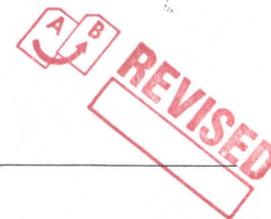


# Annual Report of Holding Companies—FR Y-6



## 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, Curtis J. Gabardi

Name of the Holding Company Director and Official

CEO

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.*

Signature of Holding Company Director and Official

Date of Signature 3/31/15

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 3637904  
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

Metropolitan BancGroup, Inc.

Legal Title of Holding Company

1069 Highland Colony Parkway

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

Ridgeland MS 39157  
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Gregory B. Barron CFO  
Name Title

601-499-2925

Area Code / Phone Number / Extension

601-853-0009

Area Code / FAX Number

gbarron@themetropolitanbank.com

E-mail Address

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

Form FR Y-6

Metropolitan BancGroup, Inc.  
Ridgeland, Mississippi  
Fiscal Year Ending December 31, 2014

Report Item:

1. The bank holding company does not prepare an annual report for its securities holders.
- 2a. Organizational Chart attached
- 2b. Branch listing attached
- 3(1) Securities holders: Attached
- 3(2) N/A
4. Insiders: Attached

Log-on Name: Gregory Barron

Organization Chart for:  
METROPOLITAN BANGROUP, INC.  
Structure as of 12/31/2014

Page: 1  
Date: 03/31/2015  
Time: 10:53:07

Seq Num	ID RSSD	Legal Name	AddL	City	State \Country	State \Cntry Inc	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	3637984	METROPOLITAN BANGROUP, INC.		RIDGELAND	MISSISSIPPI	DELAWARE	6	BHC	551111		
0002	699132	METROPOLITAN BANK		CRYSTAL SPRINGS	MISSISSIPPI	MISSISSIPPI	6	NMB	52211	Vtg Eqty	100
Total Number of Entities in the tree											2
Total Number of Unique Entities in the tree											2

Tier Selection Criteria

```

-----
Organization Chart:          3637984 METROPOLITAN BANGROUP, INC.
As of Date:                  20141231
Direction:                   DOWN
Selection Rule:              Y 10 ENTITIES
Branches of Domestic Institutions:  NONE
Branches of Foreign Institutions:  NONE

```

Explanatory Notes

```

-----
Additional lines for the same entity:
  A number in "AddL" column is the sequence number of an additional line where this entity appears in the report.

```

```

Entity Type      Description
-----
BHC              BANK HOLDING COMPANY
NMB              NON-MEMBER BANK

```

```

Primary Activity Code  Description
-----
52211                 COMMERCIAL BANKING
551111                OFFICES OF BANK HOLDING COMPANIES

```

```

Basis of Relationship  Description
-----
Vtg Eqty              Voting Equity

```



Results: A list of branches for your holding company: METROPOLITAN BANCGROUP, INC. (3637984) of RIDGELAND, MS. 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)	699132	METROPOLITAN BANK	201 SOUTH JACKSON STREET	CRYSTAL SPRINGS	MS	39059	COPIAH	UNITED STATES	15555	0	METROPOLITAN BANK	699132	
OK		Full Service	3224889	RANKIN COUNTY DIVISION	3500 LAKELAND DR.	FLOWOOD	MS	39232	RANKIN	UNITED STATES	430747	2	METROPOLITAN BANK	699132	
OK		Full Service	2064761	HAZLEHURST OFFICE	649 S CALDWELL DRIVE	HAZLEHURST	MS	39083	COPIAH	UNITED STATES	254419	1	METROPOLITAN BANK	699132	
OK		Full Service	3875254	RIDGELAND BRANCH	1069 HIGHLAND COLONY PARKWAY	RIDGELAND	MS	39157	MADISON	UNITED STATES	478822	13	METROPOLITAN BANK	699132	
OK		Full Service	3884872	RIDGELAND OFFICE BRANCH	1069 HIGHLAND COLONY PARKWAY	RIDGELAND	MS	39157	MADISON	UNITED STATES	477420	12	METROPOLITAN BANK	699132	
OK		Full Service	4386506	NASHVILLE/BRENTWOOD BRANCH	1612 WESTGATE CIRCLE, SUITE 222	BRENTWOOD	TN	37027	WILLIAMSON	UNITED STATES	Not Required	Not Required	METROPOLITAN BANK	699132	
OK		Full Service	3884881	MEMPHIS OFFICE BRANCH	1661 AARON BRENNER DRIVE	MEMPHIS	TN	38120	SHELBY	UNITED STATES	360519	3	METROPOLITAN BANK	699132	
OK		Full Service	4381154	POPLAR OFFICE	5264 POPLAR AVENUE	MEMPHIS	TN	38119	SHELBY	UNITED STATES	529960	14	METROPOLITAN BANK	699132	
OK		Full Service	4557315	WEST END OFFICE	1701 WEST END AVENUE	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	Not Required	Not Required	METROPOLITAN BANK	699132	

Form FR Y-6  
Metropolitan BancGroup, Inc.  
Fiscal Year Ending December 31, 2014

<u>Name Address</u>	<u>Country of Citizenship</u>	<u>Number &amp; Percentage of Voting Securities</u>
Michael T. McRee Jackson, Ms.	USA	718,866 9.70%
Karl Schade, Managing Director Presidio Investors San Francisco, Ca.	USA	740,834 9.99%
Dean Donovan, Managing Director CEP Investors in Metropolitan LP Seattle, Wa.	USA	771,429 10.41%

Name Address	Principal Position if Other Than BHC	Title & Position With BHC	Title & Position With Subsidiary	Title & Position With Other Businesses	Percentage Voting Shares In BHC	Percentage Voting Shares In Subsidiary	Other Companies Owned 25% Or More
Curtis J. Gabardi Ridgeland, Ms.	N/A	Chairman, President & CEO	President & CEO	N/A	4.26%	N/A	N/A
William R. Batt Memphis, Tn	CFO Insurance/ Hospitality	Director	Director	CFO - Kemmons Wilson Companies	*	N/A	N/A
Dean Donovan San Francisco, Ca	Private Equity	Director	Director	Managing Director - Columbia Equity Partners	10.41%	N/A	Casino Marketing Alliance - 50% Always at Cause - 50%
Michael T. McRee Jackson, Ms	Timber Management	Director	Director	Chairman - Investek Timber Management	9.70%	N/A	Investek, Inc. - 79% Proteus Productions LLC - 90% Southeast Petroleum Exploratio - 100% Proteus Investments - 69% Snopes Construction - 29% Investek Timber Mgt - 63% Gallery 119 Events - 100% MFS Realty, LLC - 66% MFS Chemicals - 66%
Karl Schade San Francisco, Ca	Private Equity	Director	Director	Managing Director - Presidio Investors, LLC	9.99%	N/A	Presidio Investors Fund 1 GP, LLC - 66.7% Hatrack Sports Group, Ltd. - 42.6% Hatrack Sports Group, LLC - 61.4% IDS Intelligent Data Systems (Canada), Inc. - 69.7% Presidio Financial Partners, LLC - 100%
George Walker Madison, Ms	Real Estate	Director	Director	President - Heritage Properties	*	N/A	Attached
Becky J. West Memphis Tn	Advertising	Director	Director	President - WestRogers, Inc.	*	N/A	N/A
Wei Chen Memphis, Tn	International Sales	Director	Director	CEO - Sunshine Enterprise, Inc.	*	N/A	Sunshine Enterprise - 100%
Rita Sparks Memphis Tn	Investments/ Commodities	Director	Director	Chief Manager - Sparks Enterprises	1.65%	N/A	Sparks Enterprises, LLC - 99% Scarabella, LLC - 100% SEP SJR, LLC - 62.84% RSJ Group, LLC - 100% SEP, LLC - 50% Moores Lake Limited Partnership - 99% RTS Moores Lake, LLC - 50%
Donald Clark, Jr. Jackson, Ms	Lawyer	Director	Director	Chairman - Butler, Snow, O'Mara, Stevens and Cannada, PLLC	*	N/A	Clarkinator Holdings, LLC - 50%
E. Jackson Garner Jackson, Ms	Advertising	Director	Director	President - The Ramey Agency	*	N/A	N/A
James D. Wingett Memphis, Tn	Investments	Director	Director	Managing Director - Wolf River Capital	*	N/A	Wolf River Capital Mgmt, LLC - 25.40% Wolf River GPI, LLC - 25.40% Wolf River Aviation, LLC - 25.40% Wolf River Real Estate Inv - A - 31.00% Wolf River Real Estate Inv - B - 28.33% Wolf River Real Estate Inv - C - 39.29% Wolf River Real Estate Inv - D - 9.17% Wolf River Real Estate Inv - E - 20.00% Wolf River Real Estate Inv - F - 11.25% Wolf River Real Estate Inv - G - 25.00% Wolf River Real Estate Inv - H - 33.33% Wolf River Real Estate Inv - I - 30.00% Wolf River Real Estate Inv - J - 18.52% Wolf River Real Estate Inv - L - 25.40% James D. Wingett 2012 Trust - 100% Barbara M. Wingett 2012 Trust - 100%
Richard Adams Ridgeland, Ms	N/A	COO	COO	N/A	2.01%	N/A	Metro Life Group, LLC - 50% Make It Happen, LLC - 49%
Gregory B. Barron Ridgeland, Ms	N/A	CFO	CFO	N/A	*	N/A	Metro Life Group, LLC - 6%
William M. Barron Ridgeland, Ms	N/A	EMD	EMD	N/A	2.04%	N/A	Metro Life Group, LLC - 44%
Phillip L. May, Jr. Memphis, Tn	N/A	EMD	EMD	N/A	1.69%	N/A	N/A
William Menkel	N/A	EMD	EMD	N/A	*	N/A	N/A

\* Ownership of less than 1%

Metropolitan BancGroup, Inc.  
Ridgeland, Ms.  
Form FR-Y-6  
Fiscal Year Ended December 31, 2014

George R. Walker, III

Ownership of Other Companies:

<u>Name</u>	<u>Ownership</u>
Ashford Place Apts., LLC	50.00%
Avalon Apartments, LLC	60.00%
Bridgewater Apts, LLC	37.50%
Cambridge Station, LLC	45.00%
Canebrake Apartments, LLC	44.00%
Carlton Park Apartments	30.00%
Charleston of Mobile	50.00%
The Colony	40.00%
Crossgates II	40.00%
Crossgates II	40.00%
Cypresswood	35.00%
Glenwood Trace	50.00%
Highpointe I	40.00%
Highpointe II	40.00%
The Gables	25.00%
Lagniappe of Biloxi	40.00%
Landing @ Willow Bayou	25.25%
Laurelwood	40.00%
Legacy	100.00%
Lexington Pointe	40.00%
Madison of Tyler	25.25%
The Mark	50.00%
Oak Manor	60.00%
Old Taylor Place	50.00%
The Reserve of Parklane	40.00%
Parkwest I	15.00%
Parkwest II	15.00%
The Pointe	40.00%
Quail Ridge	50.00%
Quail Ridge Highlands	50.00%
The Reserve of Bossier City	41.00%
The Reserve of Byram	40.00%
The Reserve of Byram II	40.00%
The Reserve at Gulf Hills I	40.00%
The Reserve at Gulf Hills II	40.00%
The Reserve of Jackson I	40.00%
The Reserve of Jackson II	40.00%
The Reserve at Park Place	25.00%
The Reserve at Park Place II	25.00%
Ridgewood Land ( Lockwood)	30.00%
Summit at Shreveport LLC	50.00%
Tracewood	35.00%
Vineyards of Brandon	20.00%
The Vineyard I	25.25%
The Vineyard II, LLC	25.25%
The Woodlands	40.00%
Calumet	100.00%
Cumberland	> 10%
Forum Residential Partners	> 10%
116 One Madison Plaza	> 10%
Greenville-Hallmark	> 10%
Heritage Properties	> 10%
Heritage Acquisition Co, LLC	> 10%