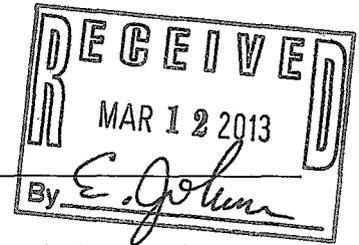


Board of Governors of the Federal Reserve System



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, **T. Randy Stevens**

Reporter's Name, Street, and Mailing Address

First Farmers and Merchants Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman and CEO

P.O. Box 1148

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.

Columbia TN 38402-1148

City State Zip Code

816 South Garden Street, Columbia, TN 38402-1148

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:

Robert C. Matthews Controller

Name Title

931-388-3145

Area Code / Phone Number / Extension

931-380-8358

Area Code / FAX Number

bob.matthews@myfirstfarmers.com

E-mail Address

www.myfirstfarmers.com

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

[Signature] CEO

Signature of Holding Company Director and Official

03/05/2013

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 **1083783**
 C.I. _____

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

Revised

Form FR Y6
First Farmers and Merchants Corporation
December 31, 2012

FR Y6 Report Item 1:

First Farmers and Merchants Corporation (FRB #1083783) prepares an annual report to shareholders and files it with the Securities and Exchange Commission (CIK # 703329)

FR Y6 Report Item 2: Organization Chart

First Farmers and Merchants Corporation
816 South Garden Street
Incorporated In: Columbia, Tennessee 38401

100% ownership



First Farmers and Merchants Bank
816 South Garden Street
Incorporated In: Columbia, Tennessee 38401

100% ownership



F and M West, Inc.
816 South Garden Street
Incorporated In: Columbia, Tennessee 38401

100 % ownership



MauryTenn, Inc.
3993 Howard Hughes Parkway, Suite 250
Incorporated In: Las Vegas, Nevada 89109

100 % ownership



MauryTenn Properties, Inc.
300 East Lombard Street
Incorporated In: Baltimore, Maryland 21202-3219

Results: A list of branches for your holding company: FIRST FARMERS AND MERCHANTS CORPORATION (1083783) of COLUMBIA, TN. 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)	150035	FIRST FARMERS AND MERCHANTS BANK	816 SOUTH GARDEN STREET	COLUMBIA	TN	38401	MAURY	UNITED STATES	982		0	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	2877158	EAST HICKMAN BRANCH	9512 HIGHWAY 46	BON AQUA	TN	37025	MAURY	UNITED STATES	189608		20	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	795436	CENTERVILLE BRANCH	116 CHURCH ST	CENTERVILLE	TN	37033	HICKMAN	UNITED STATES	1127		14	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	1193495	CHAPEL HILL BRANCH	214 N HORTON HWY	CHAPEL HILL	TN	37034	MARSHALL	UNITED STATES	205687		13	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	620631	CAMPBELL PLAZA BRANCH	1202 SOUTH JAMES CAMPBELL BLVD.	COLUMBIA	TN	38401	MAURY	UNITED STATES	189604		10	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	817936	HATCHER LANE BRANCH	1501 SOUTH JAMES CAMPBELL BLVD.	COLUMBIA	TN	38401	MAURY	UNITED STATES	189599		2	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Limited Service	702135	HIGH STREET LIMITED BRANCH	515 NORTH HIGH STREET	COLUMBIA	TN	38401	MAURY	UNITED STATES	189598		1	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	211730	NORTHSIDE OFFICE	901 NASHVILLE HIGHWAY	COLUMBIA	TN	38401	MAURY	UNITED STATES	189602		5	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	3907070	COOL SPRINGS BRANCH	300 BILLINGSLEY COURT	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	493086		29	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	4397829	MCEWEN OFFICE	1536 WEST MCEWEN DRIVE	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	Not Required	Not Required		FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	2534198	CROCKETT BRANCH	116 WEST GAINS STREET	LAWRENCEBURG	TN	38464	LAWRENCE	UNITED STATES	189607		18	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	19039	LAWRENCEBURG BRANCH	1501 NORTH LOCUST STREET	LAWRENCEBURG	TN	38464	LAWRENCE	UNITED STATES	208728		9	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	200631	LEWISBURG OFFICE	260 NORTH ELLINGTON PARKWAY	LEWISBURG	TN	37091	MARSHALL	UNITED STATES	970		21	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	1427958	LORETTO BRANCH	201 HIGHWAY 43 SOUTH	LORETTO	TN	38469	LAWRENCE	UNITED STATES	4119		7	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	1002935	MOUNT PLEASANT BRANCH	128 N MAIN ST	MOUNT PLEASANT	TN	38474	MAURY	UNITED STATES	189600		3	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	2124179	MARTIN HOUSE OFFICE	302 SOUTH SECOND STREET	PULASKI	TN	38478	GILES	UNITED STATES	48161		24	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	4272243	PORT ROYAL	4871 PORT ROYAL ROAD	SPRING HILL	TN	37174	MAURY	UNITED STATES	Not Required	Not Required		FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	765934	SPRING HILL BR	5398 S MAIN ST	SPRING HILL	TN	37174	MAURY	UNITED STATES	189601		4	FIRST FARMERS AND MERCHANTS BANK	150035
OK		Full Service	307938	WHITE BLUFF BRANCH	2011 HIGHWAY 47 NORTH	WHITE BLUFF	TN	37187	DICKSON	UNITED STATES	6614		19	FIRST FARMERS AND MERCHANTS BANK	150035

Form FR Y6

First Farmers and Merchants Corporation

December 31, 2012

December 31, 2012

Report Item 3: Shareholders

(1) a,b,c and (2) a,b,c

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012

Shareholders 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 12-31-2012

(1)a Names & Address City, State, Country	(1)b County or Citizenship of Incorporation	(1)c Number and Percentage of Each Class of Voting Securities
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(2)a Names & Address City, State, Country	(2)b County or Citizenship of Incorporation	(2)c Number and Percentage of Each Class of Voting Securities
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NONE

NONE

Form FR Y6

First Farmers and Merchants Corporation

December 31, 2012

Revised

December 31, 2012

Report Item 4: Directors and Officers

(1) (2) (3) a,b,c, and (4) a,b,c

(1) Names & Address City, State, Country	(2) Principal Occupation if Other than BHC	(3)a Title & Position with BHC	(3)b Title & Position with Subsidiary FFMB	(3)c Title & Position with Other business	(4)a Percentage of Voting Shares in BHC	(4)b Percentage of Voting Shares in Subsidiary	(4)c Names of other Companies if more than 25% owned
Patarick J. Riley Columbia, TN USA	President, RCR Building Corp., RCR D/B Services Corp.	Director	Director	President, RCR Building Co., & RCR D/B Services Co. Partner, Melrose Properties	0.773	none	RCR Building Co. 100% RCR d/b Services Co. 100% Melrose Prop. 50%
Thomas Napier Gordon Columbia, TN USA	Property Management	Director	Director	Managing Partner Gordon Bros. Partner Kitrell Place, L.P.	2.638	none	Gordon Bros. 50% Kitrell Place, L.P. 50%
Dr. Joe W. Remke, III Lawrenceburg, TN USA	Optomotrist	Director	Director	President/CEO Remke Group Partner Remke Realty Partner Remke Highway Realty	0.138	none	Remke Group 40% Remke Realty 50% Remke Hwy Realty 33%
Tim E. Pettus Lawrenceburg, TN USA	N/A	Director	President	President Pettus - McClain Trucking Co., Inc.	0.266	none	Pettus - McClain Trucking Co., Inc. 50%
T. Randy Stevens Columbia, TN USA	N/A	Director	Chairman and CEO	Limited Partner Thomas Randall Stevens Family Partnership L.P. Limited Partner Leesa M. Stevens Family Partnership L.P. General Partner	1.448	none	Thomas Randall Stevens Family Partnership, L.P. 55.52% Leesa M. Stevens Family Partnership, L.P. 41.25% Thomas Randall Stevens Family

Thomas Randall Stevens
 Family Partnership
 L.P.

Revised

Partnership, L.P. 1.00%

Form FR Y6

First Farmers and Merchants Corporation

December 31, 2012

December 31, 2012

Report Item 4: Directors and Officers

(1) Names & Address City, State, Country	(2) Principal Occupation if Other than BHC	(3)a Title & Position with BHC	(3)b Title & Position with Subsidiary FFMB	(3)c Title & Position with Other business	(4)a Percentage of Voting Shares in BHC	(4)b Percentage of Voting Shares in Subsidiary	(4)c Names of other Companies if more than 25% owned
Jonathan M. Edwards Lawrenceburg, TN USA	President, Edwards Oil Co., Inc. & Related	Director	Director	President Edwards Oil Co. of Lawrenceburg Inc.	0.062	none	Edwards Oil Co. of Lawrenceburg, Inc. 100%
				President South TN Oil Co., Inc.			South TN Oil Co., Inc 100%
				President Edwards Oil Co., Inc.			Edwards Oil Co., Inc 100%
				General Partner Edwards Land Co., LP			Edwards Land Co. LP 100%
				Chief Manager Edwards Real Estate, LLC			Edwards Real Estate, LLC 70%