

**REVISED**

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

**RECEIVED**  
JUN 22 2015  
By *D. Foreman*

## 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, 2014

Month / Day / Year  
N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Allen M Breland,  
Name of the Holding Company Director and Official  
President & CEO,  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
First Forest Corporation

Legal Title of Holding Company  
P. O. Box 60

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.

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

Forest MS 39074  
City State Zip Code

211 W. 3rd Street, Forest, MS 39074

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
Donna Foreman Loan Secretary  
Name Title

*Allen M Breland*  
Signature of Holding Company Director and Official

601-469-3663  
Area Code / Phone Number / Extension

6-15-15  
Date of Signature

601-469-9143  
Area Code / FAX Number

dforeman@bankofforest.com  
E-mail Address

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

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

For Federal Reserve Bank Use Only  
RSSD ID 1085518  
C.I. \_\_\_\_\_

## 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.*

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

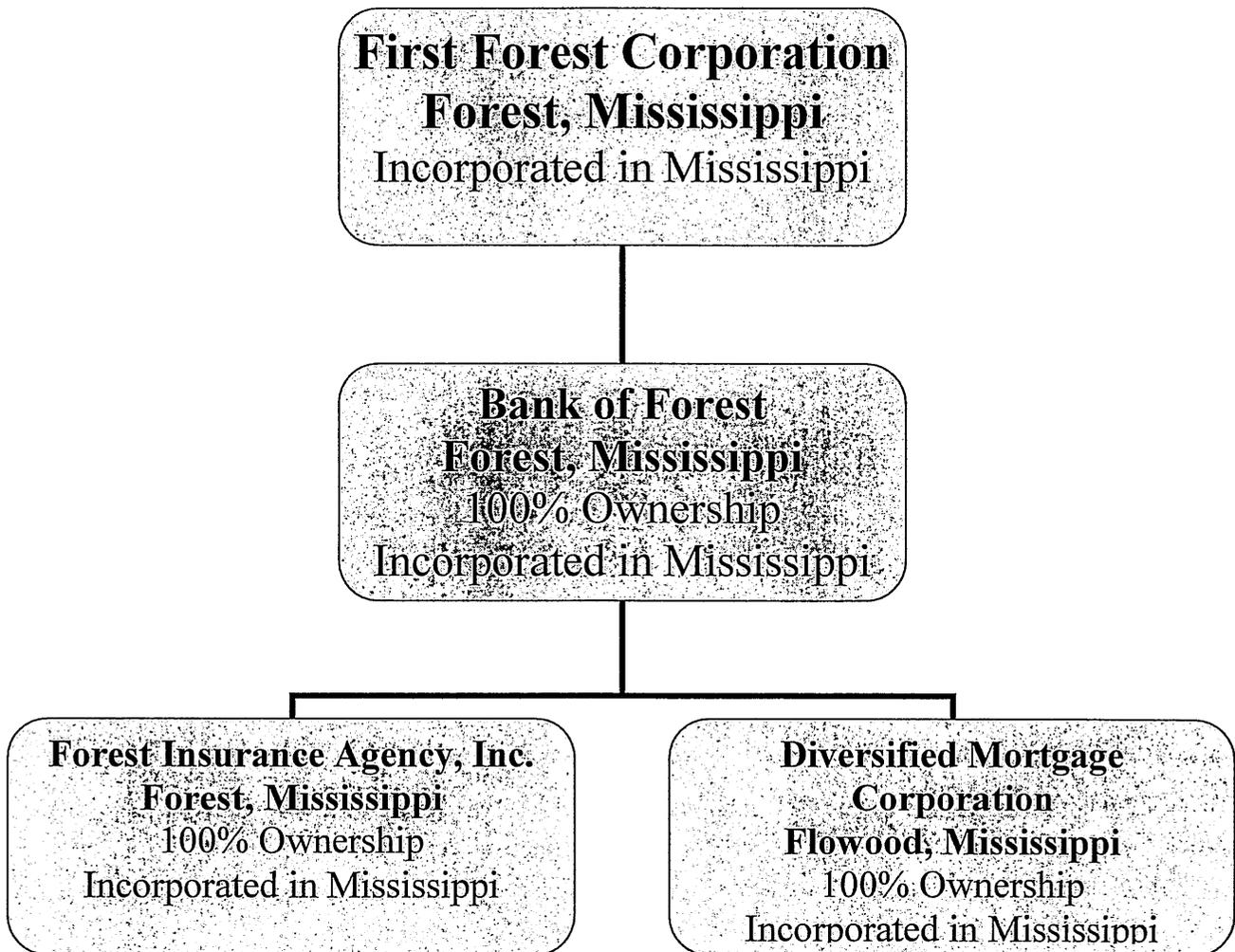
Physical location (if different from mailing address)

FORM FR Y-6

FIRST FOREST CORPORATION  
FOREST, MISSISSIPPI  
DECEMBER 31, 2014

Report Item

- 1: The bank holding company makes available to its shareholders its year-end financial statements and the report of the independent auditors. These are attached to this report.
- 2(a): Organizational Chart



- 2(b): Branch Verification

Submitted via e-mail on March 18, 2015.

**FORM FR Y-6  
FIRST FOREST CORPORATION  
DECEMBER 31, 2014**

**Report Item 3: Shareholders**

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14

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 12-31-14

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage Each Class of Voting Securities
Triplett Trust Oliver Triplett, III-Trustee Forest, MS	USA	2,665 – 15% common stock			
Donald Grey Triplett Forest, MS	USA	2,378 – 14% common stock		None	
Oliver B. Triplett, III Forest, MS	USA	* 5,163 – 30% common stock			
O. B. Triplett IV Forest, MS	USA	2,142 – 12% common stock			
T. E. Walker Forest, MS	USA	2,000 – 11% common stock			
Terrell Oakey Corley New Orleans, LA	USA	910 – 5% common stock			

\* Includes shares of Triplett Trust and spouse

**FORM FR Y-6  
FIRST FOREST CORPORATION  
DECEMBER 31, 2014**

**Report Item 4: Directors and Officers**

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

(1) Name & 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 shares 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)
Oliver B. Triplett, III Forest, MS	Attorney	Director	None	None	30%	None	None
T. E. Walker Forest, MS	N/A	Chairman and Director	Chairman (Bank of Forest)	None	11%	None	None
Carl Howard Fountain Forest, MS	Merchant	Director	None	Secretary & Treasurer - Fountain Ace Hardware, Inc.	4%	None	Fountain Ace Hardware, Inc. (26%)
Allen Breland Forest, MS	N/A	Director	President & CEO (Bank of Forest)	Partner - Mitzi Breland Interior Design	1%	None	Mitzi Breland Interior Design (50%)
Triplett Trust Oliver Triplett, III - Trustee Forest, MS	Attorney	Director	None	None	15%	None	None
Donald Grey Triplett Forest, MS	Retired	None	None	None	14%	None	None

(Continued)

**FORM FR Y-6  
FIRST FOREST CORPORATION  
DECEMBER 31, 2014**

**Report Item 4: Directors and Officers**

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

(1) Name & 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 shares 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)
Dr. John B. Smith, Jr. Forest, MS	Dentist	Director	None	President - MS Technological Services, Inc.	3%	None	John B. Smith, DMD, P.A. (100%) MS Technological Services, Inc. (50%)
O. B. Triplett, IV Forest, MS	Realtor/ Appraiser	Director	None	Owner – Triplett Realty Services Partner – T & G Dozier Services Member – Triplett Rental Properties, LLC Member – Triplett Timberlands, LLC Member – Trotlines, LLC Member – Triplett Logging, LLC	12%	None	Triplett Realty Services (100%) T & G Dozier Services (50%)

( Continued )

**FORM FR Y-6  
FIRST FOREST CORPORATION  
DECEMBER 31, 2014**

**Report Item 4: Directors and Officers**

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

(Continued)

(1) Name & 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 shares 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)
Janet C. Driskell Forest, MS	N/A	Secretary	None	Vice President & Secretary – Driskell, Inc.	1%	None	Driskell, Inc. (50%)
Charles R. Sanders Forest, MS	N/A	None	Executive Vice President (Bank of Forest)	None	1%	None	None
Clifton B. Fowler Flowood, MS	N/A	Director	President (Bank of Forest)	None	1%	None	None
Thomas E. Walker, Jr. Jackson, MS	Attorney	Director	None	Member Brunini, Grantham, Grower, Hewes, PLLC	1%	None	None
Todd Vowell Forest, MS	Merchant	Director	None	President / Secretary Triple V, Inc. President / Secretary Big Daddy Foods, Inc. Managing Member V & V Limited Liability Company Member – Kate & Cade LLC Member – Atec Design LLC Member – Sandridge Farms LLC	1%	None	Triple V, Inc. (45%)  Big Daddy Foods, Inc. (45%) V & V Limited Liability Company (30%) Kate & Cade LLC (50%) Atec Design LLC (50%) Sandridge Farms LLC (100%)

**FORM FR Y-6**  
**FIRST FOREST CORPORATION**  
**DECEMBER 31, 2014**

**Report Item 4: Directors and Officers**

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

(Continued)

(1) Name & 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 shares 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)
William N. Price, Jr. Forest, MS	Accountant	Director	None	President – Price & Company P.A. Secretary / Treasurer Newman Place, Inc. General Partner Highway 80 Investments LTD Trustee – William N. Price Family Trust	1%	None	Price & Company, PA (100%) Newman Place Inc. (0%)  Highway 80 Investments LLC (20%) William N. Price Family Trust (0%)