salaries and benefits was $7,317,950 and $7,731,822 for 2014 and 2013, respectively. By improving operating efficiencies, we reduced the expense for this category by $413,872, or 5.35%

48

Occupancy, furniture and equipment expense for 2014 and 2013 was $3,083,144 and $2,867,539, respectively, an increase of $215,605. The increase for the year ended December 31, 2014, is related to data processing insurance refunds received during 2013, for prior year service interruptions and lost income.

Other operating expenses for 2014 were $5,877,131, or 49.83% lower than they were for 2013. For 2014 and 2013, other operating expenses were $5,916,768 and $11,793,899, respectively. The following explains significant changes in this expense category.

1. A significant portion of the reduction in our other operating expenses is attributable to a $6,170,332 reduction in our OREO expenses. For 2014 and 2013, OREO expenses were $539,897 and $6,710,229, respectively. Included in our 2013 OREO expenses were write downs of $4,905,476 compared to $65,874 for 2014. Additionally, the reduction in OREO expenses was favorably impacted by the reduction in the volume of our OREO properties. From December 31, 2013 to December 31, 2014, primarily through sales, the volume of OREO properties declined $6,488,381, or 72.64%.

2. Professional fees were $178,490 higher for 2014 as a result of legal fees relating to litigation arising in the ordinary course of our business as well as defending a lawsuit filed by certain clients of the Schurlknight and Rivers Law Firm ("S&R"), a former customer of the Bank.

3. We recorded an impairment loss of $399,812, during 2014, on a parcel of land that was originally acquired for future facilities expansion. In August of 2014, after deciding not to expand on this parcel, we entered into a tentative contract to sell it for approximately $3,600,000. This contract expired on December 31, 2014, without being consummated. The subject parcel has a carrying value of approximately $4,000,000.

Income Tax Provision

The income tax benefit of $3,081,244 for 2014 consists of currently payable income taxes of $180,207, less the net increase of $3,261,451 in net deferred tax assets. The income tax benefit related to the pretax loss for 2013 has been offset by the increase of an equal amount in the valuation allowance related to net deferred tax assets. As of December 31, 2014, we have net deferred tax assets from continuing operations of $10,750,191 with a valuation allowance of $7,488,740. We have partially reversed the valuation allowance related to our deferred tax assets. The valuation allowance was established based on the analysis of continued losses incurred and the likelihood of our recovery of those assets. With the demonstration of positive earnings, and projections that reflect the likely recovery of a portion of these assets, a portion of the valuation allowance has been reversed. If we continue to generate positive earnings, additional portions of the valuation allowance will be reversed, thus positively impacting income in future periods.

Earning Assets

Loans - Loans, including loans held for sale, are the largest category of earning assets and typically provide higher yields than the other types of earning assets. Associated with the higher loan yields are the inherent credit and liquidity risks which management attempts to control and counterbalance. Loans averaged $247,613,855 in 2014 compared to $246,000,338 in 2013, an increase of $1,613,517, or 0.66%. At December 31, 2014, total loans were $257,351,082 compared to $240,750,383 at December 31, 2013, an increase of $16,600,699, or 6.90%. Excluding loans held for sale, loans were $255,381,014 at December 31, 2014 compared to $238,502,131 at December 31, 2013, which equated to an increase of $16,878,883, or 7.08%. This increase is mainly attributable to the rise of $15,815,677 in our consumer loans. During the latter part of 2013, we implemented several new marketing programs designed to increase consumer borrowings, particularly with respect to automobile loans.

The following table sets forth the composition of the loan portfolio, excluding loans held for sale, by category at the dates indicated and highlights the Company's general emphasis on all types of lending.

Composition of Loan Portfolio

Expressed in dollars (*in thousands*)

December 31,	2014	2013	2012	2011	2010
Real estate:					
Construction	$26,548	$24,175	$31,985	$43,320	$62,635
Residential:					
Residential 1 – 4 family	40,985	35,873	35,092	42,838	50,085
Multifamily	4,338	4,312	5,563	8,630	9,337
Second mortgages	4,776	4,246	4,078	4,504	4,783
Equity lines of credit	20,197	21,270	22,502	24,998	27,990
Total residential	70,296	65,701	67,235	80,970	92,195
Nonresidential	99,450	104,379	122,310	133,603	152,178
Total real estate loans	196,294	194,255	221,530	257,893	307,008
Commercial and industrial	31,504	32,487	29,256	36,465	40,857
Consumer	27,541	11,725	9,305	8,650	6,057
Other	42	35	166	390	406
Total loans	255,381	238,502	260,257	303,398	354,328
Allowance for loan losses	(3,003)	(2,894)	(4,167)	(7,743)	(6,271)
Net loans	$252,378	$235,608	$256,090	$295,655	$348,057

Expressed in percentages

December 31,	2014	2013	2012	2011	2010
Real estate:					
Construction	10.40 %	10.14 %	12.29 %	14.28 %	17.68 %
Residential:					
Residential 1 – 4 family	16.04	15.04	13.48	14.12	14.14
Mutifamily	1.70	1.81	2.14	2.84	2.64
Second mortgages	1.87	1.78	1.56	1.49	1.34
Equity lines of credit	7.91	8.92	8.65	8.24	7.90
Total residential	27.52	27.55	25.83	26.69	26.02
Nonresidential	38.94	43.76	47.00	44.03	42.95
Total real estate loans	76.86	81.45	85.12	85.00	86.65
Commercial and industrial	12.34	13.62	11.24	12.02	11.53
Consumer	10.78	4.92	3.58	2.85	1.71
Other	0.02	0.01	0.06	0.13	0.11
Total loans	100.00%	100.00%	100.00%	100.00%	100.00%
Allowance for loan losses	1.18 %	1.21 %	1.60 %	2.55 %	1.77 %

In the context of this discussion, a “real estate mortgage loan” is defined as any loan, other than a loan for construction purposes, secured by real estate, regardless of the purpose of the loan. It is common practice for financial institutions in our market area to obtain a mortgage on the borrower’s real estate when possible, in addition to any other available collateral. This real estate collateral is taken as security to reinforce the likelihood of the ultimate repayment of the loan and tends to increase management’s willingness to make real estate loans and, to that extent, also tends to increase the magnitude of the real estate loan portfolio component.

The largest component of our loan portfolio is real estate mortgage loans. At December 31, 2014, real estate mortgage loans totaled $196,294,083 and represented 76.86% of the total loan portfolio, compared to $194,254,829, or 81.45%, at December 31, 2013. This represents an increase of $2,039,254, or 1.05%, from the December 31, 2013 balance.

Residential mortgage loans totaled $70,295,788 at December 31, 2014, and represented 27.52% of the total loan portfolio, compared to $65,700,997 and 27.55%, respectively, at December 31, 2013. This represents an increase of $4,594,791, or 6.99%, from the December 31, 2013 balance. Residential real estate loans consist of first and second mortgages on single or multi-family residential dwellings.

Nonresidential mortgage loans, which include commercial loans and other loans secured by multi-family properties and farmland, totaled $99,450,427 at December 31, 2014, compared to $104,378,485 at December 31, 2013. This represents a decline of $4,928,058, or 4.72%, from the December 31, 2013 balance. These loans represented 38.94% and 43.76% of the total loans at December 31, 2014 and December 31, 2013, respectively.

Real estate construction loans were $26,547,868 and $24,175,347 at December 31, 2014 and 2013, respectively, and represented 10.40% and 10.14% of the total loan portfolio, respectively. From December 31, 2013 to December 31, 2014, these loans increased $2,372,521, or 9.81%.

Currently, the demand for real estate loans in our market area is still relatively weak, largely because of a slow recovery from the recent recession that affected many businesses and individuals in our market area. However, over the past several quarters we have experienced an increase in the demand for real estate loans.

Commercial and industrial loans decreased $983,249, or 3.03%, to $31,503,599 at December 31, 2014, from $32,486,848 at December 31, 2013. At December 31, 2014 and December 31, 2013, commercial and industrial loans represented 12.34% and 13.62%, respectively, of the total loan portfolio.

Our loan portfolio is also comprised of consumer loans that totaled $27,540,996 and $11,725,319 at December 31, 2014 and December 31, 2013, respectively, and represented 10.78% and 4.92%, respectively, of the total loan portfolio. From December 31, 2013 to December 31, 2014, our consumer loans have increased by $15,815,677 mainly related to the increase in automobile loans with the implementation of several marketing programs designed to increase consumer borrowings.

Our loan portfolio reflects the diversity of our markets. The economies of our markets contain elements of medium and light manufacturing, higher education, regional health care, and distribution facilities. We expect our local economy to remain stable; however, due to the slow economic recovery in some of our markets, we do not expect any material growth in our loan portfolio in the near future. We do not engage in foreign lending.

The repayment of loans in the loan portfolio as they mature is also a source of liquidity for the Company. The following table sets forth the Company's loans maturing within specified intervals at December 31, 2014.

Loan Maturity Schedule and Sensitivity to Changes in Interest Rates

(Dollars in thousands)	One Year or Less	Over One Year Through Five Years	Over Five Years	Total
Real estate	$ 45,387	$ 115,770	$ 35,137	$ 196,294
Commercial and industrial	16,060	14,810	634	31,504

Consumer and other	2,591	11,004	13,988	27,583
	$ 64,038	$ 141,584	$ 49,759	$ 255,381
Loans maturing after one year with:				
Fixed interest rates				$ 142,521
Floating interest rates				48,822
				$ 191,343

The information presented in the table above is based on the contractual maturities of the individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval as well as modification of terms upon maturity. Consequently, we believe this treatment presents fairly the maturity and repricing structure of the loan portfolio.

Investment Securities - The investment securities portfolio is also a component of our total earning assets. Our investment securities portfolio consists of securities available-for-sale, securities held-to-maturity, and nonmarketable equity securities.

Available-for-Sale Securities

At December 31, 2014 and 2013, our investment in available-for-sale securities was $13,045,588 and $12,144,843, respectively, an increase of $900,745, or 7.42%. These securities are carried at their estimated fair value.

This portfolio is primarily utilized to provide liquidity sources, flexibility, and balanced yielding assets to our balance sheet.

Held-to-Maturity Securities

At December 31, 2014 and 2013, securities held-to-maturity were $31,384,418 and $36,951,934, respectively, a decrease of $5,567,516, or 15.07%. These securities are carried at amortized cost, including the net unrealized gain in available-for-sale-securities that were reclassified as held-to-maturity on December 31, 2013. The net unrealized gain is being amortized to other comprehensive income over the life of the underlying securities. The net unrealized gain included in the amortized cost at December 31, 2014 and 2013, was $164,436 and $237,797, respectively. We intend to hold these securities to maturity and have the ability to do so.

The amortized costs and the estimated fair value of our securities available-for-sale and held-to-maturities at December 31, 2014 and 2013 are shown in the following tables.

Available-for-Sale

	December 31, 2014		December 31, 2013	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Mortgage-backed securities	$10,207,150	$10,200,688	$9,277,577	$9,318,633
Corporate bonds	2,788,520	2,814,900	2,765,950	2,796,210
Equity security	30,000	30,000	30,000	30,000
Total	$13,025,670	$13,045,588	$12,073,527	$12,144,843

Held-to-Maturity

	December 31, 2014		December 31, 2013	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Government sponsored enterprises	$6,404,933	$6,588,279	$7,146,409	$7,070,985
Mortgage-backed securities	21,665,238	22,250,589	26,404,573	26,731,341
Municipals	3,149,811	3,403,149	3,163,155	3,149,608
Total	31,219,982	$32,242,017	36,714,137	$36,951,934
Capitalization of net unrealized gains on securities transferred from available-for-sale	164,436		237,797	
Total	$31,384,418		$36,951,934	

At December 31, 2014, one security classified as available-for-sale and two securities classified as held-to-maturity were in a loss position as detailed in the preceding tables. We do not intend to sell these securities in the near future and it is more likely than not that we will not be required to sell these securities before recovery of their amortized cost. We believe that, based on industry analyst reports and credit ratings, the deterioration in value of these securities is attributable to changes in market interest rates and, therefore, these losses are not considered other-than-temporary.

Distribution and Yields

Contractual maturities and yields on our securities available-for-sale and held-to-maturity at December 31, 2014 are shown in the following tables. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities are presented separately, maturities of which are based on expected maturities since paydowns are expected to occur before contractual maturity dates.

Available-for-Sale (1)

	Corporate Bonds	
(Dollars in thousands)	Amount	Yield
Due after five years through ten years	$2,815	0.53 %

(1) Excludes mortgage-backed securities totaling $10,200,688 with a yield of 2.72% and an equity security in the amount $30,000.

52

Held-to-Maturity (2)

	Government **Sponsored Enterprises**		Municipals		Total	
(Dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield
Due after ten years	$6,349	3.24 %	$3,137	4.20 %	$9,486	3.55 %

(2) Excludes mortgage-backed securities totaling $21,898,635 with a yield of 3.18%.

Nonmarketable Equity Securities –

Nonmarketable equity securities are recorded at their original cost since no ready market exists for these securities. At December 31, 2014 and 2013, nonmarketable equity securities consisted of FHLB and Community Bankers Bank stock, which are recorded at their original cost of $1,444,300 and $58,100, respectively and $1,536,800 and $58,100, respectively. These securities are held primarily as a pre-requisite for accessing liquidity sources provided by the issuers of these securities.

Interest-Bearing Deposits with Other Banks – At December 31, 2014 and 2013, interest-bearing deposits with other banks totaled $17,891,077 and $14,698,851, respectively. For the years 2014 and 2013, the average balance of these deposits was $15,871,516 and $26,998,725, respectively.

Deposits and Other Interest-Bearing Liabilities

Average interest-bearing liabilities decreased $24,930,035, or 8.94%, to $253,948,909 in 2014, from $278,878,944 in 2013.

Deposits - Average total deposits decreased $28,273,865, or 8.99%, to $286,275,136 in 2014, from $314,549,001 in 2013. At December 31, 2014, total deposits were $285,318,618 compared to $282,415,023 a year earlier, an increase of $2,903,595, or 1.03%.

Average interest-bearing deposits decreased $33,145,033, or 13.13%, to $219,229,841 in 2014 from $252,374,874 in 2013. The average balance of non-interest bearing deposits increased $4,871,168, or 7.83%, to $67,045,295 in 2014, from $62,174,127 in 2013.

The following table sets forth the average balance amounts and the average rates paid by us for the years ended December 31, 2014 and 2013.

	2014 Average Amount	Average Rate		2013 Average Amount	Average Rate	
Noninterest bearing demand deposits	$67,045,295	0.00	%	$62,174,127	0.00	%
Interest bearing demand deposits	54,579,086	0.06		44,726,845	0.11	
Savings accounts	85,710,683	0.11		95,043,244	0.17	
Time deposits	78,940,072	0.90		112,604,785	1.61	
Total	$286,275,136	0.29	%	$314,549,001	0.64	%

Core deposits, which exclude time deposits of $100,000 or more, provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were $248,818,470 and $242,480,278 at December 31, 2014 and 2013, respectively. As of December 31, 2014 and 2013, our core deposits were 87.21% and 85.86% of total deposits, respectively. Overall, we have placed a high priority on securing low-cost local deposits over other, more costly, funding sources in the current low-rate environment.

Included in time deposits $100,000 and over, at December 31, 2014 and 2013 are brokered time deposits of $22,719,000 and $23,005,000 respectively, equating to a decrease of $286,000. In accordance with our asset/liability management strategy, we do not intend to renew or replace the brokered deposits outstanding at December 31, 2014, when they mature.

Deposits, and particularly core deposits, have been our primary source of funding and have enabled us to meet successfully both our short-term and long-term liquidity needs. We anticipate that such deposits will continue to be our primary source of funding in the future. Our loan-to-deposit ratio was 89.51% and 84.45% on December 31, 2014 and 2013, respectively.

The maturity distribution of our time deposits of $100,000 or more at December 31, 2014, is set forth in the following table:

	December 31, 2014
Three months or less	$ 10,990,790
Over three through twelve months	22,786,119
Over one year through three years	2,383,936
Over three years	339,303
Total	$ 36,500,148

Approximately 92.54% of our time deposits of $100,000 or more had scheduled maturities within one year. Large certificate of deposit customers tend to be extremely sensitive to interest rate levels, making these deposits less reliable sources of funding for liquidity planning purposes than core deposits. We expect most certificates of deposits with maturities less than one year to be renewed upon maturity. However, there is the possibility that some certificates may not be renewed. We believe that, should these certificates of deposit not be renewed, the impact would be minimal on our operations and liquidity due to the availability of other funding sources.

Other Borrowings - Other borrowings at December 31, 2014 and 2013, consist of the following:

	December 31, 2014	2013
Securities sold under agreements to repurchase	$7,573,403	$4,876,118
Advances from Federal Home Loan Bank	25,000,000	23,000,000
Junior subordinated debentures	10,310,000	10,310,000

Securities sold under agreements to repurchase mature on a one to seven day basis. These agreements are secured by U.S. government agency securities. Advances from the FHLB mature at different periods, as discussed in the footnotes to the financial statements, and are secured by our one to four family residential mortgage loans and our investment in FHLB stock. The junior subordinated debentures mature on November 23, 2035 and have an interest rate of LIBOR plus 1.83%. As of December 31, 2014, accrued and unpaid interest on these debentures totaled $784,086. See “Supervision and Regulation—Memoranda of Understanding” elsewhere in this report.

Capital

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Currently, a Memorandum of Understanding entered into between the FDIC and the South Carolina State Board of Financial Institutions (the "Bank MOU") requires that the Bank maintain a Tier 1 leverage ratio of 8%, and our other regulatory capital ratios at such levels so as to be considered well capitalized for regulatory purposes. We continue to be in full compliance with this requirement of the Bank MOU. See "Supervision and Regulation—Memoranda of Understanding" for additional information relating to the Company MOU.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum ratios of Tier 1 and total capital as a percentage of assets and off-balance-sheet exposures, adjusted for risk weights ranging from 0% to 100%. Tier 1 capital of the Company consists of common shareholders' equity, excluding the unrealized gain or loss on securities available-for-sale, minus certain intangible assets. The Company's Tier 2 capital consists of the allowance for loan losses subject to certain limitations. Total capital for purposes of computing the capital ratios consists of the sum of Tier 1 and Tier 2 capital. The regulatory minimum requirements are 4% for Tier 1 capital and 8% for total risk-based capital; under the provisions of the Bank MOU the Bank will be required to maintain a Tier 1 leverage ratio of 8% and a total risk-based capital ratio of 10%. However, as the Company has less than $500 million in assets, its activities and regulatory capital structure are de-emphasized pursuant to the Federal Reserve's Small Bank Holding Company Policy Statement, with all significant business activities attributed to the Bank by the Company's regulators.

The Company and the Bank are also required to maintain capital at a minimum level based on quarterly average assets, which is known as the leverage ratio. Only the strongest banks are allowed to maintain capital at the minimum requirement of 3%. All others are subject to maintaining ratios 1% to 2% above the minimum.

The Company and the Bank were each considered to be "well capitalized" for regulatory purposes at December 31, 2014. The following table shows the regulatory capital ratios for the Company and the Bank at December 31, 2014.

Analysis of Capital and Capital Ratios

(Dollars in thousands)	Holding Company	Bank
Tier 1 capital	$44,561	$41,050
Tier 2 capital	3,006	3,006
Total qualifying capital	$47,567	$44,056
Risk-adjusted total assets (including off-balance sheet exposures)	$295,709	$294,740
Risk-based capital ratios:		
Total risk-based capital ratio	16.09 %	14.95 %
Tier 1 risk-based capital ratio	15.07	13.93
Tier 1 leverage ratio	12.20	11.28

In July 2013, the Federal Reserve, the FDIC, and the Office of the Comptroller of the Currency each approved final rules to implement the Basel III regulatory capital reforms, among other changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. The rules will apply to all national and state banks, such as the Bank, and savings associations and most bank holding companies and savings and loan holding companies, which we collectively refer to herein as “covered banking organizations.” Bank holding companies with less than $500 million in total consolidated assets, such as the Company, are not subject to the final rules, nor are savings and loan holding companies substantially engaged in commercial activities or insurance underwriting. The framework requires covered banking organizations to hold more and higher quality capital, which acts as a financial cushion to absorb losses, taking into account the impact of risk. The approved rules include a new minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5% as well as a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4% to 6% and include a minimum leverage ratio of 4% for all banking institutions. In terms of quality of capital, the final rules emphasize common equity Tier 1 capital and implement strict eligibility criteria for regulatory capital instruments. The final rules also change the methodology for calculating risk-weighted assets to enhance risk sensitivity. The requirements in the rules began to phase in on January 1, 2015 for “standardized approach” banking organizations such as the Bank. The requirements in the rules will be fully phased in by January 1, 2019. The ultimate impact of the new capital standards on the Bank is currently being reviewed.

Impact of Off-Balance Sheet Instruments

We are a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments consist of commitments to extend credit and standby letters of credit. Commitments to extend credit are legally binding agreements to lend to a customer at predetermined interest rates as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. A commitment involves, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The exposure to credit loss in the event of nonperformance by the other party to the instrument is represented by the contractual notional amount of the instrument. Since certain commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Letters of credit are conditional commitments issued to guarantee a customer’s performance to a third party and have essentially the same credit risk as other lending facilities. Standby letters of credit often expire without being used.

We use the same credit underwriting procedures for commitments to extend credit and standby letters of credit as we do for on-balance sheet instruments. The creditworthiness of each borrower is evaluated and the amount of collateral, if deemed necessary, is based on the credit evaluation. Collateral held for commitments to extend credit and standby letters of credit varies but may include accounts receivable, inventory, property, plant, equipment, and income-producing commercial properties.

We have not entered into off-balance sheet contractual relationships, other than those disclosed in this report, that could result in liquidity needs or other commitments or that could significantly impact earnings.

At December 31, 2014 we had issued commitments to extend credit of $32,670,070 and standby letters of credit of $225,463 through various types of commercial lending arrangements. These commitments included $27,795,058 of credits with variable interest rates.

The following table sets forth the length of time until maturity for unused commitments to extend credit and standby letters of credit at December 31, 2014.

(*Dollars in Thousands*)	Within One Month	After One Through Three Months	After Three Through Twelve Months	Within One Year	Greater Than One Year	Total
Unused commitments to extend credit	$5,249	$ 1,551	$ 9,186	$15,986	$ 16,684	$32,670
Standby letters of credit	-	91	134	225	-	225
Totals	$5,249	$ 1,642	$ 9,320	$16,211	$ 16,684	$32,895

We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon the extension of credit, is based on its credit evaluation of the borrower. Collateral varies but may include accounts receivable, inventory, premises, furniture and equipment, and commercial and residential real estate.

Liquidity Management and Capital Resources

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and use of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of securities in our investment portfolio is fairly predictable and is subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At December 31, 2014, our liquid assets, consisting of cash and cash equivalents amounted to $22.8 million, or 6.21% of total assets. Our investment securities, excluding nonmarketable securities, at December 31, 2014, amounted to $44.4 million, or 12.08% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, $17.8 million of these securities were pledged as collateral to secure public deposits and borrowings as of December 31, 2014. At December 31, 2013, our liquid assets, consisting of cash and cash equivalents amounted to $18.2 million, or 5.13% of total assets. Our investment securities, excluding nonmarketable securities, at December 31, 2013, amounted to $49.1 million, or 13.81% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, $17.2 million of these securities were pledged as collateral to secure public deposits and borrowings as of December 31, 2013.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. For the near future, it is our intention to reduce the use of wholesale funding to fund loan demand, instead relying on lower-cost funding sources, particularly core deposits. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. At December 31, 2014, we had a $5.1 million unused line of credit with the Federal Reserve and had sufficient unpledged securities that would have allowed us to borrow an additional $26.6 million from the Federal Reserve. Also, as member of the FHLB, we can make applications for borrowings that can be made for leverage purposes. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from them. We have an available line to borrow funds from the FHLB up to 30% of the Bank's total assets, which provide additional available funds of $110.1 million at December 31, 2014. At that date the Bank had drawn $25.0 million on this line. Finally, we had available at December 31, 2014 two unsecured lines of credit, which were unused, to purchase up to $17.5 million of federal funds from unrelated correspondent institutions. We believe that the sources described above will be sufficient to meet our future liquidity needs.

The Company is largely dependent upon dividends from the Bank as a source of cash. The Bank MOU restricts the ability of the Bank to declare and pay dividends to the Company. A memorandum of understanding entered into between the Federal Reserve and the Company (the "Company MOU") requires the Company to obtain approval of the Federal Reserve prior to declaring dividends. The Federal Reserve did not approve the Company's request to pay dividends and interest payments relating to its outstanding classes of preferred stock and trust preferred securities due and payable in the fourth quarter of 2011, and such consent has not been granted thereafter, largely out of deference to the Federal Reserve's policy statement on dividends. See "Supervision and Regulation—Memoranda of Understanding" elsewhere in this report for additional information relating to the Company MOU.

Asset/liability management is the process by which we monitor and control the mix and maturities of our assets and liabilities. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. We have both an internal finance committee consisting of senior management that meets at various times during each quarter and a management finance committee that meets weekly as needed. The finance committees are responsible for maintaining the level of interest rate sensitivity of our interest-sensitive assets and liabilities within board-approved limits.

Contractual Obligations

The following table provides payments due by period for various contractual obligations as of December 31, 2014:

(*Dollars in Thousands*)	Within One Year	After One Within Two Years	After Two Within Three Years	After Three Within Five Years	After Five Years	Total
Certificate accounts [1]	$64,662	$ 6,187	$ 1,216	$1,756	$-	$73,821
Securities sold under agreements to repurchase [2]	7,573	-	-	-	-	7,573
Long-term debt [3]	25,000	-	-	-	10,310	35,310
Purchases	-	-	-	-	-	-
Operating lease obligations [4]	409	429	431	775	3,954	5,998
Totals	$97,644	$ 6,616	$ 1,647	$2,531	$14,264	$122,702

(1) Certificates of deposit give customers rights to early withdrawal. Early withdrawals may be subject to penalties. The penalty amount depends on the remaining time to maturity at the time of early withdrawal.

(2) We expect securities repurchase agreements to be re-issued and, as such, do not necessarily represent an immediate need for cash.

(3) Long term debt consists of Federal Home Loan Bank borrowings and junior subordinated debentures.

(4) Operating lease obligations include lease obligations for existing and future property and non-cancelable lease commitments for equipment.

During 2014, our primary sources of cash generated were $7.4 million from the maturity of investment securities, proceeds of $5.3 and $7.8 million from sales of available-for sale securities and from sales of OREO. Additionally, we generated $3.7 million from our operating activities and $7.6 million from our financing activities. The primary uses of our cash resources were to increase our loans by $18.7 million and to purchase $8.3 million of available-for-sale securities. We believe that our overall liquidity sources are adequate to meet our operating needs in the ordinary course of our business.

Impact of Inflation

Unlike most industrial companies, the assets and liabilities of financial institutions such as our bank subsidiary are primarily monetary in nature. Therefore, interest rates have a more significant effect on our performance than do the general rate of inflation and of goods and services. In addition, interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. As discussed previously under the heading “Rate/Volume Analysis of Interest Income,” we seek to manage the relationships between interest sensitive-assets and liabilities in order to protect against wide interest rate fluctuations, including those resulting from inflation.

Accounting and Financial Reporting Issues

We have adopted various accounting policies, which govern the application of accounting principles generally accepted in the United States in the preparation of its consolidated financial statements. The significant accounting policies are described in the footnotes to our consolidated financial statements included in this report. Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgments and assumptions used are based on historical experience and other factors, which management believes to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made, actual results could differ from these judgments and estimates which could have a material impact on the carrying values of assets and liabilities and the results of operations.

Of these significant accounting policies, the Company considers its policies regarding the allowance for loan losses to be its most critical accounting policy due to the significant degree of management judgment involved in determining the amount of allowance. The Company has developed policies and procedures for assessing the adequacy of the allowance, recognizing that this process requires a number of assumptions and estimates with respect to its loan portfolio. The Company’s assessments may be impacted in future periods by changes in economic conditions, the impact of regulatory examinations, and the discovery of information with respect to borrowers that is not known to management at the time of the issuance of the consolidated financial statements. Refer to the discussion under the heading “Provision and Allowance for Loan Losses” for a detailed description of the Company’s estimation process and methodology related to the allowance for loan losses.

Effect of Governmental Policies

We are affected by the policies of regulatory authorities, including the Board of Governors of the Federal Reserve System (the “Federal Reserve Board” and the FDIC. An important function of the Federal Reserve Board is to regulate the national money supply. Among the instruments of monetary policy used by the Federal Reserve Board are: purchase and sale of U.S. Government securities in the market place; changes in the discount rate, which is the rate any depository institution must pay to from the Federal Reserve; and changes in the reserve requirements of depository institutions. These instruments are effective in influencing the economic and monetary growth, interest rate levels and inflation.

The monetary policies of the Federal Reserve Board and other governmental policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. Because of changing conditions in the national and international economy and in the money markets, as well as the result of actions by monetary and fiscal authorities, it is not possible to predict with certainty future changes in interest rates, deposit levels or loan demand or whether the changing economic conditions will have a positive or negative effect on operations and earnings.

Legislation from time to time is introduced into the United States Congress and the South Carolina Legislature and other state legislatures, and regulations are proposed by the regulatory agencies that could affect our business. It cannot be predicted whether or in what form any of these proposals will be adopted or the extent to which our business may be affected thereby.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2014. Management based this assessment on criteria for effective internal control over financial reporting described in "Internal Control - Integrated Framework 1992 issued by the Committee of Sponsoring Organizations of the Treadway Commission." Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of the Board of Directors. Based on this assessment, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2014.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

/s/ F. R. Saunders, Jr. /s/ Jeffrey A. Paolucci

F.R. Saunders, Jr.	Jeffrey A. Paolucci
President and Chief Executive Officer	Executive Vice President, Chief Financial Officer and Secretary
March 30, 2015	March 30, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

First Reliance Bancshares, Inc. and Subsidiary

Florence, South Carolina

We have audited the accompanying consolidated balance sheets of First Reliance Bancshares, Inc. and Subsidiary (the "Company") as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity**,** and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Reliance Bancshares, Inc. and subsidiary as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

/s/ Elliott Davis Decosimo, LLC

Columbia, South Carolina

March 30, 2015

60

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Balance Sheets

	December 31, 2014	2013
Assets		
Cash and cash equivalents:		
Cash and due from banks	$4,955,110	$3,548,974
Interest-bearing deposits with other banks	17,891,077	14,698,851
Total cash and cash equivalents	22,846,187	18,247,825
Time deposits in other banks	101,409	101,207
Securities available-for-sale	13,045,588	12,144,843
Securities held-to-maturity (Estimated fair value of $32,242,017 and $36,951,934 at December 31, 2014 and 2013, respectively)	31,384,418	36,951,934
Nonmarketable equity securities	1,502,400	1,594,900
Total investment securities	45,932,406	50,691,677
Mortgage loans held for sale	1,970,068	2,248,252
Loans receivable	255,381,014	238,502,131
Less allowance for loan losses	(3,002,922)	(2,894,153)
Loans, net	252,378,092	235,607,978
Premises, furniture and equipment, net	23,395,306	24,333,616
Accrued interest receivable	1,034,316	1,129,881
Other real estate owned	2,444,253	8,932,634
Cash surrender value life insurance	13,282,565	12,945,693
Net deferred tax assets	3,198,771	-
Other assets	1,172,948	1,169,368
Total assets	$367,756,321	$355,408,131
Liabilities and Shareholders' Equity		
Liabilities		
Deposits		
Noninterest-bearing transaction accounts	$65,445,513	$65,576,524
Interest-bearing transaction accounts	57,229,738	46,046,043
Savings	88,822,371	86,247,410
Time deposits $100,000 and over	36,500,148	39,934,745
Other time deposits	37,320,848	44,610,301
Total deposits	285,318,618	282,415,023
Securities sold under agreement to repurchase	7,573,403	4,876,118

Advances from Federal Home Loan Bank	25,000,000	23,000,000
Junior subordinated debentures	10,310,000	10,310,000
Accrued interest payable	806,079	587,649
Net deferred tax liabilities	-	105,099
Other liabilities	2,380,554	2,021,498
Total liabilities	331,388,654	323,315,387
Commitments and contingencies - Notes 4 and 15		
Shareholders' Equity		
Preferred stock		
Series A cumulative perpetual preferred stock - 15,349 shares issued and outstanding	15,179,709	15,145,597
Series B cumulative perpetual preferred stock - 767 shares issued and outstanding	767,000	769,894
Common stock, $0.01 par value; 20,000,000 shares authorized, 4,739,823 and 4,568,695 shares issued and outstanding at December 31, 2014 and 2013, respectively	47,398	45,687
Capital surplus	30,914,242	30,609,281
Treasury stock, at cost, 35,176 and 29,846 shares at December 31, 2014 and 2013, respectively	(205,512)	(201,686)
Nonvested restricted stock	(385,330)	(32,138)
Retained deficit	(10,071,514)	(14,447,907)
Accumulated other comprehensive income	121,674	204,016
Total shareholders' equity	36,367,667	32,092,744
Total liabilities and shareholders' equity	$367,756,321	$355,408,131

The accompanying notes are an integral part of the consolidated financial statements.

61

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Statements of Operations

	For the years ended December 31, 2014	2013
Interest income:		
Loans, including fees	$13,758,531	$13,330,556
Investment securities:		
Taxable	1,120,902	1,240,743
Tax exempt	114,081	45,574
Other interest income	80,517	89,187
Total	15,074,031	14,706,060
Interest expense:		
Time deposits	706,565	1,814,922
Other deposits	129,677	208,404
Other interest expense	323,314	424,946
Total	1,159,556	2,448,272
Net interest income	13,914,475	12,257,788
Provision for loan losses	706,891	609,808
Net interest income after provision for loan losses	13,207,584	11,647,980
Noninterest income:		
Service charges on deposit accounts	1,624,575	1,665,059
Gain on sale of mortgage loans	1,108,799	1,029,641
Income from bank owned life insurance	336,872	345,906
Other service charges, commissions, and fees	1,076,560	1,000,118
Gain on sale of available-for-sale securities	5,321	33,917
Other	284,518	331,109
Total	4,436,645	4,405,750
Noninterest expenses:		
Salaries and benefits	7,317,950	7,731,822
Occupancy	1,529,855	1,506,908
Furniture and equipment related expenses	1,553,289	1,360,631
Other	5,916,768	11,793,899
Total	16,317,862	22,393,260
Income (loss) before income taxes	1,326,367	(6,339,530)

Income tax (benefit) expense	(3,081,244)	1,397,000
Net income (loss)	4,407,611	(7,736,530)
Preferred stock dividends accrued	1,220,205	962,064
Deemed dividends on preferred stock resulting from net accretion of discount and amortization of premium	31,218	178,039
Net income (loss) available to common shareholders	$3,156,188	$(8,876,633)
Average common shares outstanding, basic	4,612,758	4,294,105
Average common shares outstanding, diluted	4,688,981	4,294,105
Income (loss) per common share:		
Basic income (loss) per share	$0.68	$(2.07)
Diluted income (loss) per share	0.67	(2.07)

The accompanying notes are an integral part of the consolidated financial statements.

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Statements of Comprehensive Income (Loss)

	For the years ended December 31,	
	2014	2013
Net income (loss) from operations	$4,407,611	$(7,736,530)
Other comprehensive loss, net of tax:		
Securities available-for-sale		
Unrealized holding losses arising during the period	(46,077)	(1,908,180)
Income tax benefit	(15,665)	(609,462)
Net of income taxes	(30,412)	(1,298,718)
Reclassification adjustment for gains realized in net income from operations	5,321	33,917
Income tax expense	1,809	11,532
Net of income taxes	3,512	22,385
Other-than-temporary impairment on available-for-sale securities	-	(70,000)
Income tax benefit	-	(23,800)
Net of income taxes	-	(46,200)
Other comprehensive loss attributable to securities available-for-sale	(33,924)	(1,274,903)
Securities held-to-maturity		
Amortization of net unrealized gains capitalized on securities transferred from available-for-sale	(73,361)	-
Income tax benefit	(24,943)	-
Net of income taxes	(48,418)	-
Other comprehensive loss	(82,342)	(1,274,903)
Comprehensive income (loss)	$4,325,269	$(9,011,433)

The accompanying notes are an integral part of the consolidated financial statements.

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Statements of Shareholders' Equity

For the years ended December 31, 2014 and 2013

	Preferred Stock	Common Stock	Capital Surplus	Treasury Stock	Nonvested Restricted Stock	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
Balance, December 31, 2012	$18,199,743	$40,949	$27,991,132	$(182,234)	$(123,466)	$(6,207,116)	$1,478,919	$41,197,927
Net loss						(7,736,530)		(7,736,530)
Changes in unrealized gains and losses on securities							(1,274,903)	(1,274,903)
Expense of auctioning Series A and Series B Preferred Stock	(169,291)							(169,291)
Accretion of Series A Preferred Stock discount	194,544					(194,544)		-
Amortization of Series B Preferred Stock premium	(16,505)					16,505		-
Conversion of Series C	(2,293,000)	4,709	2,614,513			(326,222)		-

Preferred Stock to Common Stock								
Issuance Common Stock		25	4,371					4,396
Net Change in Restricted Stock		4	(735)		91,328			90,597
Purchase of Treasury Stock				(19,452)				(19,452)
Balance, December 31, 2013	15,915,491	45,687	30,609,281	(201,686)	(32,138)	(14,447,907)	204,016	32,092,744
Net income						4,407,611		4,407,611
Changes in unrealized gains and losses on securities							(82,342)	(82,342)
Accretion of Series A Preferred Stock discount	34,112					(34,112)		-
Amortization of Series B Preferred Stock premium	(2,894)					2,894		-
Issuance Common Stock		26	6,618					6,644
Net Change in Restricted Stock		1,685	298,343		(353,192)			(53,164)
Purchase of Treasury				(3,826)				(3,826)

Stock

Balance, December 31, 2014	$15,946,709	$47,398	$30,914,242	$(205,512)	$(385,330)	$(10,071,514)	$121,674	$36,367,667

The accompanying notes are an integral part of the consolidated financial statements.

64

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

	For the years ended December 31, 2014	2013
Cash flows from operating activities:		
Net income (loss)	$4,407,611	$(7,736,530)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Provision for loan losses	706,891	609,808
Depreciation and amortization expense	968,159	935,393
Gain on sales of securities available-for-sale	(5,321)	(33,917)
Impairment loss on available-for-sale securities	-	70,000
Impairment loss on premises	399,812	-
Discount accretion and premium amortization	136,834	284,996
(Gain) loss on sale of other real estate owned	(141,868)	191,006
Write down of other real estate owned	65,873	4,905,476
Disbursements for mortgages held for sale	(26,647,034)	(30,691,361)
Proceeds from sales of mortgages held for sale	26,925,218	34,064,969
Deferred income tax (benefit) expense	(3,489,761)	1,397,000
Decrease in interest receivable	95,565	147,017
Increase in interest payable	218,430	122,240
Increase for cash surrender value of life insurance	(336,872)	(345,906)
(Decrease) increase in deferred compensation on restricted stock	(53,164)	90,597
Increase in other assets	155,343	1,243,280
Increase in other liabilities	296,376	409,736
Net cash provided by operating activities	3,702,092	5,663,804
Cash flows from investing activities:		
Purchases of securities available-for-sale	(8,315,697)	(6,954,183)
Maturities of securities available-for-sale	2,035,251	15,022,994
Maturities of securities held-to-maturity	5,395,415	-
Proceeds from sale of securities available-for-sale	5,295,529	712,248
Net decrease (increase) in nonmarketable equity securities	92,500	(297,500)
Net increase in time deposits in other banks	(202)	(254)
Net (increase) decrease in loans receivable	(18,674,448)	15,044,570
Purchases of premises, furniture and equipment	(297,595)	(509,810)
Proceeds from sale of other real estate owned	7,761,819	6,088,371
Net cash (used) provided by investing activities	(6,707,428)	29,106,436
Cash flows from financing activities:		
Net increase (decrease) in demand deposits, interest-bearing transaction accounts and savings accounts	13,627,645	(6,753,225)
Net decrease in certificates of deposit and other time deposits	(10,724,050)	(60,145,886)

Net increase in advances from Federal Home Loan Bank	2,000,000	12,000,000
Net increase in securities sold under agreements to repurchase	2,697,285	498,140
Expense of auctioning Series A and Series B Preferred stock	-	(169,291)
Net proceeds from issuance of common stock	6,644	4,396
Purchase of treasury stock	(3,826)	(19,452)
Net cash provided (used) by financing activities	7,603,698	(54,585,318)
Net increase (decrease) in cash and cash equivalents	4,598,362	(19,815,078)
Cash and cash equivalents, beginning of year	18,247,825	38,062,903
Cash and cash equivalents, end of year	$22,846,187	$18,247,825
Cash paid during the year for:		
Income taxes	$56,000	$-
Interest	941,126	2,326,032
Supplemental noncash investing and financing activities:		
Foreclosures on loans	$1,197,443	$4,827,496
Net change in unrealized losses on available-for-sale securities	(82,342)	(1,274,903)

The accompanying notes are an integral part of the consolidated financial statements.

65

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - First Reliance Bancshares, Inc. (the "Company") was incorporated to serve as a bank holding company for its subsidiary, First Reliance Bank (the "Bank"). First Reliance Bank was incorporated on August 9, 1999 and commenced business on August 16, 1999. The principal business activity of the Bank is to provide banking services to domestic markets, principally in Florence, Lexington, and Charleston Counties in South Carolina. The Bank is a South Carolina chartered commercial bank, and its deposits are insured by the Federal Deposit Insurance Corporation ("FDIC"). The consolidated financial statements include the accounts of the parent company and its wholly-owned subsidiary after elimination of all significant intercompany balances and transactions. In 2005, the Company formed First Reliance Capital Trust I (the "Trust") for the purpose of issuing trust preferred securities. In accordance with current accounting guidance, the Trust is not consolidated in these financial statements.

Management's Estimates - The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for losses on loans, including valuation allowances for impaired loans, and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the allowances for losses on loans and valuation of foreclosed real estate, management obtains independent appraisals in accordance with regulatory policy. Management must also make estimates in determining the estimated useful lives and methods for depreciating premises and equipment.

While management uses available information to recognize losses on loans and foreclosed real estate, future additions to the allowances may be necessary, based on changes in local economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Company's allowances for losses on loans and foreclosed real estate. Such agencies may require the Company to recognize additions to the allowances based on their judgments about information available to them at the time of their examinations. Because of these factors, it is reasonably possible that the allowances for losses on loans and foreclosed real estate may change materially in the near term.

Concentrations of Credit Risk - Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of loans receivable, investment securities, federal funds sold and amounts due from banks.

The Company makes loans to individuals and small businesses for various personal and commercial purposes primarily in Florence, Lexington, Charleston and Mount Pleasant, South Carolina. At December 31, 2014, the majority of the total loan portfolio was to borrowers from within these areas.

The Company's loan portfolio is not concentrated in loans to any single borrower or a relatively small number of borrowers. Additionally, management is not aware of any concentrations of loans to groups of borrowers or industries that would also be affected by sector-specific economic conditions.

In addition to monitoring potential concentrations of loans to particular borrowers or groups of borrowers, industries and geographic regions, management monitors exposure to credit risk from concentrations of lending products and practices such as loans that subject borrowers to substantial payment increases (e.g., principal deferral periods, loans with initial interest-only periods, etc.), and loans with high loan-to-value ratios. Management has determined that there is minimal concentration of credit risk associated with its lending policies or practices.

There are industry practices that could subject the Company to increased credit risk should economic conditions change over the course of a loan's life. For example, the Company makes variable rate loans and fixed rate principal-amortizing loans with maturities prior to the loan being fully paid (i.e., balloon payment loans). These loans are underwritten and monitored to manage the associated risks and management believes that these particular practices do not subject the Company to unusual credit risk. The Company's investment portfolio consists principally of obligations of the United States and its agencies or its corporations and obligations of state and local governments. In the opinion of management, there is no concentration of credit risk in its investment portfolio. The Company places its deposits and correspondent accounts with and sells its federal funds to high quality institutions. Management believes credit risk associated with correspondent accounts is not significant.

Securities Available-for-Sale - Investment securities available-for-sale are carried at amortized cost and adjusted to estimated market value by recognizing the aggregate unrealized gains or losses in a valuation account. Aggregate market valuation adjustments are recorded as part of accumulated other comprehensive income in shareholders' equity net of deferred income taxes. Reductions in market value considered by management to be other than temporary are reported as a realized loss and a reduction in the cost basis of the security. The adjusted cost basis of investments available-for-sale is determined by specific identification and is used in computing the gain or loss upon sale.

Securities Held-to-Maturity - Investment securities held-to-maturity are stated at cost, adjusted for amortization of premium and accretion of discount computed by the straight-line method. The Company has the ability and management has the intent to hold designated investment securities to maturity. Reductions in market value considered by management to be other than temporary are reported as a realized loss and a reduction in the cost basis of the security.

Nonmarketable Equity Securities - At December 31, 2014 and 2013, non-marketable equity securities consist of the following:

	December 31,	
	2014	2013
Federal Home Loan Bank stock	$1,444,300	$1,536,800
Community Bankers Bank stock	58,100	58,100
Total	$1,502,400	$1,594,900

Nonmarketable equity securities are carried at cost since no quoted market value and no ready market exists. Investment in the FHLB is a condition to borrowing from that bank, and the stock is pledged to collateralize such borrowings. Dividends received on nonmarketable equity securities are included as a separate component of interest income.

Mortgage Loans Held For Sale - The Company's mortgage activities are comprised of accepting residential mortgage loan applications, qualifying borrowers to standards established by investors, funding residential mortgages and selling mortgages to investors under pre-existing commitments on a best efforts basis. Funded residential mortgages held temporarily for sale to investors are recorded at the lower of cost or market value. Gains or losses are recognized when control over these assets has been surrendered and are included in gain on sale of mortgage loans in the consolidated statements of operations.

Loans Receivable - Loans receivable are stated at their unpaid principal balance, net of charge offs. Interest income is computed using the simple interest method and is recorded in the period earned.

When serious doubt exists as to the collectibility of a loan or when a loan becomes contractually ninety days past due as to principal or interest, interest income is generally discontinued unless the estimated net realizable value of collateral exceeds the principal balance and accrued interest. When interest accruals are discontinued, income earned but not collected is reversed.

Loan origination and commitment fees and certain direct loan origination costs (principally, salaries and employee benefits) are deferred and amortized to income over the contractual life of the related loans or commitments, adjusted for prepayments, using the straight-line method.

Allowance for Loan Losses - The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as doubtful, substandard or special mention. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows or collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement.

Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are the subject of a restructuring agreement.

In situations where, for economic or legal reasons related to a borrower’s financial difficulties, a concession to the borrower is granted that the Company would not otherwise consider, the related loan is classified as a troubled debt restructuring. The restructuring of a loan may include the transfer from the borrower to the Company of real estate, receivables from third parties, other assets, or an equity interest in the borrower in full or partial satisfaction of the loan, modification of the loan terms, or a combination of the above.

Premises, Furniture and Equipment - Premises, furniture and equipment are stated at cost, less accumulated depreciation. The provision for depreciation is computed by the straight-line method, based on the estimated useful lives for buildings of 40 years and for furniture and equipment of 5 to 10 years. Leasehold improvements are amortized over the term of the lease. The cost of assets sold or otherwise disposed of and the related allowance for depreciation is eliminated from the accounts and the resulting gains or losses are reflected in the income statement when incurred. Maintenance and repairs are charged to current expense. The costs of major renewals and improvements are capitalized based upon the Company's policy.

Other Real Estate Owned - Other real estate owned includes real estate acquired through foreclosure. Other real estate owned is carried at the lower of cost or the fair market value minus estimated costs to sell. Any write-downs at the date of foreclosure are charged to the allowance for loan losses. Expenses to maintain such assets and subsequent changes in the valuation allowance are included in other noninterest expense along with gains and losses on disposal.

Cash Surrender Value of Life Insurance - Cash surrender value of life insurance represents the cash value of policies on certain current and former officers of the Company.

Residential Mortgage Origination Fees - Residential mortgage origination fees include fees from residential mortgage loans originated by the Company and subsequently sold in the secondary market. These fees are recognized as income at the time of the sale to the investor.

Income Taxes - Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. In addition, deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Interest and penalties related to income tax matters are recognized in income tax expense.

Advertising Expense - Advertising and public relations costs are generally expensed as incurred. External costs incurred in producing media advertising are expensed the first time the advertising takes place. External costs relating to direct mailing costs are expensed in the period in which the direct mailings are sent. Advertising and public relations costs of $119,463 and $148,266 were included in the Company's results of operations for 2014 and 2013, respectively.

Retirement Benefits - A trusteed retirement savings plan is sponsored by the Company and provides retirement benefits to substantially all officers and employees who meet certain age and service requirements. The plan includes a “salary reduction” feature pursuant to Section 401(k) of the Internal Revenue Code. In 2004, the Company converted the 401(k) plan to a 404(c) plan. The 404(c) plan changes investment alternatives to include the Company's stock. Under the plan and present policies, participants are permitted to make contributions up to 15% of their annual compensation. At its discretion, the Company can make matching contributions up to 6% of the participants’ compensation. The Company charged $120,477 and $119,594 to earnings for the retirement savings plan in 2014 and 2013, respectively.

During 2006, the Board of Directors approved a supplemental retirement plan for the directors and certain officers. These benefits are not qualified under the Internal Revenue Code and they are not funded. For 2014 and 2013 the supplemental retirement expense was $189,041 and $162,583, respectively. The current accrued but unfunded amount is $1,465,532 and $1,297,661 at December 31, 2014 and 2013, respectively. However, certain funding is provided informally and indirectly by bank owned life insurance policies. The cash surrender value of the life insurance policies is recorded as a separate line item in the accompanying consolidated balance sheets at $13,282,565 and $12,945,693 at December 31, 2014 and 2013, respectively.

The Company has split-dollar life insurance arrangements with certain of its officers. At December 31, 2014 and 2013, the split-dollar liability relating to these arrangements totaled $269,701 and $253,416, respectively. For 2014 and 2013, the Company recognized net expenses of $16,285 and $14,907, respectively, related to these arrangements.

Equity Incentive Plan - On January 19, 2006, the Company approved the 2006 Equity Incentive Plan. This plan provides for the granting of dividend equivalent rights, options, performance unit awards, phantom shares, stock appreciation rights and stock awards, each of which shall be subject to such conditions based upon continued employment, passage of time or satisfaction of performance criteria or other criteria as permitted by the plan. The plan allows granting up to 950,000 shares of stock to officers, employees, and directors, consultants and service providers of the Company or its affiliates. Awards may be granted for a term of up to ten years from the effective date of grant. Under this Plan, the Board of Directors has sole discretion as to the exercise date of any awards granted. The per-share exercise price of incentive stock options may not be less than the market value of a share of common stock on the date the option is granted. The related compensation cost for all stock-based awards is recognized over the service period for awards expected to vest. Any options that expire unexercised or are canceled become available for re-issuance. The Company's equity incentive plan is further described in Note 16.

Common Stock Owned by the Employee Stock Ownership Plan (“ESOP”) - All shares held by the ESOP are treated as outstanding for purposes of computing earnings per share. Purchases and redemptions of the Company’s common stock by the ESOP are at estimated fair value as determined by independent valuations. Dividends on shares held by the ESOP are charged to retained earnings. At December 31, 2014 and 2013, the ESOP owned 385,585 and 319,184 shares of the Company’s common stock with an estimated value of $1,069,239 and $489,245, respectively. All of these shares were allocated to participants.

Income (Loss) Per Common Share - Basic earnings (loss) per common share represents income (loss) available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued by the Company relate to outstanding stock options and similar share-based compensation instruments and are determined using the treasury stock method (see Note 17). For the year ended December 31, 2013, due to operating losses, common stock equivalents are antidilutive and therefore basic and diluted loss per share are equal.

Derivative Instruments - The Company has no material embedded derivative instruments requiring separate accounting treatment. The Company has freestanding derivative instruments consisting of fixed rate conforming loan commitments and commitments to sell fixed rate conforming loans. The Company does not currently engage in hedging activities.

Statements of Cash Flows - For purposes of reporting cash flows in the consolidated financial statements, the Company considers certain highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. Cash equivalents include amounts due from banks and federal funds sold. Generally, federal funds are sold for one-day periods. Changes in the valuation account of securities available-for-sale, including the deferred tax effects, are considered noncash transactions for purposes of the statement of cash flows and are presented in detail in the notes to the consolidated financial statements.

Off-Balance Sheet Financial Instruments - In the ordinary course of business, the Company enters into off-balance sheet financial instruments consisting of commitments to extend credit and letters of credit. These financial instruments are recorded in the consolidated financial statements when they become payable by the customer.

Recently Issued Accounting Pronouncements - The following is a summary of recent authoritative pronouncements:

In January 2014, the Financial Accounting Standard Board ("FASB") amended Receivables topic of the Accounting Standards Codification. The amendments are intended to resolve diversity in practice with respect to when a creditor should reclassify a collateralized consumer mortgage loan to other real estate owned ("OREO"). In addition, the amendments require a creditor reclassify a collateralized consumer mortgage loan to OREO upon obtaining legal title to the real estate collateral, or the borrower voluntarily conveying all interest in the real estate property to the lender to satisfy the loan through a deed in lieu of foreclosure or similar legal agreement. The amendments will be effective for the Company for annual periods, and interim periods within those annual periods beginning after December 15, 2014, with early implementation of the guidance permitted. In implementing this guidance, assets that are reclassified from real estate to loans are measured at the carrying value of the real estate at the date of adoption. Assets reclassified from loans to real estate are measured at the lower of the net amount of the loan receivable or the fair value of the real estate less costs to sell at the date of adoption. The Company will apply the amendments prospectively. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

In May 2014, the FASB issued guidance to change the recognition of revenue from contracts with customers. The core principle of the new guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. The guidance will be effective for the Company for reporting periods beginning after December 15, 2016. The Company will apply the guidance using a modified retrospective approach. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

In June 2014, the FASB issued guidance which makes limited amendments to the guidance on accounting for certain repurchase agreements. The new guidance (1) requires entities to account for repurchase-to-maturity transactions as secured borrowings (rather than as sales with forward repurchase agreements), (2) eliminates accounting guidance on linked repurchase financing transactions, and (3) expands disclosure requirements related to certain transfers of financial assets that are accounted for as sales and certain transfers (specifically, repos, securities lending transactions, and repurchase-to-maturity transactions) accounted for as secured borrowings. The amendments will be effective for the Company for the first interim or annual period beginning after December 15, 2014. The Company will apply the guidance by making a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

In June 2014, the FASB issued guidance which clarifies that performance targets associated with stock compensation should be treated as a performance condition and should not be reflected in the grant date fair value of the stock award. The amendments will be effective for the Company for fiscal years that begin after December 15, 2015. The Company will apply the guidance to all stock awards granted or modified after the amendments are effective. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

In August 2014, the FASB issued guidance that is intended to define management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. In connection with preparing financial statements, management will need to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the organization's ability to continue as a going concern within one year after the date that the financial statements are issued. The amendments will be effective for the Company for annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

In January 2015, the FASB issued guidance that eliminated the concept of extraordinary items from generally accepted accounting principles ("U. S. GAAP.") Existing U.S. GAAP required that an entity separately classify, present, and disclose extraordinary events and transactions. The amendments will eliminate the requirements for reporting entities to consider whether an underlying event or transaction is extraordinary, however, the presentation and disclosure guidance for items that are unusual in nature or occur infrequently will be retained and will be expanded to include items that are both unusual in nature and infrequently occurring. The amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The amendments may be applied either prospectively or retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operation or cash flow.

Risks and Uncertainties - In the normal course of its business, the Company encounters two significant types of risks: economic and regulatory. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk to the degree that its interest-bearing liabilities mature or reprice at different speeds, or on different basis, than its interest-earning assets. Credit risk is the risk of default on the Company's loan portfolio that results from borrower's inability or unwillingness to make contractually required payments. Market risk reflects changes in the value of collateral underlying loans receivable and the valuation of real estate held by the Company.

The Company is subject to the regulations of various governmental agencies (regulatory risk). These regulations can and do change significantly from period to period. The Company also undergoes periodic examinations by the regulatory agencies, which may subject it to further changes with respect to asset valuations, amounts of required loss allowances and operating restrictions from the regulators' judgments based on information available to them at the time of their examination.

Reclassifications - Certain captions and amounts in the 2013 consolidated financial statements were reclassified to conform with the 2014 presentation. The reclassifications did not have an impact on net loss or shareholders' equity.

NOTE 2 - CASH AND DUE FROM BANKS

The Company is required to maintain balances with the Federal Reserve computed as a percentage of deposits. At December 31, 2014 and 2013, this requirement was $3,464,000 and $1,603,000, respectively, net of vault cash and balances on deposit with the Federal Reserve.

NOTE 3 - INVESTMENT SECURITIES

The amortized cost and estimated fair values of securities available-for-sale were:

	Amortized	Gross Unrealized	Estimated

	Cost	Gains	Losses	Fair Value
December 31, 2014				
Mortgage-backed securities	$10,207,150	$49,894	$56,356	$10,200,688
Corporate bonds	2,788,520	26,380	-	2,814,900
Equity security	30,000	-	-	30,000
Total	$13,025,670	$76,274	$56,356	$13,045,588
December 31, 2013				
Mortgage-backed securities	$9,277,577	$87,635	$46,579	$9,318,633
Corporate bonds	2,765,950	30,260	-	2,796,210
Equity security	30,000	-	-	30,000
Total	$12,073,527	$117,895	$46,579	$12,144,843

The amortized cost and estimated fair values of securities held-to-maturity were:

	Amortized	Gross Unrealized		Estimated
	Cost	Gains	Losses	Fair Value
December 31, 2014				
U.S. Government sponsored agencies	$6,404,933	$183,346	$-	$6,588,279
Mortgage-backed securities	21,665,238	684,643	99,292	22,250,589
Municipals	3,149,811	253,338	-	3,403,149
	31,219,982	$1,121,327	$99,292	$32,242,017
Capitalization of net unrealized gains on securities transferred from available-for-sale in 2013	164,436			
Total	$31,384,418			
December 31, 2013				
U.S. Government sponsored agencies	$7,146,409	$80,707	$156,131	$7,070,985
Mortgage-backed securities	26,404,573	537,133	210,365	26,731,341
Municipals	3,163,155	17,569	31,116	3,149,608
	36,714,137	$635,409	$397,612	$36,951,934
Capitalization of net unrealized gains on securities transferred from available-for-sale	237,797			
Total	$36,951,934			

71

At December 31, 2013, the Company transferred certain securities to the held-to-maturity category from available-for-sale, since the Company has the ability and management intends to hold these securities to maturity. At the time of the reclassification, the securities were carried at their estimated fair value of $36,951,934, including net unrealized gains of $237,797. The net unrealized gains will be amortized to other comprehensive income over the life of the underlying securities.

The following is a summary of maturities of securities available-for-sale and held-to-maturity as of December 31, 2014. The amortized cost and estimated fair values are based on the contractual maturity dates. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalty. Mortgage-backed securities are presented as a separate line, maturities of which are based on expected maturities since paydowns are expected to occur before contractual maturity dates.

	Securities Available-for-Sale		Securities Held-to-Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	$16,300	$1,999,360	$46,579	
Due after five years through ten years	$2,788,520	$2,814,900	$-	$-
Due after ten years	-	-	9,485,783	9,991,428
	2,788,520	2,814,900	9,485,783	9,991,428
Mortgage-backed securities	10,207,150	10,200,688	21,898,635	22,250,589
Equity security	30,000	30,000	-	-
Total	$13,025,670	$13,045,588	$31,384,418	$32,242,017

The following tables show gross unrealized losses and fair value of securities available-for-sale and securities held-to-maturity, aggregated by investment category, and length of time that individual securities have been in a continuous realized loss position at December 31, 2014 and 2013.

Securities Available-for-Sale

	December 31, 2014		December 31, 2013	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Less Than 12 Months				
Mortgage-backed securities	$4,199,552			
12 Months or More				
Mortgage-backed securities	1,520,395	40,056	-	-
Total securities available-for-sale	$5,719,947	$ 56,356	$1,999,360	$46,579

Securities Held-to-Maturity

Less Than 12 Months,				
U.S. Government sponsored agencies	$-	$ -	$4,549,325	$ 156,131
Mortgage-backed securities	-	-	5,011,313	210,365
Municipals	-	-	2,037,029	31,116
Total	-	-	11,597,667	397,612
12 Months or More				
Mortgage-backed securities	4,522,866	99,292	-	-
Total securities held-to-maturity	$4,522,866	$ 99,292	$11,597,667	$ 397,612

At December 31, 2014, one security classified as available-for-sale and two securities classified as held-to-maturity were in a loss position as detailed in the preceding tables. The Company does not intend to sell these securities in the near future and it is more likely than not that the Company will not be required to sell these securities before recovery of their amortized cost. The Company believes that, based on industry analyst reports and credit ratings, the deterioration in value is attributable to changes in market interest rates and, therefore, these losses are not considered other-than-temporary.

During 2014 and 2013, gross proceeds from the sale of available-for-sale securities were $5,295,529, and $712,248, respectively. During these periods, gross gains totaled $39,110 and $33,917, while gross losses totaled $33,789 and $0, respectively.

At December 31, 2014 and 2013, investment securities with a par value of $17,652,510 and $17,114,179 and a fair market value of $17,790,098 and $17,230,946, respectively, were pledged as collateral to secure public deposits and borrowings.

NOTE 4 – LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES

Major classifications of loans receivable are summarized as follows:

	December 31, 2014	2013
Real estate loans:		
Construction	$26,547,868	$24,175,347
Residential:		
Residential 1-4 family	40,985,430	35,873,036
Multifamily	4,337,462	4,312,057
Second mortgages	4,775,669	4,245,778
Equity lines of credit	20,197,227	21,270,126
Total residential	70,295,788	65,700,997
Nonresidential	99,450,427	104,378,485
Total real estate loans	196,294,083	194,254,829
Commercial and industrial	31,503,599	32,486,848
Consumer	27,540,996	11,725,319
Other	42,336	35,135
Total loans	$255,381,014	$238,502,131

The Company has pledged certain loans as collateral to secure its borrowings from the Federal Home Loan Bank. The total of loans pledged was $87,493,033 and $76,972,548 at December 31, 2014 and 2013, respectively.

Loans sold with limited recourse are 1-4 family residential mortgages originated by the Company and sold to various other financial institutions. These loans are sold with the agreement that a loan may be returned to the Company within 90 days of purchase, at any time in the event the Company fails to provide necessary documents related to the mortgages to the buyers, or if the Company makes false representations or warranties to the buyers. Loans sold under these agreements in 2014 and 2013 totaled $30,565,053 and $29,014,529, respectively. The Company uses the same credit policies in making loans held for sale as it does for on-balance-sheet instruments. Sales commitments are to sell loans at an agreed upon price and are generally funded within 60 days.

The following is an analysis of the allowance for loan losses by class of loans for the years ended December 31, 2014 and 2013.

December 31, 2014

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial and Industrial	Consumer and Other
Beginning balance	$2,894	$303	$ 1,043	$ 1,382	$2,728	$ 65	$ 101
Provisions	707	264	521	(160)	625	(90)	172
Recoveries	519	165	27	248	440	68	11
Charge-offs	(1,117)	(506)	(346)	(223)	(1,075)	(5)	(37)
Ending balance	$3,003	$226	$ 1,245	$ 1,247	$2,718	$ 38	$ 247

December 31, 2013

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial and Industrial	Consumer and Other
Beginning balance	$4,167	$1,441	$ 951	$ 1,129	$3,521	$ 616	$ 30
Provisions	610	(980)	903	1,136	1,059	(548)	99
Recoveries	455	138	177	35	350	89	16
Charge-offs	(2,338)	(296)	(988)	(918)	(2,202)	(92)	(44)
Ending balance	$2,894	$303	$ 1,043	$ 1,382	$2,728	$ 65	$ 101

The following is a summary of loans evaluated for impairment individually and collectively, by class, for the years ended December 31, 2014 and 2013.

December 31, 2014

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial and Industrial	Consumer and Other
Allowance							
Evaluated for impairment							
Individually	$259	$19	$ 240	$ -	$259	$ -	$ -
Collectively	2,744	207	1,005	1,247	2,459	38	247
Allowance for loan losses	$3,003	$226	$ 1,245	$ 1,247	$2,718	$ 38	$ 247
Total Loans							
Evaluated for impairment							
Individually	$10,104	$2,937	$ 2,746	$ 4,307	$9,990	$ 12	$ 102
Collectively	245,277	23,611	67,550	95,143	186,304	31,492	27,481
Loans receivable	$255,381	$26,548	$ 70,296	$ 99,450	$196,294	$ 31,504	$ 27,583

December 31, 2013

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial and Industrial	Consumer and Other
Allowance							
Evaluated for impairment							
Individually	$405	$2	$ 185	$ 163	$350	$ 53	$ 2
Collectively	2,489	301	858	1,219	2,378	12	99
Allowance for loan losses	$2,894	$303	$ 1,043	$ 1,382	$2,728	$ 65	$ 101
Total Loans							
Evaluated for impairment							
Individually	$18,160	$2,495	$ 3,091	$ 10,998	$16,584	$ 1,480	$ 96
Collectively	220,342	21,680	62,610	93,381	177,671	31,007	11,664
Loans receivable	$238,502	$24,175	$ 65,701	$ 104,379	$194,255	$ 32,487	$ 11,760

The Company identifies impaired loans through its normal internal loan review process. Loans on the Company's problem loan watch list are considered potentially impaired loans. These loans are evaluated in determining whether all outstanding principal and interest are expected to be collected. Loans are not considered impaired if a minimal delay occurs and all amounts due including accrued interest at the contractual interest rate for the period of delay are expected to be collected.

The following summarizes the Company's impaired loans as of December 31, 2014.

(Dollars in Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
With no related allowance recorded:				
Real estate				
Construction	$ 1,667	$ 1,696	$ -	$ 1,094
Residential	1,593	1,737	-	2,093
Nonresidential	4,307	4,691	-	5,866
Total real estate loans	7,567	8,124	-	9,053
Commercial and industrial	12	20	-	29
Consumer and other	102	107	-	82
	7,681	8,251	-	9,164

(Dollars in Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
With an allowance recorded:				
Real estate				
Construction	$ 1,270	$ 1,800	$ 19	$ 1,313
Residential	1,153	1,171	240	1,018
Nonresidential	-	-	-	1,657
Total real estate loans	2,423	2,971	259	3,988
Commercial and industrial	-	-	-	852
Consumer and other	-	-	-	9
	2,423	2,971	259	4,849
Total				
Real estate				
Construction	2,937	3,496	19	2,407
Residential	2,746	2,908	240	3,111
Nonresidential	4,307	4,691	-	7,523
Total real estate loans	9,990	11,095	259	13,041
Commercial and industrial	12	20	-	881
Consumer and other	102	107	-	91
Total	$ 10,104	$ 11,222	$ 259	$ 14,013

The following summarizes the Company's impaired loans as of December 31, 2013.

(Dollars in Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
With no related allowance recorded:				
Real estate				
Construction	$ 680	$ 849	$ -	$ 1,599
Residential	2,127	2,272	-	3,038
Nonresidential	6,047	6,365	-	8,187
Total real estate loans	8,854	9,486	-	12,824
Commercial and industrial	12	18	-	1,131
Consumer and other	83	91	-	75
	8,949	9,595	-	14,030
With an allowance recorded:				
Real estate				
Construction	1,815	1,815	2	1,777
Residential	964	999	185	1,299
Nonresidential	4,951	5,087	163	2,803
Total real estate loans	7,730	7,901	350	5,879
Commercial and industrial	1,468	1,538	53	606
Consumer and other	13	14	2	28
	9,211	9,453	405	6,513

Total				
Real estate				
Construction	2,495	2,664	2	3,375
Residential	3,091	3,271	185	4,337
Nonresidential	10,998	11,452	163	10,990
Total real estate loans	16,584	17,387	350	18,702
Commercial and industrial	1,480	1,556	53	1,737
Consumer and other	96	105	2	104
Total	$ 18,160	$ 19,048	$ 405	$ 20,543

Interest income on impaired loans, other than nonaccrual loans, is recognized on an accrual basis. Interest income on nonaccrual loans is recognized only. During 2014 and 2013 interest income recognized on nonaccrual loans was $149,959 and $600,924, respectively. If the nonaccrual loans had been accruing interest at their original contracted rates, interest income related to these nonaccrual loans would have been $538,670 and $796,304 for 2014 and 2013, respectively.

75

A summary of current, past due and nonaccrual loans as of December 31, 2014 was as follows:

(***Dollars in Thousands***)	Past Due 30-89 Days	Past Due Over 90 Days and Accruing	Non-Accruing	Total Past Due	Current	Total Loans
Real estate						
Construction	$ -	$ -	$ 2,937	$ 2,937	$23,611	$26,548
Residential	25	-	1,290	1,315	68,981	70,296
Nonresidential	126	-	106	232	99,218	99,450
Total real estate loans	151	-	4,333	4,484	191,810	196,294
Commercial and industrial	11	25	4	40	31,464	31,504
Consumer and other	49	-	46	95	27,488	27,583
Totals	$ 211	$ 25	$ 4,383	$ 4,619	$250,762	$255,381

A summary of current, past due and nonaccrual loans as of December 31, 2013 was as follows:

(***Dollars in Thousands***)	Past Due 30-89 Days	Past Due Over 90 Days Accruing	Non-Accruing	Total Past Due	Current	Total Loans
Real estate						
Construction	$ 11	$ -	$ 481	$ 492	$23,683	$24,175
Residential	344	-	1,672	2,016	63,685	65,701
Nonresidential	24	127	5,006	5,157	99,222	104,379
Total real estate loans	379	127	7,159	7,665	186,590	194,255
Commercial and industrial	3	-	1,393	1,396	31,091	32,487
Consumer and other	19	8	74	101	11,659	11,760
Totals	$ 401	$ 135	$ 8,626	$ 9,162	$229,340	$238,502

At December 31, 2014 and December 31, 2013 loans past due 90 days and still accruing interest totaled $24,810 and $135,408, respectively.

Loans totaling $4,381,725 and $8,626,439 were in nonaccruing status at December 31, 2014 and 2013, respectively. When the ultimate collectability of a nonaccrual loan principal is in doubt, wholly or partially, all cash receipts are applied to the principal. When this doubt does not exist, cash receipts are applied under the contractual terms of the loan agreement.

Included in the loan portfolio are particular loans that have been modified in order to maximize the collection of loan balances. If, for economic or legal reasons related to the customer's financial difficulties, the Company grants a concession compared to the original terms and conditions on the loan, the modified loan is classified as a troubled debt restructuring ("TDR"). Concessions can relate to the contractual interest rate, maturity date or payment structure of the note. As part of our workout plan for individual loan relationships, we may restructure loan terms to assist borrowers facing financial challenges in the current economic environment.

At December 31, 2014 there were 20 loans classified as a TDR totaling $3,621,486. Of the 20 loans, 12 loans totaling $3,125,057 were performing while eight loans totaling $496,429 were not performing. As of December 31, 2013, there were 30 loans classified as TDRs totaling $7,157,230. Of the 30 loans, 16 loans totaling $3,481,589 were performing while 14 loans totaling $3,675,641 were not performing. All of these restructured loans resulted in either extended maturity or lowered rates and were included in the impaired loan balance.

The following tables provide, by class, the number of loans modified as TDRs during the year ended December 31, 2014 and 2013.

(***Dollars in Thousands***)	For The Year Ended December 31, 2014			For the Year Ended December 31, 2013		
	Number of Loans	Recorded Investment	Unpaid Principal Balance	Number of Loans	Recorded Investment	Unpaid Principal Balance
Extended maturity						
Real estate –						
Residential	-	$ -	$ -	2	$ 76	$ 76
Nonresidential	1	2,738	2,738	2	228	228
Commercial and industrial	-	-	-	1	14	14
Consumer and other	-	-	-	1	13	13
Total	1	2,738	2,738	6	331	331

76

(***Dollars in Thousands***)	For The Year Ended December 31, 2014			For the Year Ended December 31, 2013		
	Number of Loans	Recorded Investment	Unpaid Principal Balance	Number of Loans	Recorded Investment	Unpaid Principal Balance
Reduced Rate						
Real estate –						
Residential	1	$ 62	$ 62	-	$ -	$ -
Nonresidential	-	-	-	4	738	738
Total	1	62	62	4	738	738
Totals	2	$ 2,800	$ 2,800	10	$ 1,069	$ 1,069

The following table provides the number of loans and leases modified in TDRs during the previous 12 months which subsequently defaulted during the years ended December 31, 2014 and 2013, as well as the recorded investments and unpaid principal balances as of December 31, 2014 and 2013. Loans in default are those past due greater than 89 days.

(***Dollars in Thousands***)	For The Year Ended December 31, 2014			For the Year Ended December 31, 2013		
	Number of Loans	Recorded Investment	Unpaid Principal Balance	Number of Loans	Recorded Investment	Unpaid Principal Balance
Extended Maturity						
Real estate – Nonresidential	-	$ -	$ -	1	$ 104	$ 104
Consumer and other	1	11	11	-	-	-
Total	1	11	11	1	104	104
Reduced Rate						
Real estate –						
Residential	-	-	-	1	171	171
Nonresidential	-	-	-	1	119	119
Total	-	-	-	2	290	290
Totals	1	$ 11	$ 11	3	$ 394	$ 394

All loans modified in troubled debt restructurings are evaluated for impairment. The nature and extent of impairment of TDRs, including those which have experienced a subsequent default, are considered in determining an appropriate level of allowance for credit losses.

Credit Indicators

Loans are categorized into risk categories based on relevant information about the ability of borrowers to service their debt, including, among other factors: current financial information, historical payment experience, credit documentation, public information, and current economic trends. The following definitions are utilized for risk ratings, which are consistent with the definitions used in supervisory guidance:

Special Mention - Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Substandard - Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful - Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans.

As of December 31, 2014, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

		Real Estate Loans					
(Dollars in Thousands)	Total	Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Pass	$215,707	$17,423	$ 62,189	$ 79,398	$159,010	$ 29,279	$ 27,418
Special mention	27,359	4,435	5,681	14,929	25,045	2,213	101
Substandard	12,315	4,690	2,426	5,123	12,239	12	64
Doubtful	-	-	-	-	-	-	-
Totals	$255,381	$26,548	$ 70,296	$ 99,450	$196,294	$ 31,504	$ 27,583

As of December 31, 2013, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

		Real Estate Loans					
(Dollars in Thousands)	Total	Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Pass	$193,839	$14,406	$ 56,227	$ 81,891	$152,524	$ 29,735	$ 11,580
Special mention	27,926	9,085	5,904	11,588	26,577	1,271	78
Substandard	16,737	684	3,570	10,900	15,154	1,481	102
Doubtful	-	-	-	-	-	-	-
Totals	$238,502	$24,175	$ 65,701	$ 104,379	$194,255	$ 32,487	$ 11,760

The Company enters into financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments consist of commitments to extend credit and standby letters of credit. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. A commitment involves, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The Company's exposure to credit loss in the event of nonperformance by the other parties to the instrument is represented by the contractual notional amount of the instrument. Since certain commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company uses the same credit policies in making commitments to extend credit as it does for on-balance-sheet instruments. Letters of credit are conditional commitments issued to guarantee a customer's performance to a third party and have essentially the same credit risk as other lending facilities.

Collateral held for commitments to extend credit and standby letters of credit varies but may include accounts receivable, inventory, property, plant, equipment, and income-producing commercial properties.

The following table summarizes the Company's off-balance sheet financial instruments whose contract amounts represent credit risk:

	December 31,	
	2014	2013
Commitments to extend credit	$32,670,070	$34,397,688
Standby letters of credit	225,463	8,000

The Company originates certain fixed rate residential mortgage loans and commits these loans for sale based on best efforts contracts. The commitments to originate fixed rate residential mortgage loans and the sales commitments are freestanding derivative instruments. At December 31, 2014 and 2013, the Company has no material embedded derivative instruments requiring separate accounting treatment. At December 31, 2014 and 2013, the amount of the forward sales commitments approximates the carrying value of the mortgage loans held for sale of $1,970,068 and $2,248,252, respectively. Sales commitments are to sell loans at an agreed upon price and are generally funded within 60 days.

NOTE 5 - PREMISES, FURNITURE AND EQUIPMENT

Premises, furniture and equipment consisted of the following:

	December 31,	
	2014	2013
Land	$10,368,249	$10,768,061
Buildings	13,629,945	13,621,465
Leasehold improvements	521,657	521,657
Furniture and equipment	6,402,364	6,204,104
Construction in progress	1,258,060	1,167,205
Total	32,180,275	32,282,492
Less, accumulated depreciation	8,784,969	7,948,876
Premises and equipment, net	$23,395,306	$24,333,616

Depreciation expense for the years ended December 31, 2014 and 2013 amounted to $866,280 and $803,169, respectively.

At December 31, 2014 and 2013, construction in progress consists mainly of architect fees and site work for potential new branches. As of December 31, 2014, there were no material commitments outstanding for the construction/or purchase of premises, furniture and equipment. Also, there were no material sales of premises, furniture or equipment during 2014 or 2013.

The Company recorded an impairment loss of $399,812, during 2014, on a parcel of land that was originally acquired for future facilities expansion. In August of 2014, after deciding not to expand on this parcel, the Company entered into a tentative contract to sell it for approximately $3,600,000. This contract expired on December 31, 2014, without being consummated. The subject parcel has a carrying value of approximately $4,000,000.

NOTE 6 - OTHER REAL ESTATE OWNED

Transactions in other real estate owned for the years ended December 31, 2014 and 2013 are summarized below:

	December 31,	
	2014	2013
Beginning balance	$8,932,634	$15,289,991
Additions	1,197,443	4,827,496
Sales	(7,619,951)	(6,279,377)
Write downs	(65,873)	(4,905,476)
Ending balance	$2,444,253	$8,932,634

The Company recognized a net gain of $141,868 and a net loss of $191,006 on the sale of OREO for the years ended December 31, 2014 and 2013, respectively.

Other real estate owned expense for the years ended December 31, 2014 and 2013 was $539,897 and $6,710,229, respectively, which includes gains and losses on sales.

NOTE 7 - DEPOSITS

At December 31, 2014, the scheduled maturities of time deposits were as follows:

Maturing In	Amount
2015	$64,661,920
2016	6,186,709
2017	1,215,674
2018	1,152,636
2019	604,057
Total	$73,820,996

Included in total time deposits at December 31, 2014 and 2013 were brokered time deposits of $22,719,000 and $23,005,000, respectively.

Time deposits that meet or exceed the FDIC insurance limits of $250,000 at year-end 2014 and 2013 were $27,814,120 and $30,723,625, respectively.

NOTE 8 – SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Securities sold under agreements to repurchase generally mature on a one to thirty day basis. Under the terms of the repurchase agreement, the Company sells an interest in securities issued by United States Government agencies and agrees to repurchase the same securities the following business day. Information concerning securities sold under agreements to repurchase is summarized as follows:

	December 31, 2014	2013
Balance at end of the year	$7,573,403	$4,876,118
Maximum month-end balance during the year	7,639,859	5,798,243
Average balance during the year	6,216,888	4,964,004
Average interest rate at the end of the year	0.11 %	0.10 %
Average interest rate during the year	0.25 %	0.10 %

At December 31, 2014 and 2013, investment securities with a par value of $7,938,768 and $5,565,246 and a fair market value of $7,985,434 and $5,505,545, respectively, were pledged as collateral for the underlying agreements.

NOTE 9 - ADVANCES FROM FEDERAL HOME LOAN BANK

Advances from the Federal Home Loan Bank consisted of the following:

	Interest Rate	December 31, 2014	2013
Advances maturing			
Fixed rate			
October 1, 2014	2.93 %	$-	$1,000,000
October 1, 2014	0.29 %	-	10,000,000
December 19, 2014	0.33 %	-	6,000,000
January 2, 2015	0.24 %	6,000,000	-
April 1, 2015	0.22 %	6,000,000	-
May 13, 2015	0.25 %	8,000,000	-
October 9, 2015	0.30 %	5,000,000	-
Daily rate			
September 17, 2014	0.36 %	-	6,000,000

$25,000,000	$23,000,000

All of the Federal Home Loan Bank advances outstanding at December 31, 2014, are due in 2015.

At December 31, 2014 and 2013 the Company has pledged certain loans totaling $87,493,033 and $76,972,548, respectively, as collateral to secure its borrowings from the FHLB. Investment securities with a par value of $4,438,676 and $5,640,797 and a fair market value of $4,578,026 and $5,883,107 were also pledged as collateral to secure the borrowings at December 31, 2014 and 2013, respectively. Additionally, the Company's FHLB stock is pledged to secure the borrowings.

NOTE 10 - Junior Subordinated Debentures

On June 30, 2005, the Trust (a non-consolidated affiliate) issued $10,000,000 in trust preferred securities (callable without penalty) with a maturity of November 23, 2035. Interest on these securities is payable quarterly at the three-month LIBOR rate plus 1.83%. In accordance with generally accepted accounting principles, the Trust has not been consolidated in these financial statements. The Company received from the trust the $10,000,000 proceeds from the issuance of the securities and the $310,000 initial proceeds from the capital investment in the Trust, and accordingly has shown the funds due to the trust as $10,310,000 junior subordinated debentures. Current regulations allow the entire amount of junior subordinated debentures to be included in the calculation of regulatory capital.

The memorandum of understanding between the Federal Reserve Bank of Richmond (the “Federal Reserve”) and the Company (the “Company MOU”) requires the Company to obtain approval of the Federal Reserve Bank prior to paying interest on the junior subordinated debentures. The Federal Reserve Bank has not approved payment of dividends and interest payments since the third quarter of 2011**.** In accordance with the terms of the debentures, the Company may deferred interest payment up to 20 consecutive quarterly periods; however, interest will continue to accrue on these debentures and interest on such deferred interest will accrue and compound quarterly from the date such deferred interest would have been payable were it not for the extension period. As of December 31, 2014, Company has deferred interest payments for 13 consecutive quarters on these debentures and the total amount of accrued and unpaid interest was $784,086. See Note 18 – Regulatory Matters – *Memoranda of Understanding*.

NOTE 11 – SHAREHOLDERS' EQUITY

Common Stock – The following is a summary of the changes in common shares outstanding for the years ended December 31, 2014 and 2013.

	2014	2013
Common shares outstanding at beginning of the period	4,568,695	4,094,861
Conversion of Series C preferred stock to common stock	-	470,829
Issuance of common stock	2,653	2,595
Issuance of non-vested restricted shares	213,100	1,245
Forfeiture of restricted shares	(44,625)	(835)
Common shares outstanding at end of the period	4,739,823	4,568,695

Preferred Stock - The Company's Articles of Incorporation authorizes the issuance of a class of 10,000,000 shares of preferred stock, having no par value. Subject to certain conditions, the Company's Board of Directors is authorized to issue preferred stock without shareholder approval. Under the Articles of Incorporation, the Board is authorized to determine the terms of one or more series of preferred stock, including the preferences, rights, and limitations of each series.

On March 6, 2009, the Company completed a transaction with the United States Treasury (the “Treasury”) under the Troubled Asset Relief Program Capital Purchase Program, whereby the Company sold 15,349 shares of its Series A Cumulative Perpetual Preferred Stock (the “Series A Shares”) to the Treasury. In addition, the Treasury received a warrant to purchase 767 shares of the Company's Series B Cumulative Perpetual Preferred Stock (the “Series B Shares”), which was immediately exercised for a nominal exercise price. The preferred shares issued to the Treasury qualify as Tier 1 capital for regulatory purposes. On March 1, 2013, the Treasury auctioned the subject securities in a private transaction with unaffiliated third-party investors.

The Series A Preferred Stock is a senior cumulative perpetual preferred stock that has a liquidation preference of $1,000 per share, pays cumulative dividends at a rate of 5% per year (approximately $767,000 annually) for the first five years and beginning May 15, 2014, at a rate of 9% per year (approximately $1,381,000 annually). Dividends are payable quarterly. At any time, the Company may, at its option and with regulatory approval, redeem the Series A Preferred Stock at par value plus accrued and unpaid dividends. The Series A Preferred Stock is generally non-voting.

The Series B Preferred Stock is a cumulative perpetual preferred stock that has the same rights, preferences, privileges, voting rights and other terms as the Series A Preferred Stock, except that dividends will be paid at the rate of 9% per year so long as the Series A Preferred Stock is outstanding and may not be redeemed until all the Series A Preferred Stock has been redeemed. The Series A and Series B Preferred Shares will receive preferential treatment in the event of liquidation, dissolution or winding up of the Company.

Under the Company MOU, the Company must request prior approval from the Federal Reserve prior to declaring or paying dividends on its common stock or preferred stock, or making scheduled interest payments on its trust-preferred securities. Such approval was not granted by the Federal Reserve for payment of the Company’s dividends and interest payments due and payable in the 13 consecutive quarters ended December 31, 2014. Additionally, such approval was not granted for payments due in the first quarter of 2015. Since the Company has not paid the dividend on its Series A and Series B Shares for more than six consecutive quarterly periods, the holders of these shares currently have the right to appoint up to two individuals to the Company’s board of directors. To date, the right to appoint directors has not been exercised by the holders.

As of December 31, 2014, dividends in arrears on the Series A and Series B shares totaled $3,102,285.

The proceeds from the issuance of the Series A Shares and Series B Shares were allocated based on the relative fair value of each series based on a discounted cash flow model. As a result of the valuations, $14,492,526 and $856,474 was allocated to the Series A Preferred Stock and Series B Preferred Stock, respectively. This resulted in a discount of $973,260 for the Series A Shares and a premium of $82,572 for the Series B Shares. The discount and premium are being accreted and amortized, respectively, through retained earnings over a five-year estimated life using the effective interest method and have been fully recognized as of December 31, 2014.

The following is a summary of the accretion of the Series A Shares discount and the amortization of the Series B Shares premium for the years ended December 31, 2014 and 2013.

	2014	2013
Accretion of Series A Preferred Stock discount	$34,112	$194,544
Amortization of Series B Preferred Stock premium	(2,894)	(16,505)
Accretion net of amortization	$31,218	$178,039

The net amount of the accretion and amortization was treated as a deemed dividend to preferred shareholders in the computation of income (loss) per share.

Restrictions on Shareholders' Equity - South Carolina banking regulations restrict the amount of dividends that can be paid to shareholders. All of the Bank's dividends to the Company are payable only from the undivided profits of the Bank. At December 31, 2014, the Bank had negative undivided profits of $2,913,281. The Bank is authorized to upstream 100% of net income in any calendar year without obtaining the prior approval of the South Carolina Commissioner of Banks provided that the Bank received a composite CAMELS rating of one or two at the last Federal or State regulatory examination. Under Federal Reserve regulations, the amounts of loans or advances from the Bank to the parent company are also restricted. Please see "Management's Discussion and Analysis – Liquidity Management and Capital Resources" appearing above for additional information relating to the Company's payment of dividends.

NOTE 12- OTHER OPERATING EXPENSE

Other operating expenses are summarized below:

	December 31,	
	2014	2013
Advertising	$119,463	$148,266
Office supplies and printing	119,019	90,255
Computer supplies and software amortization	137,548	141,949
Telephone	159,474	268,293
Professional fees and services	1,324,488	1,145,998
Supervisory fees and assessments	498,898	548,427
Debit and credit card expenses	776,275	767,488
Other real estate owned expenses	539,897	6,710,229
Mortgage loan expenses	177,156	262,602
Insurance expenses	288,463	356,904

Impairment loss on premises	399,812	-
Other	1,376,275	1,353,488
Total	$5,916,768	$11,793,899

NOTE 13 - INCOME TAXES

Income tax provision for the years ended December 31, 2014 and 2013 is summarized as follows:

	2014	2013
Provision		
Current income tax expense (benefit)		
Federal	$-	$-
State	180,207	-
Total current	180,207	-
Deferred income tax expense (benefit)		
Federal	217,519	(2,107,959)
State	10,791	(14,270)
Total deferred	228,310	(2,122,229)
Change in valuation allowance	(3,489,761)	3,519,229
Total income tax expense	$(3,081,244)	$1,397,000

The components of deferred tax assets and deferred tax liabilities are as follows:

	December 31, 2014	2013
Deferred tax assets:		
Allowance for loan losses	$1,020,993	$984,012
Net operating losses	8,241,620	7,276,898
Non-accrual interest	437,122	665,599
Deferred compensation	513,511	453,849
Federal and state credits	429,954	459,238
Other real estate owned	386,426	1,743,236
Other	245,947	103,346
Gross deferred tax assets	11,275,573	11,686,178
Less, valuation allowance	(7,488,740)	(10,978,501)
Net deferred tax assets	3,786,833	707,677

Deferred tax liabilities:		
Accumulated depreciation	370,444	470,682
Prepaid expenses	128,726	212,157
Unrealized gains on securities available for sale	62,680	105,099
Other	26,212	24,838
Total gross deferred tax liabilities	588,062	812,776
Net deferred tax (liabilities) assets recognized	$3,198,771	$(105,099)

Deferred tax assets represent the future tax benefit of deductible differences and, if it is more likely than not that a tax asset will not be realized, a valuation allowance is required to reduce the recorded deferred tax assets to net realizable value. As of December 31, 2013, management had recorded a full valuation allowance of $10,978,501. After review of all positive and negative factors and potential tax planning strategies, during 2014, the valuation allowance was decreased by $3,489,761, representing a valuation allowance on continuing operations of $7,488,740 at December 31, 2014.

The Company has federal net operating losses of $23,709,365 and $20,888,295 for the years ended December 31, 2014 and 2013, respectively. The Company has state net operating losses of $5,467,713 and $5,299,292 for the years ended December 31, 2014 and 2013, respectively.

A reconciliation between the income tax expense (benefit) and the amount computed by applying the federal statutory rate of 34% to income before income taxes for the years ended December 31, 2014 and 2013 follows:

	2014	2013
Tax expense (benefit) at statutory rate	$450,965	$(2,155,440)
State income tax, net of federal income tax benefit	126,059	(14,270)
Tax-exempt interest income	(38,788)	(15,495)
Disallowed interest expense	524	1,186
Life insurance surrender value	(114,537)	(117,608)
Valuation allowance	(3,489,761)	3,519,229
Other, net	(15,706)	179,398
	$(3,081,244)	$1,397,000

The Company had analyzed the tax positions taken or expected to be taken in its tax returns and concluded it has no liability related to uncertain tax positions. Tax returns for 2011 and subsequent years are subject to review by taxing authorities.

NOTE 14 - RELATED PARTY TRANSACTIONS

Certain parties (principally certain directors and executive officers of the Company, their immediate families and business interests) were loan customers of the Company. In compliance with relevant law and regulations, the Company's related party loans are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to the lender and do not involve more than the normal risk of collectability. As of December 31, 2014 and 2013, the Company had related party loans totaling $1,904,093 and $2,106,213, respectively. During 2014, $219,929 of advances were made to related parties and repayments totaled $422,049. As of December 31, 2014, all related party loans were current.

Deposits from directors and executive officers and their related interests totaled $1,913,397 and $1,724,671 at December 31, 2014 and 2013, respectively.

NOTE 15 - COMMITMENTS AND CONTINGENCIES

In the ordinary course of business, the Company may, from time to time, become a party to legal claims and disputes. At December 31, 2014, management and legal counsel are not aware of any pending or threatened litigation or unasserted claims or assessments that could result in losses, if any, that would be material to the consolidated financial statements.

The Company has entered into a number of operating leases for properties relating to its branch banking and mortgage operations. The leases have various initial terms and expire on various dates. The lease agreements generally provide that the Company is responsible for ongoing repairs and maintenance, insurance and real estate taxes. The leases also provide for renewal options and certain scheduled increases in monthly lease payments. Rental expenses recorded under leases for the years ended December 31, 2014 and 2013 were $407,848 and $411,295, respectively.

The minimal future rental payments under non-cancelable operating leases having remaining terms in excess of one year, for each of the next five years and thereafter in the aggregate are:

	Amount
2015	$408,931
2016	429,027
2017	431,392
2018	400,048
2019	375,115
Thereafter	3,953,707
Total	$5,998,220

NOTE 16 - EQUITY INCENTIVE PLAN

On January 19, 2006, the Company adopted the 2006 Equity Incentive Plan (the “Plan”), which provides for the granting of dividend equivalent rights options, performance unit awards, phantom shares, stock appreciation rights and stock awards, each of which are subject to such conditions based upon continued employment, passage of time or satisfaction of performance criteria or other criteria as permitted by the Plan. The Plan, which was amended on September 17, 2010, allows the Company to award, subject to approval by the Board of Directors, up to 950,000 shares of stock to officers, employees, and directors, consultants and service providers of the Company or its affiliates. Awards may be granted for a term of up to ten years from the effective date of grant. Under the Plan, our Board of Directors has sole discretion as to the exercise date of any awards granted. The per-share exercise price of incentive stock awards may not be less than the market value of a share of common stock on the date the award is granted. Any awards that expire unexercised or are canceled become available for re-issuance.

The Company can issue the restricted shares as of the grant date either by the issuance of share certificate(s) evidencing restricted shares or by documenting the issuance in uncertificated or book entry form on the Company's stock records. Except as provided by the Plan, the employee does not have the right to make or permit to exist any transfer or hypothecation of any restricted shares. When restricted shares vest, the employee must either pay the Company within two business days the amount of all tax withholding obligations imposed on the Company or make an election pursuant to Section 83(b) of the Internal Revenue Code to pay taxes at grant date.

Restricted shares may be subject to one or more objective employment, performance or other forfeiture conditions established by the Plan Committee at the time of grant. Under the terms of the Plan, the restricted shares will not vest unless the Company’s retained earnings at the end of the fiscal quarter preceding the third anniversary of the restricted share award date are greater than the award value of the restricted shares. Any shares of restricted stock that are forfeited will again become available for issuance under the Plan. An employee or director has the right to vote the shares of restricted stock after grant until they are forfeited. Compensation cost for restricted stock is equal to the market value of the shares at the date of the award and is amortized to compensation expense over the vesting period. Dividends, if any, will be paid on awarded but unvested stock.

During 2014 and 2013, the Company issued 213,100 and 1,245 shares, respectively, of restricted stock pursuant to the 2006 Equity Incentive Plan. The shares issued in 2014 vest in a single installment on the seventh anniversary of the date of grant and thus will be fully vested in 2021, subject to meeting the performance criteria of the Plan. All unearned restricted shares outstanding at December 31, 2013 were either forfeited or cancelled during 2014. The weighted-average fair value of restricted stock issued during 2014 and 2013 was $2.11 and $1.76 per share, respectively. Compensation cost associated with the issuance in 2014 and 2013 was $449,455 and $2,191, respectively. During 2014 and 2013, 44,625 and 835 shares, respectively, were either forfeited or cancelled having a weighted average price of $3.35 and $3.50, respectively. Deferred compensation expense of $81,993 and $90,597 relating to restricted stock, was amortized to income during 2014 and 2013, respectively.

The Plan also allows for the issuance of Stock Appreciation Rights ("SARs"). The SARs entitle the participant to receive the excess of (1) the market value of a specified or determinable number of shares of the stock at the exercise date over the fair value at grant date or (2) a specified or determinable price which may not in any event be less than the fair market value of the stock at the time of the award. Upon exercise, the Company can elect to settle the awards using either Company stock or cash. The shares start vesting after five years and vest at 20% per year until fully vested. Compensation cost for SARs is amortized to compensation expense over the vesting period. No SARs were issued during 2014 and 2013.

At December 31, 2014, there were 717,093 stock awards available for grant under the 2006 Equity Incentive Plan.

NOTE 17 – INCOME (LOSS) PER COMMON SHARE

Net income (loss) available to common shareholders represents net income (loss) adjusted for preferred dividends including dividends declared, accretions of discounts and amortization of premiums on preferred stock issuances and cumulative dividends related to the current dividend period that have not been declared as of period end. All potential dilutive common share equivalents were deemed to be anti-dilutive for the year ended December 31, 2013 due to the net loss.

The following is a summary of the income (loss) per common share calculations for the years ended December 31, 2014 and 2013.

	2014	2013
Income (loss) available to common shareholders		
Net income (loss)	$4,407,611	$(7,736,530)
Preferred stock dividends	1,220,205	962,064
Deemed dividends on preferred stock resulting from net accretion of discount and amortization of premium	31,218	178,039
Net loss available to common shareholders	$3,156,188	$(8,876,633)
Basic income (loss) per common share:		
Net income (loss) available to common shareholders	$3,156,188	$(8,876,633)
Average common shares outstanding – basic	4,612,758	4,294,105
Basic income (loss) per common share	$0.68	$(2.07)
Diluted income (loss) per common share:		
Net income (loss) available to common shareholders	$3,156,188	$(8,876,633)
Average common shares outstanding – basic	4,612,758	4,294,105
Dilutive potential common shares	76,223	-
Average common shares outstanding – diluted	4,688,981	4,294,105
Diluted income (loss) per common share	$0.67	$(2.07)

NOTE 18 - REGULATORY MATTERS

Capital Requirements - The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Currently, the Bank MOU requires that the Bank maintain a Tier 1 leverage ratio of 8%, and our other regulatory capital ratios at such levels so as to be considered well capitalized for regulatory purposes.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum ratios of Tier 1 and total capital as a percentage of assets and off-balance-sheet exposures, adjusted for risk weights ranging from 0% to 100%. Tier 1 capital of the Company consists of common shareholders' equity, excluding the unrealized gain or loss on securities available-for-sale, minus certain intangible assets. The Company's Tier 2 capital consists of the allowance for loan losses subject to certain limitations. Total capital for purposes of computing the capital ratios consists of the sum of Tier 1 and Tier 2 capital. The regulatory minimum requirements are 4% for Tier 1 capital and 8% for total risk-based capital; under the provisions of the Bank MOU the Bank will be required to maintain a Tier 1 leverage ratio of 8% and a total risk-based capital ratio of 10%. However, as the Company has less than $500 million in assets, its activities and regulatory capital structure are de-emphasized pursuant to the Federal Reserve's Small Bank Holding Company Policy Statement, with all significant business activities attributed to the Bank by the Company's regulators.

The Company and the Bank are also required to maintain capital at a minimum level based on quarterly average assets, which is known as the leverage ratio. Only the strongest banks are allowed to maintain capital at the minimum requirement of 3%. All others are subject to maintaining ratios 1% to 2% above the minimum.

The Company and the Bank were each considered to be “well capitalized” for regulatory purposes at December 31, 2014 and 2013. “Management’s Discussion and Analysis – Capital” appearing above.

The following table summarizes the capital amounts and ratios of the Company and the Bank and the regulatory minimum requirements.

(Dollars in Thousands)	Actual		For Capital Adequacy Purposes Minimum		To Be Well Capitalized Under Prompt Corrective Action Provisions Minimum	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2014						
The Company						
Total capital (to risk-weighted assets)	$47,567	16.09%	$ 23,657	8.00 %	N/A	N/A
Tier 1 capital (to risk-weighted assets)	44,561	15.07	11,828	4.00	N/A	N/A
Tier 1 capital (to average assets)	44,561	12.20	14,606	4.00	N/A	N/A
The Bank						
Total capital (to risk-weighted assets)	$44,056	14.95%	$ 23,579	8.00 %	$ 29,474	10.00 %
Tier 1 capital (to risk-weighted assets)	41,050	13.93	11,790	4.00	17,684	6.00
Tier 1 capital (to average assets)	41,050	11.28	14,559	4.00	18,199	5.00
December 31, 2013						
The Company						
Total capital (to risk-weighted assets)	$45,093	15.75%	$ 22,912	8.00 %	N/A	N/A
Tier 1 capital (to risk-weighted assets)	42,199	14.73	11,456	4.00	N/A	N/A
Tier 1 capital (to average assets)	42,199	11.78	14,323	4.00	N/A	N/A
The Bank						
Total capital (to risk-weighted assets)	$40,973	14.35%	$ 22,839	8.00 %	$ 28,549	10.00 %
Tier 1 capital (to risk-weighted assets)	38,079	13.34	11,420	4.00	17,129	6.00
Tier 1 capital (to average assets)	38,079	10.67	14,276	4.00	17,846	5.00

Memoranda of Understanding - Following an examination of the Bank by the FDIC during the first quarter of 2010, the Bank's Board of Directors agreed to enter into the Bank MOU with the FDIC and the South Carolina State Board of Financial Institutions (the “SC Board”), which became effective August 19, 2010. Among other things, the Bank

MOU provides for the Bank to (i) review and formulate objectives relative to liquidity and growth, including a reduction in reliance on volatile liabilities, (ii) formulate plans for the reduction and improvement in adversely classified assets, (iii) maintain a Tier 1 leverage capital ratio of 8% and continue to be "well capitalized" for regulatory purposes, (iv) continue to maintain an adequate allowance for loan and lease losses, (v) not pay any dividend to the Company without the approval of the regulators, (vi) review officer performance and consider additional staffing needs, and (vii) provide progress reports and submit various other information to the regulators.

In addition, on the basis of the same examination by the FDIC and the SC Board, the Federal Reserve requested that the Company enter into the Company MOU, which the Company entered into in December 2010. While this agreement provides for many of the same measures suggested by the Bank MOU, the Company MOU requires that the Company seek pre-approval from the Federal Reserve prior to the declaration or payment of dividends or other interest payments relating to its securities. As a result, until the Company is no longer subject to the Company MOU, it will be required to seek regulatory approval prior to paying scheduled dividends on its preferred stock and on its trust preferred securities, including the Series A and Series B Preferred Shares. This provision will also apply to the Company's common stock, although to date, the Company has not elected to pay dividends on its shares of common stock.

The Federal Reserve approved the scheduled payment of dividends on the Company’s preferred stock and interest payments on the Company’s trust preferred securities for the first three quarters of 2011; however, the Federal Reserve did not approve the Company’s request to pay dividends and interest payments relating to its outstanding classes of preferred stock and trust preferred securities due and payable in the fourth quarter of 2011, and such consent has not been granted thereafter, largely out of deference to the Federal Reserve’s policy statement on dividends.

A policy statement published by the Board of Governors of the Federal Reserve System indicates that, as a general matter, it believes the board of directors of a bank holding company should eliminate, defer, or significantly reduce the company's dividends if:

- the company's net income available to shareholders for the preceding four quarters is not sufficient to fully fund the dividends;
- the prospective rate of earnings retention is not consistent with the company's capital needs and overall current and prospective financial condition; or
- the company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios.

The policy statement notes that a failure to do so could result in a supervisory finding that the organization is operating in an unsafe and unsound manner. We believe that the criteria noted above will be heavily weighted by the Federal Reserve in evaluating any future request by the Company to pay dividends on its Series A Shares and the Series B Shares and interest on its outstanding trust preferred securities. Accordingly, we do not anticipate submitting further approval requests until such time as each of the stated criteria has been met or there are other compelling reasons to believe such a request, if submitted, would be approved.

In response to these regulatory matters, the Bank and the Company have taken various actions designed to improve our lending procedures, nonperforming assets, liquidity and capital position and other conditions related to our operations, which are more fully described in turn as part of this discussion. We believe that the successful completion of these initiatives, and the continued improvement of the local economy of the communities we serve, will result in full compliance with our regulatory obligations with the FDIC, the SC Board and the Federal Reserve and position us well for stability and growth over the long term, although we can make no assurances that our regulatory authorities will deem us to be in compliance with the regulatory directives discussed above.

NOTE 19 - UNUSED LINES OF CREDIT

The Bank had available at the end of 2014 an unsecured line of credit, which was unused, to purchase up to $17,500,000 of federal funds from two unrelated correspondent institutions. Also, as of December 31, 2014, the Bank had the ability to borrow funds from the FHLB of up to $110,130,000. At that date $25,000,000 had been advanced. Additionally, an unused line of credit of approximately $5,138,000 was available from the Federal Reserve. The FHLB and the Federal Reserve lines can be revoked at lender's discretion.

NOTE 20 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles (“GAAP”) provide a framework for measuring and disclosing fair value that requires disclosures about the fair value of assets and liabilities recognized in the balance sheet, whether the measurements are made on a recurring basis (for example, available-for-sale investment securities) or on a nonrecurring basis (for example, impaired loans).

Fair value is defined as the exchange in price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The Company utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Securities available-for-sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of the lower of cost or market accounting or the writing down of individual assets.

The following methods and assumptions were used to estimate the fair value of significant financial instruments:

Fair Value Hierarchy

The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine the fair value. These levels are:

Level 1 -	Valuation is based upon quoted prices for identical instruments traded in active markets.
Level 2 -	Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
Level 3 -	Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include the use of option pricing models, discounted cash flow models and similar techniques.

Assets Recorded at Fair Value on a Recurring Basis

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

Securities Available-for-Sale - Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange such as the New York Stock Exchange, Treasury securities that are traded by dealers or brokers in active over-the counter markets and money market funds. Level 2 securities include mortgage backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets.

Loans - The Company does not record loans at fair value on a recurring basis, however, from time to time, a loan is considered impaired and an allowance for loan loss is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan are considered impaired. Once a loan is identified as individually impaired, management measures impairment. The fair value of impaired loans is estimated using one of several methods, including the collateral value, market value of similar debt, enterprise value, liquidation value, and discounted cash flows. Those impaired loans not requiring a specific allowance represent loans for which the fair value of expected repayments or collateral exceed the recorded investment in such loans. At December 31, 2014 and 2013, a significant portion of impaired loans were evaluated based upon the fair value of the collateral. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the loan as nonrecurring Level 3.

Mortgage Loans Held for Sale - The fair value of loans held for sale is estimated based upon binding contracts and quotes from third party investors resulting in a Level 2 classification.

Other Real Estate Owned - Foreclosed assets are adjusted to fair value upon transfer of the loans to OREO. Real estate acquired in settlement of loans is recorded initially at estimated fair value of the property less estimated selling costs at the date of foreclosure. The initial recorded value may be subsequently reduced by additional allowances, which are charges to earnings if the estimated fair value of the property less estimated selling costs declines below the initial recorded value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3.

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy at December 31, 2014 and 2013.

	Total	Level 1	Level 2	Level 3
December 31, 2014				
Available-for-sale securities:				
Mortgage-backed securities	$10,200,688	$ -	$10,200,688	$ -
Corporate bonds	2,814,900	-	2,814,900	-
Equity security	30,000	-	30,000	-
	13,045,588	-	13,045,588	-
Mortgage loans held for sale (1)	1,970,068	-	1,970,068	-
	$15,015,656	$ -	$15,015,656	$ -
December 31, 2013				
Available-for-sale securities:				
Mortgage-backed securities	$9,318,633	$ -	$9,318,633	$ -
Corporate bonds	2,796,210	-	2,796,210	-
Equity security	30,000	-	30,000	-
	12,144,843	-	12,144,843	-
Mortgage loans held for sale (1)	2,248,252	-	2,248,252	-
	$14,393,095	$ -	$14,393,095	$ -

(1) Carried at the lower of cost or market.

There were no liabilities measured at fair value on a recurring basis at December 31, 2014 and December 31, 2013.

Assets Recorded at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following table presents the assets and liabilities measured at fair value on a nonrecurring basis at December 31, 2014 and December 31, 2013, aggregated by level in the fair value hierarchy within which those measurements fall.

	Total	Level 1	Level 2	Level 3
December 31, 2014				
Collateral dependent impaired loans receivable	$6,907,220	$ -	$ -	$6,907,220
Other real estate owned	2,444,253	-	-	2,444,253

Total assets at fair value	$9,351,473	$ -	$ -	$9,351,473

	Total	Level 1	Level 2	Level 3
December 31, 2013				
Collateral dependent impaired loans receivable	$13,359,438	$ -	$ -	$13,359,438
Other real estate owned	8,932,634	-	-	8,932,634
Total assets at fair value	$22,292,072	$ -	$ -	$22,292,072

For level 3 assets measured at fair value on a non-recurring basis as of December 31, 2014 and 2013, the significant unobservable inputs in the fair value measurements were as follows:

	Valuation Technique	Significant Unobservable Inputs	General Range	
Collateral-dependant impaired loans receivable	Appraised Value	Collateral discounts and estimated costs to sell	0-10	%
Other real estate owned	Appraised Value	Collateral discounts and estimated costs to sell	0-10	%

There were no liabilities measured at fair value on a nonrecurring basis at December 31, 2014 and December 31, 2013.

Disclosures about Fair Value of Financial Instruments

The following describes the valuation methodologies used by the Company for estimating fair value of financial instruments not recorded at fair value in the balance sheet on a recurring or nonrecurring basis:

Cash and Due from Banks and Interest-bearing Deposits with Other Banks - The carrying amount is a reasonable estimate of fair value.

Time Deposits in other Banks - The carrying amount is a reasonable estimate of fair value.

Securities held-to-maturity - The fair values of securities held-to-maturity are based on quoted market prices or dealer quotes. If quoted market prices are not available, fair values are based on quoted market prices of comparable securities

Equity Securities - The carrying amount of nonmarketable equity securities is a reasonable estimate of fair value since no ready market exists for these securities.

Loans Receivable – For certain categories of loans, such as variable rate loans which are repriced frequently and have no significant change in credit risk, fair values are based on the carrying amounts. The fair value of other types of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Deposits - The fair value of demand deposits, savings, and money market accounts is the amount payable on demand at the reporting date. The fair values of certificates of deposit are estimated using a discounted cash flow calculation that applies current interest rates to a schedule of aggregated expected maturities.

Securities Sold Under Agreements to Repurchase - The carrying amount is a reasonable estimate of fair value because these instruments typically have terms of one day.

Advances From Federal Home Loan Bank - The fair values of fixed rate borrowings are estimated using a discounted cash flow calculation that applies the Company's current borrowing rate from the FHLB. The carrying amounts of variable rate borrowings are reasonable estimates of fair value because they can be repriced frequently.

Junior Subordinated Debentures - The carrying value of the junior subordinated debentures approximates their fair value since they were issued at a floating rate.

Accrued Interest Receivable and Payable - The carrying value of these instruments is a reasonable estimate of fair value.

Off-Balance Sheet Financial Instruments - Fair values of off-balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company's financial instruments as of December 31, 2014 and December 31, 2013. This table excludes financial instruments for which the carrying amount approximates fair value. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For financial liabilities such as noninterest-bearing demand, interest-bearing demand, and savings deposits, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity.

			Fair Value Measurements		
	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2014					
Financial Assets:					
Securities held-to-maturity	$31,384,418	$32,242,017	$-	$32,242,017	$-
Loans receivable	255,381,014	257,956,000	-	-	257,956,000

90

	Carrying Amount	Fair Value	Fair Value Measurements Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Liabilities:					
Certificates of deposit	$73,820,996	$73,905,000	$-	$73,905,000	$-
Advances from Federal Home Loan Bank	25,000,000	24,999,000	-	24,999,000	-
December 31, 2013					
Financial Assets:					
Securities held-to-maturity	$36,951,934	$36,951,934	$-	$36,951,934	$-
Loans receivable	238,502,131	240,472,000	-	-	240,472,000
Financial Liabilities:					
Certificates of deposit	$84,545,046	$85,081,000	$-	$85,081,000	$-
Advances from Federal Home Loan Bank	23,000,000	23,010,000	-	23,010,000	-

NOTE 21 - SUBSEQUENT EVENTS

In preparing these financial statements, subsequent events were evaluated through the time the consolidated financial statements were issued. Financial statements are considered issued when they are widely distributed to all shareholders and other financial statement users, or filed with the Securities and Exchange Commission. In conjunction with applicable accounting standards, all material subsequent events have been either recognized in the financial statements or disclosed in the notes to the consolidated financial statements.

NOTE 22 - FIRST RELIANCE BANCSHARES, INC. (PARENT COMPANY ONLY)

Condensed Balance Sheets

	December 31, 2014	2013
Assets		
Cash	$3,015,509	$3,417,931
Investment in banking subsidiary	43,167,296	38,282,750
Marketable investments	30,000	30,000
Nonmarketable investments	58,100	58,100
Premises	3,559,455	3,986,020
Investment in trust	310,000	310,000
Other assets	266,157	17,263
Total assets	$50,406,517	$46,102,064
Liabilities		
Note payable to banking subsidiary	$2,944,764	$3,161,830
Junior subordinated debentures	10,310,000	10,310,000
Other liabilities	784,086	537,490
Total liabilities	14,038,850	14,009,320
Shareholders' equity	36,367,667	32,092,744
Total liabilities and shareholders' equity	$50,406,517	$46,102,064

Condensed Statements of Operations

	For the years ended December 31, 2014	2013
Income - Rental income from banking subsidiary	$58,624	$90,566
Expenses	879,352	522,959
Loss before income taxes and equity in undistributed income (loss) of banking subsidiary	(820,728)	(432,393)
Equity in undistributed earnings (loss) of banking subsidiary	4,966,888	(7,304,137)
Net income (loss) before income taxes	4,146,160	(7,736,530)
Income tax benefit	(261,451)	-
Net income (loss)	$4,407,611	$(7,736,530)

Condensed Statements of Cash Flows

	For the years ended December 31, 2014	2013
Cash flows from operating activities		
Net income (loss)	$4,407,611	$(7,736,530)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation expense	30,188	-
Impairment loss on investment securities	-	70,000
Impairment loss on premises	399,812	-
Deferred income tax benefit	(261,451)	-
(Decrease) increase in deferred compensation on restricted stock	(53,164)	90,597
Decrease (increase) in other assets	12,557	(5,404)
Decrease in other liabilities	246,596	218,180
Equity in undistributed (earnings) loss of banking subsidiary	(4,966,888)	7,304,137
Net cash used by operating activities	(184,739)	(59,020)
Cash flows from by investing activities		
Purchase of premises, furniture and equipment	(3,435)	(26,752)
Net cash used by investing activities	(3,435)	(26,752)
Cash flows from financing activities		
Payments of note payable to banking subsidiary	(217,066)	(210,043)
Expense of auctioning Series A and Series B Preferred stock	-	(169,291)

Net proceeds from issuance of common stock	6,644	4,396
Purchase of treasury stock	(3,826)	(19,452)
Net cash used by financing activities	(214,248)	(394,390)
Decrease in cash	(402,422)	(480,162)
Cash and cash equivalents, beginning of year	3,417,931	3,898,093
Cash and cash equivalents, ending of year	$3,015,509	$3,417,931

92

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Corporate Data

ANNUAL MEETING:

The annual meeting of Shareholders of First Reliance Bancshares, Inc. and Subsidiary will be held at First Reliance Bank on Thursday, June 4, 2015, at 4:00 PM.

CORPORATE OFFICE:	**REGISTERED PUBLIC ACCOUNTING FIRM:**
2170 West Palmetto Street	Elliott Davis Decosimo, LLC
Florence, South Carolina 29501	1901 Main Street, Suite 900
Phone (843) 662-8802	P.O. Box 2227
Fax (843) 662-8373	Columbia, S.C. 29202

STOCK TRANSFER DEPARTMENT:

Broadridge Financial Solutions, Inc.

51 Mercedes Way

Edgewood, New York 11717

MARKET FOR FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY COMMON STOCK;

PAYMENT OF DIVIDENDS

High and Low Stock Price Information for First Reliance Bancshares, Inc. and Subsidiary

	2014		2013	
Applicable Period	High	Low	High	Low

First Quarter	$2.00	$1.59	$2.40	$1.65
Second Quarter	2.10	1.55	2.00	1.10
Third Quarter	3.10	1.90	1.99	1.50
Fourth Quarter	3.39	2.85	2.50	1.65

The Company's common stock is quoted on the over-the-counter market under the symbol FSRL. Arms-length transactions in the common stock are anticipated to be infrequent and negotiated privately between the persons involved in those transactions. The development of an active secondary market requires the existence of an adequate number of willing buyers and sellers. The Company's current reported average daily trading volume is approximately 3,087 shares. This low level of trading volume in the secondary market for the Company's common stock may materially impact a shareholder's ability to promptly sell a large block of the Company's common stock at a price acceptable to the selling shareholder. According to the Company's transfer agent, there were approximately 1,157 shareholders of record as of January 1, 2015.

The Company is a legal entity separate and distinct from the Bank. The principal sources of the Company's cash flow, including cash flow to pay dividends to its shareholders, are dividends that the Bank pays to its sole shareholder, the Company. Statutory and regulatory limitations apply to the Bank's payment of dividends to the Company as well as to the Company's payment of dividends to its shareholders. Statutory and regulatory limitations apply to the Bank's payment of dividends to the Company as well as to the Company's payment of dividends to its shareholders. For example, all FDIC insured institutions, regardless of their level of capitalization, are prohibited from paying any dividend or making any other kind of distribution if following the payment or distribution the institution would be undercapitalized. Moreover, federal agencies having regulatory authority over the Company or the Bank have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings.

Additional information relating to the Company's payment of dividends appears in "Management's Discussions and Analysis – Liquidity Management and Capital Resources."

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Under South Carolina law, the Bank is authorized to pay cash dividends up to 100% of net income in any calendar year without obtaining the prior approval of the SC State Board, provided that the Bank received a composite rating of one or two at the last examination conducted by a state or federal regulatory authority. All other cash dividends require prior approval by the SC State Board. South Carolina law requires each state nonmember bank to maintain the same reserves against deposits as are required for a state member bank under the Federal Reserve Act.

It is the current policy of the Bank to retain earnings to permit possible future expansion. As a result, the Company has no current plans to initiate the payment of cash dividends on its common stock, and its future dividend policy will depend on the Bank's earnings, capital requirements, financial condition and other factors considered relevant by the board of directors of the Company and the Bank.

The Company and the Bank are currently subject to regulatory requirements relating to the declaration and payment of dividends. For additional information relating to these regulatory requirements, please see "Management's Discussion and Analysis – Liquidity and Capital Resources."

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

EXECUTIVE OFFICERS OF FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

F. R. Saunders, Jr.

President and Chief Executive Officer

Jeffrey A. Paolucci

Executive Vice President, Chief Financial Officer and Secretary

Thomas C. Ewart

Executive Vice President

Jesse A. Nance

Executive Vice President and Chief Credit Officer

DIRECTORS OF FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

F. R. Saunders, Jr.

President and Chief Executive Officer of First Reliance Bancshares, Inc. and First Reliance Bank

Jeffrey A. Paolucci

Executive Vice President, Chief Financial Officer and Secretary of First Reliance Bancshares, Inc. and First Reliance Bank

Paul C. Saunders

Senior Vice President of First Reliance Bank

A. Dale Porter

Vice President and Senior Loan Administrator for First Reliance Bank

Leonard A. Hoogenboom

Chairman of the Board of Directors of First Reliance Bancshares, Inc.; and First Reliance Bank

Owner and Chief Executive Officer of Hoogenboom, CPA

John M. Jebaily

Owner and President of Jebaily Properties, Inc.

James R. Lingle, Jr.

President and CEO, iFinancial Holdings, Inc.

C. Dale Lusk, MD

Physician / McLeod Women’s Care

Julius G. Parris

Sr. Account Manager – New Business Development, Southern Graphics Systems

J. Munford Scott, Jr.

Florence County Probate Judge

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on our management's evaluation (with the participation of our principal executive officer and principal financial officer), as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

Management's report on our internal control over financial reporting is set forth under the caption "Management's Report on Internal Control Over Financial Reporting" and on page 59 of this report.

There was no change in our internal control over financial reporting during our fourth quarter of fiscal 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

96

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The Board of Directors currently has 10 members divided into three classes. Set forth below, for each director of the Company is the following: (a) his name; (b) his age at December 31, 2014; (c) how long he has been a director of the Company; (d) his position(s) with the Company; and (e) his principal occupation and business experience for the past five years. Except as otherwise indicated, each director has been engaged in his present principal occupation for more than five years.

James R. Lingle, **Jr**., age 61, has served as a director of the Company and the Bank since April 2011. Since December 2009, Mr. Lingle has served as president and chief executive officer of iFinancial Holdings Inc., a financial advisory company. Prior to that date, Mr. Lingle served as the director of premium funding for Interstate National Dealer Services, Inc., based in Uniondale, New York, where he formed and managed its warranty finance operations. In addition, from 1984 to 2008, Mr. Lingle served as president and chief executive officer of Prime Rate Premium Finance Corporation, Inc., which was acquired by BB&T Corporation in 1995.

Jeffrey A. Paolucci, age 45, has been (i) a director of the Company and the Bank since May 1, 2003; (ii) executive vice president and chief financial officer of the Company and the Bank since January 2009; and (iii) senior vice president and chief financial officer of the Company and the Bank since September 2002. From 1993 to 2002, Mr. Paolucci was a bank examiner in the Columbia, South Carolina field office of the Federal Deposit Insurance Corporation.

Julius G. "Cass" Parris, age 64, has been a director of the Company and the Bank since October 2011. Mr. Parris has been engaged in the graphics and brand management industry throughout his entire career and, in 2003, started his own graphics business, Focus Imaging, which was acquired by Southern Graphics Systems in 2009. Mr. Parris continues to manage large national clients for SGS as a senior account executive.

Paul C. Saunders, age 53, has been (i) senior vice president and a director of the Bank since August 1999; (ii) senior vice president and assistant secretary of the Company since April 2001; and (iii) a director of the Company since April 2001. Prior to joining the Bank, Mr. Saunders was an officer of Centura Bank in Florence, South Carolina and a vice president of Pee Dee State Bank. Mr. Sanders is the brother of F.R. Saunders, Jr., a director and the president and chief executive officer of the Company.

Leonard A. Hoogenboom, age 71, has been (i) chairman of the Board and a director of the Bank since August 1999 and (ii) chairman of the Board and a director of the Company since April 2001. Mr. Hoogenboom has been the owner and chief executive officer of L. Hoogenboom CPA, a local CPA firm, since 1984. Mr. Hoogenboom has extensive local contacts and a wide variety of business experience and community involvement.

F.R. Saunders, Jr., age 54, has been (i) president, chief executive officer and a director of the Bank since August 1999; (ii) a director of the Company since April 2001; and (iii) president and chief executive officer of the Company since April 2001. Until November 1998, Mr. Saunders served as a regional executive for Centura Bank and as an executive and director of Pee Dee State Bank. Mr. Saunders is the brother of Paul C. Saunders, a director and senior vice president of the Company.

J. Munford Scott, **Jr**., age 69, has been a director of the Company and the Bank since January 2007. Mr. Scott was appointed as the Florence County Probate Judge in December 2013. From December 2006 to December 2013, he served as special counsel for the law firm Turner Padget Graham & Laney, P.A. Prior to that date, he was the senior attorney and owner of Scott & Associates P.C. Attorneys at Law, for over twenty years.

John M. Jebaily, age 63, has been a director of the Bank since August 1999 and a director of the Company since April 2001. Mr. Jebaily has been self-employed as a real estate agent in Florence since 1977. Mr. Jebaily also serves as the chairman of the City of Florence Parks and Beautification Commission.

C. Dale Lusk, MD, age 56, has been a director of the Bank since August 1999 and a director of the Company since April 2001. Dr. Lusk has been in the private practice of obstetrics and gynecology since 1993. He is currently a partner/owner in Advanced Women's Care, a local medical practice.

A. Dale Porter, age 64, has been (i) vice president and senior loan administrator of the Company and the Bank since December 1, 2007; (ii) a director of the Bank since August 1999; and (iii) a director of the Company since April 2001. From August 1999 to December 2007, Mr. Porter held various senior officer positions with the Bank and the Company. Prior to joining the Company and the Bank in 1999, Mr. Porter was a regional executive for Centura Bank and an executive officer and director of Pee Dee State Bank.

Additional information is set forth below regarding certain other executive officers of the Company and the Bank who are not also directors.

Thomas C. Ewart, Sr., age 65, Senior Vice President and Chief Banking Officer since January 2006. Mr. Ewart served as the Bank's Chief Credit Officer from April 2003 until January 2006. Prior to joining the Bank, Mr. Ewart had been an area executive with Carolina First Bank, formerly known as Anchor Bank, for approximately seven years.

Jess A. Nance, age 59, Executive Vice President and Chief Credit Officer since January 2009; Senior Vice President and Chief Credit Officer since January 2006; Senior Vice President, Credit Administration since November 2004. Prior to joining the Bank, Mr. Nance had been President and CEO of Florence National Bank since July 1998.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's directors and officers and persons who own beneficially more than 10% of the Company's outstanding common stock to file with the SEC initial reports of ownership and reports of changes in their ownership of the Company's common stock. Directors, executive officers and greater than 10% shareholders are required to furnish the Company with copies of the forms they file. To our knowledge, based solely on a review of these reports and representations from our directors and officers, our directors and officers filed all reports required by Section 16(a), except for Director Parris, who was late filing a Form 3.

Code of Ethics

The Company has adopted a Code of Ethics that applies to its principal executive, financial and accounting officers. The Code of Ethics can be found on the Company's website at www.firstreliance.com. A copy may also be obtained, without charge, upon written request addressed to First Reliance Bancshares, Inc., 2170 West Palmetto Street, Florence, South Carolina 29501, Attention: Corporate Secretary, or by fax to the attention of the Company's Corporate Secretary at (843) 656-3045.

Audit Committee and Audit Committee Financial Expert

The audit committee of the Board of Directors is comprised of Leonard A. Hoogenboom, James R. Lingle, Jr., J. Munford Scott, Jr., and C. Dale Lusk. Each of these members is considered "independent" under NASDAQ Rule 5605(c)(2). The committee met five times in 2014.

The audit committee recommends to the Board of Directors the independent registered public accounting firm to be selected to audit the Company's consolidated annual financial statements and determines that all audits and exams required by law are performed fully, properly and in a timely fashion. The committee also evaluates internal accounting controls, reviews the adequacy of the internal audit budget, personnel and audit plan. The Board of Directors has determined that Mr. Hoogenboom is an "audit committee financial expert" as that term is defined in regulations promulgated by the U.S. Securities and Exchange Commission (the "SEC").

The Board of Directors has adopted a written charter for the Audit Committee, which is available on our website, www.firstreliance.com. Information on the Company's website is not incorporated by reference and is not a part of this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

Executive Summary Compensation Table

The following table provides certain summary information concerning the annual and long-term compensation paid or accrued by the Company and its subsidiaries to or on behalf of the Company's chief executive officer and the two other most highly compensated executive officers of the Company who earned over $100,000 in total compensation for

2014.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($) (1)		Option Awards ($) (1)	All Other Compensation ($)		Total ($)
F.R. Saunders, Jr.	2014	282,000	—	30,750	(4)	—	98,556	(2)	411,306
President and Chief Executive Officer	2013	282,000	—	—		—	112,877	(2)	378,875
Jeffrey A. Paolucci	2014	186,000	—	69,700	(7)	—	51,126	(5)	306,826
Executive Vice President and Chief Financial Officer	2013	186,000	—	—		—	53,139	(6)	239,139
Thomas C. Ewart, Sr.	2013	161,500	—	36,900	(10)	—	10,036	(8)	208,436
Senior Vice President and Chief Banking Officer	2013	161,500	—	—		—	14,841	(9)	176,341

(1) The assumptions made in the valuation of stock awards and option awards can be found in Note 16 to our financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on March 31, 2014.

(2) For 2014, Mr. Saunders's compensation included $52,640 for supplemental retirement benefits, $12,425 for board fees, $6,122 for disability insurance, $9,429 for 401(k) matching contributions, $3,923 for a car allowance, $1,008 for life insurance, and $13,009 for medical and dental insurance. The Company terminated certain executive perquisites, including country club dues, wellness benefits, long term care insurance and reimbursement for child care expenses in 2014.

99

(3) For 2013, Mr. Saunders's compensation included $49,462 for supplemental retirement benefits, $13,100 for board fees, $17,887 for disability insurance, $6429.60 for 401(k) matching contributions, $2,844 for long-term care insurance, $6,334 for country club dues, $750 for a wellness benefit, a car allowance of $2,571, $1,281 for life insurance: $11,400 for medical insurance, and child care of $800.

(4) Includes 15,000 shares of restricted stock grants at $2.05 granted in 2014 which cliff vest on July 17, 2021.

(5) For 2014, Mr. Paolucci's compensation included $16,411 for supplemental retirement benefits, $10,450 for board fees, $3,875 for disability insurance, $5,828 for 401(k) matching contributions, $665 for life insurance, and $13,900 for medical and dental insurance. The Company terminated certain executive perquisites, including country club dues, wellness benefits, long term care insurance and reimbursement for child care expenses in 2014.

(6) For 2013, Mr. Paolucci's compensation included $23,731 for supplemental retirement benefits, $10,250 for board fees, $5,419 for disability insurance, $3,222 for 401(k) matching contributions, $2,592 for long-term care insurance, $1,957 for country club dues, $470 for a wellness benefit, $1,218 for life insurance, and $11,400 for medical insurance.

(7) Includes 34,000 shares of restricted stock grants at $2.05 granted in 2014 which cliff vest on July 17, 2021.

(8) For 2014, Mr. Ewart's compensation included, $4,070 for 401(k) matching contributions, $558 for life insurance, and $5,408 for medical and dental insurance. The Company terminated certain executive perquisites, including country club dues, wellness benefits, long term care insurance and reimbursement for child care expenses in 2014.

(9) For 2013, Mr. Ewart's compensation included, $3,775 for 401(k) matching contributions, $4,993 for country club dues, $697 for life insurance, $4,656 for medical insurance, $720 for a wellness benefit.

(10) Includes 18,000 shares of restricted stock grants at $2.05 granted in 2014 which cliff vest on July 17, 2021.

Executive Agreements

Executive Agreement Amendments and Waivers Adopted in 2013. In 2006, the Company and the Bank entered into an employment agreement, a salary continuation agreement, and an endorsement split dollar agreement with F.R. Saunders, Jr. and with Jeffrey A. Paolucci. In July 2013, at the request of each of Messrs. Saunders and Paolucci as part of an institution-wide effort to reduce operating expenses, the employment agreements and salary continuation agreements were amended to reduce certain benefits to each executive payable thereunder.

The amendment of the employment agreements eliminated the executives' section 280G gross-up benefit. That is, the agreements had provided that after a change in control the Company would make a payment to the executives in an amount sufficient to compensate them for excise taxes imposed under Internal Revenue Code on their change-in-control benefits. In summary, the Internal Revenue Code imposes a 20% excise tax on an executive's change-in-control benefits if the benefits equal or exceed three times the executive's five-year average taxable compensation. If the change-in-control benefits exceed that threshold, the 20% excise tax is imposed on all change-in-control benefits exceeding the five-year average, which are referred to as so-called excess parachute payments. The section 280G gross-up benefit compensates the executives not only for that 20% excise tax but also for income and excise taxes imposed on the gross-up payment itself. The 20% excise tax is imposed under section 4999 on the executive, and under section 280G the excess parachute payments (which would include the gross-up benefit) are non-deductible compensation expenses. The cost of a section 280G gross-up benefit such as this is potentially very substantial, particularly taking into account that the payments are not deductible. Because a cost of that magnitude might have an adverse effect on a potential acquiror's willingness to begin discussions with the Company regarding a change in control or an adverse effect on the amount of merger consideration the acquiror is willing to offer to shareholders, in 2013 the Company and the executives agreed to eliminate the section 280G gross-up right altogether, eliminating the gross-up provision both from the employment agreements and the salary continuation agreements.

In addition to eliminating the section 280G gross-up benefit, the 2013 amendment of the salary continuation agreement reduces the executives' normal retirement benefit expectations by more than half. Specifically, the annual benefit amount payable when Mr. Saunders attains age 65 was reduced from the $321,842 figure established when the salary continuation agreement was entered into in 2006 to $125,000. Likewise, Mr. Paolucci's annual benefit amount was reduced from $225,308 to $100,000. The reduced benefit expectations of the executives have the effect of reducing significantly the liability balance that must be accrued by the Bank to account for its benefit obligations under the salary continuation agreements, reducing for 2013 and for future years the nonqualified deferred compensation expense attributable to the salary continuation agreements.

Finally, the 2013 amendment of the salary continuation agreement also changed the change-in-control benefit expectations of Mr. Saunders and Mr. Paolucci. Before the amendment, Messrs. Saunders and Paolucci would have been entitled to receive a lump-sum payment equal to the full liability accrual balance required to be accrued by the Bank by the date the executive attains age 65. Payable in a single lump sum without discount for the present value of money, the payment would be made immediately after the change in control. After the amendment, the payment continues to be payable in a single lump sum immediately after a change in control, but instead of the full age-65 accrual balance the executives would be entitled to the accrual balance projected to exist five years after the change in control occurs (or at age 65, if the change in control occurs when fewer than five years remain before the executive attains age 65). The change-in-control benefit is an alternative benefit, so if an executive receives the change-in-control benefit under the salary continuation agreement he will not also be entitled thereafter to a 15-year annual benefit at age 65.

In addition to the July 2013 amendments to their employment agreements and salary continuation agreements, on December 30, 2013, Messrs. Saunders and Paolucci agreed to prospectively waive their rights under their respective employment agreements to Company paid initiation fees and membership assessments and dues to certain civic and social clubs.

Employment Agreements of F.R. Saunders, Jr. and Jeffrey A. Paolucci. As amended in 2013, the employment agreements have a three-year term, extending monthly for one additional month unless the board decides that the term will not be extended. The employment agreements provide that base salary shall be increased to account for cost-of-living changes and may be increased beyond that amount, but cannot be decreased. Mr. Saunders's base salary in 2013 was $282,000 and Mr. Paolucci's was $186,000. As of December 31, 2013, Mr. Saunders's and Mr. Paolucci's annual base salaries had remained unchanged for the three-year period of 2011 through 2013. Their base salaries are unchanged for 2014 as well. Fringe benefits under the employment agreements include reimbursement for the executive's cost to obtain disability insurance, plus an additional amount to compensate for state and federal income taxes imposed on the reimbursement payment, payment of initiation and membership assessments and dues in civic and social clubs of the executive's choice, although the executive remains responsible for personal expenses for use of the clubs, and entitlement to a long-term care insurance policy that is fully paid up by the time the executive attains age 65. Mr. Saunders is also entitled by his employment agreement to the use of an automobile for business and personal use, including insurance and maintenance expenses.

If the employment of Mr. Saunders or Mr. Paolucci is terminated involuntarily but without cause by the Company or the Bank, or if Mr. Saunders or Mr. Paolucci voluntarily terminates his employment because of an adverse change in employment circumstances to which he did not consent in advance, he would be entitled to a cash severance payment equal to the sum of his base salary for the unexpired term of the agreement and the bonus earned for the previous calendar year. Payable 30 days after termination, the cash payment would not be discounted to present value. For involuntary termination without cause, voluntary termination because of an adverse change in employment circumstances, or termination because of disability, the executive would also be entitled to a medical and dental insurance continuation benefit for up to three years, consisting of reimbursement of the executive's cost to continue coverage. The reimbursement amount would not exceed the Bank's pre-termination cost for the coverage. The executive's disability insurance reimbursement benefit, including the additional payment compensating for income taxes imposed on the reimbursement payment, would also continue for up to three years, and the entitlement to a long-term care insurance policy would continue until the policy is fully paid up. The employment agreements prohibit competition with the Company or the Bank for one year after termination.

If a change in control of the Company occurs, each of Mr. Saunders and Mr. Paolucci would be entitled to a cash payment equal to three times the sum of base salary plus the bonus for the preceding year. If they receive the change-in-control benefit payment, they would not also be entitled thereafter to receive the cash severance benefit for involuntary termination without cause or for voluntary termination because of an adverse change in employment circumstances. Messrs. Saunders and Paolucci also are entitled to reimbursement of legal fees if their employment agreements are challenged after a change in control, up to a maximum of $500,000 for Mr. Saunders and $250,000 for Mr. Paolucci. The post-termination prohibition against competition with the Company becomes void automatically when a change in control occurs.

Salary Continuation Agreements of F.R. Saunders, Jr. and Jeffrey A. Paolucci. Also entered into in 2006 and amended in 2013, the salary continuation agreements provide for a benefit that becomes payable when the executive attains age 65. Payable by the Bank in equal monthly installments for 15 years, the annual benefit of Mr. Saunders is $125,000. Mr. Paolucci's annual benefit is $100,000. An executive who is terminated with cause forfeits all benefits under the salary continuation agreement. For any other termination occurring before age 65, however, the executive would be entitled to receive at age 65 a monthly benefit that fully amortizes the accrued balance existing immediately before the month in which termination occurs. At the executive's death his beneficiary would be entitled to any benefits remaining unpaid.

If a change in control occurs before employment termination, instead of the benefit payable at age 65 the executive would be entitled to a lump-sum payment equal to the liability balance to be accrued by the bank to account for its obligation to the executive under the salary continuation agreement, with the liability balance determined either as of the date the executive attains age 65 or, if sooner, the date that is five years after the change in control. If a change in control occurs after employment termination or after benefit payments commence at age 65, the executive would be entitled to a lump-sum payment of the salary continuation benefits remaining unpaid. Messrs. Saunders and Paolucci also are entitled to reimbursement of legal fees if their salary continuation agreements are challenged after a change in control, up to a maximum of $500,000 for Mr. Saunders and $250,000 for Mr. Paolucci.

Endorsement Split Dollar Agreements of F.R. Saunders, Jr. and Jeffrey A. Paolucci. The 2006 endorsement split dollar agreements of Mr. Saunders and Mr. Paolucci allow them to designate the beneficiary of a portion of the death benefit payable at their death under life insurance policies owned by the Bank. If they die before employment termination, their designated beneficiary would be entitled to a portion of the life insurance proceeds, specifically the total death benefit minus the policy cash surrender value. For death occurring after the executive’s employment termination, the executive’s beneficiary would be entitled to no benefits under the endorsement split dollar agreements.

The Bank also has a supplemental life insurance agreement dating from 2004 with Mr. Saunders. Amended in 2007, the supplemental life insurance agreement provides that the designated beneficiary of Mr. Saunders would receive at his death a benefit of at least $1.5 million. The right of Mr. Saunders to designate a beneficiary of the death benefit does not expire at employment termination, unless termination is an involuntary termination with cause.

Employment Agreement of Thomas C. Ewart, Sr. In April 2003, Mr. Ewart entered into an employment agreement with the Bank providing for employment for a term of three years, with automatic extensions thereafter for additional one-year periods unless one party gives the other party proper non-renewal notice. Mr. Ewart's current annual salary under the agreement is $161,500 and he remains eligible for annual bonus compensation to be set by the Bank. Mr. Ewart’s employment agreement also provides that the Bank or Mr. Ewart may terminate the agreement at any time and for any reason. For a period of one-year after termination, Mr. Ewart will be subject to various non-solicitation and non-compete provisions of his agreement. Additionally, the employment agreement provides that upon a change in control (as defined by the agreement), and in the event the agreement is not otherwise terminated by the Bank or Mr. Ewart, the agreement shall either be renewed for a new three-year term or the Bank may terminate Mr. Ewart’s employment, which termination would trigger a severance payment obligation on the part of the Bank equal to Mr. Ewart’s then base salary (including benefits) and bonus for which Mr. Ewart would have otherwise received for the three-year period beginning on the date of the change in control.

Outstanding Equity Awards at 2014 Fiscal Year End Table

The following table sets forth information at December 31, 2014, concerning outstanding awards previously granted to the Named Executive Officers.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	**Market Value of Shares or Units of Stock That Have Not Vested ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
F.R. Saunders, Jr.	—	—	—	—	—	—	—	15,000 (1)	49,350
Jeffrey A. Paolucci	—	—	—	—	—	—	—	34,000 (1)	111,860
Thomas C. Ewart, Sr.	—	—	—	—	—	—	—	18,000 (1)	59,220

(1) Restricted stock grants cliff vest at the end of seven years on July 17, 2021. The market value of the shares of restricted stock that have not vested is based on the market value of the Company's common stock as of year-end 2014, which was $3.29 per share as reported on the Over-the-Counter Bulletin Board. The awards are being expensed on a straight line basis in accordance with FAS 123R.

102

Director Compensation Table

The following table shows the total fees paid to each of our directors for their service for 2014:

Name[1]	Fees earned or paid in cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-Qualified Deferred Comp Earnings ($)	All Other Compensation ($)		Total ($)
Leonard A. Hoogenboom	24,925	—	—	—	—	17,306	(2)	42,231
John M. Jebaily	13,000	—	—	—	—	4,704	(3)	17,704
James R. Lingle, Jr.	14,750	—	—	—	—	—		14,750
C. Dale Lusk, MD	12,250	—	—	—	—	4,704	(3)	16,954
Julius G. "Cass" Parris	11,550	—	—	—	—	—		11,550
A. Dale Porter [4]	12,500	—	—	—	—	4,704	(3)	17,204
Paul C. Saunders [5]	9,500	—	—	—	—	—		9,500
J. Munford Scott, Jr.	14,800	—	—	—	—	—		14,800

(1) Messrs. Paolucci and F.R. Saunders, Jr. are also Named Executive Officers of the Company and their compensation as directors is reported in the Summary Compensation table below.

(2) Includes the 2014 expense related to a company vehicle provided to Mr. Hoogenboom and $7,056 disbursed for 2014 pursuant to a retirement agreement. See "—Director Retirement Agreements" below.

(3) Amounts present was disbursed for 2014 pursuant to a director retirement agreement. See "—Director Retirement Agreements" below.

(4) Mr. Porter also received compensation for services provided as an employee (non-executive officer) of the Company. The table reports only the additional compensation that Mr. Porter receives for services provided as a director.

(5) Mr. Paul Saunders also receives compensation for services provided as an executive officer of the Company. The table reports only the additional compensation that Mr. Saunders receives for services provided as a director.

Director Fees. In 2014, the Company paid its directors an annual retainer fee of $3,500 ($8,500 for the chairman of the board) and an annual board member fee of $2,750. Audit committee members were paid $3,000 each for the year, with the respective chairmen of the committee receiving an additional $3,000 as retainer. Finance, compensation, loan and budget and planning committee members were paid $1,500 each for the year, with the respective chairmen of those committees receiving an additional $1,500 as retainer. Members of other committees were paid $600 per meeting attended. Director fees are paid to both management and non-management directors. A total of $135,950 was paid in director fees during 2014.

Director Retirement Agreements. On December 19, 2006, the Bank entered into director retirement agreements with Messrs. Hoogenboom, Jebaily, Porter and Willis and Dr. Lusk. Pursuant to the terms of the agreements, each director was entitled to receive an annual benefit of $12,000 ($18,000 for Mr. Hoogenboom) if he remained in active service to the Bank for seven years from the effective date of the agreements. Each agreement was amended on April 15, 2010 to relieve the Bank of its obligation to accrue for benefits payable to the director after October 1, 2009. As a result of these amendments, the benefits payable to each director party to the agreement was fixed as of September 30, 2009. Accordingly, commencing in August 2013, Mr. Hoogenboom became entitled to receive an annual benefit of $4,980 and each of Messrs. Jebaily, and Porter and Dr. Lusk became entitled to receive an annual benefit of $3,320.

On December 19, 2006, the Bank also entered into endorsement split dollar agreements with Messrs. Hoogenboom, Jebaily and Porter and Dr. Lusk in connection with bank-owned life insurance, whereby each director may name a beneficiary who will be entitled to receive the lesser of (i) $50,000 or (ii) the total death proceeds of the insurance policy, less its cash surrender value.

Equity Based Compensation Plan Information

For information regarding equity-based compensation awards outstanding and available for future grants at December 31, 2014, see Part II, Item 5 "Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" included in this Annual Report on Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of our common stock as of March 23, 2015 by (1) each of our current directors and director nominees; (2) each of our named executive officers; (3) all of our present executive officers and directors as a group; and (4) each person or entity known to us to be the beneficial owner of more than five percent of our outstanding common stock, based on the most recent filings with the SEC and the information contained in those filings. Unless otherwise indicated, the address for each person included in the table is c/o First Reliance Bancshares, Inc., 2170 W. Palmetto Street, Florence, South Carolina 29501.

Name of Beneficial Owner	**Number of Shares Beneficially Owned** (1) (2)	Percentage		**Manner in which Shares are Beneficially Owned**(2)
Directors:				
Leonard A. Hoogenboom	27,860	*		Includes 2,440 shares held by his spouse and 200 shares held as custodian for a grandchild.
John M. Jebaily	48,980	1.04	%	Includes 33,500 shares held by his spouse
James R. Lingle, Jr.	3,900	*		
C. Dale Lusk, MD	22,500	*		
Julius G. Parris	7,500	*		
Jeffrey A. Paolucci	79,401	1.69	%	Includes 34,500 shares of unvested restricted stock and 9,358 shares held under the Company's Employee Stock Ownership Plan (the "ESOP").
A. Dale Porter	92,182	1.96	%	Includes 8,500 shares of unvested restricted stock and 2,587 shares held under the

				Company's Employee Stock Ownership Plan (the "ESOP").
F.R. Saunders, Jr.	251,426	5.34	%	Includes 15,000 shares of unvested restricted stock, 4,000 shares held by Mr. Saunders' children, 10,442 held by his spouse and 23,320 shares held under the Company's Employee Stock Ownership Plan (the "ESOP").
Paul C. Saunders	129,588	2.75	%	Includes 8,500 shares of unvested restricted stock and 14,880 shares held under the Company's Employee Stock Ownership Plan (the "ESOP").
J. Munford Scott, Jr.	33,238	*		Includes 437 shares held by his spouse.
Non-Director Named Executive Officers:				
Thomas C. Ewart, Sr.	58,811	1.25	%	Includes 18,000 shares of unvested restricted stock and 16,625 shares held under the Company's Employee Stock Ownership Plan (the "ESOP").
Jess A. Nance	34,306	*		Includes 20,000 shares of unvested restricted stock and 5,458 shares held under the Company's Employee Stock Ownership Plan (the "ESOP").
All Current Directors and Executive Officers, as a Group (12 persons):	789,692	16.79	%	
Other 5% Shareholders:				
Spence Limited, LP, Spence Limited II, LP [3]	348,203	7.40	%	
First Reliance Bank Employee Stock Ownership Plan [4]	287,312	5.61	%	

* Represents less than 1%.

104

(1) Information relating to beneficial ownership of our common stock is based upon "beneficial ownership" concepts described in the rules issued under the Exchange Act. Under these rules a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of the security, or "investment power," which includes the power to dispose or to direct the disposition of the security. Under the rules, more than one person may be deemed to be a beneficial owner of the same securities. A person is also deemed to be a beneficial owner of any security as to which that person has the right to acquire beneficial ownership within sixty (60) days from March 31, 2014.

(2) Some or all of the shares may be subject to margin accounts.

(3) Address of principal business office is 49 Liberty Street, Blakely, Georgia 29823.

(4) F.R. Saunders, Jr. serves as the sole trustee of the ESOP. As trustee, Mr. Saunders must vote all allocated shares held in the ESOP in accordance with the instructions of the participants. In the event that a participant fails to submit voting instructions on a matter submitted to shareholders, subject to fiduciary duties imposed by the governing trust and applicable law, the trustee may vote allocated shares held by the ESOP in his discretion. As of March 31, 2014, all shares held by the ESOP were allocated to participants.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Related Party Transactions

The Company and the Bank have banking and other business transactions in the ordinary course of business with directors and officers of the Company and the Bank and their affiliates, including members of their families, corporations, partnerships or other organizations in which such directors and officers have a controlling interest. These transactions take place on substantially the same terms as those prevailing at the same time for comparable transactions with unrelated parties.

The Company recognizes that related party transactions can present potential or actual conflicts of interest and create the appearance that the Company's decisions are based on considerations other than the Company's and its shareholders' best interests. Therefore, the board of directors has adopted the following practices and procedures with respect to related party transactions.

For the purpose of the procedures, a "related party transaction" is a transaction in which the Company or the Bank participates and in which any related party has a direct or indirect material interest, other than transactions available to all employees or customers generally.

Under the Company’s procedures, any related party transaction must be reported to the board of directors and may be consummated or may continue only (i) if the board approves or ratifies such transaction and if the transaction is on terms comparable to those that could be obtained in arms’-length dealings with an unrelated third party, (ii) if the transaction involves compensation that has been approved by compensation committee, or (iii) if the transaction has been approved by the disinterested members of the board. The board may approve or ratify the related party transaction only if it determines that, under all of the circumstances, the transaction is in the best interests of the Company.

The Bank has employed certain employees who are related to the Company’s executive officers and/or directors. These individuals are compensated in accordance with the Bank’s policies that apply to all employees.

From time to time, the Bank will make loans to the directors and officers of the Company and the Bank and their affiliates. None of these loans are currently on nonaccrual, past due, restructured or potential problem loans. All such loans were: (i) made in the ordinary course of business; (ii) made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Bank; and (iii) did not involve more than the normal risk of collectability or present other unfavorable features.

Director Independence

The Board of Directors has determined that the following directors are independent pursuant to the independence standards of the Nasdaq Stock Market: Leonard A. Hoogenboom, James R. Lingle, Jr., Julius G. Parris, John M. Jebaily, C. Dale Lusk, MD, J. Munford Scott, Jr.

In determining that each director could exercise independent judgment in carrying out his or her responsibilities, the Board of Directors considered any transactions, relationships and arrangements between the Company or the Bank and the director and his family.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Independent Registered Public Accounting Firm

The independent registered accounting firm of Elliott Davis Decosimo, LLC served as the independent auditors for the Company for the year ended December 31, 2014 and have served as the Company’s independent auditors since January 2, 2003. A representative of Elliott Davis Decosimo, LLC is expected to be present at the 2015 Annual Meeting of Shareholders and will be given the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from shareholders.

Audit Fees

The following table shows the amounts paid by the Company to Elliott Davis Decosimo, LLC for the last two fiscal years.

	2013	2014
Audit fees (1)	$93,200	$93,400
Audit-related fees (2)	24,000	24,000
Tax fees (3)	9,905	14,270
All other fees (4)	4,270	—
Total Fees	$131,125	$131,670

(1) Audit fees consisted primarily of the audit of the Company's annual consolidated financial statements, for reviews of the condensed consolidated financial statements included in the Company's quarterly reports on Form 10-Q. These fees include amounts paid or expected to be paid for each respective year's audit.

(2) Audit-related fees consist primarily of fees paid for the audit of the Company's ESOP and Welfare Plans.

(3) Tax fees represent the aggregate fees billed in each of the last two fiscal years for professional services rendered by Elliott Davis Decosimo, LLC for preparation of federal and state income tax returns and assistance with tax estimates.

(4) All other fees consist of fees paid for assistance in various accounting and financial reporting matters.

The services provided by the Elliott Davis Decosimo, LLC were pre-approved by the audit committee to the extent required under applicable law. The audit committee pre-approves all audit and allowable non-audit services, but does not have a specific pre-approval policy. The audit committee has determined that the rendering of non-audit professional services, as identified above, is compatible with maintaining the independence of the Company's auditors.

Audit Committee Report

The audit committee of the Board of Directors is responsible for providing independent, objective oversight of the Company's accounting functions and internal controls. Management is responsible for the Company's internal controls and financial reporting process. The Company's independent registered accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and to issue a report thereon. The audit committee's responsibility is to monitor and oversee these processes.

The audit committee reports as follows with respect to the audit of the Company's 2014 audited consolidated financial statements.

- The audit committee has reviewed and discussed the Company's 2014 audited consolidated financial statements with the Bank's and the Company's management.
- The audit committee has discussed with the Company's independent registered accounting firm, Elliott Davis Decosimo, LLC, certain matters required to be discussed by auditors under rules adopted by the Public Company Accounting Oversight Board;
- The audit committee has received written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1 (which relates to the auditors' independence from the Company and its related entities) and has discussed with the auditors the auditors' independence from the Company and the Bank; and
- Based on review and discussions of the Company's 2014 audited consolidated financial statements with management and discussions with the independent auditors, the audit committee recommended to the board of directors that the Company's 2013 audited consolidated financial statements be included in the Company's Annual Report on Form 10-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

A list of exhibits included as part of this annual report is set forth in the Exhibit Index that immediately precedes the exhibits and is incorporated by reference herein.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST RELIANCE BANCSHARES, INC.

By: /s/ F. R. Saunders, Jr.
F. R. Saunders, Jr.
President and Chief Executive Officer

Date: March 31, 2015

Pursuant to the requirements of the Securities and Exchange Act of 1934, the report has been signed by the following persons on behalf of the registrant and in the capacities indicated on March 31, 2015.

Signature	**Title**
/S/ F.R. Saunders, Jr. **F.R. Saunders, Jr.** **(Principal Executive Officer)**	Director, President and Chief Executive Officer
/S/ Jeffery A. Paolucci **Jeffrey A. Paolucci** **(Principal Financial and Accounting Officer)**	Director, Executive Vice President and Chief Financial Officer and Secretary
/S/ Leonard A. Hoogenboom **Leonard A. Hoogenboom**	Chairman of the Board
/S/ John M. Jebaily **John M. Jebaily**	Director
/S/ James R. Lingle, Jr. **James R. Lingle, Jr.**	Director
/S/ C. Dale Lusk **C. Dale Lusk**	Director
/S/ Julius G. Parris	Director

Julius G. Parris

/S/ A. Dale Porter **A. Dale Porter**	Director
/S/ Paul C. Saunders **Paul C. Saunders**	Director
/S/ J. Munford Scott **J. Munford Scott**	Director

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation, as amended, of First Reliance Bancshares, Inc. [1]
3.2	Articles of Amendment to the Articles of Incorporation authorizing a class of preferred stock. [2]
3.3	Articles of Amendment to the Articles of Incorporation establishing the terms of the Series A Preferred Stock and the Series B Preferred Stock. [2]
3.4	Articles of Amendment to the Articles of Incorporation establishing the terms of the Series C Preferred Stock. [3]
3.5	Amended and Restated Bylaws, adopted July 24, 2013 [4]
4.1	See Articles of Incorporation, as amended at Exhibit 3.1, 3.2 and 3.3 hereto and Amended and Restated Bylaws at Exhibit 3.5 hereto.
4.2	Indenture between the Registrant and the Trustee. [5]
4.3	Guarantee Agreement. [5]
4.4	Amended and Restated Declaration. [5]
4.5	Form of Certificate for the Series A Preferred Stock. [2]
4.6	Form of Certificate for the Series B Preferred Stock. [2]
4.7	Warrant to Purchase up to 767.00767 shares of Series B Preferred Stock, dated March 6, 2009. [2]
10.1*	1999 First Reliance Bank Employee Stock Option Plan. [6]
10.2*	Amendment No. 1 to the 1999 First Reliance Bank Employee Stock Option Plan. [6]
10.3*	Amendment No. 2 to the 1999 First Reliance Bank Employee Stock Option Plan. [7]
10.4*	First Reliance Bancshares, Inc. 2003 Stock Incentive Plan. [8]
10.5*	First Reliance Bancshares, Inc. 2006 Equity Incentive Plan. [9]
10.6	Lease Agreement between SP Financial, LLC and First Reliance Bank. [9]
10.7*	Amended Employment Agreement with F. R. Saunders, Jr., dated July 29, 2013. [12]
10.8*	Amended Salary Continuation Agreement with F. R. Saunders, Jr., dated July 29, 2013. [12]
10.9*	Endorsement Split Dollar Agreement with F. R. Saunders, Jr., dated November 24, 2006. [10]
10.10*	Amended Supplemental Life Insurance Agreement with F. R. Saunders, Jr., dated December 28, 2007. [11]
10.11*	Amended Employment Agreement with Jeffrey A. Paolucci, dated July 29, 2013. [12]
10.12*	Amended Salary Continuation Agreement with Jeffrey A. Paolucci, dated July 29, 2013. [12]
10.13*	Endorsement Split Dollar Agreement with Jeffrey A. Paolucci, dated November 24, 2006. [10]
10.14*	Amended Employment Agreement with Paul Saunders, dated July 29, 2013. [12]
10.15*	Amended Salary Continuation Agreement with Paul Saunders, dated July 29, 2013. [12]
10.16*	Endorsement Split Dollar Agreement with Paul Saunders, dated November 24, 2006. [10]
10.17*	Form of Director Retirement Agreement, with Schedule. [10]
10.18*	Amended and Restated Employment Agreement with Dale Porter. [10]

10.19*	Employment Agreement with Thomas C. Ewart, Sr. [8]
10.20	Letter Agreement, dated March 6, 2009, including Securities Purchase Agreement – Standard Terms, incorporated by reference therein, between the Company and the United States Department of the Treasury.[2]
10.21	Side Letter Agreement, dated March 6, 2009.[2]
10.22*	Form of Waiver.[2]
10.23*	Form of Senior Executive Officer Agreement.[2]
10.24*	2010 Amendment to First Reliance Bancshares, Inc. 2006 Equity Incentive Plan. [4]
10.25*	2012 Amendment to First Reliance Bancshares, Inc. 2006 Equity Incentive Plan. [4]
21.1	Subsidiaries of First Reliance Bancshares, Inc. [9]
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a).
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a).
32.1	Certification of Chief Executive and Financial Officers pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data File

*Indicates management contract or compensatory plan or arrangement.

[1] Incorporated by reference to Quarterly Report on Form 10-Q, for the quarter ended June 30, 2010.

[2] Incorporated by reference to Current Report on Form 8-K, dated March 10, 2009.

[3] Incorporated by reference to Current Report on Form 8-K, dated May 28, 2010.

[4] Incorporated by reference to Current Report on Form 8-K, dated July 25, 2013.

[5] Incorporated by reference to Current Report on Form 8-K, dated July 1, 2005.

[6] Incorporated by reference to Quarterly Report on Form 10-QSB, for the quarter ended March 31, 2002.

[7] Incorporated by reference to Quarterly Report on Form 10-QSB, for the quarter ended June 30, 2002.

[8] Incorporated by reference to Annual Report on Form 10-KSB for the year ended December 31, 2003.

[9] Incorporated by reference to Annual Report on Form 10-KSB for the year ended December 31, 2005.

[10] Incorporated by reference to Annual Report on Form 10-K for the year ended December 31, 2006.

[11] Incorporated by reference to Current Report on Form 8-K, dated December 28, 2007.

[12] Incorporated by reference to Current Report on Form 8-K, dated July 29, 2013, as amended on August 2, 2013.