Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a), and Sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

1. Curtis A. Tyner
   Name of the Holding Company Director and Official
   President and CEO
   Title of the Holding Company Director and Official
   I, Curtis A. Tyner, Director and Official, do 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 the individual.

   Signature of Holding Company Director and Official
   04/05/2018

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

R S S D I D  2 9 5 4 9 1 5
C.I.

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2019
Page 1 of 2

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Date of Report (top-tier holding company's fiscal year-end):
December 29, 2017
Month / Day / Year
N/A
Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)
N/A
Reporters Name, Street, and Mailing Address
N/R

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 St. 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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
<td>City</td>
</tr>
<tr>
<td>State</td>
<td>State</td>
</tr>
<tr>
<td>Zip Code</td>
<td>Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
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

```
Regional Bankshares, Inc.
Hartsville, SC
Incorporated in South Carolina
(No LEI)

100% 100%

Heritage Community Bank
Hartsville, SC
Established in South Carolina
(No LEI)

Regional Statutory Trust I
Hartsville, SC
Established in South Carolina
(No LEI)
```
Results: A list of branches for your depository institution: HERITAGE COMMUNITY BANK (ID_RSSD: 2818731).
This depository institution is held by REGIONAL BANKBES, INC. (2704113) in HARTVILLE, SC.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

Record/Status 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 Data 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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on the site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedule for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a landscape format or via the FR Y-10 Online application - https://y10online.re治好erve.gov.

* FDIC UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
### Report Item 3: Shareholders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Gosnold G. Segars Hartsville, SC, United States</td>
<td>United States</td>
<td>50,213 shares, 7.92%</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Randolph G. Rogers Hartsville, SC, United States</td>
<td>United States</td>
<td>68,720 shares, 10.84%</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Name, City, State, Country (1)</td>
<td>Principal Occupation if other than with Holding Company (2)</td>
<td>Principal Occupation if other than with Holding Company (2)</td>
<td>Title &amp; Position with Holding Company (3)(a)</td>
<td>Title &amp; Position with Subsidiary (Heritage Community Bank) (3)(b)</td>
<td>Title &amp; Position with Other Businesses (3)(c)</td>
</tr>
<tr>
<td>---------------------------------</td>
<td>-------------------------------------------------------------</td>
<td>-------------------------------------------------------------</td>
<td>---------------------------------------------</td>
<td>-------------------------------------------------------------</td>
<td>---------------------------------------------</td>
</tr>
<tr>
<td>Curtis Tyner Hartsville, SC, USA</td>
<td>Banker</td>
<td>Director &amp; President/CEO</td>
<td>none</td>
<td>Chairman</td>
<td>none</td>
</tr>
<tr>
<td>Gosnold Segars Hartsville, SC, USA</td>
<td>Entrepreneur</td>
<td>Chairman</td>
<td>Chairman G. Graham Segars &amp; Son Inc. - Owner</td>
<td>none</td>
<td>7.92%</td>
</tr>
<tr>
<td>Terry M. Hancock Camden, SC, USA</td>
<td>Accountant/CPA</td>
<td>Director</td>
<td>Sheheen Hancock Godwin - CPA/partner</td>
<td>none</td>
<td>1.65%</td>
</tr>
<tr>
<td>Richard Jones Hartsville, SC, USA</td>
<td>Attorney</td>
<td>Director &amp; Secretary</td>
<td>Public Defender, Florence, SC.</td>
<td>none</td>
<td>2.12%</td>
</tr>
<tr>
<td>Woodward H. Morgan III Hartsville, SC, USA</td>
<td>Sole Proprietor</td>
<td>Director</td>
<td>Fox Creek Golf Club - Owner</td>
<td>none</td>
<td>2.93%</td>
</tr>
<tr>
<td>Randolph G Rogers Hartsville, SC, USA</td>
<td>Farmer</td>
<td>Director</td>
<td>Rogers Brother's Farms - Partner</td>
<td>none</td>
<td>10.84%</td>
</tr>
<tr>
<td>Howard Tucker Hartsville, SC, USA</td>
<td>Retired Optometrist</td>
<td>Director</td>
<td>none</td>
<td>none</td>
<td>4.25%</td>
</tr>
<tr>
<td>Stephen Smoak Camden, SC, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Savage Royall &amp; Sheheen Law Firm - Attorney at Law</td>
<td>none</td>
<td>0.32%</td>
</tr>
<tr>
<td>Robert Brown Hartsville, SC, USA</td>
<td>Entrepreneur</td>
<td>Director</td>
<td>Integrated Systems, Inc - CEO</td>
<td>none</td>
<td>3.04%</td>
</tr>
<tr>
<td>Jim Roberts Hartsville, SC, USA</td>
<td>Banker</td>
<td>SVP &amp; CFO</td>
<td>none</td>
<td>none</td>
<td>0.02%</td>
</tr>
</tbody>
</table>
### Regional Bankshares, Inc.

**Common Stock - Insider Stock Activity**

1/1/2017 - 12/31/2017

<table>
<thead>
<tr>
<th>Name</th>
<th>Number of Shares Owned 12/31/2016</th>
<th>Stock Dividend</th>
<th>Stock Purchased</th>
<th>Stock Sold</th>
<th>Warrants Exercised</th>
<th>Options Exercised</th>
<th>Number of Shares Beneficially Owned 12/31/2017</th>
<th>Current % Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) Gosnold G. Segars*</td>
<td>47,063</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>47,063</td>
<td>7.92%</td>
</tr>
<tr>
<td>(2) Curtis A. Tyner</td>
<td>20,555</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>20,555</td>
<td>3.31%</td>
</tr>
<tr>
<td>(3) J. Richard Jones</td>
<td>13,440</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>13,440</td>
<td>2.15%</td>
</tr>
<tr>
<td>(7) Woodward H. Morgan III</td>
<td>17,325</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>17,325</td>
<td>2.93%</td>
</tr>
<tr>
<td>(8) Randolph G. Tucker*</td>
<td>68,720</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>68,720</td>
<td>10.84%</td>
</tr>
<tr>
<td>(9) Howard W. Tucker, Jr.</td>
<td>26,386</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>26,386</td>
<td>4.35%</td>
</tr>
<tr>
<td>(10) Terry Hancock</td>
<td>10,442</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>10,442</td>
<td>1.66%</td>
</tr>
<tr>
<td>(11) Robert Brown</td>
<td>9,644</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>9,644</td>
<td>0.64%</td>
</tr>
<tr>
<td>(12) Steven Smolak</td>
<td>2,030</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,030</td>
<td>0.02%</td>
</tr>
<tr>
<td>Officers</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(21) Todd Buddin</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,008</td>
<td>0.16%</td>
</tr>
<tr>
<td>(22) Darrell Cassidy</td>
<td>621</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>689</td>
<td>0.10%</td>
</tr>
<tr>
<td>(23) Kathy J. Cochrane</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(24) James E. Roberts, II</td>
<td>134</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>134</td>
<td>0.02%</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td>216,970</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>216,970</td>
<td>36.76%</td>
</tr>
</tbody>
</table>

#### Beneficial Ownership of Common Stock Includes:

1. 47,063 shares held individually; 3,150 shares held by Mr. Segars' wife, and 1,000 shares held by Mr. Segars son.
2. 5,148 shares held individually; 15,807 shares held by Mr. Tyner in an IRA at Raymond James; 1,260 shares held jointly by one of Mr. Tyner's sisters, and 2,520 shares held jointly by another of Mr. Tyner's sisters and her husband.
3. 12,600 shares held individually; 840 shares held in an IRA at Raymond James; 1,260 shares held as custodian for his grandchild.
4. 2,784 shares held individually; 13,929 shares held in an IRA at Pershing, LLC. 9,873 held jointly with his wife; and 1,008 shares held by Mr. Tucker's wife.
5. 10,442 shares held individually.
6. 9,644 shares held individually.
7. 134 shares held individually.
8. 1,008 shares held by his father.
9. 631 shares held individually.
10. 134 shares held individually.

#### FR Y-6 Instructions on Reporting Voting Security Holders:

List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the holding company as of the fiscal year end of the holding company. In addition, list each person, entity, or person acting in concert (including families), that holds options, warrants or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities currently held, would equal or exceed 5 percent of any such class of voting securities.

When the shares of the holding company are held by a nominee or in street names, list beneficial owners to the extent information is available.

*Family includes a person's father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, son, daughter, stepson, stepsister, grandparent, grandson, granddaughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person's spouse.*

#### Ownership of Preferred Series A Stock Includes:

1. 630 Preferred shares held by Mr. Segars' daughter.
2. 252 Preferred shares held by Mr. Tyner's wife.
3. 418 Preferred shares held by Mr. Jones' wife.
4. 630 Preferred shares held individually.
5. 420 Preferred shares held individually.
6. 1,271 Preferred shares held in his IRA at Stifel Nicolaus, and 500 shares of Preferred stock held jointly with his wife.
7. 168 Preferred shares held individually.

*Non-voting