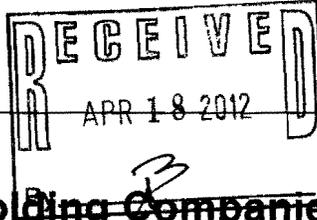


Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, **Curtis J. Gabardi**

Name of the Bank Holding Company Director and Official

CEO

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 Bank Holding Company

1069 Highland Colony Parkway

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

Ridgeland MS 39157

City State Zip Code

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@themetropolitanbank.com

E-mail Address

Signature of Bank Holding Company Director and Official

04/10/2012

Date of Signature

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

For bank 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

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 Federal Reserve Bank Use Only

RSSD ID **3637984**
 C.I. _____

Form FR Y-6

Metropolitan BancGroup, Inc.
Ridgeland, Mississippi
Fiscal Year Ending December 31, 2011

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

Metropolitan BancGroup, Inc.
Ridgeland, Mississippi
Fiscal Year Ending December 31, 2011

2: Organizational Chart:

Metropolitan BancGroup, Inc.
Ridgeland, Ms.

100%



Metropolitan Bank
Crystal Springs, Ms.

Results: A list of branches for your depository institution: METROPOLITAN BANK (ID_RSSD 699132).
 This depository institution is held by METROPOLITAN BANC GROUP, INC. (3637984) of RIDGELAND, MS.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 04/04/2012.

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
		Full Service (Head Office)	699132	METROPOLITAN BANK	201 SOUTH JACKSON STREET	CRYSTAL SPRINGS	MS	39059	COPIAH	UNITED STATES	15556		0	METROPOLITAN BANK	699132
		Full Service	3224889	RANKIN COUNTY DIVISION	3500 LAKELAND DR.	FLOWOOD	MS	39208	RANKIN	UNITED STATES	430747		2	METROPOLITAN BANK	699132
		Full Service	2064781	HAZLEHURST OFFICE	649 S CALDWELL DRIVE	HAZLEHURST	MS	39083	COPIAH	UNITED STATES	254418		1	METROPOLITAN BANK	699132
		Full Service	3875294	RIDGELAND BRANCH	201 NORTH LAKE AVENUE, SUITE 109	RIDGELAND	MS	39157	MADISON	UNITED STATES	473822		13	METROPOLITAN BANK	699132
		Full Service	3884872	RIDGELAND OFFICE BRANCH	201 NORTH LAKE AVE	RIDGELAND	MS	39157	MADISON	UNITED STATES	477420		12	METROPOLITAN BANK	699132
		Full Service	3884881	MEMPHIS OFFICE BRANCH	1681 AARON BRENNER DRIVE	MEMPHIS	TN	38120	SHELBY	UNITED STATES	360519		3	METROPOLITAN BANK	699132
		Full Service	4381154	POPLAR OFFICE	5264 POPLAR	MEMPHIS	TN	38119	SHELBY	UNITED STATES	Not Required	Not Required		METROPOLITAN BANK	699132

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Metropolitan BancGroup, Inc.
Fiscal Year Ending December 31, 2011

<u>Name Address</u>	<u>Country of Citizenship</u>	<u>Number & Percentage of Voting Securities</u>
Michael T. McRee Jackson, Ms.	USA	674,456 9.81% Common
Karl Schade, Managing Director Presidio Investors San Francisco, Ca.	USA	660,000 9.60% Common
Dean Donovan, Managing Director CEP Investors in Metropolitan LP Seattle, Wa.	USA	648,000 9.42% Common
North American Banks Fund Ltd Guernsey, UK	UK	400,000 5.82% Common

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Metropolitan BancGroup, Inc.
Fiscal Year Ending December 31, 2011

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
William B. Madden Memphis, Tn.	N/A	Chairman Emeritus	Chief Deposit Officer	N/A	*	N/A	N/A
Francis Cianciola Memphis, Tn.	N/A	Chairman		N/A	1.45%	N/A	N/A
Curtis J. Gabardi Ridgeland, Ms.	N/A	President & CEO	President & CEO	N/A	1.16%	N/A	Parrothead Properties - 25%
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	9.42%	N/A	N/A
J.L. Holloway Ridgeland, Ms.	Private Equity	Director	Director	Chairman - Tenax, LLC	4.07%	N/A	Petro Capital, LLC - 100%
Michael T. McRee Jackson, Ms.	Timber Management	Director	Director	Chairman - Investek Timber Management	9.81%	N/A	Investek, Inc - 79% Proteus Productions II - 90% Southeast Petroleum Exploratio - 100% Proteus Investments - 68.81% Cimarron Mortgage - 30% Investek Timber Mgt - 65% Highlands Fine Art - 100% MFS Realty, LLC - 65% MFS Timber, LLC - 65%
Karl Schade San Francisco, Ca.	Private Equity	Director	Director	Managing Director - Presidio Investors, LLC	9.60%	N/A	Presidio Investors Fund 1 GP, LLC - 68.7% Lindora, LLC - 33.7% Hattrick Sports Group, Ltd. - 48.4% Hattrick Sports Group, LLC - 83.8% IDS Intelligent Data Systems (Canada), Inc. - 68.7%
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	1.58%	N/A	Sparks Enterprises, LLC - 68% Scarabella, LLC - 100% SEP SJR, LLC - 62.84% RSJ Group, LLC - 33.3% 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%
Richard Adams Ridgeland, Ms.	N/A	COO	COO	N/A	*	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	N/A
William M. Barron Ridgeland, Ms.	N/A	EMD	EMD	N/A	*	N/A	Metro Life Group, LLC - 44%
Mary Ann Hodges Memphis, Tn.	N/A	N/A	EMD	N/A	*	N/A	N/A
Phillip L. May, Jr. Memphis, Tn.	N/A	EMD	EMD	N/A	*	N/A	N/A

* Ownership of less than 1%

Metropolitan BancGroup, Inc.
Ridgeland, Ms.
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Fiscal Year Ended December 31, 2011

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%
Fielder Square	15.00%
Glenwood Trace	50.00%
Hallmark Gardens	60.00%
Highpointe I	40.00%
Highpointe II	40.00%
The Gables	25.00%
Lagniappe of Biloxi	40.00%
Lakeshore Point	30.00%
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 Chenal Valley	80.00%
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%
Heritage/Tenax	75.00%
Calumet	100.00%

Metropolitan BancGroup, Inc.
Ridgeland, Ms.
Form FR-Y-6
Fiscal Year Ended December 31, 2011

J.L. Holloway

Ownership of Other Companies:

<u>Name</u>	<u>Ownership</u>
Tenax, LLC	100%
Tenax Yazoo, LLC	100%
Tenax Aviation Holdings, LLC	70%+
Madison Parkway Properties	25%
Wave Capital, LLC	27.50%
Vineyard Apartments	20%
Tenax Heritage, LLC	25%
CJ Properties, LLC	30%
HT Properties, LLC	30%
HT Timber Partners	50%
Hwy 22 Development	39%
One Madison Plaza, LLC	40%
124 One Madison Place, LLC	25%
MMI of Mississippi, LLC	75%
Petro Capital, LLC	70%