

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, **Brian K. Williams**

Name of the Holding Company Director and Official

President

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.

First Farmers and Merchants Corporation

Legal Title of Holding Company

P.O. Box 1148

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

Columbia TN 38401

City State Zip Code

816 South Garden Street

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:

Pam White Central Balancing Manager

Name Title

931-388-3145 ext 1258

Area Code / Phone Number / Extension

931-380-8358

Area Code / FAX Number

pam.white@myfirstfarmers.com

E-mail Address

Signature of Holding Company Director and Official

3/12/2019

Date of Signature

www.myfirstfarmers.com

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 _____
 C.I. _____

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/> <input checked="" type="checkbox"/>
In accordance with the General Instructions for this report (check only one),		
1. a letter justifying this request is being provided along with the report	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

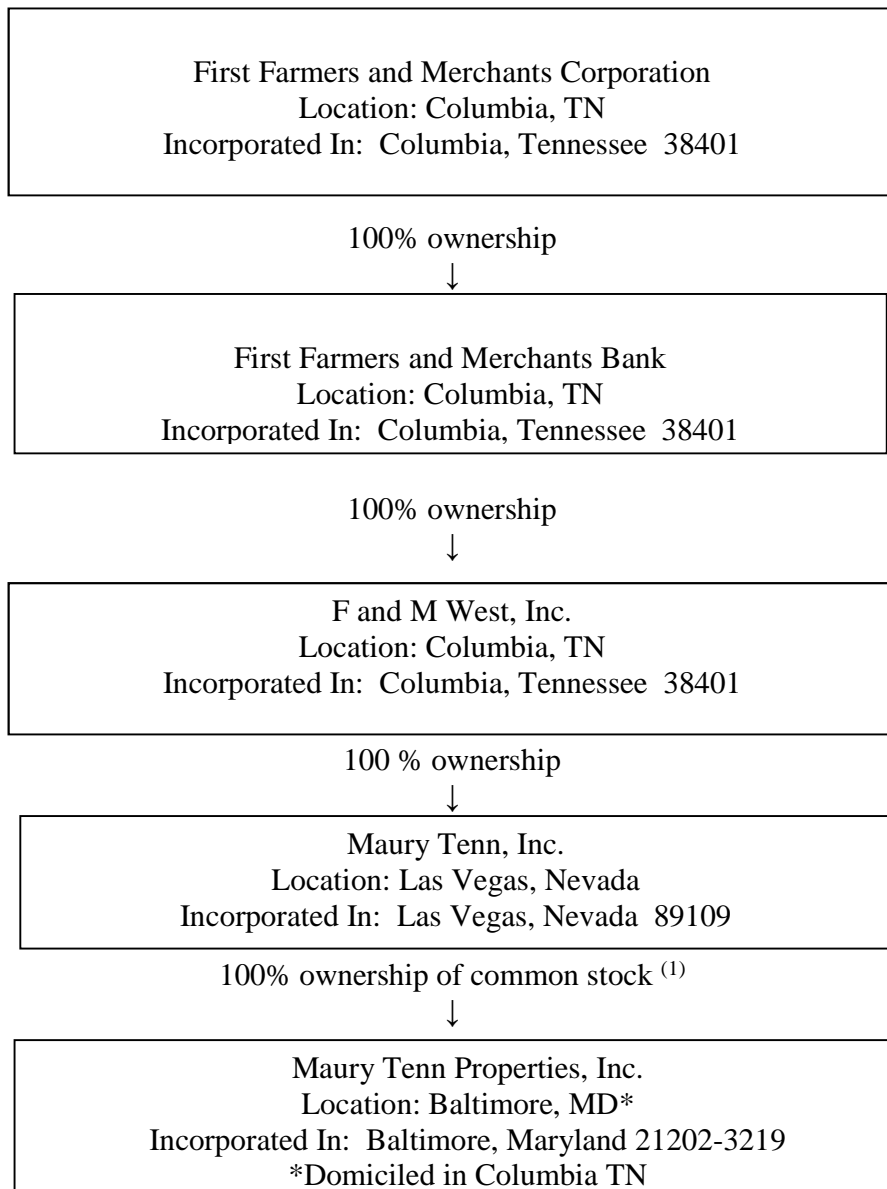
Form FR Y6
First Farmers and Merchants Corporation
December 31, 2018

FR Y6 Report Item 1:

First Farmers and Merchants Corporation (FRB #1083783) prepares an annual report to shareholders. The Corporation plans to forward copies of its annual report to the appropriate regulatory bodies, including the Federal Reserve Bank on or before March 31, 2019.

FR Y6 Report Item 2a: Organization Chart

LEI Code – N/A for all entities



⁽¹⁾ Ownership includes preferred shareholders with non-voting rights, which is accounted for as noncontrolling interest.

FR Y6 Report Item 2b: Domestic Branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: **FIRST FARMERS AND MERCHANTS BANK (ID_RSSD: 150035)**. This depository institution is held by **FIRST FARMERS AND MERCHANTS CORPORATION (1083783)** of **COLUMBIA, TN**. The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

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)	150035	FIRST FARMERS AND MERCHANTS BANK	816 SOUTH GARDEN STREET	COLUMBIA	TN	38401	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	2877158	EAST HICKMAN BRANCH	9512 HIGHWAY 46	BON AQUA	TN	37025	HICKMAN	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	5166545	BRENTWOOD BRANCH	5020 HARPEETH DRIVE	BRENTWOOD	TN	37027	WILLIAMSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	795436	CENTERVILLE BRANCH	116 CHURCH ST	CENTERVILLE	TN	37033	HICKMAN	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	620631	CAMPBELL PLAZA BRANCH	1202 SOUTH JAMES CAMPBELL BLVD.	COLUMBIA	TN	38401	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	817936	HATCHER LANE BRANCH	1501 SOUTH JAMES CAMPBELL BLVD.	COLUMBIA	TN	38401	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Limited Service	702135	HIGH STREET LIMITED BRANCH	515 NORTH HIGH STREET	COLUMBIA	TN	38401	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	211720	NORTHSIDE OFFICE	901 NASHVILLE HIGHWAY	COLUMBIA	TN	38401	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	5063327	BERRY FARMS BRANCH	1004 VILLAGE PLAINS BLVD	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	3907070	COOLSPRINGS BRANCH	300 BILLINGSLY COURT	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	5110258	DOWNTOWN FRANKLIN BRANCH	121 FIRST AVENUE SOUTH	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	4397829	MCEWEN OFFICE	1536 WEST MCEWEN DRIVE	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	2534198	CROCKETT BRANCH	116 WEST GAINS STREET	LAWRENCEBURG	TN	38464	LAWRENCE	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	19039	LAWRENCEBURG BRANCH	1501 NORTH LOCUST STREET	LAWRENCEBURG	TN	38464	LAWRENCE	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	200631	LEWISBURG OFFICE	260 NORTH ELLINGTON PARKWAY	LEWISBURG	TN	37091	MARSHALL	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	1427958	LORETTO BRANCH	201 SOUTH MILITARY STREET	LORETTO	TN	38469	LAWRENCE	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	1002935	MOUNT PLEASANT BRANCH	128 N MAIN ST	MOUNT PLEASANT	TN	38474	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	4751113	GREEN HILLS BRANCH	4013 HILLSBORO CIRCLE	NASHVILLE	TN	37215	DAVIDSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	2124179	MARTIN HOUSE OFFICE	302 SOUTH SECOND STREET	PULASKI	TN	38478	GILES	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	4272243	PORT ROYAL	4871 PORT ROYAL ROAD	SPRING HILL	TN	37174	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	765934	SPRING HILL BR	5398 S MAIN ST	SPRING HILL	TN	37174	MAURY	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
OK		Full Service	507938	WHITE BLUFF BRANCH	2011 HIGHWAY 47 NORTH	WHITE BLUFF	TN	37187	DICKSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	
ADD	12/27/2018	Full Service		21st Ave	2306 21st Avenue S.	NASHVILLE	TN	37212	DAVIDSON	UNITED STATES	Not Required	Not Required	FIRST FARMERS AND MERCHANTS BANK	150035	

Form FR Y-6

**First Farmers and Merchants Corporation
Fiscal Year Ending December 31, 2018**

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 12-31-2018

(1)a Name City, State, Country	(1)b Country or Citizenship or Incorporation	(1)c Number and Percentage of Each Class of Voting Securities
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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 12-31-2018

(2)a Name City, State, Country	(2)b Country or Citizenship or Incorporation	(2)c Number and Percentage of Each Class of Voting Securities
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NONE

NONE

Form FR Y-6
First Farmers and Merchants Corporation
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

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

(1) Names City, State, Country	(2) Principal Occupation if Other than with Holding Company	(3)a Title & Position with Holding Company	(3)b Title & Position with Subsidiary (First Farmers and Merchants Bank)	(3)c Title & Position with Other businesses	(4)a Percentage of Voting Shares in Holding Company	(4)b Percentage of Voting Shares in Subsidiary	(4)c Names of other Companies if more than 25% or more of voting securities held
Thomas Napier Gordon Columbia, TN USA	Attorney and Managing Partner Gordon Brothers Properties	Director	Director	Managing Partner Gordon Brothers General Partner Kitrell Place, L.P.	3.074%	none	Gordon Brothers 50% Kitrell Place, L.P. 50%
T. Randy Stevens Columbia, TN USA	N/A	Chairman and CEO	Chairman and CEO	Limited Partner Thomas Randall Stevens Family Partnership, L.P. General Partner Thomas Randall Stevens Family Partnership, L.P.	1.685%	none	Thomas Randall Stevens Family Partnership, L.P. 55.52% Thomas Randall Stevens Family Partnership, L.P. 1.00%
Timothy E. Pettus Lawrenceburg, TN USA	N/A	Vice- Chairman	Vice- Chairman	President, Pettus-McLain Trucking Co., Inc.	0.524%	none	Pettus - McLain Trucking Co., Inc. 50%
Matthew M. Scoggins, Jr. Columbia, TN USA	CEO Emeritus Tennessee Farmers Insurance Companies	Director	Director	CEO Emeritus Tennessee Farmers Insurance Companies	0.170%	none	N/A
Brian K. Williams Columbia, TN USA	N/A	President and Director	President and Director	N/A	0.139%	none	N/A
Jonathan M. Edwards Lawrenceburg, TN USA	President and CEO Edwards Oil Company	Director	Director	President Edwards Oil of Lawrenceburg, Inc. President South TN Oil Co., Inc. President Edwards Oil Co., Inc. General Partner Edwards Land Co., LP Chief Manager Edwards Real Estate, LLC	0.090%	none	Edwards Oil of Lawrenceburg, Inc. 100% South TN Oil Co., Inc. 100% Edwards Oil Co., Inc. 100% Edwards Land Co. LP 100% Edwards Real Estate, LLC 70%

December 31, 2018
Report Item 4: Insiders

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First Farmers and Merchants Corporation
December 31, 2018

(1) Names & Address City, State, Country	(2) Principal Occupation if Other than BHC	(3)a Title & Position with BHC	(3)b Title & Position with Subsidiary FFMB	(3)c Title & Position with Other business	(4)a Percentage of Voting Shares in BHC	(4)b Percentage of Voting Shares in Subsidiary	(4)c Names of other Companies if more than 25% owned
Dalton M. Mounger Columbia, TN USA	Attorney	Director	Director	Member of Mounger & Molder PLLC, Attorneys	0.044%	none	Mounger & Molder PLLC, Attorneys 50%
Robert E. Kimmel Columbia, TN USA	N/A	CFO and Treasurer	CFO and Treasurer	N/A	0.029%	none	N/A
Jeffrey L. Aiken Columbia, TN USA	President Tennessee Farm Bureau Federation	Director	Director	N/A	0.014%	none	N/A
H. Alan Watson Columbia, TN USA	CEO Maury Regional Health System	Director	Director	N/A	0.011%	none	N/A