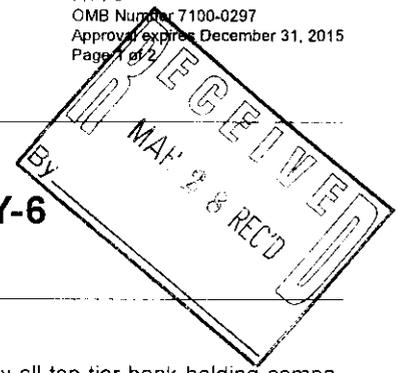


Board of Governors of the Federal Reserve System



# 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, **Tommy Whittaker**

Name of the Holding Company Director and Official

President, CEO and 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.

Reporter's Name, Street, and Mailing Address

First Farmers Bancshares, Inc.

Legal Title of Holding Company

120 Village Drive / P.O. Box 10

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

Portland

TN

37148

City

State

Zip Code

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:

Mickie E. Hodge

EVP

Name

Title

615-325-2265-1108

Area Code / Phone Number / Extension

615-325-5470

Area Code / FAX Number

mhodge@thefarmersbank.net

E-mail Address

Signature of Holding Company Director and Official

*Tommy Whittaker* 3/27/13

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 1086122  
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

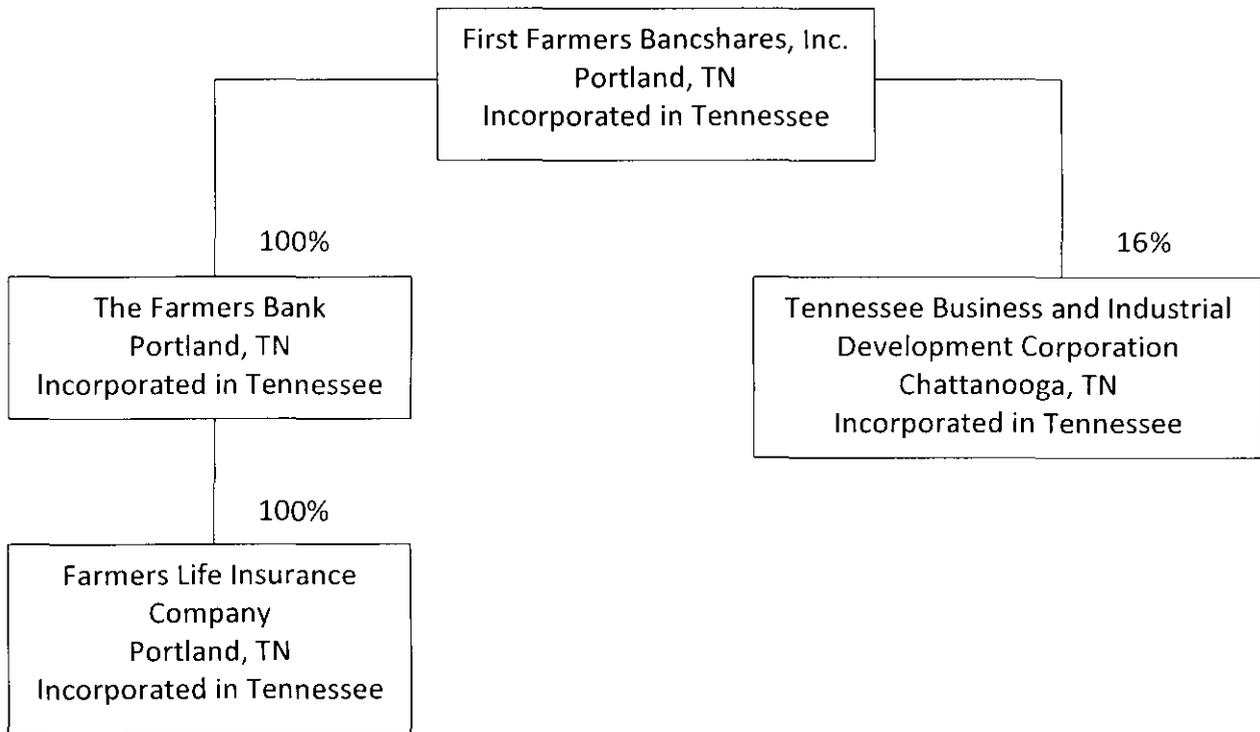
Form FR Y-6

First Farmers Bancshares, Inc.  
Portland, Tennessee  
Fiscal Year Ending December 31, 2012

Report Item

1: The bank holding company prepares an annual report for its shareholders and is not registered with the SEC. As specified by the appropriate Reserve Bank, one copy is enclosed.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank on January 25, 2013.

**Results:** A list of branches for your depository institution FARMERS BANK, THE (ID\_RSSD: 901938)  
 This depository institution is held by FIRST FARMERS BANCSHARES, INC. (1086122) of PORTLAND, TN  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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)	901938	FARMERS BANK, THE	120 VILLAGE DRIVE	PORTLAND	TN	37148	SUMNER	UNITED STATES	1118	0	FARMERS BANK, THE	901938	
Ok		Full Service	3346062	CROSS PLAINS OFFICE	7836 HIGHWAY 25	CROSS PLAINS	TN	37049	ROBERTSON	UNITED STATES	438926	9	FARMERS BANK, THE	901938	
Ok		Full Service	3267363	MILLERSVILLE BRANCH	1250 LOUISVILLE HIGHWAY	GOODLETTSVILLE	TN	37072	SUMNER	UNITED STATES	427743	8	FARMERS BANK, THE	901938	
Ok		Full Service	785231	NORTH BROADWAY BRANCH	107 NORTH BROADWAY	PORTLAND	TN	37148	SUMNER	UNITED STATES	208713	7	FARMERS BANK, THE	901938	
Ok		Full Service	1356807	RIDGETOP BRANCH	1765 HIGHWAY 41 SOUTH	RIDGETOP	TN	37152	ROBERTSON	UNITED STATES	190004	6	FARMERS BANK, THE	901938	
Ok		Full Service	725835	SPRINGFIELD BRANCH	1203 MEMORIAL BLVD	SPRINGFIELD	TN	37172	ROBERTSON	UNITED STATES	15266	4	FARMERS BANK, THE	901938	
Ok		Full Service	4107907	TOM AUSTIN HIGHWAY BRANCH	3490 TOM AUSTIN HIGHWAY	SPRINGFIELD	TN	37172	ROBERTSON	UNITED STATES	497948	11	FARMERS BANK, THE	901938	
Ok		Full Service	976235	WESTMORELAND BRANCH	5804 AUSTIN PEAY HWY	WESTMORELAND	TN	37186	SUMNER	UNITED STATES	208717	10	FARMERS BANK, THE	901938	
Ok		Limited Service	704933	31 WEST DRIVE-THRU BRANCH	2790 HIGHWAY 31 WEST SOUTH	WHITE HOUSE	TN	37188	SUMNER	UNITED STATES	190001	1	FARMERS BANK, THE	901938	
Ok		Full Service	703338	WHITE HOUSE BRANCH	515 HIGHWAY 76	WHITE HOUSE	TN	37188	ROBERTSON	UNITED STATES	190003	3	FARMERS BANK, THE	901938	

**Form FR Y-6**  
**First Farmers Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2012**

**Report Item 3: Securities Holders**

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012.			Securities holders 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, City, State, Country	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities	2(a) Name, City, State, Country	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities
Douglas & Irene Williams Portland, TN, USA	USA	190,518 - 10.26% Common Stock	None		
William Earls Portland, TN, USA	USA	114,969 - 6.19% Common Stock			
Dorothy D. & James L. Wilkinson Portland, TN, USA	USA	107,879 - 5.81% Common Stock			
Joe and Johnnie Freedle Portland, TN, USA	USA	118,525 - 6.38% 41,475 - 2.23% (Christine Denton - Indirect Control) Common Stock			
Randall Collins Portland, TN, USA	USA	24,170 - 1.30% 84,000 - 4.52% (Frances Collins - Indirect Control) Common Stock			

Form FR Y-6  
 First Farmers Bancshares, Inc.  
 Fiscal Year Ending December 31, 2012

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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)
Jack Freddie Portland, TN, USA	Attorney	Director	The Farmers Bank-Director		0.17%	None	None
John C. Wilkinson Portland, TN, USA	Realtor - Herb Lord Realtors	Director	The Farmers Bank-Director Farmers Life Ins. Co.-Director	Northside Mini Storage - Sole Proprietorship	1.11%	None	Northside Mini Storage
Donald L. Eden White House, TN, USA	Manager, SLE, Inc	Director	The Farmers Bank-Director	Spring Creek Ventures, LP / Chief Manager	1.63%	None	Spring Creek Ventures, LP - 50%
Daniel H. Green Cross Plains, TN, USA	Pharmacist	Director	The Farmers Bank-Director	Thomas Drugs - Owner	0.70%	None	Thomas Drugs - 100% Ownership
Herbert Lord White House, TN, USA	Self Employed- Mgr. Herb Lord Realtors	Chairman of the Board Director	The Farmers Bank- Chairman of the Board Farmers Life Ins. Co.-Director	White House Realty LLC dba Keller Williams - Partner Quail Ridge Center, LLC - Owner AAA Inc. - Stockholder AAA Leasing, LLC - Partner B & L Development, LLC - Partner Greystone Enterprise, LLC - Partner Life Gym - Owner Terry's Market - Partner DC Fitness Center - Owner	1.66%	None	White House Realty LLC dba Keller Williams - 55% Quail Ridge Center, LLC - 100% AAA Inc. - 50% AAA Leasing, LLC - 50% B & L Development, LLC - 50% Greystone Enterprises, LLC - 50% Life Gym - 100% Terry's Market - 50% DC Fitness Center - 100%
James B. Donoho III Portland, TN, USA	Nurseryman - Owner	Director	The Farmers Bank-Director	Donoho Nursery - Owner Donoho Rentals - Partner	0.47%	None	Donoho Nursery - 100% Donoho Rentals - 100%
Jerry Taylor Portland, TN, USA	Retired from The Farmers Bank	Director	The Farmers Bank-Director Farmers Life Ins. Co- Director, Pres./CEO	Plateau Group Inc - Director Plateau Ins. Co. - Director TN Business & Industrial Dev. Corp. - Chairman & Director W/T Partnership - Partner J & W Partnership - Partner	1.02%	None	W/T Partnership - 50% J & W Partnership - 50%
Randall M. Collins Portland, TN, USA	Vetennanian	Director	The Farmers Bank-Director	None	5.82% * Includes 4.52% indirect control of Frances Collins	None	None

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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)
Tommy Whitaker Portland, TN, USA	The Farmers Bank- President, CEO, Director	President, CEO, Director	Farmers Life Ins. Co.- Director, President The Farmers Bank- President, CEO, Director	None	0.08%	None	None
Mickie E. Hodge Portland, TN, USA	The Farmers Bank- EVP / CAO	Secretary to the Board/ Treasurer	The Farmers Bank- Exec. VP/CAO, Secretary to Board Farmers Life Ins. Co.- Director, Sec & Treasurer	None	0.10%	None	None
William A. Nash White House, TN, USA	The Farmers Bank - EVP / Branch Adm	Vice President	Farmers Life Insurance Co. - Director, VP The Farmers Bank - EVP / Branch Adm.	None	0.01%	None	None
Douglas & Irene Williams Portland, TN, USA	Self Employed - Agriculture	Principal Shareholder	None	None	10.26%	None	None