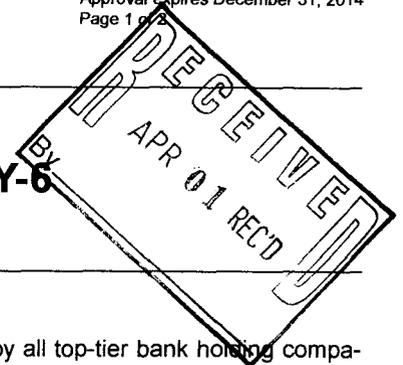


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, Patricia Martin

Reporter's Name, Street, and Mailing Address

Enterprise Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

SVP/CFO

3910 RCA Blvd. Suite 1001

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.

Palm Beach Gardens FL 33410

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 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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Patricia Martin

SVP/CFO

Name

Title

561-776-6524

Area Code / Phone Number / Extension

561-776-6394

Area Code / FAX Number

pmartin@enterprisebankfl.com

E-mail Address

Signature of Holding Company Director and Official

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

03/29/2013

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
[X] will be sent under separate cover -rec
[] is not prepared

For Federal Reserve Bank Use Only
RSSD ID 3606261
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:
[] 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."
[X] No

revised

**Form FR Y-6
Enterprise Bancorp, Inc.
North Palm Beach, FL
Fiscal Year Ending December 31, 2012**

Report Item

1. The bank holding company prepares an annual report for its shareholders.

It is not completed as of this report deadline, but will be forwarded to the Federal Reserve Bank as soon as it is available.

2. Organizational Chart:

Enterprise Bancorp, Inc.
11811 US Highway One, Suite 101
North Palm Beach, Florida
State of Incorporation: Florida

Enterprise Bank of Florida
11811 US Highway One, Suite 101
North Palm Beach, Florida
100% ownership
State of Incorporation: Florida

Enterprise Asset Investments, Inc.
3910 RCA Boulevard, Suite 1001
Palm Beach Gardens, Florida
100% ownership
State of Incorporation: Florida

2b. Domestic Branch Listing:

Attached

Results: A list of branches for your depository institution: ENTERPRISE BANK OF FLORIDA (ID_RSSD: 1444580).
 This depository institution is held by ENTERPRISE BANCORP, INC. (3606261) of NORTH PALM BEACH, FL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/05/2013.

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)	1444580	ENTERPRISE BANK OF FLORIDA	11811 U.S. HIGHWAY ONE	NORTH PALM BEACH	FL	33408	PALM BEACH	UNITED STATES	45831	0	ENTERPRISE BANK OF FLORIDA	1444580	
Ok		Full Service	2866376	INDIANTOWN ROAD BRANCH	185 E. INDIANTOWN ROAD, UNIT 101 & 102	JUPITER	FL	33477	PALM BEACH	UNITED STATES	255977	2	ENTERPRISE BANK OF FLORIDA	1444580	
Ok		Full Service	3881291	PALM BEACH GARDENS BRANCH	8895 NORTH MILITARY TR, SUITE 101 BLDG D	PALM BEACH GARDENS	FL	33410	PALM BEACH	UNITED STATES	492910	3	ENTERPRISE BANK OF FLORIDA	1444580	

Form FR Y-6
Enterprise Bancorp, Inc.
North Palm Beach, FL
Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012

(1)(a) Name & Address	(1)(b) Country of Citizenship	(1)(c) Number & Percentage of Each Class of Voting Securities
Ashare, LLC. Warren B. Mosler, beneficial owner Christiansted, USVI	USA	6,746,992 - 89.0498% Common Stock
Clifford G. Viner Boca Raton, FL	USA	420,600 - 5.5513% Common Stock

(2)(a) Name & Address	(2)(b) Country of Citizenship	(2)(c) Number & Percentage of Each Class of Voting Securities
None		

Form FR Y-6
Enterprise Bancorp, Inc.
North Palm Beach, FL
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1) Name & Address	(2) Principal Occupation (If other than with Bank Holding Co.)	(3)(a) Title & Position With Bank Holding Co.	(3)(b) Title & Position With Subsidiaries	(3)(c) Title & Position With Other Businesses	(4)(a) Percentage of Voting Shares In Bank Holding Co.	(4)(b) Percentage of Voting Shares In Subsidiaries	(4)(c) Other Companies If 25% or more voting Securities are held
Hugh C. Jacobs, Jr. Jupiter, FL	N/A	Director, CEO & President	Director, CEO & President	N/A	None	None	N/A
Patricia B. Martin Fort Pierce, FL	N/A	Chief Financial Officer	Senior Vice President, CFO & COO	N/A	None	None	N/A
Joyce W. Smith Jensen Beach, FL	N/A	Secretary	Secretary Enterprise Bank of Florida	N/A	None	None	N/A
Mark E. Holmes Palm Beach Gardens, FL	Realtor	Director	Director	Realtor Palm Beach Gardens, FL	0.0026%	None	N/A
Richard H. Wilson Jr. Delray Beach, FL	Entrepreneur	Director	Director	Owner - Patrician Capital LLC Delray Beach, FL Owner - W Too LLLP Delray Beach, FL	None	None	Patrician Capital LLC - 35% W Too LLLP - 50%
S. Barrie Godown Jupiter, FL	Certified Public Accountant	Director	Director	Owner - S. Barrie Godown, CPA PA Jupiter, FL Owner - Colgo Enterprises, LLC Jupiter, FL	0.0660%	None	S. Barrie Godown, CPA PA - 100% Colgo Enterprises, LLC - 100%
James E. Davis, Sr. Tequesta, FL	Retired	Director	Director	Retired	0.0026%	None	N/A
Mathieu P. Rosinsky Palm Beach Gardens, FL	Entrepreneur	Director	Director	Owner - 1865 Woolbright Road, LLC Palm Beach Gardens, FL Owner - 3700 34th Street, LLC Palm Beach Gardens, FL Owner - 3450 NL Blvd, LLC Palm Beach Gardens, FL Belmont, Ltd Palm Beach Gardens, FL St. Armands, LLC Palm Beach Gardens, FL	None	None	1865 Woolbright Road, LLC - 100% 3700 34th Street, LLC - 100% 3450 NL Blvd, LLC - 100% Belmont, Ltd - 100% St. Armands, LLC - 100%
Warren B. Mosler St. Croix, USVI	Financial Services	Director, Principal Shareholder	Director	President - Valance Co. St. Croix, USVI Founder & Principal - Illinois Income Investors Boca Raton, FL Founder & Principal - AVM L.P. Boca Raton, FL Chairman - Consulier Engineering Riviera Beach, FL	89.0498%	None	Valance Co. - 100% Valance Investments LLC - 100% III Associates - 100% Calistoga, Inc. - 50% Consulier Engineering - 84% C-6 Products, Inc. - 100% Kingsbury - 40% Manor Limited Partnership - 40% Mosler Cars Inc. - 100% Omnivision Farms, Inc. - 99.9% PSA Partners Limited Partnership - 26% Patient Care Technology System - 75% Praxis Limited Partnership - 50% Team 38, Inc. - 100% Ashare, LLC - 100%