

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, Charles E. Jones

Reporter's Name, Street, and Mailing Address

Enterprise Capital Corporation, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Secretary & Director Enterprise Capital Corporation

PO BOX 310900

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.

Enterprise AL 36331-0900

City State Zip Code

301 S Edwards Street, Enterprise, AL 36330

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Karen N. Burnett Ex VP, 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

*Charles E. Jones*  
Signature of Holding Company Director and Official

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

03/28/2013  
Date of Signature

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

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

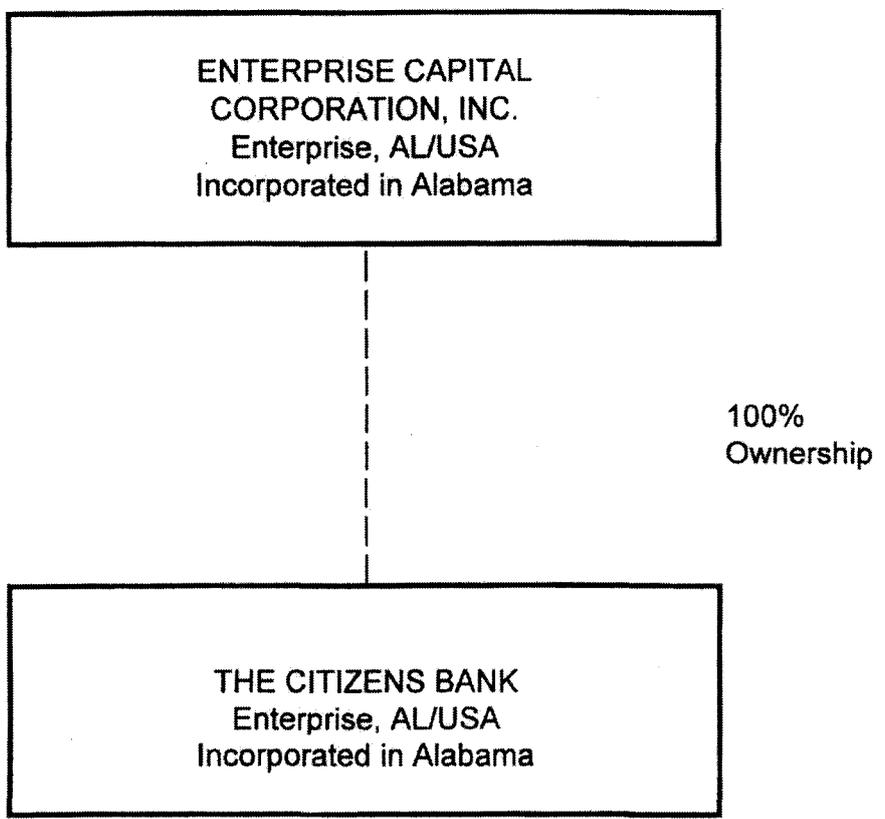
RSSD ID

C.I.

1080737

Revised 9/13<sup>20</sup>

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 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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)	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	

Verification of Listing was E-mailed on 3/22/13  
 to structure.atl@atl.frb.org

## ENTERPRISE CAPITAL CORPORATION, INC.

### Report Item 3: Securities Holders

- (1)
- |    |     |  |     |     |     |                     |
|----|-----|--|-----|-----|-----|---------------------|
| 1. | (a) | Whit Armstrong<br>Enterprise, Alabama / USA            | (b) | USA | (c) | 3,548 Shares 18.78% |
| 2. | (a) | Charles E. Jones<br>Enterprise, Alabama / USA          | (b) | USA | (c) | 2,818 Shares 14.92% |
| 3. | (a) | James H. Weatherford, Jr.<br>Enterprise, Alabama / USA | (b) | USA | (c) | 1,110 Shares 5.88%  |
| 4. | (a) | Mary E. Weatherford<br>Enterprise, Alabama / USA       | (b) | USA | (c) | 1,783 Shares 9.44%  |
| 5. | (a) | Whit Armstrong Jr.<br>Greenwich, CT/ USA               | (b) | USA | (c) | 1,944 Shares 10.29% |
| 6. | (a) | Mary F. Weatherford Haines<br>Birmingham, AL / USA     | (b) | USA | (c) | 955 Shares 5.06%    |
| 7. | (a) | Elizabeth L. Weatherford White<br>Birmingham, AL / USA | (b) | USA | (c) | 955 Shares 5.06%    |
| 8. | (a) | Martha E. Weatherford Williams<br>Enterprise, AL / USA | (b) | USA | (c) | 955 Shares 5.06%    |
- (2) None

## ENTERPRISE CAPITAL CORPORATION, INC.

### Report Item 4: Insiders

1. (1) Whit Armstrong  
Enterprise, Alabama / USA
  - (2) Retired
  - (3) a. Principal Securities Holder - Enterprise Capital Corporation
  - b. N/A
  - c. Director Alabama Power Company  
Director The Enstar Group, Inc.  
Partner Armstrong Farms  
Partner American Sport Fish  
Shareholder AlWhit, Inc.  
Board Member Enterprise-Ozark Community College Foundation  
Board Member E. L. Gibson Foundation  
Chairman Industrial Development Board of The City of Enterprise  
  
Director Applied Research of Alabama  
Board Member Alabama-Florida Council, Boy Scouts of America  
Board Member Enterprise Community Foundation  
Board Member Friends of Fort Rucker
  - (4) a. 18.78%
  - b. N/A
  - c. 25.00% Armstrong Farms  
50.00% Bill Armstrong Partnership  
25.00% American Sport Fish  
50.00% Alwhit, Inc.
- 
- 2.. (1) Charles E. Jones  
Enterprise, Alabama / USA
  - (2) N/A
  - (3) a. Vice President, Secretary & Director, Enterprise Capital Corporation
  - b. Executive Vice President & Director, The Citizens Bank
  - c. President & Director Associates of Enterprise, Inc  
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. 14.92%
  - b. N/A
  - c. 64.00% Associates of Enterprise, Inc.  
100.00% Sunny South Mobile Villa, Inc.

50.00% Daleco, Inc.  
100.00% J & K construction Co., Inc.

3. (1) H. M. Sessions, Sr.  
Enterprise, Alabama / USA
- (2) Chairman of the Board, Sessions Company, Inc.
- (3) a. Director Enterprise Capital Corporation  
b. Director The Citizens Bank  
c. Chairman of the Board Sessions Company, Inc.  
Board Member E. L. Gibson Foundation
- (4) a. 1.70%  
b. N/A  
c. 22.00% Sessions Company, 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  
c. Partner Armstrong Farms  
Shareholder Southeast Title Company, Inc  
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  
c. 50.00% Southeast Title Company, Inc.  
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  
Shareholder Southeast Title Company, Inc
- (4) a. 9.44%  
b. N/A

c. 50.00% Southeast Title Company, Inc.

6.
  - (1) Whit Armstrong, Jr.  
Greenwich, CT / USA
  - (2) Financial Analyst (Hedge Fund)
  - (3) a. Principal Securities Holder Enterprise Capital Corporation  
b. N/A  
c. Partner Armstrong Farms  
Partner Frances Armstrong Partnership
  - (4) a. 10.29%  
b. N/A  
c. 50.00% Frances Armstrong Partnership
7.
  - (1) Kelly F. Jones  
Enterprise, AL / USA
  - (2) N/A
  - (3) a. Director Enterprise Capital Corporation  
b. President, CEO & Director The Citizens Bank  
c. N/A
  - (3) a. .12%  
b. N/A  
c. N/A