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(e)(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.

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, ROBERT F. BARNARD
Name of the Holding Company Director and Official

PRESIDENT
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 281", 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
03/21/2018

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

RIBID
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
March 12, 2018
Month / Day / Year

N/A
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

REPORTER’S NAME, STREET, AND MAILING ADDRESS

METROPLEX NORTH BANC SHARES, INC.
Legal Title of Holding Company

P.O. BOX 7
(Mailing Address of the Holding Company) Street / P.O. Box
CELESTE, TX 75423
City / State / Zip Code

301 HIGHWAY 89 NORTH, CELESTE, TX 75423
Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:
ROBERT F. BARNARD
Name
COB
Title

903-568-4211
Area Code / Phone Number / Extension

903-568-4149
Area Code / FAX Number

bbarnard@firstbankceleste.com
E-mail Address

N/A
Address (URL) for the Holding Company’s web page

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

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".

03/21/2018
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Address Information</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Physical Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>METROPLEX NORTH BANCSHARES, INC.</td>
<td>P.O. BOX 7</td>
<td>CELESTE</td>
<td>TX</td>
<td>75423</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>City</td>
<td>State</td>
<td>Zip Code</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>301 HIGHWAY 69 NORTH, CELESTE, TX 75423</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>THE FIRST BANK OF CELESTE</td>
<td>P.O. BOX 7</td>
<td>CELESTE</td>
<td>TX</td>
<td>75423</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>City</td>
<td>State</td>
<td>Zip Code</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>301 HIGHWAY 69 NORTH, CELESTE, TX 75423</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

12/2012
Report Item

1. Not Applicable – Not Prepared

2.a Organizational Chart

METROPLEX NORTH BANCSHARES, INC.
Celeste, Texas
Incorporated in Texas
(Bank Holding Company)
(Owns 100% of Subsidiary Bank)

THE FIRST BANK OF CELESTE
Celeste, Texas
Chartered in Texas
(Wholly Owned Subsidiary
Of Metroplex North Bancshares, Inc.)

“LEI: None”

2.b Domestic Branches

None
Report Item 3: Securities Holders
3(1)(a) through 3(1)(c).
Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year 12-31-2018:

<table>
<thead>
<tr>
<th>(1)(a) Name-Address-State</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert F. Barnard</td>
<td>USA</td>
<td>206,203.45 Common Stock 35.99%</td>
</tr>
<tr>
<td>Celeste, Texas</td>
<td></td>
<td></td>
</tr>
<tr>
<td>William F. Stevens</td>
<td>USA</td>
<td>91,337.50 Common Stock 15.94%</td>
</tr>
<tr>
<td>McGregor, Texas</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kenneth W. Surnow</td>
<td>USA</td>
<td>33,057.50 Common Stock 5.77%</td>
</tr>
<tr>
<td>Plano, Texas</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Report Item 3: Securities Holders
3(2)(a) through (2)(c)
Securities Holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018:

<table>
<thead>
<tr>
<th>(2)(a) Name-Address-State</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
</table>
**Form FR Y-6**

**METROPLEX NORTH BANCSHARES, INC.**
**Fiscal Year Ending December 31, 2018**

### 4. Insiders: Metroplex North Bancshares, Inc. (MNB) (Holding Company)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than Holding Company</th>
<th>Title and Position with Holding Company</th>
<th>Title and Position with Subsidiaries</th>
<th>Title and Position with Other Businesses</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>Any Other Company if 25% or More</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert F. Barnard, Celeste, Texas, USA</td>
<td>Banker</td>
<td>President &amp; Director MNB</td>
<td>Chairman of the Board Director Active Loan Officer First Bank of Celeste</td>
<td>Member, HHT Holdings LLC</td>
<td>206,203.45 Common Stock 35.99%</td>
<td>None</td>
<td>HHT Holdings LLC 50% (Family R/E Investments)</td>
</tr>
<tr>
<td>Ken Sumrow, Plano, Texas, USA</td>
<td>Tennis Professional</td>
<td>Director MNB</td>
<td>Director First Bank of Celeste</td>
<td>Owner, Plano Tennis Center, Inc.</td>
<td>33,057.50 Common Stock 5.77%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Ronnie Lyon, Boerne, Texas, USA</td>
<td>Attorney</td>
<td>Director MNB</td>
<td>Director First Bank of Celeste</td>
<td>SVP/Gen Counsel, Axon Specialty Products</td>
<td>28,038.00 Common Stock 4.89%</td>
<td>None</td>
<td>Lyon Enterprise LLC 100% (Family Investment)</td>
</tr>
<tr>
<td>Chris Barnard, Celeste, Texas, USA</td>
<td>Banker</td>
<td>Vice President MNB</td>
<td>President Director First Bank of Celeste</td>
<td>Member, HHT Holdings LLC</td>
<td>10,622.00 Common Stock 1.85%</td>
<td>None</td>
<td>HHT Holdings LLC 50%</td>
</tr>
<tr>
<td>William F. Stevens, McGregor, Texas, USA</td>
<td>Retired Banker</td>
<td>Principal Shareholder of MNB</td>
<td>None</td>
<td>None</td>
<td>91,337.50 Common Stock 15.94%</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>