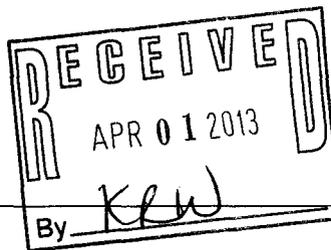




Annual Report of Holding Companies—FR Y-6



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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, T.E. Walker,

Name of the Holding Company Director and Official

Chairman & 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 of Holding Company Director and Official

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

C.I.

1085518

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

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:

Janet Driskell

Assistant Vice President

Name

Title

601-469-3663

Area Code / Phone Number / Extension

601-469-9143

Area Code / FAX Number

jdiskell@bankofforest.com

E-mail Address

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

FORM FR Y-6

FIRST FOREST CORPORATION
FOREST, MISSISSIPPI
DECEMBER 31, 2012

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 20, 2013.

FORM F.R. Y-6

FIRST FOREST CORPORATION
FOREST, MISSISSIPPI
DECEMBER 31, 2012

2(b): Branch Listing

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 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)	642437	BANK OF FOREST	211 WEST 3RD STREET	FOREST	MS	39074	SCOTT	UNITED STATES	576	0	BANK OF FOREST	642437	
OK		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, 2012

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 12-31-12				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 12-31-12		
(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	2,631 – stock	15% common			
Donald Grey Triplett Forest, MS	USA	2,378 – stock	14% common		None	
Oliver B. Triplett, III Forest, MS	USA	* 5,153 – stock	30% common			
O. B. Triplett IV Forest, MS	USA	2,152 – stock	12% common			
T. E. Walker Forest, MS	USA	2,000 – stock	11% common			
Terrell Oakey Corley New Orleans, LA	USA	910 – stock	5% common			

* Includes shares of Triplett Trust and spouse

**FORM FR Y-6
FIRST FOREST CORPORATION
DECEMBER 31, 2012**

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 and CEO (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 & COO (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, 2012**

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%)
John G. Weatherford, Jr. Forest, MS	Oil & gas distributor	Director	None	President - John G. Weatherford, Inc.	1%	None	John G. Weatherford, Inc. (57%)
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, 2012**

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/ Treasurer	Vice President (Bank of Forest)	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. Forest, MS	N/A	Director	Vice President & CFO (Bank of Forest)	None	1%	None	None