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.

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.

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
02/10/2016

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 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)

Reporter’s 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 PRESIDENT

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

903-568-4149
Area Code / FAX Number

bbarnard@firstbankceleste.com
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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.
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>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
</tr>
</thead>
<tbody>
<tr>
<td>METROPLEX NORTH BANCSHARES, INC.</td>
<td>301 HIGHWAY 69 NORTH, CELESTE, TX 75423</td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td></td>
</tr>
<tr>
<td>CITY</td>
<td>STATE</td>
</tr>
<tr>
<td>CELESTE</td>
<td>TX</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>THE FIRST BANK OF CELESTE (BANK SUBSIDIARY)</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td></td>
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<tr>
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<td>STATE</td>
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<td>CELESTE</td>
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</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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</tr>
<tr>
<td>CITY</td>
<td>STATE</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6

METROPLEX NORTH BANCSHARES, INC.
CELESTE, TEXAS
Fiscal Year Ending December 31, 2015

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.)

"NO LEI IS AVAILABLE"

2.b. Domestic Branches

None

AMENDED
JUL 19 2016
Results: A list of branches for your depository institution: FIRST BANK OF CELESTE, THE (ID_RSSID: 871956).
This depository institution is held by METROPOLIS NORTH BANSHARES, INC. (L107492) of CELESTE, TX.
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>12/31/2015</td>
<td>Full Service (Head Office)</td>
<td>871956</td>
<td>FIRST BANK OF CELESTE, THE</td>
<td>301 NORTH HIGHWAY 69</td>
<td>CELESTE</td>
<td>TX</td>
<td>75428</td>
<td>HUNT</td>
<td>UNITED STATES</td>
<td>2005</td>
<td>0</td>
<td>FIRST BANK OF CELESTE, THE</td>
<td>871956</td>
<td></td>
</tr>
</tbody>
</table>
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 12-31-2015:

<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 ** Celeste, Texas 75423</td>
<td>USA</td>
<td>205,203.45 36.32%</td>
</tr>
<tr>
<td>William F. Stevens McGregor, Texas 76657</td>
<td>USA</td>
<td>91,337.50 16.17%</td>
</tr>
<tr>
<td>Jimmy Williams Greenville, Texas 75401</td>
<td>USA</td>
<td>46,928.00 8.31%</td>
</tr>
<tr>
<td>Kenneth W. Sumrow Plano, Texas 75023</td>
<td>USA</td>
<td>32,057.50 5.67%</td>
</tr>
</tbody>
</table>

**Robert F. Barnard, individually, and collectively with his son, Chris Barnard and his brother, Bill N. Barnard filed a Notice of Change in Control in May, 2014 and received approval in July, 2014 from the Federal Reserve Bank of Dallas and the Texas Department of Banking to acquire in excess of 25% of the shares of Metroplex North Bancshares, Inc. (MNB). Chris Barnard owns 9,622 shares (1.7%) and Bill N. Barnard owns 5,575.05 shares (0.99%) in MNB. The total for the Barnard family is 220,400.50 shares (39.01%). The primary change in shareholder structure was the result of the termination and liquidation of the Metroplex North Bancshares, Inc. Employee Stock Ownership Plan (ESOP) in October, 2014.

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 12-31-2015:

<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>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### METROPLEX NORTH BANCSHARES, INC.
**Fiscal Year Ending December 31, 2015**

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

<table>
<thead>
<tr>
<th>(1) Name, City, State</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</td>
<td>Banker</td>
<td>President, Director</td>
<td>President/COB First Bank of Celeste</td>
<td>Fin.VP, First Bancshares of Texas, Inc.</td>
<td>205,203.45 Shares 36.32%</td>
<td>None</td>
<td>HHT Holdings LLC 25% (Family R/E Investments)</td>
</tr>
<tr>
<td>Celeste, Texas 75423</td>
<td></td>
<td>MNB</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ken Sumrow</td>
<td>Tennis Professional</td>
<td>Director</td>
<td>Director First Bank of Celeste</td>
<td>Owner, Plano Tennis Center, Inc.</td>
<td>32,057.50 Shares 5.67%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Plano, Texas 75075</td>
<td></td>
<td>MNB</td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Ronnie Lyon</td>
<td>Attorney</td>
<td>Director</td>
<td>Director First Bank of Celeste</td>
<td>SVP/Gen Counsel, Aexeon Specialty Products</td>
<td>27,038.00 Shares 4.79%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Boerne, Texas 78006</td>
<td></td>
<td>MNB</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chris Barnard</td>
<td>Banker</td>
<td>Vice President</td>
<td>Vice President</td>
<td>Member, HHT Holdings LLC</td>
<td>9,622.00 Shares 1.70%</td>
<td>None</td>
<td>HHT Holdings LLC 25%</td>
</tr>
<tr>
<td>Celeste, Texas 75423</td>
<td></td>
<td>MNB</td>
<td>Director First Bank of Celeste</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William F. Stevens</td>
<td>Banker</td>
<td>Principal Shareholder of MNB</td>
<td>None</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>McGregor, Texas 76657</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Bill N. Barnard</td>
<td>Retired Educator</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>5,575.05 Shares 0.99%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Greenville, Texas 75402</td>
<td></td>
<td></td>
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</tbody>
</table>