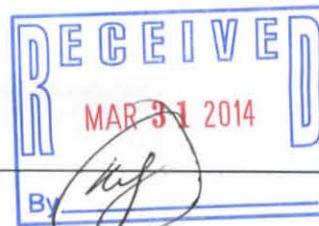


Board of Governors of the Federal Reserve System



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, **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 of 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 36330
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 EVP, CFO, COO

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

3-28-14

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 1080737

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."

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.

N/A

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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

ENTERPRISE CAPITAL CORPORATION, INC.

Report Item 1: Annual report to shareholders

See enclosed statement

Report Item 2a: Organization Chart

See enclosed chart

Report Item 2b: Domestic Branch Listing

Listing was verified and e-mailed to Federal Reserve on 03/19/2014. A copy is attached.

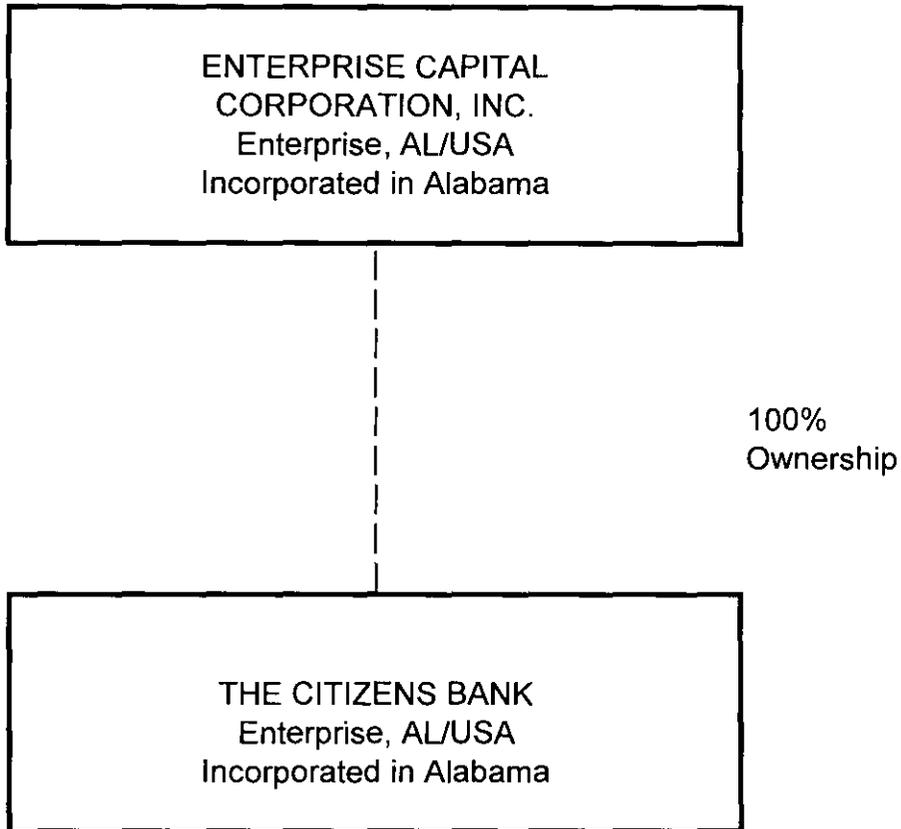
Report Item 3: Securities Holders

See enclosed list

Report Item 4: Insiders

See enclosed list

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 **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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	

ENTERPRISE CAPITAL CORPORATION, INC.

Report Item 3: Securities Holders

(1)					
1.	(a)	William Henry Carr Enterprise, Alabama / USA	(b)	USA	
			(c)	2,940 Shares	15.56%
2.	(a)	Jerry Newman Carr Statesville, NC / USA	(b)	USA	
			(c)	2,940 Shares	15.56%
3.	(a)	Charles E. Jones Enterprise, AL / USA	(b)	USA	
			(c)	2,836 Shares	15.13%
4.	(a)	James H. Weatherford, Jr. Enterprise, Alabama / USA	(b)	USA	
			(c)	1,110 Shares	5.88%
5.	(a)	Mary A. Weatherford Enterprise, Alabama / USA	(b)	USA	
			(c)	1,781 Shares	9.43%
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.

Report Item 4: Insiders

1. (1) William Henry Carr
 Enterprise, Alabama / USA
 (2) N/A
 (3) a. N/A
 b. N/A
 c. Will forward when information is received from Shareholder.

 (4) a. 15.56%
 b. N/A
 c. Will forward when information is received from Shareholder.

2. (1) Jerry Newman Carr
 Statesville, NC / USA
 (2) N/A
 (3) a. N/A
 b. N/A
 c. Will forward when information is received from Shareholder.

 (4) a. 15.56%
 b. N/A
 c. Will forward when information is received from Shareholder.

3. (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 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. 15.13%
 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.

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. 9.43%	
b. N/A	
c. 50.00%	Southeast Title Company, Inc.

6.
 - (1) Kelly F. Jones
Enterprise, AL/USA
 - (2) N/A
 - (3)

a. 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	