

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, Charles R. Nessmith

Reporter's Name, Street, and Mailing Address

FMB Equibanc, Inc.

Legal Title of Holding Company

P O Box 2789

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

Statesboro GA 30459

City State Zip Code

201 North Main Street, Statesboro, GA 30458

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President & CEO/Director

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:

Dwayne E Rocker

Secretary

Name

Title

912-489-2600

Area Code / Phone Number / Extension

912-489-8380

Area Code / FAX Number

dwayne.rocker@fmbnk.com

E-mail Address

none

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.

Charles R. Nessmith

Signature of Holding Company Director and Official

MAR 25 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 2922348

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."

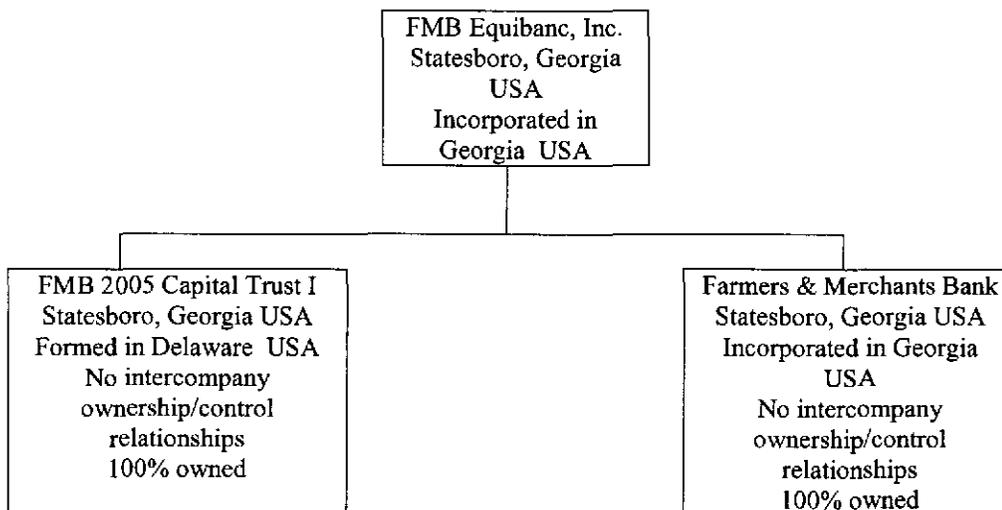
No

FMB Equibanc, Inc.
Annual Report of Bank Holding Companies
Federal Reserve Report FRY-6
December 31, 2013

Report Item 1 – Annual Reports to Shareholders

The Annual Report to Shareholders has not been prepared yet. The appropriate number of copies will be forwarded to the Federal Reserve Bank of Atlanta when printed in May 2014.

Report Item 2 (a) – Organization Chart



Report Item 2 (b) – Domestic Branch Listing

Branch structure data was submitted to the Federal Reserve Bank of Atlanta via e-mail to Structure3@atl.frb.org on March 21, 2014.

A hard copy of this submission is attached.

Report Item 3 – Shareholders

1. Shareholders of record that directly or indirectly own, control, or hold power to vote 5 percent or more of any class of voting securities of the bank holding company as of the fiscal year end of the bank holding company:
 - I. (a) Leonard H. Blount
Statesboro, Georgia USA
 - (b) United States citizen

Results: A list of branches for your depository institution: FARMERS & MERCHANTS BANK (ID_RSSD: 22936).
 This depository institution is held by FMB EQUIBANC, INC. (2922348) of STATESBORO, GA.
 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
		Full Service (Head Office)	22936	FARMERS & MERCHANTS BANK	201 NORTH MAIN STREET	STATESBORO	GA	30458	BULLOCH	UNITED STATES	10802	0	FARMERS & MERCHANTS BANK	22936	
CHANGE	6/1/2013	Full Service	1838581	BROOKLET OFFICE	129 PARKER AVE SOUTH	BROOKLET	GA	30415	BULLOCH	UNITED STATES	238553	3	FARMERS & MERCHANTS BANK	22936	See below.
		Full Service	3413124	BRANNEN STREET BRANCH	777 BRANNEN STREET	STATESBORO	GA	30458	BULLOCH	UNITED STATES	447251	4	FARMERS & MERCHANTS BANK	22936	
		Full Service	21331	COLLEGE PLAZA BRANCH	620 S. ZETTEROWER AVE.	STATESBORO	GA	30458	BULLOCH	UNITED STATES	238551	1	FARMERS & MERCHANTS BANK	22936	

**NOTE - BROOKLET OFFICE DID NOT MOVE. THE ADDRESS IS A CHANGE BY LOCAL ADDRESSING AUTHORITIES.

OK
SR

(c) 73,596 shares or 5.98% of total shares of common stock outstanding.
(Common stock is the only class of voting securities)

II. (a) Edward W. Curl, Jr.
Statesboro, Georgia USA

(d) United States citizen

(e) 68,122 shares or 5.54% of total shares of common stock outstanding.
(Common stock is the only class of voting securities)

III. (a) Morris L. Lupton
Greensboro, Georgia USA

(b) United States citizen

(c) 65,215 shares or 5.30% of total shares of common stock outstanding.
(Common stock is the only class of voting securities)

2. Shareholders not listed in Report Item 3, Section (1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which this report is being filed, to include options, warrants or other securities or rights convertible into or exercised for voting securities.

None

Report Item 4 - Directors and Officers

FMB Equibanc, Inc.

FR Y-6 for December 31, 2013

<u>Name and Address</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title and Position with Bank Holding Company</u>	<u>Title and Position with subsidiaries</u>	<u>Title and Position with any other company</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiaries</u>	<u>Any other company for which 25% or more of outstanding voting securities or interest in partnership are held</u>
Mark H. Anderson Statesboro, Ga. USA	Funeral Director and Real Estate Investor	Director	Director - Farmers & Merchants Bank	Partner in Joiner-Anderson Funeral Home	1.22%	None	Bulloch Investors, LLC (50%)
Leonard H. Blount Statesboro, Ga. USA	Insurance benefits consultant	Director	Director - Farmers & Merchants Bank	Not Applicable	5.98%	None	The Market District Center MSB, LLC (52%) The Market District Center MSB II, LLC (33.3%) Village Park at the Green MSB, LLC (33.3%) Blount Property Group LLC (100%) Bulloch Hospitality, LLC (27.7%) Blount-Dendy Holdings LLP (50%) Chatham Hospitality, LLC (11%) Charleston Entertainment Services LLC (100%) Capstone Benefits Consulting LLC (50%) Georgia Hospital Network, LLC (50%)
F. Wendell Brannen Statesboro, Ga. USA	Retired Farm Supply Dealer	Director	Director - Farmers & Merchants Bank	None	1.14%	None	None
Gary M. Davis Statesboro, Ga. USA	Certified Public Accountant and restaurant franchisee	Director	Director - Farmers & Merchants Bank	Owner and President GMD Services, Inc.	1.26%	None	GMD Services, Inc. (100%)
Gerald Edenfield Statesboro, Ga. USA	Attorney	Director	Director - Farmers & Merchants Bank	Partner in Edenfield, Cox, Bruce & Classens PC	2.43%	None	Edenfield & Cox PC (55%) E & C Group LLC (58%) Gerald Edenfield Farms LLC (100%)
Charles R. Nessmith Statesboro, Ga. USA	N/A	Director, President & CEO	- Director/Vice Chair of Board Farmers & Merchants Bank - President, FMB Properties, Inc. - Administrator, FMB 2005 Capital Trust I	Not applicable	1.48%	None	None
William B. Nessmith Statesboro, Ga. USA	Veterinarian	Director	Director - Farmers & Merchants Bank	None	0.87%	None	Statesboro Bulloch Regional Veterinary Hospital, Inc. (33%) SBRV Management Group, Inc (33%) SBCLMG, LLC (33%)

<u>Name and Address</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title and Position with Bank Holding Company</u>	<u>Title and Position with subsidiaries</u>	<u>Title and Position with any other company</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiaries</u>	<u>Any other company for which 25% or more of outstanding voting securities or interest in partnership are held</u>
Andrew C. Oliver Statesboro, Ga. USA	President of wholesale & specialty food manufacturer	Director	Director - Farmers & Merchants Bank	CEO, A. M. Braswell, Jr. Food Co.	0.77%	None	A. M. Braswell, Jr. Food Co., Inc. (25%)
Dwayne E. Rocker Statesboro, Ga. USA	N/A	Corporate Secretary (principal accounting officer)	- Executive Vice President/Chief Financial Officer/Corporate Secretary, Farmers & Merchants Bank - Secretary/Treasurer, FMB Properties, Inc. - Administrator, FMB 2005 Capital Trust I	None	None	None	None
Frank C. Rozier III Statesboro, Ga. USA	Retired Auto Dealer	Director	Director - Farmers & Merchants Bank	None	1.71%	None	Rozier Ford Lincoln Mercury, Inc. (100%)
Bradley M. Williams Statesboro, Ga. USA	Building Contractor	Director	Director - Farmers & Merchants Bank	Partner, Dabbs-Williams General Contractors, LLC	0.36%	None	Dabbs-Williams General Contractors, LLC (20%) CDD, LLC (25%) DABWMS, LLC (50%)