



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, **Newton B. Blount**

Name of the Holding Company Director and Official

CEO/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.

Reporter's Name, Street, and Mailing Address

First Federal Bancorp

Legal Title of Holding Company

PO Box 268

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

Columbia

MS

39429

City

State

Zip Code

1075 Highway 98, Columbia, MS

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:

R. Scott Davis

COO/CFO

Name

Title

601-731-6010

Area Code / Phone Number / Extension

601-731-7940

Area Code / FAX Number

scottd@fsb-ms.com

E-mail Address

Newton B. Blount
Signature of Holding Company Director and Official

2/28/13

Date of Signature

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

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 **3394643**
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

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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

revised

**First Federal Bancorp
Corporate Hierarchy
December, 2012**

PARENT COMPANY

First Federal Bancorp 64-0947061
Holding Company
Domestic
1075 Highway 98
PO Box 268
Columbia, MS 39429
State of Incorporation: Mississippi

Holding Company Subsidiary

First Southern Bank 64-0386262
State chartered commercial bank
Domestic
Org. 1960
Parent: First Federal Bancorp - 100%
Columbia, MS 39429
State of Incorporation: Mississippi

Bank Subsidiary

First Federal Service Corp. 64-0917461
Low Income Housing Rentals
Domestic
Parent: First Southern Bank - 100%
Columbia, MS 39429
State of Incorporation: Mississippi

Results: A list of branches for your depository institution: FIRST SOUTHERN BANK (ID_RSSD: 954671).
This depository institution is held by FIRST FEDERAL BANCORP (3394643) of COLUMBIA, 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)	954671	FIRST SOUTHERN BANK	1075 HIGHWAY 98 EAST	COLUMBIA	MS	39429	MARION	UNITED STATES	43992	0	FIRST SOUTHERN BANK	954671	
ok		Full Service	3710609	CARRIERE BRANCH	2360 HWY 11 NORTH	CARRIERE	MS	39426	PEARL RIVER	UNITED STATES	477892	6	FIRST SOUTHERN BANK	954671	
ok		Full Service	3408081	COLUMBIA BRANCH	340 SECOND STREET	COLUMBIA	MS	39429	MARION	UNITED STATES	450405	4	FIRST SOUTHERN BANK	954671	
ok		Full Service	3710618	OAK GROVE BRANCH	5248 OLD HWY 11	HATTIESBURG	MS	39402	LAMAR	UNITED STATES	477893	7	FIRST SOUTHERN BANK	954671	
ok		Full Service	3408803	HIGHWAY 42 BRANCH	1048 HIGHWAY 42	PETAL	MS	39465	FORREST	UNITED STATES	450406	5	FIRST SOUTHERN BANK	954671	
ok		Full Service	3408782	PICAYUNE BRANCH	1321 HIGHWAY 43 NORTH	PICAYUNE	MS	39466	PEARL RIVER	UNITED STATES	444546	3	FIRST SOUTHERN BANK	954671	
ok		Full Service	3408812	RICHTON BRANCH	502 NORTH FRONT STREET	RICHTON	MS	39476	PERRY	UNITED STATES	444495	1	FIRST SOUTHERN BANK	954671	

Form FR Y-6
First Federal Bancorp
Fiscal Year Ending December 31, 2012

Report Item 3: Shareholders
 (1)(a)(b)Ⓞ and (2)(a)(b)Ⓞ

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) Name & Address
 (1)(b) Country of Citizenship
 (1)Ⓞ Number and Percentage of Each Class of Voting Securities

(2)(a) Name and Address
 (2)(b) Country or Citizenship
 (2)Ⓞ Number and Percentage of Each Class of Voting Securities

Guy Evans
 Jackson, MS-USA USA

21,831-6.29%

N/A

Christine Fortenberry
 Columbia,MS-USA USA

19,946-5.74%

N/A

Brenda Griner
 Sumrall,MS-USA USA

66,644-19.19%

N/A

Stephen Griner
 Madison,MS-USA USA

34,826 -10.03 %

N/A

Charles Criner Jr.
 Columbia,MS-USA USA

37,806-10.92%

N/A

Sandra McDaniel
 Sumrall,MS-USA USA

35,700- 10.31%

N/A

McNeese

**Form FR Y-6
First Federal Bancorp
Fiscal Year Ending December 31, 2012**

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Sares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Thomas D. McNeese Columbia, MS - USA	Attorney	Chairman	Chairman - Director First Southern Bank	McNeese & Hahn Owner	1.76%	N/A	McNeese & Hahn - 50%
I. Randall Wallace Columbia, MS - USA	Electric Power Association	Vice - Chairman	Vice - Chairman - Dir. First Southern Bank	General Manager PRVEPA	2.14%	N/A	N/A
Charles H. Griner, Jr. Columbia, MS - USA	Waterwell Contractor	Director	Secretary - Director First Southern Bank	President & Chairman Griner Drilling	10.92%	N/A	Griner Energy - 25% Charles H. Griner FLP - 33% Griner Sports - 25%
James R. Price Columbia, MS - USA	Investments	Director	Director First Southern Bank	N/A	0.73%	N/A	Ox-Mar Properties - 33%
Sandra G. McDaniel Sumrall, MS - USA	Homemaker	Secretary	Director First Southern Bank	N/A	10.31%	N/A	Griner Energy - 25% Charles H. Griner FLP - 33% Griner Sports - 25%
Stephen M. Griner Madison, MS - USA	Investment Advisor	Principal Shareholder	N/A	CFP Morgan Keegan	10.03%	N/A	Griner Energy - 25% Charles H. Griner FLP - 33% Griner Sports - 25%
Brenda M. Griner Columbia, MS - USA	Homemaker	Principal Shareholder	N/A	N/A	19.19%	N/A	Jack Morris Oil, Inc - 100% Jack Morris Butane, Inc. - 100%
Newton B. Blount Columbia, MS - USA	N/A	President/CEO	N/A	N/A	0.60%	N/A	N/A