

FARMERS & MERCHANTS BANCORP INC

Form 10-Q

November 05, 2010

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**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, 2010**

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 0-14492
FARMERS & MERCHANTS BANCORP, INC.**

(Exact name of registrant as specified in its charter)

OHIO

34-1469491

(State or other jurisdiction of
incorporation or organization)

(I.R.S Employer
Identification No.)

307-11 North Defiance Street, Archbold, Ohio

43502

(Address of principal executive offices)

(Zip Code)

(419) 446-2501

Registrant's telephone number, including area code

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant 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 (§ 232.405 of this chapter) 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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act..

Large accelerated
filer ☐

Accelerated
filer ☒

Non-accelerated filer ☐
(Do not check if a smaller reporting
company)

Smaller reporting
company ☐

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

Indicate the number of shares of each of the issuers classes of common stock, as of the latest practicable date:

Common Stock, No Par Value

4,714,114

Class

Outstanding as of October 28, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10Q
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ITEM 1 FINANCIAL STATEMENTS

FARMERS & MERCHANTS BANCORP, INC.
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)
 (in thousands of dollars)

	September 30, 2010	December 31, 2009
ASSETS:		
Cash and due from banks	\$ 14,754	\$ 19,343
Interest bearing deposits with banks	30,503	9,348
Federal funds sold	10,925	4,957
Investment Securities:		
U.S. Treasury	27,675	5,219
U.S. Government	159,607	141,523
State & political obligations	64,459	60,539
All others	4,448	4,448
Loans and leases (Net of reserve for loan losses of \$7,005 and \$6,008 respectively)	539,809	563,911
Bank premises and equipment-net	17,247	16,053
Accrued interest and other assets	26,611	24,445
Goodwill	4,074	4,074
TOTAL ASSETS	\$ 900,112	\$ 853,860
LIABILITIES AND SHAREHOLDERS' EQUITY:		
LIABILITIES:		
Deposits:		
Noninterest bearing	\$ 65,767	\$ 65,302
Interest bearing	647,552	611,142
Federal funds purchased and securities sold under agreement to repurchase	48,556	43,257
Other borrowed money	34,999	34,199
Accrued interest and other liabilities	6,492	6,376
Total Liabilities	803,366	760,276
SHAREHOLDERS' EQUITY:		
Common stock, no par value authorized 6,500,000 shares; issued 5,200,000 shares	12,677	12,677
Treasury Stock 456,851 shares 2010, 437,551 shares 2009	(9,441)	(9,082)
Unearned Stock Awards 29,035 for 2010 and 27,775 for 2009	(582)	(573)
Undivided profits	90,275	88,048
Accumulated other comprehensive income	3,817	2,514
Total Shareholders' Equity	96,746	93,584

LIABILITIES AND SHAREHOLDERS' EQUITY	\$	900,112	\$	853,860
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See Notes to Condensed Consolidated Unaudited Financial Statements.

Note: The December 31, 2009 Balance Sheet has been derived from the audited financial statements of that date.

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FARMERS & MERCHANTS BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(in thousands of dollars, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
INTEREST INCOME:				
Loans and leases	\$ 8,310	8,301	\$ 24,878	\$ 25,284
Investment Securities:				
U.S. Treasury securities	88	2	190	2
Securities of U.S. Government agencies	1,019	1,269	3,320	4,171
Obligations of states and political subdivisions	536	446	1,612	1,273
Other	48	54	144	152
Federal funds	11	4	17	16
Deposits in banks	13	5	57	18
Total Interest Income	10,025	10,081	30,218	30,916
INTEREST EXPENSE:				
Deposits	2,241	2,719	7,017	8,407
Borrowed funds	436	502	1,389	1,714
Total Interest Expense	2,677	3,221	8,406	10,121
NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES	7,348	6,860	21,812	20,795
PROVISION FOR LOAN LOSSES	1,200	1,433	4,875	3,171
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	6,148	5,427	16,937	17,624
OTHER INCOME:				
Service charges	936	885	2,592	2,382
Other	1,008	798	2,575	2,639
Net securities gains	438		956	147
	2,382	1,683	6,123	5,168
OTHER EXPENSES:				
Salaries and wages	2,184	2,097	6,516	6,246
Pension and other employee benefits	640	825	2,209	2,386
Occupancy expense (net)	232	314	716	910
Other operating expenses	2,456	2,184	7,275	7,261
	5,512	5,420	16,716	16,803
INCOME BEFORE FEDERAL INCOME TAX	3,018	1,690	6,344	5,989
FEDERAL INCOME TAXES	821	414	1,548	1,582

NET INCOME	2,197	1,276	\$ 4,796	4,407
OTHER COMPREHENSIVE INCOME (NET OF TAX):				
Unrealized gains on securities	1,078	1,455	1,303	1,054
COMPREHENSIVE INCOME	\$ 3,275	\$ 2,731	\$ 6,099	\$ 5,461
NET INCOME PER SHARE	\$ 0.47	\$ 0.27	\$ 1.02	\$ 0.93
Based upon average weighted shares outstanding of:	4,710,402	4,731,841	4,724,988	4,743,656
DIVIDENDS DECLARED	\$ 0.18	\$ 0.18	\$ 0.54	\$ 0.54
	2			

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FARMERS & MERCHANTS BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands of dollars)

	Nine Months Ended	
	September 30, 2010	September 30, 2009
<i>CASH FLOWS FROM OPERATING ACTIVITIES:</i>		
Net income	\$ 4,796	\$ 4,407
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and amortization	1,048	1,105
Premium amortization	1,051	617
Discount amortization	(52)	(76)
Amortization of servicing rights	410	828
Amortization of core deposit intangible	157	118
Provision for loan losses	4,875	3,171
Gain on sale of loans held for sale	(920)	(966)
Originations of loans held for sale	(45,896)	(107,310)
Proceeds from sale of loans held for sale	46,073	107,455
Loss on sale of fixed assets	7	48
Gain on sale of investment securities	(956)	(147)
Changes in Operating Assets and Liabilities:		
Accrued interest receivable and other assets	(1,394)	(3,363)
Accrued interest payable and other liabilities	116	302
Net Cash Provided by Operating Activities	9,315	6,189
<i>CASH FLOWS FROM INVESTING ACTIVITIES</i>		
Capital expenditures	(2,242)	(385)
Proceeds from sale of fixed assets	2	8
Proceeds from maturities of investment securities	75,705	61,679
Proceeds from sale of investment securities	55,700	4,219
Purchase of investment securities	(173,887)	(77,661)
Net cash paid for office acquisition	(1,141)	
Net decrease in loans and leases	19,050	5,851
Net Cash (Used) in Investing Activities	(26,813)	(6,289)
<i>CASH FLOWS FROM FINANCING ACTIVITIES</i>		
Net increase in deposits	36,875	27,070
Net change in short-term borrowings	5,299	516
Increase in long-term borrowings	9,000	
Payments on long-term borrowings	(8,200)	(11,231)
Purchase of Treasury stock	(533)	(555)
Payment of Stock Awards	145	128
Payments of dividends	(2,554)	(2,564)
Net Cash Provided by Financing Activities	40,032	13,364

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Net change in cash and cash equivalents	22,534		14,085
Cash and cash equivalents Beginning of year	33,648		20,887
 CASH AND CASH EQUIVALENTS END OF THE PERIOD	 \$ 56,182	 \$	 34,972
 RECONCILIATION OF CASH AND CASH EQUIVALENTS:			
Cash and cash due from banks	\$ 14,754	\$	10,812
Interest bearing deposits with banks	30,503		13,475
Federal funds sold	10,925		10,685
	 \$ 56,182	 \$	 34,972
 Supplemental Information			
Cash paid during the period for:			
Interest	\$ 8,675	\$	9,967
 Income Taxes	 \$ 1,245	 \$	 1,900

See Notes to Condensed Consolidated Unaudited Financial Statements.

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FARMERS & MERCHANTS BANCORP, INC.

NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

NOTE 1 BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10Q and Rule 10-01 of Regulation S-X; accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2010 are not necessarily indicative of the results that are expected for the year ended December 31, 2010. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2009. In July 2010, FASB issued a statement which expands disclosures about credit quality of financing receivables and allowance for credit losses. The standard will require the Company to expand disclosures about credit quality of loans and the related reserves against them. The disclosures will include details on past due loans, credit quality indicators, and modifications on loans. The Company will adopt the standard beginning with the December 31, 2010 financial statements.

NOTE 2 FAIR VALUE OF INSTRUMENTS

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair values of financial instruments are management's estimate of the values at which the instruments could be exchanged in a transaction between willing parties. These estimates are subjective and may vary significantly from amounts that would be realized in actual transactions. In addition, other significant assets are not considered financial assets including deferred tax assets, premises, equipment and intangibles. Further, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on the fair value estimates and have not been considered in any of the elements.

The following assumptions and methods were used in estimating the fair value for financial instruments.

Cash and Cash Equivalents

The carrying amounts reported in the balance sheet for cash, cash equivalents and federal funds sold approximate their fair values. Also included in this line item are the carrying amounts of interest-bearing deposits maturing within ninety days which approximate their fair values. Fair values of other interest-bearing deposits are estimated using discounted cash flow analyses based on current rates for similar types of deposits.

Securities and Other Securities

Fair values for securities, excluding Federal Home Loan Bank stock, are based on quoted market price, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments. The carrying value of Federal Home Loan Bank stock approximates fair value based on the redemption provisions of the Federal Home Loan Bank.

Loans

Most commercial, agricultural and real estate mortgage loans are made on a variable rate basis. For those variable rate loans that re-price frequently, and with no significant change in credit risk, fair values are based on carrying values. The fair values of the fixed rate and all other loans are estimated using discounted cash flow analysis. This is accomplished by using interest rates currently being offered for loans with similar terms to borrowers with similar credit quality.

Deposits

The fair values disclosed for deposits with no defined maturities are equal to their carrying amounts, which represent the amount payable on demand. The carrying amounts for variable-rate, fixed term money market

Table of Contents**ITEM 2 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)**
FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**Deposits (Continued)**

accounts and certificates of deposit approximate their fair value at the reporting date. Fair value for fixed- rate certificates of deposit are estimated using a discounted cash flow analysis that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Borrowings

Short-term borrowings are carried at cost that approximates fair value. Other long-term debt was generally valued using a discounted cash flow analysis with a discounted rate based on current incremental borrowing rates for similar types of arrangements, or if not available, based on an approach similar to that used for loans and deposits.

Accrued Interest Receivable and Payable

The carrying amounts of accrued interest approximate their fair values.

Dividends Payable

The carrying amounts of dividends payable approximate their fair values and are generally paid within forty days of declaration.

Off Balance Sheet Financial Instruments

Fair values for off-balance sheet, credit related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counter- parties' credit standing. The estimated fair values, and related carrying or notional amounts, for on and off-balance sheet financial instruments as of September 30, 2010 and December 31, 2009 are reflected below.

	(In Thousands)			
	September 30, 2010		December 31, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash and Cash Equivalents	\$ 56,182	\$ 56,182	\$ 33,648	\$ 33,648
Securities-available for sale	251,741	251,741	207,281	207,281
Other Securities	4,448	4,448	4,448	4,448
Loans, net	539,809	539,513	563,911	563,532
Interest Receivable	4,613	4,613	3,693	3,693
Financial Liabilities				
Deposits	\$713,319	\$712,454	\$676,444	\$672,963
Short-term Debt				
Repurchase Agreement Sold	48,556	48,556	43,257	43,257
Long Term Debt	34,999	36,059	34,199	34,947
Interest Payable	583	583	852	852
Dividends Payable	849	849	853	853
Off-Balance Sheet Financial Instruments				
Commitments to extend credit	\$	\$	\$	\$
Standby Letters of Credit				

Table of Contents**ITEM 2 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)**
FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**Fair Value Measurements**

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2010, and the valuation techniques used by the Company to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

Disclosures concerning assets and liabilities measured at fair value are as follows:

Assets and Liabilities Measured at Fair Value on a Recurring Basis

(\$ in Thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
9/30/2010			
Assets			
Securities Available for Sale			
U.S. Treasury	\$ 27,675		
U.S. Government agency	\$ 131,121		
Mortgage-backed securities	\$ 28,486		
State and local governments	\$ 0	\$ 53,147	\$ 11,312
Total Securities Available for Sale	\$ 187,282	\$ 53,147	\$ 11,312
Liabilities	\$ 0	\$ 0	\$ 0
12/31/2009			
Assets			
Securities Available for Sale			
U.S. Treasury	\$ 5,219		
U.S. Government agency	\$ 104,675		
Mortgage-backed securities	\$ 36,848		
State and local governments	\$ 0	\$ 60,539	\$ 0
Total Securities Available for Sale	\$ 146,742	\$ 60,539	\$ 0
Liabilities	\$ 0	\$ 0	\$ 0

The Company did have assets measured at fair value that were categorized as Level 3 during the period. The Company's available for sale securities includes bonds issued by local municipalities. Those municipal bonds that did not have CUSIP or credit ratings numbers were treated as Level 3. Those bonds, including municipalities, that did have CUSIP numbers or have similar characteristics of those in like markets, were considered comparable and marketable and reported as Level 2.

The Company also has assets that, under certain conditions, are subject to measurement at fair value on a non-recurring basis. At September 30, 2010, such assets consist primarily of impaired loans and other real estate. The Company has established the fair values of these assets using Level 3 inputs, each individually described below. Impaired loans categorized as Level 3 assets consist of non-homogeneous loans that are considered impaired. The Company estimates the fair value of the loans based on the present value of expected future cash flows using management's best estimate of key assumptions. These assumptions include future payment ability, timing of payment streams, and estimated realizable values of available collateral (typically based on outside appraisals.)

Table of Contents**ITEM 2 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)**
FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Other real estate is reported at either the fair value of the real estate minus the estimated costs to sell the asset or the cost of the asset. The determination of fair value of the real estate relies primarily on appraisals from third parties. If the fair value of the real estate, minus the estimated costs to sell the asset, is less than the asset's cost, the deficiency is recognized as a valuation allowance against the asset through a charge to expense.

Assets Measured at Fair Value on a Nonrecurring Basis at September 30, 2010

	Balance at 9/30/10	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Change in fair value for nine-month period ended Sept. 30, 2010
(\$ in Thousands)					
Impaired loans	\$ 8,911			\$ 8,911	\$ 1,192
Other real estate owned residential mortgages	\$ 2,075			\$ 2,075	\$
Other real estate owned commercial	\$ 475			\$ 475	\$
Total change in fair value					\$ 1,192

Assets Measured at Fair Value on a Nonrecurring Basis at September 30, 2009

	Balance at 9/30/09	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Change in fair value for nine-month period ended Sept. 30, 2009
(\$ in Thousands)					
Impaired loans	\$ 15,351			\$ 15,351	\$ 1,006
Other real estate owned residential mortgages	\$ 977			\$ 977	\$
Other real estate owned commercial	\$ 295			\$ 295	\$
Total change in fair value					\$ 1,006

NOTE 3 ASSET PURCHASE

On July 9, 2010, the Bank completed its purchase of a branch office in Hicksville, Ohio from First Place Bank. Deposits of close to \$28 million and loans of \$14 million were included in the purchase. The new office is located within the Bank's current market area, shortening the distance between offices in the Ohio and Indiana market area.

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The following table summarizes the estimated values of the assets acquired and the liabilities assumed:

(Dollars in Thousands)

Cash	\$ 114
Loans, Net of Discount	13,792
Accrued Interest on Loans	64
Premises and Equipment	1,803
Core Deposit Intangible	1,087
Other Assets	11
 Total Assets Acquired	 \$ 16,871
 Deposits	 \$ 27,749
Accrued Interest on Deposits	13
Other Liabilities	10
 Total Liabilities Assumed	 27,772
 Net Liabilities Assumed	 \$ 10,901

Table of Contents**ITEM 2 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)**
ASSET PURCHASE (Continued)

In connection with the purchase, the Bank recognized an addition to core deposit intangible by \$1.1 million, which is being amortized on a straight line basis over the estimated remaining economic life of the deposits of 7 years. Amortization of these core deposit intangibles is scheduled to be as follows:

	(In Thousands)
2010	78
2011	155
2012	155
2013	155
2014	155
Thereafter	389
	1,087

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
INTRODUCTION

Farmers & Merchants Bancorp, Inc. (the "Company") was incorporated on February 25, 1985, under the laws of the State of Ohio. Farmers & Merchants Bancorp, Inc., and its subsidiary The Farmers & Merchants State Bank (the "Bank") are engaged in commercial banking. The executive offices of the Company are located at 307 North Defiance Street, Archbold 43502.

The Farmers & Merchants State Bank engages in general commercial banking and savings business. Their activities include commercial, agricultural and residential mortgage, consumer and credit card lending activities. Because the Bank's offices are located in Northwest Ohio and Northeast Indiana, a substantial amount of the loan portfolio is comprised of loans made to customers in the farming industry for such things as farm land, farm equipment, livestock and general operation loans for seed, fertilizer, and feed. Other types of lending activities include loans for home improvements, and loans for such items as autos, trucks, recreational vehicles, motorcycles, etc.

The Bank's underwriting policies exercised through established procedures facilitates operating in a safe and sound manner in accordance with supervisory and regulatory guidance. Within this sphere of safety and soundness, the Bank's practice has been not to promote innovative, unproven credit products which will not be in the best interest of the Bank or its customers. The Bank does offer a hybrid loan. Hybrid loans are loans that start out as a fixed rate mortgage but after a set number of years they automatically adjust to an adjustable rate mortgage. The Bank offers a three year fixed rate mortgage after which the interest rate will adjust annually. The majority of the Bank's adjustable rate mortgages are of this type. In order to offer longer term fixed rate mortgages, the Bank does participate in the Freddie Mac, Farmer Mac and Small Business Lending programs. The Bank does also retain the servicing on these partially or 100% sold loans. In order for the customer to participate in these programs they must meet the requirements established by these agencies.

The Bank does not fund sub-prime loans. Sub-prime loans are characterized as a lending program or strategy that target borrowers who pose a significantly higher risk of default than traditional retail banking customers.

Following are the characteristics and underwriting criteria for each major type of loan the Bank offers:

Commercial Real Estate Construction, purchase, and refinance of real estate of a business nature. Risks include loan amount in relation to construction delays and overruns, vacancies, collateral value subject to market value fluctuations, interest rate, market demands, borrower's ability to repay in orderly fashion, and others.

Agricultural Real Estate Purchase of farm real estate or for permanent improvements to the farm real estate. Cash flow from the farm operation is the repayment source and is therefore subject to the financial success of the farm operation.

Consumer Real Estate Purchase, refinance, or equity financing of one to four family owner occupied dwelling. Success in repayment is subject to borrower's income, debt level, character in fulfilling payment obligations, employment, and others.

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS****INTRODUCTION (Continued)**

Commercial/Industrial Loans to proprietorships, partnerships, or corporations to provide temporary working capital and seasonal loans as well as acquisition of capital assets such as plant and equipment. Risks include adequacy of cash flow, reasonableness of profit projections, financial leverage, economic trends, management ability, and others.

Agricultural Loans for the production and housing of crops, fruits, vegetables, and livestock or to fund the purchase or re-finance of capital assets such as machinery and equipment, and livestock. The production of crops and livestock is especially vulnerable to commodity prices and weather.

Consumer Funding for individual and family purposes. Success in repayment is subject to borrower's income, debt level, character in fulfilling payment obligations, employment, and others.

Industrial Development Bonds Funds for public improvements in the Bank's service area. Repayment ability is based on the continuance of the taxation revenue as the source of repayment.

The following table is intended as a quick reference only. Advance rates indicated should be considered maximums and are subject to applicable policy provisions.

	Max LTV
Consumer Loans	
Cars/Vans/Light Trucks	
Purchases/retail value (fees & tax)	110%
Indirect/retail value (fees & taxes)	110%
Indirect with Add-ons	130%
Vehicles secured/retail value	65%
Boats/Campers/Motorcycles/RV's/Motor Coach	
< 2 Years	90%
> 3 Years	80%
Snow mobiles/Four Wheelers/Jet Skis/Mowers	
New	85%
Used	80%
1-4 Family Residential Properties	
In-House	90%*
Rental	75%**
Secondary(See Terms of Secondary Market Program)	
Home Equity/Jr. Liens	80%
credit score 720 and higher	
Home Equity/Jr. Liens	75%
credit score less than 720	
Home Equity/Jr.Liens	75%
(non-F&M priority lien)	
Home Equity/Jr. Liens	N/A
(manufactured home/condo)	
Bridge Loan	80%
Construction The lesser of 80% of fair market value or 90% of hard cost	
Raw Land / Lot Improved	75%
Raw Land / Lot Unimproved	65%
Non-Conforming Property	N/A
Jumbo Loan	75%
Refer to Secondary Market Guidelines	

State of Michigan Property	75%
State of Michigan Property with PMI	90%
State of Indiana Property	80%
State of Indiana Property with PMI	90%

* PMI Insurance Required if LTV Exceeds 80%

** Not to exceed the lower of cost or appraisal

*** Excluding Freddie Mac Loans

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)
INTRODUCTION (Continued)

	Max LTV
Commercial / Agriculture Real Estate	
Commercial Real Estate	80%
Agriculture Real Estate	70%*
Construction The lesser of 80% of fair market value or 90% of hard cost.	
Secondary (See Terms of Secondary Market)**	
Single Purpose Real Estate	70%

* On all appraisals completed in 2008 and after. 80% on appraisals completed prior to 2008

** Programs Include See Secondary Market References.

Commercial / Agriculture**Accounts Receivable**

A/R 90 days with aging	up to 80%
(Eligible see procedures for definition)	
A/R without aging	up to 35%

Inventory

Inventory	up to 50%
(Eligible see procedures for definition)	
Inventory Raw Material	50%
WIP (Work in Process)	0%
Finished Goods	50%
Stored Grain	80%
	87% or max. Established by the
Warehouse Receipts of Grain	Reg.
Assigned Insured Growing Crops	75% of input cost
Feeder Livestock (Purchase or Existing)	80% of FMV
Breeding Livestock	50%
Floor Plan Used Vehicles	80% of wholesale
Floor Plan New RV's/Campers	80% of wholesale
Floor Plan Manufactured Homes	80% of wholesale

Equipment

New Equipment	up to 80% of invoice
Existing Equipment	up to 50% of listed equipment
Appraisal of existing	up to 75% of market value
Restaurant / Bar	up to 35% of market value
Heavy Trucks	up to 75% of market value
Tilted Trailers	up to 75% of market value
	up to 75% of appraised fair market
Aircraft	value

Risks are mitigated through an adherence to Loan Policy with any exception being recorded and approved by Senior Management or committees comprised of Senior Management. Loan Policy defines parameters to essential underwriting guidelines such as loan-to-value ratio, cash flow and debt-to-income ratio, loan requirements and covenants, financial information tracking, collection practice and others. Limitation to any one borrower is defined by the Bank's legal lending limits and is stated in policy. On a broader basis, the Bank restricts total aggregate funding in comparison to Bank capital to any one business and agricultural sector by an approved sector percentage to capital limitation.

The Bank also provides checking account services, as well as savings and time deposit services such as certificates of deposits. In addition ATM's (automated teller machines) are provided at most branch locations along with other independent locations such as major employers and hospitals in the market area. The Bank has custodial services for IRA's (Individual Retirement Accounts) and HSA's (Health Savings Accounts).

F&M Investment Services, the brokerage department of the Bank, opened for business in April, 1999. Securities are offered through Raymond James Financial Services Inc.

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)

INTRODUCTION (Continued)

The Bank is participating in the expanded FDIC limits utilizing the additional coverage provided in the Temporary Liquidity Guarantee Program (TAG) through December 2010. TAG provides unlimited FDIC insurance coverage on non-interest bearing accounts. The Bank believes the cost for this coverage is offset by the benefit to their customers. The material cost of FDIC is the assessments for the base program and not TAG.

The Bank's primary market includes communities located in the Ohio counties of Defiance, Fulton, Henry, Williams and Wood and in the Indiana counties of DeKalb and Steuben. The commercial banking business in this market are highly competitive with approximately 17 other depository institutions doing business in the Bank's primary market. The Bank competes directly with other commercial banks, credit unions and farm credit services and savings and loan institutions in each of their operating localities. In a number of locations, the Bank competes against institutions which are much larger.

The Company's common stock is not listed on any exchange or the NASDAQ Stock Market. The stock is currently quoted in over-the-counter markets.

2010 IN REVIEW

The impact of new legislation, such as Health Care and Dodd-Frank Financial Reform (collectively, Financial Reform legislation), weighs heavily on the minds of bankers along with their customers as 2010 continues to be a year of change. The primary concerns at this point are the impact on future revenues and expenses and how quickly it will be felt. Short-term rates remain low and are expected to remain low throughout 2010 and most of 2011. This has enabled the Company to continue to sell investment securities and recognize a gain without compromising the yield while modestly increasing the duration of the investment portfolio. In the first three quarters of 2009, the Bank had sales which produced a favorable gain on securities of \$147 thousand and sold off mainly out-of-state securities, which were replaced with pledgeable Ohio securities. In 2010, the favorable gain produced from the sale of securities is \$956 thousand. Most of the securities sold during the first three quarters of 2010 were agencies maturing in a shorter time period than the securities that were purchased to replace them. The Bank was able to capitalize on the steepness of the yield curve.

Easing of the long term rates has continued and is now at a level that has attracted many customers to refinance their mortgage. For some, the ability to refinance is hampered by the decrease in collateral valuations and the customer's ability to maintain sufficient loan to value levels. However, at the current low rates, many customers with lower loan to value levels are refinancing. In addition, in most cases, the decrease in rate is large enough to offset additional or modified fees charged in the secondary mortgage market.

The two largest expenses of 2009 and 2010 which can be tied to the economy and resulting business failures remain the same. The amount of provision expense for loan loss in the first three quarters of 2009 was approximately \$3.2 million compared to an expense of \$4.9 million during the same time period of 2010. In addition, the Bank experienced an increase in collection costs, including legal fees. Collection costs are over 40 percent higher, up \$218 thousand so far in 2010 as compared to September 30, 2009. Addressing declining collateral values and improvement of asset quality remains in the fore-front of priorities for 2010. The second factor is the continuation of the high cost of FDIC assessments. While the cost of FDIC insurance in 2010 is lower than 2009, the cost remains significant at over \$780,000. Unknown are what the final reduction or increase in cost will be and the timing of the new rules that will come from the Financial Reform legislation and the permanent increase of FDIC coverage to \$250,000.

The Bank's local service area has experienced a very slight improvement in employment rates in mid year 2010 from year end 2009. The improvement is not considered significant at this time. The majority of the Bank's commercial borrowers have experienced slight improvement, although a few still lag. As the economic recovery remains fragile and consumer confidence remains at lower levels, consumer sensitive industries such as the hotel/motel industry and the retail sector may continue to experience pressures as well.

On July 9, 2010, the Bank completed its purchase of a branch office in Hicksville, Ohio from First Place Bank, a savings association with its main office in Warren, OH. Deposits of close to \$28 million and loans of \$14 million were included in the purchase. The new office is located within the Bank's current market area, shortening the distance

between offices in the Ohio and Indiana market area. The Bank looks for the transaction to be accretive to earnings within the first twelve months of operation.

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)

2010 IN REVIEW (Continued)

Overall the Company's performance in other areas has enabled the Company to weather the storm and remain strong, stable and well capitalized. The Company has the capacity to continue to cover the increased costs of doing business in a tough economy and looks forward to brighter days.

CRITICAL ACCOUNTING POLICY AND ESTIMATES

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, and the Company follows general practices within the industries in which it operates. At times the application of these principles requires Management to make assumptions, estimates and judgments that affect the amounts reported in the financial statements. These assumptions, estimates and judgments are based on information available as of the date of the financial statements. As this information changes, the financial statements could reflect different assumptions, estimates and judgments. Certain policies inherently have a greater reliance on assumptions, estimates and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Examples of critical assumptions, estimates and judgments are when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not required to be recorded at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability must be recorded contingent upon a future event.

Based on the valuation techniques used and the sensitivity of financial statement amounts to assumptions, estimates, and judgments underlying those amounts, management has identified the determination of the Allowance for Loan and Lease Losses (ALLL) and the valuation of its Mortgage Servicing Rights as the accounting areas that requires the most subjective or complex judgments, and as such have the highest possibility of being subject to revision as new information becomes available.

The ALLL represents management's estimate of credit losses inherent in the Bank's loan portfolio at the report date. The estimate is a composite of a variety of factors including past experience, collateral value and the general economy. ALLL includes a specific portion, a formula driven portion, and a general nonspecific portion.

The Bank's ALLL methodology captures trends in leading, current, and lagging indicators which will have a direct affect on the Bank's allocation amount. Trends in such leading indicators as delinquency, unemployment, changes in the Bank's service area, experience and ability of staff, regulatory trends, and credit concentrations are referenced. A current indicator such as the total Watch List loan amount to Capital, and a lagging indicator such as the charge off amount are referenced as well. A matrix is formed by loan type from these indicators that is responsive in making ALLL adjustments.

Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. Capitalized servicing rights are reported in other assets and are amortized into noninterest expense in proportion to, and over the period of, the estimated future servicing income of the underlying financial assets.

Servicing assets are evaluated for impairment based upon the fair value of the rights as compared to the amortized cost. Impairment is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market based assumptions. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum. Fees received for servicing loans owned by investors are based on a percentage of the outstanding monthly principal balance of such loans and are included in operating income as loan payments are received. Costs of servicing loans are charged to expense as incurred. The Bank utilizes a third party vendor to estimate the fair value of their mortgage servicing rights which utilizes national prepayment speeds in its calculations.

**MATERIAL CHANGES IN FINANCIAL CONDITION,
LIQUIDITY AND CAPITAL RESOURCES**

In comparing the balance sheet of September 30, 2010 to that of December 31, 2009, the liquidity of the Bank has increased and remains strong with a movement of money from cash and due from banks and Federal Funds Sold to interest bearing deposits with banks. The Bank has taken advantage of the Federal Reserve's payment of interest and also placed funds in term deposits at the Federal Home Loan Bank which are also used for collateral pledging for

notes coming due in 2010. The Bank monitors the rate paid by the Federal Reserve versus the Federal Funds Sold rate and other deposit rates

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****LIQUIDITY AND CAPITAL RESOURCES (Continued)**

offered through correspondent banks. Overall, cash and cash equivalents increased over \$22.5 million and securities increased an additional \$44.5 million. The Company's increased liquidity came from a decrease of almost \$24.1 million in the Bank's loan portfolio and deposit growth of \$36.9 million. During the quarter, \$8 million in other borrowed money from the Federal Home Loan Bank was paid off from term deposits that were being held there. This was calculated, as \$9 million was borrowed in the first quarter of 2010 to lock in lower rates. Liquidity remains high with the Bank also having access to \$27 million of unsecured borrowings through correspondent banks and \$70.5 million of unpledged securities which may be sold or used as collateral. The strength of the security portfolio is shown in the tables to follow. With the exception of stock, all of the Bank's security portfolio is categorized as available for sale and as such is recorded at market value. The charts which follow do not include stock. Investment securities will at times depreciate to an unrealized loss position. The Bank utilizes the following criteria to assess whether or not an impaired security is other than temporary. No one item by itself will necessarily signal that a security should be recognized as other than temporary impairment.

1. The fair value of the security has significantly declined from book value.
2. A down grade has occurred that lowers the credit rating to below investment grade (below Baa3 by Moody and BBB- by Standard and Poors).
3. Dividends have been reduced or eliminated or scheduled interest payments have not been made.
4. The underwater security has longer than 10 years to maturity and the loss position had existed for more than 3 years.
5. Management does not possess both the intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value.

If the impairment is judged to be other than temporary, the cost basis of the individual security shall be written down to fair value, thereby establishing a new cost basis. The amount of the write down shall be included in earnings as a realized loss. The new cost basis shall not be changed for subsequent recoveries in fair value. The recovery in fair value shall be recognized in earnings when the security is sold. The first table is presented by category of security and length of time in a continuous loss position. The Bank currently does not hold any securities with other than temporary impairment.

	Less Than Twelve Months (In Thousands)		Twelve Months & Over (In Thousands)	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
September 30, 2010				
U.S. Treasury	\$	\$	\$	\$
U.S. Government agency				
Mortgage-backed securities				
State and local governments	127	12,752		

The following chart shows the breakdown of the unrealized gain or loss associated within each category of the investment portfolio as of September 30, 2010.

	Amortized Cost	September 30, 2010 Gross Unrealized Gains	(In Thousands) Gross Unrealized Losses	Estimated Market Value
Available-for-Sale:				
U.S. Treasury	\$ 27,513	\$ 162	\$	\$ 27,675

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U.S. Government agency	129,040	2,081		131,121
Mortgage-backed securities	27,029	1,457		28,486
State and local governments	62,377	2,209	(127)	64,459
	\$ 245,959	\$ 5,909	\$ (127)	\$ 251,741

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****LIQUIDITY AND CAPITAL RESOURCES (Continued)**

The following table shows the maturity schedule of the security portfolio with the largest portion due within less than 5 years.

	September 30, 2010 Amortized Cost	(In Thousands) Fair Value
One year or less	\$ 3,771	\$ 3,793
After one year through five years	118,409	120,328
After five years through ten years	78,148	80,037
After ten years	18,602	19,097
Subtotal	\$ 218,930	\$223,255
Mortgage Backed Securities	27,029	28,486
Total	\$ 245,959	\$251,741

Net loans show a decrease of \$24.1 million for the nine months ended September 30, 2010. \$4.3 million was charged-off during the nine month period. While over \$7 million came off the watch list during the third quarter, it was not all due to having been charged-off. A portion of the decrease is positive in that troubled loans were either paid off or were refinanced elsewhere. The purchase of the Hicksville office added approximately \$14 million in loans, mainly in the 1-4 family real estate portfolio. Overall, total assets of the Company increased \$46.2 million from December 31, 2009 to September 30, 2010.

The following chart shows the breakdown of the loan portfolio as of December 31st for past years and as of the current quarter ended for the current year.

	(In Thousands)					
	30-Sep 2010	2009	2008	2007	2006	2005
Loans:						
Commercial Real Estate	\$215,142	\$214,849	\$226,761	\$181,340	\$162,363	\$113,283
Agricultural Real Estate	35,820	41,045	48,607	45,518	49,564	50,777
Consumer Real Estate	88,721	98,599	89,773	102,660	86,688	115,831
Commercial/Industrial	117,625	120,543	112,526	104,188	101,788	81,893
Agricultural	58,057	59,813	56,322	58,809	69,301	61,502
Consumer	29,267	32,581	26,469	27,796	27,388	31,935
Industrial Development						
Bonds	2,182	2,552	7,572	9,289	7,335	9,237
Total Loans	\$546,814	\$569,982	\$568,030	\$529,600	\$504,427	\$464,458

The following table shows the maturity of loans as of September 30, 2010:

(In Thousands)
Maturities
After One

	Within One Year	Year Within Five Years	After Five Years	Total
Commercial Real Estate	\$41,073	\$127,430	\$46,639	\$215,142
Agricultural Real Estate	6,626	14,554	14,640	35,820
Consumer Real Estate	6,370	18,963	63,388	88,721
Commercial/Industrial	81,962	27,468	8,195	117,625
Agricultural	42,765	12,378	2,914	58,057
Consumer	5,262	21,427	2,578	29,267
Industrial Development Bonds	580	551	1,051	2,182

The following table presents the total of loans due after one year which has 1) predetermined interest rates as of September 30, 2010. 2) floating or adjustable interest rate as of September 30, 2010.

	(In Thousands)	
	Fixed Rate	Variable Rate
Commercial Real Estate	\$62,438	\$111,631
Agricultural Real Estate	16,393	12,801
Consumer Real Estate	72,355	9,996
Commercial/Industrial	28,836	6,827
Agricultural	15,138	154
Consumer	24,005	
Industrial Development Bonds	1,602	

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****LIQUIDITY AND CAPITAL RESOURCES (Continued)**

Deposits increased \$36.9 million in total from December 31, 2009. The mix of the portfolio continued to transition to a higher level of core deposits as a result primarily of the Bank's offering of a high interest bearing transaction account along with an increase in health savings accounts. The success of this product is also the reason for the continued movement of deposits out of Certificates of Deposit to interest bearing transaction accounts. In 2010, the Bank strengthened its line of deposit products by adding additional products which added additional options to its already highly successful Reward Checking, which was renamed KASASA Cash. The additional options include KASASA Saver, KASASA Giver and KASASA iTunes. These continue to be the deposit of choice and attract not only new money from existing customers but new customers to the Bank also.

The Certificate of Deposit (COD) portfolio has decreased \$1.8 million during the first three quarters of 2010 which is helping to decrease the cost of funds, as demonstrated below in the section of this MD&A captioned MATERIAL CHANGES IN RESULTS OF OPERATION Interest Expense.

Capital increased approximately \$3.2 million from year-end during the nine months of 2010. The increase occurred even with the Company's repurchase of 27,725 shares of common stock costing \$533 thousand which took place in the first six months. Positive earnings and an increase in accumulated other comprehensive income offset the stock repurchases. Comprehensive income increased \$1.3 million even with the shift of \$956 thousand from unrealized gain to realized gain with the sale of securities. Dividends remained stable during the period.

The Company continues to be well-capitalized in accordance with Federal regulatory capital requirements as the capital ratios below show:

Primary Ratio	10.71%
Tier I Leverage Ratio	9.96%
Risk Based Capital Tier I	13.59%
Total Risk Based Capital	14.72%
Stockholders' Equity/Total Assets	10.75%

MATERIAL CHANGES IN RESULTS OF OPERATIONS**Interest Income**

Annualized interest income and yield on earning assets is down in 2010 as compared to September 30, 2009. While total assets were higher than year end, the decrease resulted primarily from the transition of the Company's earning assets from high yield to lower yield assets. As the table that follows confirms, the shift of funds within the interest earning portfolios caused a lower yield thereby causing lower interest income even though assets increased. The largest change in yield came in the additions to the taxable security portfolio as the Bank sought to keep the growth in shorter periods for liquidity.

The Bank worked to minimize the impact of the low rate environment on its loan portfolio with the use of floors to renewed and new loans. Adjustments to the Farmer Mac portfolio, which is a loan participation program, also generated additional interest income. To protect the yield, the Bank is working to add spread to the margin on the variable rate loans so that when prime does adjust up, the Bank's rate also adjusts up over the floor. Overall, interest income from loans was down \$406 thousand in comparing the nine months ended September 30, 2010 to same period for 2009. However, interest income from loans was up \$9 thousand in comparing the quarter ended September 30, 2010 to 2009.

Interest income and yield on the securities portfolio was down as agency notes continued to be called due to the low interest rate environment. Period ending balances are deceiving as compared to the interest earnings due to the shift of holdings from the sales, calls and maturity and the replacement securities. The average balances in the table are more useful to see the impact of those activities.

Total interest income was down almost \$700 thousand in comparing the first nine month of 2010 to the first nine months of 2009.

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Interest Income (Continued)**

		(In Thousands) September 30, 2010		September 30, 2009
	Average Balance	Interest/Dividends	Yield/Rate	Yield/Rate
Interest Earning Assets:				
Loans	\$556,598	\$ 24,878	5.99%	6.06%
Taxable Investment Securities	168,111	3,708	2.94%	4.09%
Tax-exempt Investment Securities	58,300	1,558	5.40%	5.46%
Fed Funds Sold & Interest Bearing Deposits	40,840	74	0.24%	0.22%
Total Interest Earning Assets	\$823,849	\$ 30,218	5.04%	5.50%

Change in September 30, 2010 Interest Income (In Thousands) Compared to September 30, 2009

	Change	Due to Volume	Due to Rate
Interest Earning Assets:			
Loans	\$ (406)	\$ (188)	\$ (218)
Taxable Investment Securities	(696)	966	(1,662)
Tax-exempt Investment Securities	364	1,014	(650)
Fed Funds Sold & Interest Bearing Deposits	40	64	(24)
Total Interest Earning Assets	\$ (698)	\$ 1,856	\$ (2,554)

The yields on tax-exempt securities and the portion of tax-exempt IDB loans included in loans have been tax adjusted based on a 34% tax rate in the charts above.

Interest Expense

Interest expense continued to be lower than the comparable three months and nine months periods from 2009. Interest expense related to deposits was down \$1.4 million while the deposit balance increased by \$70.7 million in comparing the ending balances of each first nine months. Approximately \$28 million of the growth came through the purchase of the Hicksville office. Time deposits continue to reprice down and the Bank continues to try and lengthen the duration of the portfolio with specials offered in terms longer than 12 months. However, depositors continue to place more funds in shorter term deposits or move elsewhere.

Interest on borrowed funds was \$325 thousand and \$66 thousand lower, respectively, for the nine and three month periods ended September 30, 2010, than for the comparable periods of 2009. While additional borrowings from Federal Home Loan Bank in the amount of \$9 million were taken in the first quarter of 2010, the rates on those borrowings were lower than those paid off during 2009. Rates paid on the daily repurchase agreements, used by the Bank to offset commercial sweep accounts, were also lower in 2010 than the corresponding rate paid in 2009. Advances from the Federal Home Loan Bank were taken to offset maturities of \$13 million scheduled for the remainder of 2010 of which \$8 million matured in the third quarter and to lock in a lower rate for a longer length of time.

The decrease in interest expense outpaced the decrease in interest income and remains a bright spot in the performance of 2010 as it was throughout 2009.

		(In Thousands) September 30, 2010		September 30, 2009
	Average Balance	Interest/Dividends	Yield/Rate	Yield/Rate
Interest Bearing Liabilities:				
Savings Deposits	\$ 299,312	\$ 1,617	0.72%	0.69%
Other Time Deposits	320,602	5,400	2.25%	2.99%
Other Borrowed Money	39,964	1,185	3.95%	4.49%
Fed Funds Purchased & Securities Sold under Agreement to Repurch	45,126	204	0.60%	1.09%
Total Interest Bearing Liabilities	\$ 705,004	\$ 8,406	1.59%	2.05%

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Interest Expense (Continued)****Change in September 30, 2010 Interest Expense (In Thousands) Compared to September 30, 2009**

	Change	Due to Volume	Due to Rate
Interest Bearing Liabilities:			
Savings Deposits	\$ 292	\$ 414	\$ (122)
Other Time Deposits	(1,682)	152	(1,834)
Other Borrowed Money	(160)	1	(161)
Fed Funds Purchased & Securities Sold under Agreement to Repurch.	(165)	1	(166)
Total Interest Bearing Liabilities	\$ (1,715)	\$ 568	\$ (2,283)

Net Interest Income

Net interest income is higher in both quarter and first nine months comparisons, which improvement is primarily due to the ability of the Bank to decrease its cost of funds by lowering rates on interest bearing liabilities. This decrease offset the loss of interest income due to lower overall rates on earning assets. The additional revenue helped to offset the loan costs in provision and collection expense.

Net interest income should continue to increase as the Bank continues to work to increase interest income by reducing the amount of nonaccrual loans and attempting to add spread on renewing loans. Interest expense on time deposits should also continue to show a decrease until depositors begin to transition back into longer-term deposits. If and when rates begin to rise, the challenge will be to delay the pricing up of deposits.

Provision Expense

Provision for loan loss was over \$1.7 million higher for the nine months ended September 2010 as compared to the same 2009 period. The continuation of a large balance in nonaccrual loans, though decreasing the last two quarters, along with challenging economic conditions warranted the high provision to the loan loss reserve. Non-accruals decreased \$2.1 million during the first nine months of 2010 and past dues over 30 days decreased to 2.17% of total loans as of September 30, 2010 from 2.26% at December 31, 2009. The Bank continues to work on these accounts, with its focus primarily on the commercial and commercial real estate portfolios. For the nine months ended September 30, 2010, the ALLL stood at \$7.0 million compared to \$7.4 million as of September 30, 2009 and \$6.0 million as of December 31, 2009. The provision of \$4.9 million as of September 30, 2010 consisted of \$1.7 million for the first quarter 2010, another \$2.0 million in the second quarter and another \$1.2 million for the third quarter. One million of the provision was allocated for two specific commercial loans whose collateral values had deteriorated upon receipt of new valuations. As charts below will show, a part of the provision was also to replace the reserve balance depleted from net charge-offs during the period. The longer the economy struggles, the more likely additional credits may encounter cash flow problems and the Bank remains diligent in providing funds to offset future losses.

The Bank uses the following guidelines as stated in policy to determine when to realize a charge-off, whether a partial or full loan balance. A charge down in whole or in part is realized when unsecured consumer loans, credit card credits and overdraft lines of credit reach 90 days delinquency. At 120 days delinquent, secured consumer loans are charged down to the value of the collateral, if repossession of the collateral is assured and/or in the process of repossession. Consumer mortgage loan deficiencies are charged down upon the sale of the collateral or sooner upon the recognition of collateral deficiency. Commercial and agricultural credits are charged down at 120 days delinquency, unless an established

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Provision Expense (Continued)**

and approved work-out plan is in place or litigation of the credit will likely result in recovery of the loan balance. Upon notification of bankruptcy, unsecured debt is charged off. Additional charge-off may be realized as further unsecured positions are recognized.

Looking at the balance in impaired loans, it shows the Bank has finally had some movement of loans out of this classification, \$3.3 million. The decrease was due mainly to the collection of principal from the sale of collateral from one borrower and the remainder from charge-off activity within this classification of loans.

The make-up of loans in the impaired classification has also changed during the nine month period with over one third of the relationships considered impaired as of December 31, 2009 are no longer included in the balances in September 2010. The following table tracks the change in impaired loans and their valuation allowance along with nonaccrual balances as of year end 2009 and the quarter ending September 30, 2010.

	(In Thousands)	
	9/30/2010	12/31/2009
Impaired loans without a valuation allowance	\$ 5,213	\$ 10,804
Impaired loans with a valuation allowance	3,698	1,385
 Total impaired loans	 \$ 8,911	 \$ 12,189
 Valuation allowance related to impaired loans	 \$ 1,545	 \$ 353
Total non-accrual loans	\$ 11,981	\$ 14,054
Total loans past-due ninety days or more and still accruing	\$ 22	\$ 69
Average investment in impaired loans	\$ 11,730	\$ 13,643

The Bank did classify almost \$4 million of its impaired loans as troubled debt restructured during the third quarter of 2010.

In determining the allocation for impaired loans the Bank applies the observable market price of the collateral securing the asset, reduced by applying a discount for estimated costs of collateral liquidation. In some instances where the discounted market value is less than the loan amount, a specific impairment allocation is assigned, which may be reduced or eliminated by the write down of the credit's active principal outstanding balance.

For the majority of the Bank's impaired loans, the Bank will apply the observable market price methodology.

However, the Bank may also utilize a measurement incorporating the present value of expected future cash flows discounted at the loan's effective rate of interest. To determine observable market price, collateral asset values securing an impaired loan are periodically evaluated. Maximum time of re-evaluation is every 12 months for chattels and titled vehicles and every two years for real estate. In this process, third party evaluations are obtained and heavily relied upon. Until such time that updated appraisals are received, the Bank may discount the collateral value used.

The ALLL has a direct impact on the provision expense. The increase in the ALLL is funded through recoveries and provision expense. The following tables both deal with the allowance for credit losses. The first table breaks down the activity within ALLL for each loan portfolio segment and shows the contribution provided by both the recoveries and the provision along with the reduction of the allowance caused by charge-offs. The second table discloses how much of ALLL is attributed to each segment of the loan portfolio, as well as the percent that each particular segment of the loan portfolio represents to the entire loan portfolio in the aggregate. As was mentioned in previous discussion, the commercial and commercial real estate portfolios are having a major impact on the ALLL and the provision expense.

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Provision Expense (Continued)**

	(In Thousands)	
	Year-to-date September 30, 2010	Year-to-date September 30, 2009
Loans	\$ 546,814	\$ 560,823
Daily average of outstanding loans	\$ 557,001	\$ 558,951
Allowance for Loan Losses-Jan 1	\$ 6,008	\$ 5,497
Loans Charged off:		
Commercial Real Estate	205	
Ag Real Estate		
Consumer Real Estate	423	284
Commercial and Industrial	3,413	620
Agricultural	100	198
Consumer & other loans	320	262
	4,461	1,364
Loan Recoveries:		
Commercial Real Estate	51	
Ag Real Estate		
Consumer Real Estate	54	6
Commercial and Industrial	363	17
Agricultural	6	2
Consumer & other loans	109	119
	583	144
Net Charge Offs	3,878	1,220
Provision for loan loss	4,875	3,170
Acquisition provision for loan loss		
Allowance for Loan & Lease Losses	7,005	7,447
Allowance for Unfunded Loan Commitments & Letters of Credit Sept 30	189	286
Total Allowance for Credit Losses	\$ 7,194	\$ 7,734
Ratio of net charge-offs to average Loans Outstanding	0.70%	0.22%
Ratio of ALLL to Nonperforming Loans*	58.46%	42.59%

* Nonperforming loans are defined as all loans on nonaccrual, plus any loans past 90 days not on nonaccrual.

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	September 30,2010 Amount (000 s)	% of Portfolio	September 30, 2009 Amount (000 s)	% of Portfolio
Balance at End of Period Applicable To:				
Commercial Real Estate	\$ 2,953	39.34	\$ 1,803	37.69
Ag Real Estate	140	6.55	79	7.79
Consumer Real Estate	298	16.23	524	17.57
Commercial and Industrial	2,908	21.57	3,806	19.95
Agricultural	288	10.55	742	10.40
Consumer, Overdrafts and other loans	418	5.75	494	6.60
Unallocated				
Allowance for Loan & Lease Losses	7,005	100	7,448	100
Off Balance Sheet Commitments	189		286	
Total Allowance for Credit Losses	\$ 7,194		\$ 7,734	

The percentage of delinquent loans has trended downward since the beginning of 2010 from a high of 2.85% of total loans in January to a low of 1.97% as of the end of June 2010. These percentages do not include nonaccrual loans which are not past due. This level of delinquency is due in part to an adherence to sound underwriting practices over the course of time, an improvement in the financial status of companies to which the Bank extends credit, continued financial stability in the agricultural loan portfolio, and the writing down of uncollectable credits in a timely manner.

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Non-interest Income**

Non-interest income was higher for the three and nine months ended September 30, 2010 as compared to same periods in September 30, 2009. It is surprising; because it is a reversal of the same comparison of the first quarter 2010 to the first quarter of 2009. First quarter 2009 performance was exceptional with the addition of revenue coming from the mortgage financing activity and sale of consumer real estate loans into the secondary market. Mortgage financing in 2010 has been minimal at best; however, the activity picked-up again in the third quarter of 2010. Offsetting the impact of the loss of mortgage financing revenue was the gain on sale of securities which was \$809 thousand higher than the nine month period ended September 30, 2009 of which \$438 thousand was the increase for just the quarter ended September 30, 2010. Service Charge income was also higher in both quarters with a difference of \$210 thousand in year-to-date comparison of 2010 and 2009. The majority of the increase was associated with overdraft and return check fees. The increase in the checking and savings portfolios in terms of number of accounts has been the main factor behind the additional collection of fees. Overall, non-interest income improved and ended \$955 thousand higher for the first nine months of operations in 2010 as compared to 2009.

The impact of mortgage servicing rights, both to income and expense, is shown in the following table which reconciles the value of mortgage servicing rights which is reported as an other asset on the balance sheet. The capitalization runs through non-interest income while the amortization thereof is included in non-interest expense.

(In Thousands)	September 30, 2010	September 30, 2009
Beginning Balance, January 1	\$ 2,177	\$ 1,962
Capitalized Additions	421	1,056
Amortizations	(410)	(828)
Valuation Allowance	0	0
Ending Balance, September 30	\$ 2,188	\$ 2,190

Of concern for the remainder of the year is the impact of recently amended Federal Reserve Regulation E on overdraft revenue and the cost of compliance. Regulation E requires confirmation to be received from the depositor to allow overdrafts to occur on point of sale (debit) card and ATM transactions. Customers must notify us of their decision to either Opt In or Opt Out of the Bank's overdraft protection program. Opting in allows the overdraft and also allows the Bank to charge accordingly. At this point in time, the Bank has been very pleased with the response of 85% of our target depositors opting in. Target depositors are those who have had overdraft since January 1, 2009. Opting in enables the customer to access funds available through the Bank's overdraft protection program. Industry projections had been for a possible loss of income from 30 to 50% for Banks; however the Bank is optimistic that with the positive response received thus far, the loss of revenue will be lower. Since its implementation in the middle of August, for the two months ended, the decrease has only been 11%.

As long as the opportunity exists for gains to be recognized from the sale of securities without impacting yield and extending the maturity duration too long, the Bank will continue to take advantage of it. This provides an opportunity for the Bank to offset the loss of both noninterest income from the mortgage financing of 2009 and possible future overdraft revenue. The gain booked in 2010 was based on security sales of \$55.7 million while 2009's nine months gain was based on security sales of \$4.2 million. There were not any securities sold at a loss in the nine month periods ending September 30, 2009 and 2010.

The movement of income from comprehensive income to realized gain on sale of securities is disclosed in the table to follow. Since the Bank classifies its entire investment portfolio, with the exception of stock, as available for sale, the majority of any gain/loss on the sale is a direct shift of funds from unrealized gain to realized gain. Since the purchase of additional or replacement securities occurs at the same time, those new securities immediately impact the other comprehensive income. Also impacting the comprehensive income is the movement of the market rates in general and its impact on the overall portfolio.

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Non-Interest Income (Continued)**

	(In Thousands)	
	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2010
Net Unrealized gain on available-for-sale securities	2,930	2,072
Reclassification adjustment for gain on sale of available-for-sale securities	(956)	(438)
Net unrealized gains	1,974	1,634
Tax Effect	671	556
Other comprehensive income	1,303	1,078

Non-Interest Expense

Non-interest expenses for the quarter ended September 30, 2010 was \$92 thousand higher than for the same period of 2009. For the nine months ended September 30, 2010, it was at \$87 thousand lower than for the same period of 2009. Salaries and wages was higher by \$87 thousand during the quarter which was expected with the addition of the Hicksville office. The larger increase was in other operating expenses, driven primarily by loan collection expenses. One of the benefits of the mortgage financing in 2009 was the addition of mortgage servicing rights income and its large increase over the amortization expense of those rights. Mortgage servicing expense therefore was a large piece of the non-interest expense in 2009 and since the mortgage financing has slowed considerably in 2010, that expense is \$417 thousand lower year to date than what it was in 2009 as of September 30th, though somewhat lower than the difference of \$484 thousand as of the end of June 30th, 2010.

With respect to FDIC assessments, in the second quarter of 2009 the FDIC levied a special assessment on all banks, in addition to the regular assessments and while the expense is still high in 2010, it does not include an additional assessment. As a result, FDIC expense was approximately \$315 thousand lower year to date than 2009. Continuing on the positive side, a smaller decrease of \$99 thousand in comparing September 30, 2010 to September 30, 2009 was derived from a change in service bureaus for the Bank's core operating system. This change occurred in late first quarter so the Bank would expect this lower cost to carry forward throughout 2010. The improvement continued even with the addition of the new branch office in Hicksville, Ohio in July 2010, though it did lessen the savings in terms of actual dollars spent but not in prorata costs.

The higher expense for salary and wages was also related to the reduction of the contra account that serves as an offset for loan origination costs. With loan production lower, deferred loan costs established were \$410 thousand lower and accounted for a larger portion of the line item increase in salaries and wages.

Occupancy expense was lower by \$194 thousand in the nine months comparison of 2010 to 2009 and lower by \$82 thousand in the three months ended September 30th comparing 2010 and 2009. The reduction is partly attributed to the increase in building rent of \$89 thousand which serves as an offset to this line item. The Bank collects building rent from the F&M Investment division which offers a brokerage service through a partnership with Raymond James Financial. F&M Investment is not a separate company but a department within the Bank. The Bank also collects rental income on some of its other real estate owned.

The increase in troubled loans impacts more than just the interest income of the Bank. It also tends to increase the cost of collection and legal fees, all of which added together accounted for an increase of \$218 thousand for 2010 over the first nine months 2009 in non-interest expense.

Net Income

Overall, net income was up \$389 thousand for the nine months ended September 30, 2010, and \$921 thousand for the three compared months ended September 30, 2010 as to the same periods 2009. For the first time in 2010, the Company showed an improvement year to date over the comparable period in 2009. This is important to note in that it highlights the Company has made improvements that significantly impact the bottom line when the loan provision entries for each of the three quarters of 2010 is reviewed. The gain on sale of investments obviously plays a large role in the improvement and the Company

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS (Continued)

MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)

Net Income (Continued)

is fortunate that the opportunity existed to capture income that has been used to offset the large provision expense. However, the gain on sale is not the only bright spot that occurred in the third quarter. The improvement in net interest income for the quarter and also in the net non-interest position of the Company bodes well for continued improvement in profitability through the last quarter of 2010.

The Company remains positioned for continued improvement in the net interest margin while rates remain low. It will be a challenge to maintain the margin once short term rates begin to rise. However, the Bank remains focused on improving the asset yield through improved asset quality and added spread to prime on variable loans. As long as the economy remains slow, the Company's goals may be hampered by increasing troubled loans even though the Bank has been working diligently to limit its exposure. As an industry, the Company is also limited from achieving higher profitability by the cost of FDIC assessments and increased regulatory requirements such as Regulation E, the newly passed Dodd-Frank Wall Street Reform and Consumer Protection Act and any other additional regulations that may be enacted during 2010 and their corresponding cost of compliance.

FORWARD LOOKING STATEMENTS

Statements contained in this portion of the Company's report may be forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as intend, believe, expect, anticipate, should, planned, estimated, and potential. Such forward-looking statements are based on current expectations, but may differ materially from those currently anticipated due to a number of factors, which include, but are not limited to, factors discussed in documents filed by the Company with the Securities and Exchange Commission from time to time. Other factors which could have a material adverse effect on the operations of the company and its subsidiaries which include, but are not limited to, changes in interest rates, general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality and composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Bank's market area, changes in relevant accounting principles and guidelines and other factors over which management has no control. The forward-looking statements are made as of the date of this report, and the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results differ from those projected in the forward-looking statements.

ITEM 3 QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates and equity prices. The primary market risk to which the Company is subject to is interest rate risk. The majority of the Company's interest rate risk arises from the instruments, positions and transactions entered into for purposes, other than trading, such as lending, investing and securing sources of funds. Interest rate risk occurs when interest bearing assets and liabilities reprice at different times as market interest rates change. For example, if fixed rate assets are funded with variable rate debt, the spread between asset and liability rates will decline or turn negative if rates increase.

Interest rate risk is managed within an overall asset/liability framework for the Company. The principal objectives of asset/liability management are to manage sensitivity of net interest spreads and net income to potential changes in interest rates. Funding positions are kept within predetermined limits designed to ensure that risk-taking is not excessive and that liquidity is properly managed.

Table of Contents**ITEM 3 QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)****Market Risk (Continued)**

The Company employs a sensitivity analysis in the form of a net interest rate shock as shown in the following table.

Interest Rate Shock on Net Interest Margin			Interest Rate Shock on Net Interest Income		
Net Interest	% Change	Rate	Rate	Cumulative	% Change
Margin (Ratio)	to	Direction	Changes by	Total (\$000)	to
	Flat Rate				Flat Rate
3.05%	-8.52%	Rising	3.000%	25,844	-7.79%
3.15%	-5.73%	Rising	2.000%	26,553	-5.26%
3.24%	-2.98%	Rising	1.000%	27,258	-2.75%
3.34%	0.00%	Flat	0.000%	28,028	0.00%
3.39%	1.42%	Falling	-1.000%	28,643	2.19%
3.33%	-0.12%	Falling	-2.000%	28,640	2.18%
3.22%	-3.57%	Falling	-3.000%	28,266	0.85%

The net interest margin represents the forecasted twelve month margin. It also shows what effect rate changes will have on both the margin and the net interest income. The shock report has consistently shown an improvement in a falling rate environment at the 100 basis point drop. It is hard to imagine that the Company could actually experience a 200 basis point or higher drop in the low rate environment of today. The goal of the Company is to lengthen some of the liabilities or sources of funds to decrease the exposure to a rising rate environment. The Bank has offered higher rates on certificates of deposits for longer periods during 2009 and so far in 2010. Of course, customer desires also drive the ability to capture longer term deposits. Currently, the customer looks for terms twelve months and under while the Bank would prefer 24 months and longer. It is often a meeting in the middle that satisfies both.

The Bank continues to remain focused on gaining more relationships per customer as a way to help control the cost of funds also. In the flat and rising rate environment scenario, the model cannot take into account the addition of floors and increased spread on the loan accounts. These are added as the note is renewed and cannot be captured until then. To the extent the Bank is successful in this endeavor, the flat and rising rate scenario will be more profitable than forecasted here.

ITEM 4 CONTROLS AND PROCEDURES

As of September 30, 2010, an evaluation was performed under the supervision and with the participation of the Company's management including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of September 30, 2010. There have been no significant changes in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2010.

PART II**ITEM 1 LEGAL PROCEEDINGS**

None

ITEM 1A RISK FACTORS

There have been no material changes in the risk factors disclosed by Registrant in its Report on Form 10-K for the fiscal year ended December 31, 2009.

Table of Contents**ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plan or Programs	(d) Maximum Number of Shares that may yet be purchased under the Plans or Programs
7/1/2010 to 7/31/2010				172,275
8/1/2010 to 8/31/2010				172,275
9/1/2010 to 9/30/2010				172,275
Total	0	\$ 0.00	0(1)	172,275

- (1) The Company purchased shares in the market pursuant to a stock repurchase program publicly announced on December 18, 2009. On that date, the Board of Directors authorized the repurchase of 200,000 common shares between January 1, 2010 and December 31, 2010. No shares were repurchased in the third quarter.

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 OTHER INFORMATION**ITEM 5 EXHIBITS**

- 3.1 Amended Articles of Incorporation of the Registrant (incorporated by reference to Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 1, 2006)
- 3.2 Code of Regulations of the Registrant (incorporated by reference to Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 10, 2004)

31.1 Rule 13-a-14(a) Certification CEO

31.2 Rule 13-a-14(a) Certification CFO

32.1 Section 1350 Certification CEO

32.2 Section 1350 Certification CFO

SIGNATURES

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

Farmers & Merchants Bancorp, Inc.,

Date: October 28, 2010

By: /s/ Paul S. Siebenmorgen
Paul S. Siebenmorgen
President and CEO

Date: October 28, 2010

By: /s/ Barbara J. Britenriker
Barbara J. Britenriker

