

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



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

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

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

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

Date of Report (top-tier holding company's fiscal year-end):

**December 31, 2012**

Month / Day / Year

I, **Franklin Patten**

Reporter's Name, Street, and Mailing Address

**FMB Bancshares, Inc.**

Legal Title of Holding Company

**P. O. Box 187**

(Mailing Address of the Holding Company) Street / P.O. Box

**Lakeland GA 31635**

City State Zip Code

**45 West Main Street, Lakeland, GA 31635**

Physical location (if different from mailing address)

Title of the Holding Company Director and Official

**CFO**

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

Person to whom questions about this report should be directed:

**Lee Carmichael VP**

Name Title

**229-482-8100 281**

Area Code / Phone Number / Extension

**229-482-2730**

Area Code / FAX Number

**lcarmichael@fmb.net**

E-mail Address

**www.fmb.net**

Address (URL) for the Holding Company's web page

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

*Franklin Patten*

Signature of Holding Company Director and Official

**04/01/2013**

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID  
 C.I.

**1086814**

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

FCU 824

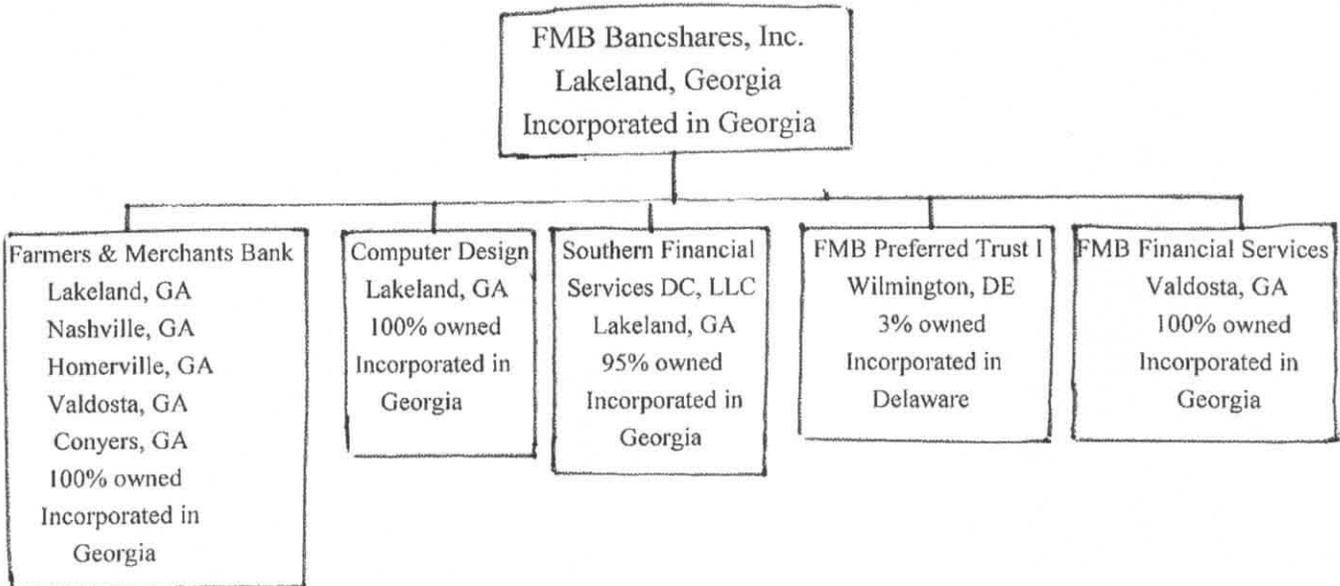
Form FR Y-6

FMB Bancshares, Inc.  
Lakeland, Georgia

Fiscal Year Ending December 31, 2012

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders; however, the report for Fiscal Year Ending December 31, 2012 is not yet prepared.
- 2: Organizational Chart



**Results:** A list of branches for your depository institution. FARMERS & MERCHANTS BANK ID: RSSD: 769930. This depository institution is held by FARMERS & MERCHANTS BANK, FARMERS & MERCHANTS BANK, LAFLETT, GA. The data are as of 12/31/2012. Data reflects information that was received and processed through 07/24/2013.

**Reconciliation and Verification Steps**

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

**Actions**

OK: If the branch information is correct, enter 'OK' in the Data Action column.  
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.  
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.  
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.  
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.  
 If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are emailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note**

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of 'Change', 'Close', 'Delete', or 'Add'. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://fdonline.federalreserve.gov>.

\* FDIC UNIFORM, Office Number, and ID, RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM	Office Number*	Head Office	Head Office ID	RSSD*	Comments
OK		Full Service (Head Office)	769930		FARMERS & MERCHANTS BANK	411 CARTER STREET	LAFLETT	GA	31635	JANIER	UNITED STATES		3897	0	FARMERS & MERCHANTS BANK	769930	
OK		Full Service	371523		CONVERS BRANCH OFFICE	2140-2144 OLD CONVENTION ROAD	CONVERS	GA	30013	ROCKDALE	UNITED STATES		472044	5	FARMERS & MERCHANTS BANK	769930	
OK		Full Service	297523		HOMERVILLE BRANCH OFFICE	972 VALDOSTA HIGHWAY	HOMERVILLE	GA	31634	CLINCH	UNITED STATES		359912	2	FARMERS & MERCHANTS BANK	769930	
OK		Full Service	622439		NASHVILLE BRANCH	202 WEST WASHINGTON AVENUE	NASHVILLE	GA	31639	BERREN	UNITED STATES		124	1	FARMERS & MERCHANTS BANK	769930	
OK		Full Service	281809		NORTH VALDOSTA BRANCH	3203 INNER PERIMETER ROAD	VALDOSTA	GA	31692	LOWNORS	UNITED STATES		480609	6	FARMERS & MERCHANTS BANK	769930	
OK		Full Service	241808		SOUTH VALDOSTA BRANCH	1101 SOUTH EATTEYSON	VALDOSTA	GA	31691	LOWNORS	UNITED STATES		469247	3	FARMERS & MERCHANTS BANK	769930	

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**Report Item 3: Shareholders**

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012

Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012

(1)(a) Name & Address	(1)(b) Country of Citizenship	(1) Number & % of each class of voting securities	None
W. Larry Lee Lakeland, GA	USA	28,173 Individually  28,173 (8.40 %)	
Larry Rodgers Valdosta, GA	USA	17,000 Individually  17,000 (5.07 %)	

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**Report Item 4: Directors and Officers**

1. Name & Address:	James E. Douglas, Homerville, GA
2. Principal Occupation if other than BHC:	Owner, Heritage Builders Supply, Homerville, GA
3(a). Title & Position with BHC:	Director
3(b). Title & Position with Subsidiaries:	Director, Farmers & Merchants Bank
3(c): Title & Position with Other Businesses:	Owner, Heritage Builders Supply
4(a): Percentage of Voting Shares in BHC:	2.25 %
4(b): Percentage of Voting Shares in Subsidiaries:	NA
4(c): Other Companies owned 25%+:	Heritage Builders Supply (100% owner)

1. Name & Address:	George E. Lee, Nashville, GA
2. Principal Occupation if other than BHC:	Pharmacist
3(a). Title & Position with BHC:	Director
3(b). Title & Position with Subsidiaries:	Chairman / Director, Farmers & Merchants Bank
3(c): Title & Position with Other Businesses:	NA
4(a): Percentage of Voting Shares in BHC:	1.80 %
4(b): Percentage of Voting Shares in Subsidiaries:	NA
4(c): Other Companies owned 25%+:	NA

1. Name & Address: Jeff Parrish, Adel, GA

2. Principal Occupation if other than BHC: NA

3(a). Title & Position with BHC: Vice-Chairman / Director / Vice President

3(b). Title & Position with Subsidiaries: Director / President & CEO, Farmers & Merchants Bank

3(c): Title & Position with Other Businesses: NA

4(a): Percentage of Voting Shares in BHC: 0.88 %

4(b): Percentage of Voting Shares in Subsidiaries: NA

4(c): Other Companies owned 25%+: NA

1. Name & Address: Franklin Patten, Lakeland, GA

2. Principal Occupation if other than BHC: NA

3(a). Title & Position with BHC: Director / Senior VP & CFO, Secretary & Treasurer

3(b). Title & Position with Subsidiaries: Senior VP & CFO, Farmers & Merchants Bank  
Chairman, Southern Financial Services DC, LLC

3(c): Title & Position with Other Businesses: NA

4(a): Percentage of Voting Shares in BHC: 1.30 %

4(b): Percentage of Voting Shares in Subsidiaries: NA

4(c): Other Companies owned 25%+: NA

1. Name & Address: Alex Lee, Lakeland, GA  
2. Principal Occupation if other than BHC: NA  
3(a). Title & Position with BHC: Director  
3(b). Title & Position with Subsidiaries: NA  
3(c): Title & Position with Other Businesses: NA  
4(a): Percentage of Voting Shares in BHC: 1.63 %  
4(b): Percentage of Voting Shares in Subsidiaries: NA  
4(c): Other Companies owned 25%+: NA

1. Name & Address: Jeff Brown, Homerville, GA  
2. Principal Occupation if other than BHC: Co-Owner, Lutz, Brown, Peagler & Manley Insurance  
3(a). Title & Position with BHC: Director  
3(b). Title & Position with Subsidiaries: Director, Farmers & Merchants Bank  
3(c): Title & Position with Other Businesses: Co-Owner, Lutz, Brown, Peagler & Manley Insurance  
4(a): Percentage of Voting Shares in BHC: 0.39 %  
4(b): Percentage of Voting Shares in Subsidiaries: NA  
4(c): Other Companies owned 25%+: Lutz, Brown, Peagler & Manley, Insurance (49% ownership)