

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

MAR 29 REC'D

## 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, Kelly F. Jones

Name of the Holding Company Director and Official

Secretary & Director of Enterprise Capital Corporation Inc

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.

*Kelly F. Jones*  
3-28-2016

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 1080137  
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

Enterprise Capital Corporation, Inc.

Legal Title of Holding Company

PO BOX 310900

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

Enterprise AL 36331  
City State Zip Code

301 S Edwards Street Enterprise, AL 36331

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Karen N Burnett EVP & CFO Citizens Bank

Name Title

334-347-3411 238

Area Code / Phone Number / Extension

334-393-4820

Area Code / FAX Number

karen@cbenterprise.net

E-mail Address

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

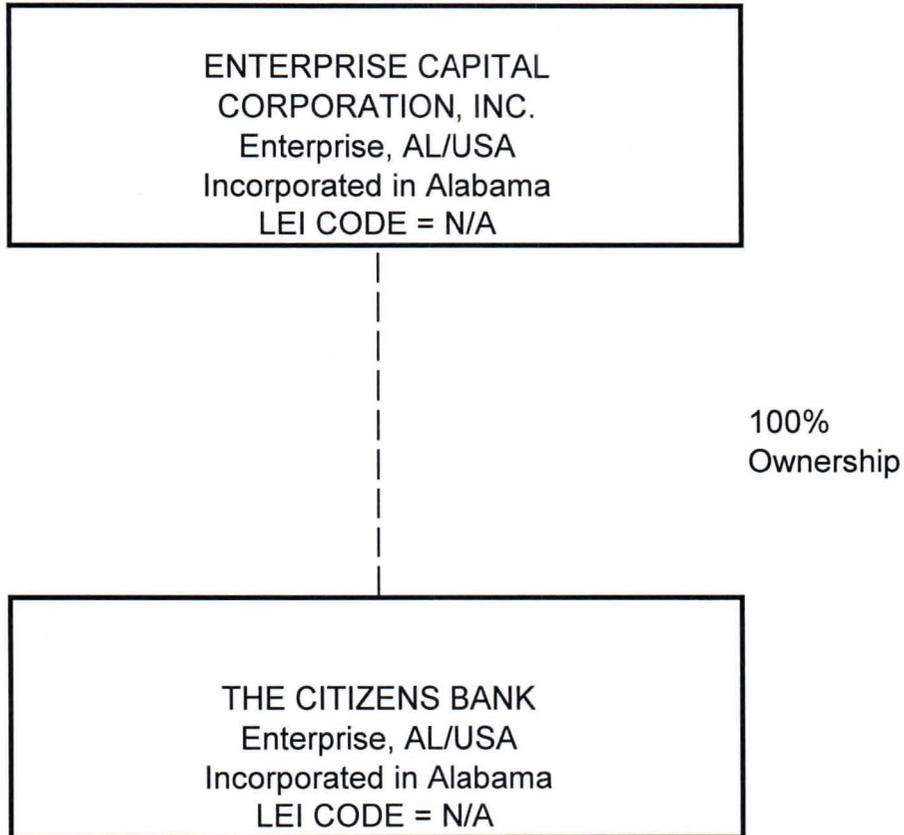
Does the reporter request confidential treatment for any portion of this submission?

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

- 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

ORGANIZATIONAL CHART  
ENTERPRISE CAPITAL CORPORATION, INC.



**Results:** A list of branches for your depository institution: CITIZENS BANK, THE (ID\_RSSD: 374130).  
 This depository institution is held by ENTERPRISE CAPITAL CORPORATION, INC. (1080737) of ENTERPRISE, AL. ✓  
 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)	374130	CITIZENS BANK, THE	301 SOUTH EDWARDS STREET	ENTERPRISE	AL	36330	COFFEE	UNITED STATES	10551	0	CITIZENS BANK, THE	374130	
OK		Full Service	618731	EASTSIDE BRANCH	1905 GLOVER AVENUE (RUCKER BLVD)	ENTERPRISE	AL	36330	COFFEE	UNITED STATES	237959	1	CITIZENS BANK, THE	374130	
ADD ✓	2/1/2016	Full Service		TCB-Coastal Banking	204 S. Section Street	Fairhope	AL	36532	Baldwn	UNITED STATES		2	CITIZENS BANK, THE	374130	Reported 2/11/2016

OK



**ENTERPRISE CAPITAL CORPORATION, INC.**  
**December 31, 2015**

**Report Item 3:        Securities Holders**

(1)					
1.	(a)	William Henry Carr Enterprise, AL, USA	(b)	USA	
			(c)	3,094 Shares	16.38%
2.	(a)	Jerry Newman Carr Statesville, NC, USA	(b)	USA	
			(c)	3,094 Shares	16.38%
3.	(a)	Charles E. Jones Enterprise, AL, USA	(b)	USA	
			(c)	2,871 Shares	15.20%
4.	(a)	James H. Weatherford, Jr. Enterprise, AL, USA	(b)	USA	
			(c)	1,110 Shares	5.88%
5.	(a)	Mary A. Weatherford Enterprise, AL, USA	(b)	USA	
			(c)	1,661 Shares	8.79%
6.	(a)	Mary F. Weatherford Haines Birmingham, AL, USA	(b)	USA	
			(c)	955 Shares	5.06%
7.	(a)	Martha E. Weatherford Williams Enterprise, AL, USA	(b)	USA	
			(c)	955 Shares	5.06%

**ENTERPRISE CAPITAL CORPORATION, INC.**  
**December 31, 2015**

**Report Item 4:        Insiders**

1.     (1) William Henry Carr  
          Enterprise, Alabama / USA
- (2) CPA/Business Owner
- (3) a. N/A  
          b. N/A  
          c. As follows:

Badger Sportswear, Inc.	President
Carr Brothers LLC	Member
Carr Air LLC	Member
Carr America LLC	Member
Carr Diamond LLC/Emmaus Foods	Member
Ozark Striping Co., Inc.	Vice-President
Ozark Striping Management Company LLC	Member
Ozark Safety Services, LLC	Member
Ozark Materials, LLC	Member
Beachcomber by the Sea, Inc.	President
By the Sea Resorts, Inc.	President
Pathway, Inc.	Director
Trailer World Acquisition Company LLC	Member
Linden Ventures LLC	Member
Majestic Timber LLC	Member
CCSB LLC	Member
Crimson Expirations LLC	Member
CSC (NC) LLC	Member
All Metal Acquisitions, LLC	Member
All Metal Building Systems, LLC	Member
Ozark Distribution Services, LLC	Member
CC&J Properties, LLC	Member
Carr & Pugh Properties , LLC	Member
The Citizens Bank	Shareholder
Uphapee Creek, LLC	Member
Village Renaissance @ Mountain Brook	Member
Tide Manufacturing, LLC	Member
Crimson Cattle Company, LLC	Member
Carr Farms, LLC	Member
Carr Properties, LLC	Member
Johnson Farms, Inc.	Member
Carr, Riggs & Ingram, LLC	Managing Member

Ozark Striping Real Estate Inc.	Shareholder
Beaver Dam, Ltd.	Partner
MCGLA Rentals	Partner
Barbour County Land	Partner
CRI-MGM Building LLC	Member
Lumber Lenders LLC	Member
Uphapee Pine Straw, LLC	Member
Carr Lands, LLC	Member
D C Farms	Partner

- (4) a. 16.38%  
b. N/A  
c. As follows:

50.00%	Badger Sportswear, Inc.
50.00%	Carr Brothers LLC
50.00%	Carr Air LLC
50.00%	Carr America LLC
50.00%	Carr Diamond LLC/Emmaus Foods
40.00%	Ozark Striping Co., Inc.
40.00%	Ozark Striping Management Company LLC
40.00%	Ozark Safety Services, LLC
40.00%	Ozark Materials, LLC
33.33%	Beachcomber by the Sea, Inc.
50.00%	By the Sea Resorts, Inc.
50.00%	Pathway, Inc.
25.00%	Trailer World Acquisition Company LLC
25.00%	Linden Ventures LLC
25.00%	Majestic Timber LLC
33.33%	CCSB LLC
50.00%	Crimson Expirations LLC
33.33%	CSC (NC) LLC
25.00%	All Metal Acquisitions, LLC
25.00%	All Metal Building Systems, LLC
40.00%	Ozark Distribution Services, LLC
33.33%	CC&J Properties, LLC
25.00%	Carr & Pugh Properties , LLC
18.00%	The Citizens Bank
25.00%	Uphapee Creek, LLC

50.00%	Village Renaissance @ Mountain Brook
50.00%	Tide Manufacturing, LLC
100.00%	Crimson Cattle Company, LLC
100.00%	Carr Farms, LLC
50.00%	Carr Properties, LLC
50.00%	Johnson Farms, Inc.
10.00%	Carr, Riggs & Ingram, LLC
50.00%	Ozark Striping Real Estate Inc.
4.81%	Beaver Dam, Ltd.
71.22%	MCGLA Rentals
50.00%	Barbour County Land
37.50%	CRI-MGM Building LLC
26.75%	Lumber Lenders LLC
25.00%	Uphapee Pine Straw, LLC
50.00%	Carr Lands, LLC
50.00%	D C Farms

2. (1) Jerry Newman Carr  
Statesville, NC / USA
- (2) Business Owner
- (3) a. N/A
- b. N/A
- c. As follows:

Badger Sportswear, Inc.	President
Carr Brothers LLC	Member
Carr Air LLC	Member
Carr America LLC	Member
Carr Diamond LLC/Emmaus Foods	Member
Carr Girls LLC	Member
Ozark Striping Co., Inc.	Treasurer
Ozark Striping Management Company LLC	Member
Ozark Safety Services, LLC	Member
Ozark Materials, LLC	Member
Beachcomber by the Sea, Inc.	Director
By the Sea Resorts, Inc.	Director
Pathway, Inc.	Director
Trailer World Acquisition Company LLC	Member
Linden Ventures LLC	Member
Majestic Timber LLC	Member
CCSB LLC	Member
Crimson Expirations LLC	Member
CSC (NC) LLC	Member
LGP Holdings LLC	Member
All Metal Acquisitions, LLC	Member
All Metal Building Systems, LLC	Member
Ozark Distribution Services, LLC	Member
CC&J Properties, LLC	Member
Carr & Pugh Properties, LLC	Member
Uphapee Creek, LLC	Member
Village Renaissance @ Mountain Brook	Member
Tide Manufacturing, LLC	Member
Ozark Striping Real Estate Inc.	Shareholder
Barbour County Land	Partner
Lumber Lenders LLC	Member
Uphapee Pine Straw, LLC	Member
Kreekview Holdings, LLC	Member

- (4) a. 16.38%
- b. N/A
- c. As follows:

- 50.00% Badger Sportswear, Inc.
- 50.00% Carr Brothers LLC
- 50.00% Carr Air LLC
- 50.00% Carr America LLC
- 50.00% Carr Diamond LLC/Emmaus Foods
- 2.00% Carr Girls LLC
- 40.00% Ozark Striping Co., Inc.
- 40.00% Ozark Striping Management Company LLC
- 40.00% Ozark Safety Services, LLC
- 40.00% Ozark Materials, LLC
- 33.33% Beachcomber by the Sea, Inc.
- 50.00% By the Sea Resorts, Inc.
- 50.00% Pathway, Inc.
- 25.00% Trailer World Acquisition Company LLC
- 25.00% Linden Ventures LLC
- 25.00% Majestic Timber LLC
- 33.33% CCSB LLC
- 50.00% Crimson Expirations LLC
- 33.33% CSC (NC) LLC
- 26.00% LGP Holdings LLC
- 25.00% All Metal Acquisitions, LLC
- 25.00% All Metal Building Systems, LLC
- 40.00% Ozark Distribution Services, LLC
- 33.33% CC&J Properties, LLC
- 25.00% Carr & Pugh Properties, LLC
- 25.00% Uphapee Creek, LLC
- 50.00% Village Renaissance @ Mountain Brook
- 50.00% Tide Manufacturing, LLC
- 50.00% Ozark Striping Real Estate Inc.
- 50.00% Barbour County Land
- 26.75% Lumber Lenders LLC
- 25.00% Uphapee Pine Straw, LLC
- 26.00% Kreekview Holdings, LLC

3.
  - (1) Charles E. Jones  
Enterprise, Alabama / USA
  - (2) N/A
  - (3)
    - a. Vice President & Director, Enterprise Capital Corporation
    - b. Executive Vice President & Director, The Citizens Bank
    - c. President & Director Sunny South Mobile Villa, Inc.  
Vice President & Director Daleco, Inc.  
President & Director J & K Construction Co., Inc.  
Chairman of the Board Public Building Authority of the  
City of Enterprise, Alabama
  - (4)
    - a. 15.20%
    - b. N/A
    - c. 100.00% Sunny South Mobile Villa, Inc.  
50.00% Daleco, Inc.  
100.00% J & K Construction Co., Inc.
  
4.
  - (1) James H. Weatherford, Jr.  
Enterprise, Alabama / USA
  - (2) Attorney-at-law
  - (3)
    - a. Director Enterprise Capital Corporation
    - b. Director The Citizens Bank  
Member Southeast Land, LLC.  
Partner Weatherford & Williams, LLP  
Shareholder Weatherford Land Company  
Member JD Land, LLC  
Member Triangle Land, LLC
  - (4)
    - a. 5.88%
    - b. N/A  
50.00% Weatherford & Williams, LLP  
100.00% Weatherford Land Company
  
5.
  - (1) Mary E. Weatherford  
Enterprise, Alabama / USA
  - (2) Homemaker
  - (3)
    - a. President, CEO, Chairman&Director-Enterprise Capital Corporation
    - b. Chairman&Director-The Citizens Bank
    - c. Partner Armstrong Farms
  - (4)
    - a. 8.79%
    - b. N/A
    - c. N/A

6. (1) Kelly F. Jones  
Enterprise, AL/USA
- (2) Bank Executive
- (3) a. Secretary & Director – Enterprise Capital Corporation  
b. President/CEO & Director – The Citizens Bank  
c. Board Member- Enterprise Ozark Community College Foundation  
Board Member- Wiregrass Economic Development Authority
- (4) a. .12%  
b. N/A  
c. N/A