



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)); 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, 2012

Month / Day / Year

I, **Curt Gabardi**

Reporter's Name, Street, and Mailing Address

Metropolitan BancGroup, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO

1069 Highland Colony Parkway

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.

Ridgeland

MS

39157

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:

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 Holding Company Director and Official

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

Date of Signature

Does the reporter request confidential treatment for any portion of this submission?

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

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.

Revised 5-13-13

Log-on ID: : FXGBB01

Organization Chart for:
 METROPOLITAN BANCGROUP, INC.
 Structure as of 12/31/2012

Page: 1
 Date: 04/05/2013
 Time: 13:14:58

Seq Num	ID RSSD	Legal Name	AddL	City	State\Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	3637984	METROPOLITAN BANCGROUP, INC.		RIDGELAND	MISSISSIPPI	6	BHC	551111		
0002	699132	METROPOLITAN BANK		CRYSTAL SPRINGS	MISSISSIPPI	6	NMB	52211	Vtg Eqty Other	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 BANCGROUP, INC.
As of Date:	20121231
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
Other	Other Basis of Relationship
Vtg Eqty	Voting Equity

State of Incorporation:
 Metropolitan Banc Group, Inc - Delaware NY
 Metropolitan Bank - Mississippi NY

Results: A list of branches for your depository institution: METROPOLITAN BANK (ID_RSSD: 699132).
 This depository institution is held by METROPOLITAN BANCGROUP, INC. (3637984) of RIDGELAND, MS.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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	39208	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	
Close	4/1/2012	Full Service	3884872	RIDGELAND OFFICE BRANCH	201 NORTHLAKE AVE	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	Not Required	Not Required	METROPOLITAN BANK	699132	

OK

Form FR Y-6
Metropolitan BancGroup, Inc.
Fiscal Year Ending December 31, 2012

<u>Name Address</u>	<u>Country of Citizenship</u>	<u>Number & Percentage of Voting Securities</u>
Michael T. McRee Jackson, Ms.	USA	674,456 9.66% Common
Karl Schade, Managing Director Presidio Investors San Francisco, Ca.	USA	660,000 9.45% Common
Dean Donovan, Managing Director CEP Investors in Metropolitan LP Seattle, Wa.	USA	648,000 9.28% Common
North American Banks Fund Ltd Guernsey, UK	UK	400,000 5.73% Common

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	Vice Chairman	Executive	N/A	*	N/A	Greenmark-Hill, LLC - 33% Greenmark LLC - 33% Cianciolo-Bloch Partners - 50%
Curtis J. Gabardi Ridgeland, Ms.	N/A	Chairman, President & CEO	President & CEO	N/A	1.43%	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	9.28%	N/A	N/A
J.L. Holloway Ridgeland, Ms.	Private Equity	Director	Director	Chairman - Tenax, LLC	4.02%	N/A	Attached
Michael T. McRee Jackson, Ms.	Timber Management	Director	Director	Chairman - Investek Timber Management	9.66%	N/A	Investek, Inc - 80% Proteus Productions LLC - 90% Southeast Petroleum Exploratio - 100% Proteus Investments - 69% The Snopes Co - 29% Investek Timber Mgt - 63% Highlands Fine Art - 90% MFS Realty, LLC - 66% MFS Timber, LLC - 66%
Karl Schade San Francisco, Ca.	Private Equity	Director	Director	Managing Director - Presidio Investors, LLC	9.45%	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 Sysems (Canada), Inc. - 69.7%
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	1.43%	N/A	Sparks Enterprises, LLC - 99% 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	N/A
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%
Phillip L. May, Jr. Memphis, Tn.	N/A	EMD	EMD	N/A	*	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, 2012

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%
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 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	
Forum Residential Partners	
118 One Madison Plaza	

Metropolitan BancGroup, Inc.
Ridgeland, Ms.
Form FR-Y-6
Fiscal Year Ended December 31, 2012

J.L. Holloway

Ownership of Other Companies:

<u>Name</u>	<u>Ownership</u>
Tenax, LLC	100%
Tenax Yazoo, LLC	100%
Tenax Aerospace Holdings, LLC	77%
Tenax Heritage, LLC	25%
CJ Properties, LLC	50%
HT Properties, LLC	38%
HT Timber Partners	50%
Hwy 22 Properties	39%
One Madison Plaza, LLC	55%
124 One Madison Place, LLC	25%
MMI of Mississippi, LLC	75%
Petro Capital, LLC	100%
Tenax Land Management	63%
Tenax Holdings LLC	100%