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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.

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 P. Feaster

Name of the Holding Company Director and Official
President/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

2/18/14
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 3466081
C.I.

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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Cornerstone Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 55699

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

St. Petersburg FL 33732-5699

City State Zip Code

6300 4th Street North, St. Petersburg, FL 33702

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Nancy Crane Vice-President/Controller

Name Title

727-563-1234

Area Code / Phone Number / Extension

727-563-1228

Area Code / FAX Number

ncrane@cornerstonebankfl.com

E-mail Address

cornerstonebankfl.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
Cornerstone Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Report Item 1:

An annual report was not prepared.

Form FR Y-6
Report Item # 2
Cornerstone Bancorp, Inc.
Saint Petersburg, FL
Fiscal Year Ending December 31st 2013

Cornerstone Bancorp, Inc.
6300 4th Street North
St. Petersburg, FL 33702
Incorporated In Florida

100% ——— 100%

Cornerstone Community
Bank
6300 4th Street North
St. Petersburg, FL 33702
Incorporated In Florida

Cornerstone Bancorp
Statutory Trust I
6300 4th Street North
St. Petersburg, FL 33702
Incorporated In Florida

Form FR Y-6
Cornerstone Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Report Item 2 (b):

Item submitted early via e-mail on January 30, 2014.

JAN 30 2014

Results: A list of branches for your holding company: CORNERSTONE BANKCORP, INC. (3466081) of SAINT PETERSBURG, FL. 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)	2791076	CORNERSTONE COMMUNITY BANK	6300 4TH STREET NORTH	SAINT PETERSBURG	FL	33702	PINELLAS	UNITED STATES	62122	0	CORNERSTONE COMMUNITY BANK	2791076	
OK		Full Service	3742374	EASTBAY OFFICE	3320 EAST BAY DRIVE	LARGO	FL	33771	PINELLAS	UNITED STATES	455374	7	CORNERSTONE COMMUNITY BANK	2791076	
OK		Full Service	2591379	LARGO OFFICE	12933 WALSHAM ROAD	LARGO	FL	33774	PINELLAS	UNITED STATES	287948	3	CORNERSTONE COMMUNITY BANK	2791076	
OK		Full Service	3742338	CENTRAL AVENUE OFFICE	6600 CENTRAL AVENUE	SAINT PETERSBURG	FL	33707	PINELLAS	UNITED STATES	360427	1	CORNERSTONE COMMUNITY BANK	2791076	
OK		Full Service	3742347	NORTHWEST OFFICE	5800 18TH AVENUE NORTH	SAINT PETERSBURG	FL	33710	PINELLAS	UNITED STATES	428143	4	CORNERSTONE COMMUNITY BANK	2791076	
OK		Full Service	3742310	SEMINOLE OFFICE	7800 SEMINOLE BLVD	SEMINOLE	FL	33772	PINELLAS	UNITED STATES	366319	2	CORNERSTONE COMMUNITY BANK	2791076	

Form FR Y-6
Cornerstone Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders

(1)(a)(b)(c) (2)

Current Shareholders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12/31/2013

(1)(a) Name & Address	1(b) Country of Citizenship	1(c) Number & Percentage Of Each Class of Voting Securities
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Victoria M. Fulmer Maryville, TN	US	106,422 – 6.17% Common Stock
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(2) Not Applicable

Form FR Y-6
 Cornerstone Bancorp, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Names & Address	Principal Occupation, if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiary (name of subsidiary)	Title & Position with Other Business (Name of Business)	% of Voting Shares in Bank Holding Company	% of Voting Shares in Subsidiaries	Other companies where holdings are more than 25% of voting securities
Dean Kucera Tierra Verde, FL	Insurance	Director	Director (Cornerstone Community Bank)	Credit Guard of Florida, Inc (President)	4.40%	N/A	Credit Guard of Florida, Inc. (100%)
Dean Kucera Tierra Verde, FL				Credit Guard International, Inc. (President)		N/A	Credit Guard International, Inc. (100%)
Dean Kucera Tierra Verde, FL				New Day Financial, Inc. (President)		N/A	New Day Financial, Inc. (100%)
Dean Kucera Tierra Verde, FL				CGF Group (President)		N/A	CGF Group (100%)
Dean Kucera Tierra Verde, FL				Eskild Entertainment, Inc. (President		N/A	Eskild Entertainment, Inc. (100%)
Dean Kucera Tierra Verde, FL				One Progress Plaza, Inc (Mgm Member)		N/A	One Progress Plaza, Inc (100%)
Dean Kucera Tierra Verde, FL				One Progress Plaza II, Inc (Mgm Member)		N/A	One Progress Plaza II, Inc (80%)
Dean Kucera Tierra Verde, FL				JPCD, Inc (President)		N/A	JPCD, Inc (100%)
Dean Kucera Tierra Verde, FL				One Progress Properties (Owner)		N/A	One Progress Plaza Properties (100%)
Ray Smith Tierra Verde, FL				Fencing	Director	Director (Cornerstone Community Bank)	Smith Industries. (President)

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Paul Skipper St. Petersburg Beach, FL	Contractor	Director	Director (Cornerstone Community Bank)	Paul J. Skipper, Inc. (President)	2.27%	N/A	Paul J. Skipper, Inc. (100%)
Paul Skipper St. Petersburg Beach, FL				K-S Investment, Inc. (President)		N/A	K-S Investment, Inc. (50%)
Paul Skipper St. Petersburg Beach, FL				BSC, Inc (President)		N/A	BSC, Inc (50%)
Paul Skipper St. Petersburg Beach, FL				FLA Contractors, Inc. (President)		N/A	FLA Contractors, Inc. (100%)
Paul Skipper St. Petersburg Beach, FL				Wacassasa Investment Corp (President)		N/A	Wacassasa Investment Corp (33%)
Paul Skipper St. Petersburg Beach, FL				Morgan Island Land Trust (Trustee)		N/A	
Paul Skipper St. Petersburg Beach, FL				Florida Keys LLP (Partner)		N/A	Florida Keys LLP (50%)
Paul Skipper St. Petersburg Beach, FL				Seminole Villas, LLP (Partner)		N/A	Seminole Villas, LLP (25%)
Paul Skipper St. Petersburg Beach, FL				Florida Natives Partnership LLP (Partner)		N/A	Florida Natives Partnership LLP (33%)

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Paul Skipper St. Petersburg Beach, FL				Jungle Prada Development Corp (President)		N/A	Jungle Prada Development Corp (50%)
Paul Skipper St. Petersburg Beach, FL				Oak Forest, Inc.		N/A	Oak Forest, Inc. (100%)
Paul Skipper St. Petersburg Beach, FL				Bahama Yacht Sales LLC (Partner)		N/A	Bahama Yacht Sales LLC (50%)
Paul Skipper St. Petersburg Beach, FL				Forest Hills, Inc. (President)		N/A	Forest Hills, Inc. (100%)
Paul Skipper St. Petersburg Beach, FL				Native Development, Inc (President)		N/A	Native Development, Inc. (50%)
Paul Skipper St. Petersburg Beach, FL				Treasure Island Development Corp (President)			Treasure Island Development Corp (50%)
Paul Skipper St. Petersburg Beach, FL				Long Key Properties, Inc. (President)			Long Key Properties, Inc. (50%)
Paul Skipper St. Petersburg Beach, FL				Paradise Island Invest Corp			Paradise Island Invest Corp (33%)
Paul Skipper St. Petersburg Beach, FL				Treasure Cay Condo Dev Corp (Shareholder)			Treasure Cay Condo Dev Corp (33%)

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Kenneth W. Heretick St. Petersburg, FL	Real Estate	Director	Director (Cornerstone Community Bank)	Vector Properties, Inc (President)	3.25%	N/A	Vector Properties, Inc (100%)
Kenneth W. Heretick St. Petersburg, FL				Vector Realty & Mgmt, Inc. (President)		N/A	Vector Realty & Mgmt, Inc. (100%)
Kenneth W. Heretick St. Petersburg, FL				Kennedy Square Investors, LC (President)		N/A	N/A
Kenneth W. Heretick St. Petersburg, FL				High Tide Harrys Inc (Vice President)		N/A	High Tide Harrys Inc (37%)
Kenneth W. Heretick St. Petersburg, FL				Chesapeake Bay Holding Co., Inc. (President)		N/A	Chesapeake Bay Holding, Inc. (50%)
Kenneth W. Heretick St. Petersburg, FL				Gandy Blvd Investors, LLC. (President)		N/A	Gandy Blvd Investors, LLC (50%)
Kenneth W. Heretick St. Petersburg, FL				VPC 3 Partnership (General Partner)		N/A	VPC 3 Partnership (100%)

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Kenneth W. Heretick St. Petersburg, FL				VPCGP Inc (President)		N/A	VPCGP LLP (33.33%)
Kenneth W. Heretick St. Petersburg, FL				GCC Holdings LLC (President)		N/A	N/A
Kenneth W. Heretick St. Petersburg, FL				Valley Forge Properties, LLC (Managing Partner)		N/A	Valley Forge Properties, LLC (33.33%)
Kenneth W. Heretick St. Petersburg, FL				V.P. Windward, LLP (Partner)		N/A	N/A
Kenneth W. Heretick St. Petersburg, FL				Globe Road Properties, LLC (Managing Partner)		N/A	Globe Road Properties, LLC (30%)
Kenneth W. Heretick St. Petersburg, FL				Five Ticks, LLC (Managing Member)		N/A	Five Ticks, LLC (100%)
Kenneth W. Heretick St. Petersburg, FL				334 2nd Avenue South Investors (Partner)			334 2nd Avenue South Investors (35%)

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 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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Douglas M. Williamson Largo, FL	Attorney	Director	Director (Cornerstone Community Bank)	Williamson, Diamond & Caton, P.A. (Partner)	0.85%	N/A	Williamson, Diamond & Caton, P.A. (33.333%)
Douglas M. Williamson Largo, FL				W.D.C. Property Mgmt Inc (Partner)		N/A	W.D.C. Property Mgmt Inc (33.333%)
Victoria Fulmer Maryville, TN	Private Investor	Director	Director (Cornerstone Community Bank)	N/A	6.17%	N/A	N/A
Mary Anne Reilly St. Petersburg, FL	CPA	Director	Director (Cornerstone Community Bank)	Reilly, Fisher & Solomon, PA (Shareholder)	0.59%	N/A	N/A
Karen L. Patterson St. Petersburg, FL	N/A	Sr. Vice-President/CFO	Sr. Vice-President/CFO (Cornerstone Community Bank)	N/A	0.19%		N/A
Norris Counts, St. Petersburg, FL	N/A	Director	Director (Cornerstone Community Bank)	N/A	0.32%		
David P. Feaster, St. Petersburg, FL	N/A	Director and President/CEO	Director and President/CEO (Cornerstone Community Bank)	N/A	1.83%		

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Names & Address	Principal Occupation, if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiary (name of subsidiary)	Title & Position with Other Business (Name of Business)	% of Voting Shares in Bank Holding Company	% of Voting Shares in Subsidiaries	Other companies where holdings are more than 25% of voting securities
Craig Sher, St. Petersburg Beach, FL	Real Estate	Director	Director (Cornerstone Community Bank)	54TH AVENUE DEVELOPMENT PARTNERSHIP 1, LTD. (Partner)	2.58%		N/A
Craig Sher, St. Petersburg Beach, FL				AR-CHS, LLC (Manager/Member)			N/A
Craig Sher, St. Petersburg Beach, FL				BCMRSS INVESTMENTS - WESTBAY, LLC (Managing Member)			N/A
Craig Sher, St. Petersburg Beach, FL				CRAIG H. AND JAN MILLER SHER FAMILY PARTNERSHIP, LTD. (Partner)			CRAIG H. AND JAN MILLER SHER FAMILY PARTNERSHIP, LTD. (50%)
Craig Sher, St. Petersburg Beach, FL				DCR MORTGAGE PARTNERS III, LP* (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				FOURSHER PARTNERSHIP (Partner)			FOURSHER PARTNERSHIP (37.5%)
Craig Sher, St. Petersburg Beach, FL				MCMRSS INVESTMENTS, LLC (Managing Member)			N/A
Craig Sher, St. Petersburg Beach, FL				RABP PARTNERS, LLC (Managing Member)			N/A
Craig Sher, St. Petersburg Beach, FL				RAYMOND JAMES CAPITAL PARTNERS, LP* (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				RCH MORTGAGE FUND IV INVESTORS. LP (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SALON INVESTMENT, LLC (Manager/Member)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER ATLANTA, INC (Director)			N/A

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Craig Sher, St. Petersburg Beach, FL				SEMBLER BROOKHAVEN PARTNERSHIP #1, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				Sembler BtS #4, Inc. (Director)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER BtS PARTNERSHIP #4, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER COMMERCIAL, INC. (Director)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER CREEKSIDE PARTNERSHIP #1, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER E.D.P. PARTNERSHIP # 20, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER E.D.P. PARTNERSHIP # 5, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 2, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 13, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 14, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 16, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 22, LTD. (Partner)			N/A

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Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 32, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 33, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 35, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 36, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 37, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 38, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 4, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 40, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 41, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 42, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 43, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 44, LTD. (Partner)			N/A

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Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 46, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 47, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER FAMILY PARTNERSHIP # 7, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER H.V. PARTNERSHIP # 1, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER OKATIE PARTNERSHIP, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER OKATIE, INC. (Director)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER RDGP, INC. (Director)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER RETAIL II, INC. (Director)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER RETAIL INC. (Director)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER TYRONE GARDENS PARTNERSHIP #1, LTD (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER WINTER GARDEN PARTNERSHIP #1, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				SEMBLER/YBOR, LTD. (Partner)			N/A

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Craig Sher, St. Petersburg Beach, FL				SHER, INVESTMENTS, INC (Director)			SHER INVESTMENTS (100%)
Craig Sher, St. Petersburg Beach, FL				SHERKIDS, INC. (Executive Officer)			SHERKIDS, INC. (100%)
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #1, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #2, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #3, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #4, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #6, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #7, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #8, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FAMILY PARTNERSHIP #9, LTD. (Partner)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR FLORIDA, INC. (Director)			N/A
Craig Sher, St. Petersburg Beach, FL				TSCPR WG PARTNERSHIP #1, LTD. (Partner)			N/A