

FIRST FARMERS & MERCHANTS CORP  
Form 10-Q  
August 08, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q**

(Mark one)

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

For the quarterly period ended **June 30, 2007**

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 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)  
No.)

62-1148660

(I.R.S. Employer Identification

816 South Garden Street

Columbia, Tennessee

(Address of principal executive offices)

38402-1148

(Zip Code)

931-388-3145

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(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.  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

5,720,000 shares as of August 8, 2007

## **PART I - FINANCIAL INFORMATION**

### **Item 1. Financial Statements.**

The following unaudited consolidated financial statements of the Registrant and its subsidiaries are included in this Report:

Consolidated balance sheets - June 30, 2007 and December 31, 2006.

Consolidated statements of income - For the three months and six months ended June 30, 2007 and June 30, 2006.

Consolidated statements of cash flows - For the six months ended June 30, 2007 and June 30, 2006.

Selected notes to consolidated financial statements.

**FIRST FARMERS AND MERCHANTS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

|  |  | June 30,<br>2007   | December 31,<br>2006 |
|--|--|--------------------|----------------------|
| <i>(Dollars In Thousands, Except Per Share Data)</i> |  | <i>(Unaudited)</i> | <i>(1)</i>           |
| <b>ASSETS</b>  |  |                    |                      |
|  | Cash and due from banks  | \$ 19,703          | \$ 45,558            |
|  | Interest-bearing deposits in banks   | 1,949              | 2,573                |
|  | Federal funds sold   | 4,100              | 26,850               |
|  | Total cash and cash equivalents  | 25,752             | 74,981               |
|  | Securities   |                    |                      |
|  | Available for sale (amortized cost \$140,750<br>and \$149,040, respectively)   | 137,758            | 147,001              |
|  | Held to maturity (fair market value \$76,319<br>and \$82,109 respectively)   | 76,749             | 81,247               |
|  | Total securities   | 214,507            | 228,248              |
|  | Loans, net of deferred fees  | 495,859            | 473,353              |
|  | Allowance for possible loan and lease losses   | (7,296)            | (7,262)              |
|  | Net loans  | 488,563            | 466,091              |
|  | Bank premises and equipment, at cost<br>less allowance for depreciation  | 10,260             | 10,428               |
|  | Core deposit and other intangibles   | 9,471              | 9,874                |
|  | Other assets   | 32,875             | 30,462               |
|  | TOTAL ASSETS   | \$ 781,428         | \$ 820,084           |
| <b>LIABILITIES</b>                                   |  |                    |                      |
|  | Deposits   |                    |                      |
|  | Noninterest-bearing  | \$ 120,695         | \$ 142,933           |
|  | Interest-bearing (including certificates of deposit<br>over \$100: 2007 - \$78,855; 2006 - \$98,205)   | 538,847            | 556,029              |
|  | Total deposits   | 659,542            | 698,962              |
|  | Federal funds purchased and securities sold<br>under agreements to repurchase  | 2,122              | 2,654                |
|  | Dividends payable  | 1,976              | 1,971                |
|  | Other short-term liabilities   | 542                | 385                  |
|  | Accounts payable and accrued liabilities   | 13,556             | 12,305               |
|  | TOTAL LIABILITIES  | 677,738            | 716,277              |
| <b>SHAREHOLDERS' EQUITY</b>                          |  |                    |                      |
|  | Common stock - \$10 par value per share, 8,000,000 shares<br>authorized; 5,726,992 and 5,760,000 shares issued<br>and outstanding as of June 30, 2007 and<br>December 31, 2006, respectively | 57,270             | 57,600               |
|  | Additional paid-in capital   | -                  | 1,120                |
|  | Retained earnings  | 48,259             | 46,342               |
|  | Accumulated other comprehensive loss   | (1,839)            | (1,255)              |
|  | TOTAL SHAREHOLDERS' EQUITY   | 103,690            | 103,807              |
|  | TOTAL LIABILITIES AND<br>SHAREHOLDERS' EQUITY  | \$ 781,428         | \$ 820,084           |

(1) Derived from audited financial statements.

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

**FIRST FARMERS AND MERCHANTS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**

|  |  | <i>Three Months Ended</i> |           | <i>Six Months Ended</i> |           |             |
|--|--|---------------------------|-----------|-------------------------|-----------|-------------|
|  |  | <i>June 30,</i>           |           | <i>June 30,</i>         |           |             |
|  |  | <i>(Unaudited)</i>        |           | <b>2007</b>             | 2006      | <b>2007</b> |
| <i>(Dollars In Thousands, Except Per Share Data)</i> |  |                           |           |                         |           |             |
| <b>INTEREST AND</b>                                  | Interest and fees on loans               | \$ 8,313                  | \$ 7,853  | \$ 16,266               | \$ 15,121 |             |
| <b>DIVIDEND INCOME</b>                               | Income on investment securities          |                           |           |                         |           |             |
|  | Taxable interest                         | 1,315                     | 1,726     | 2,598                   | 3,359     |             |
|  | Exempt from federal income tax           | 958                       | 1,068     | 1,981                   | 2,146     |             |
|  | Dividends                                | 44                        | 45        | 107                     | 94        |             |
|  |  | 2,317                     | 2,839     | 4,686                   | 5,599     |             |
|  | Other interest income                    | 287                       | 22        | 595                     | 56        |             |
|  | <b>TOTAL INTEREST INCOME</b>             | <b>10,917</b>             | 10,714    | <b>21,547</b>           | 20,776    |             |
| <b>INTEREST EXPENSE</b>                              | Interest on deposits                     | 3,969                     | 3,031     | 7,964                   | 6,019     |             |
|  | Interest on other short-term borrowings  | 42                        | 193       | 73                      | 269       |             |
|  | <b>TOTAL INTEREST EXPENSE</b>            | <b>4,011</b>              | 3,224     | <b>8,037</b>            | 6,288     |             |
|  | <b>NET INTEREST INCOME</b>               | <b>6,906</b>              | 7,490     | <b>13,510</b>           | 14,488    |             |
|  | PROVISION FOR POSSIBLE LOAN LOSSES       | -                         | -         | -                       | -         |             |
|  | <b>NET INTEREST INCOME AFTER</b>         |                           |           |                         |           |             |
|  | PROVISION FOR LOAN LOSSES                | <b>6,906</b>              | 7,490     | <b>13,510</b>           | 14,488    |             |
| <b>NONINTEREST INCOME</b>                            | Trust department income                  | 642                       | 608       | 1,349                   | 1,148     |             |
|  | Service fees on deposit accounts         | 1,952                     | 2,024     | 3,705                   | 3,839     |             |
|  | Other service fees, commissions and fees | 166                       | 106       | 296                     | 194       |             |
|  | Other operating income                   | 222                       | 212       | 496                     | 396       |             |
|  | <b>TOTAL NONINTEREST INCOME</b>          | <b>2,982</b>              | 2,950     | <b>5,846</b>            | 5,577     |             |
| <b>NONINTEREST</b>                                   | Salaries and employee benefits           | 3,784                     | 4,212     | 7,521                   | 8,347     |             |
| <b>EXPENSE</b>                                       | Net occupancy expense                    | 552                       | 551       | 1,095                   | 1,113     |             |
|  | Furniture and equipment expense          | 261                       | 308       | 538                     | 605       |             |
|  | Other operating expenses                 | 2,545                     | 2,968     | 5,126                   | 5,679     |             |
|  | <b>TOTAL NONINTEREST EXPENSES</b>        | <b>7,142</b>              | 8,039     | <b>14,280</b>           | 15,744    |             |
|  | <b>INCOME BEFORE PROVISION FOR</b>       |                           |           |                         |           |             |
|  | INCOME TAXES                             | 2,746                     | 2,401     | 5,076                   | 4,321     |             |
|  | <b>PROVISION FOR INCOME TAXES</b>        | <b>699</b>                | 484       | <b>983</b>              | 760       |             |
|  | <b>NET INCOME</b>                        | <b>\$ 2,047</b>           | \$ 1,917  | <b>\$ 4,093</b>         | \$ 3,561  |             |
| <b>BASIC EARNINGS PER</b>                            |  |                           |           |                         |           |             |
| <b>SHARE</b>   | Weighted Average Shares Outstanding      | 5,736,645                 | 5,840,000 | 5,746,892               | 5,840,000 |             |
|  |  | <b>\$ 0.36</b>            | \$ 0.33   | <b>\$ 0.71</b>          | \$ 0.61   |             |

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

**FIRST FARMERS AND MERCHANTS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

|                   |  | <i>(Dollars In Thousands)</i>    |             |
|-------------------|--|----------------------------------|-------------|
|                   |  | <i>Six Months Ended June 30,</i> |             |
|                   |  | <i>(Unaudited)</i>               |             |
|                   |  | <b>2007</b>                      | <b>2006</b> |
| <b>OPERATING</b>  | Net income   | \$ 4,093                         | \$ 3,561    |
| <b>ACTIVITIES</b> | Adjustments to reconcile net income to net cash provided by operating activities |                                  |             |
|                   | Excess (deficiency) of provision for possible loan losses over net charge offs   | 34                               | (159)       |
|                   | Provision for depreciation and amortization of premises and equipment            | 473                              | 556         |
|                   | Amortization of deposit base intangibles   | 403                              | 528         |
|                   | Amortization of investment security premiums, net of accretion of discounts      | 325                              | 634         |
|                   | Increase in cash surrender value of life insurance contracts                     | (948)                            | (196)       |
|                   | Decrease (increase) in   |                                  |             |
|                   | Deferred income taxes  | (165)                            | 24          |
|                   | Interest receivable  | 102                              | 107         |
|                   | Other assets   | (356)                            | (186)       |
|                   | (Decrease) increase in   |                                  |             |
|                   | Interest payable   | (205)                            | 272         |
|                   | Other liabilities  | 1,346                            | 896         |
|                   | Total adjustments  | 1,009                            | 2,476       |
|                   | Net cash provided by operating activities  | 5,102                            | 6,037       |
| <b>INVESTING</b>  | Proceeds from maturities, calls and sales of                                     |                                  |             |
| <b>ACTIVITIES</b> | available-for-sale securities  | 16,049                           | 33,082      |
|                   | Proceeds from maturities and calls of held-to-maturity securities                | 4,440                            | 3,650       |
|                   | Purchases of investment securities   |                                  |             |
|                   | Available-for-sale   | (6,320)                          | (19,401)    |
|                   | Held-to-maturity   | (1,693)                          | -           |
|                   | Net increase in loans  | (22,506)                         | (24,067)    |
|                   | Purchase of life insurance policies  | (676)                            | -           |
|                   | Purchases of premises and equipment  | (305)                            | (281)       |
|                   | Net cash used in investing activities  | (11,011)                         | (7,017)     |
| <b>FINANCING</b>  | Net (decrease) increase in noninterest-bearing                                   |                                  |             |
| <b>ACTIVITIES</b> | and interest-bearing deposits  | (39,419)                         | 8,426       |
|                   | Net decrease in short-term borrowings  | (375)                            | (8,146)     |
|                   | Proceeds from sale of minority interest in a controlled subsidiary               | 95                               | -           |
|                   | Repurchase of common stock   | (1,650)                          | -           |
|                   | Cash dividends   | (1,971)                          | (1,869)     |
|                   | Net cash used in financing activities  | (43,320)                         | (1,589)     |
|                   | Decrease in cash and cash equivalents  | (49,229)                         | (2,569)     |
|                   | Cash and cash equivalents at beginning of period                                 | 74,981                           | 28,538      |
|                   | Cash and cash equivalents at end of period                                       | \$ 25,752                        | \$ 25,969   |

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

## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

### **NOTE 1 - OTHER INFORMATION**

The unaudited consolidated financial statements have been prepared on a consistent basis and in accordance with the instructions to Form 10-Q and do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. These adjustments were of a normal, recurring nature and consistent with generally accepted accounting principles. For further information, refer to the consolidated financial statements and notes included in the annual report of First Farmers and Merchants Corporation (the "Corporation") on Form 10-K for the year ended December 31, 2006.

### **NOTE 2 - STOCK REPURCHASE**

During the second quarter of 2007, the Corporation repurchased, through negotiated transactions with third-party sellers, 15,008 shares of the Corporation's common stock at a price of \$50 per share for an aggregate purchase price of \$750.4 thousand.

### **NOTE 3 - ACCOUNTING FOR INCOME TAX UNCERTAINTIES**

Financial Accounting Standards Board Interpretation No. 48, "Accounting for Income Tax Uncertainties" ("FIN 48") was issued in June 2006 and defines the threshold for recognizing the benefits of tax return positions in the financial statements as "more-likely-than-not" to be sustained by the taxing authority. FIN 48 also provides guidance on the derecognition, measurement and classification of income tax uncertainties, along with any related interest and penalties and includes guidance concerning accounting for income tax uncertainties in interim periods. The Corporation adopted the provisions of FIN 48 as of January 1, 2007 and determined that no adjustments to retained earnings resulted from such adoption. The Corporation does not anticipate any material increase or decrease in unrecognized tax benefits during 2007 relative to any tax positions taken prior to January 1, 2007.

## **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. These forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as "anticipates," "could," "expects," "believes," "may" or "will," or future or conditional verb tenses, and variations or negatives of such terms. These forward-looking statements include, without limitation, those relating to unrecognized tax benefits, concentrations within our loan portfolio, the payment of dividends, the potential sale of available-for-sale securities, failure to meet and satisfaction of capital adequacy requirements, adequacy of capital resources and traditional sources of cash generated from operating activities to meet liquidity needs, material capital expenditures, the effect of fluctuating interest rates and 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, changes in economic conditions; fluctuations in prevailing interest rates and the effectiveness of our risk monitoring systems; the ability of our borrowers to repay loans; adverse changes in our special mention credits; our ability to sell available-for-sale securities to fund increased loan demand; our ability to meet regulatory capital adequacy requirements; our ability to meet liquidity needs from operating activities; the accuracy of assumptions in our rate risk analysis; our ability to recognize deferred tax assets; our ability to maintain credit quality; our ability to provide market competitive products and services; laws and regulations affecting financial institutions in general; our ability to control factors influencing net interest income; the geographic concentration of our assets; our ability to maintain sufficient asset quality and cost controls; and other factors generally understood to affect the financial results of financial services companies and other factors detailed from time to time in First Farmers and Merchants Corporation's filings with the Securities and Exchange Commission. We undertake no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date of this report.

### **OVERVIEW**

At June 30, 2007, the consolidated total assets of First Farmers and Merchants Corporation (the "Corporation") were \$781.4 million, its consolidated net loans were \$488.6 million, its total deposits were \$659.5 million and its total shareholders' equity was \$103.7 million. The loan portfolio at June 30, 2007, increased \$22.5 million, or 4.8%, compared to December 31, 2006. The retail portion of the loan portfolio experienced a decrease of \$1.2 million, or 0.44%, during the first six months of 2007 and the commercial portfolio increased 11.2% or \$23.7 million, which annualizes to a 22.4% growth rate during the same period. Total deposits decreased \$39.4 million, or 5.6%, and shareholders' equity decreased 0.1% during the first six months of 2007. Total shareholders' equity includes an unrealized loss on available-for-sale securities of \$1.8 million.

### **FINANCIAL CONDITION**

Average earning assets at June 30, 2007 were down 1.7% or \$12.1 million from average earning assets at December 31, 2006. Average overnight investments at June 30, 2007 were up \$13.1 million compared to December 31, 2006. Average investment securities at June 30, 2007 were down 14.6% compared to the average at December 31, 2006.



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Average total assets of \$795.9 million at June 30, 2007 decreased 1.4% or \$11.6 million, compared to \$807.5 million at December 31, 2006.

## **Securities**

Available-for-sale securities are an integral part of the asset/liability management process for First Farmers and Merchants Bank, the Corporation's sole direct subsidiary (the "Bank"). These securities represent an important source of liquidity available to fund loans and accommodate asset reallocation strategies dictated by changes in the Bank's operating and tax plans, shifting yield spread relationships and changes in configuration of the yield curve. At June 30, 2007, the Bank's investment securities portfolio had \$137.8 million available-for-sale securities, which are valued at fair market value on the balance sheet, and \$76.7 million held-to-maturity securities, which are valued at cost on the balance sheet. These compare to \$147.0 million of available-for-sale securities and \$81.2 million of held-to-maturity securities as of December 31, 2006. The 6.3% decrease in available-for-sale securities for the six months ended June 30, 2007 resulted from investing in the loan portfolio as securities matured. The Bank may sell available-for-sale securities to fund planned increased loan demand as needed.

## **Loans**

The loan portfolio is the largest component of earning assets for the Bank and, consequently, provides the highest amount of revenues 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 a potential loan, management assesses both interest rate objectives and credit quality objectives in determining whether to make a given loan and the appropriate pricing for that loan.

Concentrations within the Bank's loan portfolio exist. First mortgage loans, secured by one-to-four family residential properties, represented 36.1% of the total loan portfolio at June 30, 2007. The Bank recognizes this concentration, but management believes the risk is acceptable given the quality of underwriting and low level of historical loss experience. The Bank continues to manage not only its exposure to single borrowers, but also its exposure to borrowers operating within the same industry. Within the commercial loan portfolio, the Bank continues to report heavy exposure in four broad industry categories: construction, real estate renting and leasing, other services (churches) and public administration. However, the Bank recognizes a concentration in one industry classification: real estate rental and leasing. These loans totaled \$53.0 million at June 30, 2007, which represented 22.6% of total commercial loans.

The analysis and review of asset quality by the Bank's credit administration includes a formal review that evaluates the adequacy of the allowance for possible loan losses. This review is updated monthly and evaluated more completely on a quarterly basis in conjunction with loan review reports and evaluations that are discussed in meetings with loan officers, credit administration and the Bank's Board of Directors. The allowance for possible loan and lease losses was \$7.3 million, or 1.5% of gross loans, at June 30, 2007 and December 31, 2006. Net recoveries through June 30, 2007 were \$34,000, which results in an annualized net charge-off ratio of negative 0.01%.

A formal process is in place to provide control over underwriting of loans and monitor loan collectibility. This process includes education and training of personnel on the Bank's loan policies and procedures, credit analysts to support lenders, timely identification of loans with adverse characteristics, control of corrective actions and objective monitoring of loan reviews. The Special Assets Department of the Bank identifies and monitors assets that need attention. At June 30, 2007, this process identified loans totaling \$7.2 million, or 1.5% of the portfolio, that were classified as other assets especially mentioned, compared to loans totaling \$6.5 million, or 1.4% , so classified at December 31, 2006. Loans totaling \$8.1 million, or 1.6% of the portfolio, were classified as substandard at June 30, 2007, compared to loans totaling \$8.4 million, or 1.8%, so classified at December 31, 2006. No loans were classified as doubtful at June 30, 2007 or December 31, 2006.

## **Deposits**

The Bank does not have any foreign offices and all deposits are serviced in its 19 domestic offices. The Bank's average deposits declined 1.6% during the first six months of 2007 compared to a decline of 2.1% in the first six months of 2006. The decline slowed primarily because of a re-focused effort on "retail" customer deposits. Average total noninterest-bearing deposits were 17.7% of total deposits at June 30, 2007, contributing to the Bank's low cost of deposits. This compares to 16.7% at December 31, 2006.

### **Regulatory Requirements for Capital**

The Corporation and the Bank are subject to federal regulatory risk-adjusted capital adequacy standards. Failure to meet capital adequacy requirements could result in certain mandatory and possibly additional discretionary actions by regulators that could have a material adverse effect on the financial condition and results of operations of the Corporation and the Bank. Federal regulations require 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 practices. The capital classification is also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by the Board of Governors of the Federal Reserve System to ensure capital adequacy require the Corporation and the Bank to maintain minimum amounts and ratios of Tier 1 Capital and Total Capital (Tier 1 plus Tier 2 Capital) to risk-weighted assets and of Tier 1 Capital to average total assets (leverage capital ratio). Equity capital (net of certain adjustments for intangible assets and investments in non-consolidated subsidiaries and certain classes of preferred stock) is considered Tier 1 Capital. Tier 2 Capital consists of core capital plus subordinated debt, some types of preferred stock, and a defined percentage of the allowance for possible loan losses. To be "well-capitalized" under federal regulations, a bank holding company must have a Tier 1 Capital ratio of at least 6%, a Total Capital ratio of at least 10%, and a leverage capital ratio of at least 5%. As of June 30, 2007, the Corporation's Tier 1, Total Capital and leverage capital ratios were 17.7%, 19.0% and 12.1 %, respectively. These ratios were 19.1%, 20.3% and 12.5%, respectively, at December 31, 2006. As of June 30, 2007, the Bank's Tier 1 Capital, Total Capital and leverage capital ratios were 17.4%, 18.6%, and 11.9%, respectively, compared to 18.9%, 20.2%, and 12.3% at December 31, 2006. Management believes, as of June 30, 2007, that the Corporation and the Bank each met all capital adequacy requirements to which they are subject.

### **Liquidity and Capital Resources**

Most of the capital needs of the Bank have historically been financed with retained earnings and deposits received and the Corporation's primary source of liquidity is dividends declared by the Bank. The Corporation and the Bank have plans for material capital expenditures in the near future. Management plans to build a branch in Franklin and Dickson, Tennessee. Land has been purchased for both branches and building is anticipated to begin in 2008 for Dickson and 2010 for Franklin. The Corporation's average shareholders' equity at June 30, 2007 was \$106.5 million, a 1.1% increase from the average at December 31, 2006.

The Bank is 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 Bank 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 declared a \$0.345 per share dividend in the second quarter of 2007, which will be paid in the third quarter of 2007. Management believes that the Corporation's traditional sources of cash generated from the Bank's operating activities are adequate to meet the Corporation's liquidity needs for normal ongoing operations. The Bank's Board of Directors has adopted a liquidity policy that outlines specific liquidity target balances. Compliance with this policy is reviewed quarterly by the Bank's Asset/Liability Committee and results are reported to the Bank's Board of Directors.

The Bank maintains a formal asset and liability management process to control 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 Bank uses an earnings simulation model to evaluate the impact of different interest rate scenarios on the gross margin. Each quarter, the Asset/Liability Committee of the Bank 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 repriced to current market rates within a defined time period.

### **Critical Accounting Policies**

The accounting principles the Corporation follows and the methods of applying these principles conform with accounting principles generally accepted in the United States 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, in the case of the determination of the allowance for loan losses ("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 Losses*

The Bank'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 Bank'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) and the second group is pools of homogenous loans (generally retail loans). The calculation for unique loans is based primarily on risk rating grades assigned to each of these loans as a result of the Bank'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. More detailed historical data is accumulated by category of 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; and
- \* Changes in personnel, management and staff.

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

#### *Deferred Income Tax Assets*

Deferred income tax assets consist mainly of the tax effect of excess provisions for loan losses over actual losses incurred and deferred compensation. Management believes that it is more likely than not that these assets will be realized in future years. As of June 30, 2007, the deferred income tax asset was \$6.6 million, which is included with other assets on the balance sheet. This compares to \$6.1 million as of December 31, 2006 and \$5.4 million as of June 30, 2006.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Bank 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. Those 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 Bank has in those financial instruments. The total outstanding loan commitments and stand-by letters of credit in the normal course of business at June 30, 2007 were \$102.8 million and \$12.6 million, respectively, compared to \$83.6 million and \$10.1 million at June 30, 2006. The increase in stand-by letters of credit of approximately \$2.0 million is a result of additional business from existing large commercial customers. A loan commitment is an agreement to lend to a customer as long as there is not a violation of any condition established in the contract. A stand-by letter of credit is a conditional commitment issued by the Bank 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.

At June 30, 2007, 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.

#### **RESULTS OF OPERATIONS**

Total interest income for the first six months of 2007 was \$21.5 million compared to \$20.8 million for the first six months of 2006. Total interest income for the three months ended June 30, 2007 was \$10.9 million compared to \$10.7 million for the three months ended June 30, 2006. Interest and fees earned on loans and investments are the components of total interest income. Interest and fees earned on loans were \$16.3 million, an increase of approximately \$1.1 million, or 7.6%, during the first six months of 2007 compared to the first six months of 2006 and were \$8.3 for the three months ended June 30, 2007, an increase of \$0.5 million, or 5.9%, compared to the three months ended June 30, 2006. Nominal interest earned on investment securities and other investments was \$4.7 million, a decrease of approximately \$0.9 million, or 16.0% during the first six months of 2007 compared to the first six months of 2006. Nominal interest earned on investment securities and other investments for the three months ended June 30, 2007 was \$2.3 million compared to \$2.8 million for three months ended June 30, 2006, as a result of the reduced volume of investment securities.

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Total interest expense in the first six months of 2007 was \$8.0 million, an increase of approximately \$1.7 million, or 27.8%, compared to the first six months of 2006. Total interest expense in the three months ended June 30, 2007 increased \$0.8 million, or 24.4%, compared to the three months ended June 30, 2006. A slight increase in the "certificates of deposits under \$100,000" category and higher interest rates paid are reasons for the higher interest expense. As a policy, budgeted financial goals are monitored on a monthly basis by the Bank'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 period of less than 4.5% of net interest income given a 300 basis point shift in interest rates is considered an acceptable rate risk position. The rate risk analysis for the 12-month period beginning July 1, 2007 and ending June 30, 2008 showed a worst-case potential change to net interest income of a negative 2.5%, or a potential decline in net interest income of approximately \$0.7 million, 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 June 30, 2007, June 30, 2006 and December, 31, 2006 was 4.03%, 4.26% and 4.22%, respectively.

No additions were made to the allowance for loan losses in the second quarter of 2007.

Noninterest income was \$5.8 million, an increase of approximately \$0.3 million, or 4.8%, during the first six months of 2007 compared to the first six months of 2006. Noninterest income was \$3.0 million, an increase of approximately \$32,000, or 1.1%, during the second quarter of 2007 compared to the second quarter of 2006. This increase resulted from:

- (1) income from services provided in the Bank's trust department, which was up 17.6% compared to the first six months of 2006 and represented approximately 23.1% of noninterest income; and
- (2) service fees, representing approximately 63.4% of noninterest income, which were down 3.5% compared to the first six months of 2006, offset part of the increase in trust services income.

Noninterest expenses, excluding the provision for possible loan losses, were approximately \$1.5 million, or 9.8%, lower in the first six months of 2007 as compared to the first six months of 2006, primarily due to salaries and benefits expense being down \$0.8 million, or 9.9%, for the six months ended June 30, 2007 compared to the same period in 2006. Noninterest expenses decreased 12.1% during the second quarter 2007 compared to the second quarter 2006,

which is primarily a result of changes to the Bank's insurance and retirement benefits.

The Corporation and the Bank do not have any long-term debt or other long-term obligations, with the exception of leases for bank property. There has not been a change during the six month period ended June 30, 2007 in the terms of these leases.

Net income for the six months ended June 30, 2007 was \$4.1 million, compared to \$3.6 million for the six months ended June 30, 2006. Net income for the three months ending June 30, 2007 was \$2.0 million compared to \$1.9 million for the three months ending June 30, 2006. These increases in net income are primarily because of a decrease in salaries and benefits along with an increase in fiduciary services income. The Corporation earned \$0.71 per share in the second quarter of 2007 and \$0.61 per share in the second quarter of 2006.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

During the six months ended June 30, 2007, 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, 2006.

### **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 Assistant 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-15 and 15d-15 under the Securities Exchange Act of 1934, as amended (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 Assistant 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 Securities and Exchange Commission 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 second quarter of 2007 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

## **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, 2006.

### **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 second quarter of 2007:

| 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 |
| April 1, 2007 - April 30, 2007               | 2,000 *                          | \$50.00                      | --   | --   |
| May 1, 2007 - May 31, 2007                   | --                               | --                           | --   | --   |
| June 1, 2007 - June 30, 2007                 | 13,008 *                         | \$50.00                      | --   | --   |
| Total  | 15,008                           | \$50.00                      | --   | --   |

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

#### Item 4. Submission of Matters to a Vote of Security Holders.

The annual meeting for shareholders of the Corporation was held on Tuesday, April 17, 2007. At the meeting, the Corporation's shareholders voted to elect directors. At the meeting, votes were cast as follows:

|                        | Votes For | Votes Withheld | Abstentions/Broker Non-Votes |
|------------------------|-----------|----------------|------------------------------|
| Kenneth A. Abercrombie | 3,986,525 | 2,578          | 1,770,897                    |
| James L. Bailey, Jr.   | 3,982,140 | 6,963          | 1,770,897                    |
| M. Darlene Baxter      | 3,987,925 | 1,178          | 1,770,897                    |
| Hulet M. Chaney        | 3,986,425 | 2,678          | 1,770,897                    |
| H. Terry Cook, Jr.     | 3,986,525 | 2,578          | 1,770,897                    |
| Thomas Napier Gordon   | 3,934,069 | 55,034         | 1,770,897                    |



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|                          |           |        |           |
|--------------------------|-----------|--------|-----------|
| Dr. O. Rebecca Hawkins   | 3,986,181 | 2,922  | 1,770,897 |
| Dr. Joseph W. Remke, III | 3,985,845 | 3,258  | 1,770,897 |
| T. Randy Stevens         | 3,986,120 | 2,983  | 1,770,897 |
| John P. Tomlinson, III   | 3,965,160 | 23,943 | 1,770,897 |
| W. Lacy Upchurch         | 3,985,825 | 3,278  | 1,770,897 |
| William R. Walter        | 3,985,233 | 3,870  | 1,770,897 |
| Dan C. Wheeler           | 3,986,505 | 2,598  | 1,770,897 |
| Dr. David S. Williams    | 3,986,505 | 2,598  | 1,770,897 |
| W. Donald Wright         | 3,985,633 | 3,470  | 1,770,897 |
| James E. York            | 3,985,313 | 3,790  | 1,770,897 |

As indicated in the above table, Kenneth A. Abercrombie, James L. Bailey, Jr., M. Darlene Baxter, Hulet M. Chaney, H. Terry Cook, Jr., Tom Napier Gordon, Dr. O. Rebecca Hawkins, Dr. Joseph W. Remke, III, T. Randy Stevens, John P. Tomlinson, III, W. Lacy Upchurch, William R. Walter, Dan C. Wheeler, Dr. David S. Williams, W. Donald Wright and James E. York were elected as directors of the Corporation. The terms of the directors will continue until the annual meeting of shareholders in 2008, or until their respective successors are elected and qualified.

**Item 6. Exhibits.**

EXHIBIT

NUMBER DESCRIPTION

- 3.1 Charter (1)
- 3.2 Articles of Amendment to Charter (1)
- 3.3 Amended and Restated By-laws (2)
- 4.1 Form of Specimen Stock Certificate (1)
- 31.1 Certification of the Chief Executive Officer of First Farmers and Merchants Corporation Pursuant to Rule 13a-14(1) 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 Chief Financial Officer of First Farmers and Merchants Corporation Pursuant to Rule 13a-14(1) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of the Chief Executive Officer and Chief 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

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(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, File Number 000-10972, as filed with the Securities

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and Exchange Commission on May 7, 2004.

(2) Incorporated by reference from the First Farmers and Merchants Corporation Current Report on Form 8-K, File Number 000-10972, as filed with the Securities and Exchange Commission on April 23, 2007.

### 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 August 8, 2007 /s/ T. Randy Stevens

T. Randy Stevens, Chief Executive Officer

Date August 8, 2007 /s/ Patricia P. Bearden

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

### EXHIBIT

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|--------|-------------|
|--------|-------------|

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