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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.

I, Allen M. Breland,
 Name of the Holding Company Director and Official
President & CEO,
 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]
 Signature of Holding Company Director and Official
3-18-16
 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 1085518
 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
First Forest Corporation
 Legal Title of Holding Company
P. O. Box 60
 (Mailing Address of the Holding Company) Street / P.O. Box
Forest MS 39074
 City State Zip Code
211 W. 3rd Street, Forest, MS 39074
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Donna Foreman Loan Secretary
 Name Title
601-469-3663
 Area Code / Phone Number / Extension
601-4699143
 Area Code / FAX Number
dforeman@bankofforest.com
 E-mail Address
N/A
 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:

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 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)

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Physical Location (if different from mailing address)

FORM FR Y-6

FIRST FOREST CORPORATION
FOREST, MISSISSIPPI
DECEMBER 31, 2015

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 7, 2016.

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Results: A list of branches for your depository institution: **BANK OF FOREST (ID_RSSD: 642437)**.

This depository institution is held by **FIRST FOREST CORPORATION (1085518)** of **FOREST, MS**.

The data are as of **06/30/2016**. Data reflects information that was received and processed through **07/11/2016**.

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>.

* 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
		Full Service (Head Office)	642437	BANK OF FOREST	211 WEST 3RD STREET	FOREST	MS	39074	SCOTT	UNITED STATES	576	0	BANK OF FOREST	642437	
		Full Service	3641075	FLOWOOD BRANCH	1698 OLD FANNIN ROAD	FLOWOOD	MS	39232	RANKIN	UNITED STATES	468428	5	BANK OF FOREST	642437	

FORM FR Y-6
FIRST FOREST CORPORATION
DECEMBER 31, 2015

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 12-31-15				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 12-31-15		
(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	USA	2,665 –	15% common stock			
Donald Grey Triplett Forest, MS, USA	USA	2,378 –	14% common stock		None	
Oliver B. Triplett, III Forest, MS, USA	USA	* 5,170 –	30% common stock			
O. B. Triplett IV Forest, MS, USA	USA	2,089 –	12% common stock			
T. E. Walker Forest, MS, USA	USA	2,005 –	12% common stock			
Terrell Oakey Corley New Orleans, LA, USA	USA	910 –	5% common stock			

* Includes shares of Triplett Trust

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**FORM FR Y-6
FIRST FOREST CORPORATION
DECEMBER 31, 2015**

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, USA	Attorney	Director	None	None	30%	None	None
T. E. Walker Forest, MS, USA	N/A	Chairman and Director	Chairman (Bank of Forest)	None	12%	None	None
Carl Howard Fountain Forest, MS, USA	Merchant	Director	None	Secretary & Treasurer - Fountain Ace Hardware, Inc.	4%	None	Fountain Ace Hardware, Inc. (26%)
Allen Breland Forest, MS, USA	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, USA	Attorney	Director	None	None	15%	None	None
Donald Grey Triplett Forest, MS, USA	Retired	None	None	None	14%	None	None

(Continued)

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**FORM FR Y-6
FIRST FOREST CORPORATION
DECEMBER 31, 2015**

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. Madison, MS, USA	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, USA	Realtor/ Appraiser	Director	None	Owner – Triplett Realty Services Member – Triplett Rental Properties, LLC Member – Triplett Timberlands, LLC Member – Trotlines, LLC Member – Triplett Logging, LLC	12%	None	Triplett Realty Services (100%)

(Continued)



**FORM FR Y-6
FIRST FOREST CORPORATION
DECEMBER 31, 2015**

Report Item 4: Directors and Officers

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Janet C. Driskell Forest, MS, USA	N/A	Secretary	None	None	1%	None	None
Charles R. Sanders Forest, MS, USA	N/A	None	Executive Vice President (Bank of Forest)	None	1%	None	None
Clifton B. Fowler Flowood, MS, USA	N/A	Director	President (Bank of Forest)	None	1%	None	None
Thomas E. Walker, Jr. Jackson, MS, USA	Attorney	Director	None	Member Brunini, Grantham, Grower, Hewes, PLLC	1%	None	None
Todd Vowell Forest, MS, USA	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%)

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**FORM FR Y-6
FIRST FOREST CORPORATION
DECEMBER 31, 2015**

Report Item 4: Directors and Officers

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William N. Price, Jr. Forest, MS, USA	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%)

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