

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, 2013**

Month / Day / Year

I, R. MICHAEL SIMS

Reporter's Name, Street, and Mailing Address

FMB BANKING CORPORATION

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT

P O BOX 340

Title of the Holding Company Director and Official

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

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.

MONTICELLO FL 32345

City State Zip Code

200 E. WASHINGTON ST., MONTICELLO, FL 32344

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

R. MICHAEL SIMS PRESIDENT

Name Title

850-997-2591

Area Code / Phone Number / Extension

850-997-6764

Area Code / FAX Number

rmsims@fmbbank.com

E-mail Address

www.fmbbank.com

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

Signature of Holding Company Director and Official

03/24/2014

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

## 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.

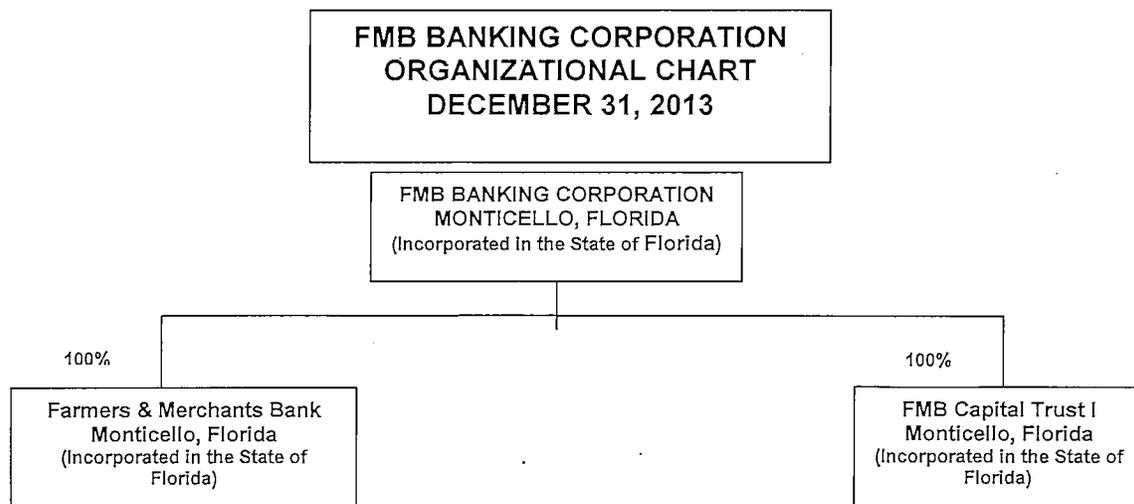
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

**Form FR Y-6**  
**FMB Banking Corporation**  
**Monticello, Florida**  
**Fiscal Year Ending December 31, 2013**

**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, 2013 (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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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	
CLOSE	9/30/2013	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	
CLOSE	9/30/2013	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	

**Form FR Y – 6**  
**FMB Banking Corporation**  
December 31, 2013

Report Item 2b: Domestic Branch Listing – Submitted Early via email on March 21, 2014

**Form FR Y – 6**  
**FMB Banking Corporation**  
 December 31, 2013

**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 12-31-2013			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 12-31-2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship of Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
FMB Banking Corporation Employee Stock Ownership Plan w/401K Provisions Monticello, FL	USA	52,797 Shares or 13.51% Common Stock	NONE		
Edward H. Carraway Sarasota, FL	USA	49,039 Shares or 12.55% Common Stock			
F. Wilson Carraway, III Tallahassee, FL	USA	46,956 Shares or 12.01% Common Stock			
Renee Carraway Taylor Monticello, FL	USA	45,945 Shares or 11.76% Common Stock			
Caroline Carraway Sutton Tallahassee, FL	USA	45,708 Shares or 11.70% Common Stock			
Elisabeth L. Carraway Neilson Tallahassee, FL	USA	44,626 Shares or 11.42% Common Stock			

**Form FR Y – 6**  
**FMB Banking Corporation**  
December 31, 2013

**Report Item 4: Directors and Officers**

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of Subsidiaries)	(4)(c) List names of other companies (Includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage
Joseph J. Audie, Jr. Tallahassee, FL USA	Marble Medical/DOCS	Director	Director Farmers & Merchants Bank	N/A	0.00%	None	N/A
Fred H. Beshears Monticello, FL USA	Simpson Nurseries President	Director	Director Farmers & Merchants Bank	N/A	0.00%	None	N/A
Edward H. Carraway Sarasota, FL USA	Business Owner	Director/Treasurer	N/A	N/A	12.55%	None	N/A
F. Wilson Carraway, III Tallahassee, FL USA	Chairman Farmers & Merchants Bank	Director	Director Farmers & Merchants Bank (Chairman)	N/A	12.01%	None	N/A
E. Edward Murray, Jr. Tallahassee, FL USA	TALCOR Commercial Real Estate President/Broker	Director	Director Farmers & Merchants Bank	N/A	0.00%	None	N/A
R. Michael Sims Monticello, FL USA	President/CEO Farmers & Merchants Bank	Director/President	Director/President/CEO Farmers & Merchants Bank	N/A	.51%	None	N/A
Caroline C. Sutton Tallahassee, FL USA	Assistant Vice President Farmers & Merchants Bank	Director/Secretary	N/A	N/A	11.70%	None	N/A
Thomas B. Walker, Jr. Monticello, FL USA	Cattleman/Dairyman	Director	Director Farmers & Merchants Bank	N/A	.35%	None	N/A
FMB Banking Corporation Employee Stock Ownership Plan w/401K Provisions Monticello, FL USA	N/A	N/A	N/A	N/A	13.51%	None	N/A
Renee Carraway Taylor Monticello, FL USA	N/A	N/A	N/A	N/A	11.76%	None	N/A
Elisabeth L. Carraway Neilson Tallahassee, FL USA	N/A	N/A	N/A	N/A	11.42%	None	N/A