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. §§ 3105(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(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 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
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

RSSD ID ________________________________
C.I. ________________________________

Date of Signature

Is confidential treatment requested for any portion of this report submission? ○ No ☑ Yes 0

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."

Date of Report (top-tier holding company's fiscal year-end):
March 12, 2018

Date: Month / Day / Year

N/A

Reported Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

METROPLEX NORTH BANCSHARES, 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 69 NORTH, CELESTE, TX 75423
Physical Location (if different from mailing address)

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

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2019
Page 1 of 2

03/2016

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
### METROPLEX NORTH BANCSHARES, INC.

**Legal Title of Subsidiary Holding Company**

**P O BOX 7**

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

**CELESTE**

TX 75423

City State Zip Code

301 HIGHWAY 69 NORTH, CELESTE, TX 75423

Physical Location (if different from mailing address)

---

### THE FIRST BANK OF CELESTE

**Legal Title of Subsidiary Holding Company**

**P O BOX 7**

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

**CELESTE**

TX 75423

City State Zip Code

301 HIGHWAY 69 NORTH, CELESTE, TX 75423

Physical Location (if different from mailing address)

---

### [Additional entries for other companies]

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

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12/2012
Report Item

1. Not Applicable – Not Prepared

2.a Organizational Chart

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METROPLEX NORTH BANC SHARES, 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"
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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 75423</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 76657</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kenneth W. Sumrow</td>
<td>USA</td>
<td>33,057.50 Common Stock 5.77%</td>
</tr>
<tr>
<td>Plano, Texas 75023</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Report Item 3: Securities Holders**

3(2)(a) through 3(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>
4. Insiders: Metroplex North Bancshares, Inc. (MNB) (Holding Company)

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than Holding Company</th>
<th>(3)(a) Title and Position with Holding Company</th>
<th>(3)(b) Title and Position with Subsidiaries</th>
<th>(3)(c) Title and Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) 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, Axion 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>