

RESOURCE HOLDINGS, INC.  
Form 10-Q/A  
September 16, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

FORM 10-Q/A  
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2011

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 000-053334

RESOURCE HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

26-2809162  
(I.R.S. Employer Identification No.)

11753 Willard Avenue  
Tustin, CA. 92782  
(Address of principal executive offices)  
(714) 832-3249  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, during the preceding 12 months (or such shorter period that the Registrant was required to file such report(s)), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Accelerated filer

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Large accelerated filer

Non-accelerated filer

Smaller reporting

company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

There were 28,425,947 shares of common stock, \$0.001 par value, issued and outstanding as of August 17, 2011.

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EXPLANATORY NOTE

Resource Holdings, Inc. is filing this Amendment No. 1 (the “Amendment No. 1”) to its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2011, which was originally filed on August 19, 2011 (the “Original Filing”) for the sole purpose of furnishing Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language). As required by Rule 405(a)(2)(ii) of Regulation ST, Exhibit 101 was required to be furnished by amendment within 30 days of the due date of the Original Filing.

No other changes have been made to the Original Filing. This Amendment No.1 does not reflect events that may have occurred subsequent to the Original Filing date, and does not modify or update in any way disclosures made in the Form 10-Q for the fiscal quarter ended June 30, 2011.

Pursuant to Rule 406T of Regulation S-T, the interactive data files contained in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Item 6. Exhibits

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Resource Holdings, Inc.

September 15, 2011

By: /s/ Michael B. Campbell  
Michael B. Campbell, Chief Executive Officer  
(Principal Executive Officer)

September 15, 2011

By: /s/ Dean S. Skupen  
Dean S. Skupen, Chief Financial Officer  
(Principal Financial Officer and Principal Accounting  
Officer)

## EXHIBIT INDEX

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 10.1           | First Amendment and Restatement to Loan Agreement between RHI Mineracao Ltda. and Reginaldo Luiz De Almeida Ferreira-ME, dated August 4, 2011 (English Translation).*    |
| 10.2           | First Amendment and Restatement to Lease Agreement, between RHI Mineracao Ltda. and Reginaldo Luiz De Almeida Ferreira-ME, dated August 4, 2011 (English Translation). * |
| 31.1           | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*   |
| 31.2           | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*   |
| 32.1           | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).*  |
| 32.2           | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).*  |
| 101.INS        | XBRL Instance Document.**  |
| 101.SCH        | XBRL Taxonomy Extension Schema Document. **  |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document. **  |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document. **   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document. **  |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document. **   |

\*These exhibits were previously filed with our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, filed with the Securities and Exchange Commission on August 19, 2011.

\*\*XBRL (eXtensible Business Reporting Language) interactive data files are furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under those sections.