

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, 2016

Month / Day / Year

549300F1D89NKN4SJD05

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

Reporter's Name, Street, and Mailing Address

First Farmers Financial Corporation

Legal Title of Holding Company

123 N Jefferson St./P.O. Box 690

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

Converse	IN	46919
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Keith Hill Chief Financial Officer

Name Title

765-391-1708

Area Code / Phone Number / Extension

765-395-3486

Area Code / FAX Number

keith.hill@ffbt.com

E-mail Address

www.ffbt.com

Address (URL) for the Holding Company's web page

I. Gene Miles

Name of the Holding Company Director and Official

Chief Executive Officer

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

3-20-17

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 1249039
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

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

2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Results: A list of branches for your depository institution: **FIRST FARMERS BANK & TRUST (ID_RSDD: 139843)**.
 This depository institution is held by **FIRST FARMERS FINANCIAL CORPORATION (1249039)** of **CONVERSE, IN**.
 The data as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

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>.

* FDC UNNUM, Office Number, and ID_RSDD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID: RSDD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDC UNNUM*	Office Number*	Head Office	Head Office ID: RSDD*	Comments
OK		Full Service (Head Office)	139843	FIRST FARMERS BANK & TRUST	123 NORTH JEFFERSON STREET	CONVERSE	IN	46619	MIAMI	UNITED STATES	8129	0	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	685733	CHRISMAN BRANCH	147 WEST MONROE AVENUE	CHRISMAN	IL	61824	EDGAR	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	252165	DANVILLE BRANCH	821 NORTH VERMILION STREET	DANVILLE	IL	61832	VERMILION	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	54664	HOPKISTON BRANCH	221 BANK STREET	HOPKISTON	IL	60942	VERMILION	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Limited Service	2079420	HOPKISTON FACILITY	300 SOUTH DIXIE HIGHWAY	HOPKISTON	IL	60942	VERMILION	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	848145	OAKLAND BRANCH	12 WEST MAIN STREET	OAKLAND	IL	61843	COLLES	UNITED STATES	2383	28	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	638340	OAKWOOD BRANCH	106 SOUTH OAKWOOD STREET	OAKWOOD	IL	61858	VERMILION	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2080612	EAST BRANCH	8964 NORTH TERRE HAUTE ROAD	PARIS	IL	61944	EDGAR	UNITED STATES	203802	27	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	435940	115 SOUTH MAIN STREET OFFICE	115 SOUTH MAIN STREET	MARIY	IN	46611	MIAMI	UNITED STATES	9955	8	FIRST FARMERS BANK & TRUST	139843	
CLOSE	2/1/2017	Full Service	4207870	BARGERVILLE BRANCH	42 SOUTH STATE ROAD 135	BARGERVILLE	IN	46506	JOHNSON	UNITED STATES	493824	37	FIRST FARMERS BANK & TRUST	139843	
OK		Limited Service	3734502	BRAZIL (DRIVE UP) - N. FRANKLIN ST UP	21 NORTH FRANKLIN STREET	BRAZIL	IN	47834	CLAY	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	509640	BRAZIL - W. NATIONAL AVE BRANCH	103 WEST NATIONAL AVENUE	BRAZIL	IN	47834	CLAY	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2090322	CLAY CITY BRANCH	301 MAIN STREET	CLAY CITY	IN	47841	CLAY	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	3726879	101 MAIN STREET OFFICE	101 MAIN STREET	CULVER	IN	46511	MARSHALL	UNITED STATES	9853	21	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	4566410	129 NORTH MAPLE STREET BRANCH	129 NORTH MAPLE STREET	DANA	IN	47847	VERMILION	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2103709	10077 NORTH STATE ROAD 37 OFFICE	10077 NORTH STATE ROAD 37	ELWOOD	IN	46036	MADISON	UNITED STATES	227962	1	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	509545	FARMOUNT BRANCH	112 SOUTH MAIN STREET	FARMOUNT	IN	46038	GRANT	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	4603883	FLORA BRANCH	27 WEST MAIN	FLORA	IN	46829	CARROLL	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2144243	112 SOUTH CALIFORNIA STREET OFFICE	112 SOUTH CALIFORNIA STREET	GALVESTON	IN	46932	CASS	UNITED STATES	224872	12	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2101122	603 WEST MAIN STREET OFFICE	603 WEST MAIN STREET	GREENTOWN	IN	46936-1044	HOWARD	UNITED STATES	203045	9	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	3726918	HUNTINGTON BRANCH	244 HUNTINGTON ROAD	HUNTINGTON	IN	46750	HUNTINGTON	UNITED STATES	478815	22	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	3726897	1402 SOUTH HEATON STREET OFFICE	1402 SOUTH HEATON STREET	KNOX	IN	46534	STARKE	UNITED STATES	270904	19	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	3230630	2041 NORTH REED ROAD OFFICE	2041 NORTH REED ROAD	KOKOMO	IN	46601	HOWARD	UNITED STATES	203044	7	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2521134	410 FLINT WAY DRIVE OFFICE	410 FLINT WAY DRIVE	KOKOMO	IN	46602	HOWARD	UNITED STATES	227967	10	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2022127	301 WEST LINCOLN ROAD BRANCH	301 WEST LINCOLN ROAD	KOKOMO	IN	46602	HOWARD	UNITED STATES	238203	25	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	4669553	KOKOMO SQUARE BRANCH	101 WEST SYCAMORE STREET	KOKOMO	IN	46601	HOWARD	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	3726851	3910 EAST MARKET STREET OFFICE	3910 EAST MARKET STREET	LOGANSPORT	IN	46847	CASS	UNITED STATES	229187	16	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2075552	MARION - W. KEM RD BRANCH	1710 WEST KEM ROAD	MARION	IN	46952	GRANT	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	3750043	NORTH JUDSON BRANCH	302 KELLER AVENUE	NORTH JUDSON	IN	46346	STARKE	UNITED STATES	217860	35	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2636609	120 SOUTH BROADWAY OFFICE	120 SOUTH BROADWAY	PERU	IN	46970	MIAMI	UNITED STATES	227968	11	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	644075	PERU SQUARE BRANCH	2 NORTH BROADWAY	PERU	IN	46970-0000	MIAMI	UNITED STATES	41678	18	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	919241	RUSSIAVILLE BRANCH	160 WEST MAIN STREET	RUSSIAVILLE	IN	46979	HOWARD	UNITED STATES	10697	24	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	921440	2400 WEST STATE ROAD 38 OFFICE	2400 WEST STATE ROAD 38	SHELDON	IN	46889	HAMILTON	UNITED STATES	8805	13	FIRST FARMERS BANK & TRUST	139843	
OK		Limited Service	3724544	SULLIVAN DRIVE UP - W. JACKSON BRANCH	132 WEST JACKSON	SULLIVAN	IN	47882	SULLIVAN	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	842443	SULLIVAN - S. COURT ST BRANCH	132 SOUTH COURT STREET	SULLIVAN	IN	47882	SULLIVAN	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2082907	TERRE HAUTE - S. US 41 BRANCH	1497 SOUTH US HIGHWAY 41	TERRE HAUTE	IN	47802	VIGO	UNITED STATES	Not Required	Not Required	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	2127449	345 EAST JEFFERSON OFFICE	325 EAST JEFFERSON	TIPTON	IN	46672	TIPTON	UNITED STATES	227965	4	FIRST FARMERS BANK & TRUST	139843	
OK		Full Service	3079801	1004 NORTH CASS STREET OFFICE	1004 NORTH CASS STREET	WARSAH	IN	46992	WARSAH	UNITED STATES	229093	15	FIRST FARMERS BANK & TRUST	139843	

Form FR Y-6

First Farmers Financial Corp
 Converse, Indiana
 Fiscal Year Ending December 31, 2016

Report Item 3: Securities 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			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 12-31-2015		
(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 of Each Class of Voting Securities
No holders >+5%, largest at 4.8%			N/A	N/A	N/A

First Farmers Financial Corporation
 Converse, Indiana
 Item 4. Directors and Officers
 December 31, 2016

3/23/2017
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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation (if other than with Bank Holding Company)	Title and Position with Bank Holding Company	Title and Position With Subsidiaries *	Title and Position with Other Businesses	Percentage of Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Names of other Companies if 25% or more of voting securities are held
Barnard, Dr. Freddie, West Lafayette, IN	Education	Director	Director FFBT	Professor of Agricultural Economics	0.1%	0.0%	n/a
Eikenberry, David, Greentown, IN	n/a	Secretary	COO/Secretary, SVP FFBT	n/a	0.4%	0.0%	n/a
Harts, Jeffery Converse, IN	Ethanol Plant	Manager	Director FFBT	n/a	0.9%	0.0%	n/a
Hill, Keith D., Kokomo, IN	n/a	Treasurer	CFO SVP FFBT, Treasurer SCI, Secretary FFRMI, Vice President & Director MTH2I, Vice President & Director MTI2I, Vice President and Manager MT2LLC, and Director MTP	n/a	0.2%	0.0%	n/a
Holt, Dr. Mark, Sweetser, IN	Veterinary Medicine	n/a	Sr. Consumer Lending Executive FFBT, Vice President & Director MTH2I, Vice President & Director MTI2I, Vice President and Manager MT2LLC, and Director MTP	Owner	0.7%	0.0%	Kem Road Animal Hospital Properties, LLC (50%), GCFAVC LLC (100%), Hardscrabble Farm LLC (33%)

First Farmers Financial Corporation
 Converse, Indiana
 Item 4. Directors and Officers
 December 31, 2016

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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation (if other than with Bank Holding Company)	Title and Position with Bank Holding Company	Title and Position With Subsidiaries *	Title and Position with Other Businesses	Percentage of Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Names of other Companies if 25% or more of voting securities are held
Howell, Brad, Greentown, IN	Car Dealer, Implement Dealer, Storage Units	Director	Director FFBT	Various	<0.1%	0.0%	Brad Howell, Inc. (100%), H&H Enterprises (100%), Howbro, LLC (70%), Greentown Equip. Inc. (100%)
Jones, Mark, Peru, IN	n/a	n/a	SVP FFBT	Senior Vice President	0.2%	0.0%	n/a
Norris, Christopher, Swayzee, IN	Insurance Agency	Director	Director FFBT, Director SCI	President	<0.1%	0.0%	Norris Insurance Agency, Inc. (29%)
Lavengood, Norman, Kokomo, IN	n/a	n/a	CCO, SVP FFBT	Senior Vice President	0.5%	0.0%	n/a
Langley, Craig, Walton, IN	n/a	n/a	SVP FFBT	Senior Vice President	0.1%	0.0%	n/a
Lenon, Joe, Converse, IN	n/a	n/a	SVP FFBT	Senior Vice President	0.4%	0.0%	n/a
McClure, Kelly, Indianapolis, IN	Oil Distribution	Director	Director FFBT	President	<0.1%	0.0%	n/a
Miles, Gene, Greentown, IN	n/a	President & Chief Executive Officer & Director	President & Director FFBT, President MTI2I, President MTH2I, President MT2LLC, Director MTP, Director FFRMI, Director IBLRC, Director SCI	Vice President	2.7%	0.0%	MBM Farms (50%)

First Farmers Financial Corporation
 Converse, Indiana
 Item 4. Directors and Officers
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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation (if other than with Bank Holding Company)	Title and Position with Bank Holding Company	Title and Position With Subsidiaries *	Title and Position with Other Businesses	Percentage of Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Names of other Companies if 25% or more of voting securities are held
O'Donnell, John P., Kokomo, IN	Retired Bank Executive	Director	Director FFBT	President	<0.1%	0.0%	Western Howard Farms, LLC (50%), Westside Storage (50%), Kokomo Opalescent Glass (31%), Webster Plaza, LLC (50%), Realty Investors (50%), Northeast Storage (50%), Kokomo Real Estate Holdings (50%), O'Donnell Family Farms (50%)
Cherie Planalp Tipton, IN	n/a	n/a	SVP FFBT	Senior Vice President	<0.1%	0.0%	Neil Planalp Farms, Inc. (50%)
Renbarger, R. Brian, Greentown, IN	Farming	Chairman & Director	Chairman & Director FFBT	n/a	0.9%	0.0%	Richard Brian Renbarger (100%), Richard Brian Renbarger Payroll (100%)
Stout, Jefferey, Russiaville, IN	Funeral home director	Director	Director FFBT	President	<0.1%	0.0%	Stout & Son (100%), Hasler Stout Inc. (50%), Shirley & Stout LLC (100%), Stout Enterprise, LLC (100%), Hasler Stout Enterprises, LLC (49%), Shirley & Stout Funeral Home Inc (95%)
Trimble, Kevin, Amboy, IN	Farming	Director	Director FFBT	n/a	<0.1%	0.0%	Trimble Farms LLC (100%)

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 Converse, Indiana
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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation (if other than with Bank Holding Company)	Title and Position with Bank Holding Company	Title and Position With Subsidiaries *	Title and Position with Other Businesses	Percentage of Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Names of other Companies if 25% or more of voting securities are held
Wolf, Mark, Huntington, IN	n/a	n/a	SVP FFBT	Senior Vice President	<0.1%	0.0%	n/a

* Subsidiaries - FFBT = First Farmers Bank & Trust; MTII = Mark Tully Investments II, Inc.; MTHI = Mark Tully Holdings II, Inc.; MTL = Mark Tully II, LLC; IBLRC = Indiana Bankers Life Reinsurance Company, Ltd., SCI = Security Capital, Inc.; FFRMI = First Farmers Risk Management, Inc.