

MAR 31 2014



Annual Report of Holding Companies—FR Y-6 **FRRB RICHMOND**

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, John Hamilton

Reporter's Name, Street, and Mailing Address

City First Enterprises, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

1436 U Street, NW Suite 404

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.

Washington

DC

20009

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:

Bridgett Gagne

CFO

Name

Title

202-745-4485

Area Code / Phone Number / Extension

202-318-3038

Area Code / FAX Number

bgagne@gagneparker.com

E-mail Address

www.cfenterprises.org

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

Signature of Holding Company Director and Official

03/29/2014

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 2697954
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.

CFBANC CORPORATION

Legal Title of Subsidiary Holding Company

1432 U STREET NW

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

WASHINGTON	DC	20009
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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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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Physical location (if different from mailing address)

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

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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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Physical location (if different from mailing address)

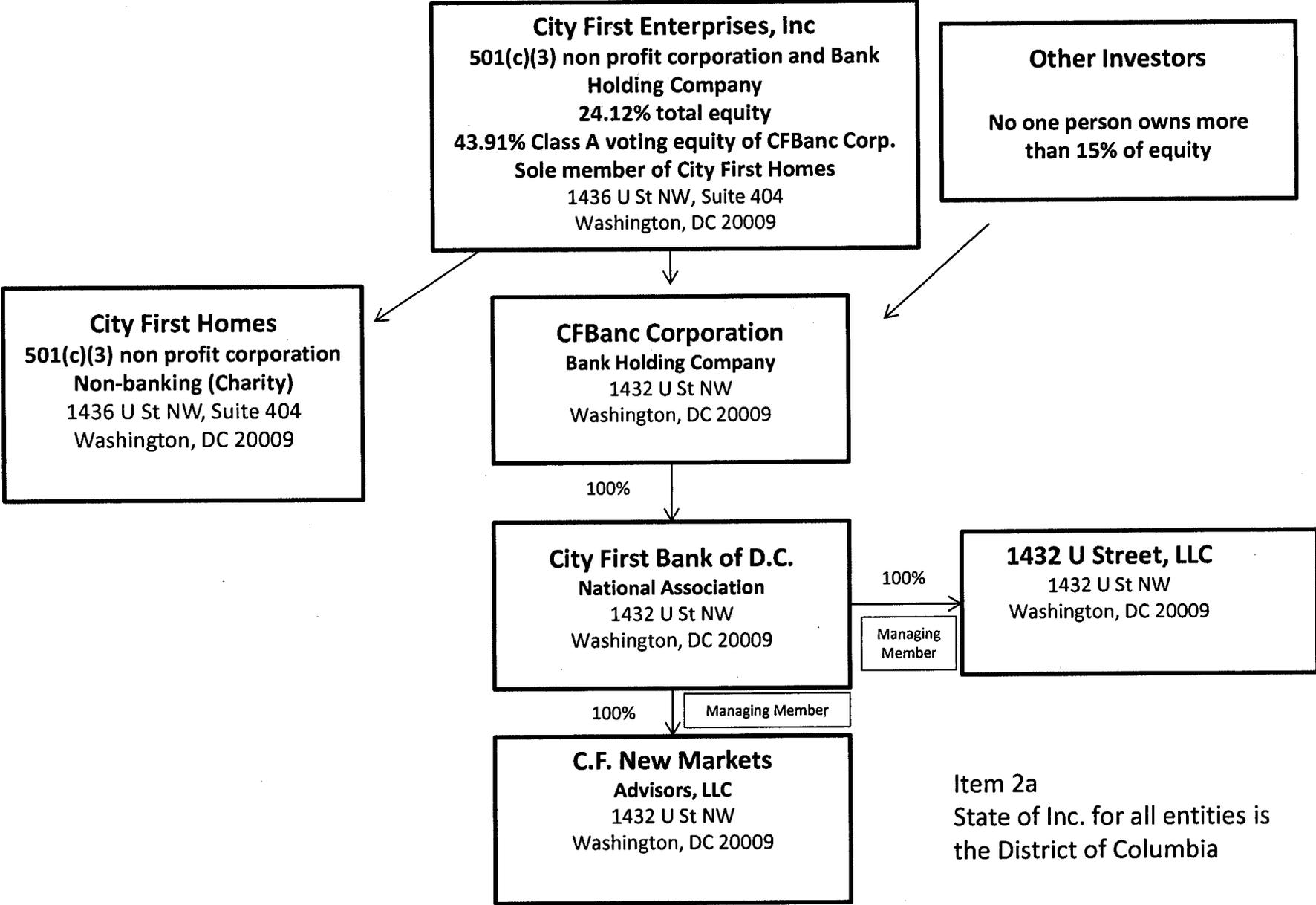
Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
------	-------	----------

Physical location (if different from mailing address)

City First Organizational Structure



Results: A list of branches for your depository institution: CITY FIRST BANK OF D.C., NATIONAL ASSOCIATION (ID_RSSD: 2697963).
 This depository institution is held by CITY FIRST ENTERPRISES, INC. (2697954) of WASHINGTON, DC.
 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	12/31/2013	Full Service (Head Office)	2697963	CITY FIRST BANK OF D.C., NATIONAL ASSOCIATION	1432 U STREET NW	WASHINGTON	DC	20009	DISTRICT OF COLUMBIA	UNITED STATES	57111	0	CITY FIRST BANK OF D.C., NATIONAL ASSOCIATION	2697963	

**Shareholders – City First Enterprises, Inc.
Form FR Y-6
December 31, 2013**

Report Item 3: Shareholders (1)(a) (1)(b) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13			Shareholders not listed I (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class Voting Securities

City First Enterprises, Inc. is a 501(c)(3) non-profit corporation and has no shareholders.

Shareholders – CFBanc Corporation
Form FR Y-6
December 31, 2013

Report Item 3: Shareholders (1)(a) (1)(b) 1(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13			Shareholders not listed I (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class Voting Securities
City First Enterprises, Inc. Washington, DC	USA	43.91% 451,000	None		
Georgetown University Washington, DC	USA	9.66% 99,200	None		
Cooperative Assistance Fund Washington, DC	USA	6.08% 62,500	None		
National Community Investment Fund	USA	8.03% 82,500	None		

City First Enterprises, Incorporated - Form FR Y-6

December 31, 2013

Report Item 4: Insiders (1) (2) (3) (a) (b) (c) and (4) (a) (b) (c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of other businesses)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentages of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names)	(4)(c) List names of other companies (include partnerships) if 25% or more voting securities are held (List names of companies and percentages of voting securities held)
Cantwell F. Muckenfuss, III Chevy Chase, MD – USA	Attorney	Director and Chairman	Director and Chairman – City First Bank of D.C. & CFBanc Corporation	Partner – Gibson, Dunn and Crutcher	None	Less than 1% in CFBanc Corp.	C.F. Muckenfuss, III P.C. – 100%
Hamilton, John Bloomington, IN – USA	Consultant	President	Director – City First Bank of D.C. & CFBanc Corporation	None	None	Less than 1% in CFBanc Corp.	None
Levine, Kimberly Washington, DC – USA	CFO	Director	CFO – City First Bank of D.C.	None	None	None	None
Hall, Aurie Washington, DC	Consultant	Director	None	None	None	None	None
Henriques, Patricia Arlington, VA – USA	Consultant	Director and Treasurer	None	Principal – The Henlee Group	None	None	100%
Bordenave, Jaime Washington, DC – USA	Community Developer	Director	Director – City First Homes	President, The Communities Group	None	None	The Communities Group, Inc. 100% TCG Washington LLC, 100% TCG Technologies, LLC, 80% TCG Development Services, LLC, 78% TCG Development Advisors, LLC, 60% TCG International LLC, 40% Community Consulting India 95%
Bowers, David Washington, DC – USA	Community Development	Director	Director – City First Homes	Director, Enterprise Community Partners, DC Office	None	None	None
Wilkinson, David Washington, DC – USA	None	Secretary and Executive Director	None	None	None	None	None
Minor, Hassan Herndon, VA – USA	VP&Chief Strategy Officer, ret.	Director	Director-CFB	Retired	None	Less than 1% in CFBanc Corp.	None

CFBANC CORPORATION
Form FR Y-6
December 31, 2013

Report Item 4: Insiders (1) (2) (3)(a) (b) (c) and (4) (a) (b) (c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position With Subsidiaries (include names of other businesses)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names)	(4)(c) List names of other companies (includes partnerships) if 25% or more voting securities are held (List names of companies and percentage of voting securities held)
Argrett, Brian E. Washington, DC	Banking	Director, President & CEO	Director- President & CEO -CFB	None	Less than 1%	None	None
Cunningham-Whitfield, Kristi A Washington, DC	Entrepreneur	Director	Director - CFB	Co-Owner, Curbside Cupcakes	Less than 1%	None	50%
Hamilton, John Bloomington, Ind.	Consultant	Director	Director - CFB	President, City First Enterprises	Less than 1%	None	None
Johns, Marie Washington, DC	Consultant	Director	Director – CFB	Founder, L&L Consulting, LLC	Less than 1%	None	None
Jones, Leonade Annapolis, MD	Consultant	Director	Director- CFB	American funds Mutual Funds, Consultant	Less Than 1%	None	None
Kelley, Thomas F. Falls Church, VA	Banking	Director	Director-CFB	Suntrust Bank retired	Less Than 1%	None	None
Longbrake, William A Seattle, WA	Executive in Residence	Director	Director-CFB	Center for Financial Policy, Univ of MD- Professor	Less Than 1%	None	None
McGrady, David Silver Spring, MD	Banking Consultant	Vice Chairman of the Board	Vice Chairman of the Board - CFB	None	Less Than 1%	None	None
McKinless, Kathy Arlington, VA	CPA (retired)	Director	Director – CFB	Senior Advisor of Finance/Administration Archdiocese of Washington	Less Than 1%	None	None

CFBANC CORPORATION
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December 31, 2013

Report Item 4: Insiders (1) (2) (3)(a) (b) (c) and (4) (a) (b) (c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position With Subsidiaries (include names of other businesses)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names)	(4)(c) List names of other companies (includes partnerships) if 25% or more voting securities are held (List names of companies and percentage of voting securities held)
Menkiti, Obiora Washington, DC	Real Estate Development	Director	Director-CFB	CEO – Aroli Group LLC/Menkiti Group	Less Than 1%	None	None
Minor, Hassan Herndon, VA 20170	Senior Vice President-Planning	Director	Director-CFB	Senior Vice President Howard University	Less Than 1%	None	None
Muckenfuss, III, Cantwell F. Washington, DC	Attorney	Chairman of the Board, Director	Director- CFB	Attorney Gibson, Dunn and Crutcher	Less Than 1%	None	C.F. Muckenfuss III, P.C. -100%
Peck, Robert Washington, DC	Consultant	Director	Director – CFB	Regional Director, Gensler	Less Than 1%	None	
Seidman, Ellen Washington, DC	Finance/Asset Mgmt.	Director	Director – CFB	EVP/Sr. Fellow Shore Bank Corporation	Less Than 1%	None	None
Bibbs, Marie Mann Washington, DC	Banking	Exec. Vice President	Exec. Vice President-CFB	None	Less Than 1%	None	None

*CFB – City *First* Bank of DC