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Board of Governors of the Federal Reserve System

MAR 28 2014



Annual Report of Holding Companies **FR Y-6**
FEDERAL RESERVE BANK 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)) 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.

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

December 31, 2013

Month / Day / Year

I, **G. Bradley Sanner**

Reporter's Name, Street, and Mailing Address

Regal Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

11436 Cronhill Drive Unit #1

Title of the Holding Company Director and Official

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

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.

Owings Mills

MD

21771

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Barbara Broczkowski

EVP & CFO

Name

Title

443-334-4718

Area Code / Phone Number / Extension

410-356-9480

Area Code / FAX Number

bbroczkowski@regalbank.com

E-mail Address

Signature of Holding Company Director and Official

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

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 2847870
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

Results: A list of branches for your depository institution: REGAL BANK & TRUST (ID_RSSD: 692478).
 This depository institution is held by REGAL BANCORP, INC. (2847870) of OWINGS MILLS, MD.
 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.

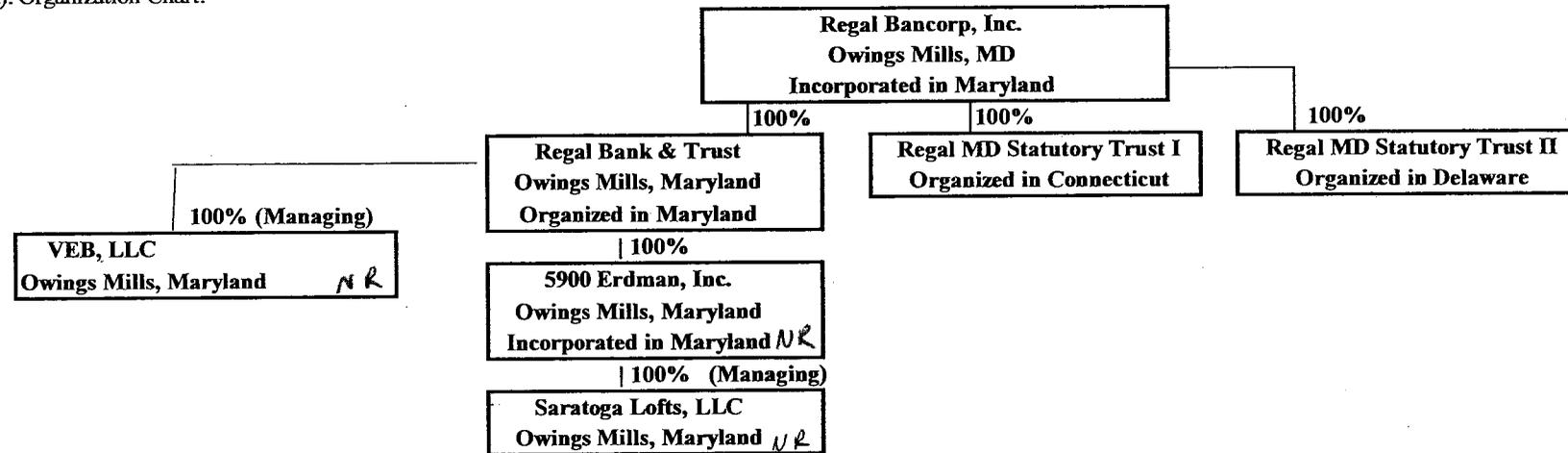
Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	692478	REGAL BANK & TRUST	25 CROSSROADS DRIVE SUITE 10	OWINGS MILLS	MD	21117	BALTIMORE	UNITED STATES	45204	0	REGAL BANK & TRUST	692478	
OK		Full Service	3676639	HUNT VALLEY BRANCH	10620 YORK ROAD	COCKEYSVILLE	MD	21030	BALTIMORE	UNITED STATES	463134	104	REGAL BANK & TRUST	692478	
OK		Full Service	3283699	WESTMINSTER BRANCH	1046 BALTIMORE BLVD	WESTMINSTER	MD	21157	CARROLL	UNITED STATES	365021	103	REGAL BANK & TRUST	692478	

Form FR Y6
Regal Bancorp, Inc.
Owings Mills, Maryland
Fiscal Year Ending December 31, 2013

Report Items

1. The BHC is not required to prepare form 10K with the SEC. The BHC does prepare an annual report for its shareholders. Two originals are enclosed.

2 (a). Organization Chart:



Supplement to Organization Chart:

Companies reportable on the FR Y-10 and thus reportable on the FR Y6 - Not Applicable

Additional companies reportable on the FR Y6 - Not Applicable

Companies not reportable on the FR Y6 Organizations Chart - Not Applicable

5900 Erdman Inc., Saratoga Lofts, LLC, and VEB, LLC were created for the sole purpose of holding OREO properties and not reportable on the FRY-10

- 2 (b). Emailed to rich.fry6@rich.frb.org 2/21/2014

3. See the attached Shareholders with 5% or more.

4. See the attached Principal Officers and Directors spreadsheet.

Report Item 3: Shareholders

1. Current Shareholders with ownership control or holdings of 5% or more with power to vote as of 12/31/13

12/31/2013 Total Outstanding Shares

5%

443,586

22,179

(1_a) Name	(1_a) Name2	(1_a) City State	(1_b) Country	# of Shares	(1_c) Consolidated # of Shares	(1_c) % Owned
Allan D. Housley, Trustee of the Allan D. Housley Revocable Trust	Darlene M. Housley, Trustee	Chestertown, MD	USA	55,601	55,601	12.53%
Robert I. Matz		Denver, CO	USA	23,212		
Stephen R. Matz 12/23/98 Trust f/b/o Katie A. Matz	c/o Robert Matz and Sanford D. Schreiber, Trustees	Denver, CO	USA	553		
Stephen R. Matz 12/23/98 Trust f/b/o Jamie H. Matz	c/o Robert Matz and Sanford D. Schreiber, Trustees	Denver, CO	USA	553		
Robert I. Matz Custodian	For David F. Matz, Minor Unif Gift Min Act	Denver, CO	USA	2,200	26,518	5.98%
Inwin R. Cohen (Deceased)		Reisterstown, MD	USA	42,000	42,000	9.47%
Joan B. Roth		Potomac, MD	USA	28,000	28,000	6.31%
Daniel J. Goldberg	Issued as "Trustee, Daniel John Goldberg Revocable Trust	Arlington, Virginia	USA	51,594	51,594	11.63%
River Oaks Trust		Baltimore, MD	USA	3,150		
River Oaks Trust	c/o Joel Dackman Trustee	Baltimore, MD	USA	20,175		
Joel Dackman Custodian For Melanie H. Dackman Minor		Reisterstown, MD	USA	175	23,500	5.30%
Trust U/W Bernard Dackman DTD 2/1/2006 Joel Dackman, William Dackman, Jay A Dackman, Ilene Alon, Joseph R. Dackman and Matthew Dackman Co-Trustees		Baltimore, MD	USA	98,056	98,056	22.11%
CEDE & Co.		New York, NY	USA	23,097	23,097	5.21%
				348,366	348,366	

2. Shareholders who owned more than 5% during the fiscal year not reported in item 3 (1)

N/A

Person or Entity that held options, warrants or other securities that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5%

N/A

**Regal Bancorp, Inc./Regal Bank and Trust
Principal Officers and Directors**

Report Item 4: Directors and Officers

(1) Name and Address	(2) Principal Occupation (if not with Bank)	(3 a&b) Title @ Bancorp and RB&T	(3 c) Title & position with other company (director, trustee, partner, or exec officer)	Number of Shares Regal Bancorp, Inc Common Stock	(4 a) % of Shares Regal Bancorp, Inc Common Stock	(4 b.) % of Voting Shares In Subsidiaries of Regal Bancorp, Inc	4 (C) 25% Voting in other Company(s)
G. Bradley Sanner Towson, Maryland		President & CEO		6,936	1.56%	None	N/A
Elliot Dackman Baltimore, Maryland	Real Estate Investor	Director/ Chairman of the Board		1,027	0.23%	None	
Albert A. Kishter Baltimore, Maryland	Real Estate Investor President, Crown Realty Developments	Director Chairman of the Board, Emeritus		8,701	1.96%	None	Southgate Shopping Center LLP 33 1/3% Klag Realty LLP 33 1/3 %
Brent Z. Baron Baltimore, Maryland	President, Allstate Leasing	Director Chairman of Audit Committee		490	0.11%	None	N/A
Dr. Sheldon Leibowitz Baltimore, Maryland	Optometrist Private Practice	Director		7,000	1.58%	None	N/A
Robert I. Matz Denver, Colorado	Heavy Equipment Executive/ Leasing/Sales Chairman, M-L Holdings Inc.	Director Chairman Executive Committee		26,518	5.98%	None	M-L Holding 71.1% KRJK Realty 50% Power Land Company LLC 40% Power Land Company LLC II 40% KRJK Realty Delaware LLC 40%
Fred J. Lewis Baltimore, Maryland	Managing member of residential management & lending business	Director		30	0.01%	None	
Jamie H. Gronning Towson, MD		EVP, Chief Lending Officer		0	0.00%	None	N/A
Barbara Broczkowski Reisterstown, Maryland		EVP, CFO		0	0.00%	None	N/A
Thomas Esposito Baltimore, MD		SVP, Senior Credit Officer		0	0.00%	None	N/A
Daniel J. Goldberg issued as "Trustee, Daniel John Goldberg Revocable Trust" Arlington, VA	Retired	Regal Bancorp, Inc. Shareholder		51,594	11.63%	None	
Trust U/W Bernard Dackman DTD Baltimore, Maryland Co-trustees: Joel Dackman William Dackman Jay A. Dackman	Attorney Real Estate Investor No response	Regal Bancorp, Inc. Shareholder Regal Bancorp, Inc. Shareholder Regal Bancorp, Inc. Shareholder	No response	98,056	22.11%	None	N/A N/A No response

**Regal Bancorp, Inc./Regal Bank and Trust
Principal Officers and Directors**

Report Item 4: Directors and Officers

(1) Name and Address	(2)	Principal Occupation (if not with Bank)	(3 a&b) Title @ Bancorp and RB&T	(3 c) Title & position with other company (director, trustee, partner, or exec officer)	Number of Shares Regal Bancorp, Inc Common Stock	(4 a) % of Shares Regal Bancorp, Inc Common Stock	(4 b.) % of Voting Shares In Subsidiaries of Regal Bancorp, Inc	4 (C) 25% Voting in other Company(s)
Ilene Alon Joseph R. Dackman Matthew Dackman	No response No response No response		Regal Bancorp, Inc. Shareholder Regal Bancorp, Inc. Shareholder Regal Bancorp, Inc. Shareholder	No response No response No response				No response No response No response
Allan Housley (deceased) Chestertown, MD	Retired		Regal Bancorp, Inc. Shareholder		55,601	12.53%	None	