

MAR 31 2016

Board of Governors of the Federal Reserve System



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

COPY

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

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

I, Curtis A. Tyner

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

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

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

Signature of Holding Company Director and Official

03/30/2016

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

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

For Federal Reserve Bank Use Only

RSSD ID 2954415
C.I. _____

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

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Regional Bankshares, Inc.

Legal Title of Holding Company

P.O. Box 2255

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

Hartsville SC 29550

City State Zip Code

206 S. Fifth Street, Hartsville, SC 29550

Physical Location (if different from mailing address)

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

N/A

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

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

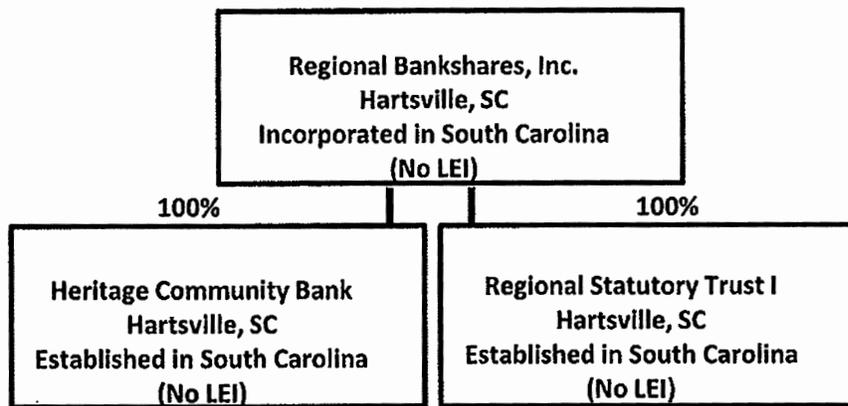
Form FR Y-6

**Regional Bankshares, Inc.
Hartsville, SC
Fiscal Year Ending December 31, 2015**

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 12/31/2015.

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 12-31-2015			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 12-31-2015		
(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	50,213 shares, 7.92%	none	none	none
Randolph G. Rogers Hartsville, SC, United States	United States	69,350 shares, 10.94%			

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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 Voting Shares in Holding Company (4)(a)	Percentage of Voting 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%) Segars Farms, (32.5%) Carolina Irrigation Solutions (32.5%)
Terry M. Hancock Camden, SC USA	Accountant/CPA	Director	Director	Sheheen Hancock Godwin - CPA/partner	1.47%	none	none
Richard Jones Hartsville, SC USA	Attorney	Director & Secretary	Director & Secretary	Public Defender, Florence, SC.	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	10.94%	none	Rogers Bros Farm (52%) Rogers Ag Transportation (100%) Rogers Bros Peanuts (52%) Gillespie's Peanuts (100%) Chargill (50%)
Howard Tucker Hartsville, SC USA	Retired Optometrist	Director	Director	none	4.35%	none	Tucker & Randall LLC (50%)
Stephen Smoak Camden, SC USA	Attorney	Director	Director	Savage Royall & Sheheen Law Firm - Attoreny at Law	0.32%	none	none
Robert Brown Hartsville, SC USA	Entrepreneur	Director	Director	Integrated Systems, Inc -CEO	1.52%	none	Integrated Systems, Inc (100%)

Regional Bankshares, Inc.
Common Stock - Insider Stock Activity
1/1/2015 - 12/31/2015

Name	Number of Shares Owned 12/31/2014	Stock Dividend	Stock Purchased	Stock Sold	Warrants Exercised	Options Exercised	Number of Shares Owned 12/31/2015	Number of Shares Beneficially Owned 12/31/2015	Current % Ownership
Directors									
Gosnold G. Segars (1)	47,063						47,063	50,213	7.92%
Curtis A. Tyner (2)	20,955						20,955	21,207	3.35%
J. Richard Jones (6)	13,440						13,440	13,858	2.19%
Woodward H. Morgan III (7)	17,325						17,325	18,585	2.93%
Randolph G. Rogers (8)	69,350						69,350	69,350	10.94%
Howard W. Tucker, Jr. (9)	26,586						26,586	27,594	4.35%
Terry Hancock (10)	9,350						9,350	9,350	1.47%
Robert Brown (11)	-						-	9,644	1.52%
Stephen Smoak (12)	530		1,500				2,030	2,030	0.32%
Officers									
Todd Buddin (21)	-						-	-	0.00%
Darrell Cassidy (22)	631						631	631	0.10%
Kathy J. Cothran (23)	-						-	-	0.00%
James E. Roberts, II (24)	-						-	-	0.00%
Totals	205,230	-	1,500	-	-	-	206,730	222,462	35.09%

Beneficial Ownership Includes:

- (1) 47,063 shares held individually, and 3,150 shares held by Mr. Segars' wife.
- (2) 5,148 shares held individually, 15,807 shares held by Mr. Tyner in an IRA at Pershing, LLC, and 252 shares held by Mr. Tyner's wife.
- (6) 12,600 shares held individually, 840 shares held in an IRA at Raymond James, and 418 shares held by Mr. Jones' wife.
- (7) 17,325 shares held individually, 1,260 share held as custodian for his grandchild.
- (8) 69,350 shares held individually.
- (9) 2,784 shares held individually, 23,802 shares held in an IRA at Pershing, LLC, and 1,008 shares held by Mr. Tucker's wife.
- (10) 9,350 shares held individually.
- (11) 9,644 shares held individually.
- (12) 530 shares held individually, 1,500 shares held in an IRA with Wells Fargo Advisors.
- (21) 0 shares of Common stock; 500 shares of Preferred Series A stock.
- (22) 631 shares held individually.

Total Shares Outstanding	633,978	Update
Total Unexercised (Warrants+Options)	-	Update
	633,978	