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Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Bank Holding Companies — FR Y-6 FRB RICHMOND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11 (a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

December 31, 2013

Month / Day / Year

I, **Curtis A. Tyner**

Reporter's Name, Street, and Mailing Address

Regional Bankshares, Inc.

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

President and CEO

P.O. BOX 2255

Title of the Bank Holding Company Director and Official

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

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

HARTSVILLE SC 29551

City State Zip Code

206 S. Fifth Street, Hartsville, SC 29550

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

James E. Roberts, II SVP/CFO

Name Title

843-857-4754

Area Code / Phone Number / Extension

843-332-3218

Area Code / FAX Number

jroberts@heritageonline.biz

E-mail Address

Curtis A. Tyner

Signature of Bank Holding Company Director and Official

March 27, 2014

Date of Signature

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

For bank holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

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

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Federal Reserve Bank Use Only

RSSD ID 2954415
C.I. _____

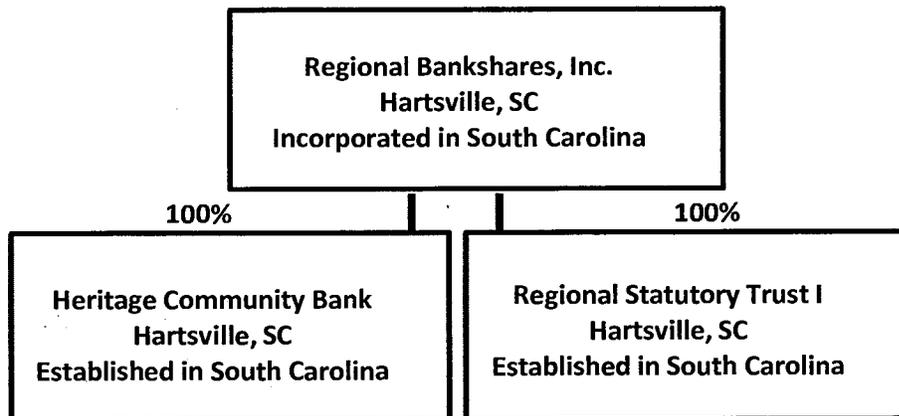
Form FR Y-6

**Regional Bankshares, Inc.
Hartsville, SC
Fiscal Year Ending December 31, 2013**

Report Item

1: The BHC is not registered with the SEC. A copy of the annual report to shareholders will be forwarded when available.

2. Organization Chart



Results: A list of branches for your depository institution: HERITAGE COMMUNITY BANK (ID_RSSD: 2818731).
 This depository institution is held by REGIONAL BANKSHARES, INC. (2954415) of HARTSVILLE, SC.
 The data is as of 12/31/2013.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

See the detailed instructions on this site for more information. When you are finished, send a saved copy to your FRB contact.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
OK		Full Service (Head Office)	2818731	HERITAGE COMMUNITY BANK	206 S. FIFTH ST	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	74651	0	HERITAGE COMMUNITY BANK	2818731
OK		Full Service	3678679	CAMDEN BRANCH	2220 W DEKALB STREET	CAMDEN	SC	29020	KERSHAW	UNITED STATES	not required	not required	HERITAGE COMMUNITY BANK	2818731
OK		Full Service	3281501	MCBEE BRANCH	7 NORTH SEVENTH STREET	MCBEE	SC	29101	CHESTERFIELD	UNITED STATES	445642	1	HERITAGE COMMUNITY BANK	2818731

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Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Gosnold G. Segars Hartsville, SC, United States	United States	62,813 shares, 8.40%	none	none	none
Randolph G. Rogers Hartsville, SC, United States	United States	70,213 shares, 9.39%			
Howard W. Tucker, Jr Hartsville, SC, United States	United States	40,194 shares, 5.38%			
Francine P. Bachman Hartsville, SC, United States	United States	38,467 shares, 5.15%			

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Report Item 4: Directors and Officers

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

Name, City, State, Country (1)	Principal Occupation if other than with Holding Company (2)	Title & Position with Holding Company (3)(a)	Title & Position with Subsidiary (Heritage Community Bank) (3)(b)	Title & Position with Other Businesses (3)(c)	Percentage of Young Shares in Holding Company (4)(a)	Percentage of Young Shares in Subsidiary (Heritage Community Bank) (4)(b)	List names of other companies (includes partnerships) if 25% or more voting securities are held (4)(c)
Curtis Tyner Hartsville, SC USA	Banker	Director & President/CEO	Director & President/CEO	none	3.35%	none	none
Gosnold Segars Hartsville, SC USA	Entrepreneur	Chairman	Chairman	G. Graham Segars & Son Inc. - Owner	7.92%	none	Industrial Properties Inc (50%) North South Properties LLC (25%) Pedigreed Properties LLC (25%) North West Properties Inc (25%) G. Graham Segars & Sons Inc (50%) GoJay LLC (25%) Swamp Fox Properties of Hartsville LLC (25%) Segars Real Estate Services LLC (50%) Beartooth Shorthorn LLC (25%) Pee Dee Real Estate Services LLC (25%)
Francine Bachman Hartsville, SC USA	Retired Teacher	Director	Director	none	4.08%	none	MontClare LLC (100%) Dollar General (Clover, SC) (100%)
Terry M. Hancock Camden, SC USA	Accountant/CPA	Director	Director	Sheheen Hancock Godwin - CPA/partner	1.47%	none	none
Franklin Hines Hartsville, SC USA	Funeral Director	Director	Director	Hines Funeral Home - Owner	2.98%	none	Hines Funeral Home, Inc. (100%) Hines Florist (100%) Darlington Memory Gardens (66%)
Richard Jones Hartsville, SC USA	Attorney	Director & Secretary	Director & Secretary	Fourth Circuit Assistant Public Defender Attorney	2.19%	none	none
Woodward H. Morgan III Hartsville, SC USA	Sole Proprietor	Director	Director	Fox Creek Golf Club - Owner	2.93%	none	Fox Creek Golf Course (100%)
Randolph G Rogers Hartsville, SC, USA	Farmer	Director	Director	Rogers Brother's Farms - Partner	9.09%	none	Rogers Bros Farm (52%) Rogers Ag Transportation (100%) Rogers Bros Peanuts (100%) Coastal Bio Fuels (33.33%) Gillespies Peanuts (100%)
Howard Tucker Hartsville, SC USA	Retired Optometrist	Director	Director	none	4.35%	none	none