

COPY



Annual Report of Holding Companies

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SEP 30 2013
FR Y-6
PRB RICHMOND

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

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):
June 30, 2013
Month / Day / Year

I, **Robert P. Wellons**
Name of the Holding Company Director and Official
Chairman of the Board
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Federal Financial Corporation
Legal Title of Holding Company
P.O. Box 1049
(Mailing Address of the Holding Company) Street / P.O. Box
Dunn NC 28335
City State Zip Code
200 E. Divine Street
Physical location (if different from mailing address)

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Person to whom questions about this report should be directed:
Lynn Coats **CFO, First Federal Bank**
Name Title
910-892-7187
Area Code / Phone Number / Extension
910-892-5468
Area Code / FAX Number
lcoats@firstfederalbanknc.com
E-mail Address
N/A
Address (URL) for the Holding Company's web page

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Robert P. Wellons
Signature of Holding Company Director and Official
09/27/2013
Date of Signature

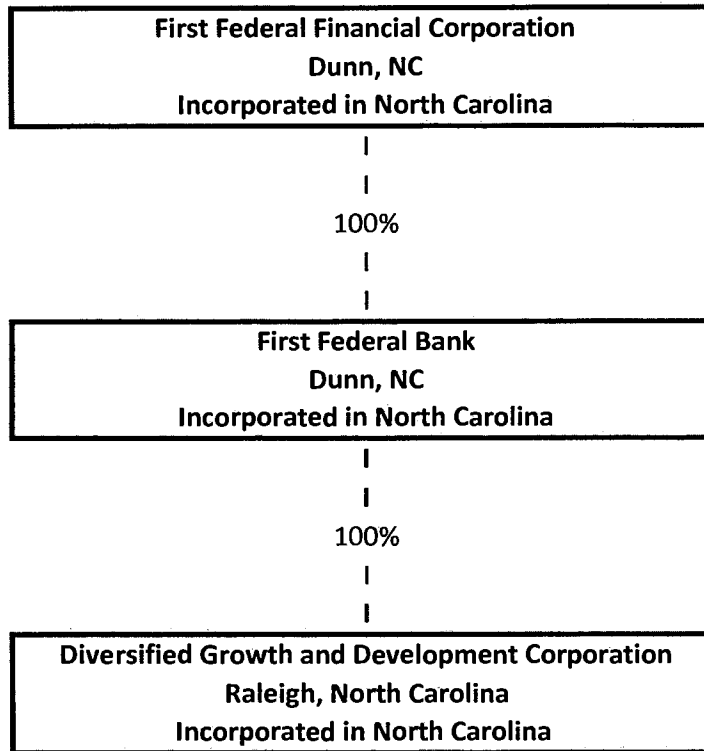
For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID **1253621**
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

Item 2a: Organization Chart
Form FR Y-6
First Federal Financial Corporation
Fiscal Year Ending June 30, 2013



Item 2b: Domestic Branch Listing
Form FR Y-6
First Federal Financial Corporation
Fiscal Year Ending June 30, 2013

Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number *	Head Office	Head Office ID_RSSD*
Corporate Office	943974	FIRST FEDERAL BANK	200 EAST DIVINE STREET	DUNN	NC	28334	HARNETT	UNITED STATES	43911	0	FIRST FEDERAL BANK	943974
Full Service	4161600	ANGIER BRANCH	110 WEST DUPREE ST	ANGIER	NC	27501	HARNETT	UNITED STATES	283368	100	FIRST FEDERAL BANK	943974
Full Service	4161619	BENSON BRANCH	105 NORTH JOHNSON ST	BENSON	NC	27504	JOHNSTON	UNITED STATES	283370	102	FIRST FEDERAL BANK	943974
Full Service	4161628	CLAYTON BRANCH	442 EAST MAIN ST	CLAYTON	NC	27520	JOHNSTON	UNITED STATES	360518	104	FIRST FEDERAL BANK	943974
Full Service	4161655	DUNN BRANCH	200 EAST CUMBERLAND STREET	DUNN	NC	28334	HARNETT	UNITED STATES	520563	105	FIRST FEDERAL BANK	943974
Full Service	4161637	ERWIN BRANCH	540 EAST JACKSON BLVD	ERWIN	NC	28334	HARNETT	UNITED STATES	283369	101	FIRST FEDERAL BANK	943974
Full Service	4161646	FUQUAY BRANCH	603 NORTH JUDD PARKWAY NORTHEAST	FUQUAY VARINA	NC	27526	WAKE	UNITED STATES	283371	103	FIRST FEDERAL BANK	943974

Item 3: Securities Holders Owning More than 5% Voting or Controlling Interests
 Form FR Y-6
 First Federal Financial Corporation
 Fiscal Year Ending June 30, 2013

Name City, State Country	Country of Citizenship	Number of Securities Owned or Controlled	Percentage of Securities Owned or Controlled	Class of Voting Securities
Sylvia Craft Farmville, NC USA	USA	28,387	12.79%	Comon Stock
John Wellons, Jr. Fayetteville, NC USA	USA	28,386	12.79%	Comon Stock
Robert P. Wellons Dunn, NC USA	USA	28,387	12.79%	Comon Stock
Don Wellons Dunn, NC USA	USA	28,359	12.78%	Comon Stock
Jean R. Wellons Morehead City, NC USA	USA	32,744	14.75%	Comon Stock
Total Outstanding Shares		146,263		

There were no securities holders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending June 30, 2013.

Item 4: Insiders*
Form FR Y-6
First Federal Financial Corporation
Fiscal Year Ending June 30, 2013

Name City, State Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiary (Include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in in Subsidiaries (Include names of subsidiaries)	List names of other companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Sylvia Craft Farmville, NC USA	Real Estate	N/A	N/A	Partner - Leisure Living Partner - Prestige Mortgage Corporation Partner - Riverside ENC, LLC Partner - Aho Partner - Craft Investments, LLC Partner - 2004 Cumberland, LLC	12.79%	N/A	Leisure Living 25% Prestige Mortgage Corporation 25% Aho 25% Craft Investments, LLC 50% Four W's, Inc. 25% 2004 Cumberland, LLC 33 1/3%
John Wellons, Jr. Fayetteville, NC USA		N/A	N/A	Partner - 2004 Cumberland, LLC Partner - Prestige Mortgage Corporation Partner - KR/O, LLC Partner - Leisure Living Partner - Aho Partner - The Wynchester Group	12.79%	0.52% First Federal Bank	2004 Cumberland, LLC 33 1/3% Prestige Mortgage Corporation 25% KR/O, LLC 25% Four W's, Inc. 25% Leisure Living 25% Aho 25%
Robert P. Wellons Dunn, NC USA	Real Estate\Construction	Chairman of the Board	Chairman of the Board - First Federal Bank	President - Wellons Realty, Inc. President - Wellons Construction, Inc. President - Freedom Constructors, Inc. Partner - Leisure Living Sec\Treas - Four W's, Inc. Partner - Prestige Mortgage Corporation Partner - WMJ Developers, LLC Partner - KR/O, LLC Partner - Cheyenne Developers, LLC Partner - RP Wellons Land & Development, LLC Partner - Riverside ENC, LLC Partner - Navaho Partner - Aho Partner - R P Wellons, CECO, LLC	12.79%	0.48% First Federal Bank	Wellons Realty, Inc. 100% Wellons Construction, Inc. 100% Freedom Constructors, Inc. 40% Leisure Living 25% Four W's, Inc. 25% Prestige Mortgage Corporation 25% WMJ Developers, LLC 25% KR/O, LLC 25% Cheyenne Developers, LLC 50% RP Wellons Land & Development, LLC 40% Navaho 50% R P Wellons, CECO, LLC 40% Aho 25%
Don Wellons Dunn, NC USA		Director	N/A	President - Don G. Wellons Properties, Inc. Partner - 2004 Cumberland, LLC Partner - Deep Valley Ranch LLC Partner - Prestige Mortgage Corporation President - Four W's, Inc. Partner - Leisure Living Company Partner - Aho Partner - KR/O, LLC Partner - Riverside ENC, LLC Partner - The Wynchester Group	12.78%	0.92% First Federal Bank	Don G. Wellons Properties, Inc. 100% 2004 Cumberland, LLC 33 1/3% Deep Valley Ranch LLC 100% Prestige Mortgage Corporation 25% Four W's, Inc. 25% Leisure Living Company 25% Aho 25% KR/O, LLC 25%
Jean R. Wellons Morehead City, NC USA	Retired	N/A	N/A	N/A	14.75%	N/A	Wellons Enterprises, Inc. 100%

Item 4: Insiders*
Form FR Y-6
First Federal Financial Corporation
Fiscal Year Ending June 30, 2013

Name City, State Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiary (Include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in in Subsidiaries (Include names of subsidiaries)	List names of other companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Gaye W. Mashburn Morehead City, NC USA	Real Estate	President	Director - First Federal Bank	President - C.G. W., Inc. Member Manager - 4 Sisters-00, LLC President - Wellons Enterprises, Inc. President - Beaufort Towne Apts, Inc. Partner - BTA, LLC Partner - Mashburn Appraisal Group, LLC Partner - B.G.K.J., LLC	3.23%	N/A	C.G. W., Inc. 25% 4 Sisters-00, LLC 25% Beaufort Towne Apts, Inc. 25% BTA, LLC 33 1/3% Mashburn Appraisal Group, LLC 50% B.G.K.J., LLC 25%
Clement E. Medley Dunn, NC USA	Bank President	Director	President\CEO First Federal Bank	N/A	0.10%	0.54% First Federal Bank	N/A
Joy W. Moore Morehead City, NC USA	Real Estate	Director	N/A	Sec\Treas - C.G.W., Inc. Partner - 4 Sisters -00, LLC Partner - BTA, LLC Partner - B.G.K.J., LLC Partner - Moore Appraisal Services, LLC	3.23%	N/A	C.G.W., Inc. 25% 4 Sisters -00, LLC 25% BTA, LLC 25% B.G.K.J., LLC 25% Moore Appraisal Services, LLC 50%
William T. Allen Fayetteville, NC USA	CPA	Vice Chairman of the Board	Director - First Federal Bank	President - William Temple Allen, CPA, PA President - Riverside Mattress Co., Inc. President - Bargain Bedding, Inc. President - Christian Outreach Ministries, Inc. President - Charles Russell Wellons Foundation, Inc. President - The Steward Foundation President - Donnie M. Royal Private Foundation, Inc.	0.00%	N/A	William Temple Allen, CPA, PA 100% Riverside Mattress Co., Inc. 100% Bargain Bedding, Inc. 100% Christian Outreach Ministries, Inc. 50% Charles Russell Wellons Foundation, Inc. 50% The Steward Foundation 33% Donnie M. Royal Private Foundation, Inc. 50%

* Principal securities holder, directors and executive officers