

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 04 2016

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, 2015

Month / Day / Year

N/A

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

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 reporting 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.

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

same

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:

Gregory B. Barron

CFO

Name

Title

601-499-2925

Area Code / Phone Number / Extension

601-853-0009

Area Code / FAX Number

gbarron@metropolitan.bank

E-mail Address

N/A

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

Signature of Holding Company Director and Official

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 3637984

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

Organization Chart for:
 METROPOLITAN BANCGROUP, INC.
 Structure as of 12/31/2015

Seq Num	ID	Legal Name	LEI	AddL	City	State \Country	State \Cntry Inc	Dist FR	Ent Type	Actv Code	Basis of Relationship	PCT
0001	3637984	METROPOLITAN BANCGROUP, INC.	N/A		RIDGELAND	MISSISSIPPI	DELAWARE	6	BHC	551111		
0002	699132	METROPOLITAN BANK	N/A		CRYSTAL SPRINGS	MISSISSIPPI	MISSISSIPPI	6	NMB	52211	Vtg Eqty	100
0003	4950895	FRANKLIN PARK BRANCH			FRANKLIN	TENNESSEE		6	DBR	0		
0004	2064761	HAZLEHURST OFFICE			HAZLEHURST	MISSISSIPPI		6	DBR	0		
0005	3884881	MEMPHIS OFFICE BRANCH			MEMPHIS	TENNESSEE		8	DBR	0		
0006	4381154	POPLAR OFFICE			MEMPHIS	TENNESSEE		8	DBR	0		
0007	3224889	RANKIN COUNTY DIVISION			FLOWOOD	MISSISSIPPI		6	DBR	0		
0008	3875254	RIDGELAND BRANCH			RIDGELAND	MISSISSIPPI		6	DBR	0		
0009	3884872	RIDGELAND OFFICE BRANCH			RIDGELAND	MISSISSIPPI		6	DBR	0		
0010	4557315	WEST END OFFICE			NASHVILLE	TENNESSEE		6	DBR	0		
Total Number of Entities in the tree												10
Total Number of Unique Entities in the tree												10

Tier Selection Criteria

Organization Chart: 3637984 METROPOLITAN BANCGROUP, INC.
 As of Date: 20151231
 Direction: DOWN
 Selection Rule: Y 10 ENTITIES
 Branches of Domestic Institutions: DOMESTIC_US
 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
DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
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 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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	
Close	10/1/2015	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	
Add	10/1/2015	Full Service		Franklin Park Office	6100 Tower Circle	Franklin	TN	39059	WILLIAMSON	UNITED STATES	Not Required	Not Required	METROPOLITAN BANK	699132	

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Form FR Y-6
Metropolitan BancGroup, Inc.
Fiscal Year Ending December 31, 2015

<u>Name</u> <u>Address</u>	<u>Country of</u> <u>Citizenship</u>	<u>Number &</u> <u>Percentage</u> <u>of Voting</u> <u>Securities</u>
Michael T. McRee Jackson, Ms. USA	USA	718,866 9.47%
Karl Schade, Managing Director Presidio Investors San Francisco, Ca. USA	USA	740,834 9.76%
Dean Donovan, Managing Director CEP Investors in Metropolitan LP Seattle, Wa. USA	USA	771,429 10.16%

 **REVISED**
5/3/16

Form FR Y-6
Metropolitan BancGroup, Inc.
Fiscal Year Ending December 31, 2015

Name Address	Country	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.	USA	N/A	Chairman, President & CEO	President & CEO	N/A	4.39%	N/A	N/A
William R. Butt Memphis, Tn.	USA	CFO Insurance/ Hospitality	Director	Director	CFO - Kemmons Wilson Companies	*	N/A	N/A
Dean Donovan San Francisco, Ca.	USA	Private Equity	Director	Director	Managing Director - Columbia Equity Partners	10.10%	N/A	Casino Marketing Alliance - 50% Always at Cause - 50%
Michael T. McRee Jackson, Ms.	USA	Timber Management	Director	Director	Chairman - Investek Timber Management	9.47%	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.	USA	Private Equity	Director	Director	Managing Director - Presidio Investors, LLC	9.75%	N/A	Presidio Investors Fund 1 GP, LLC - 66.7% Hatrick Sports Group, Ltd. - 42.6% Hatrick Sports Group, LLC - 61.4% IDS Intelligent Data Systems (Canada), Inc. - 69.7% Presidio Financial Partners, LLC - 100%
George Walker Madison, Ms.	USA	Real Estate	Director	Director	President - Heritage Properties	*	N/A	Attached
Becky J. West Memphis Tn.	USA	Advertising	Director	Director	President - WestRogers, Inc.	*	N/A	N/A
Wei Chen Memphis, Tn.	USA	International Sales	Director	Director	CEO - Sunshine Enterprise, Inc.	*	N/A	Sunshine Enterprise - 100%
Rita Sparks Memphis Tn.	USA	Investments/ Commodities	Director	Director	Chief Manager - Sparks Enterprises	1.81%	N/A	Sparks Enterprises, LLC - 95% Scarabella, LLC - 100% SEP SJR, LLC - 62.64% RSJ Group, LLC - 100% SEP, LLC - 50% Moores Lake Limited Partnership - 99% RTS Moores Lake, LLC - 50%
Donald Clark, Jr. Jackson, Ms.	USA	Lawyer	Director	Director	Chairman - Butler, Snow, O'Mara, Stevens and Cannada, PLLC	*	N/A	Clarkinator Holdings, LLC - 50%
E. Jackson Garner Jackson, Ms.	USA	Advertising	Director	Director	President - The Ramey Agency	*	N/A	N/A
James D. Wingett Memphis, Tn.	USA	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 - 39.22% 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.	USA	N/A	COO	COO	N/A	2.04%	N/A	Metro Life Group, LLC - 50% Make It Happen, LLC - 49%
Gregory B. Barron Ridgeland, Ms.	USA	N/A	CFO	CFO	N/A	*	N/A	Metro Life Group, LLC - 6%
William M. Barron Ridgeland, Ms.	USA	N/A	EMD	EMD	N/A	2.05%	N/A	Metro Life Group, LLC - 44%
Phillip L. May, Jr. Memphis, Tn.	USA	N/A	EMD	EMD	N/A	1.70%	N/A	N/A
William Menkel Memphis, Tn.	USA	N/A	EMD	EMD	N/A	*	N/A	N/A

REVISED
5/3/16

* Ownership of less than 1%