

FARMERS & MERCHANTS BANCORP  
Form 10-Q  
November 08, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2012

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: 000-26099

FARMERS & MERCHANTS BANCORP  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

94-3327828  
(I.R.S. Employer Identification No.)

111 W. Pine Street, Lodi, California  
(Address of principal Executive offices)

95240  
(Zip Code)

Registrant's telephone number, including area code (209) 367-2300

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 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  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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

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Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

(Do not check if a smaller reporting company)

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

Number of shares of common stock of the registrant: Par value \$0.01, authorized 7,500,000 shares; issued and  
outstanding 777,882 as of October 31, 2012.

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FARMERS & MERCHANTS BANCORP

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32 Certifications of the Chief Executive Officer and Chief Financial Officer 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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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## FARMERS &amp; MERCHANTS BANCORP

## Consolidated Balance Sheets

(in thousands)

	Sept. 30, 2012 (Unaudited)	December 31, 2011	Sept. 30, 2011 (Unaudited)
<b>Assets</b>			
<b>Cash and Cash Equivalents:</b>			
Cash and Due From Banks	\$29,863	\$ 45,112	\$37,829
Interest Bearing Deposits with Banks	3,601	56,548	74,782
<b>Total Cash and Cash Equivalents</b>	<b>33,464</b>	<b>101,660</b>	<b>112,611</b>
<b>Investment Securities:</b>			
Available-for-Sale	463,177	479,820	420,809
Held-to-Maturity	68,960	63,092	63,803
<b>Total Investment Securities</b>	<b>532,137</b>	<b>542,912</b>	<b>484,612</b>
<b>Loans</b>			
Loans	1,210,027	1,163,078	1,177,505
Less: Allowance for Loan Losses	33,604	33,017	32,963
<b>Loans, Net</b>	<b>1,176,423</b>	<b>1,130,061</b>	<b>1,144,542</b>
<b>Premises and Equipment, Net</b>			
Premises and Equipment, Net	22,945	24,058	24,260
<b>Bank Owned Life Insurance</b>	<b>48,799</b>	<b>47,418</b>	<b>46,959</b>
<b>Interest Receivable and Other Assets</b>	<b>70,633</b>	<b>73,575</b>	<b>67,239</b>
<b>Total Assets</b>	<b>\$1,884,401</b>	<b>\$ 1,919,684</b>	<b>\$1,880,223</b>
<b>Liabilities</b>			
<b>Deposits:</b>			
Demand	\$369,635	\$ 389,639	\$359,649
Interest Bearing Transaction	238,223	220,736	210,730
Savings and Money Market	540,690	498,011	497,599
Time	482,957	517,811	521,310
<b>Total Deposits</b>	<b>1,631,505</b>	<b>1,626,197</b>	<b>1,589,288</b>
<b>Securities Sold Under Agreement to Repurchase</b>	<b>-</b>	<b>60,000</b>	<b>60,000</b>
<b>Federal Home Loan Bank Advances</b>	<b>482</b>	<b>530</b>	<b>546</b>
<b>Subordinated Debentures</b>	<b>10,310</b>	<b>10,310</b>	<b>10,310</b>
<b>Interest Payable and Other Liabilities</b>	<b>35,773</b>	<b>33,301</b>	<b>30,859</b>
<b>Total Liabilities</b>	<b>1,678,070</b>	<b>1,730,338</b>	<b>1,691,003</b>
<b>Shareholders' Equity</b>			
Preferred Stock	-	-	-
Common Stock	8	8	8
Additional Paid-In Capital	75,014	75,590	75,590
Retained Earnings	122,170	109,081	108,174
Accumulated Other Comprehensive Income, Net	9,139	4,667	5,448
<b>Total Shareholders' Equity</b>	<b>206,331</b>	<b>189,346</b>	<b>189,220</b>

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Total Liabilities & Shareholders' Equity	\$1,884,401	\$ 1,919,684	\$1,880,223
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The accompanying notes are an integral part of these unaudited consolidated financial statements

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## FARMERS &amp; MERCHANTS BANCORP

## Consolidated Statements of Income (Unaudited)

(in thousands except per share data)

	Three Months		Nine Months	
	Ended September 30,		Ended September 30,	
	2012	2011	2012	2011
<b>Interest Income</b>				
Interest and Fees on Loans	\$16,505	\$17,949	\$49,283	\$52,946
Interest on Deposits with Banks	8	28	76	67
<b>Interest on Investment Securities:</b>				
Taxable	2,315	2,247	7,958	6,988
Tax-Exempt	671	637	1,961	1,926
<b>Total Interest Income</b>	<b>19,499</b>	<b>20,861</b>	<b>59,278</b>	<b>61,927</b>
<b>Interest Expense</b>				
Deposits	935	1,337	2,967	4,279
Borrowed Funds	11	549	1,047	1,632
Subordinated Debentures	87	82	262	245
<b>Total Interest Expense</b>	<b>1,033</b>	<b>1,968</b>	<b>4,276</b>	<b>6,156</b>
<b>Net Interest Income</b>	<b>18,466</b>	<b>18,893</b>	<b>55,002</b>	<b>55,771</b>
Provision for Loan Losses	600	900	1,100	5,350
<b>Net Interest Income After Provision for Loan Losses</b>	<b>17,866</b>	<b>17,993</b>	<b>53,902</b>	<b>50,421</b>
<b>Non-Interest Income</b>				
Service Charges on Deposit Accounts	1,248	1,356	3,662	4,096
Net Gain on Investment Securities	149	-	149	-
Increase in Cash Surrender Value of Life Insurance	500	466	1,412	1,376
Debit Card and ATM Fees	732	704	2,197	2,078
Gain (Loss) on Non-Qualified Deferred Compensation Plan Investments	762	(1,198 )	1,381	(808 )
Other	662	442	1,986	1,357
<b>Total Non-Interest Income</b>	<b>4,053</b>	<b>1,770</b>	<b>10,787</b>	<b>8,099</b>
<b>Non-Interest Expense</b>				
Salaries & Employee Benefits	7,850	7,512	23,792	22,217
Gain (Loss) on Non-Qualified Deferred Compensation Plan Investments	762	(1,198 )	1,381	(808 )
Occupancy	656	674	1,925	1,920
Equipment	686	726	2,282	2,151
ORE Holding Costs	15	364	108	1,256
FDIC Insurance	243	236	728	1,226
Other	1,548	1,507	6,337	4,528
<b>Total Non-Interest Expense</b>	<b>11,760</b>	<b>9,821</b>	<b>36,553</b>	<b>32,490</b>
<b>Income Before Income Taxes</b>	<b>10,159</b>	<b>9,942</b>	<b>28,136</b>	<b>26,030</b>
Provision for Income Taxes	3,827	3,675	10,452	9,482
<b>Net Income</b>	<b>\$6,332</b>	<b>\$6,267</b>	<b>\$17,684</b>	<b>\$16,548</b>
<b>Basic Earnings Per Common Share</b>	<b>\$8.13</b>	<b>\$8.04</b>	<b>\$22.70</b>	<b>\$21.23</b>

The accompanying notes are an integral part of these unaudited consolidated financial statements



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## FARMERS &amp; MERCHANTS BANCORP

## Consolidated Statements of Comprehensive Income (Unaudited)

(in thousands)

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2012	2011	2012	2011
Net Income	\$6,332	\$6,267	\$17,684	\$16,548
<b>Other Comprehensive Income</b>				
Increase in Net Unrealized Gains on Available-for-Sale Securities	2,944	3,190	7,865	6,617
Reclassification Adjustment for Realized Gains on Available-for-Sale Securities Included in Net Income	(149 )	-	(149 )	-
Deferred Tax Expense	(1,175 )	(1,340 )	(3,244 )	(2,782 )
Change in Net Unrealized Gains on Available-for-Sale Securities, Net of Tax	1,620	1,850	4,472	3,835
Total Other Comprehensive Income	1,620	1,850	4,472	3,835
Comprehensive Income	\$7,952	\$8,117	\$22,156	\$20,383

The accompanying notes are an integral part of these unaudited consolidated financial statements

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## FARMERS &amp; MERCHANTS BANCORP

## Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

(in thousands except share data)

	Common Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income, Net	Total Shareholders' Equity
Balance, January 1, 2011	779,424	\$8	\$75,590	\$96,030	\$ 1,613	\$ 173,241
Net Income		-	-	16,548	-	16,548
Cash Dividends Declared on Common Stock (\$5.65 per share)		-	-	(4,404 )	-	(4,404 )
Change in Net Unrealized Gain on Securities Available for Sale		-	-	-	3,835	3,835
Balance, September 30, 2011	779,424	\$8	\$75,590	\$108,174	\$ 5,448	\$ 189,220
Balance, January 1, 2012	779,424	\$8	\$75,590	\$109,081	\$ 4,667	\$ 189,346
Net Income		-	-	17,684	-	17,684
Cash Dividends Declared on Common Stock (\$5.90 per share)		-	-	(4,595 )	-	(4,595 )
Repurchase of Stock	(1,542 )	-	(576 )	-	-	(576 )
Change in Net Unrealized Gain on Securities Available for Sale		-	-	-	4,472	4,472
Balance, September 30, 2012	777,882	\$8	\$75,014	\$122,170	\$ 9,139	\$ 206,331

The accompanying notes are an integral part of these unaudited consolidated financial statements

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## FARMERS &amp; MERCHANTS BANCORP

Consolidated Statements of Cash Flows (Unaudited)  
(in thousands)Nine Months Ended  
Sept 30,      Sept 30,  
2012              2011

## Operating Activities:

Net Income	\$17,684	\$16,548
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Provision for Loan Losses	1,100	5,350
Depreciation and Amortization	1,293	1,358
Net Amortization of Investment Security Discounts & Premiums	2,852	624
Net Gain on Investment Securities	(149 )	-
Net Gain on Sale of Property & Equipment	-	(5 )
Net Change in Operating Assets & Liabilities:		
Net (Increase) Decrease in Interest Receivable and Other Assets	(1,418 )	2,325
Net Increase in Interest Payable and Other Liabilities	2,472	13
Net Cash Provided by Operating Activities	23,834	26,213

## Investing Activities:

Purchase of Investment Securities Available-for-Sale	(122,966 )	(136,264 )
Proceeds from Sold, Matured, or Called Securities Available-for-Sale	144,383	150,104
Purchase of Investment Securities Held-to-Maturity	(10,569 )	(1,300 )
Proceeds from Matured or Called Securities Held-to-Maturity	4,675	2,412
Net Loans Paid, Originated or Acquired	(47,728 )	(6,234 )
Principal Collected on Loans Previously Charged Off	266	83
Additions to Premises and Equipment	(180 )	(1,419 )
Proceeds from Disposition of Property and Equipment	-	20
Net Cash (Used) Provided by Investing Activities	(32,119 )	7,402

## Financing Activities:

Net Increase in Deposits	5,308	22,785
Net Decrease in Securities Sold Under Agreement to Repurchase	(60,000 )	-
Net Change in Other Borrowings	(48 )	(45 )
Stock Repurchases	(576 )	-
Cash Dividends	(4,595 )	(4,404 )
Net Cash (Used) Provided by Financing Activities	(59,911 )	18,336
(Decrease) Increase in Cash and Cash Equivalents	(68,196 )	51,951
Cash and Cash Equivalents at Beginning of Period	101,660	60,660
Cash and Cash Equivalents at End of Period	\$33,464	\$112,611

The accompanying notes are an integral part of these unaudited consolidated financial statements

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FARMERS & MERCHANTS BANCORP  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Significant Accounting Policies

Farmers & Merchants Bancorp (the “Company”) was organized March 10, 1999. Primary operations are related to traditional banking activities through its subsidiary Farmers & Merchants Bank of Central California (the “Bank”) which was established in 1916. The Bank’s wholly owned subsidiaries include Farmers & Merchants Investment Corporation and Farmers/Merchants Corp. Farmers & Merchants Investment Corporation has been dormant since 1991. Farmers/Merchants Corp. acts as trustee on deeds of trust originated by the Bank.

The Company’s other subsidiaries include F & M Bancorp, Inc. and FMCB Statutory Trust I. F & M Bancorp, Inc. was created in March 2002 to protect the name F & M Bank. During 2002 the Company completed a fictitious name filing in California to begin using the streamlined name “F & M Bank” as part of a larger effort to enhance the Company’s image and build brand name recognition. In December 2003 the Company formed a wholly owned subsidiary, FMCB Statutory Trust I. FMCB Statutory Trust I is a non-consolidated subsidiary per Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”) and was formed for the sole purpose of issuing Trust Preferred Securities.

The accounting and reporting policies of the Company conform to U.S. GAAP and prevailing practice within the banking industry. The following is a summary of the significant accounting and reporting policies used in preparing the consolidated financial statements.

Basis of Presentation

The accompanying consolidated financial statements and notes thereto have been prepared in accordance with U.S. GAAP for financial information.

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim reporting on Form 10-Q. Accordingly, certain disclosures normally presented in the notes to the annual consolidated financial statements prepared in accordance with U.S. GAAP have been omitted. The Company believes that the disclosures are adequate to make the information not misleading. These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011. The results of operations for the three and nine-month periods ended September 30, 2012 may not necessarily be indicative of future operating results.

The accompanying consolidated financial statements include the accounts of the Company and the Company’s wholly owned subsidiaries, F & M Bancorp, Inc. and the Bank, along with the Bank’s wholly owned subsidiaries, Farmers & Merchants Investment Corporation and Farmers/Merchants Corp. Significant inter-company transactions have been eliminated in consolidation.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Certain amounts in the prior years’ financial statements and related footnote disclosures have been reclassified to conform to the current-year presentation. These reclassifications had no effect on previously reported net income or total shareholders’ equity. In the opinion of management, the accompanying consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments), which are necessary for a fair presentation of

financial results for the periods presented.

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### Cash and Cash Equivalents

For purposes of the Consolidated Statements of Cash Flows, the Company has defined cash and cash equivalents as those amounts included in the balance sheet captions Cash and Due from Banks, Interest Bearing Deposits with Banks, Federal Funds Sold and Securities Purchased Under Agreements to Resell. Generally, these transactions are for one-day periods. For these instruments, the carrying amount is a reasonable estimate of fair value.

### Investment Securities

Investment securities are classified at the time of purchase as held-to-maturity if it is management's intent and the Company has the ability to hold the securities until maturity. These securities are carried at cost, adjusted for amortization of premium and accretion of discount using a level yield of interest over the estimated remaining period until maturity. Losses, reflecting a decline in value judged by the Company to be other than temporary, are recognized in the period in which they occur.

Securities are classified as available-for-sale if it is management's intent, at the time of purchase, to hold the securities for an indefinite period of time and/or to use the securities as part of the Company's asset/liability management strategy. These securities are reported at fair value with aggregate unrealized gains or losses excluded from income and included as a separate component of shareholders' equity, net of related income taxes. Fair values are based on quoted market prices or broker/dealer price quotations on a specific identification basis. Gains or losses on the sale of these securities are computed using the specific identification method.

Trading securities, if any, are acquired for short-term appreciation and are recorded in a trading portfolio and are carried at fair value, with unrealized gains and losses recorded in non-interest income.

Management evaluates securities for other-than-temporary impairment ("OTTI") on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: (1) OTTI related to credit loss, which must be recognized in the income statement; and (2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

In order to determine OTTI for purchased beneficial interests that, on the purchase date, were not highly rated, the Company compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

### Loans

Loans are reported at the principal amount outstanding net of unearned discounts and deferred loan fees and costs. Interest income on loans is accrued daily on the outstanding balances using the simple interest method. Loan origination fees are deferred and recognized over the contractual life of the loan as an adjustment to the yield. Loans are placed on non-accrual status when the collection of principal or interest is in doubt or when they become past due for 90 days or more unless they are both well-secured and in the process of collection. For this purpose a loan is considered well-secured if it is collateralized by property having a net realizable value in excess of the amount of the loan or is guaranteed by a financially capable party. When a loan is placed on non-accrual status, the accrued and

unpaid interest receivable is reversed and charged against current income; thereafter, interest income is recognized only as it is collected in cash. Additionally, cash would be applied to principal if all principal was not expected to be collected. Loans placed on non-accrual status are returned to accrual status when the loans are paid current as to principal and interest and future payments are expected to be made in accordance with the contractual terms of the loan.

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A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. Impaired loans are either: (1) non-accrual loans; or (2) restructured loans that are still accruing interest. Loans determined to be impaired are individually evaluated for impairment. When a loan is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral.

A restructuring of a loan constitutes a troubled debt restructuring (TDR) if the Company for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

Generally, the Company will not restructure loans for customers unless: (1) the existing loan is brought current as to principal and interest payments; and (2) the restructured loan can be underwritten to reasonable underwriting standards. If these standards are not met other actions will be pursued (e.g., foreclosure) to collect outstanding loan amounts. After restructure a determination is made whether the loan will be kept on accrual status based upon the underwriting of the restructured credit.

### Allowance for Loan Losses

The allowance for loan losses is an estimate of probable incurred credit losses inherent in the Company's loan portfolio as of the balance sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of two primary components, specific reserves related to impaired loans and general reserves for inherent losses related to loans that are collectively evaluated for impairment.

The determination of the general reserve for loans that are collectively evaluated for impairment is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, and qualitative factors to include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include: (1) commercial real estate; (2) agricultural real estate; (3) real estate construction (including land and development loans); (4) residential 1st mortgages; (5) home equity lines and loans; (6) agricultural; (7) commercial; and (8) consumer and other. The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are collectively evaluated for impairment, is combined to determine the Company's overall allowance, which is included on the consolidated balance sheet.

The Company assigns a risk rating to all loans and periodically performs detailed reviews of all such loans over a certain threshold to identify credit risks and to assess the overall collectability of the portfolio. A credit grade is established at inception for smaller balance loans, such as consumer and residential real estate, and then updated only when the loan becomes contractually delinquent or when the borrower requests a modification. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality



indicators are used to assign a risk rating to each individual loan. These risk ratings are also subject to examination by independent specialists engaged by the Company. The risk ratings can be grouped into five major categories, defined as follows:

Pass – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

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**Special Mention** – A special mention loan 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 loan or in the Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

**Substandard** – A substandard loan is not adequately protected by the current financial condition and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

**Doubtful** – Loans classified doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable or improbable.

**Loss** – Loans classified as loss are considered uncollectible. Once a loan becomes delinquent and repayment becomes questionable, the Company will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Company will estimate its probable loss and immediately charge-off some or all of the balance.

The general reserve component of the allowance for loan losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk; (2) historical losses; and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below:

**Real Estate Construction** – Real Estate Construction loans including land loans generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

**Commercial Real Estate** – Commercial real estate mortgage loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

**Commercial** – Commercial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

**Agricultural Real Estate and Agricultural** – Loans secured by crop production, livestock and related real estate are vulnerable to two risk factors that are largely outside the control of Company and borrowers: commodity prices and weather conditions.

**Residential 1st Mortgages and Home Equity Lines and Loans** – The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to

repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments, although this is not always true as evidenced over the past several years. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

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Consumer & Other – A consumer installment loan portfolio is usually comprised of a large number of small loans scheduled to be amortized over a specific period. Most installment loans are made for consumer purchases. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

At least quarterly, the Board of Directors and management review the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, the Company's and Bank's regulators, including the FRB, DFI and FDIC, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

### Allowance for Credit Losses on Off Balance Sheet Credit Exposures

The Company also maintains a separate allowance for off balance sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for off balance sheet commitments is included in Interest Payable and Other Liabilities on the Company's Consolidated Balance Sheet.

### Premises and Equipment

Premises, equipment, and leasehold improvements are stated at cost, less accumulated depreciation and amortization. Depreciation is computed principally by the straight line method over the estimated useful lives of the assets. Estimated useful lives of buildings range from 30 to 40 years, and for furniture and equipment from 3 to 7 years. Leasehold improvements are amortized over the lesser of the terms of the respective leases, or their useful lives, which are generally 5 to 10 years. Remodeling and capital improvements are capitalized while maintenance and repairs are charged directly to occupancy expense.

### Other Real Estate

Other real estate, which is included in other assets, is expected to be sold and is comprised of properties no longer utilized for business operations and property acquired through foreclosure in satisfaction of indebtedness. These properties are recorded at fair value less estimated selling costs upon acquisition. Revised estimates to the fair value less cost to sell are reported as adjustments to the carrying amount of the asset, provided that such adjusted value is not in excess of the carrying amount at acquisition. Initial losses on properties acquired through full or partial satisfaction of debt are treated as credit losses and charged to the allowance for loan losses at the time of acquisition. Subsequent declines in value from the recorded amounts, routine holding costs, and gains or losses upon disposition, if any, are included in non-interest income or expense as incurred.

### Income Taxes

The Company uses the liability method of accounting for income taxes. This method results in the recognition of deferred tax assets and liabilities that are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. The deferred provision for income taxes is the result of the net change in the deferred tax asset and deferred tax liability balances during the year. This amount, combined with the current taxes payable or refundable, results in the income tax expense for the current year.

The Company follows the standards set forth in the "Income Taxes" topic of the FASB Accounting Standards Codification ("ASC"), which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. This standard prescribes a recognition threshold and measurement standard for the financial statement recognition and measurement of an income tax position taken or expected to be taken in a tax return. It also

provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

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When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest expense and penalties associated with unrecognized tax benefits, if any, are included in the provision for income taxes in the Consolidated Statements of Income.

### Dividends and Basic Earnings Per Common Share

The Company's common stock is not traded on any exchange. The shares are primarily held by local residents and are not actively traded. Basic earnings per common share amounts are computed by dividing net income by the weighted average number of common shares outstanding for the period. There are no common stock equivalent shares. Therefore, there is no presentation of diluted earnings per common share. See Note 6.

### Segment Reporting

The "Segment Reporting" topic of the FASB ASC requires that public companies report certain information about operating segments. It also requires that public companies report certain information about their products and services, the geographic areas in which they operate, and their major customers. The Company is a holding company for a community bank, which offers a wide array of products and services to its customers. Pursuant to its banking strategy, emphasis is placed on building relationships with its customers, as opposed to building specific lines of business. As a result, the Company is not organized around discernible lines of business and prefers to work as an integrated unit to customize solutions for its customers, with business line emphasis and product offerings changing over time as needs and demands change. Therefore, the Company only reports one segment.

### Derivative Instruments and Hedging Activities

The "Derivatives and Hedging" topic of the FASB ASC establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. All derivatives, whether designated in hedging relationships or not, are required to be recorded on the balance sheet at fair value. Changes in the fair value of those derivatives are accounted for depending on the intended use of the derivative and the resulting designation under specified criteria. If the derivative is designated as a fair value hedge, the changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings. If the derivative is designated as a cash flow hedge, designed to minimize interest rate risk, the effective portions of the change in the fair value of the derivative are recorded in other comprehensive income (loss), net of related income taxes. Ineffective portions of changes in the fair value of cash flow hedges are recognized in earnings.

From time to time, the Company utilizes derivative financial instruments such as interest rate caps, floors, swaps, and collars. These instruments are purchased and/or sold to reduce the Company's exposure to changing interest rates. The Company marks to market the value of its derivative financial instruments and reflects gain or loss in earnings in the period of change or in other comprehensive income (loss). The Company was not utilizing any derivative instruments as of or for the period ended September 30, 2012, December 31, 2011 or September 30, 2011.

### Comprehensive Income

The “Comprehensive Income” topic of the FASB ASC establishes standards for the reporting and display of comprehensive income and its components in the financial statements. Other comprehensive income (loss) refers to revenues, expenses, gains, and losses that U.S. GAAP recognize as changes in value to an enterprise but are excluded from net income. For the Company, comprehensive income includes net income and changes in fair value of its available-for-sale investment securities.

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## Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

## 2. Investment Securities

## Carrying Values, Fair Values and Unrealized Gains and Losses

The amortized cost, fair values, and unrealized gains and losses of the securities available-for-sale are as follows (in thousands):

September 30, 2012	Amortized Cost	Gross Unrealized Gains	Losses	Fair/Book Value
Government Agency & Government-Sponsored Entities	\$46,655	\$316	\$-	\$46,971
Obligations of States and Political Subdivisions	5,704	-	-	5,704
Mortgage Backed Securities (1)	374,582	15,230	-	389,812
Corporate Bonds	14,641	223	-	14,864
Other	5,826	-	-	5,826
Total	\$447,408	\$15,769	\$-	\$463,177

December 31, 2011	Amortized Cost	Gross Unrealized Gains	Losses	Fair/Book Value
Government Agency & Government-Sponsored Entities	\$82,195	\$413	\$13	\$82,595
Obligations of States and Political Subdivisions	5,782	-	-	5,782
Mortgage Backed Securities (1)	383,380	7,792	139	391,033
Other	410	-	-	410
Total	\$471,767	\$8,205	\$152	\$479,820

September 30, 2011	Amortized Cost	Gross Unrealized Gains	Losses	Fair/Book Value
Government Agency & Government-Sponsored Entities	\$162,115	\$635	\$-	\$162,750
Obligations of States and Political Subdivisions	5,813	-	-	5,813
Mortgage Backed Securities (1)	243,121	8,787	22	251,886
Other	360	-	-	360
Total	\$411,409	\$9,422	\$22	\$420,809

The book values, estimated fair values and unrealized gains and losses of investments classified as held-to-maturity are as follows (in thousands):

September 30, 2012	Book Value	Gross Unrealized Gains	Losses	Fair Value
Obligations of States and Political Subdivisions	\$66,098	\$2,623	\$-	\$68,721
Mortgage Backed Securities (1)	640	20	-	660
Other	2,222	-	-	2,222
Total	\$68,960	\$2,643	\$-	\$71,603

December 31, 2011	Book Value	Gross Unrealized Gains	Losses	Fair Value
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Obligations of States and Political Subdivisions	\$59,640	\$2,736	\$-	\$62,376
Mortgage Backed Securities (1)	1,205	46	-	1,251
Other	2,247	-	-	2,247
Total	\$63,092	\$2,782	\$-	\$65,874

	Book Value	Gross Unrealized Gains	Losses	Fair Value
September 30, 2011				
Obligations of States and Political Subdivisions	\$60,130	\$2,437	\$-	\$62,567
Mortgage Backed Securities (1)	1,418	62	-	1,480
Other	2,255	-	-	2,255
Total	\$63,803	\$2,499	\$-	\$66,302

(1) All Mortgage Backed Securities consist of securities collateralized by residential real estate and were issued by an agency or government sponsored entity of the U.S. government.

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Fair values are based on quoted market prices or dealer quotes. If a quoted market price or dealer quote is not available, fair value is estimated using quoted market prices for similar securities.

The amortized carrying amount of investment securities at September 30, 2012 by contractual maturity are shown in the following tables (in thousands):

Securities Available-for-Sale September 30, 2012	Within 1 Year	After 1 but Within 5	After 5 but Within 10	Over 10 years	Total Fair Value
Government Agency & Government-Sponsored Entities	\$ 10,006	\$ 35,751	\$ 1,214	\$ -	\$ 46,971
Obligations of States and Political Subdivisions	-	-	219	5,485	5,704
Mortgage Backed Securities	-	-	119,019	270,793	389,812
Corporate Bonds	608	13,411	845	-	14,864
Other	5,826	-	-	-	5,826
<b>Total</b>	<b>\$ 16,440</b>	<b>\$ 49,162</b>	<b>\$ 121,297</b>	<b>\$ 276,278</b>	<b>\$ 463,177</b>

Securities Held-to-Maturity September 30, 2012	Within 1 Year	After 1 but Within 5	After 5 but Within 10	Over 10 years	Total Book Value
Obligations of States and Political Subdivisions	\$ 1,540	\$ 9,842	\$ 39,352	\$ 15,364	\$ 66,098
Mortgage Backed Securities	-	640	-	-	640
Other	-	5	2,217	-	2,222
<b>Total</b>	<b>\$ 1,540</b>	<b>\$ 10,487</b>	<b>\$ 41,569</b>	<b>\$ 15,364</b>	<b>\$ 68,960</b>

Expected maturities of mortgage-backed securities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

The following tables show those investments with gross unrealized losses and their fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at the dates indicated (in thousands):

December 31, 2011	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Government Agency & Government-Sponsored Entities	\$ 4,987	\$ 13	\$ -	\$ -	\$ 4,987	\$ 13
Mortgage Backed Securities	85,090	139	-	-	85,090	139
<b>Total</b>	<b>\$ 90,077</b>	<b>\$ 152</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 90,077</b>	<b>\$ 152</b>

September 30, 2011	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Mortgage Backed Securities	\$ 10,130	\$ 22	\$ -	\$ -	\$ 10,130	\$ 22
<b>Total</b>	<b>\$ 10,130</b>	<b>\$ 22</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 10,130</b>	<b>\$ 22</b>

As of September 30, 2012, the Company held 360 investment securities and no securities were in an unrealized loss position. Management periodically evaluates each investment security for other-than-temporary impairment relying primarily on industry analyst reports and observations of market conditions and interest rate fluctuations. Management believes it will be able to collect all amounts due according to the contractual terms of the underlying investment securities.

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The following information describes the Company's assumptions and conclusions regarding other-than-temporary impairment status:

**Securities of U.S. Government Agency and Government Sponsored Entities** - The unrealized losses on the Company's investments in securities of government agency and government sponsored entities were \$0, \$13,000, and \$0 at September 30, 2012, December 31, 2011, and September 30, 2011, respectively. Management believes that any unrealized losses were caused by interest rate fluctuations. Repayment of these investments is guaranteed by an agency or government sponsored entity of the U.S. government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company's investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company did not intend to sell the securities and it was more likely than not that the Company would not have to sell the securities before recovery of their cost basis, the Company did not consider these investments to be other-than-temporarily impaired at December 31, 2011.

**Mortgage Backed Securities** - The unrealized losses on the Company's investments in mortgage backed securities were \$0, \$139,000, and \$22,000 at September 30, 2012, December 31, 2011, and September 30, 2011, respectively. The unrealized losses on the Company's investment in mortgage backed securities were caused by interest rate fluctuations. The contractual cash flows of these investments are guaranteed by an agency or government sponsored entity of the U.S. government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company's investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company did not intend to sell the securities and it was more likely than not that the Company would not have to sell the securities before recovery of their cost basis, the Company did not consider these investments to be other-than-temporarily impaired at December 31, 2011 and September 30, 2011.

**Obligations of States and Political Subdivisions** - The continuing financial problems being experienced by certain municipalities, along with the financial stresses exhibited by some of the large monoline bond insurers have increased the overall risk associated with bank-qualified municipal bonds. As of September 30, 2012, over ninety-three percent of the Company's bank-qualified municipal bond portfolio is rated at either the issue or issuer level, and all of these ratings are "investment grade." The Company monitors the status of that portion of the portfolio that is not rated and at the current time does not believe any of them to be exhibiting financial problems that could result in a loss in any individual security.

There was no unrealized loss on the Company's investment in obligations of states and political subdivisions at September 30, 2012, December 31, 2011, and September 30, 2011, respectively.

**Corporate Bonds** - There was no unrealized loss on the Company's investments in corporate bonds at September 30, 2012.

**Sales/Calls of Securities**

Proceeds from sales /calls of securities for the periods shown were as follows:

(in thousands)	Proceeds	Gains	Losses
Nine Months Ended September 30, 2012	\$ 44,296	\$ 149	\$ -
Nine Months Ended September 30, 2011	55,000	-	-

**Pledged Securities**

As of September 30, 2012, securities carried at \$307.2 million were pledged to secure public deposits, FHLB borrowings, and other government agency deposits as required by law. This amount at December 31, 2011 and

September 30, 2011, was \$373.2 million and \$382.9 million, respectively.

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## 3. Allowance for Loan Losses

The following tables show the allocation of the allowance for loan losses by portfolio segment and by impairment methodology at the dates indicated (in thousands):

	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Agricultural	Commercial	Consumer & Other	Unallocated	Total	
September 30, 2012	\$5,823	\$2,583	\$1,933	\$1,251	\$3,746	\$8,127	\$8,733	\$207	\$614	\$33,017
Year-To-Date Allowance for Loan Losses:										
Beginning Balance- January 1, 2012	\$5,823	\$2,583	\$1,933	\$1,251	\$3,746	\$8,127	\$8,733	\$207	\$614	\$33,017
Charge-Offs	-	-	-	(81 )	(138 )	(240 )	(198 )	(122 )	-	(779 )
Recoveries	-	89	-	16	12	61	41	47	-	266
Provision	(1,490 )	990	(72 )	356	(105 )	311	1,084	12	14	1,100
Ending Balance- September 30, 2012	\$4,333	\$3,662	\$1,861	\$1,542	\$3,515	\$8,259	\$9,660	\$144	\$628	\$33,604
Third Quarter Allowance for Loan Losses:										
Beginning Balance- July 1, 2012	\$4,377	\$2,633	\$1,900	\$1,451	\$3,514	\$7,834	\$9,538	\$140	\$1,711	\$33,098
Charge-Offs	-	-	-	(80 )	(22 )	-	-	(34 )	-	(136 )
Recoveries	-	-	-	16	2	-	9	15	-	42
Provision	(44 )	1,029	(39 )	155	21	425	113	23	(1,083)	600
Ending Balance- September 30, 2012	\$4,333	\$3,662	\$1,861	\$1,542	\$3,515	\$8,259	\$9,660	\$144	\$628	\$33,604
Ending Balance Individually Evaluated for Impairment	-	-	-	-	248	548	146	20	-	962
Ending Balance Collectively Evaluated for	4,333	3,662	1,861	1,542	3,267	7,711	9,514	124	628	32,642



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Ending Balance Individually Evaluated for Impairment	4,562	954	-	1,194	576	1,337	292	23	-	8,938
Ending Balance Collectively Evaluated for Impairment	301,142	279,185	29,607	106,227	50,380	215,890	164,797	6,912	-	1,154,140

	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Unallocated	Total
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Year-To-Date Allowance for Loan Losses:

Beginning Balance- January 1, 2011	\$7,631	\$1,539	\$2,160	\$1,164	\$3,724	\$6,733	\$9,084	\$216	\$10	\$32,261
Charge-Offs	(25 )	(384 )	-	(398 )	(701 )	(2,750 )	(324 )	(149 )	-	(4,731 )
Recoveries	-	-	-	3	11	10	14	45	-	83
Provision	(1,790 )	1,233	196	341	497	2,646	738	80	1,409	5,350
Ending Balance- September 30, 2011	\$5,816	\$2,388	\$2,356	\$1,110	\$3,531	\$6,639	\$9,512	\$192	\$1,419	\$32,963

Third Quarter Allowance for Loan Losses:

Beginning Balance- July 1, 2011	\$5,726	\$2,813	\$2,362	\$1,198	\$3,450	\$6,284	\$10,794	\$252	\$63	\$32,942
Charge-Offs	(12 )	(384 )	-	(58 )	(239 )	-	(148 )	(62 )	-	(903 )
Recoveries	-	-	-	-	5	-	5	14	-	24
Provision	102	(41 )	(6 )	(30 )	315	355	(1,139 )	(12 )	1,356	900
Ending Balance- September 30, 2011	\$5,816	\$2,388	\$2,356	\$1,110	\$3,531	\$6,639	\$9,512	\$192	\$1,419	\$32,963
Ending Balance Individually Evaluated for	702	46	-	-	40	827	103	24	-	1,742



Impairment										
Ending										
Balance										
Collectively										
Evaluated										
for										
Impairment	5,114	2,342	2,356	1,110	3,491	5,812	9,409	168	1,419	31,221
Loans:										
Ending										
Balance	\$ 300,918	\$ 284,149	\$ 28,979	\$ 104,130	\$ 52,451	\$ 219,670	\$ 180,329	\$ 6,879	\$-	\$ 1,177,505
Ending										
Balance										
Individually										
Evaluated										
for										
Impairment	3,841	1,413	-	1,273	262	1,671	349	24	-	8,833
Ending										
Balance										
Collectively										
Evaluated										
for										
Impairment	297,077	282,736	28,979	102,857	52,189	217,999	179,980	6,855	-	1,168,672

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The following tables show the loan portfolio allocated by management's internal risk ratings at the dates indicated (in thousands):

September 30, 2012	Pass	Special Mention	Substandard	Total Loans
Loans:				
Commercial Real Estate	\$ 313,441	\$ 15,910	\$ 6,313	\$ 335,664
Agricultural Real Estate	273,823	9,887	10,154	293,864
Real Estate Construction	24,856	3,217	4,628	32,701
Residential 1st Mortgages	135,473	1,211	780	137,464
Home Equity Lines & Loans	41,975	-	2,015	43,990
Agricultural	186,398	2,300	4,355	193,053
Commercial	161,685	5,634	458	167,777
Consumer & Other	5,195	-	319	5,514
<b>Total</b>	<b>\$ 1,142,846</b>	<b>\$ 38,159</b>	<b>\$ 29,022</b>	<b>\$ 1,210,027</b>

December 31, 2011	Pass	Special Mention	Substandard	Total Loans
Loans:				
Commercial Real Estate	\$ 265,201	\$ 15,186	\$ 25,317	\$ 305,704
Agricultural Real Estate	254,181	21,657	4,301	280,139
Real Estate Construction	21,428	3,217	4,962	29,607
Residential 1st Mortgages	104,609	1,483	1,329	107,421
Home Equity Lines & Loans	49,631	-	1,325	50,956
Agricultural	209,555	4,083	3,589	217,227
Commercial	158,273	5,240	1,576	165,089
Consumer & Other	6,528	-	407	6,935
<b>Total</b>	<b>\$ 1,069,406</b>	<b>\$ 50,866</b>	<b>\$ 42,806</b>	<b>\$ 1,163,078</b>

September 30, 2011	Pass	Special Mention	Substandard	Total Loans
Loans:				
Commercial Real Estate	\$ 260,662	\$ 15,482	\$ 24,774	\$ 300,918
Agricultural Real Estate	259,428	19,315	5,406	284,149
Real Estate Construction	20,781	3,217	4,981	28,979
Residential 1st Mortgages	101,230	1,503	1,397	104,130
Home Equity Lines & Loans	51,559	-	892	52,451
Agricultural	202,323	12,285	5,062	219,670
Commercial	172,702	5,971	1,656	180,329
Consumer & Other	6,479	-	400	6,879
<b>Total</b>	<b>\$ 1,075,164</b>	<b>\$ 57,773</b>	<b>\$ 44,568</b>	<b>\$ 1,177,505</b>

See "Note 1. Significant Accounting Policies - Allowance for Loan Losses" for a description of the internal risk ratings used by the Company. There were no loans outstanding at September 30, 2012, December 31, 2011, and September 30, 2011 rated doubtful or loss.

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The following tables show an aging analysis of the loan portfolio by the time past due at the dates indicated (in thousands):

	30-89 Days	90 Days or More and Still Accruing	Nonaccrual	Total Past		Total
September 30, 2012	Past Due			Due	Current	Loans
Loans:						
Commercial Real Estate	\$-	\$ -	\$-	\$-	\$335,664	\$335,664
Agricultural Real Estate	-	-	2,551	2,551	291,313	293,864
Real Estate Construction	-	-	-	-	32,701	32,701
Residential 1st Mortgages	-	-	279	279	137,185	137,464
Home Equity Lines & Loans	101	-	528	629	43,361	43,990
Agricultural	-	-	2,374	2,374	190,679	193,053
Commercial	-	-	-	-	167,777	167,777
Consumer & Other	56	-	20	76	5,438	5,514
<b>Total</b>	<b>\$157</b>	<b>\$ -</b>	<b>\$5,752</b>	<b>\$5,909</b>	<b>\$1,204,118</b>	<b>\$1,210,027</b>

	30-89 Days	90 Days or More and Still Accruing	Nonaccrual	Total Past		Total
December 31, 2011	Past Due			Due	Current	Loans
Loans:						
Commercial Real Estate	\$-	\$ -	\$1,354	\$1,354	\$304,350	\$305,704
Agricultural Real Estate	-	-	954	954	279,185	280,139
Real Estate Construction	-	-	-	-	29,607	29,607
Residential 1st Mortgages	108	-	284	392	107,029	107,421
Home Equity Lines & Loans	566	-	194	760	50,196	50,956
Agricultural	284	-	1,202	1,486	215,741	217,227
Commercial	179	-	217	396	164,693	165,089
Consumer & Other	101	-	23	124	6,811	6,935
<b>Total</b>	<b>\$1,238</b>	<b>\$ -</b>	<b>\$4,228</b>	<b>\$5,466</b>	<b>\$1,157,612</b>	<b>\$1,163,078</b>

	30-89 Days	90 Days or More and Still Accruing	Nonaccrual	Total Past		Total
September 30, 2011	Past Due			Due	Current	Loans
Loans:						
Commercial Real Estate	\$-	\$ -	\$811	\$811	\$300,107	\$300,918
Agricultural Real Estate	-	-	1,413	1,413	282,736	284,149
Real Estate Construction	-	-	-	-	28,979	28,979
Residential 1st Mortgages	-	-	347	347	103,783	104,130
Home Equity Lines & Loans	359	-	190	549	51,902	52,451
Agricultural	3,854	-	1,531	5,385	214,285	219,670
Commercial	-	-	348	348	179,981	180,329
Consumer & Other	15	-	24	39	6,840	6,879
<b>Total</b>	<b>\$4,228</b>	<b>\$ -</b>	<b>\$4,664</b>	<b>\$8,892</b>	<b>\$1,168,613</b>	<b>\$1,177,505</b>



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The following tables show information related to impaired loans for the periods indicated (in thousands):

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Three Months Ended Sept. 30, 2012	Interest Income	Nine Months Ended Sept. 30, 2012	Interest Income
				Average Recorded Investment	Recognized	Average Recorded Investment	Recognized
September 30, 2012 With no related allowance recorded:							
Commercial Real Estate	\$295	\$295	\$-	\$ 297	\$ 6	\$ 789	\$ 15
Agricultural Real Estate	2,558	2,551	-	2,036	-	1,402	-
Residential 1st Mortgages	494	521	-	438	-	512	-
Home Equity Lines & Loans	785	862	-	743	6	717	17
Agricultural	2,106	2,111	-	1,197	5	594	15
Commercial	111	111	-	115	2	169	4
	\$6,349	\$6,451	\$-	\$ 4,826	\$ 19	\$ 4,183	\$ 51
With an allowance recorded:							
Commercial Real Estate	\$-	\$-	\$-	\$ -	\$ -	\$ 503	\$ -
Residential 1st Mortgages	-	-	-	54	-	72	-
Home Equity Lines & Loans	269	314	248	174	1	152	3
Agricultural	547	1,551	548	567	-	749	-
Commercial	146	146	146	196	2	157	2
Consumer & Other	20	22	20	21	-	22	-
	\$982	\$2,033	\$962	\$ 1,012	\$ 3	\$ 1,655	\$ 5
Total	\$7,331	\$8,484	\$962	\$ 5,838	\$ 22	\$ 5,838	\$ 56
December 31, 2011 With no related allowance recorded:							
Commercial Real Estate	\$1,555	\$1,547	\$-	\$ 729	\$ -		
Agricultural Real Estate	955	974	-	1,341	-		

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Residential 1st Mortgages	1,219	1,272	-	936	13
Home Equity Lines & Loans	469	484	-	290	2
Agricultural	262	372	-	149	9
Commercial	188	264	-	195	1
Consumer & Other	-	-	-	5	-
	\$4,648	\$4,913	\$-	\$ 3,645	\$ 25
With an allowance recorded:					
Commercial Real Estate	\$3,017	\$3,015	\$686	\$ 2,281	\$ 89
Agricultural Real Estate	-	-	-	529	-
Home Equity Lines & Loans	113	119	80	117	2
Agricultural	1,076	1,791	793	1,818	25
Commercial	104	107	54	120	-
Consumer & Other	24	24	23	31	-
	\$4,334	\$5,056	\$1,636	\$ 4,896	\$ 116
Total	\$8,982	\$9,969	\$1,636	\$ 8,541	\$ 141

September 30, 2011	Recorded Investment	Unpaid Principal Balance	Related Allowance	Three Months Ended Sept. 30, 2011	Interest	Nine Months Ended Sept. 30, 2011	Interest
				Average Recorded Investment	Income Recognized	Average Recorded Investment	Income Recognized
With no related allowance recorded:							
Commercial Real Estate	\$816	\$811	\$-	\$ 530	\$ -	\$ 453	\$ -
Agricultural Real Estate	935	974	-	1,717	-	1,470	-
Residential 1st Mortgages	1,278	1,469	-	861	1	842	3
Home Equity Lines & Loans	190	191	-	218	-	230	1
Agricultural	140	140	-	143	3	111	6
Commercial	186	182	-	188	-	197	-
Consumer & Other	-	-	-	-	-	7	-
	\$3,545	\$3,767	\$-	\$ 3,657	\$ 4	\$ 3,310	\$ 10
With an allowance recorded:							
	\$3,033	\$3,030	\$702	\$ 3,041	\$ 44	\$ 2,035	\$ 46

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Commercial							
Real Estate							
Agricultural							
Real Estate	463	823	46	645	-	705	-
Home Equity							
Lines & Loans	73	82	40	74	1	118	2
Agricultural	1,533	1,548	827	2,732	2	2,065	25
Commercial	168	206	103	155	-	125	-
Consumer &							
Other	24	24	24	31	-	33	-
	\$5,294	\$5,713	\$1,742	\$ 6,678	\$ 47	\$ 5,081	\$ 73
Total	\$8,839	\$9,480	\$1,742	\$ 10,335	\$ 51	\$ 8,391	\$ 83

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Total recorded investment shown in the prior table will not equal the total ending balance of loans individually evaluated for impairment on the allocation of allowance table. This is because the calculation of recorded investment for purposes of this table takes into account charge-offs, net deferred loans fees & costs, unamortized premium or discount, and accrued interest.

At September 30, 2012, the Company allocated \$187,000 of specific reserves to \$2.1 million of troubled debt restructured loans, of which \$1.6 million were performing. The Company had no commitments at September 30, 2012 to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

During the three and nine month periods ending September 30, 2012, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

Modifications involving a reduction of the stated interest rate of the loan were for periods of 5 years. Modifications involving an extension of the maturity date were for periods ranging from 6 months to 15 years.

The following table presents loans by class modified as troubled debt restructured loans for the three and nine month periods ended September 30, 2012 (in thousands):

	Three Months Ended September 30, 2012			Nine Months Ended September 30, 2012		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings						
Commercial Real Estate	-	\$ -	\$ -	1	\$ 116	\$ 116
Residential 1st Mortgages	1	185	173	5	331	312
Home Equity Lines & Loans	1	46	43	4	414	369
Agricultural	2	175	175	3	355	355
Commercial	-	-	-	3	273	273
Total	4	\$ 406	\$ 391	16	\$ 1,489	\$ 1,425

The TDRs described above increased the allowance for loan losses by \$0 and \$19,000 and resulted in charge-offs of \$15,000 and \$64,000 for the three and nine months ended September 30, 2012.

During the three and nine months ended September 30, 2012, there were no payment defaults on loans modified as troubled debt restructurings within twelve months following the modification. The Company considers a loan to be in payment default once it is greater than 90 days contractually past due under the modified terms.

At December 31, 2011, the Company allocated \$759,000 of specific reserves to \$4.9 million of troubled debt restructured loans, of which \$4.7 million were performing. The Company had no commitments at December 31, 2011 to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

During the period ending December 31, 2011, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.





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Modifications involving a reduction of the stated interest rate of the loan were for periods ranging from 2 years to 8 years. Modifications involving an extension of the maturity date were for periods ranging from 3 years to 10 years.

The following table presents loans by class modified as troubled debt restructured loans for period ended December 31, 2011 (in thousands):

	Number of Loans	December 31, 2011	
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Commercial Real Estate	3	\$ 3,224	\$ 3,224
Residential 1st Mortgages	5	995	940
Home Equity Lines & Loans	7	381	362
Agricultural	1	140	140
Commercial	2	82	82
Consumer & Other	1	24	24
Total	19	\$ 4,846	\$ 4,772

Prior to classifying these loans as TDRs, general loss reserves of \$680,000 were allocated to them under the Company's loan loss allowance methodology. At the time they were classified as TDRs, charge-offs of \$74,000 were recorded. Based upon individual evaluation of the loans, specific loss reserves of \$759,000 were required at December 31, 2011.

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the twelve months ended December 31, 2011 (in thousands):

Troubled Debt Restructurings That Subsequently Defaulted	Number of Loans	December 31, 2011
		Recorded Investment
Commercial Real Estate	-	\$ -
Agricultural Real Estate	-	-
Real Estate Construction	-	-
Residential 1st Mortgages	-	-
Home Equity Lines & Loans	1	12
Agricultural	-	-
Commercial	-	-
Consumer & Other	-	-
Total	1	\$ 12

The troubled debt restructurings that subsequently defaulted did not increase the allowance for loan losses but did result in charge offs of \$12,000 during the twelve month period ending December 31, 2011.

The Company allocated \$904,000 of specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of September 30, 2011. The Company had no commitments at September 30, 2011 to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

During the period ending September 30, 2011, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

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Modifications involving a reduction of the stated interest rate of the loan were for periods ranging from 2 years to 8 years. Modifications involving an extension of the maturity date were for periods ranging from 3 years to 10 years.

The following table presents loans by class modified as troubled debt restructured loans for the three and nine months ended September 30, 2011 (in thousands):

Troubled Debt Restructurings	Three Months Ended September 30, 2011			Nine Months Ended September 30, 2011		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial Real Estate	-	\$ -	\$ -	2	\$ 3,032	\$ 3,032
Agricultural Real Estate	-	-	-	-	-	-
Real Estate Construction	-	-	-	-	-	-
Residential 1st Mortgages	4	897	847	4	897	847
Home Equity Lines & Loans	-	-	-	2	55	51
Agricultural	-	-	-	1	140	140
Commercial	-	-	-	2	82	82
Consumer & Other	-	-	-	1	24	24
<b>Total</b>	<b>4</b>	<b>\$ 897</b>	<b>\$ 847</b>	<b>12</b>	<b>\$ 4,230</b>	<b>\$ 4,176</b>

The troubled debt restructurings described above increased the allowance for loan losses by \$0 and \$126,000 and resulted in charge-offs of \$50,000 and \$54,000 during the three and nine month periods ending September 30, 2011.

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the three and nine months ended September 30, 2011 (in thousands):

Troubled Debt Restructurings That Subsequently Defaulted	Three Months Ended September 30, 2011		Nine Months Ended September 30, 2011	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Commercial Real Estate	-	\$ -	-	\$ -
Agricultural Real Estate	-	-	-	-
Real Estate Construction	-	-	-	-
Residential 1st Mortgages	-	-	-	-
Home Equity Lines & Loans	-	-	1	12
Agricultural	-	-	-	-
Commercial	-	-	-	-
Consumer & Other	-	-	-	-
<b>Total</b>	<b>-</b>	<b>\$ -</b>	<b>1</b>	<b>\$ 12</b>

The troubled debt restructurings that subsequently defaulted did not increase the allowance for loan losses but did result in charge offs of \$0 and \$12,000 during the three and nine month periods ending September 30, 2011.

## 4. Fair Value Measurements

The Company follows the “Fair Value Measurement and Disclosures” topic of the FASB ASC, which establishes a framework for measuring fair value in U.S. GAAP and expands disclosures about fair value measurements. This standard applies whenever other standards require, or permit, assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, this standard establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy is as follows:

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Level 1 inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.

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 and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

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.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

Securities classified as available-for-sale are reported at fair value on a recurring basis utilizing Level 1, 2 and 3 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. 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 bond's terms and conditions, among other things.

The Company does not record all loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Once a loan is identified as individually impaired, management measures impairment in accordance with the "Receivable" topic of the FASB ASC. The fair value of impaired loans is estimated using one of several methods, including collateral value when the loan is collateral dependent, market value of similar debt, enterprise value, and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value which uses observable data, the Company records the impaired loan as nonrecurring Level 2. Otherwise, the Company records the impaired loan as nonrecurring Level 3.

Other Real Estate ("ORE") is reported at fair value on a non-recurring basis. When the fair value of the ORE is based on an observable market price or a current appraised value which uses observable data, the Company records the ORE as nonrecurring Level 2. Otherwise, the Company records the ORE as nonrecurring Level 3. Other real estate is reported in Interest Receivable and Other Assets on the Company's Consolidated Balance Sheets.

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The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value for the periods indicated.

(in thousands)	Fair Value Total	Fair Value Measurements At September 30, 2012, Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities:				
Government Agency & Government-Sponsored Entities	\$46,971	\$10,627	\$36,344	\$ -
Obligations of States and Political Subdivisions	5,704	-	-	5,704
Mortgage Backed Securities	389,812	-	389,812	-
Corporate Bonds	14,864	-	14,864	-
Other	5,826	5,516	310	-
Total Assets Measured at Fair Value On a Recurring Basis	\$463,177	\$16,143	\$441,330	\$ 5,704

(in thousands)	Fair Value Total	Fair Value Measurements At December 31, 2011, Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities:				
Government Agency & Government-Sponsored Entities	\$82,595	\$21,109	\$61,486	\$ -
Obligations of States and Political Subdivisions	5,782	-	-	5,782
Mortgage Backed Securities	391,033	-	391,033	-
Other	410	-	410	-
Total Assets Measured at Fair Value On a Recurring Basis	\$479,820	\$21,109	\$452,929	\$ 5,782

(in thousands)	Fair Value Total	Fair Value Measurements At September 30, 2011, Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities:				
Government Agency & Government-Sponsored Entities	\$82,595	\$21,109	\$61,486	\$ -
Obligations of States and Political Subdivisions	5,782	-	-	5,782
Mortgage Backed Securities	391,033	-	391,033	-
Other	410	-	410	-
Total Assets Measured at Fair Value On a Recurring Basis	\$479,820	\$21,109	\$452,929	\$ 5,782

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Available-for-Sale Securities:

Government Agency & Government-Sponsored Entities	\$ 162,750	\$-	\$ 162,750	\$ -
Obligations of States and Political Subdivisions	5,813	-	5,813	-
Mortgage Backed Securities	251,886	-	251,886	-
Other	360	-	360	-
Total Assets Measured at Fair Value On a Recurring Basis	\$ 420,809	\$-	\$ 420,809	\$ -



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Fair values for Level 2 available-for-sale investment securities are based on quoted market prices for similar securities. During the three and nine month periods ended September 30, 2012 and 2011, there were no transfers in or out of level 1, 2, or 3.

The following table presents changes in level 3 assets measured at fair value on a recurring basis.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Balance at Beginning of Period	\$5,724	\$-	\$5,782	\$-
Total Realized and Unrealized Gains/(Losses) Included in Income	-	-	-	-
Total Unrealized Gains/(Losses) Included in Other Comprehensive Income	-	-	-	-
Purchase of Securities	-	-	-	-
Sales, Maturities, and Calls of Securities	(20 )	-	(78 )	-
Net Transfers In/(Out) of Level 3	-	-	-	-
Balance at End of Period	\$5,704	\$-	\$5,704	\$-

Available for sale investments securities categorized as Level 3 assets primarily consist of obligations of states and political subdivisions. These bonds were issued by local housing authorities and have no active market. These bonds are carried at historical cost, which approximates fair value, unless economic conditions for the municipality changes to a degree requiring a valuation adjustment.

The following tables present information about the Company's other real estate and impaired loans, classes of assets or liabilities that the Company carries at fair value on a non-recurring basis, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value for the periods indicated. Not all impaired loans are carried at fair value. Impaired loans are only included in the following tables when their fair value is based upon a current appraisal of the collateral, and if that appraisal results in a partial charge-off or the establishment of a specific reserve.

(in thousands)	Fair Value Total	Fair Value Measurements At Sept 30, 2012, Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired Loans				
Residential 1st Mortgage	\$200	\$-	\$-	\$ 200
Home Equity Lines and Loans	466	-	-	466
Total Impaired Loans	666	-	-	666
Other Real Estate				
Real Estate Construction	2,553	-	-	2,553
Total Other Real Estate	2,553	-	-	2,553
	\$3,219	\$-	\$-	\$ 3,219

Total Assets Measured at Fair Value On a Non-Recurring Basis

The fair value of impaired loans with a specific reserve or a partial charge-off was \$666,000, net of an allowance for loan losses of \$962,000.

The fair value of ORE was \$2.6 million, net of a \$4.1 million valuation allowance. ORE has been adjusted to estimated fair value, less estimated selling costs. At the time of foreclosure, foreclosed assets are recorded at the lower of the carrying amount of the loan or the estimated fair value less estimated selling costs. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, management periodically obtains updated valuations of the foreclosed assets and, if additional impairments have occurred, the impairment is recorded in non-interest expense on the Consolidated Statements of Income.

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(in thousands)	Fair Value Measurements At December 31, 2011, Using			
	Fair Value Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired Loans				
Commercial Real Estate	\$2,328	\$-	\$-	\$ 2,328
Residential 1st Mortgage	89	-	-	89
Home Equity Lines and Loans	166	-	-	166
Agricultural	409	-	-	409
Commercial	50	-	-	50
Total Impaired Loans	3,042	-	-	3,042
Other Real Estate				-
Real Estate Construction	2,553	-	-	2,553
Residential 1st Mortgage	371	-	-	371
Total Other Real Estate	2,924	-	-	2,924
Total Assets Measured at Fair Value On a Non-Recurring Basis	\$5,966	\$-	\$-	\$ 5,966

The fair value of impaired loans with a specific reserve or a partial charge-off was \$3.0 million, net of an allowance for loan losses of \$1.6 million. The fair value of ORE was \$2.9 million, net of a \$4.1 million valuation allowance.

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(in thousands)	Fair Value Total	Fair Value Measurements At Sept 30, 2011, Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired Loans				
Commercial Real Estate	\$2,329	\$-	\$2,329	\$ -
Agricultural Real Estate	1,367	-	1,367	-
Residential 1st Mortgage	926	-	926	-
Home Equity Lines and Loans	33	-	33	-
Agricultural	704	-	-	704
Commercial	64	-	-	64
Total Impaired Loans	5,423	-	4,655	768
Other Real Estate				-
Commercial Real Estate	137	-	137	-
Real Estate Construction	3,045	-	3,045	-
Residential 1st Mortgage	331	-	331	-
Total Other Real Estate	3,513	-	3,513	-
Total Assets Measured at Fair Value On a Non-Recurring Basis	\$8,936	\$-	\$8,168	\$ 768

The fair value of impaired loans with a specific reserve or a partial charge-off was \$5.4 million, net of an allowance for loan losses of \$1.7 million. The fair value of ORE was \$3.5 million, net of a valuation allowance of \$3.6 million.

#### 5. Fair Value of Financial Instruments

U.S. GAAP require disclosure of fair value information about financial instruments, whether or not recognized on the balance sheet, for which it is practical to estimate that value. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. The use of assumptions and various valuation techniques, as well as the absence of secondary markets for certain financial instruments, will likely reduce the comparability of fair value disclosures between financial institutions. In some cases, book value is a reasonable estimate of fair value due to the relatively short period of time between origination of the instrument and its expected realization.

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The following tables summarize the book value and estimated fair value of financial instruments for the periods indicated:

September 30, 2012 (in thousands)	Carrying Amount	Fair Value of Financial Instruments Using			Total Estimated Fair Value
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets:</b>					
Cash and Cash Equivalents	\$33,464	\$33,464	\$-	\$-	\$33,464
<b>Investment Securities Available-for-Sale:</b>					
Government Agency & Government-Sponsored Entities	46,971	10,627	36,344	-	46,971
Obligations of States and Political Subdivisions	5,704	-	-	5,704	5,704
Mortgage Backed Securities	389,812	-	389,812	-	389,812
Corporate Bonds	14,864	-	14,864	-	14,864
Other	5,826	5,516	310	-	5,826
<b>Total Investment Securities Available-for-Sale</b>	<b>463,177</b>	<b>16,143</b>	<b>441,330</b>	<b>5,704</b>	<b>463,177</b>
<b>Investment Securities Held-to-Maturity:</b>					
Obligations of States and Political Subdivisions	66,098	-	60,983	7,738	68,721
Mortgage Backed Securities	640	-	660	-	660
Other	2,222	-	2,222	-	2,222
<b>Total Investment Securities Held-to-Maturity</b>	<b>68,960</b>	<b>-</b>	<b>63,865</b>	<b>7,738</b>	<b>71,603</b>
FHLB Stock	7,368	N/A	N/A	N/A	N/A
<b>Loans, Net of Deferred Loan Fees &amp; Allowance:</b>					
Commercial Real Estate	331,331	-	-	340,570	340,570
Agricultural Real Estate	290,202	-	-	298,168	298,168
Real Estate Construction	30,840	-	-	31,236	31,236
Residential 1st Mortgages	135,922	-	-	141,334	141,334
Home Equity Lines and Loans	40,475	-	-	43,243	43,243
Agricultural	184,794	-	-	184,647	184,647
Commercial	158,117	-	-	157,440	157,440
Consumer & Other	5,370	-	-	5,454	5,454
Unallocated Allowance	(628 )	-	-	(628 )	(628 )
<b>Total Loans, Net of Deferred Loan Fees &amp; Allowance</b>	<b>1,176,423</b>	<b>-</b>	<b>-</b>	<b>1,201,464</b>	<b>1,201,464</b>
Accrued Interest Receivable	8,037	-	-	8,037	8,037

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<b>Liabilities:</b>					
<b>Deposits:</b>					
Demand	369,635	369,635	-	-	369,635
Interest Bearing Transaction	238,223	238,223	-	-	238,223
Savings and Money Market	540,690	540,690	-	-	540,690
Time	482,957	-	483,950	-	483,950
<b>Total Deposits</b>	<b>1,631,505</b>	<b>1,148,548</b>	<b>483,950</b>	<b>-</b>	<b>1,632,498</b>
FHLB Advances	482	-	547	-	547
Subordinated Debentures	10,310	-	5,478	-	5,478
Accrued Interest Payable	526	-	526	-	526

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December 31, 2011 (in thousands)	Carrying Amount	Estimated Fair Value
Assets:		
Cash and Cash Equivalents	\$101,660	\$101,660
Investment Securities Available-for-Sale	479,820	479,820
Investment Securities Held-to-Maturity	63,092	65,874
FHLB Stock	7,035	N/A
Loans, Net of Deferred Loan Fees & Allowance	1,130,061	1,162,261
Accrued Interest Receivable	6,368	6,368
Liabilities:		
Deposits:		
Demand	389,639	389,639
Interest-Bearing	1,236,558	1,237,849
FHLB Advances & Securities Sold Under Agreement to Repurchase	60,530	63,000
Subordinated Debentures	10,310	5,953
Accrued Interest Payable	911	911
September 30, 2011 (in thousands)	Carrying Amount	Estimated Fair Value
Assets:		
Cash and Cash Equivalents	\$112,611	\$112,611
Investment Securities Available-for-Sale	420,809	420,809
Investment Securities Held-to-Maturity	63,803	66,302
FHLB Stock	7,035	N/A
Loans, Net of Deferred Loan Fees & Allowance	1,144,542	1,183,033
Accrued Interest Receivable	7,454	7,454
Liabilities:		
Deposits:		
Demand	359,649	359,649
Interest-Bearing	1,229,639	1,231,089
FHLB Advances & Securities Sold Under Agreement to Repurchase	60,546	63,626
Subordinated Debentures	10,310	5,751
Accrued Interest Payable	907	907

Fair value estimates presented herein are based on pertinent information available to management as of September 30, 2012, December 31, 2011, and September 30, 2011. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purpose of these financial statements since that date, and; therefore, current estimates of fair value may differ significantly from the amounts presented above. The methods and assumptions used to estimate the fair value of each class of financial instrument listed in the table above are explained below.

**Cash and Cash Equivalents** - The carrying amounts reported in the balance sheet for cash and due from banks, interest bearing deposits with banks, federal funds sold, and securities purchased under agreements to resell are a reasonable estimate of fair value. All cash and cash equivalents are classified as Level 1.

**Investment Securities** - Fair values for investment securities 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 bond's terms and conditions, among other things. Based on the

available market information the classification level could be 1, 2, or 3.

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Federal Home Loan Bank Stock - It is not practical to determine the fair value of FHLB stock due to restrictions placed on its transferability.

Loans, Net of Deferred Loan Fees & Allowance - Fair values of loans are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Deposit Liabilities - The fair values disclosed for demand deposits (e.g., interest and non-interest checking, passbook savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in a Level 1 classification. Fair values for fixed-maturity certificates of deposit are estimated using a discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

FHLB Advances & Securities Sold Under Agreement to Repurchase - The fair value of federal funds purchased and other short-term borrowings is approximated by the book value resulting in a Level 2 classification. The fair value for Federal Home Loan Bank advances is determined using discounted future cash flows resulting in a Level 2 classification.

Subordinated Debentures - The fair values of the Company's Subordinated Debentures are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

Accrued Interest Receivable and Payable - The carrying amount of accrued interest receivable and payable approximates their fair value resulting in a Level 2 classification.

## 6. Dividends and Basic Earnings Per Common Share

Farmers & Merchants Bancorp common stock is not traded on any exchange. The shares are primarily held by local residents and are not actively traded. On May 21, 2012, the Board of Directors of Farmers & Merchants Bancorp announced a mid-year cash dividend of \$5.90 per share, a 4.4% increase over the \$5.65 per share paid on June 30, 2011. The cash dividend was paid on July 2, 2012, to shareholders of record on June 20, 2012.

Basic earnings per common share amounts are computed by dividing net income by the weighted average number of common shares outstanding for the period. The following table calculates the basic earnings per common share for the three and nine months ended September 30, 2012 and 2011.

(net income in thousands)	Three Months		Nine Months	
	Ended September 30, 2012	2011	Ended September 30, 2012	2011
Net Income	\$6,332	\$6,267	\$17,684	\$16,548
Average Number of Common Shares Outstanding	778,487	779,424	779,906	779,424
Basic Earnings Per Common Share	\$8.13	\$8.04	\$22.70	\$21.23

## Item 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

The following is management's discussion and analysis of the major factors that influenced our financial performance for the three and nine months ended September 30, 2012. This analysis should be read in conjunction with our 2011 Annual Report to Shareholders on Form 10-K, and with the unaudited financial statements and notes as set forth in this report.

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### Forward-Looking Statements

This Form 10-Q contains various forward-looking statements, usually containing the words “estimate,” “project,” “expect,” “objective,” “goal,” or similar expressions and includes assumptions concerning Farmers & Merchants Bancorp’s (together with its subsidiaries, the “Company” or “we”) operations, future results, and prospects. These forward-looking statements are based upon current expectations and are subject to risks and uncertainties. In connection with the “safe-harbor” provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary statement identifying important factors which could cause the actual results of events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions.

Such factors include the following: (1) the current economic downturn and turmoil in financial markets and the response of federal and state regulators thereto; (2) the effect of changing regional and national economic conditions including the housing market in the Central Valley of California; (3) significant changes in interest rates and prepayment speeds; (4) credit risks of lending and investment activities; (5) changes in federal and state banking laws or regulations; (6) competitive pressure in the banking industry; (7) changes in governmental fiscal or monetary policies; (8) uncertainty regarding the economic outlook resulting from the continuing war on terrorism, as well as actions taken or to be taken by the U.S. or other governments as a result of further acts or threats of terrorism; and (9) other factors discussed in Item 1A. Risk Factors located in the Company’s 2011 Annual Report on Form 10-K.

Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date hereof. The Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances arising after the date on which they are made.

### Introduction

Farmers & Merchants Bancorp, or the Company, is a bank holding company formed March 10, 1999. Its subsidiary, Farmers & Merchants Bank of Central California, or the Bank, is a California state-chartered bank formed in 1916. The Bank serves the northern Central Valley of California through twenty-two banking offices and two stand-alone ATM’s. The service area includes Sacramento, San Joaquin, Stanislaus and Merced Counties with branches in Sacramento, Elk Grove, Galt, Lodi, Stockton, Linden, Modesto, Turlock, Hilmar, and Merced. Substantially all of the Company’s business activities are conducted within its market area.

As a bank holding company, the Company is subject to regulation and examination by the Board of Governors of the Federal Reserve System (“FRB”). As a California, state-chartered, non-fed member bank, the Bank is subject to regulation and examination by the California Department of Financial Institutions (“DFI”) and the Federal Deposit Insurance Corporation (“FDIC”).

### Overview

The Company’s primary service area encompasses the mid Central Valley of California, a region that can be significantly impacted by the seasonal needs of the agricultural industry. Accordingly, discussion of the Company’s Financial Condition and Results of Operations is influenced by the seasonal banking needs of its agricultural customers (e.g., during the spring and summer customers draw down their deposit balances and increase loan borrowing to fund the purchase of equipment and planting of crops. Correspondingly, deposit balances are replenished and loans repaid in fall and winter as crops are harvested and sold).

For the three and nine months ended September 30, 2012, Farmers & Merchants Bancorp reported net income of \$6,332,000 and \$17,684,000, basic earnings per common share of \$8.13 and \$22.70 and return on average assets of 1.32% and 1.23%, respectively. Return on average shareholders’ equity was 12.51% and 11.87% for the three and nine

months ended September 30, 2012.

For the three and nine months ended September 30, 2011, Farmers & Merchants Bancorp reported net income of \$6,267,000 and \$16,548,000, basic earnings per common share of \$8.04 and \$21.23 and return on average assets of 1.35% and 1.20%, respectively. Return on average shareholders' equity was 13.62% and 12.24% for the three and nine months ended September 30, 2011.

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The primary reasons for the Company's improved earnings performance in the first nine months of 2012 as compared to the same period last year were: (1) a \$4.3 million decrease in the loan loss provision; (2) a \$1.1 million decrease in ORE holding costs; and (3) a \$498,000 decrease in FDIC insurance costs. These positive impacts were partially offset by: (1) a \$769,000 decrease in net interest income; (2) a \$1.6 million increase in salaries and employee benefits; and (3) a \$1.8 million increase in other non-interest expense, primarily comprised of a \$1.7 million termination fee upon early payoff of the Company's securities sold under agreement to repurchase.

The following is a summary of the financial results for the nine-month period ended September 30, 2012 compared to September 30, 2011.

- Net income increased —6.9% to \$17.7 million from \$16.5 million.
- Basic earnings per common share increased 6.9% to \$22.70 from \$21.23.
- Total assets increased 0.2% to \$1.9 billion.
- Total loans increased 2.8% to \$1.2 billion.
- Total deposits increased 2.7% to \$1.6 billion.

## Results of Operations

This section discusses material changes in the Company's income statement for the three and nine month periods ended September 30, 2012 as compared to the three and nine month periods ended September 30, 2011.

### Net Interest Income / Net Interest Margin

The tables on the following pages reflect the Company's average balance sheets and volume and rate analysis for the three and nine-month periods ended September 30, 2012 and 2011.

The average yields on earning assets and average rates paid on interest-bearing liabilities have been computed on an annualized basis for purposes of comparability with full year data. Average balance amounts for assets and liabilities are the computed average of daily balances.

Net interest income is the amount by which the interest and fees on loans and other interest earning assets exceed the interest paid on interest bearing sources of funds. For the purpose of analysis, the interest earned on tax-exempt investments and municipal loans is adjusted to an amount comparable to interest subject to normal income taxes. This adjustment is referred to as "taxable equivalent" and is noted wherever applicable.

The Volume and Rate Analysis of Net Interest Revenue summarizes the changes in interest income and interest expense based on changes in average asset and liability balances (volume) and changes in average rates (rate). For each category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes attributable to: (1) changes in volume (change in volume multiplied by initial rate); (2) changes in rate (change in rate multiplied by initial volume); and (3) changes in rate/volume (allocated in proportion to the respective volume and rate components).

The Company's earning assets and rate sensitive liabilities are subject to repricing at different times, which exposes the Company to income fluctuations when interest rates change. In order to minimize income fluctuations, the Company attempts to match asset and liability maturities. However, some maturity mismatch is inherent in the asset and liability mix. See "Item 3. Quantitative and Qualitative Disclosures about Market Risk – Interest Rate Risk."



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Farmers & Merchants Bancorp  
 Quarterly Average Balances and Interest Rates  
 (Interest and Rates on a Taxable Equivalent Basis)  
 (in thousands)

Assets	Three Months Ended Sept 30, 2012				Three Months Ended Sept 30, 2011			
	Balance	Interest	Rate		Balance	Interest	Rate	
Interest Bearing Deposits with Banks	\$ 11,488	\$ 8	0.28	%	\$44,158	\$28	0.25	%
Investment Securities:								
U.S. Agencies	54,059	139	1.03	%	201,893	562	1.11	%
Municipals - Non-Taxable	72,235	1,025	5.67	%	65,665	971	5.91	%
Mortgage Backed Securities	398,865	2,114	2.12	%	210,157	1,677	3.19	%
Other	19,702	62	1.26	%	7,414	8	0.43	%
Total Investment Securities	544,861	3,340	2.45	%	485,129	3,218	2.65	%
Loans:								
Real Estate	777,438	11,148	5.70	%	724,776	11,610	6.36	%
Home Equity Lines & Loans	45,050	643	5.68	%	53,538	780	5.78	%
Agricultural	203,403	2,450	4.79	%	224,454	3,078	5.44	%
Commercial	167,377	2,168	5.15	%	175,116	2,374	5.38	%
Consumer	5,519	93	6.70	%	7,137	104	5.78	%
Other	236	3	5.06	%	242	3	4.92	%
Total Loans	1,199,023	16,505	5.48	%	1,185,263	17,949	6.01	%
Total Earning Assets	1,755,372	\$19,853	4.50	%	1,714,550	\$21,195	4.90	%
Unrealized Loss on Securities								
Available-for-Sale	14,104				7,572			
Allowance for Loan Losses	(33,356 )				(32,971 )			
Cash and Due From Banks	33,752				30,724			
All Other Assets	142,385				134,459			
Total Assets	\$ 1,912,257				\$1,854,334			
Liabilities & Shareholders' Equity								
Interest Bearing Deposits:								
Interest Bearing Transaction	\$ 227,410	\$35	0.06	%	\$199,767	\$57	0.11	%
Savings and Money Market	559,007	342	0.24	%	491,899	411	0.33	%
Time	496,859	558	0.45	%	534,048	869	0.65	%
Total Interest Bearing Deposits	1,283,276	935	0.29	%	1,225,714	1,337	0.43	%
Securities Sold Under Agreement to Repurchase	0	0	0.00	%	60,000	541	3.58	%
Federal Home Loan Bank Advances	6,228	11	0.70	%	555	8	5.72	%
Subordinated Debentures	10,310	87	3.36	%	10,310	82	3.16	%
Total Interest Bearing Liabilities	1,299,814	\$1,033	0.32	%	1,296,579	\$1,968	0.60	%
Interest Rate Spread			4.18	%			4.30	%

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Demand Deposits (Non-Interest Bearing)	374,391				339,927			
All Other Liabilities	35,617				33,790			
Total Liabilities	1,709,822				1,670,296			
Shareholders' Equity	202,435				184,038			
Total Liabilities & Shareholders' Equity	\$ 1,912,257				\$ 1,854,334			
Impact of Non-Interest Bearing Deposits and Other Liabilities			0.08	%			0.15	%
Net Interest Income and Margin on Total Earning Assets		18,820	4.27	%		19,227	4.45	%
Tax Equivalent Adjustment		(354 )				(334 )		
Net Interest Income		\$ 18,466	4.18	%		\$ 18,893	4.37	%

Notes: Yields on municipal securities have been calculated on a fully taxable equivalent basis. Loan interest income includes fee income and unearned discount in the amount of \$750,000 and \$813,000 for the quarters ended September 30, 2012 and 2011, respectively. Yields on securities available-for-sale are based on historical cost.



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Farmers & Merchants Bancorp  
Year-to-Date Average Balances and Interest Rates  
(Interest and Rates on a Taxable Equivalent Basis)  
(in thousands)

Assets	Nine Months Ended Sept. 30, 2012				Nine Months Ended Sept. 30, 2011			
	Balance	Interest	Rate		Balance	Interest	Rate	
Interest Bearing Deposits with Banks	\$ 40,161	\$76	0.25	%	\$35,869	\$67	0.25	%
Investment Securities:								
U.S. Agencies	64,608	505	1.04	%	228,677	1,954	1.14	%
Municipals - Non-Taxable	70,024	2,995	5.70	%	66,324	2,935	5.90	%
Mortgage Backed Securities	411,721	7,353	2.38	%	198,646	5,011	3.36	%
Other	11,853	100	1.12	%	7,140	24	0.45	%
Total Investment Securities	558,206	10,953	2.62	%	500,787	9,924	2.64	%
Loans:								
Real Estate	752,832	32,946	5.85	%	719,701	33,929	6.30	%
Home Equity Lines & Loans	47,537	2,041	5.74	%	55,992	2,433	5.81	%
Agricultural	201,832	7,678	5.08	%	217,753	9,151	5.62	%
Commercial	162,933	6,301	5.17	%	172,795	7,067	5.47	%
Consumer	6,068	307	6.76	%	7,509	356	6.34	%
Other	237	10	5.64	%	244	10	5.48	%
Total Loans	1,171,439	49,283	5.62	%	1,173,994	52,946	6.03	%
Total Earning Assets	1,769,806	\$60,312	4.55	%	1,710,650	\$62,937	4.92	%
Unrealized Gain (Loss) on Securities Available-for-Sale	11,502				4,346			
Allowance for Loan Losses	(33,098 )				(32,556 )			
Cash and Due From Banks	33,356				30,103			
All Other Assets	139,926				134,777			
Total Assets	\$ 1,921,492				\$1,847,320			
Liabilities & Shareholders' Equity								
Interest Bearing Deposits:								
Interest Bearing Transaction	\$ 227,925	\$131	0.08	%	\$203,998	\$195	0.13	%
Savings and Money Market	535,784	997	0.25	%	484,894	1,200	0.33	%
Time	506,067	1,839	0.49	%	551,216	2,884	0.70	%
Total Interest Bearing Deposits	1,269,776	2,967	0.31	%	1,240,108	4,279	0.46	%
Securities Sold Under Agreement to Repurchase	37,664	1,018	3.61	%	60,000	1,606	3.58	%
Federal Home Loan Bank Advances	4,522	29	0.86	%	2,246	26	1.55	%
Subordinated Debentures	10,310	262	3.39	%	10,310	245	3.18	%
Total Interest Bearing Liabilities	1,322,272	\$4,276	0.43	%	1,312,664	\$6,156	0.63	%
Interest Rate Spread			4.12	%			4.29	%

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Demand Deposits (Non-Interest Bearing)	366,228				322,785			
All Other Liabilities	34,399				31,646			
Total Liabilities	1,722,899				1,667,095			
Shareholders' Equity	198,593				180,225			
Total Liabilities & Shareholders' Equity	\$ 1,921,492				\$ 1,847,320			
Impact of Non-Interest Bearing Deposits and Other Liabilities			0.11	%			0.15	%
Net Interest Income and Margin on Total Earning Assets	56,036		4.23	%	56,781		4.44	%
Tax Equivalent Adjustment	(1,034 )				(1,010 )			
Net Interest Income	\$55,002		4.15	%	\$55,771		4.36	%

Notes: Yields on municipal securities have been calculated on a fully taxable equivalent basis. Loan interest income includes fee income and unearned discount in the amount of \$2,020,000 and \$1,506,000 for the nine months ended September 30, 2012 and 2011, respectively. Yields on securities available-for-sale are based on historical cost.

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## Farmers &amp; Merchants Bancorp

## Volume and Rate Analysis of Net Interest Revenue

(Rates on a Taxable Equivalent Basis)

(in thousands)

	Three Months Ended			Nine Months Ended		
	Sept. 30, 2012	compared to Sept. 30, 2011	Net Chg.	Sept. 30, 2012	compared to Sept. 30, 2011	Net Chg.
Interest Earning Assets	Volume	Rate	Net Chg.	Volume	Rate	Net Chg.
Interest Bearing Deposits with Banks	\$ (23 )	\$ 3	\$ (20 )	\$ 8	\$ 1	\$ 9
Investment Securities:						
U.S. Agencies	(383 )	(40 )	(423 )	(1,295 )	(154 )	(1,449 )
Municipals - Non-Taxable	94	(40 )	54	160	(100 )	60
Mortgage Backed Securities	1,136	(699 )	437	4,141	(1,799 )	2,342
Other	11	43	54	23	53	76
Total Investment Securities	858	(736 )	122	3,029	(2,000 )	1,029
Loans:						
Real Estate	787	(1,249 )	(462 )	1,535	(2,518 )	(983 )
Home Equity Lines & Loans	(123 )	(14 )	(137 )	(362 )	(30 )	(392 )
Agricultural	(277 )	(351 )	(628 )	(639 )	(834 )	(1,473 )
Commercial	(105 )	(101 )	(206 )	(389 )	(377 )	(766 )
Consumer	(25 )	14	(11 )	(72 )	23	(49 )
Total Loans	257	(1,701 )	(1,444 )	73	(3,736 )	(3,663 )
Total Earning Assets	1,092	(2,434 )	(1,342 )	3,110	(5,735 )	(2,625 )
Interest Bearing Liabilities						
Interest Bearing Deposits:						
Transaction	6	(28 )	(22 )	21	(85 )	(64 )
Savings and Money Market	50	(119 )	(69 )	117	(320 )	(203 )
Time	(58 )	(253 )	(311 )	(221 )	(824 )	(1,045 )
Total Interest Bearing Deposits	(2 )	(400 )	(402 )	(83 )	(1,229 )	(1,312 )
Securities Sold Under						
Agreement to Repurchase	(541 )	-	(541 )	(602 )	14	(588 )
Other Borrowed Funds	16	(13 )	3	19	(16 )	3
Subordinated Debentures	-	5	5	-	17	17
Total Interest Bearing Liabilities	(527 )	(408 )	(935 )	(666 )	(1,214 )	(1,880 )
Total Change	\$ 1,619	\$ (2,026 )	\$ (407 )	\$ 3,776	\$ (4,521 )	\$ (745 )

Notes: Rate/volume variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total "net change". The above figures have been rounded to the nearest whole number.

## 3rd Quarter 2012 vs. 3rd Quarter 2011

Net interest income for the third quarter of 2012 decreased 2.3% or \$427,000 to \$18.5 million compared to the third quarter of 2011. On a fully taxable equivalent basis, net interest income decreased 2.1% and totaled \$18.8 million for the third quarter of 2012. As more fully discussed below, the decrease in net interest income was primarily due to a decrease in the net interest margin, offset somewhat by growth in average earning assets.

Net interest income on a taxable equivalent basis, expressed as a percentage of average total earning assets, is referred to as the net interest margin. For the quarter ended September 30, 2012, the Company's net interest margin was 4.27% compared to 4.45% for the quarter ended September 30, 2011. This decrease in net interest margin was due primarily to: (1) a decline in the mix of loans as a percentage of average earning assets; combined with (2) a decline in loan and securities yields that exceeded a corresponding drop in funding costs.

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Average loans totaled \$1.2 billion for the quarter ended September 30, 2012; an increase of \$13.8 million compared to the average balance for the quarter ended September 30, 2011. Loans decreased from 69.1% of average earning assets at September 30, 2011 to 68.3% at September 30, 2012. Additionally, as a result of the sustained low rate environment since late 2008, the annualized yield on the Company's loan portfolio declined to 5.48% for the quarter ended September 30, 2012, compared to 6.01% for the quarter ended September 30, 2011. The decrease in yield resulted in interest revenue from loans decreasing 8.1% to \$16.5 million for quarter ended September 30, 2012. The Company has been experiencing aggressive competitor pricing for loans to which it may need to continue to respond in order to retain key customers. This could place even greater negative pressure on future loan yields and net interest margin.

The investment portfolio is the other main component of the Company's earning assets. Since the risk factor for investments is typically lower than that of loans, the yield earned on investments is generally less than that of loans. Average investment securities totaled \$544.9 million for the quarter ended September 30, 2012; an increase of \$59.7 million compared to the average balance for the quarter ended September 30, 2011. Tax equivalent interest income on securities increased \$122,000 to \$3.3 million for the quarter ended September 30, 2012, compared to \$3.2 million for the quarter ended September 30, 2011. The average investment portfolio yield, on a tax equivalent basis, was 2.45% for the quarter ended September 30, 2012, compared to 2.65% for the quarter ended September 30, 2011. This decrease in yield was caused by a significant decline in the yield on the Company's mortgage-backed securities portfolio due to: (1) a shift in mix from 30 year MBS to 10, 15 and 20 year MBS; (2) a decline in overall mortgage rates; and (3) increased prepayment speeds on MBS purchased at a premium requiring those premium to be amortized over a shorter period. This decline was partially offset by a shift in mix from short-term government agencies securities into mortgage-back securities. See "Financial Condition – Investment Securities" for a discussion of the Company's investment strategy in 2012. Net interest income on the Schedule of Year-to-Date Average Balances and Interest Rates is shown on a tax equivalent basis, which is higher than net interest income as reflected on the Consolidated Statement of Income because of adjustments that relate to income on securities that are exempt from federal income taxes.

Interest bearing deposits with banks and overnight investments in Federal Funds Sold are additional earning assets available to the Company. The FRB currently pays interest on the deposits that banks maintain in their FRB accounts, whereas historically banks had to sell Federal Funds to other banks in order to earn interest. Since balances at the FRB are effectively risk free, the Company elected to maintain its excess cash at the FRB during the third quarter of 2012. These balances earn interest at the Fed Funds rate which has been 0.25% since December, 2008. Average interest bearing deposits with banks for the quarter ended September 30, 2012, was \$11.5 million, a decrease of \$32.7 million compared to the average balance for the quarter ended September 30, 2011.

Average interest-bearing liabilities increased \$3.2 million or 0.3% during the third quarter of 2012. Of that increase: (1) interest-bearing transaction deposits increased \$27.6 million; (2) savings and money market deposits increased \$67.1 million; (3) time deposits decreased \$37.2 million; (4) securities sold under agreement to repurchase decreased \$60.0 million (see "Financial Condition - Securities Sold Under Agreement to Repurchase"); (5) Federal Home Loan Bank ("FHLB") Advances increased \$5.7 million (see "Financial Condition – Federal Home Loan Bank Advances and Federal Reserve Bank Borrowings"); and (6) subordinated debt remained unchanged (see "Financial Condition – Subordinated Debentures").

During the third quarter of 2012, the Company was able to grow average interest bearing deposits by \$57.6 million. See "Financial Condition – Deposits" for a discussion of trends in the Company's deposit base.

Total interest expense on deposits was \$935,000 for the third quarter of 2012 as compared to \$1.3 million for the third quarter of 2011. The average rate paid on interest-bearing deposits was 0.29% for the third quarter of 2012 compared to 0.43% for the third quarter of 2011. The Company anticipates that future declines in deposit rates, if any, will be much more modest.

Nine Months Ending September 30, 2012 vs. Nine Months Ending September 30, 2011

During the first nine months of 2012, net interest income decreased 1.4% to \$55.0 million, compared to \$55.8 million for the first nine months of 2011. On a fully taxable equivalent basis, net interest income decreased 1.3% and totaled \$56.0 million for the first nine months of 2012, compared to \$56.8 million for the same period in 2011. The decrease in net interest income was primarily due to a decrease in the net interest margin, offset somewhat by growth in average earning assets.

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For the nine months ended September 30, 2012, the Company's net interest margin was 4.23% compared to 4.44% for the same period in 2011. This decrease in net interest margin was due primarily to: (1) a decline in the mix of loans as a percentage of average earning assets; combined with (2) a decline in loan yields that exceeded a corresponding drop in funding costs.

The average balance of loans decreased by \$2.6 million for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011. The yield on the loan portfolio decreased 41 basis points to 5.62% for the nine months ended September 30, 2012 compared to 6.03% for the nine months ended September 30, 2011. This decrease in volume and yield resulted in interest income from loans decreasing 6.9% or \$3.7 million for the first nine months of 2012.

Average investment securities were \$558.2 million for the nine months ended September 30, 2012 compared to \$500.8 million for the same period in 2011. The average yield (TE) for the nine months ended September 30, 2012 was 2.62% compared to 2.64% for the nine months ended September 30, 2011. This increase in balances resulted in an increase in interest income of \$1.0 million or 10.4%, for the nine months ended September 30, 2012.

Average interest bearing deposits with banks for the nine months ended September 30, 2012, were \$40.2 million, an increase of \$4.3 million compared to the average balance for the nine months ended September 30, 2011. These balances earn interest at the Fed Funds rate which has been 0.25% since December, 2008.

Average interest-bearing liabilities increased \$9.6 million or 0.7% during the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011. Of that increase: (1) interest-bearing deposits increased \$29.7 million; (2) securities sold under agreement to repurchase decreased \$22.3 million; (3) FHLB advances increased \$2.3 million; and (4) subordinated debentures remained unchanged.

The \$29.7 million increase in average interest-bearing deposits was primarily in interest bearing transaction and savings and money market deposits, which grew \$74.8 million for the nine months ended September 30, 2012, while time deposits decreased by \$45.1 million during this same period. See "Financial Condition – Deposits" for a discussion of trends in the Company's deposit base. Total interest expense on deposits was \$3.0 million for the first nine months of 2012 as compared to \$4.3 million for the first nine months of 2011. The average rate on interest-bearing deposits was 0.31% in the first nine months of 2012 and 0.46% in the first nine months of 2011.

### Provision and Allowance for Loan Losses

As a financial institution that assumes lending and credit risks as a principal element of its business, credit losses will be experienced in the normal course of business. The Company has established credit management policies and procedures that govern both the approval of new loans and the monitoring of the existing portfolio. The Company manages and controls credit risk through comprehensive underwriting and approval standards, dollar limits on loans to one borrower, and by restricting loans made primarily to its principal market area where management believes it is best able to assess the applicable risk. Additionally, management has established guidelines to ensure the diversification of the Company's credit portfolio such that even within key portfolio sectors such as real estate or agriculture, the portfolio is diversified across factors such as location, building type, crop type, etc. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Credit Risk" of the Company's 2011 Annual Report on Form 10-K. Management reports regularly to the Board of Directors regarding trends and conditions in the loan portfolio and regularly conducts credit reviews of individual loans. Loans that are performing but have shown some signs of weakness are subjected to more stringent reporting and oversight.

### Allowance for Loan Losses

The allowance for loan losses is an estimate of probable incurred credit losses inherent in the Company's loan portfolio as of the balance sheet date. The allowance is established through a provision for loan losses which is

charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of two primary components, specific reserves related to impaired loans and general reserves for inherent losses related to loans collectively evaluated for impairment.



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A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. Loans determined to be impaired are individually evaluated for impairment. When a loan is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral.

A restructuring of a loan constitutes a troubled debt restructuring (TDR) if the Company for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

Generally, the Company will not restructure loans for customers unless: (1) the existing loan is brought current as to principal and interest payments; and (2) the restructured loan can be underwritten to reasonable underwriting standards. If these standards are not met other actions will be pursued (e.g., foreclosure) to collect outstanding loan amounts. After restructure a determination is made whether the loan will be kept on accrual status based upon the underwriting and historical performance of the restructured credit.

The determination of the general reserve for loans that are collectively evaluated for impairment is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, and qualitative factors to include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include: (1) commercial real estate; (2) agricultural real estate; (3) real estate construction (including land and development loans); (4) residential 1st mortgages; (5) home equity lines and loans; (6) agricultural; (7) commercial; and (8) consumer & other. See "Financial Condition – Loans" for examples of loans made by the Company. The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine the Company's overall allowance, which is included on the consolidated balance sheet.

The Company assigns a risk rating to all loans and periodically performs detailed reviews of all such loans over a certain threshold to identify credit risks and to assess the overall collectability of the portfolio. A credit grade is established at inception for smaller balance loans, such as consumer and residential real estate, and then updated only when the loan becomes contractually delinquent or when the borrower requests a modification. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan. These risk ratings are also subject to examination by independent specialists engaged by the Company. The risk ratings can be grouped into five major categories, defined as follows:

**Pass** – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

**Special Mention** – A special mention loan 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 loan or in the

Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

Substandard – A substandard loan is not adequately protected by the current financial condition and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

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Doubtful – Loans classified doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable or improbable.

Loss – Loans classified as loss are considered uncollectible. Once a loan becomes delinquent and repayment becomes questionable, the Company will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Company will estimate its probable loss and immediately charge-off some or all of the balance.

The general reserve component of the allowance for loan losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk; (2) historical losses; and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below:

Commercial Real Estate – Commercial real estate mortgage loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

Agricultural Real Estate and Agricultural – Loans secured by crop production, livestock and related real estate are vulnerable to two risk factors that are largely outside the control of the Company and its borrowers: commodity prices and weather conditions.

Real Estate Construction – Real Estate Construction loans, including land loans, generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Commercial – Commercial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Residential 1st Mortgages and Home Equity Lines and Loans – The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments, although this is not always true as evidenced over the past several years. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

Consumer & Other – A consumer installment loan portfolio is usually comprised of a large number of small loans scheduled to be amortized over a specific period. Most installment loans are made for consumer purchases. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

In addition, the Company's and Bank's regulators, including the FRB, DFI and FDIC, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

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## Provision for Loan Losses

Changes in the provision for loan losses between years are the result of management's evaluation, based upon information currently available, of the adequacy of the allowance for loan losses relative to factors such as the credit quality of the loan portfolio, loan growth, current loan losses, and the prevailing economic climate and its effect on borrowers' ability to repay loans in accordance with the terms of the notes.

The Central Valley of California has been one of the hardest hit areas in the country during this recession. Housing prices in many areas are down as much as 60% and the economic stress has spread from residential real estate to other industry segments. Unemployment levels remain above 15% in some areas. Accordingly, over the past several years, management and the Board of Directors have increased the Company's loan loss allowance and as of September 30, 2012, the balance was \$33.6 million or 2.78% of total loans. As of September 30, 2011, the allowance for loan losses was \$33.0 million, which represented 2.80% of total loans. Although, in management's opinion, the Company's levels of net charge-offs and non-performing assets as of September 30, 2012, compare very favorably to our peers at the present time, no significant recovery has yet begun in our local markets and this has resulted in continuing borrower stress.

The provision for loan losses decreased \$4.2 million to \$1.1 million for the first nine months of 2012 compared to \$5.3 million for the first nine months of 2011. Year-to-date net charge-offs through September 30, 2012 were \$513,000 compared to \$4.6 million in the first nine months of 2011. Year-to-date net charge-offs represented 0.04% of average loans through September 30, 2012, a level that, in management's opinion, compares very favorably to the Company's peers at the present time. See "Overview – Looking Forward: 2012 and Beyond", "Critical Accounting Policies and Estimates – Allowance for Loan Losses" and "Item 7A. Quantitative and Qualitative Disclosures About Market Risk-Credit Risk" located in the Company's 2011 Annual Report on Form 10-K.

After reviewing all factors above, based upon information currently available, management concluded that the allowance for loan losses as of September 30, 2012, was adequate.

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2012	2011	September 30, 2012	2011
Balance at Beginning of Period	\$33,098	\$32,942	\$33,017	\$32,261
Loans Charged Off	(136 )	(903 )	(779 )	(4,731 )
Recoveries of Loans Previously Charged Off	42	24	266	83
Provision Charged to Expense	600	900	1,100	5,350
Balance at End of Period	\$33,604	\$32,963	\$33,604	\$32,963

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The table below breaks out year-to-date and current quarter activity by portfolio segment (in thousands):

September 30, 2012	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural Commercial	Consumer & Other	Unallocated	Total	
<b>Year-To-Date Allowance for Loan Losses:</b>										
<b>Beginning Balance- January 1, 2012</b>										
	\$ 5,823	\$ 2,583	\$ 1,933	\$ 1,251	\$ 3,746	\$ 8,127	\$ 8,733	\$ 207	\$ 614	\$ 33,017
Charge-Offs	-	-	-	(81 )	(138 )	(240 )	(198 )	(122 )	-	(779 )
Recoveries	-	89	-	16	12	61	41	47	-	266
Provision	(1,490 )	990	(72 )	356	(105 )	311	1,084	12	14	1,100
<b>Ending Balance- September 30, 2012</b>										
	\$ 4,333	\$ 3,662	\$ 1,861	\$ 1,542	\$ 3,515	\$ 8,259	\$ 9,660	\$ 144	\$ 628	\$ 33,604
<b>Third Quarter Allowance for Loan Losses:</b>										
<b>Beginning Balance- July 1, 2012</b>										
	\$ 4,377	\$ 2,633	\$ 1,900	\$ 1,451	\$ 3,514	\$ 7,834	\$ 9,538	\$ 140	\$ 1,711	\$ 33,098
Charge-Offs	-	-	-	(80 )	(22 )	-	-	(34 )	-	(136 )
Recoveries	-	-	-	16	2	-	9	15	-	42
Provision	(44 )	1,029	(39 )	155	21	425	113	23	(1,083 )	600
<b>Ending Balance- September 30, 2012</b>										
	\$ 4,333	\$ 3,662	\$ 1,861	\$ 1,542	\$ 3,515	\$ 8,259	\$ 9,660	\$ 144	\$ 628	\$ 33,604

Overall, the Allowance for Loan Losses as of September 30, 2012 increased \$587,000 from December 31, 2011. However, the allowance allocated to Commercial Real Estate balances declined \$1.5 million primarily as a result of a \$19.0 million decline in classified loans. The “Unallocated” portion of the allowance declined from \$1.7 million at June 30, 2012 to \$628,000 at September 30, 2012, primarily as a result of Management adopting specific reserve factors to account for the impact that drought conditions in many areas of the country are having on the feed prices of our dairy customers. See “Management’s Discussion and Analysis - Financial Condition – Classified Loans and Non-Performing Assets.”

See “Note 3. Allowance for Loan Losses” for additional details regarding the provision and allowance for loan losses.

**Non-Interest Income**

Non-interest income includes: (1) service charges and fees from deposit accounts; (2) net gains and losses from investment securities; (3) increases in the cash surrender value of bank owned life insurance; (4) debit card and ATM

fees; (5) net gains and losses on non-qualified deferred compensation plans; and (6) fees from other miscellaneous business services.

#### 3rd Quarter 2012 vs. 3rd Quarter 2011

Non-interest income increased \$2.3 million or 129.0% for the three months ended September 30, 2012, compared to the same period of 2011. This increase was primarily due to: (1) a \$762,000 gain on deferred compensation investments for the third quarter of 2012 when compared to a loss of \$1.2 million for the same period in 2011; (2) a \$220,000 increase in other non-interest income primarily related to swap referral fee income; and (3) a \$149,000 gain on sale of investment securities. These increases were partially offset by a \$108,000 decline in service charges on deposit accounts, primarily NSF/OD fees.

Balances in non-qualified deferred compensation plans may be invested in financial instruments whose market value fluctuates based upon trends in interest rates and stock prices. Although U.S. GAAP require these investment gains/losses be recorded in non-interest income, an offsetting entry is also required to be made to non-interest expense resulting in no effect on the Company's net income.

#### Nine Months Ending September 30, 2012 vs. Nine Months Ending September 30, 2011

Non-interest income increased \$2.7 million or 33.2% for the nine months ended September 30, 2012 compared to the same period of 2011. This increase was comprised of: (1) a \$---1.4 million gain on deferred compensation investments during the first nine months of 2012 as compared to a loss of \$808,000 during the same period in 2011; (2) a \$629,000 increase in other non-interest income primarily related to swap referral fee income; and (3) a \$149,000 gain on sale of investment securities. These increases were partially offset by a \$434,000 decline in service charges on deposit accounts, primarily NSF/OD fees.

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### Non-Interest Expense

Non-interest expense for the Company includes expenses for: (1) salaries and employee benefits; (2) net gains and losses on non-qualified deferred compensation plan investments; (3) occupancy; (4) equipment; (5) ORE holding costs; (6) deposit insurance; (7) supplies; (8) legal fees; (9) professional services; (10) data processing; (11) marketing; and (12) other miscellaneous expenses.

### 3rd Quarter 2012 vs. 3rd Quarter 2011

Overall, non-interest expense increased \$1.9 million or 19.7% for the three months ended September 30, 2012, compared to the same period in 2011. This increase was primarily comprised of: (1) a \$338,000 increase in salaries and employee benefits due to salary increases; (2) a \$762,000 gain on deferred compensation investments for the third quarter of 2012 when compared to a loss of \$1.2 million for the same period in 2011. These increases were partially offset by a \$349,000 decrease in ORE holding cost, primarily due to a drop in required valuation adjustments.

Balances in non-qualified deferred compensation plans may be invested in financial instruments whose market value fluctuates based upon trends in interest rates and stock prices. Although U.S. GAAP require these investment gains/losses be recorded in non-interest income, an offsetting entry is also required to be made to non-interest expense resulting in no effect on the Company's net income.

### Nine Months Ending September 30, 2012 vs. Nine Months Ending September 30, 2011

Non-interest expense increased \$4.1 million or 12.5% for the nine months ended September 30, 2012, compared to the same period of 2011. This increase was comprised of: (1) a \$1.6 million increase in salaries and employee benefits, primarily due to salary increases; (2) a \$---1.4 million gain on deferred compensation investments during the first nine months of 2012 as compared to a loss of \$808,000 during the same period in 2011; and (3) a \$1.8 million increase in other non-interest expense primarily consisting of a one-time fee paid to terminate Securities Sold Under Repurchase Agreements. These increases were partially offset by: (1) a \$1.1 million decrease in ORE holding costs; and (2) a \$498,000 decrease in FDIC insurance premiums.

### Income Taxes

The provision for income taxes increased 4.1% to \$3.8 million for the third quarter of 2012. The Company's effective tax rate was 37.7% for the third quarter of 2012 compared to 37.0% for the third quarter of 2011.

The provision for income taxes increased 10.2% to \$10.5 million for the first nine months of 2012. The Company's effective tax rate for the first nine months of 2012 was 37.2% compared to 36.4% for the same period in 2011.

The Company's effective tax rate fluctuates from quarter to quarter due primarily to changes in the mix of taxable and tax-exempt earning sources. The effective rates were lower than the statutory rate of approximately 42% due primarily to benefits regarding the cash surrender value of life insurance; California enterprise zone interest income exclusion; and tax-exempt interest income on municipal securities and loans.

Current tax law causes the Company's current taxes payable to approximate or exceed the current provision for taxes on the income statement. Three provisions have had a significant effect on the Company's current income tax liability: (1) the restrictions on the current year deductibility of loan losses; (2) deductibility of retirement and other long-term employee benefits only when paid; and (3) the statutory deferral of deductibility of California franchise taxes on the Company's federal return.

### Financial Condition

This section discusses material changes in the Company's balance sheet at September 30, 2012, as compared to December 31, 2011 and to September 30, 2011. As previously discussed (see "Overview") the Company's financial



condition can be influenced by the seasonal banking needs of its agricultural customers.

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### Investment Securities and Federal Funds Sold

The investment portfolio provides the Company with an income alternative to loans. The debt securities in the Company's investment portfolio have historically been comprised primarily of: (1) mortgage-backed securities issued by federal government-sponsored entities; (2) debt securities issued by government agencies and government-sponsored entities; and (3) investment grade bank-qualified municipal bonds. When market conditions are advantageous, the Company will supplement this primary mix with select investments in investment grade corporate bonds. Importantly, the Company never invested in the preferred stock or subordinated debt of Fannie Mae "FNMA" or Freddie Mac "FHLMC," classes of securities that resulted in losses for many banks in recent years.

The Company's investment portfolio at September 30, 2012 was \$532.1 million compared to \$542.9 million at the end of 2011, a decrease of \$10.8 million or ---2.0%. At September 30, 2011, the investment portfolio totaled \$484.6 million. The investment portfolio has generally increased over the past three years as deposit growth has exceeded loan growth. Additionally, the mix of the investment portfolio has changed over the past three years. To protect against future increases in market interest rates, while at the same time generating some reasonable level of current yields, the Company has invested most of its available funds over the past three years in shorter term government agency & government-sponsored entity securities and shorter term (10, 15, and 20 year) mortgage-backed securities.

The Company's total investment portfolio currently represents 28.2% of the Company's total assets as compared to 28.3% at December 31, 2011 and 25.8% at September 30, 2011.

As of September 30, 2012 the Company held \$71.8 million of municipal investments, of which \$58.4 million were bank-qualified municipal bonds, all classified as held-to-maturity. The continuing financial problems being experienced by certain municipalities, along with the financial stresses exhibited by some of the large monoline bond insurers, have increased the overall risk associated with bank-qualified municipal bonds. This situation caused the Company not to purchase any municipal bonds between late 2006 and year-end 2011. However, during the first quarter of 2012 the Company began investing in bank-qualified municipals that were rated AA or better. As of September 30, 2012 ninety-three percent of the Company's bank-qualified municipal bond portfolio is rated at either the issue or issuer level, and all of these ratings are "investment grade." The Company monitors the status of the approximately seven percent of the portfolio that is not rated and at the current time does not believe any of them to be exhibiting financial problems that could result in a loss in any individual security.

Not included in the investment portfolio are interest bearing deposits with banks and overnight investments in Federal Funds Sold. The FRB currently pays interest on the deposits that banks maintain in their FRB accounts, whereas historically banks had to sell Federal Funds to other banks in order to earn interest. Since balances at the FRB are effectively risk free, the Company elected to maintain its excess cash at the FRB. Average interest bearing deposits with banks for the nine months ended September 30, 2012, was \$40.2 million compared to \$46.7 million for the year ended December 31, 2011, and \$35.9 million for the nine months ended September 30, 2011. These balances earn interest at the Fed Funds rate, which has been 0.25% since December, 2008.

The Company classifies its investments as held-to-maturity, trading, or available-for-sale. Securities are classified as held-to-maturity and are carried at amortized cost when the Company has the intent and ability to hold the securities to maturity. Trading securities are securities acquired for short-term appreciation and are carried at fair value, with unrealized gains and losses recorded in non-interest income. As of September 30, 2012, December 31, 2011 and September 30, 2011, there were no securities in the trading portfolio. Securities classified as available-for-sale include securities, which may be sold to effectively manage interest rate risk exposure, prepayment risk, satisfy liquidity demands and other factors. These securities are reported at fair value with aggregate, unrealized gains or losses excluded from income and included as a separate component of shareholders' equity, net of related income taxes.

### Loans

Loans can be categorized by borrowing purpose and use of funds. Common examples of loans made by the Company include:

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Commercial and Agricultural Real Estate - These are loans secured by farmland, commercial real estate, multifamily residential properties, and other non-farm, non-residential properties within our market area. Commercial mortgage term loans can be made if the property is either income producing or scheduled to become income producing based upon acceptable pre-leasing and the income will be the Bank's primary source of repayment for the loan. Loans are made both on owner occupied and investor properties; generally do not exceed 15 years (and may have pricing adjustments on a shorter timeframe); have debt service coverage ratios of 1.00 or better with a target of greater than 1.20; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Real Estate Construction - These are loans for development and construction (the Company generally requires the borrower to fund the land acquisition) and are secured by commercial or residential real estate. These loans are generally made only to experienced local developers with whom the Bank has a successful track record; for projects in our service area; with LTV's below 75%; and where the property can be developed and sold within 2 years. Commercial construction loans are made only when there is a written take-out commitment from the Bank or an acceptable financial institution or government agency. Most acquisition, development and construction loans are tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan.

Residential 1st Mortgages - These are loans primarily made on owner occupied residences; generally underwritten to income and LTV guidelines similar to those used by FNMA and FHLMC; however, we will make loans on rural residential properties up to 20 acres. Most residential loans have terms from ten to twenty years and carry fixed rates priced off of treasury rates. The Company has always underwritten mortgage loans based upon traditional underwriting criteria and does not make loans that are known in the industry as "subprime," "no or low doc," or "stated income."

Home Equity Lines and Loans - These are loans made to individuals for home improvements and other personal needs. Generally, amounts do not exceed \$250,000; CLTV's do not exceed 80%; FICO scores are at or above 670; Total Debt Ratios do not exceed 45%; and in some situations the Company is in a 1st lien position.

Agricultural - These are loans and lines of credit made to farmers to finance agricultural production. Lines of credit are extended to finance the seasonal needs of farmers during peak growing periods; are usually established for periods no longer than 12 to 24 months; are often secured by general filing liens on livestock, crops, crop proceeds and equipment; and are most often tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan. Term loans are primarily made for the financing of equipment, expansion or modernization of a processing plant, or orchard/vineyard development; have maturities from five to seven years; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Commercial - These are loans and lines of credit to businesses that are sole proprietorships, partnerships, LLC's and corporations. Lines of credit are extended to finance the seasonal working capital needs of customers during peak business periods; are usually established for periods no longer than 12 to 24 months; are often secured by general filing liens on accounts receivable, inventory and equipment; and are most often tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan. Term loans are primarily made for the financing of equipment, expansion or modernization of a plant or purchase of a business; have maturities from five to seven years; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Consumer - These are loans to individuals for personal use, and primarily include loans to purchase automobiles or recreational vehicles, and unsecured lines of credit. The Company has a very minimal consumer loan portfolio, and loans are primarily made as an accommodation to deposit customers.

Each loan type involves risks specific to the: (1) borrower; (2) collateral; and (3) loan structure. See “Results of Operations - Provision and Allowance for Loan Losses” for a more detailed discussion of risks by loan type. The Company’s current underwriting policies and standards are designed to mitigate the risks involved in each loan type. The Company’s policies require that loans are approved only to those borrowers exhibiting a clear source of repayment and the ability to service existing and proposed debt. The Company’s underwriting procedures for all loan types require careful consideration of the borrower, the borrower’s financial condition, the borrower’s management capability, the borrower’s industry, and the economic environment affecting the loan.

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Most loans made by the Company are secured, but collateral is the secondary or tertiary source of repayment; cash flow is our primary source of repayment. The quality and liquidity of collateral are important and must be confirmed before the loan is made.

In order to be responsive to borrower needs, the Company prices loans: (1) on both a fixed rate and adjustable rate basis; (2) over different terms; and (3) based upon different rate indices; as long as these structures are consistent with the Company's interest rate risk management policies and procedures (see Item 3. Quantitative and Qualitative Disclosures About Market Risk-Interest Rate Risk).

The Company's loan portfolio at September 30, 2012 totaled \$1.2 billion, an increase of \$32.5 million or 2.8% over September 30, 2011 and \$46.9 million or 4.0% over December 31, 2011. These increases have occurred despite what has been a difficult economic environment combined with a very competitive pricing environment, and are a result of the Company's intensified business development efforts directed toward credit-qualified borrowers. No assurances can be made that this growth in the loan portfolio will continue until the economy in the Central Valley of California improves.

The following table sets forth the distribution of the loan portfolio by type and percent as of the periods indicated.

Loan Portfolio (in thousands)	September 30, 2012		December 31, 2011		September 30, 2011		
	\$	%	\$	%	\$	%	
Commercial Real Estate	\$337,957	27.9	% \$307,670	26.4	% \$302,980	25.7	%
Agricultural Real Estate	293,864	24.2	% 280,139	24.0	% 284,149	24.1	%
Real Estate Construction	32,701	2.7	% 29,607	2.5	% 28,979	2.5	%
Residential 1st Mortgages	137,464	11.3	% 107,421	9.2	% 104,130	8.8	%
Home Equity Lines & Loans	43,990	3.6	% 50,956	4.4	% 52,451	4.4	%
Agricultural	193,053	15.9	% 217,227	18.6	% 219,670	18.6	%
Commercial	167,777	13.9	% 165,089	14.2	% 180,329	15.3	%
Consumer & Other	5,514	0.5	% 6,935	0.7	% 6,879	0.6	%
Total Gross Loans	1,212,320	100.0	% 1,165,044	100.0	% 1,179,567	100.0	%
Less: Unearned Income	2,293		1,966		2,062		
Subtotal	1,210,027		1,163,078		1,177,505		
Less: Allowance for Loan Losses							
Net Loans	\$1,176,423		\$1,130,061		\$1,144,542		

## Classified Loans and Non-Performing Assets

All loans are assigned a credit risk grade using grading standards developed by bank regulatory agencies. See "Results of Operations - Provision and Allowance for Loan Losses" for more detail on risk grades. The Company utilizes the services of a third-party independent loan review firm to perform evaluations of individual loans and review the credit risk grades the Company places on loans. Loans that are judged to exhibit a higher risk profile are referred to as "classified loans," and these loans receive increased management attention. As of September 30, 2012, classified loans totaled \$29.0 million compared to \$42.8 million at December 31, 2011 and \$44.6 million at September 30, 2011. This decline was primarily a result of \$7.6 million of CRE loans being upgraded from classified to special mention and \$9.7 million of CRE loans being upgraded from classified to pass during the first nine months of 2012.

Classified loans with higher levels of credit risk can be further designated as "impaired" loans. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. See "Results of Operations - Provision and Allowance for Loan Losses" for further details. Impaired loans consist of: (1)

non-accrual loans; and/or (2) restructured loans that are still performing (i.e., accruing interest).

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Non-Accrual Loans - Accrual of interest on loans is generally discontinued when a loan becomes contractually past due by 90 days or more with respect to interest or principal. When loans are 90 days past due, but in management's judgment are well secured and in the process of collection, they may not be classified as non-accrual. When a loan is placed on non-accrual status, all interest previously accrued but not collected is reversed. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is probable. Non-accrual loans totaled \$5.8 million as of September 30, 2012. At December 31, 2011 and September 30, 2011, non-accrual loans totaled \$4.2 million and \$4.7 million, respectively. Although in Management's opinion overall levels of non-accrual loans compare very favorably to our peers at the current time, the Company has experienced a small increase in non-accruals related to Agricultural and Agricultural Real Estate Loans. This is primarily due to profit pressures experienced by the Company's dairy customers as feed prices increase as a result of drought conditions in many areas of the country.

Restructured Loans - A restructuring of a loan constitutes a troubled debt restructuring ("TDR") if the Company for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. If the restructured loan was current on all payments at the time of restructure and management reasonably expects the borrower will continue to perform after the restructure, management may keep the loan on accrual. As of September 30, 2012, restructured loans on accrual totaled \$1.6 million as compared to \$4.7 million at December 31, 2011. This decline was primarily a result of two commercial real estate loans that totaled \$3.0 million as of December 31, 2011 no longer being classified as a TDR since they were restructured at a market rate in a prior calendar year and are currently in compliance with their modified terms. Restructured loans on accrual at September 30, 2011, were \$4.2 million.

Other Real Estate - Loans where the collateral has been repossessed are classified as other real estate ("ORE") or, if the collateral is personal property, the property is classified as other assets on the Company's financial statements. The Company reported \$2.6 million of ORE at September 30, 2012, \$2.9 million at December 31, 2011, and \$3.5 million at September 30, 2011. The September 30, 2012 carrying value of \$2.6 million is net of a \$4.1 million reserve for ORE valuation allowance. The December 31, 2011 carrying value of \$2.9 million is net of a \$4.1 million reserve for ORE valuation allowance. The September 30, 2011 carrying value of \$3.5 million is net of a \$3.6 million reserve for ORE valuation allowance.

The following table sets forth the amount of the Company's non-performing loans (defined as non-accrual loans plus accruing loans past due 90 days or more) and ORE as of the dates indicated.

## Non-Performing Assets

(in thousands)	September 30, 2012	Dec. 31, 2011	September 30, 2011
Non-Performing Loans	\$ 5,752	\$ 4,228	\$ 4,664
Other Real Estate	2,553	2,924	3,513
Total Non-Performing Assets	\$ 8,305	\$ 7,152	\$ 8,177
Non-Performing Loans as a % of Total Loans	0.47	% 0.36	% 0.40
Restructured Loans (Performing)	\$ 1,564	\$ 4,710	\$ 4,169

Although management believes that non-performing loans are generally well-secured and that potential losses are provided for in the Company's allowance for loan losses, there can be no assurance that future deterioration in economic conditions and/or collateral values will not result in future credit losses. Specific reserves of \$962,000, \$1.6 million, and \$1.7 million have been established for non-performing loans at September 30, 2012, December 31, 2011 and September 30, 2011, respectively.



Foregone interest income on non-accrual loans which would have been recognized during the period, if all such loans had been current in accordance with their original terms, totaled \$167,000 for the nine months ended September 30, 2012, \$385,000 for the year ended December 31, 2011, and \$403,000 for the nine months ended September 30, 2011.

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Except for those classified and non-performing loans discussed above, the Company's management is not aware of any loans as of September 30, 2012, for which known financial problems of the borrower would cause serious doubts as to the ability of these borrowers to materially comply with their present loan repayment terms, or any known events that would result in the loan being designated as non-performing at some future date. However, the Central Valley of California continues to be one of the hardest hit areas in the country during this recession. Housing prices in many areas are down as much as 60% and the economic stress has spread from residential real estate to other industry segments. Unemployment levels remain above 15% in many areas. As a result of this combination of: (1) significant declines in real estate values over the past several years; and (2) continuing uncertainty in general economic conditions leading to increased unemployment and business failures; borrowers who up until this time have been able to keep current in their payments may experience deterioration in their overall financial condition, increasing the potential of default. See "Part I, Item 1A. Risk Factors" in the Company's 2011 Annual Report on Form 10-K.

### Deposits

One of the key sources of funds to support earning assets (loans and investments) is the generation of deposits from the Company's customer base. The ability to grow the customer base and subsequently deposits is a significant element in the performance of the Company.

The Company's deposit balances at September 30, 2012 have increased \$42.2 million or 2.7% compared to September 30, 2011. In addition to the Company's ongoing business development activities for deposits, the following factors positively impacted year-over-year deposit growth: (1) the Federal government's decision to permanently increase FDIC deposit insurance limits from \$100,000 to \$250,000 per depositor (unlimited for non-interest bearing transaction accounts); and (2) the Company's strong financial results and position which has built F&M Bank's reputation as one of the most safe and sound banks in its market territory. The Company expects that, at some point, deposit customers may begin to diversify how they invest their money (e.g., move funds back into the stock market or other investments) and this could impact future deposit growth.

Although total deposits have increased 2.7% since September 30, 2011, the Company's focus has been on increasing low cost transaction and savings accounts, which have grown at a much faster pace:

- Demand and interest-bearing transaction accounts have increased \$37.5 million or 6.6% since September 30, 2011.
- Savings and money market accounts have increased \$43.1 million or 8.7% since September 30, 2011.
- Time deposit accounts have decreased \$38.4 million or 7.4% since September 30, 2011. This decline was the continuing result of an explicit pricing strategy adopted by the Company beginning in 2009 based upon the recognition that market CD rates were greater than the yields that the Company could obtain reinvesting these funds in short-term government agency & government-sponsored entity securities or overnight Fed Funds. Beginning in 2009, management carefully reviewed time deposit customers and reduced our deposit rates to customers that did not also have transaction, money market, and/or savings balances with us (i.e., depositors who were not "relationship customers"). Given the Company's strong deposit growth in transaction, savings and money market accounts, this time deposit decline has not presented any liquidity issues and it has enhanced the Company's net interest margin and earnings.

The Company's deposit balances at September 30, 2012 have increased \$5.3 million or 0.3% compared to December 31, 2011, due primarily to an increase interest bearing transaction deposits of 7.9%, or \$17.5 million, and in savings and money market deposits of 8.6%, or \$42.7 million. These increases were partially offset by: (1) decreased demand deposits in the amount of \$20.0 million, or 5.1%; and (2) decreased time deposit accounts in the amount of \$34.9 million or 6.7%.

Federal Home Loan Bank Advances and Federal Reserve Bank Borrowings

Lines of credit with the Federal Reserve Bank and the Federal Home Loan Bank are other key sources of funds to support earning assets. See “Item 3. Quantitative and Qualitative Disclosures About Market Risk and Liquidity Risk.” These sources of funds are also used to manage the Company’s interest rate risk exposure, and as opportunities arise, to borrow and invest the proceeds at a positive spread through the investment portfolio.

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FHLB Advances as of September 30, 2012 were \$482,000 compared to \$530,000 at December 31, 2011 and \$546,000 at September 30, 2011. The average rate on FHLB advances during the first nine month of 2012 was 0.9% compared to 1.6% during the first nine months of 2011.

There were no amounts outstanding on the Company's line of credit with the FRB as of September 30, 2012.

As of September 30, 2012 the Company has additional borrowing capacity of \$261.3 million with the Federal Home Loan Bank and \$290.2 million with the Federal Reserve Bank. Borrowings under these lines are collateralized with loans or securities that have been accepted for pledging at the FHLB and FRB.

### Securities Sold Under Agreement to Repurchase

Securities Sold Under Agreement to Repurchase are used as secured borrowing alternatives to FHLB Advances or FRB Borrowings. The Company had no securities sold under agreement to repurchase at September 30, 2012 and \$60 million at December 31, 2011, and September 30, 2011.

On March 13, 2008, the Bank entered into a \$40 million medium term repurchase agreement with Citigroup as part of the Bank's interest rate risk management strategy. The repurchase agreement pricing rate was 3.20% with an embedded 3-year cap tied to 3 month Libor with a strike price of 3.3675%. The repurchase agreement was to mature March 13, 2013, and was secured by investments in agency pass through securities.

On May 30, 2008, the Company entered into a second \$20 million medium term repurchase agreement with Citigroup. The repurchase agreement pricing rate was 4.19% with an embedded 3-year cap tied to 3 month Libor with a strike price of 3.17%. The repurchase agreement was to mature June 5, 2013, and was secured by investments in agency pass through securities.

On June 21, 2012, the Company terminated both repurchase agreements with Citigroup resulting in an early termination fee totaling \$1.7 million, included in other non-interest expense. The Company determined that the time was appropriate to replace these relatively "high-cost" borrowings with short-term FHLB advances at substantially lower rates. This rate differential will positively impact the Company's net interest margin over the next 6-9 months, the period during which the repurchase agreements were scheduled to mature.

### Subordinated Debentures

On December 17, 2003, the Company raised \$10 million through an offering of trust-preferred securities. Although this amount is reflected as subordinated debt on the Company's balance sheet, under applicable regulatory guidelines, trust preferred securities qualify as regulatory capital (see "Capital"). These securities accrue interest at a variable rate based upon 3-month Libor plus 2.85%. Interest rates reset quarterly and were 3.24% as of September 30, 2012, 3.40% at December 31, 2011 and 3.20% at September 30, 2011. The average rate for these securities for the first nine months of 2012 was 3.39% compared to 3.18% for the first nine months of 2011. If the Company decides to defer interest on the subordinated debentures, the Company would be prohibited from paying cash dividends on the Company's common stock.

### Capital

The Company relies primarily on capital generated through the retention of earnings to satisfy its capital requirements. The Company engages in an ongoing assessment of its capital needs in order to support business growth and to insure depositor protection. Shareholders' Equity totaled \$206.3 million at September 30, 2012, \$189.3 million at December 31, 2011, and \$189.2 million at September 30, 2011.

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly discretionary,

actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

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Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios set forth in the table below of Total and Tier 1 capital to risk weighted assets and of Tier 1 capital to average assets (all terms as defined in the regulations). Management believes, as of September 30, 2012, that the Company and the Bank meet all capital adequacy requirements to which they are subject.

In its most recent notification from the FDIC the Bank was categorized as “well capitalized” under the regulatory framework for prompt corrective action. To be categorized as “well capitalized”, the Bank must maintain minimum Total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the institution’s categories.

(in thousands) The Company: As of September 30, 2012	Actual		Regulatory Capital Requirements			To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	
Total Capital to Risk Weighted Assets	\$225,764	15.35 %	\$117,649	8.0 %	N/A	N/A	
Tier 1 Capital to Risk Weighted Assets	\$207,192	14.09 %	\$58,825	4.0 %	N/A	N/A	
Tier 1 Capital to Average Assets	\$207,192	10.87 %	\$76,220	4.0 %	N/A	N/A	

(in thousands) The Bank: As of September 30, 2012	Actual		Regulatory Capital Requirements			To Be Well Capitalized Under Prompt Corrective Action Provisions		
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
Total Capital to Risk Weighted Assets	\$225,470	15.33 %	\$117,631	8.0 %	\$147,038	10.0 %		
Tier 1 Capital to Risk Weighted Assets	\$206,900	14.07 %	\$58,815	4.0 %	\$88,223	6.0 %		
Tier 1 Capital to Average Assets	\$206,900	10.86 %	\$76,182	4.0 %	\$95,228	5.0 %		

As previously discussed (see “Subordinated Debentures”), in order to supplement its regulatory capital base, during December 2003 the Company issued \$10 million of trust preferred securities. On March 1, 2005, the Federal Reserve Board issued its final rule effective April 11, 2005, concerning the regulatory capital treatment of trust preferred securities (“TPS”) by bank holding companies (“BHCs”). Under the final rule BHCs may include TPS in Tier 1 capital in an amount equal to 25% of the sum of core capital net of goodwill. Any portion of trust-preferred securities not qualifying as Tier 1 capital would qualify as Tier 2 capital subject to certain limitations. The Company has received notification from the Federal Reserve Bank of San Francisco that all of the Company’s trust preferred securities currently qualify as Tier 1 capital.

The Company is not considered the primary beneficiary of this Trust (variable interest entity), therefore the trust is not consolidated in the Company’s financial statements, but rather the subordinated debentures are shown as a liability.

In 1998, the Board approved the Company's first common stock repurchase program. This program has been extended and expanded several times since then, and most recently, on September 11, 2012, the Board of Directors approved increasing the funds available for the Company's common stock repurchase program to \$20 million over the three-year period ending September 30, 2015.

During the third quarter of 2012 the Company repurchased 1,057 shares at an average per share price of \$375. The Company did not repurchase any shares in the third quarter of 2011. The remaining dollar value of shares that may yet be purchased under the Company's Common Stock Repurchase Plan is approximately \$20.0 million.

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On August 5, 2008, the Board of Directors approved a Share Purchase Rights Plan (the “Rights Plan”), pursuant to which the Company entered into a Rights Agreement dated August 5, 2008, with Registrar and Transfer Company, as Rights Agent, and the Company declared a dividend of a right to acquire one preferred share purchase right (a “Right”) for each outstanding share of the Company’s common stock, \$0.01 par value per share, to stockholders of record at the close of business on August 15, 2008. Generally, the Rights are only triggered and become exercisable if a person or group (the “Acquiring Person”) acquires beneficial ownership of 10 percent or more of the Company’s common stock or announces a tender offer for 10 percent or more of the Company’s common stock.

The Rights Plan is similar to plans adopted by many other publicly traded companies. The effect of the Rights Plan is to discourage any potential acquirer from triggering the Rights without first convincing Farmers & Merchants Bancorp’s Board of Directors that the proposed acquisition is fair to, and in the best interest of, all of the shareholders of the Company. The provisions of the Plan will substantially dilute the equity and voting interest of any potential acquirer unless the Board of Directors approves of the proposed acquisition. Each Right, if and when exercisable, will entitle the registered holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock, no par value, at a purchase price of \$1,200 for each one one-hundredth of a share, subject to adjustment. Each holder of a Right (except for the Acquiring Person, whose Rights will be null and void upon such event) shall thereafter have the right to receive, upon exercise, that number of Common Shares of the Company having a market value of two times the exercise price of the Right. At any time before a person becomes an Acquiring Person, the Rights can be redeemed, in whole, but not in part, by Farmers and Merchants Bancorp’s Board of Directors at a price of \$0.001 per Right. The Rights Plan will expire on August 5, 2018.

### Proposed Capital Rules

On June 7, 2012, U.S. banking regulators released several draft notices of proposed rulemaking addressing industry-wide capital requirements (more commonly known as “Basel III”) and the calculation of risk weighted assets. As currently proposed these rules would: (1) be phased in over time; and (2) be applied to all banks and bank holding companies with more than \$500 million in assets. The proposed rules which would most affect the regulatory capital requirements of the Company and the Bank include:

- Redefining the type of capital which qualifies as regulatory capital in a more restrictive manner than current rules, including the proposed phase-out of TPS as qualifying regulatory capital,
  - Introducing a new “Common Equity Tier 1” capital measurement,
  - Establishing higher minimum levels of capital,
  - Introducing a “capital conservation buffer”,
- Increasing the risk-weighting of certain assets and commitments, in particular construction loans, loans on nonaccrual status, loans 90 days or more past due, short-term credit commitments, and deferred tax assets, and
- Altering the risk-weightings on residential real estate loans based on loan quality and the loan-to-value ratio determined at time of origination or subsequent restructuring or modification.

Under the proposed rules, any bank which is unable to maintain its “capital conservation buffer” will be restricted in its ability to declare dividends, repurchase shares and pay discretionary executive compensation.

Industry comments on the draft notices are required by October 22, 2012. Additionally, a bi-partisan letter has been sent to U.S. banking regulators signed by a majority of members of the U.S. Senate urging regulators to consider the impact that the proposed rules would have on “community banks” and the differences between community banks and



large, complex financial institutions. We continue to monitor the development of the proposed rules and their potential impact.

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## Critical Accounting Policies and Estimates

This “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” is based upon the Company’s consolidated financial statements, which have been prepared in accordance with U.S. GAAP. In preparing the Company’s financial statements management makes estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. These judgments govern areas such as the allowance for loan losses, the fair value of financial instruments and accounting for income taxes.

For a full discussion of the Company’s critical accounting policies and estimates see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s 2011 Annual Report on Form 10-K.

## Off Balance Sheet Commitments

In the normal course of business the Company enters into financial instruments with off balance sheet risks in order to meet the financing needs of its customers. These financial instruments consist of commitments to extend credit, letters of credit and other types of financial guarantees. The Company had the following off balance sheet commitments as of the dates indicated.

## Off Balance Sheet Arrangements

(in thousands)	September 30, 2012	December 31, 2011	September 30, 2011
Commitments to Extend Credit	\$ 335,255	\$ 300,572	\$ 282,737
Letters of Credit	5,600	5,087	5,424
Performance Guarantees Under Interest Rate Swap Contracts Entered Into Between Our Borrowing Customers and Third Parties	1,949	416	-

These instruments involve varying degrees of credit risk, but the Company applies the same credit policies to these instruments as it does for loans included on the balance sheet. Additionally, the Company maintains an allowance for off balance sheet commitments which totaled \$142,000 at September 30, 2012, December 31, 2011, and September 30, 2011. We do not anticipate any material losses as a result of these transactions.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## Risk Management

The Company has adopted risk management policies and procedures, which aim to ensure the proper control and management of all risk factors inherent in the operation of the Company, most importantly credit risk, interest rate risk and liquidity risk. These risk factors are not mutually exclusive. It is recognized that any product or service offered by the Company may expose the Company to one or more of these risk factors.

## Credit Risk

Credit risk is the risk to earnings or capital arising from an obligor’s failure to meet the terms of any contract or otherwise fail to perform as agreed. Credit risk is found in all activities where success depends on counterparty, issuer, or borrower performance.

Credit risk in the investment portfolio and correspondent bank accounts is addressed through defined limits in the Company’s policy statements. In addition, certain securities carry insurance to enhance credit quality of the bond.

In order to control credit risk in the loan portfolio, the Company has established credit management policies and procedures that govern both the approval of new loans and the monitoring of the existing portfolio. The Company

manages and controls credit risk through comprehensive underwriting and approval standards, dollar limits on loans to one borrower, and by restricting loans made primarily to its principal market area where management believes it is best able to assess the applicable risk. Additionally, management has established guidelines to ensure the diversification of the Company's credit portfolio such that even within key portfolio sectors such as real estate or agriculture, the portfolio is diversified across factors such as location, building type, crop type, etc. However, as a financial institution that assumes lending and credit risks as a principal element of its business, credit losses will be experienced in the normal course of business. The allowance for loan losses is maintained at a level considered by management to be adequate to provide for risks inherent in the loan portfolio. The allowance is increased by provisions charged to operating expense and reduced by net charge-offs.

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The Company's methodology for assessing the appropriateness of the allowance is applied on a regular basis and considers all loans. The systematic methodology consists of two major parts.

Part 1 - includes a detailed analysis of the loan portfolio in two phases. The first phase is conducted in accordance with the "Receivables" topic of the FASB ASC. Individual loans are reviewed to identify loans for impairment. A loan is impaired when principal and interest are deemed uncollectible in accordance with the original contractual terms of the loan. Impairment is measured as either the expected future cash flows discounted at each loan's effective interest rate, the fair value of the loan's collateral if the loan is collateral dependent, or an observable market price of the loan, if one exists. Upon measuring the impairment, the Company will ensure an appropriate level of allowance is present or established.

Central to the first phase of the analysis of the loan portfolio is the loan risk rating system. The originating credit officer assigns borrowers an initial risk rating, which is based primarily on a thorough analysis of each borrower's financial position in conjunction with industry and economic trends. Approvals are made based upon the amount of inherent credit risk specific to the transaction and are reviewed for appropriateness by senior credit administration personnel. Credits are monitored by credit administration personnel for deterioration in a borrower's financial condition, which would impact the ability of the borrower to perform under the contract. Risk ratings are adjusted as necessary. Risk ratings are reviewed by both the Company's independent third-party credit examiners and bank examiners from the DFI and FDIC.

Based on the risk rating system, specific allowances are established in cases where management has identified significant conditions or circumstances related to a credit that management believes indicates that the loan is impaired and there is a probability of loss. Management performs a detailed analysis of these loans, including, but not limited to, cash flows, appraisals of the collateral, conditions of the marketplace for liquidating the collateral, and assessment of the guarantors. Management then determines the inherent loss potential and allocates a portion of the allowance for losses as a specific allowance for each of these credits.

The second phase is conducted by segmenting the loan portfolio by risk rating and into groups of loans with similar characteristics in accordance with the "Contingency" topic of the FASB ASC. In this second phase, groups of loans with similar characteristics are reviewed and the appropriate allowance factor is applied based on the historical average charge-off rate for each particular group of loans.

Part 2 - considers qualitative internal and external factors that may affect a loan's collectability, is based upon management's evaluation of various conditions, the effects of which are not directly measured in the determination of the historical and specific allowances. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with specific problem credits or portfolio segments. The conditions evaluated in connection with the second element of the analysis of the allowance include, but are not limited to the following conditions that existed as of the balance sheet date:

- § general economic and business conditions affecting the key lending areas of the Company;
- § credit quality trends (including trends in collateral values, delinquencies and non-performing loans);
- § loan volumes, growth rates and concentrations;
- § loan portfolio seasoning;
- § specific industry and crop conditions;
- § recent loss experience; and
- § duration of the current business cycle.

Management reviews these conditions in discussion with the Company's senior credit officers. To the extent that any of these conditions is evidenced by a specifically identifiable impaired credit or portfolio segment as of the evaluation

date, management's estimate of the effect of such condition may be reflected as a specific allowance applicable to such credit or portfolio segment. Where any of these conditions is not evidenced by a specifically identifiable impaired credit or portfolio segment as of the evaluation date, management's evaluation of the inherent loss related to such condition is reflected in the second major element of the allowance.

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Management believes that based upon the preceding methodology, and using information currently available, the allowance for loan losses at September 30, 2012 was adequate. No assurances can be given that future events may not result in increases in delinquencies, non-performing loans, or net loan charge-offs that would require increases in the provision for loan losses and thereby adversely affect the results of operations.

### Interest Rate Risk

The mismatch between maturities of interest sensitive assets and liabilities results in uncertainty in the Company's earnings and economic value and is referred to as interest rate risk. The Company does not attempt to predict interest rates and positions the balance sheet in a manner, which seeks to minimize, to the extent possible, the effects of changing interest rates.

The Company measures interest rate risk in terms of potential impact on both its economic value and earnings. The methods for governing the amount of interest rate risk include: (1) analysis of asset and liability mismatches (Gap analysis); (2) the utilization of a simulation model; and (3) limits on maturities of investment, loan, and deposit products, which reduces the market volatility of those instruments.

The Gap analysis measures, at specific time intervals, the divergence between earning assets and interest bearing liabilities for which repricing opportunities will occur. A positive difference, or Gap, indicates that earning assets will reprice faster than interest-bearing liabilities. This will generally produce a greater net interest margin during periods of rising interest rates and a lower net interest margin during periods of declining interest rates. Conversely, a negative Gap will generally produce a lower net interest margin during periods of rising interest rates and a greater net interest margin during periods of decreasing interest rates.

The interest rates paid on deposit accounts do not always move in unison with the rates charged on loans. In addition, the magnitude of changes in the rates charged on loans is not always proportionate to the magnitude of changes in the rate paid for deposits. Consequently, changes in interest rates do not necessarily result in an increase or decrease in the net interest margin solely as a result of the differences between repricing opportunities of earning assets or interest bearing liabilities.

The Company also utilizes the results of a dynamic simulation model to quantify the estimated exposure of net interest income to sustained interest rate changes. The sensitivity of the Company's net interest income is measured over a rolling one-year horizon.

The simulation model estimates the impact of changing interest rates on interest income from all interest earning assets and the interest expense paid on all interest bearing liabilities reflected on the Company's balance sheet. This sensitivity analysis is compared to policy limits, which specify a maximum tolerance level for net interest income exposure over a one-year horizon assuming no balance sheet growth, given a 200 basis point upward and a 100 basis point downward shift in interest rates. A shift in rates over a 12-month period is assumed. Results that exceed policy limits, if any, are analyzed for risk tolerance and reported to the Board with appropriate recommendations. At September 30, 2012, the Company's estimated net interest income sensitivity to changes in interest rates, as a percent of net interest income was an increase in net interest income of 0.03% if rates increase by 200 basis points and a decrease in net interest income of 0.57% if rates decline 100 basis points. Comparatively, at December 31, 2011, the Company's estimated net interest income sensitivity to changes in interest rates, as a percent of net interest income was a decrease in net interest income of 0.44% if rates increase by 200 basis points and a decrease in net interest income of 0.17% if rates decline 100 basis points.

The estimated sensitivity does not necessarily represent a Company forecast and the results may not be indicative of actual changes to the Company's net interest income. These estimates are based upon a number of assumptions including: the nature and timing of interest rate levels including yield curve shape; prepayments on loans and

securities; pricing strategies on loans and deposits; replacement of asset and liability cash flows; and other assumptions. While the assumptions used are based on current economic and local market conditions, there is no assurance as to the predictive nature of these conditions including how customer preferences or competitor influences might change.

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### Liquidity Risk

Liquidity risk is the risk to earnings or capital resulting from the Company's inability to meet its obligations when they come due without incurring unacceptable losses. It includes the ability to manage unplanned decreases or changes in funding sources and to recognize or address changes in market conditions that affect the Company's ability to liquidate assets or acquire funds quickly and with minimum loss of value. The Company endeavors to maintain a cash flow adequate to fund operations, handle fluctuations in deposit levels, respond to the credit needs of borrowers, and to take advantage of investment opportunities as they arise.

The Company's principal operating sources of liquidity include (see "Item 8. Financial Statements and Supplementary Data – Consolidated Statements of Cash Flows" of the Company's 2011 Annual Report on Form 10-K) cash and cash equivalents, cash provided by operating activities, principal payments on loans, proceeds from the maturity or sale of investments, and growth in deposits. To supplement these operating sources of funds the Company maintains Federal Funds credit lines of \$66 million and repurchase lines of \$100 million with major banks. As of September 30, 2012 the Company has additional borrowing capacity of \$261.3 million with the Federal Home Loan Bank and \$290.2 million with the Federal Reserve Bank. Borrowings under these lines are collateralized with loans or securities that have been accepted for pledging at the FHLB and FRB.

At September 30, 2012, the Company had available sources of liquidity, which included cash and cash equivalents and unpledged investment securities available-for-sale of approximately \$231.0 million, which represents 12.3% of total assets.

## ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures designed to ensure that information is recorded and reported in all filings of financial reports. Such information is reported to the Company's management, including its Chief Executive Officer and its Chief Financial Officer to allow timely and accurate disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-15(e). In designing these controls and procedures, management recognizes that they can only provide reasonable assurance of achieving the desired control objectives. Management also evaluated the cost-benefit relationship of possible controls and procedures.

As of the end of the period covered by this report, the Company carried out an evaluation of the effectiveness of Company's disclosure controls and procedures under the supervision and with the participation of the Chief Executive Officer, the Chief Financial Officer and other senior management of the Company. The evaluation was based, in part, upon reports and affidavits provided by a number of executives. Based on the foregoing, the Company's Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect the internal controls over financial reporting subsequent to the date the Company completed its evaluation.

## PART II. OTHER INFORMATION

### ITEM 1. Legal Proceedings

Certain lawsuits and claims arising in the ordinary course of business have been filed or are pending against the Company or its subsidiaries. Based upon information available to the Company, its review of such lawsuits and claims and consultation with its counsel, the Company believes the liability relating to these actions, if any, would not have a material adverse effect on its consolidated financial statements.



There are no material proceedings adverse to the Company to which any director, officer or affiliate of the Company is a party.

ITEM 1A. Risk Factors

See “Item 1A. Risk Factors” in the Company’s 2011 Annual Report on Form 10-K. In management’s opinion, there have been no material changes in risk factors since the filing of the 2011 Form 10-K.

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## ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table indicates the number of shares repurchased by the Company during the third quarter of 2012.

Period	Number of Shares	Average Price per Share	Number of Shares Purchased as Part of a Publicly Announced Plan or Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan or Program
July 2012	1,005	\$376	-	\$ 15,836,050
August 2012	1,057	375	1,057	15,439,675
September 2012(1)	-	-	-	20,000,000
Total	2,062	\$375	1,057	\$ 20,000,000

(1) On September 11, 2012, the Board of Directors approved increasing the funds available for the Company's common stock repurchase program to \$20 million over the three-year period ending September 30, 2015.

The above shares that were repurchased in July 2012 were not repurchased under the Stock Repurchase Program. They were purchased on the open market for the purpose of investing contributions previously made to the Equity Component of the Executive Retirement Plan. See Note 16 located in "Item 8. Financial Statements and Supplementary Data" in the Company's 2011 Annual Report on Form 10-K for further information on the Executive Retirement Plan.

The common stock of Farmers & Merchants Bancorp is not widely held nor listed on any exchange. However, trades may be reported on the OTC Bulletin Board under the symbol "FMCB.OB". Additionally, management is aware that there are private transactions in the Company's common stock.

## ITEM 3. Defaults Upon Senior Securities

Not applicable

## ITEM 4. Mine Safety Disclosures

Not applicable

## ITEM 5. Other Information

None

## ITEM 6. Exhibits

See "Index to Exhibits"

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SIGNATURES

Pursuant to the requirement 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.

FARMERS & MERCHANTS BANCORP

Date: November 8, 2012

/s/ Kent A. Steinwert

Kent A. Steinwert  
Chairman, President  
& Chief Executive Officer  
(Principal Executive Officer)

Date: November 8, 2012

/s/ Stephen W. Haley

Stephen W. Haley  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial & Accounting Officer)

Index to Exhibits

Exhibit No. Description

<u>31(a)</u>	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<u>31(b)</u>	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<u>32</u>	Certifications of the Chief Executive Officer and Chief Financial Officer 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 Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document