FIRST FARMERS & MERCHANTS CORP
Form 10-Q
November 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark one)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2014.**

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _______________ to _______________________

Commission File Numbers: 000-10972

First Farmers and Merchants Corporation

(Exact name of registrant as specified in its charter)

Tennessee (State or other jurisdiction of incorporation or organization)	62-1148660 (I.R.S. Employer Identification No.)
816 South Garden Street Columbia, Tennessee (Address of principal executive offices)	38402-1148 (Zip Code)

931-388-3145

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X]Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

[ ]Yes [X] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [X]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). [ ] Yes [X] No

As of November 8, 2014, the registrant had 4,911,860 shares of common stock outstanding.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

The following unaudited condensed consolidated financial statements of the Registrant are included in this Report: Condensed consolidated balance sheets September 30, 2014 and December 31, 2013.

Condensed consolidated statements of income - For the three and nine months ended September 30, 2014 and September 30, 2013.

Condensed consolidated statements of comprehensive income (loss) - For the three and nine months ended September 30, 2014 and September 30, 2013.

Condensed consolidated statements of cash flows - For the nine months ended September 30, 2014 and September 30, 2013. Selected notes to condensed consolidated financial statements.

All dollar amounts are reported in thousands except share and per share data.

FIRST FARMERS AND MERCHANTS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	(dollars in thousands)	**September 30, 2014**	**December 31, 2013**
		(unaudited)	(1)
ASSETS	Cash and due from banks	$ 21,001	$ 20,391
	Interest-bearing deposits	17,984	25,167
	Federal funds sold	-	9,850
	Total cash and cash equivalents	38,985	55,408
	Securities:		
	Available-for-sale (amortized cost $387,280 and $346,892 as of Sept. 30, 2014 and December 31, 2013, respectively)	378,332	329,714
	Held-to-maturity (fair market value $24,325 and $28,595 as of Sept. 30, 2014 and December 31, 2013, respectively)	23,859	27,839
	Total securities	402,191	357,553
	Loans, net of deferred fees	616,966	606,766
	Allowance for loan and lease losses	(8,257)	(8,595)
	Net loans	608,709	598,171
	Loans held for sale	2,311	327
	Bank premises and equipment, net	25,101	24,868
	Other real estate owned	514	1,438
	Bank owned life insurance	26,071	25,867
	Goodwill	9,018	9,018
	Deferred tax asset	7,543	10,905
	Other assets	12,552	10,605
	TOTAL ASSETS	$ 1,130,684	$ 1,093,833
LIABILITIES	Deposits		
	Noninterest-bearing	$ 189,154	$ 179,823
	Interest-bearing	787,035	777,514
	Total deposits	976,189	957,337
	Securities sold under agreements to repurchase	21,367	18,095
	Federal funds purchased	6,000	-
	Accounts payable and accrued liabilities	16,524	15,728
	TOTAL LIABILITIES	1,020,080	991,160
SHAREHOLDERS EQUITY	Common stock - $10 par value per share, 8,000,000 shares authorized; 4,911,860 and 5,021,012 shares issued and outstanding as of Sept. 30, 2014 and December 31, 2013, respectively	49,119	50,210
	Retained earnings	65,419	61,369
	Accumulated other comprehensive loss	(4,029)	(9,001)
	TOTAL SHAREHOLDERS EQUITY BEFORE		

NONCONTROLLING INTEREST - PREFERRED STOCK OF SUBSIDIARY		110,509		102,578
Noncontrolling interest - preferred stock of subsidiary		95		95
TOTAL SHAREHOLDERS EQUITY		110,604		102,673
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$	1,130,684	$	1,093,833

(1) Derived from audited financial statements.

The accompanying notes are an integral part of the condensed consolidated financial statements.

All dollar amounts are reported in thousands except share and per share data.

FIRST FARMERS AND MERCHANTS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(unaudited)

	(dollars in thousands, except per share data)	**Three months ended September 30,**		**Nine months ended September 30,**	
		2014	**2013**	**2014**	**2013**
INTEREST AND DIVIDEND INCOME	Interest and fees on loans	$ 7,248	$ 7,219	$ 21,190	$ 21,495
	Income on investment securities				
	Taxable interest	1,469	1,332	4,230	4,151
	Exempt from federal income tax	578	717	1,867	2,200
	Other interest and dividend income	56	60	209	228
	Total interest income	9,351	9,328	27,496	28,074
INTEREST EXPENSE	Interest on deposits	587	642	1,798	2,073
	Interest on other borrowings	18	37	50	191
	Total interest expense	605	679	1,848	2,264
	Net interest income	8,746	8,649	25,648	25,810
	Provision for loan and lease losses	-	-	-	-
	Net interest income after provision	8,746	8,649	25,648	25,810
NONINTEREST INCOME	Gain on loans sold	86	75	180	405
	Trust department income	633	550	1,886	1,710
	Service fees on deposit accounts	1,681	1,689	4,845	4,856
	Brokerage fees	103	72	325	271
	Earnings on bank owned life insurance	104	77	293	278
	(Loss) gain on sale of securities	(7)	-	540	829
	Gain (loss) on foreclosed property	475	(75)	471	(243)
	Other non-interest income	102	121	379	352
	Total non-interest income	3,177	2,509	8,919	8,458
NONINTEREST EXPENSE	Salaries and employee benefits	4,483	4,293	13,380	13,290
	Net occupancy expense	510	509	1,453	1,565
	Depreciation expense	349	373	1,060	1,138
	Data processing expense	573	579	1,734	1,729
	Legal and professional fees	219	302	647	790
	Stationary and office supplies	74	87	229	232
	Advertising and promotions	376	266	1,055	807
	FDIC insurance premium expense	172	336	461	573
	Other real estate expense	17	8	68	47
	Other noninterest expense	1,393	1,569	4,202	4,413
	Total noninterest expenses	8,166	8,322	24,289	24,584
	Income before provision for income taxes	3,757	2,836	10,278	9,684
	Provision for income taxes	1,031	779	2,685	2,178

Net income before noncontrolling interest - dividends on preferred stock of subsidiary		2,726		2,057		7,593		7,506
Noncontrolling interest-dividends on preferred stock subsidiary		-		-		8		8
Net income for common shareholders	$	2,726	$	2,057	$	7,585	$	7,498
Weighted average shares outstanding		4,934,895		5,086,469		4,977,091		5,132,422
Earnings per share	$	0.55	$	0.40	$	1.52	$	1.46

The accompanying notes are an integral part of the condensed consolidated financial statements.

All dollar amounts are reported in thousands except share and per share data.

FIRST FARMERS AND MERCHANTS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Three months ended		Nine months ended	
(dollars in thousands)	September 30,		September 30,	
(unaudited)	2014	2013	2014	2013
Net income	$ 2,726	$ 2,057	$ 7,585	$ 7,498
Comprehensive income (loss)				
Unrealized appreciation (depreciation) on available-for-sale securities, net of taxes of ($475) and ($759) for the three months ended September 30, 2014 and 2013, respectively and net of taxes of $3,376 and ($6,823) for the nine months ended September 30, 2014 and 2013, respectively	(759)	(1,213)	5,393	(10,899)
Reclassification adjustment for realized losses (gains) included in net income, net of taxes of $3 and ($0), for the three months ended September 30, 2014 and 2013, respectively and net of taxes of ($208) and ($319) for the nine months ended September 30, 2014 and 2013, respectively	4	-	(332)	(510)
Change in unfunded portion of postretirement benefit obligations, net of taxes of ($18), and ($53), for the three months ended September 30, 2014 and 2013, respectively and net of taxes of ($56) and $956 for the nine months ended September 30, 2014 and 2013, respectively	(30)	(84)	(89)	1,526
Other comprehensive income (loss)	(785)	(1,297)	4,972	(9,883)
Comprehensive income (loss)	1,941	760	12,557	(2,385)
Less: comprehensive income attributable to the noncontrolling interest	-	-	-	-
Total comprehensive income (loss)	$ 1,941	$ 760	$ 12,557	$ (2,385)

The accompanying notes are an integral part of the condensed consolidated financial statements.

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FIRST FARMERS AND MERCHANTS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

		Nine months ended September 30,	
	(unaudited)	**2014**	**2013**
OPERATING ACTIVITIES	Net income available for common shareholders	$ 7,585	$ 7,498
	Adjustments to reconcile net income to net cash provided by (used in) operating activities		
	Provision for loan losses	-	-
	Provision for depreciation and amortization of premises and equipment	1,060	1,138
	Deferred tax expense	250	626
	Net securities gains	(540)	(829)
	Gains on loans sold	(180)	(405)
	Proceeds from sale of mortgage loans held for sale	7,913	19,112
	Funding of mortgage loans held for sale	(9,718)	(16,648)
	(Gain) loss on other real estate owned	(471)	243
	Loss on sale of assets	1	15
	Amortization of investment security premiums, net of accretion of discounts	818	1,039
	Increase in cash surrender value of life insurance contracts	(29)	(278)
	(Increase) decrease in other assets	38	1,148
	Increase (decrease) in other liabilities	2,997	661
	Total adjustments	2,139	5,822
	Net cash provided by operating activities	9,724	13,320
INVESTING ACTIVITIES	Proceeds from sales of available-for-sale securities	24,389	137,150
	Proceeds from maturities and calls of available-for-sale securities	21,878	38,989
	Proceeds from maturities and calls of held-to-maturity securities	3,970	2,925
	Purchases of investment securities available-for-sale	(86,924)	(188,925)
	Net decrease in loans	(10,543)	(23,164)
	Proceeds from sale of other real estate owned	912	902
	Purchases of premises and equipment	(1,294)	(570)
	Purchase of life insurance policy	(175)	(485)
	Net cash used in investing activities	(47,787)	(33,178)
FINANCING ACTIVITIES	Net increase in deposits	18,852	3,187
	Net increase in securities sold under		

agreements to repurchase		9,272		3,959
Payments to FHLB borrowings		-		(10,100)
Repurchase of common stock		(2,799)		(2,903)
Cash dividends paid on common stock		(3,685)		(1,883)
Net cash provided by (used in) financing activities		21,640		(7,740)
Decrease in cash and cash equivalents		(16,423)		(27,598)
Cash and cash equivalents at beginning of period		55,408		70,396
Cash and cash equivalents at end of period	$	38,985	$	42,798
Supplemental disclosures of cash flow information				
Interest paid	$	1,768	$	2,162
Income taxes paid	$	1,929	$	1,945
Loans to facilitate sale of other real estate owned	$	-	$	1,905
Real estate acquired in settlement of loans	$	5	$	312

The accompanying notes are an integral part of the condensed consolidated financial statements.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management of First Farmers and Merchants Corporation (the Corporation), necessary to fairly present the financial position, results of operations and cash flows of the Corporation. Those adjustments consist only of normal recurring adjustments.

The accompanying condensed consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all of the disclosures normally required by accounting principles generally accepted in the United States of America or those normally made in the Corporation s Annual Report on Form 10-K. Accordingly, the reader of this Quarterly Report on Form 10-Q should refer to the Corporation s Annual Report on Form 10-K for the year ended December 31, 2013 for further information in this regard. The condensed consolidated balance sheet of the Corporation as of December 31, 2013 has been derived from the audited consolidated balance sheet of the Corporation as of that date. The results of operations for the period are not necessarily indicative of the results to be expected for the full year.

Reclassifications: Certain reclassifications considered to be immaterial have been made in the prior year condensed consolidated financial statements to conform to current year presentation. These reclassifications had no effect on net income.

NOTE 2 ACCUMULATED OTHER COMPREHENSIVE INCOME (AOCI) BY COMPONENT

Amounts reclassified from AOCI and the affected line items in the statements of income during the periods ended September 30, 2014 and 2013 were as follows (dollars in thousands):

	Amounts reclassified from AOCI		
	Nine months ended		
	September 30, 2014	September 30, 2013	Affected line item in the Statements of Income
Unrealized gains on available-for-sale securities			
	$ 540	$ 829	Gain on sale of securities
	540	829	Total reclassified amount before tax and noncontrolling interest
	(208)	(319)	Tax expense
	332	510	Net reclassified amount

Amortization of defined benefit pension items			
Prior service costs	-	(65)	Components are included in the computation of net
Actuarial losses	(145)	(141)	periodic pension cost and presented in Note 7
	(145)	(206)	Total reclassified amount before tax
	56	79	Tax benefit
	(89)	(127)	Net reclassified amount
Total reclassifications out of AOCI	$ 243	$ 383	

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	Amounts reclassified from AOCI		
	Three months ended		
	September 30, 2014	September 30, 2013	Affected line item in the Statements of Income
Unrealized losses on available-for-sale securities			
	$ (7)	$ -	Loss on sale of securities
	(7)	-	Total reclassified amount before tax and noncontrolling interest
	3	-	Tax benefit
	(4)	-	Net reclassified amount
Amortization of defined benefit pension items			
Prior service costs	-	(65)	Components are included in the computation of
Actuarial gains	(48)	(47)	net periodic pension cost and presented in Note 7
	(48)	(112)	Total reclassified amount before tax
	18	43	Tax expense
	(30)	(69)	Net reclassified amount
Total reclassifications out of AOCI	$ (34)	$ (69)	

The components of AOCI included in shareholder s equity are as follows (dollars in thousands):

	September 30, 2014	December 31, 2013
Net unrealized losses on available-for-sale securities	$ (8,949)	$ (17,178)
Net defined benefit pension plan deferred amounts	2,397	2,542
	(6,552)	(14,636)
Tax effect	2,523	5,635
Accumulated other comprehensive loss	$ (4,029)	$ (9,001)

NOTE 3 FAIR VALUE MEASUREMENTS

The fair value of an asset or liability is the price that would be received in a sale of that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. Fair value measurement must maximize the use of observable inputs and minimize the use of unobservable inputs. In estimating fair value, the Corporation utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures (ASC Topic 820) establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

- *Level 1 Inputs* - Unadjusted quoted prices in active markets for identical assets or liabilities.

- *Level 2 Inputs* - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, market consensus, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

- *Level 3 Inputs* - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Corporation s monthly and/or quarterly valuation process.

Recurring Measurements

The following table summarizes financial assets measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013, and by the level within the fair value hierarchy utilized to measure fair value (dollars in thousands):

Assets measured at fair value on a recurring basis as of September 30, 2014								
Available-for-sale securities	Level 1			Level 2	Level 3			Total
U.S. government agencies	$	-	$	124,431	$	-	$	124,431
U.S. government sponsored agency mortgage backed securities		-		190,990		-		190,990
States and political subdivisions		-		44,088		-		44,088
Corporate bonds		-		18,823		-		18,823
Total assets at fair value	$	-	$	378,332	$	-	$	378,332
Assets measured at fair value on a recurring basis as of December 31, 2013								
Available-for-sale securities	Level 1			Level 2	Level 3			Total
U.S. government agencies	$	-	$	105,072	$	-	$	105,072
U.S. government sponsored agency mortgage backed securities		-		157,423		-		157,423
States and political subdivisions		-		46,337		-		46,337
Corporate bonds		-		20,882		-		20,882
Total assets at fair value	$	-	$	329,714	$	-	$	329,714

Below is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy. There were no significant changes in the valuation techniques during the nine months ended September 30, 2014.

Available-for-Sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, the Corporation obtains fair value measurements from an independent pricing service, such as Interactive Data, which utilizes pricing models to determine fair value measurement. The Corporation reviews the pricing quarterly to verify the reasonableness of the pricing. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the securities terms and conditions, among other factors. U.S. government agencies, state and political subdivisions, U.S. government sponsored agency mortgage-backed securities and corporate bonds are classified as Level 2 inputs.

Nonrecurring Measurements

The following table summarizes financial assets measured at fair value on a nonrecurring basis as of September 30, 2014 and December 31, 2013, by the level within the fair value hierarchy utilized to measure fair value (dollars in thousands):

September 30, 2014	Level 1		Level 2		Level 3		Total	
Impaired loans (collateral-dependent)	$	-	$	-	$	699	$	699
December 31, 2013	Level 1		Level 2		Level 3		Total	
Impaired loans (collateral-dependent)	$	-	$	-	$	2,214	$	2,214
Other real estate owned	$	-	$	-	$	208	$	208

Impaired Loans (Collateral-dependent)

The estimated fair value of collateral-dependent impaired loans is based on the appraised fair value of the collateral, less estimated cost to sell. Collateral-dependent impaired loans are classified within Level 3 of the fair value hierarchy.

The Corporation considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as deemed necessary by the Chief Credit Officer. Appraisals are reviewed for accuracy and consistency by the Chief Credit Officer. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by the Chief Credit Officer by comparison to historical results. Fair value adjustments for collateral-dependent impaired loans for each of the nine months ended September 30, 2014 and 2013 were $270 and $72, respectively, and $79 for the year ended December 31, 2013.

Loans considered impaired under ASC 310-35, Impairment of a Loan, are loans for which, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are subject to nonrecurring fair value adjustments to reflect (1) subsequent write-downs that are based on the observable market price or current appraised value of the collateral or (2) changes in the specific reserve.

Other Real Estate Owned

Other real estate owned (OREO) is initially recorded at fair value at the time of acquisition, as determined by independent appraisal or evaluation by the Corporation, less costs to sell when the real estate is acquired in settlement of loans. Quarterly evaluations of OREO are performed to determine if there has been any subsequent decline in the value of OREO properties. Estimated fair value of OREO is based on appraisals or evaluations, less costs to sell. OREO is classified within Level 3 of the fair value hierarchy. OREO assets are subject to nonrecurring fair value adjustments to reflect subsequent partial write-downs that are based on the observable market price or current appraised value of the collateral. There were no fair value adjustments for OREO for the nine months ended September 30, 2014. Fair value adjustments for OREO for the nine months ended September 30, 2013 were $325 and $395 for the year ended December 31, 2013.

Appraisals of OREO are obtained when the real estate is acquired and subsequently as deemed necessary by the Chief Credit Officer. Appraisals are required annually and reviewed for accuracy and consistency by the Chief Credit Officer. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell. Appraisers are selected from the list of approved appraisers maintained by management.

Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in nonrecurring Level 3 fair value measurements (dollars in thousands):

	Quantitative Information about Level 3 Fair Value Measurements			
	Fair value at September 30, 2014	Valuation technique(s)	Unobservable input	Range (weighted average)
Impaired loans (collateral-dependent)	$ 699	Market comparable properties	Marketability discount	5.0% - 37.0% (35%)

	Quantitative Information about Level 3 Fair Value Measurements			
	Fair value at December 31, 2013	Valuation technique(s)	Unobservable input	Range (weighted average)
Impaired loans (collateral-dependent)	$ 2,214	Market comparable properties	Marketability discount	5.0% - 10.0% (7%)
Other real estate owned	$ 208	Market comparable properties	Marketability discount	5.0% - 10.0% (7%)

ASC Topic 825, Financial Instruments, requires disclosure of the fair value of financial assets and liabilities, including those financial assets and liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it was practicable to estimate that value:

Cash and due from banks The carrying amount approximates fair value.

Interest bearing deposits in other banks The carrying amount approximates fair value.

Federal Home Loan Bank stock The carrying value of Federal Home Loan Bank (FHLB) stock approximates fair value based on the redemption provisions of the FHLB.

Federal Reserve Bank stock The carrying value of Federal Reserve Bank stock approximates fair value based on the redemption provisions of the Federal Reserve Bank.

Federal funds sold The carrying amount approximates fair value.

Securities available for sale The carrying amount approximates fair value.

Securities held-to-maturity Fair values are based on quoted market prices, if available. If a quoted price is not available, fair value is estimated using quoted prices for similar securities. The fair value estimate is provided to management from a third party using modeling assumptions specific to each type of security that are reviewed and approved by management. Quarterly sampling of fair values provided by additional third parties supplement the fair value review process.

Loans held for sale The fair value is predetermined at origination based on sale price.

Loans (net of the allowance for loan and leases losses) The fair value of fixed rate loans and variable rate mortgage loans is estimated by discounting the future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. For other variable rate loans, the carrying amount approximates fair value.

Accrued interest receivable The carrying amount approximates fair value.

Deposits The fair value of fixed maturity time deposits is estimated by discounting the future cash flows using the rates currently offered for deposits of similar remaining maturities. For deposits, including demand deposits, savings accounts, NOW accounts and certain money market accounts, the carrying value approximates fair value.

Repurchase agreements The fair value is estimated by discounting future cash flows using current rates.

Advances from FHLB The fair value of these fixed-maturity advances is estimated by discounting future cash flows using rates currently offered for advances of similar remaining maturities.

Accrued interest payable The carrying amount approximates fair value.

Commitments to extend credit and letters of credit The fair value of commitments to originate loans is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date. The fair values of these commitments are not material.

The following table presents estimated fair values of the Corporation s financial instruments as of September 30, 2014 and December 31, 2013, and indicates the level within the fair value hierarchy of the valuation techniques (dollars in thousands):

		Fair value measurements at September 30, 2014 using		
	Carrying	**Quoted prices in active markets for identical assets**	**Significant other**	**Significant**

September 30, 2014	amount	(Level 1)	observable inputs (Level 2)	unobservable inputs (Level 3)
Financial assets				
Cash and due from banks	$ 21,001	$ 21,001	$ -	$ -
Interest-bearing deposits in other banks	17,984	17,984	-	-
Federal funds sold	-	-	-	-
Federal Home Loan Bank and Federal Reserve Bank stock	3,897	-	3,897	-
Securities available-for-sale	378,332	-	378,332	-
Securities held-to-maturity	23,859	-	24,325	-
Loans held for sale	2,311	-	2,311	-
Loans, net	608,709	-	-	613,464
Accrued interest receivable	4,638	-	4,638	-
Financial liabilities				
Non-interest bearing deposits	189,154	189,154	-	-
Interest bearing deposits	787,035	-	761,445	-
Repurchase agreements	21,367	-	21,367	-
Federal funds purchased	6,000	6,000	-	-
Accrued interest payable	583	-	583	-
Off-balance sheet credit related instruments:				
Commitments to extend credit	-	-	-	-

All dollar amounts are reported in thousands except share and per share data.

		Fair value measurements at December 31, 2013 using		
December 31, 2013	Carrying amount	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets				
Cash and due from banks	$ 20,391	$ 20,391	$ -	$ -
Interest-bearing deposits in other banks	25,167	25,167	-	-
Federal funds sold	9,850	9,850	-	-
Federal Home Loan Bank and Federal Reserve Bank stock	3,897	-	3,897	-
Securities available-for-sale	329,714	-	329,714	-
Securities held-to-maturity	27,839	-	28,595	-
Loans held for sale	327	-	327	-
Loans, net	598,171	-	-	607,113
Accrued interest receivable	4,183	-	4,183	-
Financial liabilities				
Non-interest bearing deposits	179,823	179,823	-	-
Interest bearing deposits	777,514	-	778,682	-
Repurchase agreements	18,095	-	18,095	-
Accrued interest payable	663	-	663	-
Off-balance sheet credit related instruments:				
Commitments to extend credit	-	-	-	-

NOTE 4 SECURITIES

The amortized cost and estimated fair value of securities at September 30, 2014 and December 31, 2013 were as follows (dollars in thousands):

	Amortized	Gross unrealized		Fair
September 30, 2014	cost	Gains	Losses	value
Available-for-sale securities				
U.S. government agencies	$ 128,733	$ 12	$ 4,314	$ 124,431
U.S. government sponsored agency mortgage backed securities	197,323	4	6,337	$ 190,990
States and political subdivisions	42,507	1,638	57	44,088
Corporate bonds	18,717	159	53	18,823
	$ 387,280	$ 1,813	$ 10,761	$ 378,332
Held-to-maturity securities				
States and political subdivisions	$ 23,859	$ 466	$ -	$ 24,325
	Amortized	Gross unrealized		Fair
December 31, 2013	cost	Gains	Losses	value
Available-for-sale securities				

U.S. government agencies	$	112,863	$	-	$	7,791	$	105,072
U.S. government sponsored agency mortgage backed securities		168,045		27		10,649	$	157,423
States and political subdivisions		45,237		1,240		140		46,337
Corporate bonds		20,747		280		145		20,882
	$	346,892	$	1,547	$	18,725	$	329,714
Held-to-maturity securities								
States and political subdivisions	$	27,839	$	756	$	-	$	28,595

All dollar amounts are reported in thousands except share and per share data.

Certain investments in debt securities are reported in the financial statements at an amount less than their historical cost. Total fair value of these investments at September 30, 2014 and December 31, 2013 was $326,218 and $269,691, respectively, which was 81% and 75%, respectively, of the Corporation s aggregate available-for-sale and held-to-maturity investment portfolio. The Corporation evaluates its investment portfolio on a quarterly basis for impairment. The analysis performed as of September 30, 2014 and December 31, 2013 indicated that all impairment was considered temporary, market driven due primarily to fluctuations in market interest rates and not credit-related.

The following table shows the Corporation s investments gross unrealized losses and fair value of the Corporation s investments with unrealized losses that were not deemed to be other-than-temporarily impaired, aggregated by investment class and length of time that individual securities had been in a continuous unrealized loss position at September 30, 2014 and December 31, 2013 (dollars in thousands):

September 30, 2014	Less than 12 months		12 months or greater		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
Type of security	value	losses	value	losses	value	losses
U.S. government agencies	$ 19,753	$ 80	$ 103,448	$ 4,234	$ 123,201	$ 4,314
U.S. government sponsored agency mortgage						
backed securities	49,915	336	138,648	6,001	188,563	6,337
States and political subdivisions	4,077	38	1,922	19	5,999	57
Corporate bonds	4,956	13	3,499	40	8,455	53
	$ 78,701	$ 467	$ 247,517	$ 10,294	$ 326,218	$ 10,761
December 31, 2013	Less than 12 months		12 months or greater		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
Type of security	value	losses	value	losses	value	losses
U.S. government agencies	$ 100,533	$ 7,330	$ 4,539	$ 461	$ 105,072	$ 7,791
U.S. government sponsored agency mortgage						
backed securities	144,134	10,073	8,698	576	152,832	10,649
States and political subdivisions	2,615	140	-	-	2,615	140
Corporate bonds	8,590	121	582	24	9,172	145
	$ 255,872	$ 17,664	$ 13,819	$ 1,061	$ 269,691	$ 18,725

As shown in the tables above, at September 30, 2014, the Corporation had approximately $10.7 million in unrealized losses on $326 million of securities. The unrealized losses associated with these investment securities are driven by changes in interest rates and the unrealized loss is recorded as a component of equity. These securities will continue to be monitored as a part of our ongoing impairment analysis, but are expected to perform even if the rating agencies reduce the credit rating of the bond issuers. Management evaluates the financial performance of the issuers on a quarterly basis to determine if it is probable that the issuers can make all contractual principal and interest payments. If a shortfall in future cash flows is identified, a credit loss will be deemed to have occurred and will be recognized as a change to earnings and a new cost basis for the security will be established.

The amortized cost and fair value of available-for-sale securities and held-to-maturity securities at September 30, 2014, by contractual maturity, are shown below (dollars in thousands). Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-sale		Held-to-maturity	
September 30, 2014	Amortized cost	Estimated fair value	Amortized cost	Estimated fair value
Within one year	$ 4,052	$ 4,078	$ 5,136	$ 5,230
One to five years	48,532	48,330	4,459	4,559
Five to ten years	116,692	113,490	14,264	14,536
After ten years	20,681	21,444	-	-
Mortgage-backed securities	197,323	190,990	-	-
Total	$ 387,280	$ 378,332	$ 23,859	$ 24,325

The carrying value of securities pledged as collateral to secure public deposits and for other purposes was $221,246 at September 30, 2014 and $210,494 at December 31, 2013.

The book value of securities sold under agreements to repurchase amounted to $34,973 at September 30, 2014 and $34,978 at December 31, 2013.

The Corporation realized gross gains of $21 and $0 for the three months ending September 30, 2014 and 2013, respectively, and gross gains of $626 and $1,025 for the nine months ending September 30, 2014 and 2013, respectively, resulting from sales of available-for-sale securities. Gross losses of $28 were included in the three months ended September 30, 2014 and $86 were included in the nine months ended September 30, 2014. There were no gross losses in the three month period ended September 30, 2013, however, losses of $196 were included in the nine-month period ended September 30, 2013.

All dollar amounts are reported in thousands except share and per share data.

NOTE 5 LOANS

The following table presents the Corporation s loans by class as of September 30, 2014 and December 31, 2013 (dollars in thousands):

	September 30, 2014	December 31, 2013
Commercial:		
Commercial and industrial	$ 94,537	$ 94,702
Non-farm, nonresidential real estate	165,344	176,213
Construction and development	41,467	29,938
Commercial loans secured by real estate	28,961	26,940
Other commercial	20,400	26,582
Total commercial	350,709	354,375
Residential and Consumer:		
Consumer loans	9,602	10,957
Single family residential	226,994	213,763
Other retail	29,661	27,671
Total residential and consumer	266,257	252,391
	616,966	606,766
Less:		
Allowance for possible loan losses	(8,257)	(8,595)
Total net loans	$ 608,709	$ 598,171

The amount of capitalized fees and costs calculated in accordance with ASC 310-20 included in the above loan totals were $900 and $831 at September 30, 2014 and December 31, 2013, respectively.

Loan Origination/Risk Management. The Corporation has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of credit risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies and non-performing and potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions.

Commercial and industrial loans are underwritten after evaluating and understanding a borrower s ability to operate profitably and expand its business prudently. Underwriting standards are designed to promote relationship banking rather than transactional banking. Once it is determined that the borrower s management possesses sound ethics and solid business acumen, the Corporation s management examines current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial and industrial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial real estate loans are subject to underwriting standards and processes similar to commercial and industrial loans, in addition to those of real estate loans. These loans are viewed primarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. As a general rule, the Corporation avoids financing single-purpose projects unless other underwriting factors are present to help mitigate risk. The Corporation also utilizes third-party experts to provide insight and guidance about economic conditions and trends affecting market areas it serves. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans. At September 30, 2014, approximately sixty-one percent of the outstanding principal balance of the Corporation s commercial real estate loans was secured by owner-occupied properties.

With respect to loans to developers and builders (construction and development) that are secured by non-owner occupied properties that the Corporation may originate from time to time, the Corporation generally requires the borrower to have had an existing relationship with the Corporation and have a proven record of success. Construction loans are underwritten utilizing feasibility studies, independent appraisal reviews, sensitivity analysis of absorption and lease rates and financial analysis of the developers and property owners. Construction loans are generally based upon estimates of costs and value associated with the complete project. These estimates may be inaccurate. Construction loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property or an interim loan commitment from the Corporation until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans because of their ultimate repayment being sensitive to interest rate changes, governmental regulation of real property, general economic conditions and the availability of long-term financing.

The Corporation originates consumer retail loans utilizing a computer-based credit scoring analysis to supplement the underwriting process. To monitor and manage consumer retail loan risk, policies and procedures are developed and modified, as needed, jointly by line and staff personnel. This activity, coupled with relatively small loan amounts that are spread across many individual borrowers, minimizes risk. Additionally, trend and outlook reports are reviewed by management on a regular basis. Underwriting standards for home equity loans are heavily influenced by statutory requirements, which include, but are not limited to, a maximum loan-to-value percentage of 80%, collection remedies, the number of such loans a borrower can have at one time and documentation requirements.

The Corporation contracts with a third party vendor to perform loan reviews. The Corporation reviews and validates the credit risk program on an annual basis. Results of these reviews are presented to management. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Corporation s policies and procedures.

A concentration of credit occurs when obligations, direct or indirect, of the same or affiliated interests represent 15% or more of the Corporation s capital structure. The Board of Directors recognizes that the Corporation s geographic market area imposes some limitations regarding loan diversification if the Corporation is to perform the function for which it has been chartered. Specifically, lending to qualified borrowers within the Corporation s market area will naturally cause concentrations of real estate loans in the primary communities served by the Corporation and loans to employees of major employers in the area.

All closed-end commercial loans (excluding loans secured by real estate) are charged off no later than 90 days delinquent. If a loan is considered uncollectable, it is charged off earlier than 90 days delinquent. When a commercial loan secured by real estate is past due, a current assessment of the value of the real estate is made. If the balance of the loan exceeds the fair value of the property, the loan is placed on nonaccrual with a specific reserve equal to the difference between book value and fair value assigned to the credit until such time as the property has been foreclosed upon. When the foreclosed property has been legally assigned to the Corporation, a charge-off is taken with the remaining balance, which reflects the fair value less estimated costs to sell, transferred to other real estate owned.

All closed-end consumer loans (excluding conventional 1-4 family residential loans and installment and revolving loans secured by real estate) are charged off no later than 120 days (five monthly payments) delinquent. If a loan is considered uncollectable, it is charged off earlier than 120 days delinquent. For conventional 1-4 family residential loans and installment and revolving loans secured by real estate, when a loan is 90 days past due, a current assessment of the value of the real estate is made. If the balance of the loan exceeds the fair value of the property, the loan is placed on nonaccrual and foreclosure proceedings are initiated. When the foreclosed property has been legally assigned to the Corporation, a charge-off is taken with the remaining balance reflecting the fair value less estimated costs to sell transferred to other real estate owned.

Nonaccrual and Past Due Loans. Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on nonaccrual status when (i) principal or interest has been in default for a period of 90 days or more or (ii) full payment of principal and interest is not expected. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income on nonaccrual loans is recognized only to the extent that cash payments are received in excess of principal due. A loan may be returned to accrual status when all the principal and interest amounts contractually due are brought current and future principal and interest amounts contractually due are reasonably assured, which is typically evidenced by a sustained period (three to six months) of repayment performance by the borrower. The Corporation had one loan that was 90 days or more past due that was not included in nonaccrual loans as of September 30, 2014. The amount of this loan at September 30, 2014 was $26. The Corporation had no loans that were 90 days or more past due that were not included in nonaccrual loans as of December 31, 2013.

The following tables provide details regarding the aging of the Corporation s loan portfolio as of September 30, 2014 and December 31, 2013 (dollars in thousands):

September 30, 2014	30 - 89 Days Past Due	90 Days and Greater Past Due	Total Past Due	Current	Total Loans
Retail:					
Consumer	$ 96	$ 31	$ 127	$ 9,475	$ 9,602
Single family residential	1,058	349	1,407	225,587	226,994
Other retail	-	-	-	29,661	29,661
Retail total	1,154	380	1,534	264,723	266,257
Commercial:					
Commercial and industrial	752	1,633	2,385	92,152	94,537
Non-farm, non-residential real estate	155	424	579	164,765	165,344
Construction and development	32	-	32	41,435	41,467
Commercial loans secured by real estate	6	169	175	28,786	28,961
All other commercial	-	1,131	1,131	19,269	20,400
Commercial total	945	3,357	4,302	346,407	350,709
Total	$ 2,099	$ 3,737	$ 5,836	$ 611,130	$ 616,966

December 31, 2013	30 - 89 Days Past Due	90 Days and Greater Past Due	Total Past Due	Current	Total Loans
Retail					
Consumer loans	$ 182	$ 3	$ 185	$ 10,772	$ 10,957
Single family residential	3,805	83	3,876	209,887	213,763
Other retail	319	28	359	27,312	27,671
Retail total	4,306	114	4,420	247,971	252,391
Commercial					
Commercial and industrial	428	1,328	1,756	92,946	94,702
Non-farm, non-residential real estate	393	-	393	175,820	176,213
Construction and development	-	28	28	29,910	29,938
Commercial loans secured by real estate	38	178	216	26,724	26,940
Other commercial	-	1,249	1,249	25,333	26,582
Commercial total	859	2,783	3,642	350,733	354,375
Total	$ 5,165	$ 2,897	$ 8,062	$ 598,704	$ 606,766

All dollar amounts are reported in thousands except share and per share data.

The following tables summarize the impaired loans by loan type as of September 30, 2014, December 31, 2013 and September 30, 2013 (dollars in thousands):

						Average Recorded Investment			
September 30, 2014	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Quarter To Date	Year To Date	Interest Received	Interest Accrued
Commercial:									
Commercial and industrial	$ 2,819	$ 1,745	$ 444	$ 2,189	$ 163	$ 2,204	$ 2,246	$ 39	$ 122
Non-farm, non-residential real estate	3,874	3,413	-	3,413	-	3,496	3,648	161	163
Construction and development	-	-	-	-	-	-	-	-	-
Other commercial	2,871	2,452	169	2,621	27	2,667	2,802	130	132
Commercial total	9,564	7,610	613	8,223	190	8,367	8,696	330	417
Retail:									
Single family residential	2,129	1,064	719	1,783	145	1,798	1,563	68	72
Other retail	-	-	-	-	-	-	-	-	-
Retail total	2,129	1,064	719	1,783	145	1,798	1,563	68	72
Total	$ 11,693	$ 8,674	$ 1,332	$ 10,006	$ 335	$ 10,165	$ 10,259	$ 398	$ 489

						Average Recorded Investment			
December 31, 2013	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Quarter To Date	Year To Date	Interest Received	Interest Accrued
Commercial:									
Commercial and industrial	$ 2,190	$ 1,338	$ 234	$ 1,572	$ 16	$ 1,585	$ 1,620	$ 23	$ 134
Non-farm, non-residential real estate	3,236	1,155	1,551	2,706	282	2,728	2,819	157	168
Construction and development	461	461	-	461	44	476	556	30	30
Other commercial	3,834	3,310	178	3,488	-	3,486	3,704	225	241
Commercial total	9,721	6,264	1,963	8,227	342	8,275	8,699	435	573
Retail:									
Single family residential	1,121	568	419	987	118	935	1,044	52	55
Other retail	11	-	11	11	11	5	11	-	-
Retail total	1,132	568	430	998	129	940	1,055	52	55
Total	$ 10,853	$ 6,832	$ 2,393	$ 9,225	$ 471	$ 9,215	$ 9,754	$ 487	$ 628

						Average Recorded Investment			
September 30, 2013	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Quarter To Date	Year To Date	Interest Received	Interest Accrued

Commercial:									
Commercial and industrial	$ 2,202	$ 229	$ 1,368	$ 1,597	$ 32	$ 1,609	$ 1,631	$ 14	$ 101
Non-farm, non-residential real estate	3,250	1,639	1,112	2,751	292	2,778	2,834	114	121
Construction and development	491	325	167	492	30	492	649	23	26
Other commercial	3,723	3,304	181	3,485	80	3,514	3,596	153	168
Commercial total	9,666	5,497	2,828	8,325	434	8,393	8,710	304	416
Retail:									
Single family residential	1,055	183	701	884	157	893	971	41	43
Retail total	1,055	183	701	884	157	893	971	41	43
Total	$ 10,721	$ 5,680	$ 3,529	$ 9,209	$ 591	$ 9,286	$ 9,681	$ 345	$ 459

All dollar amounts are reported in thousands except share and per share data.

The following table summarizes the nonaccrual loans by loan type as of September 30, 2014 and December 31, 2013 (dollars in thousands):

	September 30, 2014	December 31, 2013
Retail:		
Consumer	$ 31	$ 21
Single family residential	2,274	1,667
Retail total	2,305	1,688
Commercial:		
Commercial and industrial	1,806	1,649
Nonfarm, nonresidential	434	737
Construction and development	-	68
Commercial real estate	213	6
Other commercial	1,131	1,248
Commercial total	3,584	3,708
Total	$ 5,889	$ 5,396

Impaired Loans. Loans are considered impaired when, based on current information and events, it is probable the Corporation will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan s existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Troubled Debt Restructurings. Included in certain categories of impaired loans are certain loans that have been modified in a troubled debt restructuring where economic concessions have been granted to borrowers who have experienced financial difficulties. These concessions typically result from our loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. Modifications of terms for our loans and their inclusion as troubled debt restructurings are based on individual facts and circumstances. Loan modifications that are included as troubled debt restructurings may involve either an increase or reduction of the interest rate, extension of the term of the loan, or deferral of principal or interest payments, regardless of the period of the modification. All of the loans identified as troubled debt restructuring were modified as a result of financial stress of the borrower. In order to determine if a borrower is experiencing financial difficulty, an evaluation is performed to determine the probability that the borrower will be in payment default on any of its debt in the foreseeable future with the modification. This evaluation is performed under the Corporation s internal underwriting policy.

When the Corporation modifies loans in a troubled debt restructuring, the Corporation evaluates any possible impairment similar to other impaired loans based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan or lease agreement, or use the current fair value of the collateral, less selling costs for collateral dependent loans. If the Corporation determines that the value of the modified loan is less than the recorded investment in the loan, impairment is recognized through an allowance estimate or a charge-off to the allowance. In periods subsequent to modification, the Corporation evaluates all troubled debt restructuring, including those that have payment defaults, for possible impairment and recognize impairment through the allowance.

All dollar amounts are reported in thousands except share and per share data.

Presented below, segregated by class of loans, are troubled debt restructurings that occurred during the three and nine months ended September 30, 2014, 2013 and the year ended December 31, 2013 (dollars in thousands):

	Three Months Ended September 30, 2014				
		Post-Modification			Net Charge-Offs
	Number Of		Outstanding		Resulting From
Retail:	Loans		Balance		Modifications
Single family residential	1	$	321	$	3
Total troubled debt restructurings	1	$	321	$	3

	Nine Months Ended September 30, 2014				
		Post-Modification			Net Charge-Offs
	Number Of		Outstanding		Resulting From
Retail:	Loans		Balance		Modifications
Nonfarm nonresidential	1	$	4,357	$	-
Single family residential	1	$	321	$	3
Total troubled debt restructurings	2	$	4,678	$	3

		Year Ended December 31, 2013			
		Post-Modification			Net Charge-Offs
	Number Of		Outstanding		Resulting From
Retail:	Loans		Balance		Modifications
Consumer	3	$	8	$	-
Single family residential	3		167		6
Total troubled debt restructurings	6	$	175	$	6

	Three Months Ended September 30, 2013				
		Post-Modification			Net Charge-Offs
	Number Of		Outstanding		Resulting From
Retail:	Loans		Balance		Modifications
Consumer	2	$	7	$	-
Single family residential	1		13		1
Total troubled debt restructurings	3	$	20	$	1

	Nine Months Ended September 30, 2013				
		Post-Modification			Net Charge-Offs
	Number Of		Outstanding		Resulting From
Retail:	Loans		Balance		Modifications
Consumer	3	$	8	$	-
Single family residential	3		172		6
Total troubled debt restructurings	6	$	180	$	6

Loans retain their accrual status at the time of their modification. As a result, if a loan is on nonaccrual status at the time it is modified, it stays as nonaccrual status, and if a loan is on accrual status at the time of the modification, it generally stays on accrual status. Commercial and consumer loans modified in a troubled debt restructuring are closely monitored for delinquency as an early indicator of possible future default. If loans modified in a troubled debt restructuring subsequently default, the Corporation evaluates the loan for possible further impairment. The Corporation has had no loans modified in a troubled debt restructuring that have subsequently defaulted. The allowance for loan and lease losses (ALLL) may be increased, adjustments may be made in the allocation of the allowance or partial charge-offs may be taken to further write-down the carrying value of the loan. The Corporation considers a loan in default when it is 90 days or more past due and still accruing or transferred to nonaccrual status.

Credit Quality Indicators. As part of the ongoing monitoring of the credit quality of the Corporation s loan portfolio, management tracks certain credit quality indicators including trends related to (i) the weighted-average risk grade of commercial loans, (ii) the level of classified commercial loans, (iii) net charge-offs, (iv) non-performing loans and (v) the general economic conditions in the State of Tennessee.

The Corporation uses a risk grading matrix to assign a risk grade to each of its commercial loans. Loans are graded on a scale of 1 through 8. A description of the general characteristics of the eight risk grades is as follows:

Risk Rating 1 Minimal Risk

General Characteristics:

- Substantially risk free.
- Federal, state, or municipal subdivisions with acceptable investment grade credit rating.
- Large national, regional, or local entity with proven access to capital markets.
- Diversity in borrower s line of business with stable and diversified sales base.
- Borrower is considered to be an industry leader with many consecutive years of strong profits and exhibits a financial condition, equity position, liquidity, and debt service capacity far exceeding industry norms.
- Borrower has an abundance of unpledged financeable assets coupled with superior cash generation capabilities.
- Industry conditions and trends are positive and strong.
- Borrower has strong management with evidence of management succession.
- A credit rating by Moody s, Standard & Poor s, or other qualified rating agency that is grade A or higher.
- A cash secured loan with the cash on deposit in the Corporation or a guaranty from the federal government also warrants this risk rating.

Risk Rating 2 Modest Risk

General Characteristics:

- Borrower shows strong profitability, liquidity, and capitalization better than industry norms and a strong market position in the region.
- Borrower may have limited access to public markets for short-term needs or capital requirements, but has ready access to alternative financing.
- Loans may be unsecured based on the financial strength of the borrower or secured by collateral that is considered liquid and marketable.
- Borrower has a proven history of profitability and financial stability.
- Borrower has a strong market position in its industry and has an abundance of financeable assets available to protect the Corporation s position.
- Borrower has proven and steady management with good management succession.
- Borrower can withstand major market instabilities of short duration.
- Credit rating by Moody s, Standard & Poor s, or other qualified rating agency that is grade BAA or higher.

Risk Rating 3 Average Risk

General Characteristics:

- Borrower shows a stable earnings history and financial condition in line with industry norms with indications that these trends will continue.
- The credit extension is considered sound; however, elements may be present which suggest the borrower may not be free from temporary impairments in the future.
- Borrower s liquidity and leverage is in line with industry norms.
- Borrower has good management with acceptable management succession.
- Under most economic and business conditions, borrower has access to alternative financing but limited or no access to capital markets for short-term or capital needs.
- Borrower may be an individual with a sound financial condition and liquidity with proven historical income to repay the debt as scheduled.

All dollar amounts are reported in thousands except share and per share data.

- Credit extensions are generally secured by acceptable collateral.

Risk Rating 4 **Acceptable Risk**

General Characteristics:

- Credit is to a borrower with smaller margins of debt service coverage and with some elements of reduced financial strength.
- Borrower is generally in a lower average market position in its industry.
- Borrower shows satisfactory asset quality and liquidity, good debt capacity and coverage, and good management in critical positions.
- Borrower s management is of unquestioned character but management succession may be questionable.
- Borrower can obtain similar financing from other financial institutions.
- Interim losses or moderately declining earnings trends may occur, but the borrower has sufficient strength and financial flexibility to offset these issues.
- Credit may be to individuals with a moderately leveraged financial condition but with satisfactory liquidity and income to cover debt repayment requirements.
- Business borrowers may have moderate leverage, but must have historically consistent cash flow to cover debt service and other operating needs.
- Business borrowers may also have erratic or cyclical operating performances but should demonstrate strong equity positions to support these profitability swings.
- Asset-based loans that have stabilized and proven performance with the financial capacity to provide for annual clean up may qualify for this rating.
- Borrower has no access to capital markets but would be financeable by another financial institution or finance company.
- Credit extensions are generally secured by acceptable collateral.

Risk Rating 5 **Pass / Watch**

General Characteristics:

Loans considered for this risk rating require a heightened level of supervision.

A) Transitional, Event Driven This category of risk rated 5 loans captures responses to early warning signals from a relationship and, therefore, signifies a specific, event-driven, transitional credit grade. The event is generally something unplanned or unexpected such as a death, a disaster, the loss of a major client, product line, or key employee or the divorce or development of a health condition of the owner or key management person. This category may be used in transitional upgrades as well as transitional downgrades of credit relationships. Under these criteria, this category necessitates a plan of action to either upgrade the credit to a Pass rating (i.e., Risk

Rating 1-4), downgrade the credit to a criticized asset, or exit the relationship within six months.

B) Ongoing Supervision Warranted This category may also be utilized to identify loans having inherent characteristics which warrant more than the normal level of supervision. Loans meeting these criteria may include larger, more complex loans with unusual structures. Loans, which, due to structure or nature of the collateral require above average servicing, may also be considered for this risk rating. Unlike other criteria listed previously for this category, these particular characteristics tend not to be one-time or transitional in nature; therefore, these loans may be expected to remain in this risk rating category longer than six months. A loan might remain in this risk rating category for its life or until the characteristic warranting the rating can be eliminated or effectively mitigated.

- Borrower may exhibit declining earnings, strained cash flow, increasing leverage, or weakening market positions that indicate a trend toward an unacceptable risk.
- Borrower s liquidity, leverage, and earnings performance is below or trending below industry norms.
- Interim losses and other adverse trends may occur but not to the level that would impair the Corporation s position.
- Borrower may be a newly formed company or in a new line of business or may be an established business with new or unproven management. Borrower should be adequately capitalized, but may not yet have achieved stabilized cash flow.
- Borrower generally has a small market position in its industry.
- Borrower may be engaged in an industry that is experiencing an economic downturn or is particularly susceptible to uncontrollable external factors.
- Borrower management is of good character although some management weakness may exist, including lack of depth or succession.

- Borrower generally has limited additional debt capacity and modest coverage, and average or below-average asset quality, margins, and market share.
- Borrower s ability to obtain financing from other financial institutions may be impaired.
- Credit to individuals with marginal financial condition and liquidity but with income still sufficient to service the debt.

Risk Rating 6 Special Mention

A special mention asset has potential weaknesses that deserve management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution s credit position at some future date. Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

General Characteristics:

- Borrower s cash flow may not be sufficient to fund anticipated cash needs.
- Sufficient or modestly sufficient financeable assets are available to protect the Corporation s position.
- Adverse trends in borrower s operations/profits or unbalanced position in borrower s balance sheet but not to the point where repayment is in jeopardy.
- Borrower generally shows limited liquidity or high leverage.
- Borrower s financial position is in the lower quartile of industry norms.
- Borrower s business exhibits a deteriorating market position in the industry.
- Borrower s management lacks depth and succession.
- Business is unable to withstand temporary setbacks without affecting repayment capability.
- Borrower is not financeable by another bank but possibly by a finance company or specialized lender.

Risk Rating 7 Substandard

A substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected.

General Characteristics:

- The primary source of borrower s repayment no longer provides satisfactory support and repayment is dependent on secondary sources.
- A substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or by the collateral pledged, if any.
- Normal repayment from the borrower is impaired although no loss of principal is envisioned.
- A partial loss of interest or principal will occur if the borrower s deficiencies are not corrected.
- Borrower s cash flow is generally not sufficient to fund anticipated cash needs.
- Borrower s financeable assets may not be sufficient to protect the Corporation s position.
- Adverse trends in borrower s operations that jeopardized debt repayment may require the borrower to undertake a significant reorganization of financing or the business.
- Borrower shows poor liquidity and high leverage impairing the repayment of the debt in accordance with agreed upon terms.
- Borrower s management lacks depth and succession; may be inexperienced or of questionable character.

- Borrower s market position in the industry is deteriorating.
- Borrower is not financeable by another bank or finance company.

Risk Rating 8 Doubtful

An asset classified as doubtful has all the weaknesses inherent in one classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

General Characteristics:

All dollar amounts are reported in thousands except share and per share data.

- Inadequate primary source of repayment. Assumes a less than satisfactory secondary source of repayment on a most-likely case basis. There may be adequate secondary source of repayment on a best-case basis.
- Borrower has the same weaknesses found in Substandard borrowers.
- Loss probability is extremely high but because of certain important and reasonably specific factors that may work to strengthen the loan, its classification as an estimated loss is deferred until a more exact status may be determined.
- Pending factors may include a proposed merger or acquisition; liquidation procedures; capital injections; perfecting liens on additional collateral; and refinancing plans.
- Borrower s cash flow is insufficient to fund cash needs.
- Borrower s financeable assets are insufficient to protect the Corporation s position.
- Borrower s source of debt repayment is dependent on liquidation of assets with a probable loss.
- Borrower may no longer be a going concern, or may not exist as a going concern for the foreseeable future.
- No alternative financing sources exist for borrower.

The following tables present risk grades and classified loans by class of commercial loan in the Corporation s portfolios as of September 30, 2014 and December 31, 2013 (dollars in thousands):

September 30, 2014

Commercial loan portfolio:
Credit risk profile by internally assigned grade

	Commercial and Industrial	Non-Farm, Non-Residential Real Estate Loans	Construction and Development	Commercial Loans Secured By Residential Real Estate	All Other Commercial Loans	Commercial Loan Totals
Pass	$ 91,431	$ 160,819	$ 41,467	$ 28,636	$ 19,097	$ 341,450
Special mention	149	987	-	-	172	$ 1,308
Substandard	2,957	3,538	-	325	1,131	$ 7,951
Doubtful	-	-	-	-	-	-
TOTALS	$ 94,537	$ 165,344	$ 41,467	$ 28,961	$ 20,400	$ 350,709

Retail loan portfolio: Credit risk profiles based on delinquency status classification	Consumer Loans	Single-Family Residential**	All Other Retail Loans	Retail Loan Totals
Performing	$ 9,571	$ 224,140	$ 29,166	$ 262,877
Non-performing*	31	2,854	495	3,380
TOTALS	$ 9,602	$ 226,994	$ 29,661	$ 266,257

**Loans are classified as non-performing loans and are automatically placed on non-accrual status once they reach 90 days past due. For the purposes of this table all loans graded substandard or below are included in nonperforming loans.*

***Single-family residential loans includes first mortgages, closed-end second mortgages, residential construction loans, and home equity lines of credit (HELOC's).*

All dollar amounts are reported in thousands except share and per share data.

December 31, 2013 Commercial loan portfolio: Credit risk profile by internally assigned grade

	Commercial and Industrial	Non-Farm, Non-Residential Real Estate Loans	Construction and Development	Commercial Loans Secured By Residential Real Estate	All Other Commercial Loans	Commercial Loan Totals
Pass	$ 92,155	$ 170,585	$ 29,463	$ 26,516	$ 24,131	$ 342,850
Special mention	836	3,883	-	-	179	4,898
Substandard	635	1,745	475	424	1,023	4,302
Doubtful	1,076	-	-	-	1,249	2,325
TOTALS	$ 94,702	$ 176,213	$ 29,938	$ 26,940	$ 26,582	$ 354,375

Retail loan portfolio: Credit risk profiles based on delinquency status classification	Consumer Loans	Single-Family Residential**	All Other Retail Loans	Retail Loan Totals
Performing	$ 10,936	$ 212,096	$ 27,643	$ 250,675
Non-performing*	21	1,667	28	1,716
TOTALS	$ 10,957	$ 213,763	$ 27,671	$ 252,391

*Loans are classified as non-performing loans and are automatically placed on non-accrual status once they reach 90 days past due. For the purposes of this table all loans graded substandard or below are included in nonperforming loans.
**Single-family residential loans includes first mortgages, closed-end second mortgages, residential construction loans, and home equity lines of credit
(HELOC's).

Allowance for Loan and Lease Losses. The allowance for loan and lease losses ALLL is a reserve established through a provision for loan losses charged to expense, which represents management s best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The Corporation s ALLL methodology includes allowance allocations calculated in accordance with ASC Topic 310, Receivables (ASC Topic 310 , and allowance allocations calculated in accordance with ASC Topic 450, Contingencies (ASC Topic 450). Accordingly, the methodology is based on historical loss experience by type of credit and internal risk grade, specific homogeneous risk pools and specific loss allocations, with adjustments for current events and conditions. The Corporation s process for determining the appropriate level of the ALLL is designed to account for credit deterioration as it occurs. The provision for loan losses reflects loan quality trends, including the levels of and trends related to nonaccruals loans, past due loans, potential problem loans, criticized loans and net charge-offs or recoveries, among other factors. The provision for loan losses also reflects the totality of actions taken on all loans for a particular period. Therefore, the amount of the provision reflects not only the necessary increases in the ALLL related to newly identified criticized loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools.

The level of the allowance reflects management s continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management s judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Corporation s control, including, among other things, the performance of the Corporation s loan portfolio, the economy, and changes in interest.

The Corporation s ALLL consists of three elements: (i) specific valuation allowances determined in accordance with ASC Topic 310 based on probable losses on specific loans; (ii) historical valuation allowances determined in accordance with ASC Topic 450 based on historical loan loss experience for loans with similar characteristics and trends, adjusted, as necessary, to reflect the impact of current conditions; and (iii) general valuation allowances determined in accordance with ASC Topic 450 based on general economic conditions and other qualitative risk factors both internal and external to the Corporation.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of problem loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor s ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed at the relationship manager level for all commercial loans. When a loan has an assigned risk rating of 8 (Doubtful) or higher, a special assets officer analyzes the loan to determine whether the loan is impaired and, if impaired, the need to specifically allocate a portion of the ALLL to the loan. Specific valuation allowances are determined by analyzing the borrower s ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower s industry, among other things.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans and the internal risk grade of such loans at the time they were charged-off. The Corporation calculates historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. The historical loss ratios are updated quarterly based on actual charge-off experience. A historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and average balance of the loans in the pool. The Corporation s pools of similar loans include similarly risk-graded groups of commercial and industrial loans, commercial real estate loans, consumer real estate loans and consumer and other loans.

The components of the general valuation allowance include (i) the additional reserves allocated to specific loan portfolio segments as a result of applying an environmental risk adjustment factor to the base historical loss allocation and (ii) the additional reserves that are not allocated to specific loan portfolio segments including allocations for groups of similar loans with risk characteristics that exceed certain concentration limits established by management.

Included in the general valuation allowances are allocations for groups of similar loans with risk characteristics that exceed certain concentration limits established by management. Concentration risk limits have been established, among other things, for certain industry concentrations, large balance and highly leveraged credit relationships that exceed specified risk grades, and loans originated with policy exceptions that exceed specified risk grades.

The ALLL is maintained at a level considered adequate to provide for the losses that can be reasonably anticipated. Management s periodic evaluation of the adequacy of the allowance is based on the Corporation s past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to change.

The following tables summarize the allocation in the ALLL by loan segment for the three months and nine months ended September 30, 2014 and September 30, 2013 and the year ended December 31, 2013 (dollars in thousands):

Three months ended September 30, 2014	Commercial	Residential Real Estate	Retail Consumer and Other	Totals
Beginning balance	$ 7,395	$ 1,082	$ 158	$ 8,635
Less: Charge-offs	(372)	(37)	(4)	(413)
Add: Recoveries	33	1	1	35
Add: Provisions	-	-	-	-
Ending balance	$ 7,056	$ 1,046	$ 155	$ 8,257

Nine months ended September 30, 2014	Commercial	Residential Real Estate	Retail Consumer and Other	Totals
Beginning balance	$ 7,359	$ 1,084	$ 152	$ 8,595
Less: Charge-offs	(372)	(41)	(10)	(423)
Add: Recoveries	69	3	13	85
Add: Provisions	-	-	-	-
Ending balance	$ 7,056	$ 1,046	$ 155	$ 8,257

Three months ended September 30, 2013	Commercial	Residential Real Estate	Retail Consumer and Other	Totals
Beginning balance	$ 7,163	$ 1,305	$ 194	$ 8,662
Less: Charge-offs	-	-	-	-
Add: Recoveries	(2)	(4)	-	(6)
Add: Provisions	(110)	94	16	-
Ending balance	$ 7,051	$ 1,395	$ 210	$ 8,656

Nine months ended September 30, 2013	Commercial	Residential Real Estate	Retail Consumer and Other	Totals
Beginning balance	$ 7,528	$ 1,109	$ 172	$ 8,809
Less: Charge-offs	(145)	(12)	(15)	(172)
Add: Recoveries	11	-	8	19
Add: Provisions	(343)	298	45	-
Ending balance	$ 7,051	$ 1,395	$ 210	$ 8,656

Twelve months ended December 30, 2013	Commercial	Residential Real Estate	Consumer and Other Retail	Totals
Beginning balance	$ 7,528	$ 1,109	$ 172	$ 8,809
Less: Charge-offs	(222)	(27)	(49)	(298)
Add: Recoveries	53	2	29	84
Add: Provisions	-	-	-	-
Ending balance	$ 7,359	$ 1,084	$ 152	$ 8,595

The following tables detail the amount of the ALLL allocated to each portfolio segment as of September 30, 2014, December 31, 2013 and September 30, 2013, disaggregated on the basis of the Corporation s impairment methodology (dollars in thousands):

September 30, 2014	Commercial	Residential real estate	Consumer and other retail	Totals
Loans individually evaluated for impairment	$ 190	$ 145	$ -	$ 335
Loans collectively evaluated for impairment	6,866	901	155	7,922
Total	$ 7,056	$ 1,046	$ 155	$ 8,257
December 31, 2013	Commercial	Residential real estate	Consumer and other retail	Totals
Loans individually evaluated for impairment	$ 342	$ 118	$ 11	$ 471
Loans collectively evaluated for impairment	7,017	966	141	8,124
Total	$ 7,359	$ 1,084	$ 152	$ 8,595
September 30, 2013	Commercial	Residential real estate	Consumer and other retail	Totals
Loans individually evaluated for impairment	$ 434	$ 157	$ -	$ 591
Loans collectively evaluated for impairment	6,617	1,238	210	8,065
Total	$ 7,051	$ 1,395	$ 210	$ 8,656

All dollar amounts are reported in thousands except share and per share data.

The following tables show loans related to each balance in the ALLL by portfolio segment and disaggregated on the basis of the Corporation s impairment methodology (dollars in thousands):

September 30, 2014	Commercial	Residential real estate	Consumer and other retail	Totals
Loans individually evaluated for impairment	$8,223	$1,783	$ -	$10,006
Loans collectively evaluated for impairment	342,486	225,211	39,263	606,960
Ending Balance	$350,709	$226,994	$ 39,263	$616,966
`				
December 31, 2013	Commercial	Residential real estate	Consumer and other retail	Totals
Loans individually evaluated for impairment	$8,227	$987	$ 11	$9,225
Loans collectively evaluated for impairment	346,148	212,776	38,617	597,541
Ending Balance	$354,375	$213,763	$ 38,628	$606,766
September 30, 2013	Commercial	Residential real estate	Consumer and other retail	Totals
Loans individually evaluated for impairment	$8,325	$884	$ -	$9,209
Loans collectively evaluated for impairment	335,247	209,981	37,359	582,587
Ending Balance	$343,572	$210,865	$ 37,359	$591,796

NOTE 6 BORROWED FUNDS

The Corporation has a Cash Management Advance Line of Credit Agreement (the CMA), dated June 21, 2010, with the FHLB. The CMA is a component of the Blanket Agreement for Advances and Security Agreement, dated June 20, 2006 (Blanket Agreement), with the FHLB of Cincinnati. The purpose of the CMA is to assist with short-term liquidity management. Under the terms of the CMA, the Corporation may borrow a maximum of $40 million, selecting a variable rate of interest for up to 90 days or a fixed rate for a maximum of 30 days. There were no borrowings outstanding under the CMA as of September 30, 2014 or December 31, 2013.

NOTE 7 POST-RETIREMENT BENEFIT PLAN

	Nine months ended			
		September 30, 2014		**September 30, 2013**
Service cost	$	25	$	86
Interest cost		82		240
Amortization of net gain		(141)		47
Net periodic cost	$	(34)	$	373

	Three months ended			
		September 30, 2014		September 30, 2014
Service cost	$	9	$	51
Interest cost		26		167
Amortization of net gain		(44)		-
Net periodic cost	$	(9)	$	218

The Corporation contributed $39 and $111 to the plan for the nine month periods ending September 30, 2014 and 2013, respectively.

All dollar amounts are reported in thousands except share and per share data.

NOTE 8 RECENT ACCOUNTING PRONOUNCEMENTS

ASU 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 establishes principles for reporting useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity s contracts with customers. The core principle of this Topic is that an entity recognizes revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. ASU 2014-09 is effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2016 and is not expected to have a significant impact on the Corpor ation s financial statements.

ASU 2014-14, *Receivables Troubled Debt Restructurings by Creditors (Subtopic 310-40).* ASU 2014-14 applies to creditors that hold government-guaranteed mortgage loans, including those guaranteed by the FHA and the VA. The amendments in this Update require that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: (1) the loan has a government guarantee that is not separable from the loan before foreclosure. (2) at the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim. (3) at the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. ASU 2014-14 is effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The new standard is not expected to have a significant impact on the Corporation s financial statements.

All dollar amounts are reported in thousands except share and per share data.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this report may not be based on historical facts and are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as could, would, expect, believe, intend, may, will, can, or should or future or conditional verb tenses, and variations or negatives of such terms. These forward-looking statements include, without limitation, those relating to the Corporation s valuation methodologies, contributions to the Corporation s post-retirement benefit plan and returns on the plan s assets, characterization of accrual and nonaccruals loans, concessions granted for troubled debt restructurings, impairment of securities, repayment of loans, loan portfolio concentrations, fair value of impaired loans, satisfaction of capital adequacy requirements, risk rating classifications of loans, calculation of our ALLL, adequacy of traditional sources of cash generated from operating activities to meet liquidity needs, the impact of various factors on net interest income and the realization of deferred income tax assets. We caution you not to place undue reliance on such forward-looking statements in this report because results could differ materially from those anticipated due to a variety of factors. These factors include, but are not limited to, conditions in the financial market, liquidity, the sufficiency of our ALLL, economic conditions in the communities in the State of Tennessee where the Corporation does business, the impact of government regulation and supervision, interest rate risk, including changes in monetary policy and fluctuating interest rates, the Corporation s ability to attract and retain key personnel, competition from other financial services providers, recent legislation and regulations impacting service fees, the Corporation s ability to pay dividends, the availability of additional capital on favorable terms, the Corporation s ability to adapt its products and services to evolving industry standards and consumer preferences, security breaches and other disruptions and other factors detailed from time to time in our filings with the Securities and Exchange Commission (the SEC). We undertake no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date of this report.

EXECUTIVE OVERVIEW

At September 30, 2014, the consolidated total assets of the Corporation were $1,130,684, its consolidated gross loans were $616,966, its total deposits were $976,189 and its total shareholders equity was $110,604. The Corporation s loan portfolio at September 30, 2014 reflected an increase of $10,538, or 1.8%, compared to December 31, 2013. Total deposits increased $18,852, or 2.0%, and shareholders equity increased by 7.7% during the first nine months of 2014.

Securities

Available-for-sale securities are an integral part of the asset/liability management process of the Corporation. Accordingly, they represent an important source of liquidity available to fund loans and accommodate asset reallocation strategies dictated by changes in the Corporation s operating and tax plans, shifting yield spread relationships and changes in configuration of the yield curve. At September 30, 2014, the Corporation s investment securities portfolio had $378,332 of available-for-sale securities, which are valued at fair market value, and $23,859 of held-to-maturity securities, which are valued at cost on the balance sheet. These compare to $329,714 of available-for-sale securities and $27,839 of held-to-maturity securities as of December 31, 2013.

Loans and Loan Losses

The loan portfolio is the largest component of earning assets for the Corporation and, consequently, provides the largest amount of revenue for the Corporation. The loan portfolio also contains the highest exposure to risk as a result of the possibility of unexpected deterioration in the credit quality of borrowers. When analyzing potential loans, management of the Corporation assesses both interest rate objectives and credit quality objectives in determining whether to make a given loan and the appropriate pricing for that loan. All loans are expected to be repaid from cash flow or proceeds from the sale of selected assets of the borrowers. Collateral requirements for the loan portfolio are based on credit evaluation of the borrowers. The goal of the Corporation is to diversify loans to avoid a concentration of credit in a specific industry, person, entity, product, service, or any area vulnerable to a tax law change or an economic event.

Loan volume increased in the third quarter of 2014, resulting in total loans increasing by $25,569, or 4.4%, from September 30, 2014 as compared to September 30, 2013. More specifically, commercial loans decreased by $10,043, or 11.8%, in the third quarter, and the loans secured by real estate portfolio increased by $15,932, or 3.4%. At $616,966, total loans outstanding increased by $10,200, or 1.7%, at September 30, 2014 compared to December 31, 2013. Loan demand has shown an improvement during the nine months ended September 30, 2014, especially in the commercial and industrial portfolio.

All dollar amounts are reported in thousands except share and per share data.

Loans identified with losses by management are promptly charged off. Furthermore, consumer loan accounts are charged off automatically based on regulatory requirements.

The ALLL is a reserve established through a provision for loan losses charged to expense, which represents management s best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The Corporation s ALLL methodology includes allowance allocations calculated in accordance with ASC Topic 310 and ASC Topic 450. Accordingly, the methodology is based on historical loss experience by type of credit and internal risk grade, specific homogeneous risk pools and specific loss allocations, with adjustments for current events and conditions. The Corporation s process for determining the appropriate level of the ALLL is designed to account for credit deterioration as it occurs. The provision for loan losses reflects loan quality trends, including the levels of and trends related to nonaccruals loans, past due loans, potential problem loans, classified and criticized loans and net charge-offs or recoveries, among other factors. The provision for loan losses also reflects the totality of actions taken on all loans for a particular period. In other words, the amount of the provision reflects not only the necessary increases in the ALLL related to newly identified criticized loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools. See Note 5 - Loans in the accompanying notes to consolidated financial statements included elsewhere in this report for further details regarding the Corporation s methodology for estimating the appropriate level of the ALLL.

Collectability. A formal process is in place to provide control over the underwriting of loans and to monitor loan collectability. This process includes education and training of personnel about the Corporation s loan policies and procedures, assignment of credit analysts to support lenders, timely identification of loans with adverse characteristics, control of corrective actions and objective monitoring of loan reviews. The Corporation s Special Assets Department identifies and monitors assets that need special attention. At September 30, 2014, this process identified loans totaling $1,308 that were classified as other assets especially mentioned compared to loans totaling $4,898 at December 31, 2013. Loans totaling $7,951 were classified as substandard at September 30, 2014, compared to loans totaling $4,302 at December 31, 2013. There were no loans classified as doubtful at September 30, 2014, compared to loans totaling $2,325 at December 31, 2013.

Loans having a recorded balance of $10,006 and $9,225 at September 30, 2014 and December 31, 2013, respectively, have been identified as impaired. Nonaccrual loans amounting to $5,889 and $5,396 at September 30, 2014 and December 31, 2013, respectively, were not accruing interest.

Deposits

The Corporation does not have any foreign offices and all deposits are serviced in its 18 domestic offices. The Corporation s total deposits increased 2.0% during the first nine months of 2014 compared to a slight increase of 0.3% in the first nine months of 2013. Total noninterest-bearing deposits were 19.4% of total deposits at September 30, 2014, contributing to the Corporation s low cost of deposits, compared to 18.8% at December 31, 2013.

Regulatory Requirements for Capital

The Corporation and First Farmers and Merchants Bank, the Corporation s sole direct subsidiary (the Bank), are subject to federal regulatory capital adequacy standards. The risk-based capital standards are designed to make regulatory capital requirements more sensitive to differences in risk profile among banks and bank holding companies, account for off-balance sheet exposure and minimize disincentives for holding liquid assets. Failure to meet capital adequacy requirements could result in certain mandatory, and possibly additional discretionary, actions by regulators that could have a direct material adverse effect on the financial condition of the Corporation and the Bank. Federal regulations require the Corporation and the Bank to meet specific capital adequacy guidelines that involve quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting policies. The capital classification is also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Under federal regulatory standards, to be well-capitalized, the Corporation s and the Bank s Tier 1 Risk-Based Capital Ratio (ratio of Tier 1 Capital to risk-weighted assets) must be at least 6%, its Total Risk-Based Capital Ratio (ratio of total capital to risk-weighted assets) must be at least 10%, and its Tier 1 Leverage Capital Ratio (ratio of Tier 1 Capital to average assets) must be at least 5%. Equity capital (net of certain adjustments for intangible assets and investments in non-consolidated subsidiaries and certain classes of preferred stock) and other certain equity-like instruments are considered Tier 1 Capital. Tier 2 Capital consists of core capital plus supplementary or temporary capital such as subordinated debt, some types of preferred stock, and a defined percentage of the ALLL.

As of September 30, 2014, the Bank s Tier 1 Risk-Based Capital Ratio, Total Risk-Based Capital Ratio and Tier 1 Leverage Capital Ratios were 14.2%, 15.4%, and 9.3%, respectively, compared to 13.8%, 15.0%, and 9.1% at December 31, 2013. At September 30, 2014, the Corporation s Tier 1 Risk-Based Capital Ratio, Total Risk-Based Capital Ratio and Tier 1 Leverage Capital Ratios were 14.6%, 15.7% and 9.6%, respectively, compared to 14.1%, 15.3%, and 9.4% at December 31, 2013. Management believes, as of September 30, 2014, that the Corporation and the Bank each met all capital adequacy requirements to which they are subject.

On July 2, 2013, the Board of Governors of the Federal Reserve System approved the final rule for BASEL III capital requirements for all commercial banks charted in the United States of America. The rule was subsequently approved by the FDIC on July 9, 2013. The rule will implement in the United States certain of the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. The major provisions of the new rule applicable to the Corporation and the Bank are:

- The new rule implements higher minimum capital requirements, includes a new common equity Tier 1 capital requirement, and establishes criteria that instruments must meet in order to be considered common equity Tier 1 capital, additional Tier 1 capital, or Tier 2 capital. These enhancements will both improve the quality and increase the quantity of capital required to be held by banking organizations, better equipping the U.S. banking system to deal with adverse economic conditions.
- The new minimum capital to risk-weighted assets (RWA) requirements are a Common Equity Tier 1 Capital Ratio of 4.5% and a Tier 1 Capital Ratio of 6.0% which is an increase from 4.0%, and a Total Capital Ratio that remains at 8.0%. The minimum Leverage Ratio (Tier 1 capital to total assets) is 4.0%.
- The new rule improves the quality of capital by implementing changes to the definition of capital. Among the most important changes are stricter eligibility criteria for regulatory capital instruments that would disallow the inclusion of instruments such as trust preferred securities in Tier 1 capital going forward, and new constraints on the inclusion of minority interests, mortgage-servicing assets (MSAs), deferred tax assets (DTAs), and certain investments in the capital of unconsolidated financial institutions. In addition, the new rule requires that most regulatory capital deductions be made from common equity Tier 1 capital.
- Under the new rule, in order to avoid limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers, a banking organization must hold a capital conservation buffer composed of common equity Tier 1 capital above its minimum risk-based capital requirements. This buffer will help to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress. The buffer is measured relative to risk weighted assets. Phase-in of the capital conservation buffer requirements will begin on January 1, 2016. A banking organization with a buffer greater than 2.5% would not be subject to limits on capital distributions or discretionary bonus payments; however, a banking organization with a buffer of less than 2.5% would be subject to increasingly stringent limitations as the buffer approaches zero. The new rule also prohibits a banking organization from making distributions or discretionary bonus payments during any quarter if its eligible retained income is negative in that quarter and its capital conservation buffer ratio was less than 2.5% at the beginning of the quarter. When the new rule is fully phased in, the minimum capital requirements plus the capital conservation buffer will exceed the prompt corrective action well-capitalized thresholds.
- The new rule also increases the risk weights for past-due loans, certain commercial real estate loans, and some equity exposures, and makes selected other changes in risk weights and credit conversion factors.

The transition period for implementation of Basel III is January 1, 2015, through December 31, 2018.

LIQUIDITY AND CAPITAL RESOURCES

Most of the capital needs of the Corporation historically have been met with retained earnings.

The Corporation and the Bank are subject to Tennessee statutes and regulations that impose restrictions on the amount of dividends that may be declared. Furthermore, any dividend payments are subject to the continuing ability of the Corporation to maintain its compliance with minimum federal regulatory capital requirements and to retain its characterization under federal regulations as a well-capitalized institution. The Corporation s Board of Directors has adopted a liquidity policy that outlines specific liquidity target balances. Compliance with this policy is reviewed quarterly by the Corporation s Asset/Liability Committee and results are reported to the Corporation s Board of Directors.

All dollar amounts are reported in thousands except share and per share data.

The Corporation s formal asset and liability management process is used to manage interest rate risk and assist management in maintaining reasonable stability in the gross interest margin as a result of changes in the level of interest rates and/or the spread relationships among interest rates. The Corporation uses an earnings simulation model to evaluate the impact of different interest rate scenarios on the gross margin. Each quarter, the Corporation s Asset/Liability Committee monitors the relationship of rate sensitive earning assets to rate sensitive interest-bearing liabilities (interest rate sensitivity), which is the principal factor in determining the effect that fluctuating interest rates will have on future net interest income. Rate sensitive earning assets and interest bearing liabilities are financial instruments that can be re-priced to current market rates within a defined time period.

Management believes that the Corporation s traditional sources of cash generated from operating activities are adequate to meet the liquidity needs for normal ongoing operations; however, the Corporation also has access to additional liquidity, if necessary, through additional advances from the FHLB or the Cash Management Agreement with the FHLB. The borrowings from the FHLB have been used generally for investment strategies to enhance the Corporation s portfolio. At September 30, 2014, the Corporation had $40,000 borrowing capacity.

CRITICAL ACCOUNTING POLICIES

The accounting principles the Corporation follows and the methods of applying these principles conform with GAAP and with general practices within the banking industry. In connection with the application of those principles, the Corporation s management has made judgments and estimates that with respect to the determination of the ALLL and the recognition of deferred income tax assets, have been critical to the determination of the Corporation s financial position, results of operations and cash flows.

Allowance for Loan and Lease Losses

The Corporation s management assesses the adequacy of the ALLL prior to the end of each month and prepares a more formal review quarterly to assess the risk in the Corporation s loan portfolio. This assessment includes procedures to estimate the allowance and test the adequacy and appropriateness of the resulting balance. The ALLL represents calculated amounts for specifically identified credit exposure and exposures readily predictable by historical or comparative experience. Even though this calculation considers specific credits, the entire allowance is available to absorb any credit losses.

These calculated amounts are determined by assessing loans identified as not in compliance with loan agreements. These loans are generally in two different risk groups. One group is unique loans (commercial loans, including those loans considered impaired). The second group consists of pools of homogenous loans (generally retail and mortgage loans). The calculation for unique loans is based primarily on risk rating grades assigned to each of these loans as a result of the Corporation s loan management and review processes. Each risk-rating grade is assigned a loss ratio, which is determined based on the experience of management, discussions with banking regulators and the independent loan review process. The amount allocated for an impaired loan is based on estimated cash flows discounted at the loan s original effective interest rate or the underlying collateral value. Historical data, including actual loss experience on specific types of homogenous loans, is used to allocate amounts for loans or groups of loans meeting the specified criteria. Management has implemented procedures that give more detailed historical data by category of retail and consumer credit and performance characteristics to broaden the analysis and improve monitoring of potential credit risk.

Criteria considered and processes utilized in evaluating the adequacy of the ALLL are:

- Portfolio quality trends;
- Changes in the nature and volume of the portfolio;
- Present and prospective economic and business conditions, locally and nationally;
- Management review systems and board oversight, including external loan review processes;
- Changes in credit policy, credit administration, portfolio management and procedures;
- Changes in personnel, management and staff; and
- Existence and effect of any concentrations of credit.

In assessing the adequacy of the ALLL, the risk characteristics of the entire loan portfolio are evaluated. This process includes the judgment of the Corporation s management, input from independent loan reviews and reviews that may have been conducted by Corporation regulators as part of their usual examination process.

RESULTS OF OPERATIONS

Total interest income for the nine months ended September 30, 2014 was $27,496 compared to $28,074 for the nine months ended September 30, 2013. Interest and fees earned on loans and investments are the primary components of total interest income. Interest and fees earned on loans were $21,190, a decrease of $305 during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The lower interest rates for loans were the primary reason for the lower interest income. Interest earned on investment securities and other earning assets was $6,306, a decrease of $273, or 4.1%, during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The decrease in interest earned on investment securities was primarily the result of the call or maturity of several higher-yielding municipal bonds in the first half of 2014.

Total interest expense in the nine months ended September 30, 2014 was $1,848, a decrease of $416, or 18.4%, compared to the nine months ended September 30, 2013. The lower interest rates for certificates of deposits and public funds during the third quarter of 2014 were the primary reasons for the lower expense. As a policy, budgeted financial goals are monitored on a quarterly basis by the Corporation s Asset/Liability Committee, which reviews the actual dollar change in net interest income for different interest rate movements. A negative dollar change in net interest income for a 12-month and 24-month period of less than 10.0% of net interest income given a 100 to 200 basis point shift in interest rates is considered an acceptable rate risk position. The rate risk analysis for the 24-month period beginning October 1, 2014 and ending September 30, 2016 showed a worst-case potential change to net interest income, in the very unlikely event of a negative 100 basis point shift in interest rates, of 8.7%, or a decrease in net interest income of $2,876 by the end of the period. In a more likely scenario, the rate risk analysis for the 24-month period beginning October 1, 2014 and ending September 30, 2016 showed a worst-case potential change to net interest income, in the event of a 200 basis point shift in interest rates, of 4.3%, or a decrease of $2,784 by the end of the period.

Net interest income of the Corporation on a fully taxable equivalent basis is influenced primarily by changes in:

(1) the volume and mix of earning assets and sources of funding;

(2) market rates of interest; and

(3) income tax rates.

The impact of some of these factors can be controlled by management policies and actions. External factors also can have a significant impact on changes in net interest income from one period to another. Some examples of such factors are:

(1) the strength of credit demands by customers;

(2) Federal Reserve Board monetary policy; and

(3) fiscal and debt management policies of the federal government, including changes in tax laws.

The net interest margin, on a tax equivalent basis, at September 30, 2014, December, 31, 2013 and September 30, 2013, was 3.5%, 3.66% and 3.66%, respectively. The decline during the first nine months of 2014 was in part caused by lower yield on earnings assets.

Overall, the Corporation has experienced continued declining charge-offs trends and improved credit quality ratios. As such, no additions were made to the provision for loan losses in the third quarter of 2014 and in the third quarter of 2013.

Noninterest income was $8,919, an increase of $461, or 5.5%, during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The gain on sale of other real estate for the nine months ended September 30, 2014 was $471 and the gain on sales of securities for the nine months ended September 30, 2014 was $540, which accounted for the majority of the increase in noninterest income over the nine-month period. During the third quarter, a deferred gain of $475 was recognized in income as the requirements under ASC 360 were met, from a previous foreclosure accounted for under the installment method in the third quarter of 2014 and could be accounted for under the full accrual method.

Noninterest expense, excluding the provision for loan losses, was $24,289 in the nine months ended September 30, 2014, a decrease of $295, or 1.2%, as compared to noninterest expense for the nine months ended September 30, 2013.

Net income for the nine months ended September 30, 2014 was $7,585 compared to $7,498 for the nine months ended September 30, 2013. The Corporation earned $1.52 per share for the nine months ended in September 30, 2014, compared to $1.46 per share for the nine months ended September 30, 2013. The increase was caused by increase in noninterest income as well as a decrease in noninterest expense.

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OFF-BALANCE SHEET ARRANGEMENTS

The Corporation is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and stand-by letters of credit. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement the Corporation has in those financial instruments. Loan commitments are agreements to lend to a customer as long as there is not a violation of any condition established in the loan commitment contract. Stand-by letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in making a loan.

The total outstanding balance of loan commitments and stand-by letters of credit in the normal course of business at September 30, 2014 were $148,240 and $9,620, respectively.

At September 30, 2014, the Corporation and the Bank did not have any off-balance sheet arrangements other than commitments to extend credit and stand-by letters of credit.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

During the nine months ended September 30, 2014, there were no material changes in the quantitative and qualitative disclosures about market risk presented in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2013.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures. The Corporation, with the participation of its management, including the Corporation s Chief Executive Officer and Treasurer (principal financial officer), carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15e and 15d-15e under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation and as of the end of the period covered by this report, the Corporation s Chief Executive Officer and Treasurer (principal financial officer) concluded that the Corporation s disclosure controls and procedures were effective in ensuring that information required to be disclosed in its reports that the Corporation files or submits to the SEC under the Exchange Act is recorded, processed, summarized and reported on a timely basis.

(b) Changes in Internal Control Over Financial Reporting. There has been no change in the Corporation s internal control over financial reporting that occurred during the third quarter of 2014 that has materially affected, or is reasonably likely to materially affect, the Corporation s internal control over financial reporting.

All dollar amounts are reported in thousands except share and per share data.

PART II - OTHER INFORMATION

Item 1A. Risk Factors.

There have been no material changes in the risk factors previously disclosed in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information regarding purchases of the Corporation s common stock made by the Corporation during the third quarter of 2014:

CORPORATION S PURCHASES OF EQUITY SECURITIES

Period	**Total Number of Shares Purchased**	**Average Price Paid per Share**	**Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	**Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs**
July 1 July 31, 2014				
August 1 August 31, 2014				
September 1 September 30, 2014	24,957*	$26.00		
Total	24,957*	$26.00		

*Purchased through negotiated transactions with several third-party sellers.

Item 6. Exhibits.

EXHIBIT NUMBER	DESCRIPTION
3.1	Charter. (1)
3.2	Articles of Amendment to Charter. (1)
3.3	Second Amended and Restated By-laws. (2)
31.1	Certification of the Chief Executive Officer of First Farmers and Merchants Corporation Pursuant to Rule 13a-14 of

	the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Treasurer (principal financial officer) of First Farmers and Merchants Corporation Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of the Chief Executive Officer and Treasurer (principal financial officer) of First Farmers and Merchants Corporation Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS XBRL Instance Document.	
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Definition Linkbase Document.
101.LAB	XBRL Taxonomy Label Linkbase Document.
101.PRE XBRL	Taxonomy Presentation Linkbase Document.

(1) Incorporated by reference from the First Farmers and Merchants Corporation Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2003, as filed with the Securities and Exchange Commission on May 7, 2004 (File Number 000-10972).

(2) Incorporated by reference from the First Farmers and Merchants Corporation Annual Report on Form 10 -K, as filed with the Securities and Exchange Commission on March 15, 2011 (File Number 000-10972).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FIRST FARMERS AND MERCHANTS CORPORATION (Registrant)

Date November 7, 2014

/s/ T. Randy Stevens
T. Randy Stevens, Chief Executive Officer

Date November 7, 2014

/s/ Patricia P. Bearden
Patricia P. Bearden, Treasurer (principal financial officer and principal accounting officer)

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