

# 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, Karen M. Sharp

Name of the Holding Company Director and Official

Director, President

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

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 3897519

C.I. \_\_\_\_\_

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

December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

First State Bank of the Florida Keys Holding Company

Legal Title of Holding Company

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

P.O. Box 1579

FL

33041

City

State

Zip Code

1201 Simonton St., Key West, FL 33040

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Karen M. Sharp

Director, President

Name

Title

305-293-7101

Area Code / Phone Number / Extension

305-296-8611

Area Code / FAX Number

karens@keysbank.com

E-mail Address

N/A

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:

\* 3(1a,b,c), 4(1), 4(2), 4(3a,b,c), 4(4a,b,c & Attach A) \*

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

\* Partially Granted \* SB

## 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.

N/A

Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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N/A

Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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

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Physical Location (if different from mailing address)

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Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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**FIRST STATE BANK OF THE FLORIDA KEYS HOLDING COMPANY**

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Form FR Y-6  
First State Bank of the Florida Keys Holding Company  
Key West, Florida  
RSSD ID# 3897519  
Fiscal Year Ending December 31, 2014

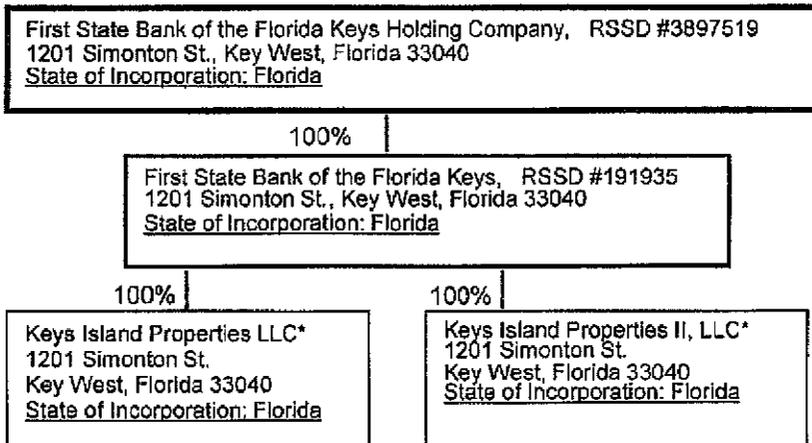
**PUBLIC  
VOLUME**

Form FR Y-6  
**First State Bank of the Florida Keys Holding Company**  
**Key West, Florida**  
**RSSD ID# 3897519**  
**Fiscal Year Ending December 31, 2014**

Report Item

1 The Holding Company does not prepare an annual report for its shareholders.  
 Two copies of the consolidated audited financial statements were sent under separate cover.

2a Organizational Chart



\*Keys Island Properties, LLC and Keys Island Properties II, LLC are reportable on the FR Y-6 but not on the FR Y-10 due to the type of business. They are solely used to hold and sell OREO properties.

2b First State Bank of the Florida Keys Holding Company does not have any branches and utilizes the office space of its subsidiary, First State Bank of the Florida Keys. The subsidiary, First State Bank of the Florida Keys, has the following full service branches. A full listing containing detailed information is attached as a separate document.

<u>Popular Name</u>	<u>Street Address, City, State, Zip (all branches are in the U.S.)</u>	<u>Date Opened</u>
Main Office / Simonton Branch	1201 Simonton St, Key West, FL 33040	10/29/1955
Big Pine Branch	30515 Overseas Highway, Big Pine, FL 33043	4/10/1996
Islamorada Branch	81621 Old State Highway, Islamorada, FL 33036	2/25/2002
Key Largo Branch	97670 Overseas Highway, Key Largo, FL 33037	2/19/1977
Tradewinds Branch	101433 Overseas Highway, Key Largo, FL, 33037	10/1/1997
Boulevard Branch	3406 N. Roosevelt Blvd, Key West, FL 33040	12/2/1991
Old Town Branch	444 Whitehead St, Key West, FL 33040	8/28/2000
Winn Dixie Branch	2778 N. Roosevelt Blvd, Key West, FL 33040	3/21/1991
Marathon Branch	6900 Overseas Highway, Marathon, FL 33050	7/24/2000
Stock Island Branch	5450 MacDonald Ave, Stock Island, FL 33040	4/11/2002
Summerland Key Branch	24794 Overseas Highway, Summerland Key, FL, 33042	7/31/1995

Responsive data for the following items are located in the confidential volume of this report:

3(1) Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/14.

The listing is included as a separate document in the confidential volume.  
 Confidential treatment is being sought for all information provided in this response.

3(2) Securities holders not listed in 3(1) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/14.

No additional securities holders meet this criteria.

4 Insiders

The listing is included as a separate document in the confidential volume.  
 Confidential treatment is being sought for all information provided in this response.

Results: A list of branches for your holding company: FIRST STATE BANK OF THE FLORIDA KEYS HOLDING COMPANY (3897519) of KEY WEST, FL. The data are as of 12/31/2013.

**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 data 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)	191935	FIRST STATE BANK OF THE FLORIDA KEYS	1201 SIMONTON STREET	KEY WEST	FL	33040	MONROE	UNITED STATES	11489	0	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	4106469	BIG PINE BRANCH	30515 OVERSEAS HIGHWAY	BIG PINE KEY	FL	33043	MONROE	UNITED STATES	492696	14	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
CHANGE		Full Service	3118979	ISLAMORADA BRANCH	81621 OLD STATE HIGHWAY (REMOVE: "81")	ISLAMORADA	FL	33036	MONROE	UNITED STATES	363340	12	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	4106478	KEY LARGO BRANCH	97670 OVERSEAS HIGHWAY	KEY LARGO	FL	33037	MONROE	UNITED STATES	241905	2	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	192035	TRADEWINDS BRANCH	101433 OVERSEAS HWY	KEY LARGO	FL	33037	MONROE	UNITED STATES	241911	8	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	868938	BOULEVARD BRANCH	3406 N ROOSEVELT BLVD	KEY WEST	FL	33040	MONROE	UNITED STATES	241906	3	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	4106496	OLD TOWN BRANCH	444 WHITEHEAD STREET	KEY WEST	FL	33040	MONROE	UNITED STATES	358849	9	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	1858186	WINN DIXIE BRANCH	2778 N. ROOSEVELT BLVD	KEY WEST	FL	33040	MONROE	UNITED STATES	241907	4	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	4106487	MARATHON BRANCH	6900 OVERSEAS HIGHWAY	MARATHON	FL	33050	MONROE	UNITED STATES	360597	10	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	3118988	STOCK ISLAND BRANCH	5450 MACDONALD AVE	STOCK ISLAND	FL	33040	MONROE	UNITED STATES	363089	11	FIRST STATE BANK OF THE FLORIDA KEYS	191935	
OK		Full Service	2420899	SUMMERLAND KEY BRANCH	24794 OVERSEAS HIGHWAY	SUMMERLAND KEY	FL	33042	MONROE	UNITED STATES	241908	5	FIRST STATE BANK OF THE FLORIDA KEYS	191935	

Form FR Y-6  
 First State Bank of the Florida Keys Holding Company  
 RSSD ID# 3897519  
 Fiscal Year Ending December 31, 2014

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

(1) Name, 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 direct and indirect Subsidiaries (include names of subsidiaries)	(3)(b) Title & Position with direct and indirect Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4a) Percentage of Voting Shares in Bank Holding Company	(4b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4c) 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)
<b>Principal Securities Holders:</b>								
Luis Cobo, Key West, FL, U.S.	CONFIDENTIAL	Director, Shareholder	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
T. Mark Jones, Key West, FL, U.S.	CONFIDENTIAL	Director, Shareholder	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
EMP, LLC, Boca Raton, FL, U.S.	CONFIDENTIAL	Shareholder	N/A	N/A	N/A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
<b>Directors:</b>								
John Spottswood Jr., Key West, FL, U.S.	CONFIDENTIAL	Chairman, Board of Directors	Chairman, Board of Directors	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Dr. Frank Bervaldi, Key West, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Dennis Bishop, Key West, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	N/A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Jay Herschoff, Islamorada, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	N/A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Markus Jakobson, Boca Raton, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
William Kemp, Key West, FL, U.S.	CONFIDENTIAL	Vice Chairman, Board of Directors	Vice Chairman, Board of Directors	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Dr. Michael Klitenick, Key West, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Randy Moore, Key West, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Michael Morrow, San Antonio, TX	CONFIDENTIAL	Director, Vice President	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Karen Sharp, Summerland Key, FL, U.S.		President, Director	President & CEO, Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Robert Spottswood, Key West, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
William Spottswood, Key West, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Carl Zwerner, Coral Gables, FL, U.S.	CONFIDENTIAL	Director	Director	N/A	See attachment A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
<b>Executive Officers:</b>								
John Spottswood Jr. (listed under Directors)								
Karen Sharp (listed under Directors)								
Michael Morrow (listed under Directors)								
David Kolhagen, Key West, FL, U.S.		Vice President & Treasurer	EVP, CFO	N/A	N/A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL
Doria Goodrich, Key West, FL, U.S.		Corporate Secretary	EVP, Corporate Secretary, Personal Banking Executive	N/A	N/A	CONFIDENTIAL	CONFIDENTIAL	CONFIDENTIAL

\*No Directors or Executive Officers of the Holding Company hold positions in these entities and no shares of stock have been issued for these companies.

Form FR Y-6  
 First State Bank of the Florida Keys Holding Company  
 RSSD ID# 3897519

Fiscal Year Ending December 31, 2014

Report Item 4: Insiders - ATTACHMENT A

Directors:	(3c) Title & Position with Other Businesses (include names of other businesses)	(4c) 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)	
Luis Cobo	Vice President	Ven-A-Care of the Florida Keys	CONFIDENTIAL
	Member	Cobo LLC	
	Member	Cobo Jones Beachside LLC	
	Member	Cobo Jones Santa Maria LLC	
	Member	Cobo Real Estate LLC	
	Member	Casa Alberta LLC	
	Member	Eywair LLC	
	Member	JLC Duval LLC	
	Mgr Member	Cobo Guernsey Street LLC	
	Mgr Member	Cobo Driftwood, LLC	
	Member	Cobo Faro Blanco, LLC	
Dr. Frank Bervaldi	President	Island Tranquility Inc	CONFIDENTIAL
Markus Jakobson	Mnging Member	MAPA, LLC	CONFIDENTIAL
T. Mark Jones	President	Ven-A-Care of the Florida Keys	CONFIDENTIAL
	Member	1106 White St. LLC	
	Member	Terry Mark Jones DBA Jones White St. LLC	
	Member	Jones LLC	
	Member	Cobo Jones Beachside LLC	
	Member	Cobo Jones Santa Maria LLC	
William Kemp	Member	Eywair LLC	
	Member	JLC Duval LLC	
	Mnging Member	Kemp Family Investment LLC	CONFIDENTIAL
	Owner, Pres	Key Haven Gators	
	Owner, Pres	Pinewood Consulting Inc	
	Owner, Pres	Pinewood Materials Corp	
	Owner, Pres	Blue Marlin Motel Inc.	
	Owner, Pres	Hibiscus Motel, Inc.	
	Owner, Mng Member	800 Simonton LLC	
	Mnging Member	Basin Development Co LLC	
Owner, Pres	L'Eagle Air II, Inc.		
Owner	William O. Kemp & Brian Botsford Construction		
President	Truman Hotel, Inc.		
Dr. Michael Klitenick	Surgeon	Larrauri, Klitenick, & Smith	CONFIDENTIAL
	President	Surgery Center of KW LLC	
Randy Moore	Partner	Moore & Spottswood	CONFIDENTIAL
	Member	Key Cove Landings LLC	
	Member	Key Rye West Ranch LLC	
Michael Morrow	President	Mike Morrow Company	CONFIDENTIAL
Karen Sharp	General Partner	Sharp Joint Real Estate	CONFIDENTIAL
		(real estate partnership for rental property)	

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 First State Bank of the Florida Keys Holding Company  
 RSSD ID# 3897519

Fiscal Year Ending December 31, 2014

**Report Item 4: Insiders - ATTACHMENT A -- CONTINUED**

	(3c) Title & Position with Other Businesses (include names of other businesses)	(4c) 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)
Directors:		
John Spottswood		<i>*Ownership through JMS Dynasty Trust u/a/d Oct. 12, 2012 or John M. Spottswood, Jr. Dynasty Trust u/a/d Dec. 28, 2009</i>
	VP/Director	Spottswood Companies, Inc. and its Affiliates* see above CONFIDENTIAL
		Subsidiaries:
	VP/Secretary	Key West Vacation Company (KWVC)
	Secretary	SBX Real Estate LLC
	VP/Sec/Dir	Spottswood Hotels Inc
	VP/Sec/Dir	Spottswood Management Inc
	VP/Treas/Dir	FL Keys Boat Center Inc
	VP/Treas/Dir	Keystar Inc
	VP/Sec/Dir	SMI Air LLC
	VP/Sec/Dir	SH Marathon Inc (SH Marathon Ltd. - SH Marathon Inc. is the General Partner)
	VP/Sec/Dir	SH3 Inc (SH3 Ltd. - SH3 Inc. is the General Partner)
	VP/Sec/Dir	SH5 Inc (SH5 Ltd. - SH5 Inc. is the General Partner)
	Lmtd Partner	Spottswood Partners LTD *see above (SPI is the General Partner)
	Lmtd Partner	Spottswood Partners II LTD *see above (SPI is the General Partner)
	Mnging Partner	Spottswood, Spottswood & Spottswood
	Pres/Dir	Spottswood Partners Inc ("SPI") Subsidiaries:
	Pres/Sec/Dir	Banyan Grove Development Corp
	VP/ Sec	Banyan Grove Residential Development Inc
	Member	Banyan Grove Residences GP LLC (as Managing Co-General Partner of Banyan Grove Residences, Ltd.)
	Pres/Sec/Dir	Coconut Beach Development Corp
	VP/Director	Coconut Beach Management Co
	Pres/Sec/Dir:	SK Land Company
	VP/Sec/Dir	SK II Inc
	Partner	Bluefin Investments
	Stockholder	Physicians Imaging, LLC
	Member	Gulfstream Apartments of Key West, LLC
	Member	Cracker Bone Ranch, LLC
	Mng Mmbr	Key Rye West Ranch LLC

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 First State Bank of the Florida Keys Holding Company  
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Fiscal Year Ending December 31, 2014

**Report Item 4: Insiders - ATTACHMENT A -- CONTINUED**

	(3c) Title & Position with Other Businesses (include names of other businesses)	(4c) 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)
<b>Directors:</b>		
Robert Spottswood		<i>*Ownership through RAS Dynasty Trust u/a/d July 30, 2012 or Robert A. and Elena G. Spottswood Dynasty Trust u/a/d Sept. 30, 2009</i>
	Pres/Director	Spottswood Companies, Inc. and its Affiliates* see above CONFIDENTIAL
		Subsidiaries:
	Pres/Director	Key West Vacation Co (KWVC)
	VP	SBX Real Estate LLC
	Pres/Director	Spottswood Hotels Inc
	Pres/Director	Spottswood Management Inc
	VP/Director	Florida Keys Boat Center Inc
	VP/Director	Keystar Inc
	Pres/Director	SMI Air LLC
	Pres/Director	SH Marathon Inc
		(SH Marathon Ltd. - SH Marathon Inc. is the General Partner)
	Pres/Director	SH3 Inc
		(SH3 Ltd. - SH3 Inc. is the General Partner)
	Pres/Director	SH5 Inc
		(SH5 Ltd. - SH5 Inc. is the General Partner)
	Lmtd Partner	Spottswood Partners LTD *see above
		(SPI is the General Partner)
	Lmtd Partner	Spottswood Partners II LTD *see above
		(SPI is the General Partner)
	Of Counsel	Spottswood, Spottswood & Spottswood
	VP/Director	Spottswood Partners Inc ("SPI")
		Subsidiaries:
	VP/Dir	Banyan Grove Development Corp
	Pres/Director	Banyan Grove Residential Development Inc
	Mng Member	Banyan Grove Residences GP LLC
		(as Managing Co-General Partner of Banyan Grove Residences, Ltd.)
	VP/Director	Coconut Beach Development Corp
	Pres/Director	Coconut Beach Management Co
	VP/Director	SK Land Company
	Pres/Dir	SK II Inc
	Partner	Blue Fin Investments
	Stockholder	Physicians Imaging, LLC
	Director	Vacalia, Inc.

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Fiscal Year Ending December 31, 2014

Report Item 4: Insiders - ATTACHMENT A - - CONTINUED

Directors:	(3c) Title & Position with Other Businesses (include names of other businesses)	(4c) 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)
William Spottswood		<i>*Ownership through WBS Dynasty Trust u/a/d Oct. 17, 2012 or William B. Spottswood Dynasty Trust u/a/d Dec. 29, 2009</i>
	VP/Director	Spottswood Companies, Inc. and its Affiliates* see above
		Subsidiaries:
	VP/Dir/Treas	Key West Vacation Company (KWVC)
	VP	SBX Real Estate LLC
	VP/Treas/Dir	Spottswood Hotels Inc
	VP/Treas/Dir	Spottswood Management Inc
	Pres/Sec/Dir	FL Keys Boat Center Inc
	Pres/Sec/Dir	Keystar Inc
	VP/Treas/Dir	SMI Air LLC
	VP/Treas/Dir	SH Marathon Inc
		(SH Marathon Ltd. - SH Marathon Inc. is the General Partner)
	VP/Treas/Dir	SH3 Inc
		(SH3 Ltd. - SH3 Inc. is the General Partner)
	VP/Treas/Dir	SH5 Inc
		(SH5 Ltd. - SH5 Inc. is the General Partner)
	Lmtd Partner	Spottswood Partners LTD *see above
		(SPI is the General Partner)
	Lmtd Partner	Spottswood Partners II LTD *see above
		(SPI is the General Partner)
	Partner	Spottswood, Spottswood & Spottswood
	VP/Director	Spottswood Partners Inc ("SPI")
		Subsidiaries:
	VP/Treas/Dir	Banyan Grove Development Corp
	VP/Treasurer	Banyan Grove Residential Development Inc
	Member	Banyan Grove Residences GP LLC
		(as Managing Co-General Partner of Banyan Grove Residences, Ltd.)
	VP/Sec/Dir	Coconut Beach Development Corp
	VP/Director	Coconut Beach Management Co
	VP/Treas/Dir	SK Land Company
	VP/Treas/Dir	SK II Inc
	Partner	Bluefin Investment Company
	Stockholder	Physicians Imaging, LLC
Carl Zwerner	Director	International Glass Specialists
		CONFIDENTIAL