



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, **R. Michael Sims**

Reporter's Name, Street, and Mailing Address

**FMB Banking Corporation**

Legal Title of Holding Company

**P O Box 340**

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

**Monticello FL 65678**

City State Zip Code

**200 E. Washington Street, Monticello, FL 32344**

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

**President**

Title of the Holding Company Director and Official

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:

**R. Michael Sims President**

Name Title

**850-997-2591**

Area Code / Phone Number / Extension

**850-997-6767**

Area Code / FAX Number

**rmsims@fmbbank.com**

E-mail Address

**www.fmbbank.com**

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.

Signature of Holding Company Director and Official

**03/26/2013**

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 1084128  
C.I. \_\_\_\_\_

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

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

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

*Revised*

**Form FR Y-6  
FMB Banking Corporation  
Monticello, Florida  
Fiscal Year Ending December 31, 2012**

**Report Item 1a:** The bank holding company does not prepare an annual report for its securities holders.

**Report Item 1b:** Bank Holding Company (FMB Banking Corporation) Financial Statement as prepared by Carr, Riggs, and Ingram for period ending December 31, 2012 (see enclosed).

**Report Item 2: Organizational Chart**



**The legal address for all above subsidiaries is:  
200 East Washington Street  
Monticello, FL 32344**

Results: A list of branches for your depository institution: FARMERS & MERCHANTS BANK (ID\_RSSD: 271631).  
 This depository institution is held by FMB BANKING CORPORATION (1084128) of MONTICELLO, FL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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 e-mailing 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://y10online.federalreserve.gov>.

\* FDIC UNINUM, 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 UNINUM* | Office Number* | Head Office                | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|----------------------------|--|-------------|-------|----------|-----------|---------------|--------------|----------------|----------------------------|----------------------|----------|
| OK          |                | Full Service (Head Office) | 271631          | FARMERS & MERCHANTS BANK   | 200 EAST WASHINGTON ST                   | MONTICELLO  | FL    | 32344    | JEFFERSON | UNITED STATES | 7201         |                | 0 FARMERS & MERCHANTS BANK | 271631               |          |
| OK          |                | Full Service               | 2529372         | GREENVILLE BRANCH          | 1325 SW MAIN STREET                      | GREENVILLE  | FL    | 32331    | MADISON   | UNITED STATES | 224306       |                | 4 FARMERS & MERCHANTS BANK | 271631               |          |
| OK          |                | Full Service               | 1868010         | MAHAN OFFICE               | 2626 MAHAN DRIVE                         | TALLAHASSEE | FL    | 32308    | LEON      | UNITED STATES | 224303       |                | 1 FARMERS & MERCHANTS BANK | 271631               |          |
| OK          |                | Full Service               | 2569921         | METRO OFFICE               | 3320 THOMASVILLE RD AT METROPOLITAN BLVD | TALLAHASSEE | FL    | 32308    | LEON      | UNITED STATES | 224307       |                | 5 FARMERS & MERCHANTS BANK | 271631               |          |
| OK          |                | Full Service               | 2319863         | NORTH MONROE STREET OFFICE | 3490 NORTH MONROE STREET                 | TALLAHASSEE | FL    | 32303    | LEON      | UNITED STATES | 224305       |                | 3 FARMERS & MERCHANTS BANK | 271631               |          |
| OK          |                | Full Service               | 2319872         | PARKWAY OFFICE             | 2000 APALACHEE PARKWAY                   | TALLAHASSEE | FL    | 32301    | LEON      | UNITED STATES | 224304       |                | 2 FARMERS & MERCHANTS BANK | 271631               |          |
| OK          |                | Full Service               | 3741050         | WEST TENNESSEE OFFICE      | 4210 W TENNESSEE STREET                  | TALLAHASSEE | FL    | 32304    | LEON      | UNITED STATES | 441861       |                | 8 FARMERS & MERCHANTS BANK | 271631               |          |
| OK          |                | Full Service               | 770031          | THOMASVILLE BRANCH         | 1313 EAST JACKSON STREET                 | THOMASVILLE | GA    | 31792    | THOMAS    | UNITED STATES | 13572        |                | 6 FARMERS & MERCHANTS BANK | 271631               |          |

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**Form FR Y – 6**  
**FMB Banking Corporation**  
December 31, 2012

**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<br>With power to vote as of 12-31-2012 |  |  | Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control<br>or holdings of 5% or more with power to vote during the fiscal year ending<br>12-31-2012 |  |  |
|---|--|--|--|--|--|
| (1)(a)<br>Name & Address<br>(City, State, Country)  | (1)(b)<br>Country of Citizenship<br>of Incorporation | (1)(c)<br>Number and Percentage of<br>Each Class of Voting<br>Securities | (2)(a)<br>Name & Address<br>(City, State, Country)   | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and Percentage of<br>Each Class of Voting<br>Securities |
| FMB Banking Corporation<br>Employee Stock Ownership<br>Plan w/401K Provisions<br>Monticello, FL               | USA  | 52,797 Shares or 13.51%<br>Common Stock                                  | <b>NONE</b>  |  |  |
| Edward H. Carraway<br>Sarasota, FL  | USA  | 49,039 Shares or 12.55%<br>Common Stock                                  |  |  |  |
| F. Wilson Carraway, III<br>Tallahassee, FL  | USA  | 49,925 Shares or 12.78%<br>Common Stock                                  |  |  |  |
| Renee Carraway Taylor<br>Monticello, FL   | USA  | 45,945 Shares or 11.76%<br>Common Stock                                  |  |  |  |
| Caroline Carraway Sutton<br>Tallahassee, FL   | USA  | 45,708 Shares or 11.70%<br>Common Stock                                  |  |  |  |
| Elisabeth L. Carraway Neilson<br>Tallahassee, FL  | USA  | 42,901 Shares or 10.98%<br>Common Stock                                  |  |  |  |

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**FMB Banking Corporation**  
**December 31, 2012**

**Report Item 4: Directors and Officers**

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

| (1)<br>Names &<br>Address<br>(City, State,<br>Country)   | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(Include names<br>of subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(Include names<br>of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(Include names<br>of Subsidiaries) | (4)(c)<br>List names of<br>other companies<br>(Includes<br>partnerships)<br>if 25% or more of<br>voting securities are<br>held (List names of<br>companies and percentage |
|--|--|--|---|---|--|---|---|
| Joseph J. Audie, Jr.<br>Tallahassee, FL<br>USA   | Marble Medical/DOCS  | Director   | Director<br>Farmers & Merchants Bank  | N/A   | 0.00%  | None  | N/A   |
| Fred H. Beshears<br>Monticello, FL<br>USA  | Simpson Nurseries<br>President   | Director   | Director<br>Farmers & Merchants Bank  | N/A   | 0.00%  | None  | N/A   |
| Edward H. Carraway<br>Sarasota, FL<br>USA  | Business Owner   | Director/Treasurer   | N/A   | N/A   | 12.55%   | None  | N/A   |
| F. Wilson Carraway, III<br>Tallahassee, FL<br>USA  | Chairman<br>Farmers & Merchants Bank   | Director   | Director<br>Farmers & Merchants Bank (Chairman)                                       | N/A   | 12.78%   | None  | N/A   |
| E. Edward Murray, Jr.<br>Tallahassee, FL<br>USA  | TALCOR Commercial Real Estate<br>President/Broker                            | Director   | Director<br>Farmers & Merchants Bank  | N/A   | 0.00%  | None  | N/A   |
| R. Michael Sims<br>Monticello, FL<br>USA   | President/CEO<br>Farmers & Merchants Bank                                    | Director/President   | Director/President/CEO<br>Farmers & Merchants Bank                                    | N/A   | .51%   | None  | N/A   |
| Caroline C. Sutton<br>Tallahassee, FL<br>USA   | Assistant Vice President<br>Farmers & Merchants Bank                         | Director/Secretary   | N/A   | N/A   | 11.70%   | None  | N/A   |
| Thomas B. Walker, Jr.<br>Monticello, FL<br>USA   | Cattleman/Dairyman   | Director   | Director<br>Farmers & Merchants Bank  | N/A   | .35%   | None  | N/A   |
| FMB Banking Corporation<br>Employee Stock Ownership<br>Plan w/401K Provisions<br>Monticello, FL<br>USA | N/A  | N/A  | N/A   | N/A   | 13.51%   | None  | N/A   |
| Renee Carraway Taylor<br>Monticello, FL<br>USA   | N/A  | N/A  | N/A   | N/A   | 11.76%   | None  | N/A   |
| Elisabeth L. Carraway Neilson<br>Tallahassee, FL<br>USA  | N/A  | N/A  | N/A   | N/A   | 10.98%   | None  | N/A   |