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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, JOSEPH R. CATTI

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

03/29/2016

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 3547159
 C.I. _____

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

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

FINEMARK HOLDINGS, INC.

Legal Title of Holding Company

12681 CREEKSIDE LN

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

FORT MYERS

FL

33919

City

State

Zip Code

SAME

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

JAMES FRISINGER

VP/CONTROLLER

Name

Title

239-461-5954

Area Code / Phone Number / Extension

239-461-5904

Area Code / FAX Number

JFRISINGER@FINEMARKBANK.COM

E-mail Address

WWW.FINEMARKBANK.COM

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

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

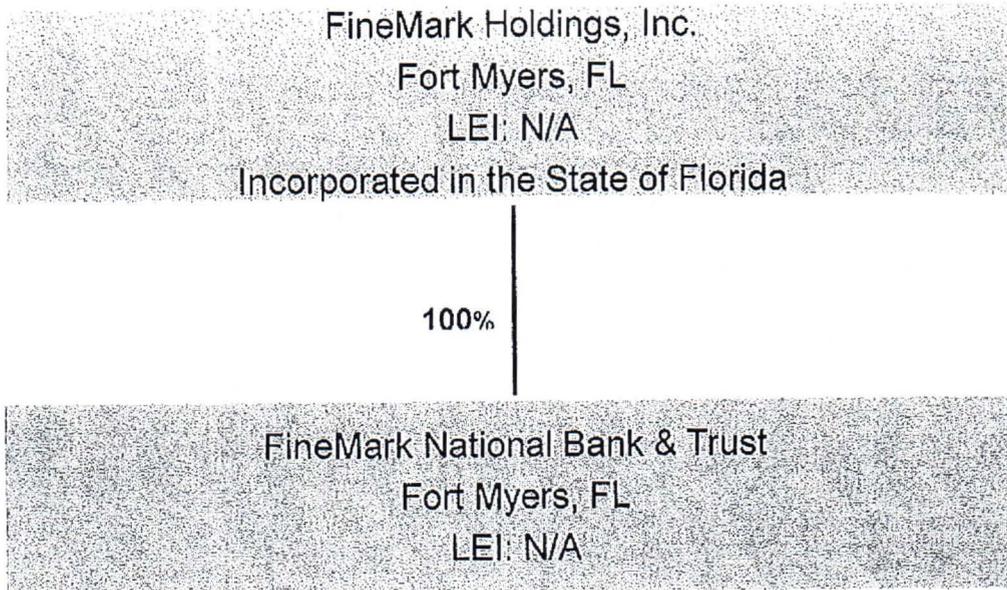
Yes Please identify the report items to which this request applies:

- 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

FineMark Holdings, Inc. Fort Myers, FL
Organizational Chart
12/31/2015

 **REVISED**
5/13/16



Results: A list of branches for your holding company: FINEMARK HOLDINGS, INC. (3547159) of FORT MYERS, 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)	3547131	FINEMARK NATIONAL BANK & TRUST	12681 CREEKSIDE LANE	FORT MYERS	FL	33919	LEE	UNITED STATES	453865	0	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	4848442	DC RANCH BRANCH	20909 NORTH 90TH PLACE	SCOTTSDALE	AZ	85255	MARICOPA	UNITED STATES	Not Required	Not Required	FINEMARK NATIONAL BANK & TRUST	3547131	
					7600 EAST DOUBLETREE RANCH ROAD, SUITE 100										
OK		Full Service	4407885	SCOTTSDALE BRANCH	100	SCOTTSDALE	AZ	85258	MARICOPA	UNITED STATES	532363	4	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	4870742	BONITA BAY BRANCH	26800 SOUTH TAMiami TRAIL, SUITE 100	BONITA SPRINGS	FL	34134	LEE	UNITED STATES	Not Required	Not Required	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	3911572	COCONUT POINT BRANCH	10010 COCONUT ROAD	BONITA SPRINGS	FL	34135	LEE	UNITED STATES	493848	2	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	3959341	SHELL POINT BRANCH	14990 SHELL POINT BLVD	FORT MYERS	FL	33908	LEE	UNITED STATES	493478	1	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	4379919	BENTLEY VILLAGE BRANCH	704 VILLAGE CIRCLE	NAPLES	FL	34110	COLLIER	UNITED STATES	Not Required	Not Required	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Limited Service	4801670	MARBELLA BRANCH	7425 PELICAN BAY BOULEVARD	NAPLES	FL	34108	COLLIER	UNITED STATES	Not Required	Not Required	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	4262356	MOORINGS PARK	120 MOORINGS PARK DRIVE	NAPLES	FL	34105	COLLIER	UNITED STATES	521932	3	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	4594972	NAPLES BRANCH	800 LAUREL OAK DRIVE	NAPLES	FL	34108	COLLIER	UNITED STATES	Not Required	Not Required	FINEMARK NATIONAL BANK & TRUST	3547131	
OK		Full Service	4442381	PALM BEACH BRANCH	340 ROYAL PALM WAY	PALM BEACH	FL	33480	PALM BEACH	UNITED STATES	540760	6	FINEMARK NATIONAL BANK & TRUST	3547131	

OK

Form FR Y-6
 FineMark Holdings, Inc.
 Fiscal Year Ending December 31, 2015

 **REVISED**
 5/13/16

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

(1) (a) Name City, State, Country	(1)(b) Country of Citizenship	(1)(c) Number of Each Class of Voting Securities	(1)(c) Percentage of Each Class of Voting Securities
John Blais, Jr. Fort Myers, FL, USA	Common Stock Options on Common Stock	USA 464,206 82,000	5.25% 0.93%
David Lucas Fort Myers, FL, USA	Common Stock Options to purchase common stock	USA 2,099,378 0	23.76% 0.00%

Securities Holders during Fiscal Year
 Item 3(2)

None

Form FR Y-6
FineMark Holdings, Inc.
Fiscal Year Ending December 31, 2015

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

1	1	1	1	3(a)	3(b)	3(c)	4(a)	4(b)	4(c)
Name	City	State	Country	Title & Position w/ Bank Holding Company	Title with Subsidiary (FineMark National Bank & Trust)	Occupation if other than bank holding company	% owned		Other Companies
Richard Beightol	Bonita Springs	FL	USA	Director	N/A	Consultant for Trustmark Life Insurance Company	0.44%	N/A	RJB Investments, 49%
Edward Beimfohr	Bonita Springs	FL	USA	Director	N/A	Partner of the law firm Windels Marx Lane & Mittendorf LLP	0.56%	N/A	Partner of the law firm Windels Marx Lane & Mittendorf LLP
Aurelia Bell	Fort Myers	FL	USA	Director	Director (FineMark National Bank & Trust)	President Arrowhead Partners, Inc.	0.87%	N/A	Arrowhead Partners (50%)
John Blais, Jr.	Fort Myers	FL	USA	Director & Vice Chairman	N/A	Owner of Blaisco a holding company that owns ten companies	5.25%	N/A	See Attached Exhibit A
Michael Carron, M.D.	Bonita Springs	FL	USA	Director	Director (FineMark National Bank & Trust)	Interventional Radiologist	1.22%	N/A	Radiology Regional Center LL (11%); 805 Del Prado Building
Thomas Case	Fort Myers	FL	USA	Director	Director (FineMark National Bank & Trust)	Chairman the Case Companies	1.28%	N/A	Case Pearlman Holdings, Inc (60%)
Joseph Catti	Fort Myers	FL	USA	Director & President & CEO	Director & President & CEO (FineMark National Bank & Trust)	N/A	1.27%	N/A	None
Brian Eagleston	Fort Myers	FL	USA	Director & Chief Financial Officer	Director & EVP & Chief Financial Officer (FineMark National Bank & Trust)	N/A	0.51%	N/A	ABDE, LLC (50%); GSE, LLC (10%)
Scott Edmonds	Fort Myers	FL	USA	Director	N/A	Retired President & CEO of Chico's FAS, Inc.	0.36%	N/A	Mainline Realty (30%)
Tracey Galloway	Fort Myers	FL	USA	Director	N/A	District Director of Development for Edison College Foundation, Inc.	0.17%	N/A	None
William Horowitz	Fort Myers	FL	USA	Director	Director (FineMark National Bank & Trust)	Attorney and principal of Cummings & Lockwood LLC.	0.93%	N/A	None
Clive Lubner	Fort Myers	FL	USA	Director	N/A	CEO of Robb & Stucky, Inc.	0.21%	N/A	Robb & Stucky Ltd. 20%, Derb Rd Ltd 100%, Lubner Family Ltd 50%, Lubner Kallmeyer Ltc 50%
David Lucas	Fort Myers	FL	USA	Director & Chairman	Director (FineMark National Bank & Trust)	Chairman of the Board, the Bonita Bay Group	23.76%	N/A	See Attached Exhibit B
Vito Manone	Fort Myers	FL	USA	Director	Director (FineMark National Bank & Trust)	President of Manone Investments	1.72%	N/A	Manone Investments, Inc. 100%, Cibola Vista LLC 35%
Alan Reynolds	Naples	FL	USA	Director	N/A	Chairman and CEO of WilsonMiller, Inc.	0.91%	N/A	WilsonMiller, Inc. (11.52%)
Lee Seidler	Sanibel	FL	USA	Director	N/A	Retired professor of Accounting at New York University's Graduate School of Business	0.93%	N/A	None
William Turner	Montclair	NJ	USA	Director	N/A	Former CEO & Chairman of PNC Bank, Dean of the College of Business at Stony Brook University	0.55%	N/A	None
Martin Wasmer	Naples	FL	USA	Director	N/A	CEO Wasmer Schroeder & Co.	1.14%	N/A	Wasmer & Schroeder & Co. 44%; USC Realty 44%

EXHIBIT A

JOHN F. BLAISE, JR.
FINEMARK HOLDINGS 12/31/2015

BUSINESS ENTITY	% INTEREST HELD
3 WAVE OPTICS, LLC	50% Member
4 RONALD RD., LLC	99% Member
19 WYNNEWOOD ROAD, LLC	99% Member
238 ELKHORN, LLC	99% Member
ALTONBLAIS, LLC	99% Member
BLAISCO, LLC	99% Member
BLAISDOCK, LLC	99% Member
BLAISLAKE, LLC	99% Member
CALOOSA PROPERTIES DEVELOPMENT CO., LLC	99% Member
CAST NAVIGATION	85.30% Member
ENDURANCE CAPITAL INSTITUTIONAL PARTNERS 1, LP	81.82% Limited Partner
ENDURANCE CAPITAL, LP	79.14% Limited Partner
ENDURANCE CAPITAL, LLC	2.63% Member
FIRETRACE USA, LLC	59.949% Member
GULF COAST SHORES INVESTMENT CO., LLC	99% Member
HIGHLAND FARM, LLC	90% Member
HIGHLAND FOREST, LLC	99% Member
HOMESTEAD RD., LLC	50% Member
OFC TOOLING, LLC	45% Member
RED REEF, LLC	99% Member
SUNSET VISTA, LLC	99% Member
TACTICAL COMMUNICATIONS GROUP, LLC	58.89% Member
TRINITY ONE, INC	25% Shareholder
WAYSIDE CIRCLE, LLC	99% Member

EXHIBIT B

DAVID LUCAS
FINEMARK HOLDINGS 12/31/2015

BUSINESS ENTITY	TITLE	VOTING SHARE
BBG Services, LLC	Chairman	50.0%
BBP Properties, LLC	Chairman	50.0%
Bonita Bay Group Realty, Inc.	Chairman	50.0%
The Bonita Bay Group Wine Club, LLC	Chairman	50.0%
Bonita Bay Group, Inc.	Chairman	50.0%
Bonita Bay Properties, Inc.	Chairman	50.0%
Bonita Bay Realty, Inc.	Chairman	50.0%
Cape Coral Development Associates, LLC	Chairman	50.0%
Coral Creek Burnt Store, LLC	Chairman	50.0%
F&E, LLC.	Chairman	50.0%
Hendry Conservation Services, LLC	Chairman	50.0%
Land & River, LLC	Chairman	50.0%
Long Bay Partners, LLC	Chairman	50.0%
New Leaf Management, Inc.	Chairman	50.0%
North River Communities, LLC	Chairman	50.0%
North Tamiami, LLC	Chairman	50.0%
RCP Commercial Investments, Inc.	Chairman	50.0%
RCP Services, LLC	Chairman	50.0%
RCP Title Vanture, LLC	Chairman	50.0%
RCP/TE Investment, LLC	Chairman	50.0%
RCP/TE Management, LLC	Chairman	50.0%
RCPAS Properties, LLC	Chairman	50.0%
Resource Conservation Properties, Inc.	Chairman	50.0%
Resource Conservation Systems, LLC	Chairman	50.0%
River Haven Poperties, LLC	Chairman	50.0%
State Road 80 Commercial, LLC	Chairman	50.0%
Sweetwater Landing, LLC	Chairman	50.0%
SWF Properties of Southwest Floirda, Ltd.	Chairman	50.0%
The Club at TwinEagles, LLC	Chairman	50.0%
The Estates at TwinEagles, Ltd.	Chairman	50.0%
Verandah Development, LLC	Chairman	50.0%
Veritas	Chairman	51.0%
Bay Harbour LP	General Partner	44.5%
Harbour Investments, LP	General Partner	44.5%
Peninsula Investments	President	50.0%
David Lucas Master Trust	Beneficiary	100%