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Board of Governors of the Federal Reserve System

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)); 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, David Lindsey
Name of the Holding Company Director and Official

Treasurer and Director
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

03/17/2014
Date of Signature

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address

Resource Bankshares, Inc.
Legal Title of Holding Company

70533 Highway 21
(Mailing Address of the Holding Company) Street / P.O. Box

Covington	LA	70433
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Linda Hemberger	Assistant Secretary
Name	Title

985-867-4973
Area Code / Phone Number / Extension

985-801-0106
Area Code / FAX Number

lhemberger@BankOnResource.com
E-mail Address

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

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 3136405
C.I.

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, N.W., 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.

Resource Bankshares, Inc.
Legal Title of Subsidiary Holding Company

70533 Highway 21
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Covington | LA | 70433
City | State | Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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City | State | Zip Code

Physical location (if different from mailing address)

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Physical location (if different from mailing address)

Form FR Y-6

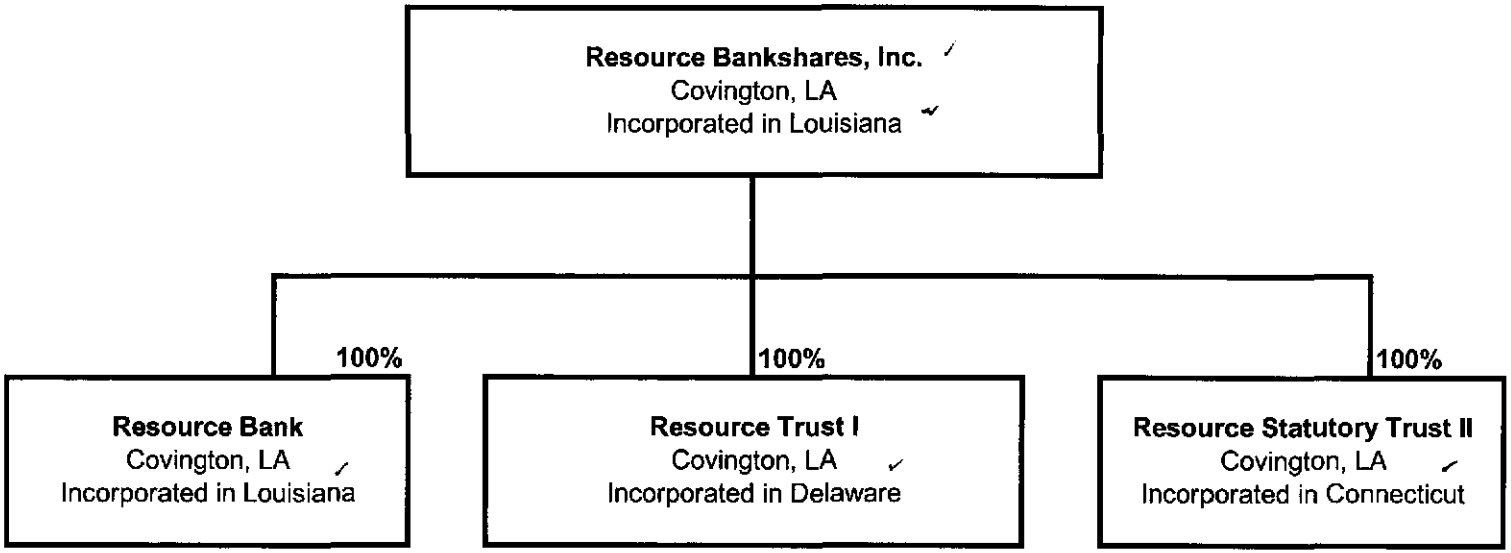
Resource Bankshares, Inc.
Organizational Chart
December 31, 2013

Report Item 1

1: a. The BHC is not required to prepare form 10K with the SEC.
1: b. The BHC does prepare quarterly financial reports for it's shareholders.
Enclosed are two copies of the 4th quarter report for 2013.

Report Item 2

2. Organizational Chart



Results: A list of branches for your depository institution: RESOURCE BANK (ID_RSSD: 2716088).
This depository institution is held by RESOURCE BANKSHARES, INC. (3136405) of COVINGTON, LA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	2716088	RESOURCE BANK	70533 HIGHWAY 21	COVINGTON	LA	70433	ST TAMMANY	UNITED STATES	61651	0	RESOURCE BANK	2716088	
OK		Full Service	2853901	BOGALUSA OFFICE	402 AVENUE B	BOGALUSA	LA	70427	WASHINGTON	UNITED STATES	290816	2	RESOURCE BANK	2716088	
OK		Limited Service	4147873	CHRISTWOOD RETIREMENT CENTER BRANCH	100 CHRISTWOOD BOULEVARD	COVINGTON	LA	70433	ST TAMMANY	UNITED STATES	525920	12	RESOURCE BANK	2716088	
OK		Full Service	2914679	VILLAGE WALK OFFICE	5100 VILLAGE WALK, STE. 102	COVINGTON	LA	70433	ST TAMMANY	UNITED STATES	356735	3	RESOURCE BANK	2716088	
OK		Full Service	2750185	FRANKLINTON BRANCH	950 10TH AVENUE	FRANKLINTON	LA	70438	WASHINGTON	UNITED STATES	290815	1	RESOURCE BANK	2716088	
OK		Limited Service	3743504	HIGHWAY 59 OFFICE	68177 HIGHWAY 59	MANDEVILLE	LA	70471	ST TAMMANY	UNITED STATES	364825	4	RESOURCE BANK	2716088	
OK		Limited Service	3824104	NORTH CAUSEWAY OFFICE	2190 NORTH CAUSEWAY BLVD	MANDEVILLE	LA	70471	ST TAMMANY	UNITED STATES	450654	7	RESOURCE BANK	2716088	
OK		Full Service	3342073	WEST CAUSEWAY OFFICE	1695 WEST CAUSEWAY APPROACH	MANDEVILLE	LA	70471	ST TAMMANY	UNITED STATES	433524	5	RESOURCE BANK	2716088	
OK		Full Service	4291749	METAIRIE BRANCH	321 VETERANS BOULEVARD, SUITE 101	METAIRIE	LA	70005	JEFFERSON	UNITED STATES	531774	13	RESOURCE BANK	2716088	
OK		Full Service	3557569	SLIDELL OFFICE	2283 GAUSE BOULEVARD	SLIDELL	LA	70461	ST TAMMANY	UNITED STATES	456286	9	RESOURCE BANK	2716088	

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Resource Bankshares, Inc.
December 31, 2013

Report Item 3: Shareholders
(1)(a) (1)(b) (1)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13
Enclosed are two copies of the 4th quarter report for 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
CUDD & Co 13-6022143 Newark, NJ, USA Beneficial Owner: Lena Williams Trust (118,650 shares)	USA	118,650 shares - 8.83% Common
Zemurray Foundation New Orleans, LA, USA	USA	118,650 shares - 8.83% Common

Form FR Y-6
Resource Bankshares, Inc.
December 31, 2013

Report Item 3: Shareholders
(2)(a) (2)(b) (2)(c)

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 12-31-13 Enclosed are two copies of the 4th quarter report for 2013.		
(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**

✓ None

Form FR Y-6
Resource Bankshares, Inc.
December 31, 2013

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

Enclosed are two copies of the 4th quarter report for 2013.

(1) Name & Address (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)	(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)
David A. Briggs, Jr. Madisonville, LA, USA	Business Executive	Director	Director (Resource Bank)	Director David Briggs Enterprises, Inc.	2.61%	None	David Briggs Enterprises, Inc. (100%)
				Director Briggs Investments, Inc.			Briggs Investments, Inc. (100%)
				Director Briggs Management, Inc.			Briggs Management, Inc. (100%)
				Partner Daiquiris Chalmette Partnership			Daiquiris Chalmette Partnership (75%)
				Director Briggs of Chalmette, Inc.			Briggs of Chalmette, Inc. (100%)
				Director RPB of Chalmette, Inc.			RPB of Chalmette, Inc. (100%)
				Director Briggs Chalmette Property, Inc.			Briggs Chalmette Property, Inc. (100%)
				Director D.A.B. Interest, Inc			D.A.B. Interest, Inc (100%)
				Director Freeze, Inc.			Freeze, Inc. (66.67%)
				Director Daiquiris Lapalco Partnership			Daiquiris Lapalco Partnership (100%)
				Director Briggs Westbank, Inc.			Briggs Westbank, Inc. (100%)
				Director R. Briggs Enterprises, Inc.			R. Briggs Enterprises, Inc. (100%)
				Partner Daiquiris Carrollton Partnership			Daiquiris Carrollton Partnership (100%)
				Director Clearview Cinema One, Inc.			Clearview Cinema One, Inc. (100%)

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David A. Briggs, Jr. Continued				Partner Daiquiris Avondale Partnership			Daiquiris Avondale Partnership (100%)
				Director Briggs of Avondale, Inc.			Briggs of Avondale, Inc. (100%)
				Director RPB of Avondale, Inc.			RPB of Avondale, Inc. (100%)
				Director Briggs of Terry Parkway, Inc.			Briggs of Terry Parkway, Inc. (100%)
				Partner Daiquiris Chef Menteur Hwy. Partnership			Daiquiris Chef Menteur Hwy. Partnership (100%)
				Director RPB of Chef Menteur Hwy, Inc.			RPB of Chef Menteur Hwy, Inc. (100%)
				Director Briggs of Chef Menteur Hwy., Inc.			Briggs of Chef Menteur Hwy., Inc. (100%)
				Director Daiquiris Riverwalk, Inc.			Daiquiris Riverwalk, Inc. (51%)
				Director Briggs of Oakwood, Inc.			Briggs of Oakwood, Inc. (100%)
				Director Briggs of Jefferson, Inc.			Briggs of Jefferson, Inc. (100%)
				Director Briggs of Belle Chasse, Inc.			Briggs of Belle Chasse, Inc. (100%)
				Director Briggs of Veterans, Inc.			Briggs of Veterans, Inc. (100%)
				General Partner & Limited Partner Daiquiris - Mandeville Limited Partnership			Daiquiris - Mandeville Limited Partnership (78.08%)
				Director Briggs of Mandeville, Inc.			Briggs of Mandeville, Inc. (100%)
				Director Briggs of Marrero, Inc.			Briggs of Marrero, Inc. (100%)
				Director Briggs of Degaulle, Inc.			Briggs of Degaulle, Inc. (100%)

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David A. Briggs, Jr. Continued				Director Briggs of Airline, Inc.			Briggs of Airline, Inc. (100%)
				Director Briggs of Manhattan, Inc.			Briggs of Manhattan, Inc. (100%)
				Director FAT T, Inc.			FAT T, Inc. (100%)
				Partner Fat Tuesday Cocowalk Partnership			Fat Tuesday Cocowalk Partnership (62.74%)
				Director Briggs of Cocowalk, Inc.			Briggs of Cocowalk, Inc. (100%)
				Partner Fat Tuesday Bayside Partnership			Fat Tuesday Bayside Partnership (68.75%)
				Director Briggs of Miami, Inc.			Briggs of Miami, Inc. (100%)
				Director RPB of Bayside, Inc.			RPB of Bayside, Inc. (100%)
				Director Briggs of Myrtle Beach, Inc.			Briggs of Myrtle Beach, Inc. (100%)
				Director Briggs of South Beach, Inc.			Briggs of South Beach, Inc. (100%)
				Director Briggs of Philadelphia, Inc.			Briggs of Philadelphia, Inc. (100%)
				Director IOC I, L.L.C.			IOC I, L.L.C. (45%)
				Director Briggs of Clark County, Inc.			Briggs of Clark County, Inc. (100%)
				Director Briggs of Beach Place, Inc.			Briggs of Beach Place, Inc. (100%)
				Director Briggs of Stratosphere, Inc.			Briggs of Stratosphere, Inc. (100%)
				Director Briggs of Aladdin, Inc			Briggs of Aladdin, Inc (100%)

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David A. Briggs, Jr. Continued				Director RPB Enterprises, Inc			RPB Enterprises, Inc (100%)
				Director Briggs of Cancun, Inc.			Briggs of Cancun, Inc. (100%)
				Member Doublehorn Communications, LLC			Doublehorn Communications, LLC (74%)
				Director Briggs Communications, LLC			Briggs Communications, LLC (100%)
				Director Briggs Causeway, LLC			Briggs Causeway, LLC (100%)
				Director Briggs of Woodmere, Inc.			Briggs of Woodmere, Inc. (100%)
				Director IOC III, LLC			IOC III, LLC (75%)
				Director Briggs of Mandalay, Inc.			Briggs of Mandalay, Inc. (100%)
				Director Briggs Papworth Property, LLC			Briggs Papworth Property, LLC (100%)
				Owner Live Oak Development, LLC			Live Oak Development, LLC (100%)
				Owner Bluewater Enterprises, LLC			Bluewater Enterprises, LLC (100%)
				Member HEP Real Estate Holding, LLC			HEP Real Estate Holding, LLC (50%)
				Owner Briggs Project Management, LLC			Briggs Project Management, LLC (100%)
				Member Briggs Broussard Interest, LLC			Briggs Broussard Interest, LLC (100%)
				Director Briggs Luliing, Inc.			Briggs Luliing, Inc. (100%)
				Director Universal Briggs, LLC			Universal Briggs, LLC (50%)

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David A. Briggs, Jr. Continued				Director Briggs CW, Inc.			Briggs CW, Inc. (100%)
				Member 21 Keys Southwest, LLC			21 Keys Southwest, LLC (25%)
				Member BWB Advisors, LLC			BWB Advisors, LLC (33%)
				Director Briggs of Siegen, Inc.			Briggs of Siegen, Inc. (100%)
				Director Birggs of Flowers, Inc.			Birggs of Flowers, Inc. (100%)
				Director Birrgs of Desert Ridge, Inc.			Birrgs of Desert Ridge, Inc. (100%)
				Director Briggs of St. Louis, Inc.			Briggs of St. Louis, Inc. (100%)
				Member Doublehorn Communications - Platform Services LLC			Doublehorn Communications - Platform Services LLC (74%)
				Owner Briggs Ochsner LLC			Briggs Ochsner LLC (100%)
				Director Briggs of Riverwalk, Inc.			Briggs of Riverwalk, Inc. (100%)
				Director Briggs of LV 3355			Briggs of LV 3355 (100%)
				Member ONC Rebirth, LLC			ONC Rebirth, LLC (100%)
				Member DAB Holdings, LLC			DAB Holdings, LLC (50%)
				Director ONEONCOLOGY, Inc.			ONEONCOLOGY, Inc. (50%)
				Member RX Path Louisiana, LLC			RX Path Lousiana, LLC (50%)

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Michael B. Burris Franklinton, LA , USA	CPA	Director & Secretary	Director & Secretary (Resource Bank)	Owner Michael B. Burris, CPA	3.93%	None	Michael B. Burris, CPA (100%)
				Manager/Director Magee AutoPlex of Franklinton, LLC			Magee AutoPlex of Franklinton, LLC (50%)
				Manager/Director Burris Resource Holdings, LLC			Burris Resource Holdings, LLC (50%)
				Vice President/Director Funds Management, Inc.			Funds Management, Inc. (25%)
				Manager/Director AAA Buy Here Pay Here, LLC			AAA Buy Here Pay Here, LLC (50%)
				Manager/Director Burris Warner Partnership LLC			Burris Warner Partnership LLC (50%)
				Manager/Director Parlay Investment Group, LLC			Parlay Investment Group, LLC (33.33%)
				Manager/Director Premier Funding, LLC			Premier Funding, LLC (50%)
				Manager/Director Bear Land LLC			Bear Land LLC (50%)
				Manager/Director BWW, LLC			BWW, LLC (33.33%)
				Manager/Director Strong Foundations, LLC			Strong Foundations, LLC (25%)
				Manager/Director Direct Wireless, LLC			Direct Wireless, LLC (25%)
				Manager/Director True Light Road Investments, LLC			True Light Road Investments, LLC (25%)
				Manager/Director Magee Auto Realty, LLC			Magee Auto Realty, LLC (33.94%)
				VP/Director Direct Wireless, Inc.			Direct Wireless, Inc. (25%)
Chandler Craig Mandeville, LA, USA	Bank President	Director & President	Director & President (Resource Bank)	None	2.16%	None	None

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Dennis E. Crowe Franklinton, LA, USA	Consumer Finance	Director	Director (Resource Bank)	Member/Manager MageeAutoPlex of Kentwood, LLC	0.34%	None	None
Maura W. Donahue Covington, LA, USA	Business Executive	Director	Director (Resource Bank)	Partner MJJ & B Development, LLC	1.01%	None	MJJ & B Development, LLC (25%)
				Owner J B J Development			J B J Development (33%)
				Owner Northshore IV, LLC			Northshore IV, LLC (25%)
				Partner St. Maarten Unit 1205, LLC			St. Maarten Unit 1205, LLC (40%)
				Partner Indsutrial Development, LLC			Indsutrial Development, LLC (25%)
				Partner Ashland Oaks			Ashland Oaks (25%)
				Owner The GreyFern Company			The GreyFern Company (33%)
				Owner The Donahue Family, LLC			The Donahue Family, LLC (100%)
				Owner The Donahue Family II, LLC			The Donahue Family II, LLC (100%)
				Owner The Donahue Family III, LLC			The Donahue Family III, LLC (100%)
				Owner The Donahue Family IV, LLC			The Donahue Family IV, LLC (100%)
G. Chris Keller Madisonville, LA, USA	CEO	Director, Vice Chairman & CEO	Director, Vice Chairman & CEO (Resource Bank)	None	2.07%	None	None

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Richard F. Knight Covington, LA, USA	Chairman of Board	Director & Chairman of Board	Director & Chairman of Board (Resource Bank)	Member/Manager Knight & Vineyard Properties, LLC Member/Manager Richard F Knight, LLC	1.57%	None	Knight & Vineyard Properties LLC (33.33%) Richard F Knight, LLC (100%)
David D. Lindsey Mandeville, LA, USA	CFO	Director & Treasurer	Director, Treasurer, Chief Administrative Officer, & EVP (Resource Bank)	None	1.94%	None	None
Katherine M. Gibert New Orleans, LA, USA	CPA	Director	Director (Resource Bank)	Member 3G Investments LLC Trustee DVMCC Testamentary Trust	2.43%	None	3G Investments LLC (33.33%) DVMCC Testamentary Trust (33.33%)