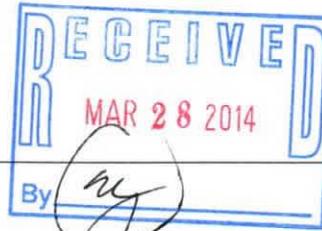


Board of Governors of the Federal Reserve System



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.

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

December 31, 2013

Month / Day / Year

I, **Karen M. Sharp**

Reporter's Name, Street, and Mailing Address

First State Bank of the Florida Keys Holding Company

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director, President

P.O. Box 1579

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.

Key West FL 33041

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 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.

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

Signature of Holding Company Director and Official

03/27/2014

Date of Signature

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

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. _____

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

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.

NA

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

NA

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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

City State Zip Code

Physical location (if different from mailing address)

FIRST STATE BANK OF THE FLORIDA KEYS HOLDING COMPANY

**Form FR Y-6
First State Bank of the Florida Keys Holding Company
Key West, Florida
RSSD ID# 3897519
Fiscal Year Ending December 31, 2013**

**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, 2013

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 12/31/13.

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 12/31/13.

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 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)	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	
OK		Full Service	3118979	ISLAMORADA BRANCH	81621 OLD STATE HIGHWAY	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	1868186	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	