

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Brian Argrett  
 Name of the Holding Company Director and Official  
 Chairman of the Board

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.

[Signature]  
 Signature of Holding Company Director and Official  
 07/31/17  
 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 \_\_\_\_\_  
 C.I. \_\_\_\_\_

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

December 31, 2016  
 Month / Day / Year

NA  
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address  
 City First Enterprises, Inc.

Legal Title of Holding Company  
 1436 U Street NW, Suite 404  
 (Mailing Address of the Holding Company) Street / P.O. Box  
 Washington District of Columbia 20009  
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
 Victoria McCormick Chief Financial Officer  
 Name Title

202-745-4485  
 Area Code / Phone Number / Extension  
 202-232-2880  
 Area Code / FAX Number

CFO@cfenterprises.org  
 E-mail Address

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

Is confidential treatment requested for any portion of this report submission?.....  No  Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report.....

2. a letter justifying this request has been provided separately.....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## 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.

CF Banc Corporation  
Legal Title of Subsidiary Holding Company

1432 U Street NW  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Washington                      District of Colum    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

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)

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

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)

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)

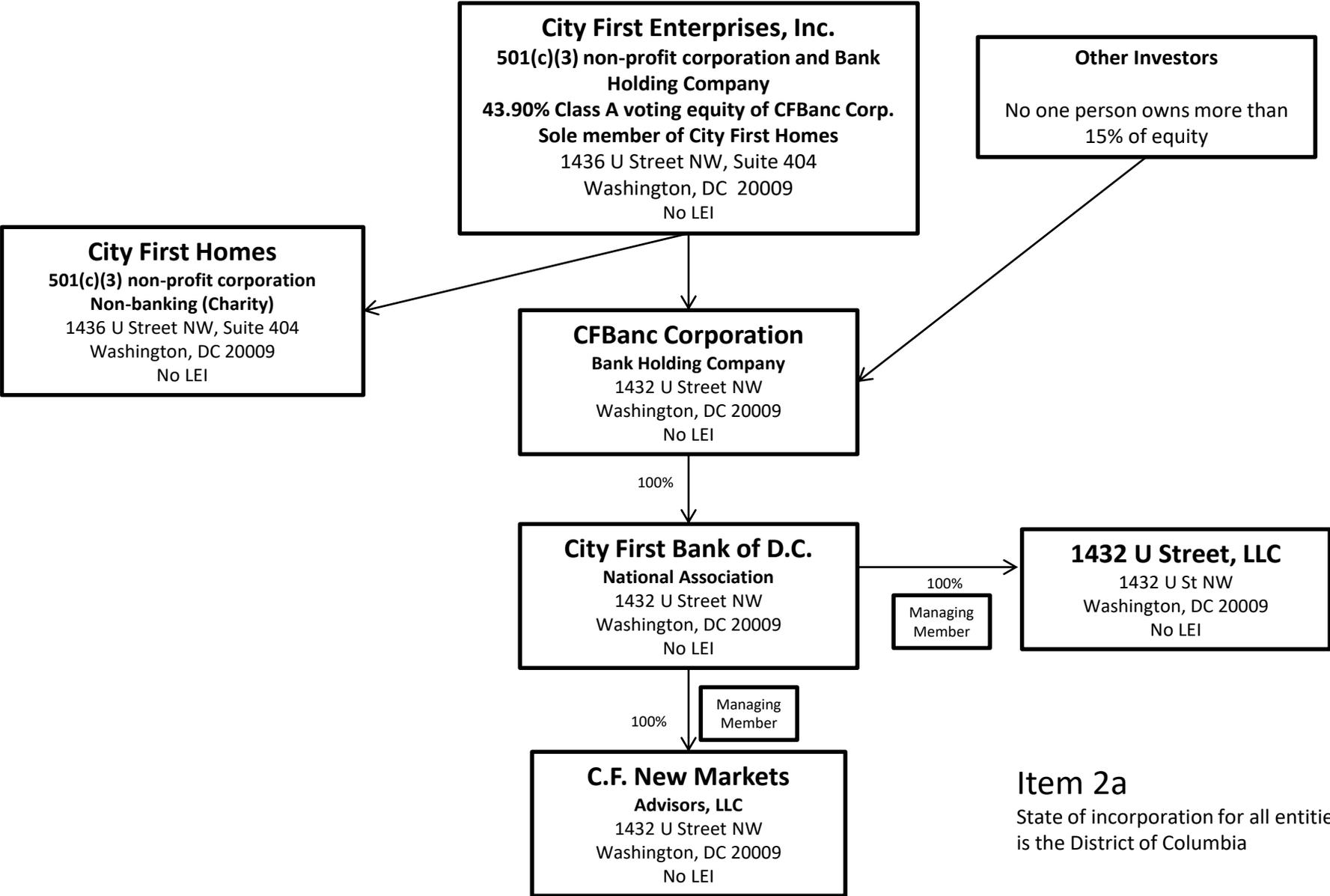
Legal Title of Subsidiary Holding Company

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

City                                      State                      Zip Code

Physical Location (if different from mailing address)

# City First Organizational Structure



**Item 2a**  
State of incorporation for all entities is the District of Columbia

**Results: A list of branches for your holding company: CITY FIRST ENTERPRISES, INC. (2697954) of WASHINGTON, DC.**

The data are as of 03/31/2017. Data reflects information that was received and processed through 04/05/2017.

**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
		Full Service (Head Office)	2697963	CITY FIRST BANK OF D.C., NATIONAL ASSOCIATION	1432 U STREET NW

City	State	Zip Code	County	Country
WASHINGTON	DC	20009	DISTRICT OF COLUMBIA	UNITED STATES

FDIC UNINUM*	Office Number*	Head Office
Not Required	Not Required	CITY FIRST BANK OF D.C., NATIONAL ASSOCIATION

Head Office ID_RSSD*	Comments
2697963	

**Shareholders - City First Enterprises, Inc.**

**Form FR Y-6**

**December 31, 2016**

**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 December 31, 2016	Shareholders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2016
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<b>(1)(a) Name &amp; Address (City, State, Country)</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>	<b>(2)(a) Name &amp; Address (City, State, Country)</b>	<b>(2)(b) Country of Citizenship or Incorporation</b>	<b>(2)(c) Number and Percentage of Each Class Voting Securities</b>
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**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, 2016

### 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 December 31, 2016	Shareholders not listed I (3)(1)(c) that had ownership, control of holdings of 5% or more with power to vote during the fiscal year ending December 31, 2016
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(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	43.90% 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		

**CFBANC CORPORATION**  
**Form FR Y-6**  
**December 31, 2016**

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

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of other businesses)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names)</b>	<b>(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)</b>
City First Enterprises	NA	NA	NA	NA	43.90%	NA	NA
Argrett, Brian E. Washington, DC – USA	Banking	Director	President, CEO and Director, CFB	None	Less than 1%	None	None
McGrady, David Silver Spring, MD – USA	Banking Consultant	Vice Chair and Director	Vice Chair and Director, CFB	President, Convergence Capital Advisors, LLC	Less Than 1%	None	Convergence Capital Advisors, LLC, 100%
Muckenfuss, III, Cantwell F. Chevy Chase, MD – USA	Retired Attorney	Chair and Director	Chair and Director, CFB	Retired Partner - Gibson, Dunn and Crutcher; Member, Senior Advisory Board, Treliant Risk Advisors; Partner, Vista Capital Advisors; Visiting Lecturer, Community and Economic Development Clinic at the Yale Law School; Director, Roosevelt Institute	Less Than 1%	None	C.F. Muckenfuss III, P.C., 100%

**CFBANC CORPORATION**  
**Form FR Y-6**  
**December 31, 2016**

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

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of other businesses)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names)</b>	<b>(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)</b>
Longbrake, William A. Seattle, WA – USA	Executive in Residence	Director	Director – CFB	Executive in Residence, Robert H Smith School of Business, University of Maryland, Center for Financial Policy; Chair of the Board of Trustees, College of Wooster; Chair of the Board, Lift Up Africa; Director, Washington State Investment Board; Director, Boeing Employees Credit Union; Member, American Bankers Association	Less Than 1%	None	None

**City First Enterprises, Incorporated**  
**Form FR Y-6**  
**December 31, 2016**

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

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of other businesses)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentages of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names)</b>	<b>(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)</b>
Argrett, Brian Washington, DC - USA	Banking	Chair and Director	President, CEO & Director, CFB; President, CEO and Director, CFBanc Corporation; Chair and Director, CFH	None	None	Less than 1% of CFBanc Corp.	None
Bordenave, Jaime Stevensville, MD – USA	Community Developer	Vice Chair and Director	Vice Chair, CFH	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%
Hall, Aurie Washington, DC – USA	Consultant	Director	Director, CFH	None	None	None	None
Lazar, Ellen Silver Spring, MD - USA	Retired/ Independent Consultant	Director	Director, CFH	None	None	None	None
Minor, Hassan Herndon, VA – USA	Retired/Senior Vice President-Planning	Director	Director, CFB; Director, CFH	Retired	None	Less than 1% in CFBanc Corp.	None

CFB – City First Bank  
CFH – City First Homes

**City First Enterprises, Incorporated**  
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**December 31, 2016**

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

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of other businesses)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentages of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names)</b>	<b>(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)</b>
Henriques, Patricia Arlington, VA – USA	Consultant	Treasurer and Director	Treasurer and Director of CFH	Principal, The Henlee Group; Entrepreneur-in-Residence, Oklahoma State University; Executive-in-Residence, Center for Women’s Entrepreneurial Leadership, Babson College	None	None	The Henlee Group, LLC, 100%
Levine, Kimberly Washington, DC – USA	CFO	Director	CFO, CFB; Director, CFH	Treasurer and Member, Board of Trustees, Hope and a Home; Member, Board of Trustees, Levine Music; Member, Board of Directors, Partners for the Common Good;	None	None	None
Burns, Robert Washington, DC – USA	NA	Executive Director	President, CFH	None	None	None	None

CFB – City First Bank  
CFH – City First Homes

**City First Enterprises, Incorporated**  
**Form FR Y-6**  
**December 31, 2016**

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

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of other businesses)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentages of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names)</b>	<b>(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)</b>
McCormick, Victoria Vienna, VA – USA	Consultant	CFO	CFO, CFH	None	None	None	Nonprofit Strategic Financial Solutions, 100%
Longbrake, William A. Seattle, WA – USA	Executive in Residence	Director	Director, CFB; Director, CFH	Executive in Residence, Robert H Smith School of Business, University of Maryland, Center for Financial Policy; Chair of the Board of Trustees, College of Wooster; Chair of the Board, Lift Up Africa; Director, Washington State Investment Board; Director, Boeing Employees Credit Union; Member, American Bankers Association	Less Than 1%	None	None

CFB – City First Bank

CFH – City First Homes

**City First Enterprises, Incorporated**  
**Form FR Y-6**  
**December 31, 2016**

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

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Muckenfuss, III, Cantwell F. Chevy Chase, MD – USA	Retired Attorney	Director and Secretary	Chair, CFBanc Corporation; Chair, CFB; Director and Secretary, CFH	Retired Partner - Gibson, Dunn and Crutcher; Member, Senior Advisory Board, Trelia Risk Advisors; Partner, Vista Capital Advisors; Visiting Lecturer, Community and Economic Development Clinic at the Yale Law School; Director, Roosevelt Institute	None	Less than 1% in CFBanc Corp.	C.F. Muckenfuss, III P.C., 100%