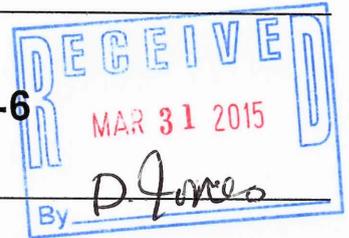


Board of Governors of the Federal Reserve System



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.

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*  
 Signature of Holding Company Director and Official

3/30/2015  
 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 108037  
 C.I. \_\_\_\_\_

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

December 31, 2014

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 CFO, COO, Citizens Bank

Name Title

334-347-3411 238

Area Code / Phone Number / Extension

334-393-4820

Area Code / FAX Number

karen@centerprise.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

## 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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

ORGANIZATIONAL CHART  
ENTERPRISE CAPITAL CORPORATION, INC.

ENTERPRISE CAPITAL  
CORPORATION, INC.  
Enterprise, AL/USA  
Incorporated in Alabama



100%  
Ownership

THE CITIZENS BANK  
Enterprise, AL/USA  
Incorporated in Alabama

**Results:** A list of branches for your holding company: ENTERPRISE CAPITAL CORPORATION, INC. (1080737) of ENTERPRISE, AL. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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	

✓B

**ENTERPRISE CAPITAL CORPORATION, INC.**

December 31, 2014

**Report Item 3: Securities Holders**

(1)					
1.	(a)	William Henry Carr Enterprise, Alabama / USA	(b)	USA	
			(c)	3,043.50Shares	16.11%
2.	(a)	Jerry Newman Carr Statesville, NC / USA	(b)	USA	
			(c)	3,043.50Shares	16.11%
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)	1,661 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, 2014**

**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 Girls 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         |
| LGP Holdings LLC                      | Member         |
| All Metal Acquisitions, LLC           | Member         |
| Elite Metal Works                     | Member         |
| Ozark Distribution Services, LLC      | Member         |
| CC&J, LLC                             | Member         |
| Carr & Pugh, LLC                      | Member         |
| Uphapee Plantation, LLC               | Member         |
| Village Renaissance @ Mountain Brook  | Member         |
| Tide Manufacturing, LLC               | Member         |
| Crimson Cattle, LLC                   | Member         |
| Carr Farms, LLC                       | Member         |
| Carr Properties, LLC                  | Member         |
| Johnson Farms, LLC                    | Member         |
| Carr, Riggs & Ingram, LLC             | ManagingMember |

(4) a. 16.11%

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  
100.00% Carr Girls 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  
26.00% LGP Holdings LLC  
25.00% All Metal Acquisitions, LLC  
25.00% Elite Metal Works  
40.00% Ozark Distribution Services, LLC  
33.33% CC&J, LLC  
25.00% Carr & Pugh, LLC  
25.00% Uphapee Plantation, LLC  
50.00% Village Renaissance @ Mountain Brook  
50.00% Tide Manufacturing, LLC  
100.00% Crimson Cattle, LLC  
100.00% Carr Farms, LLC  
50.00% Carr Properties, LLC  
50.00% Johnson Farms, LLC  
10.00% Carr, Riggs & Ingram, LLC

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 Girls LLC	Member
Carr Diamond LLC/Emmaus Foods	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
Elite Metal Works	Member
Ozark Distribution Services, LLC	Member
CC&J, LLC	Member
Carr & Pugh, LLC	Member
Uphapee Plantation, LLC	Member
Village Renaissance @ Mountain Brook	Member
Tide Manufacturing, LLC	Member

- (4) a. 16.11%
- b. N/A
- c. As follows:

50.00%	Badger Sportswear, Inc.	President
50.00%	Carr Brothers LLC	Member
50.00%	Carr Air LLC	Member
50.00%	Carr America LLC	Member
100.00%	Carr Girls LLC	Member
50.00%	Carr Diamond LLC/Emmaus Foods	Member
40.00%	Ozark Striping Co., Inc.	Treasurer
40.00%	Ozark Striping Management Company LLC	Member
40.00%	Ozark Safety Services, LLC	Member
40.00%	Ozark Materials, LLC	Member
33.33%	Beachcomber by the Sea, Inc.	Director
50.00%	By the Sea Resorts, Inc.	Director
50.00%	Pathway, Inc.	Director
25.00%	Trailer World Acquisition Company LLC	Member
25.00%	Linden Ventures LLC	Member
25.00%	Majestic Timber LLC	Member
33.33%	CCSB LLC	Member
50.00%	Crimson Expirations LLC	Member
33.33%	CSC (NC) LLC	Member
26.00%	LGP Holdings LLC	Member
25.00%	All Metal Acquisitions, LLC	Member
25.00%	Elite Metal Works	Member
40.00%	Ozark Distribution Services, LLC	Member
33.33%	CC&J, LLC	Member
25.00%	Carr & Pugh, LLC	Member
25.00%	Uphapee Plantation, LLC	Member
50.00%	Village Renaissance @ Mountain Brook	Member
50.00%	Tide Manufacturing, LLC	Member

3.
  - (1) Charles E. Jones  
Enterprise, Alabama / USA
  - (2) Retired
  - (3)
    - a. Vice President & Director, Enterprise Capital Corporation
    - b. 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. 8.79%
- b. N/A
- c. 50.00%           Southeast Title Company, Inc.

6.     (1)    Kelly F. Jones  
          Enterprise, AL/USA

       (2)    President/CEO of The Citizens Bank

       (3) a. Director&Secretary – 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