



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, Christopher Holloway

Name of the Holding Company Director and Official

CEO / Board Director

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.

Christopher Holloway

Signature of Holding Company Director and Official

3-28-16

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 4815501
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 Mercantile Financial Corporation

Legal Title of Holding Company

P O Box 2387

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

Cookeville TN 38502

City State Zip Code

200 West Jackson Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robin D Cowan Board Secretary

Name Title

931-528-6372

Area Code / Phone Number / Extension

931-528-6356

Area Code / FAX Number

rcowan@1stmerc.net

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.

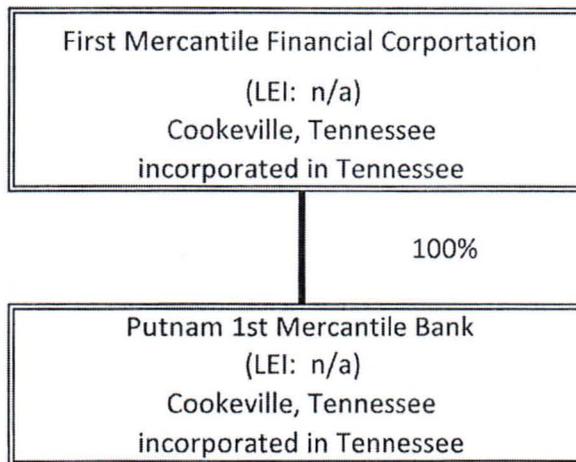
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

First Mercantile Financial Corporation
Cookeville, Tennessee
Fiscal Year Ending December 31, 2015

Report Item:

1. The bank holding company is in the process of preparing an annual report and is not registered with the SEC. A copy of the Annual Report will be submitted upon its completion in April of 2016.
- 2a. Organizational Chart -



- 2b. The domestic branch listing was provided to the Federal Reserve via email submission on March 25, 2016.

 **REVISED**
5/6/16

Results: A list of branches for your depository institution: PUTNAM 1ST MERCANTILE BANK (ID_RSSD: 3393851).
 This depository institution is held by FIRST MERCANTILE FINANCIAL CORPORATION (4815501) of COOKEVILLE, TN.
 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>.

* 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)	3393851	PUTNAM 1ST MERCANTILE BANK	200 WEST JACKSON STREET	COOKEVILLE	TN	38501	PUTNAM	UNITED STATES	439302	0	PUTNAM 1ST MERCANTILE BANK	3393851	
OK		Full Service	4759780	BAXTER BRANCH	322 MAIN STREET	BAXTER	TN	38544	PUTNAM	UNITED STATES	Not Required	Not Required	PUTNAM 1ST MERCANTILE BANK	3393851	
OK		Full Service	3729580	EAST 10TH STREET BRANCH	860 EAST 10TH STREET	COOKEVILLE	TN	38501	PUTNAM	UNITED STATES	473705	1	PUTNAM 1ST MERCANTILE BANK	3393851	



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First Mercantile Financial Corporation
 Cookeville, Tennessee
 Fiscal Year Ending December 31, 2015

Report **Item 3** (1a, b, c) & (2a,b,c): Security Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015.

	1a Name City, State, Country	1b Country of Citizenship or incorporation	1c Number & Percentage of Each Class of Voting Securities
1	The Larry E Vickers Family St Pete Beach, FL - USA	USA	266,120 shares of common stock 23.07%
2	The Mark Davis Family Annapolis, MD - USA	USA	133,189 shares of common stock 11.55%
3	The Brad Wood Family Cookeville, TN - USA	USA	128,046 shares of common stock 11.10%
4	The Terry Kendall Family Cookeville, TN - USA	USA	86,200 shares of common stock 7.47%

Securities holders not listed in 3(1a) through 3(1c) that had ownership, control or holdings of 5% or more with powers to vote during the fiscal year ending 12/31/2015.

	2a Name City, State, Country	2b Country of Citizenship or incorporation	2c Number & Percentage of Each Class of Voting Securities
	NONE		



First Mercantile Financial Corporation
 Cookeville, Tennessee
 Fiscal Year Ending December 31, 2015

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

	1	2	3a	3b	3c	4a	4b	4c
	Name City, State Country	Principal Occupation if Other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies if 25% or more of voting securities are held
1	Larry E Vickers St Pete Beach, FL USA	retired banker	Chairman & Director	Chairman & Director (Putnam 1st Mercantile Bank)	Director (Southeastern Bancorp); 25% Partner (Merantile LLC); 50% Partner (Heneger & Vickers); & Trustee (Vickers Foundation)	23.07%	0%	25% Partner (Merantile LLC); 50% Partner (Heneger & Vickers); & Trustee (Vickers Foundation)
2	Mark Davis, M.D. Annapolis, MD USA	medical doctor	Director	Director (Putnam 1st Mercantile Bank)	President (TranDavis PA) & 25% Partner (Mercantile LLC)	11.55%	0%	25% Partner (Mercantile LLC)
3	Brad Wood Cookeville, TN USA	Director of Operations (Bradmark Industrial Coatings)	Director	Director (Putnam 1st Mercantile Bank)	Director of Operations (Bradmark Industrial Coatings) & 25% Partner (Mercantile LLC)	11.10%	0%	25% Partner (Mercantile LLC)
4	Christopher Holloway Cookeville, TN USA	CEO / President of Putnam 1st Mercantile	President & Director	CEO/President & Director (Putnam 1st Mercantile Bank)	none	0.00%	0%	none

REVISED
5/16/16

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

5	Ted McWilliams Cookeville, TN USA	auctioneer	Director	Director (Putnam 1st Mercantile Bank)	Auctioneer for Tays Auctions	0.09%	0%	none
6	James T Martin Cookeville, TN USA	retired banker	Director	Director (Putnam 1st Mercantile Bank)	none	0.50%	0%	none
7	Ricky Sherrell Cookeville, TN USA	President of Encompass Mfg	Director	Director (Putnam 1st Mercantile Bank)	President (Encompass Mfg); President (Sherrell Investments); and President (MSI, Inc)	1.86%	0%	100% Encompass Mfg; 51% Sherrell Invesments; & 51% MSI, Inc
8	Anthony Moore Dickson, TN USA	President & CEO of First Federal Bank	Director	Director (Putnam 1st Mercantile Bank)	President & CEO (First Federal Bank; Director (Southeastern Bancorp & Cumberland Bancorp); Member (First Investment Services); Partner (Canterbury Properties & A and A Proeptries); Board Secretary (Autumn Place Inc); Member (First Investment Services, LLC & Dogwood Development & Quality Aircraft Sales, LLC & Dickson Entertainment Equip Co. LLC & Canterbury Entertainment Properties & Square Mile Box Seat Properties and Manhatttan Group Properites LLC & Storekeeper Properties LLC & 50- 601 Music Row LLC)	3.93%	0%	35.23% Southeastern Bancorp; 33.33% First Investment Services LLC; 50% Canterbury Properties; 50% Autumn Place Inc; 51% Quality Aircraft Sales LLC; 33.33% Dickson Entertainment Equip Co. LLC; 33.33% Cantebruby Entertainment Properties; 50% Square Mile / Box Seat Properties LLC; 33.33% Manhattan Group Proeptries, LLC; 33.33% Storekeeper Properties LLC; 100% 50- 601 Music Row LLC; 50% A & A Propeties
9	Terry Kendall Cookeville, TN USA	President of Lakeland Electric, Inc	Director	Director (Putnam 1st Mercantile Bank)	President (Lakeland Electric Inc); 25% member (Burkesville Propeties); & 25% Partner (Mercantile LLC)	7.47%	0%	96% Lakeland Electric Inc; 25% Burkesville Propeties; & 25% Mercantile LLC
10	Mohanlal Patel Cookeville, TN USA	Motel Owner	Director	Director (Putnam 1st Mercantile Bank)	Motel 6 - Cookeville, TN 100% owner	3.32%	0%	Motel 6 - Cookeville, TN 100% owner