

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 24 REC'D

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, **Cyril S. Spiro**

Name of the Holding Company Director and Official

Chairman 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

3/22/16

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 2891006
C.I. _____

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

December 31, 2015

Month / Day / Year

549300R6M632JUWYMU94

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

Reporter's Name, Street, and Mailing Address

Regent Bancorp, Inc.

Legal Title of Holding Company

2205 South University Drive

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

Davie **FL** **33324**

City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Pamela Joy Owens **EVP/CFO**

Name Title

864-678-4735

Area Code / Phone Number / Extension

864-678-4736

Area Code / FAX Number

powens@regentbank.com

E-mail Address

www.regentbank.com

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

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

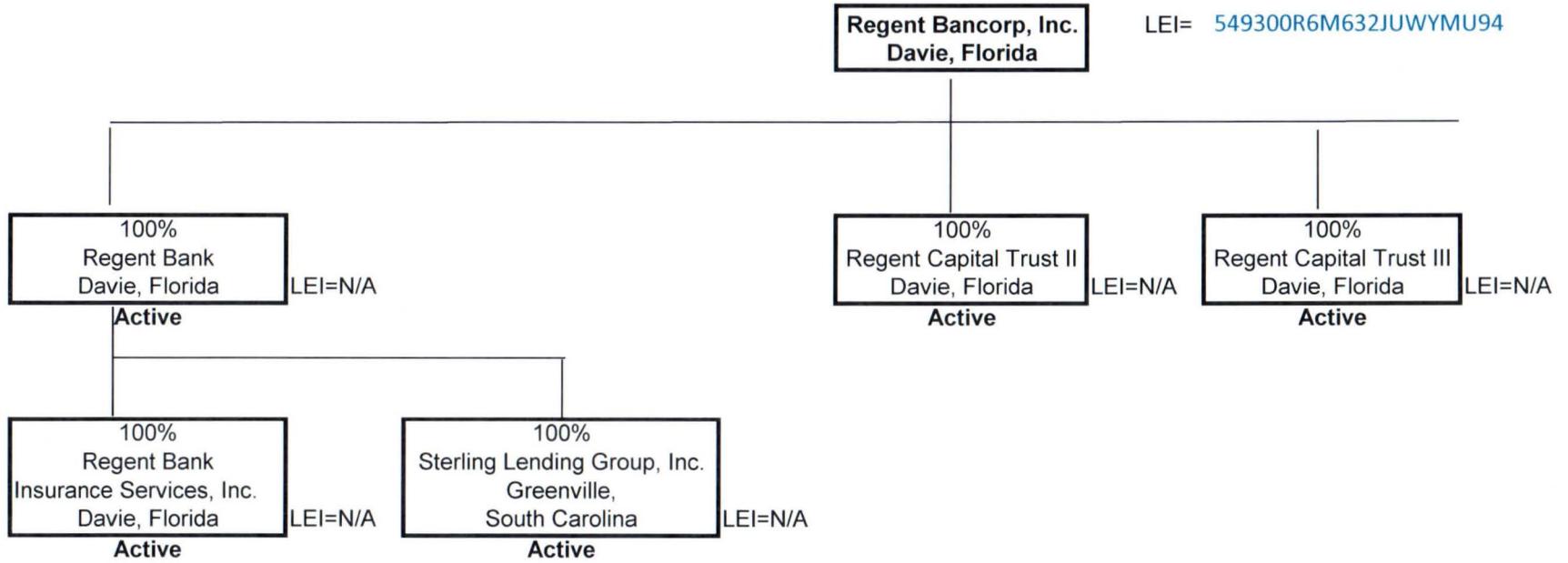
Yes Please identify the report items to which this request applies:

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
Regent Bancorp, Inc.
Davie, Florida
Fiscal Year Ending December 31, 2015



All organizations with the exception of Sterling Lending Group, Inc. are incorporated in the State of FLORIDA

Sterling Lending Group, Inc is incorporated in the State of South Carolina.

Results: A list of branches for your holding company: **REGENT BANCORP, INC. (2891006)** of **DAVIE, FL**.
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

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.

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 this 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 Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* 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*	Comments
OK		Full Service (Head Office)	1008731	REGENT BANK	2205 SOUTH UNIVERSITY DRIVE	DAVIE	FL	33324	BROWARD	UNITED STATES	35789	0	REGENT BANK	1008731	
OK		Full Service	2814135	BOCA RATON BRANCH	568 YAMATO ROAD	BOCA RATON	FL	33431	PALM BEACH	UNITED STATES	260020	2	REGENT BANK	1008731	
OK		Full Service	2596365	FORT LAUDERDALE OFFICE	1100 SOUTHEAST THIRD AVENUE	FORT LAUDERDALE	FL	33316	BROWARD	UNITED STATES	260019	1	REGENT BANK	1008731	
OK		Full Service	3741180	POMPANO BEACH OFFICE	1540 SOUTH FEDERAL HIGHWAY	POMPANO BEACH	FL	33062	BROWARD	UNITED STATES	444998	6	REGENT BANK	1008731	
OK		Full Service	3741153	WEST PALM BEACH OFFICE	1572 PALM BEACH LAKES BLVD, SUITE 6	WEST PALM BEACH	FL	33401	PALM BEACH	UNITED STATES	363095	3	REGENT BANK	1008731	

Handwritten mark

FORM FR Y-6
Regent Bancorp, Inc.
Fiscal Year Ending December 31, 2015

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015	Securities holders 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
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(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Basswood Related Interests New York, NY, USA Basswood Financial Fund, LP Basswood Financial Fund, INC. Basswood Financial Long Only Fund, LP Basswood Opportunity Partners, LP Basswood Opportunity Fund, INC.	USA	441,826 – 10% Common 146,903 37,817 24,660 138,857 93,589	Richard Jacinto II, Roth IRA FCC As Custodian Franklin Lakes, NJ, USA	USA	145,460 – 9% Common (Preferred shares converted to common. Common ownership is 3%)
Ithan Creek Investors USB, LLC Boston, MA, USA	USA	441,826 – 10% Common			
Consector Partners Master Fund, LP New York, NY, USA	USA	381,818 – 9% Common			
Bridge Equities III, LLC Fulton, MD, USA	USA	363,634 – 8% Common			
Joel S. Lawson IV Berwyn, PA, USA	USA	363,636 – 8% Common			

FORM FR Y-6
Regent Bancorp, Inc.
Fiscal Year Ending December 31, 2015

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

(1) Names City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (Includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Cyril S. Spiro Fort Lauderdale, FL USA	Chairman and Chief Executive Officer -- Regent Bank	Chairman and Chief Executive Officer	Chairman and Chief Executive Officer -- Regent Bank	N/A	2%	N/A	N/A
Thomasina Caporella Plantation, FL USA	Owner – University Centre	Director	N/A	Owner, University Centre President and Director, Thomasina Caporella Racing Stables President, Secretary and Treasurer, Falcon Estates	3%	N/A	University Centre 100% Thomasina Caporella Racing Stables 100% Falcon Estates 100%

G. Jean Cerra Pompano Beach, FL USA	(Retired) Dean – School of Human Performance and Leisure Sciences – Barry University	Director	N/A	(Retired) Dean, School of Human Performance and Leisure Sciences, Barry University	Less than 1%	N/A	N/A
John C. Csapo Lighthouse Point, FL USA	Chief Development Officer – The Kolter Group, LLC	Director	N/A	Chief Development Officer, The Kolter Group, LLC	Less than 1%	N/A	N/A
Eric Goldberg Brooklyn, NY USA	Senior Analyst – Basswood Capital Management, LLC	Director	N/A	Senior Analyst, Basswood Capital Management, LLC	None	N/A	N/A
Alfred D. Griffin, Jr. Davie, FL USA	President – Grifs Western, Inc.	Director	N/A	President, Secretary and Director, Grifs Western, Inc. Manager, Rodeo Square, LLC	1%	N/A	Grifs Western Inc. 80% Rodeo Square, LLC 51%
Olin M. Hill, III Boca Raton, FL USA	Vice President – JB Construction & Design, Inc.	Director	N/A	Vice President, JB Construction & Design, Inc. Vice President, JB Interior Group, Inc.	Less than 1%	N/A	JB Construction & Design, Inc. 49% JB Interior Group, Inc. 49%
Andrew Jose Rockville, MD USA	Co-Founder & Managing Partner – FJ Capital Management, LLC	Director	N/A	Co-Founder & Managing Partner, FJ Capital Management, LLC	None	N/A	FJ Capital Management, LLC 19.60%
Joel S. Lawson IV Berwyn, PA USA	Managing Member – Cloister Capital LLC	Director	N/A	Managing Member, Cloister Capital LLC	8%	N/A	Cloister Capital LLC 60%

Irving Rosenbaum Plantation, FL USA	Executive Dean for Administration – Nova Southeastern University	Director	N/A	Executive Dean for Administration, Nova Southeastern University	Less than 1%	N/A	N/A
George D. Town Hollywood, FL USA	Advanced Insurance Underwriters	Director	N/A	Advanced Insurance Underwriters	Less than 1%	N/A	N/A
Barry S. Webber Hallandale Beach, FL USA	Attorney – Hinden, McLean & Arbeiter P.A.	Director	N/A	Attorney, Hinden, McLean & Arbeiter P.A.	Less than 1%	N/A	N/A
Neill LeCorgne Pembroke Pines, FL USA	President and Chief Operating Officer – Regent Bank	Director, President and Chief Operating Officer	President and Chief Operating Officer – Regent Bank Vice President – Sterling Lending Group, Inc.	N/A	Less than 1%	N/A	N/A
Pamela Joy Owens Simpsonville, SC USA	Executive Vice President and Chief Financial Officer – Regent Bank	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer – Regent Bank Vice President and Chief Financial Officer – Sterling Lending Group, Inc.	N/A	Less than 1%	N/A	N/A
James D. Afflerback Coconut Creek, FL USA	Executive Vice President – Operations Regent Bank	Executive Vice President	Executive Vice President – Operations Regent Bank	N/A	Less than 1%	N/A	N/A

Dawn H. Calder Tequesta, FL USA	Executive Vice President – Chief Credit Officer – Regent Bank	Executive Vice President	Executive Vice President – Chief Credit Officer – Regent Bank Vice President – Sterling Lending Group, Inc.	N/A	None	N/A	N/A
Ithan Creek Investors USB, LLC Boston, MA USA	N/A	N/A	N/A	N/A	10%	N/A	N/A
Basswood Related Interests, New York, NY USA	N/A	N/A	N/A	N/A	10%	N/A	N/A