

FARMERS & MERCHANTS BANCORP
Form 10-K
March 11, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

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: 000-26099

FARMERS & MERCHANTS BANCORP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

94-3327828
(I.R.S. Employer Identification No.)

111 W. Pine Street, Lodi, California
(Address of principal executive offices)

95240
(Zip Code)

Registrant's telephone number, including area code (209) 367-2300

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.01 Par Value Per Share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

(Do not check if a smaller reporting company)

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

The aggregate market value of the Registrant's common stock held by non-affiliates on June 30, 2009 (based on the last reported trade on June 30, 2009) was \$308,951,225.

The number of shares of Common Stock outstanding as of February 26, 2010: 780,944

Documents Incorporated by Reference:

Portions of the definitive Proxy Statement for the 2010 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A are incorporated by reference in Part III, Items 10 through 14.

FARMERS & MERCHANTS BANCORP
FORM 10-K

TABLE OF CONTENTS

		Page
PART I		
<u>Introduction</u>		3
Item 1.	<u>Business</u>	3
Item 1A.	<u>Risk Factors</u>	14
Item 1B.	<u>Unresolved Staff Comments</u>	20
Item 2.	<u>Properties</u>	20
Item 3.	<u>Legal Proceedings</u>	20
Item 4.	<u>Reserved</u>	
PART II		
Item 5.	<u>Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	20
Item 6.	<u>Selected Financial Data</u>	23
Item 7.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	24
Item 7A.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	50
Item 8.	<u>Financial Statements and Supplementary Data</u>	53
Item 9.	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	82
Item 9A.	<u>Controls and Procedures</u>	82
Item 9A(T)	<u>Controls and Procedures</u>	83
Item 9B.	<u>Other Information</u>	83
PART III		
Item 10.	<u>Directors, Executive Officers and Corporate Governance</u>	84
Item 11.	<u>Executive Compensation</u>	84

Item 12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	84
Item 13.	<u>Certain Relationships and Related Transactions, and Director Independence</u>	85
Item 14.	<u>Principal Accountant Fees and Services</u>	85
PART IV		
Item 15.	<u>Exhibits and Financial Statement Schedules</u>	85
	<u>Signatures</u>	86
	<u>Index to Exhibits</u>	87

Table of Contents

Introduction – Forward Looking Statements

This Form 10-K contains various forward-looking statements, usually containing the words “estimate,” “project,” “expect,” “objective,” “goal,” or similar expressions and includes assumptions concerning Farmers & Merchants Bancorp’s (together with its subsidiaries, the “Company” or “we”) operations, future results, and prospects. These forward-looking statements are based upon current expectations and are subject to risks and uncertainties. In connection with the “safe-harbor” provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary statement identifying important factors which could cause the actual results of events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions.

Such factors include the following: (i) the current economic downturn and turmoil in financial markets and the response of federal and state regulators thereto; (ii) the effect of changing regional and national economic conditions including the housing market in the Central Valley of California; (iii) significant changes in interest rates and prepayment speeds; (iv) credit risks of lending and investment activities; (v) changes in federal and state banking laws or regulations; (vi) competitive pressure in the banking industry; (vii) changes in governmental fiscal or monetary policies; (viii) uncertainty regarding the economic outlook resulting from the continuing war on terrorism, as well as actions taken or to be taken by the U.S. or other governments as a result of further acts or threats of terrorism; and (ix) other factors discussed in Item 1A. Risk Factors.

Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date hereof. The Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances arising after the date on which they are made.

PART I

Item 1. Business

General Development of the Business

August 1, 1916, marked the first day of business for Farmers & Merchants Bank of Lodi. The Bank was incorporated under the laws of the State of California and was licensed by the California Department of Financial Institutions as a state-chartered bank. Farmers & Merchants’ first venture out of Lodi occurred when the Galt office was opened in 1948. Shortly thereafter branches were opened in Linden, Modesto and South Sacramento. In 1957, the Bank’s name was changed to Farmers & Merchants Bank of Central California.

The Bank continued expansion in the Lodi market area and also acquired three offices in Turlock and Hilmar in 1985. The service area was next expanded by opening a branch in Elk Grove and a third office in Modesto. The year 2002 saw the opening of the Company’s first branch in the city of Stockton. In 2003, the Bank opened its fourth office in Modesto.

A second Galt office was opened in 2005 and a new full-service branch in downtown Sacramento was opened in early 2006. In late 2006, the Company opened its sixth Lodi office and its first commercial branch in Stockton. The downtown Turlock branch was relocated to a new facility in April 2008 and the Company’s first branch in Merced was opened in February 2009.

In addition to the preceding 22 full-service branches, the Bank serves the needs of its customers through two stand-alone ATM’s located on the grounds of the Lodi Grape Festival and California State University-Stanislaus. In 2007, the Bank began offering certain products over the internet at www.fmbonline.com.

On March 10, 1999, the Company, pursuant to a reorganization, acquired all of the voting stock of Farmers & Merchants Bank of Central California (the "Bank"). The Company is a bank holding company incorporated in the State of Delaware and registered under the Bank Holding Company Act of 1956, as amended. The Company's outstanding securities as of December 31, 2009, consisted of 780,944 shares of common stock, \$0.01 par value and no shares of preferred stock issued. The Bank is the Company's principal asset.

Table of Contents

The Bank's two wholly owned subsidiaries are Farmers & Merchants Investment Corporation and Farmers/Merchants Corp. Farmers & Merchants Investment Corporation is currently dormant and Farmers/Merchants Corp. acts as trustee on deeds of trust originated by the Bank.

F & M Bancorp, Inc. was created in March 2002 to protect the name "F & M Bank." During 2002, the Company completed a fictitious name filing in California to begin using the streamlined name, "F & M Bank" as part of a larger effort to enhance the Company's image and build brand name recognition. Since 2002, the Company has converted most of its daily operating and image advertising to the "F & M Bank" name and the Company's logo, slogan and signage were redesigned to incorporate the trade name, "F & M Bank."

During 2003, the Company formed a wholly owned Connecticut statutory business trust, FMCB Statutory Trust I, for the sole purpose of issuing trust preferred securities. See Note 19 located in "Item 8. Financial Statements and Supplementary Data."

The Company's principal business is to serve as a holding company for the Bank and for other banking or banking related subsidiaries, which the Company may establish or acquire. As a legal entity separate and distinct from its subsidiary, the Company's principal source of funds is, and will continue to be, dividends paid by and other funds advanced from the Bank. Legal limitations are imposed on the amount of dividends that may be paid and loans that may be made by the Bank to the Company. See "Supervision and Regulation - Dividends and Other Transfer of Funds."

The Bank's deposit accounts are insured under the Federal Deposit Insurance Act up to applicable limits. See "Supervision and Regulation – Deposit Insurance."

As a bank holding company, the Company is subject to regulation and examination by the Board of Governors of the Federal Reserve System ("FRB"). The Bank is a California state-chartered non-fed member bank subject to the regulation and examination of the California Department of Financial Institutions ("DFI") and the Federal Deposit Insurance Corporation ("FDIC").

Service Area

The Company services the northern Central Valley of California with 22 banking offices and two stand-alone ATM's. The area includes Sacramento, San Joaquin, Stanislaus and Merced Counties with branches in Sacramento, Elk Grove, Galt, Lodi, Stockton, Linden, Modesto, Turlock, Hilmar, and Merced.

Through its network of banking offices, the Company emphasizes personalized service along with a full range of banking services to businesses and individuals located in the service areas of its offices. Although the Company focuses on marketing its services to small and medium sized businesses, a full range of retail banking services are made available to the local consumer market.

The Company offers a wide range of deposit instruments. These include checking, savings, money market, time certificates of deposit, individual retirement accounts and online banking services for both business and personal accounts. The Company also serves as a federal tax depository for its business customers.

The Company provides a full complement of lending products, including commercial, real estate construction, agribusiness, installment, credit card, and real estate loans. Commercial products include lines of credit and other working capital financing and letters of credit. Financing products for individuals include automobile financing, lines of credit, residential real estate, home improvement and home equity lines of credit.

The Company also offers a wide range of specialized services designed for the needs of its commercial accounts. These services include a credit card program for merchants, collection services, lockbox, investment sweep, on-line account access, and electronic funds transfers by way of domestic and international wire and automated clearinghouse.

Table of Contents

The Company makes investment products available to customers, including mutual funds and annuities. These investment products are offered through a third party, which employs investment advisors to meet with and provide investment advice to the Company's customers.

Employees

At December 31, 2009, the Company employed a total of 307 full time equivalent employees. The Company believes that its employee relations are satisfactory.

Competition

The banking and financial services industry in California generally, and in the Company's market areas specifically, is highly competitive. The increasingly competitive environment is a result primarily of changes in regulation, changes in technology and product delivery systems, and the accelerating pace of consolidation among financial service providers. The Company competes with other major commercial banks, diversified financial institutions, credit unions, savings and loan associations, money market and other mutual funds, mortgage companies, and a variety of other non-banking financial services and advisory companies. Federal legislation encourages competition between different types of financial service providers and has fostered new entrants into the financial services market. It is anticipated that this trend will continue. Using the financial holding company structure, insurance companies and securities firms may compete more directly with banks and bank holding companies.

Many of our competitors are much larger in total assets and capitalization, have greater access to capital markets and offer a broader range of financial services than the Company. In order to compete with other financial service providers, the Company relies upon personal contact by its officers, directors, employees, and stockholders, along with various promotional activities and specialized services. In those instances where the Company is unable to accommodate a customer's needs, the Company may arrange for those services to be provided through its correspondents.

Government Policies

The Company's profitability, like most financial institutions, is primarily dependent on interest rate differentials. The difference between the interest rates paid by the Company on interest-bearing liabilities, such as deposits and other borrowings, and the interest rates received by the Company on its interest-earning assets, such as loans extended to its customers and securities held in its investment portfolio, comprise the major portion of the Company's earnings. These rates are highly sensitive to many factors that are beyond the control of the Company and the Bank, such as inflation, recession and unemployment. The impact that changes in economic conditions might have on the Company and the Bank cannot be predicted.

The business of the Company is also influenced by the monetary and fiscal policies of the federal government and the policies of regulatory agencies, particularly the FRB. The FRB implements national monetary policies (with objectives such as curbing inflation and combating recession) through its open-market operations in U.S. Government securities by adjusting the required level of reserves for depository institutions subject to its reserve requirements, and by varying the target federal funds and discount rates applicable to borrowings by depository institutions. The actions of the FRB in these areas influence the growth of bank loans, investments, and deposits and also affect interest rates earned on interest-earning assets and paid on interest-bearing liabilities. The nature and impact on the Company of any future changes in monetary and fiscal policies cannot be predicted.

From time to time, legislative acts, as well as regulations, are enacted which have the effect of increasing the cost of doing business, limiting or expanding permissible activities, or affecting the competitive balance between banks and

other financial services providers. Proposals to change the laws and regulations governing the operations and taxation of banks, bank holding companies, and other financial institutions and financial services providers are frequently made in the U.S. Congress, in the state legislatures, and before various regulatory agencies. This legislation may change banking statutes and the operating environment of the Company and its subsidiaries in substantial and unpredictable ways. If enacted, such legislation could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. The Company cannot predict whether any of this potential legislation will be enacted, and if enacted, the effect that it, or any implemented regulations, would have on the financial condition or results of operations of the Company or any of its subsidiaries. See “Supervision and Regulation.”

Table of Contents

Supervision and Regulation

General

Bank holding companies and banks are extensively regulated under both federal and state law. The regulation is intended primarily for the protection of depositors and the deposit insurance fund and not for the benefit of stockholders of the Company. Set forth below is a summary description of the material laws and regulations, which relate to the operations of the Company and the Bank. This description does not purport to be complete and is qualified in its entirety by reference to the applicable laws and regulations.

The Company

The Company is a registered bank holding company and is subject to regulation under the Bank Holding Company Act of 1956 (“BHCA”), as amended. Accordingly, the Company’s operations are subject to extensive regulation and examination by the FRB. The Company is required to file with the FRB quarterly and annual reports and such additional information as the FRB may require pursuant to the BHCA. The FRB conducts periodic examinations of the Company.

The FRB may require that the Company terminate an activity or terminate control of or liquidate or divest certain subsidiaries of affiliates when the FRB believes the activity or the control of the subsidiary or affiliate constitutes a significant risk to the financial safety, soundness or stability of any of its banking subsidiaries. The FRB also has the authority to regulate provisions of certain bank holding company debt. Under certain circumstances, the Company must file written notice and obtain approval from the FRB prior to purchasing or redeeming its equity securities.

Under the BHCA and regulations adopted by the FRB, a bank holding company and its non-banking subsidiaries are prohibited from requiring certain tie-in arrangements in connection with an extension of credit, lease or sale of property, or furnishing of services. For example, with certain exceptions, a bank may not condition an extension of credit on a promise by its customer to obtain other services provided by it, its holding company or other subsidiaries, or on a promise by its customer not to obtain other services from a competitor. In addition, federal law imposes certain restrictions on transactions between Farmers & Merchants Bancorp and its subsidiaries. Further, the Company is required by the FRB to maintain certain levels of capital. See “Capital Standards.”

The Company is prohibited by the BHCA, except in certain statutorily prescribed instances, from acquiring direct or indirect ownership or control of more than 5% of the outstanding voting shares of any company that is not a bank or bank holding company and from engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or furnishing services to its subsidiaries. However, the Company, subject to the prior approval of the FRB, may engage in any, or acquire shares of companies engaged in, activities that are deemed by the FRB to be so closely related to banking or managing or controlling banks as to be a proper incident thereto.

Under FRB regulations, a bank holding company is required to serve as a source of financial and managerial strength to its subsidiary banks and may not conduct its operations in an unsafe or unsound manner. In addition, it is the FRB’s policy that in serving as a source of strength to its subsidiary banks, a bank holding company should stand ready to use available resources to provide adequate capital funds to its subsidiary banks during periods of financial stress or adversity and should maintain the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks. This support may be required at times when a bank holding company may not be able to provide such support. A bank holding company’s failure to meet its obligations to serve as a source of strength to its subsidiary banks will generally be considered by the FRB to be an unsafe and unsound banking practice or a violation of the FRB’s regulations or both.

The Gramm-Leach-Bliley Act of 1999 (“GLBA”) eliminated many of the restrictions placed on the activities of bank holding companies that become financial holding companies. Among other things, GLBA repealed certain

Glass-Steagall Act restrictions on affiliations between banks and securities firms, and amended the BHCA to permit bank holding companies that are financial holding companies to engage in activities, and acquire companies engaged in activities, that are: financial in nature (including insurance underwriting, insurance company portfolio investment, financial advisory, securities underwriting, dealing and market-making, and merchant banking activities); incidental to financial activities; or complementary to financial activities if the FRB determines that they pose no substantial risk to the safety or soundness of depository institutions or the financial system in general. GLBA also permits national banks to engage in activities considered financial in nature through a financial subsidiary, subject to certain conditions and limitations. The Company has not become a financial holding company.

Table of Contents

The Company's securities are registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As such, the Company is subject to the reporting, proxy solicitation and other requirements and restrictions of the Exchange Act.

The Bank

The Bank, as a California chartered non-fed member bank, is subject to primary supervision, periodic examination and regulation by the DFI and the FDIC. If, as a result of an examination of the Bank, the FDIC should determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of the Bank's operations are unsatisfactory, or that the Bank or its management is violating or has violated any law or regulation, various remedies are available to the FDIC. Such remedies include the power to enjoin "unsafe or unsound" practices, to require affirmative action to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in capital, to restrict the growth of the Bank, to assess civil monetary penalties, to remove officers and directors, and ultimately to terminate the Bank's deposit insurance, which for a California chartered bank would result in a revocation of the Bank's charter. The DFI has many of the same remedial powers.

Various requirements and restrictions under the laws of the State of California and the United States affect the operations of the Bank. State and federal statutes and regulations relate to many aspects of the Bank's operations, including reserves against deposits, ownership of deposit accounts, interest rates payable on deposits, loans, investments, mergers and acquisitions, borrowings, dividends, locations of branch offices, and capital requirements. Further, the Bank is required to maintain certain levels of capital. See "Capital Standards."

The USA Patriot Act

Title III of the United and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "USA Patriot Act") includes numerous provisions for fighting international money laundering and blocking terrorism access to the U.S. financial system. The USA Patriot Act requires certain additional due diligence and record keeping practices, including, but not limited to, new customers, correspondent, and private banking accounts.

Part of the USA Patriot Act requires covered financial institutions to: (i) establish an anti-money laundering program; (ii) establish appropriate anti-money laundering policies, procedures and controls; (iii) appoint a Bank Secrecy Act officer responsible for day-to-day compliance; and (iv) conduct independent audits. The Patriot Act also expands penalties for violation of the anti-money laundering laws, including expanding the circumstances under which funds in a bank account may be forfeited. The Patriot Act also requires covered financial institutions to respond, under certain circumstances, to requests for information from federal banking agencies within 120 hours.

Privacy Restrictions

The GLBA, in addition to the previous described changes in permissible, non-banking activities permitted to banks, bank holding companies, and financial holding companies, also requires financial institutions in the U.S. to provide certain privacy disclosures to customers and consumers, to comply with certain restrictions on the sharing and usage of personally identifiable information, and to implement and maintain commercially reasonable customer information safeguarding standards.

The Company believes that it complies with all provisions of the GLBA and all implementing regulations and the Bank has developed appropriate policies and procedures to meet its responsibilities in connection with the privacy provisions of GLBA.

Table of Contents

Dividends and Other Transfer of Funds

Dividends from the Bank constitute the principal source of income to the Company. The Company is a legal entity separate and distinct from the Bank. The Bank is subject to various statutory and regulatory restrictions on its ability to pay dividends to the Company. Under such restrictions, the amount available for payment of dividends to the Company by the Bank totaled \$34.0 million at December 31, 2009.

The FDIC and the DFI also have authority to prohibit the Bank from engaging in activities that, in their opinion, constitute unsafe or unsound practices in conducting its business. It is possible, depending upon the financial condition of the bank in question and other factors, that the FDIC and the DFI could assert that the payment of dividends or other payments might, under some circumstances, be an unsafe or unsound practice. Further, the FRB and the FDIC have established guidelines with respect to the maintenance of appropriate levels of capital by banks or bank holding companies under their jurisdiction. Compliance with the standards set forth in such guidelines and the restrictions that are or may be imposed under the prompt corrective action provisions of federal law could limit the amount of dividends which the Bank or the Company may pay. An insured depository institution is prohibited from paying management fees to any controlling persons or, with certain limited exceptions, making capital distributions if after such transaction the institution would be undercapitalized. The DFI may impose similar limitations on the Bank. See “Prompt Corrective Regulatory Action and Other Enforcement Mechanisms” and “Capital Standards” for a discussion of these additional restrictions on capital distributions.

Transactions with Affiliates

The Bank is subject to certain restrictions imposed by federal law on any extensions of credit to, or the issuance of a guarantee or letter of credit on behalf of the Company or other affiliates, the purchase of, or investments in stock or other securities thereof, the taking of such securities as collateral for loans, and the purchase of assets of the Company or other affiliates. Such restrictions prevent the Company and other affiliates from borrowing from the Bank unless the loans are secured by marketable obligations of designated amounts. Further, such secured loans and investments by the Bank to or in the Company or to or in any other affiliates are limited, individually, to 10% of the Bank’s capital and surplus (as defined by federal regulations), and such secured loans and investments are limited, in the aggregate, to 20% of the Bank’s capital and surplus (as defined by federal regulations).

In addition, the Company and its operating subsidiaries generally may not purchase a low-quality asset from an affiliate, and other specified transactions between the Company or its operating subsidiaries and an affiliate must be on terms and conditions that are consistent with safe and sound banking practices.

Also, the Company and its operating subsidiaries may engage in transactions with affiliates only on terms and under conditions that are substantially the same, or at least as favorable to the Company or its subsidiaries, as those prevailing at the time for comparable transactions with (or that in good faith would be offered to) non-affiliated companies.

California law also imposes certain restrictions with respect to transactions with affiliates. Additionally, limitations involving the transactions with affiliates may be imposed on the Bank under the prompt corrective action provisions of federal law. See “Prompt Corrective Action and Other Enforcement Mechanisms.”

Capital Standards

The FRB and the FDIC have established risk-based capital guidelines with respect to the maintenance of appropriate levels of capital by United States banking organizations. These guidelines are intended to provide a measure of capital that reflects the risk associated with a banking organization’s operations for both transactions reported on the balance sheet as assets and transactions, such as letters of credit and recourse arrangements, which are recorded as off balance sheet items. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off balance sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low

credit risk, such as certain U.S. Treasury securities, to 100% for assets with relatively high credit risk, such as commercial loans.

The federal banking agencies require a minimum ratio of qualifying total capital to risk-weighted assets of 8% and a minimum ratio of Tier 1 capital to risk-weighted assets of 4%. In addition to the risk-based guidelines, federal banking regulators require banking organizations to maintain a minimum amount of Tier 1 capital to total assets, referred to as the leverage ratio. For a banking organization rated in the highest of the five categories used by regulators to rate banking organizations, the minimum leverage ratio of Tier 1 capital to total assets must be 4%. In addition to these uniform risk-based capital guidelines and leverage ratios that apply across the industry, the regulators have the discretion to set individual minimum capital requirements for specific institutions at rates significantly above minimum guidelines and ratios. For further information on the Company and the Bank's risk-based capital ratios see Note 11 located in "Item 8. Financial Statements and Supplementary Data."

Table of Contents

Prompt Corrective Action and Other Enforcement Mechanisms

The Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”), among other things, identifies five capital categories for insured depository institutions (well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized) and requires the respective Federal regulatory agencies to implement systems for “prompt corrective action” for insured depository institutions that do not meet minimum capital requirements within such categories. FDICIA imposes progressively more restrictive constraints on operations, management, and capital distributions, depending on the category in which an institution is classified. Failure to meet the capital guidelines could also subject a banking institution to capital raising requirements. An “undercapitalized” Company must develop a capital restoration plan. At December 31, 2009, the Bank exceeded all of the required ratios for classification as “well capitalized.” It should be noted; however, that the Bank’s capital category is determined solely for the purpose of applying the federal banking agencies’ prompt corrective action regulations and the capital category may not constitute an accurate representation of the Bank’s overall financial condition or prospects.

An institution that, based upon its capital levels, is classified as well capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions.

Banking agencies have also adopted regulations which mandate that regulators take into consideration: (i) concentrations of credit risk; (ii) interest rate risk (when the interest rate sensitivity of an institution’s assets does not match the sensitivity of its liabilities or its off-balance-sheet position); and (iii) risks from non-traditional activities, as well as an institution’s ability to manage those risks, when determining the adequacy of an institution’s capital. That evaluation will be made as a part of the institution’s regular safety and soundness examination. In addition, the banking agencies have amended their regulatory capital guidelines to incorporate a measure for market risk. In accordance with the amended guidelines, the Company and any company with significant trading activity must incorporate a measure for market risk in its regulatory capital calculations.

In addition to measures taken under the prompt corrective action provisions, commercial banking organizations may be subject to potential enforcement actions by the federal banking agencies for unsafe or unsound practices in conducting their businesses or for violations of any law, rule, regulation, any condition imposed in writing by the agency, or any written agreement with the agency. Enforcement actions may include the imposition of a conservator or receiver, the issuance of a cease-and-desist order that can be judicially enforced, the termination of insurance of deposits (in the case of a depository institution), the imposition of civil money penalties, the issuance of directives to increase capital, the issuance of formal and informal agreements, the issuance of removal and prohibition orders against institution-affiliated parties and the enforcement of such actions through injunctions or restraining orders based upon a judicial determination that the agency would be harmed if such equitable relief was not granted. Additionally, a holding company’s inability to serve as a source of strength to its subsidiary banking organizations could serve as an additional basis for a regulatory action against the holding company.

Federal banking regulators have also issued final guidance regarding commercial real estate (“CRE”) lending. This guidance suggests that institutions that are potentially exposed to significant CRE concentration risk will be subject to increased regulatory scrutiny. Institutions that have experienced rapid growth in CRE lending, have notable exposure to a specific type of CRE lending, or are approaching or exceed certain supervisory criteria that measure an institution’s CRE portfolio against its capital levels, may be subject to such increased regulatory scrutiny. The Company’s CRE portfolio may be viewed as falling within one or more of the foregoing categories, and accordingly may become subject to increased regulatory scrutiny because of the CRE portfolio. Institutions that are determined by their regulator to have an undue concentration in CRE lending may be required to maintain levels of capital in excess of the statutory minimum requirements and/or be required to reduce their concentration in CRE loans. The FDIC has

determined that the Company does not have any undue concentrations in CRE lending.

Table of Contents

Safety and Soundness Standards

The federal banking agencies have adopted guidelines designed to assist in identifying and addressing potential safety and soundness concerns before capital becomes impaired. The guidelines set forth operational and managerial standards relating to: (i) internal controls, information systems, and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) asset growth; (v) earnings; and (vi) compensation, fees, and benefits. In addition, the federal banking agencies have also adopted safety and soundness guidelines with respect to asset quality and earnings standards. These guidelines provide six standards for establishing and maintaining a system to identify problem assets and prevent those assets from deteriorating. Under these standards, any insured depository institution should: (i) conduct periodic asset quality reviews to identify problem assets; (ii) estimate the inherent losses in problem assets and establish reserves that are sufficient to absorb estimated losses; (iii) compare problem asset totals to capital; (iv) take appropriate corrective action to resolve problem assets; (v) consider the size and potential risks of material asset concentrations; and (vi) provide periodic asset quality reports with adequate information for management and the Board of Directors to assess the level of asset risk. These guidelines also set forth standards for evaluating and monitoring earnings and for ensuring that earnings are sufficient for the maintenance of adequate capital and reserves.

Deposit Insurance

The deposits of the Bank have historically been insured by the FDIC up to \$100,000 per insured depositor, except certain types of retirement accounts, which are insured up to \$250,000 per insured depositor. On October 3, 2008, the maximum amount insured under FDIC deposit insurance was temporarily increased from \$100,000 to \$250,000 per insured depositor through December 31, 2009. This increase was part of the Emergency Economic Stabilization Act of 2008. On May 19, 2009, Congress extended the temporary \$250,000 coverage through December 31, 2013.

Additionally, the Bank elected to participate in those provisions of the FDIC's Transaction Account Guarantee ("TAG") Program that provide additional insurance coverage on non-interest bearing deposit transaction accounts. Under this program, all non-interest bearing transaction accounts at the Bank with balances over \$250,000 are also fully insured. The TAG program was initially scheduled to terminate on December 31, 2009, however, on August 26, 2009, the FDIC extended the program through June 30, 2010, and the bank elected to continue its participation in the program. The additional annualized cost to the Bank is 10 basis points per dollar over \$250,000 through December 31, 2009. After December 31, 2009, banks will be charged a higher annualized rate according to the institution's risk category. Banks in risk category I will pay 15 basis points; risk category II, 20 basis points; and risk categories III and IV, 25 basis points per dollar over \$250,000.

Effective January 1, 2007, the FDIC adopted a rule for the insurance assessment on deposits based upon risk assessment classifications. Under the rule the charge for annual insurance deposit assessments ranged from a minimum of 5 basis points to a maximum of 43 basis points per \$100 of insured deposits depending upon an institution's risk assessment category. On February 27, 2009, the FDIC adopted a final rule modifying the risk-based assessment system and setting initial base assessment rates beginning April 1, 2009, at 12 to 45 basis points per \$100 of insured deposits depending upon an institution's risk category. Insured institutions are not allowed to disclose their risk assessment classification and no assurance can be given as to what the future level of premiums will be. The Bank's FDIC premiums (exclusive of special assessments – see below) were \$1.70 million in 2009 compared to \$532,000 in 2008.

On May 22, 2009, the FDIC adopted a final rule imposing a 5 basis point special assessment on each insured depository institution's assets minus Tier 1 capital as of June 30, 2009. The amount of the special assessment for any institution was not to exceed 10 basis points times the institution's assessment base for the second quarter 2009. This special assessment was collected by the FDIC on September 30, 2009, and resulted in an additional charge to the Bank of \$798,000.

Table of Contents

On September 30, 2009, the FDIC adopted a rule that required insured institutions to prepay their estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. The prepaid assessment was collected December 30, 2009, and resulted in a prepayment by the Bank of \$7,258,000. The FDIC also adopted a uniform three-basis point increase in the assessment rates effective on January 1, 2011.

In addition to the assessment for deposit insurance, institutions are required to make payments on bonds issued in the late 1980's by the Financing Corporation to recapitalize a predecessor deposit insurance fund. This payment is established quarterly and during the year ending December 31, 2009, averaged 1.04 basis points of assessable deposits.

The FDIC has authority to increase insurance assessments and has used this authority over the past several years, resulting in a significant increase in the Bank's deposit insurance premiums. See "Item 1A. Risk Factors." Additional increases in insurance premiums could have additional adverse effects on the operating expenses and results of operations of the Company. Management cannot predict what insurance assessment rates will be in the future. Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order, or condition imposed by the FDIC or the Bank's primary regulator. Management of the Company is not aware of any practice, condition or violation that might lead to termination of the Company's deposit insurance.

Community Reinvestment Act ("CRA") and Fair Lending

The Bank is subject to certain fair lending requirements involving lending, investing, and other CRA activities. CRA requires each insured depository institution to identify the communities served by the institution's offices and to identify the types of credit and investments the institution is prepared to extend within such communities including low and moderate income neighborhoods. It also requires the institution's regulators to assess the institution's performance in meeting the credit needs of its community and to take such assessment into consideration in reviewing applications for mergers, acquisitions, relocation of existing branches, opening of new branches, and other transactions. A bank may be subject to substantial penalties and corrective measures for a violation of certain fair lending laws.

A bank's compliance with the Community Reinvestment Act is based on a performance based evaluation system, which bases CRA ratings on an institution's lending service and investment performance. An unsatisfactory rating may be the basis for denying a merger application. The Bank's latest CRA examination was completed by the Federal Deposit Insurance Corporation. The lending test portion included a review of small business, small farm, and home mortgage loans originated during calendar years 2005 and 2006. The Bank's community development lending as well as investment and service activities were reviewed between January 20, 2004, and April 16, 2007. The FDIC provided the Bank with a High Satisfactory rating in the lending test and an Outstanding rating for both the investment and service tests. Consequently, the Bank received an overall Outstanding rating in complying with its CRA obligations. The FDIC cited the volume of loans within geographies of differing income levels; the number of loans to individuals and small businesses of different income levels; the significant community development services provided within the Bank's communities; and, the variety and depth of products and services tailored to the needs of the communities as key factors in their overall rating assessment.

The Sarbanes-Oxley Act of 2002

This legislation addresses certain accounting oversight and corporate governance matters, including but not limited to:

- the creation of a five-member oversight board that sets standards for accountants and has investigative and disciplinary powers;

- the prohibition of accounting firms from providing various types of consulting services to public clients and requires accounting firms to rotate partners among public client assignments every five years;
- increased penalties for financial crimes;

Table of Contents

- expanded disclosure of corporate operations and internal controls and certification of financial statements;
- enhanced controls on, and reporting of, insider trading; and
- prohibition on lending to officers and directors of public companies, although the bank may continue to make these loans within the constraints of existing banking regulations.

As a public reporting company, the Company is subject to the requirements of this legislation and related rules and regulations issued by the Securities and Exchange Commission (the “SEC”). Compliance with the Act (the “Act”) did not have a material impact upon its business. However, other non-interest expense items, including professional expenses and other costs related to compliance with the reporting requirements of the securities laws have significantly increased and can be expected to continue to increase.

Recent Governmental Actions in Response to the Financial Crises

Emergency Economic Stabilization Act

In response to the financial crisis affecting the banking system and financial markets, the Emergency Economic Stabilization Act (“EESA”) was signed into law on October 3, 2008, which among other things: (1) temporarily increased FDIC insurance coverage from \$100,000 to \$250,000 through December 31, 2009 (subsequently extended through December 31, 2013); and (2) established the Troubled Asset Relief Program (“TARP”). As part of TARP, the United States Department of the Treasury (“Treasury”) established the Capital Purchase Program (“CPP”) to provide up to \$700 billion of funding to eligible financial institutions through the purchase of capital stock and other financial instruments for the purpose of stabilizing and providing liquidity to the U.S. financial markets. In connection with EESA, there have been numerous actions by the FRB, Congress, and the Treasury, the FDIC, the SEC and others to further the economic and banking industry stabilization efforts under EESA. It remains unclear at this time what further legislative and regulatory measures will be implemented under EESA affecting the Company.

The Company decided not to participate in the TARP CPP.

Temporary Liquidity Guarantee Program

On October 14, 2008, the FDIC announced the establishment of the Temporary Liquidity Guarantee Program (“TLGP”) to provide: (1) full deposit insurance on all non-interest bearing transaction account balances through December 31, 2009 (Transaction Account Guarantee Program); and (2) guarantees of certain newly issued senior unsecured debt issued by financial institutions and bank holding companies through June 30, 2012 (Debt Guarantee Program). The Bank elected to participate in the Transaction Account Guarantee Program, but not the Debt Guarantee Program..

Financial Stability Plan

On February 10, 2009, Treasury announced the Financial Stability Plan (“FSP”) which, among other things, established a new Capital Assistance Program (“CAP”) through which eligible banking institutions will have access to Treasury capital as a bridge to private capital until market conditions normalize, and extended the Debt Guarantee Program of the TLGP to October 31, 2009, and the Transaction Account Guarantee Program of the TLGP to June 30, 2010. As a complement to CAP, a new Public-Private Investment Fund on an initial scale of up to \$500 billion, which was later revised to be \$30 billion, was announced to catalyze the removal of legacy assets from the balance sheets of financial institutions. This fund will combine public and private capital with government financing to help free up capital to support new lending. In addition, the existing Term Asset-Backed Securities Lending Facility (“TALF”) would be expanded (up to \$1 trillion) in order to reduce credit spreads and restart the securitized credit markets that in recent years supported a substantial portion of lending to households, students, small businesses, and others. Furthermore, the FSP proposed a new framework of governance and oversight to help ensure that banks receiving funds are held responsible for appropriate use of those funds through stronger conditions on lending, dividends and executive

compensation along with enhanced reporting to the public.

The Company is a participant in the Transaction Account Guarantee Program.

Table of Contents

American Recovery and Reinvestment Act of 2009

On February 17, 2009, the American Recovery and Reinvestment Act of 2009 (“ARRA”) was signed into law. ARRA is intended to provide tax breaks for individuals and businesses, direct aid to distressed states and individuals, and provide infrastructure spending. In addition, ARRA imposes new executive compensation and expenditure limits on all previous and future TARP CPP recipients and expands the class of employees to whom the limits and restrictions apply. ARRA also provides the opportunity for additional repayment flexibility for existing TARP CPP recipients. Among other things, ARRA prohibits the payment of bonuses, other incentive compensation and severance to certain highly paid employees (except in the form of restricted stock subject to specified limitations and conditions), and requires each TARP CPP recipient to comply with certain other executive compensation related requirements. These provisions modify the executive compensation provisions that were included in EESA, and in most instances apply retroactively for so long as any obligation arising from financial assistance provided to the recipient under TARP CPP remains outstanding.

In addition, ARRA directs the Treasury to review previously-paid bonuses, retention awards and other compensation paid to the senior executive officers and certain other highly-compensated employees of each TARP CPP recipient to determine whether any such payments were excessive, inconsistent with the purposes of ARRA or the TARP, or otherwise contrary to the public interest. If the Treasury determines that any such payments have been made by a TARP CPP recipient, the Treasury will seek to negotiate with the TARP CPP recipient and the subject employee for appropriate reimbursements to the U.S. government (not the TARP CPP recipient) with respect to any such compensation or bonuses. ARRA also permits the Treasury, subject to consultation with the appropriate federal banking agency, to allow a TARP CPP recipient to repay any assistance previously provided to such TARP CPP recipient under the TARP, without regard to whether the TARP CPP recipient has replaced such funds from any source, and without regard to any waiting period. Any TARP CPP recipient that repays its TARP assistance pursuant to this provision would no longer be subject to the executive compensation provisions under ARRA.

Since the Company elected not to participate in the TARP CPP, the preceding compensation limitations do not apply.

Homeowner Affordability and Stability Plan

On February 18, 2009, the Treasury announced the Homeowner Affordability and Stability Plan (“HASP”), which proposes to provide refinancing for certain homeowners, to support low mortgage rates by strengthening confidence in Fannie Mae and Freddie Mac, and to establish a Homeowner Stability Initiative to reach at-risk homeowners. Among other things, the Homeowner Stability Initiative would offer monetary incentive to mortgage servicers and mortgage holders for certain modifications of at-risk loans, and would establish an insurance fund designed to reduce foreclosures.

Future Legislation and Regulatory Initiatives

Various other legislative and regulatory initiatives, including proposals to overhaul the banking regulatory system are from time to time introduced in Congress and state legislatures, as well as regulatory agencies. Currently, the Congress is actively considering significant changes to the manner of regulating financial institutions including combining one or more of the FRB, FDIC, Comptroller of the Currency and the Office of Thrift Supervision and creating a new consumer protection agency for financial products. The current legislation being considered and other future legislation regarding financial institutions may change banking statutes and the operating environment of the Company and the Bank in substantial and unpredictable ways, and could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance depending upon whether any of this potential legislation will be enacted, and if enacted, the effect that it or any implementing regulations, would have on the financial condition or results of operations of the Company or the Bank. The nature and extent of future legislative and regulatory changes affecting financial institutions is unpredictable at this time. The Company cannot determine the ultimate effect that such potential legislation, if enacted, would have upon its financial condition or operations.

Available Information

Company reports filed with the SEC including the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and ownership reports filed by directors, executive officers and principal stockholders can be accessed through the Company's web site at <http://www.fmbonline.com>. The link to the SEC is on the About Us page.

Table of Contents

Item 1A. Risk Factors

An investment in our common stock is subject to risks inherent in our business. The material risks and uncertainties that management believes may affect our business are described below. Before making an investment decision, you should carefully consider the risks and uncertainties described below together with all of the other information included or incorporated by reference in this report. The risks and uncertainties described below are not the only ones facing our business. Additional risks and uncertainties that management is not aware of or focused on or that management currently deems immaterial may also impair our business operations. This report is qualified in its entirety by these risk factors.

If any of the following risks actually occur, our financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of our common stock could decline significantly, and you could lose all or part of your investment.

Risks Associated With Our Business

Recession And Changes In Domestic And Foreign Financial Markets May Have A Material Negative Impact On Our Results Of Operations And Financial Condition - Economic indices have shown that since the fourth quarter of 2007, the United States economy has been in a recession and the Central Valley of California, the Company's primary market area, has been hit particularly hard. This has been reflected in significant business failures and job losses. In addition, over the past two years, the domestic and foreign financial markets, securities trading markets and economies generally have experienced significant turmoil including, without limitation, government takeovers of troubled institutions, government brokered mergers of such firms to avoid bankruptcy or failures, bankruptcies of securities trading firms and insurance companies, failures of financial institutions and securities brokerage firms, declines in real property values, and wide fluctuations in energy prices, all of which have contributed to reduced availability of credit for businesses and consumers, elevated foreclosures on residential and commercial properties, falling home prices, reduced liquidity and a lack of stability across the entire financial sector.

These recent events and the corresponding uncertainty in financial markets may continue for the foreseeable future. The full extent of the repercussions to our nation's economy in general and our business in particular; therefore, are not fully known at this time. Such events may have a negative effect on: (i) our ability to service our existing customers and attract new customers; (ii) the ability of our borrowers to operate their business as successfully as in the past; (iii) the financial security and net worth of our customers; and (iv) the ability of our customers to repay their loans with us in accordance with the terms thereof.

Recently Enacted Legislation And Other Measures Undertaken By The Treasury, The FRB And Other Governmental Agencies May Not Help Stabilize The U.S. Financial System Or Improve The Housing Market – Since 2008 the Federal Government has enacted many pieces of legislation designed to stabilize the economy and the financial system. See “Item 1 Business – Supervision and Regulation – Recent Government Actions in Response to the Financial Crises.”

The actual impact that any of this legislation and other related measures undertaken to alleviate the economic crises will have generally on the financial markets is still substantially unknown. The failure of such measures, or any future measures, to help stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect our business, financial condition, results of operations, access to credit or the trading price of our common stock.

Current Levels Of Market Volatility Are Unprecedented - The capital and credit markets have been experiencing volatility and disruption for more than two years. At times the volatility and disruption reached unprecedented

levels. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength. If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition and results of operations.

Table of Contents

Nonperforming Assets Take Significant Time To Resolve And Adversely Affect Our Company's Results Of Operations And Financial Condition. Nonperforming assets adversely affect our net income in various ways. Until economic and market conditions improve, we expect to continue to incur additional losses relating to an increase in non-performing loans. We do not record interest income on non-accrual loans or other real estate owned, thereby adversely affecting our income and increasing our loan administration costs. When we take collateral in foreclosures and similar proceedings, we are required to mark the related loan to the then fair market value of the collateral, which may result in a loss. While we have tried to reduce our problem assets through workouts, restructurings and otherwise, decreases in the value of these assets, or the underlying collateral, or in these borrowers' performance or financial conditions, whether or not due to economic and market conditions beyond our control, could adversely affect our business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management, which can be detrimental to the performance of other responsibilities. There can be no assurance that we will not experience further increases in nonperforming loans in the future.

Our Allowance For Loan Losses May Not Be Adequate To Cover Actual Losses. A significant source of risk arises from the possibility that losses could be sustained because borrowers, guarantors, and related parties may fail to perform in accordance with the terms of their loans and leases. The underwriting and credit monitoring policies and procedures that we have adopted to address this risk may not prevent unexpected losses that could have a material adverse effect on our business, financial condition, results of operations and cash flows. Unexpected losses may arise from a wide variety of specific or systemic factors, many of which are beyond our ability to predict, influence, or control.

Like all financial institutions, we maintain an allowance for loan losses to provide for loan defaults and non-performance. The allowance is funded from a provision for loan losses, which is a charge to our income statement. Our allowance for loan losses may not be adequate to cover actual loan losses, and future provisions for loan losses could materially and adversely affect our business, financial condition, results of operations and cash flows. The allowance for loan losses reflects our estimate of the probable losses in our loan portfolio at the relevant balance sheet date. Our allowance for loan losses is based on prior experience, as well as an evaluation of the known risks in the current portfolio, composition and growth of the loan portfolio and economic factors. The determination of an appropriate level of loan loss allowance is an inherently difficult process and is based on numerous assumptions. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, that may be beyond our control and these losses may exceed current estimates.

The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning current economic conditions may adversely affect the accuracy of our estimates, which may, in turn, impact the reliability of the allowance for loan losses.

While we believe that our allowance for loan losses is adequate to cover current losses, we cannot assure you that we will not increase the allowance for loan losses further or that regulators will not require us to increase this allowance. Either of these occurrences could materially adversely affect our business, financial condition, results of operations and cash flows.

We Are Dependent On Real Estate And Downturns In The Real Estate Market Could Hurt Our Business - Although our regulators have determined that we do not have significant CRE concentration risk, a significant portion of our loan portfolio is dependent on real estate. See "Item 1. Business – Supervision and Regulation - Prompt Corrective Action and Other Enforcement Mechanisms." At December 31, 2009, real estate served as the principal source of collateral with respect to approximately 68% of our loan outstandings and 20% of loans outstanding were secured by production agricultural properties. A continuing decline in current economic conditions or rising interest rates could

have an adverse effect on the demand for new loans, the ability of borrowers to repay outstanding loans, the value of real estate and other collateral securing loans and the value of real estate owned by us, as well as our financial condition and results of operations in general and the market value of our common stock.

Table of Contents

Acts of nature, including earthquakes, floods and fires, which may cause uninsured damage and other loss of value to real estate that secures these loans, may also negatively impact our financial condition.

Our Real Estate Lending Also Exposes Us To The Risk Of Environmental Liabilities - In the course of our business, we may foreclose and take title to real estate, and could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third persons for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, as the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If we ever become subject to significant environmental liabilities, our business, financial condition, liquidity and results of operations could be materially and adversely affected.

Our Business Is Subject To Interest Rate Risk And Changes In Interest Rates May Adversely Affect Our Performance And Financial Condition - Our earnings are impacted by changing interest rates. Changes in interest rates impact the demand for new loans, the credit profile of our borrowers, the rates received on loans and securities and rates paid on deposits and borrowings. The difference between the rates received on loans and securities and the rates paid on deposits and borrowings is known as interest rate spread. Although we believe our current level of interest rate sensitivity is reasonable, significant fluctuations in interest rates and increasing competition may have an adverse effect on our business, financial condition and results of operations. See “Item 7A. Quantitative and Qualitative Disclosures About Market Risk - Interest Rate Risk.”

Sustained low levels of market interest rates could adversely affect our earnings. The Board of Governors of the Federal Reserve System regulates the supply of money and credit in the United States. Its policies determine, in large part, the cost of funds for lending and investing and the yield earned on those loans and investments, both of which impact the Company’s net interest margin. Beginning in September 2007 the FRB implemented a series of rate reductions in response to the current state of the national economy and housing market as well as the volatility of financial markets. When interest rates decline, borrowers tend to refinance higher-rate, fixed-rate loans at lower rates, prepaying their existing loans. Under those circumstances, we would not be able to reinvest those prepayments in assets earning interest rates as high as the rates on the prepaid loans. In addition, our CRE and commercial loans, which carry interest rates that, in general, adjust in accordance with changes in the prime rate, will adjust to lower rates. We are also significantly affected by the level of loan demand available in our market. The inability to make sufficient loans directly affects the interest income we earn. Lower loan demand will generally result in lower interest income realized as we place funds in lower yielding investments. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Overview - Looking Forward: 2010 and Beyond.”

Failure To Successfully Execute Our Strategy Could Adversely Affect Our Performance - Our financial performance and profitability depends on our ability to execute our corporate growth strategy. Continued growth however, may present operating and other problems that could adversely affect our business, financial condition and results of operations. Accordingly, there can be no assurance that we will be able to execute our growth strategy or maintain the level of profitability that we have recently experienced. Factors that may adversely affect our ability to attain our long-term financial performance goals include those stated elsewhere in this section, as well as the:

- inability to maintain or increase net interest margin;
- inability to control non-interest expense, including, but not limited to, rising employee and healthcare costs;
- inability to maintain or increase non-interest income; and

- continuing ability to expand through de novo branching or otherwise.

Table of Contents

Economic Conditions In Our Service Areas Could Adversely Affect Our Operations And/Or Cause Us To Sustain Losses - Our retail and commercial banking operations are concentrated primarily in Sacramento, San Joaquin, Stanislaus and Merced Counties. As a result of this geographic concentration, our results of operations depend largely upon economic conditions in this area and this area has experienced a significant deterioration in real estate values. A significant source of risk arises from the possibility that losses will be sustained if a significant number of our borrowers, guarantors and related parties fail to perform in accordance with the terms of their loans. This risk increases when the economy is weak as it is presently. We have adopted underwriting and credit monitoring procedures and credit policies, including the establishment and review of the allowance for loan losses, that management believes are appropriate to minimize this risk by assessing the likelihood of nonperformance, tracking loan performance and diversifying our credit portfolio. These policies and procedures; however, may not prevent unexpected losses that could materially adversely affect our results of operations in general and the market value of our stock. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Overview - Looking Forward: 2010 and Beyond.”

This Company’s service areas can be significantly impacted by the seasonal and cyclical operations of the agricultural industry. As a result, the Company’s financial results can be influenced by the banking needs of its agricultural customers (e.g., generally speaking during the spring and summer customers draw down their deposit balances and increase loan borrowing to fund the purchase of equipment and the planting of crops. Correspondingly, deposit balances are replenished and loans repaid in late fall and winter as crops are harvested and sold). Additionally, although the Company’s loan portfolio is believed to be well diversified, at various times during 2009 approximately 36% of the Company’s loan balances were outstanding to agricultural borrowers. Commitments are well diversified across various commodities, including dairy, grapes, walnuts, almonds, cherries, apples, pears, walnuts, and various row crops. Additionally, many individual borrowers are themselves diversified across commodity types, reducing their exposure, and therefore the Company’s, to cyclical downturns in any one commodity.

Our Ability To Access Markets For Funding And Acquire And Retain Customers Could Be Adversely Affected By The Deterioration Of Other Financial Institutions Or The Financial Service Industry’s Reputation. Reputation risk is the risk to liquidity, earnings and capital arising from negative publicity regarding the financial services industry. The financial services industry continues to be featured in negative headlines about the global and national credit crisis and the resulting stabilization legislation enacted by the U.S. federal government. These reports can be damaging to the industry’s image and potentially erode consumer confidence in insured financial institutions. Recent bank failures in California and throughout the United States have also had a negative impact. In addition, our ability to engage in routine funding and other transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems, losses of depositor, creditor and counterparty confidence and could lead to losses or defaults by us or by other institutions.

We Face Strong Competition From Financial Service Companies And Other Companies That Offer Banking Services That Could Adversely Impact Our Business - The financial services business in our market areas is highly competitive. It is becoming increasingly competitive due to changes in regulation, technological advances, and the accelerating pace of consolidation among financial services providers. We face competition both in attracting deposits and in making loans. We compete for loans principally through the interest rates and loan fees we charge and the efficiency and quality of services we provide. Increasing levels of competition in the banking and financial services business may reduce our market share, decrease loan demand, cause the prices we charge for our services to fall, or decrease our net interest margin by forcing us to offer lower lending interest rates and pay higher deposit interest rates. Therefore, our results may differ in future periods depending upon the nature or level of competition.

Technology and other changes are allowing parties to complete financial transactions that historically have involved banks through alternative methods. For example, consumers can now maintain funds that would have historically been held as bank deposits in brokerage accounts or mutual funds. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as “disintermediation,” could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the lower cost deposits as a source of funds could have a material adverse effect on our financial condition and results of operations.

Table of Contents

Deposit Insurance Assessments Have Increased Substantially and May Continue to Increase, Which Will Adversely Affect Profits - FDIC deposit insurance expense for the year ended December 31, 2009 was \$2.5 million, comprised of \$1.70 million in regular assessments and a special assessment of \$798,000. This represents a \$1.96 million increase over 2008. Additionally, in December 2009 the FDIC required all banks to prepay three years of estimated insurance premiums, an amount that totaled \$7.26 million for the Bank. Deposit insurance assessments may continue to increase in future years due to recent strains on the FDIC deposit insurance fund resulting from the cost of recent bank failures and an increase in the number of banks likely to fail over the next few years.

We May Not Be Able To Attract And Retain Skilled People - Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in most of our activities can be intense and we may not be able to hire people or to retain them. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on our business because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

Our Internal Operations Are Subject To A Number Of Risks - We are subject to certain operations risks, including, but not limited to, information system failures and errors, customer or employee fraud and catastrophic failures resulting from terrorist acts or natural disasters. We maintain a system of internal controls to mitigate against such occurrences and maintain insurance coverage for such risks that are insurable, but should such an event occur that is not prevented or detected by our internal controls, uninsured or in excess of applicable insurance limits, it could have a significant adverse impact on our business, financial condition or results of operations.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

Severe weather, natural disasters, acts of war or terrorism and other adverse external events could have a significant impact on our ability to conduct business. Such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause us to incur additional expenses. Operations in several of our markets could be disrupted by both the evacuation of large portions of the population as well as damage and or lack of access to our banking and operation facilities. While we have not experienced such an occurrence to date, other severe weather or natural disasters, acts of war or terrorism or other adverse external events may occur in the future. Although management has established disaster recovery policies and procedures, the occurrence of any such event

could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

Table of Contents

We Depend On Cash Dividends From Our Subsidiary Bank To Meet Our Cash Obligations - As a holding company, dividends from our subsidiary bank provide a substantial portion of our cash flow used to service the interest payments on our Trust Preferred Securities and our other obligations, including cash dividends. See “Item 5. Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.” Various statutory provisions restrict the amount of dividends our subsidiary bank can pay to us without regulatory approval.

Risks Associated With Our Industry

We Are Subject To Government Regulation That Could Limit Or Restrict Our Activities, Which In Turn Could Adversely Impact Our Financial Performance - The financial services industry is regulated extensively. Federal and state regulations are designed primarily to protect the deposit insurance funds and consumers, and not to benefit our stockholders. These regulations can sometimes impose significant limitations on our operations and increase our cost of doing business.

Further, federal monetary policy, particularly as implemented through the Federal Reserve System, significantly affects economic conditions for us.

New Legislative And Regulatory Proposals May Affect Our Operations And Growth - Proposals to change the laws and regulations governing the operations and taxation of, and federal insurance premiums paid by, banks and other financial institutions and companies that control such institutions are frequently raised in the U.S. Congress, the California legislature and before bank regulatory authorities. The likelihood of any major changes in the future and the impact such changes, including EESA and the Stimulus Bill, might have on us or our subsidiaries are impossible to determine. Similarly, proposals to change the accounting treatment applicable to banks and other depository institutions are frequently raised by the SEC, the federal banking agencies, the IRS and other appropriate authorities. The likelihood and impact of any additional future changes in law or regulation and the impact such changes might have on us or our subsidiaries are impossible to determine at this time. See “Item 1 Business – Supervision and Regulation – Recent Government Actions in Response to the Financial Crises.”

Risks Associated With Our Stock

Our Stock Trades Less Frequently Than Others - The Company’s common stock is not widely held or listed on any exchange. However, trades may be reported on the OTC Bulletin Board under the symbol "FMCB.OB". Management is aware that there are private transactions in the Company’s common stock. However, the limited trading market for the Company’s common stock may make it difficult for stockholders to dispose of their shares.

Our Stock Price Is Affected By A Variety Of Factors - Stock price volatility may make it more difficult for you to resell your common stock when you want and at prices you find attractive. Our stock price can fluctuate significantly in response to a variety of factors discussed in this section, including, among other things:

- actual or anticipated variations in quarterly results of operations;
- operating and stock price performance of other companies that investors deem comparable to our Company;
- news reports relating to trends, concerns and other issues in the financial services industry;
- available investment liquidity in our market area since our stock is not listed on any exchange; and
- perceptions in the marketplace regarding our Company and/or its competitors.

Our Common Stock Is Not An Insured Deposit - Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this “Risk Factors” section and elsewhere in this report and is subject to the same market forces that affect the price of common stock in any company. As a result, if you acquire our common stock, you may lose some or all of your investment.

Table of Contents

Item 1B. Unresolved Staff Comments

The Company has no unresolved comments received from staff at the SEC.

Item 2. Properties

Farmers & Merchants Bancorp along with its subsidiaries are headquartered in Lodi, California. Executive offices are located at 111 W. Pine Street. Banking services are provided in twenty-two branch locations in the Company's service area. Of the twenty-two branches, sixteen are owned and six are leased. The expiration of these leases occurs between the years 2010 and 2016. See Note 16 located in "Item 8. Financial Statements and Supplementary Data."

Item 3. Legal Proceedings

Certain lawsuits and claims arising in the ordinary course of business have been filed or are pending against the Company or its subsidiaries. Based upon information available to the Company, its review of such lawsuits and claims and consultation with its counsel, the Company believes the liability relating to these actions, if any, would not have a material adverse effect on its consolidated financial statements.

There are no material proceedings adverse to the Company to which any director, officer or affiliate of the Company is a party.

Item 4. Reserved

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The common stock of Farmers & Merchants Bancorp is not widely held or listed on any exchange. However, trades may be reported on the OTC Bulletin Board under the symbol "FMCB.OB." Additionally, management is aware that there are private transactions in the Company's common stock.

The following table summarizes the actual high, low, and close sale prices for the Company's common stock since the first quarter of 2008. These figures are based on activity posted on the OTC Bulletin Board and on private transactions between individual stockholders that are reported to the Company.

	Calendar Quarter	High	Low	Close	Cash Dividends Declared (Per Share)
2009	Fourth quarter	\$ 425	\$ 325	\$ 380	\$ 5.90
	Third quarter	434	375	400	-
	Second quarter	475	325	395	5.10
	First quarter	475	310	390	-
	Calendar Quarter	High	Low	Close	Cash Dividends

					Declared (Per Share)
2008	Fourth quarter	\$ 450	\$ 385	\$ 420	\$ 5.80
	Third quarter	475	425	450	-
	Second quarter	475	400	460	4.85
	First quarter	460	390	460	-

Table of Contents

As of January 31, 2010, there were approximately 1,468 stockholders of record of the Company's common stock.

The Company has paid cash dividends for the past 75 consecutive years. There are limitations under Delaware corporate law as to the amounts of cash dividends that may be paid by the Company. Additionally, if we decided to defer interest on our subordinated debentures, we would be prohibited from paying cash dividends on the Company's common stock. The Company is dependent on cash dividends paid by the Bank to fund its cash dividend payments to its stockholders. There are regulatory limitations on cash dividends that may be paid by the Bank under state and federal laws. See "Item 1. Business – Supervision and Regulation."

In 1998, the Board approved the Company's first stock repurchase program. This program was extended and expanded in both 2004 and 2006. Most recently, on November 12, 2008, the Board of Directors approved increasing the funds available for the Company's Common Stock Repurchase Program. The Board's resolution authorized up to \$20 million in repurchases over the four year period ending October 31, 2012.

Repurchases under the program will continue to be made on the open market or through private transactions. The repurchase program also requires that no purchases may be made if the Bank would not remain "well-capitalized" after the repurchase. All shares repurchased under the repurchase program will be retired.

The following table indicates the number of shares repurchased by the Company during the fourth quarter of 2009.

Period	Number of Shares	Average Price per Share	Number of Shares Purchased as Part of a Publicly Announced Plan or Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan or Program
October 2009	-	\$-	-	\$ 16,812,510
November 2009	461	410	461	16,623,500
December 2009	-	-	-	16,623,500
Total	461	\$410	461	\$ 16,623,500

All of the above shares were repurchased in private transactions.

On August 5, 2008, the Board of Directors approved a Share Purchase Rights Plan (the "Rights Plan"), pursuant to which the Company entered into a Rights Agreement dated August 5, 2008, with Registrar and Transfer Company, as Rights Agent, and the Company declared a dividend of a right to acquire one preferred share purchase right (a "Right") for each outstanding share of the Company's common stock, \$0.01 par value per share, to stockholders of record at the close of business on August 15, 2008. Generally, the Rights are only triggered and become exercisable if a person or group (the "Acquiring Person") acquires beneficial ownership of 10 percent or more of the Company's common stock or announces a tender offer for 10 percent or more of the Company's common stock.

The Rights Plan is similar to plans adopted by many other publicly-traded companies. The effect of the Rights Plan is to discourage any potential acquirer from triggering the Rights without first convincing the Company's Board of Directors that the proposed acquisition is fair to, and in the best interest of, all of the stockholders of the Company. The provisions of the Plan will substantially dilute the equity and voting interest of any potential acquirer unless the Board of Directors approves of the proposed acquisition. Each Right, if and when exercisable, will entitle the

registered holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock, no par value, at a purchase price of \$1,200 for each one one-hundredth of a share, subject to adjustment. Each holder of a Right (except for the Acquiring Person, whose Rights will be null and void upon such event) shall thereafter have the right to receive, upon exercise, that number of common shares of the Company having a market value of two times the exercise price of the Right. At any time before a person becomes an Acquiring Person, the Rights can be redeemed, in whole, but not in part, by the Company's Board of Directors at a price of \$0.001 per Right. The Rights Plan will expire on August 5, 2018.

Table of Contents

Performance Graphs

The following graph compares the yearly percentage change in the Company's cumulative total stockholder return on common stock with: (i) a published index compiled by Hemsco Group of banks and bank holding companies throughout the United States; and (ii) the cumulative total return of the American Stock Exchange market index. The following comparisons cover the period January 1, 2005, to December 31, 2009. The graph assumes an initial investment of \$100 on January 1, 2005, and reinvestment of dividends. The stock price performance set forth in the following graph is not necessarily indicative of future price performance. The Company's stock price data is based on activity posted on the OTC Bulletin Board and on private transactions between individual stockholders that are reported to the Company.

This graph shall not be deemed filed or incorporated by reference into any filing under the Securities Act of 1933

Table of Contents

Item 6. Selected Financial Data

Farmers & Merchants Bancorp
Five Year Financial Summary of Operations
(in thousands except per share data)

Summary of Income:	2009	2008	2007	2006	2005	
Total Interest Income	\$91,314	\$93,208	\$95,775	\$88,396	\$72,458	
Total Interest Expense	16,331	24,784	32,225	24,621	14,032	
Net Interest Income	74,983	68,424	63,550	63,775	58,426	
Provision for Loan Losses	15,420	7,998	1,495	275	425	
Net Interest Income After Provision for Loan Losses	59,563	60,426	62,055	63,500	58,001	
Total Non-Interest Income	18,194	16,064	15,455	12,063	11,274	
Total Non-Interest Expense	46,429	40,103	41,945	43,121	40,617	
Income Before Income Taxes	31,328	36,387	35,565	32,442	28,658	
Provision for Income Taxes	11,315	13,597	12,870	11,813	10,230	
Net Income	\$20,013	\$22,790	\$22,695	\$20,629	\$18,428	
Balance Sheet Data:						
Total Assets	\$1,781,014	\$1,684,437	\$1,519,172	\$1,411,233	\$1,352,989	
Loans	1,212,718	1,177,364	1,140,969	1,046,912	973,257	
Allowance for Loan Losses	29,813	20,034	18,483	18,099	17,860	
Investment Securities	435,166	363,729	247,637	243,867	267,940	
Deposits	1,498,124	1,432,702	1,310,790	1,198,528	1,103,340	
Federal Home Loan Bank Advances	20,149	703	28,954	47,532	98,847	
Shareholders' Equity	164,727	156,545	143,418	132,340	123,648	
Selected Ratios:						
Return on Average Assets	1.15	% 1.44	% 1.56	% 1.51	% 1.46	%
Return on Average Equity	12.33	% 15.23	% 16.26	% 16.16	% 15.26	%
Dividend Payout Ratio(1)	42.95	% 36.99	% 34.51	% 33.77	% 34.55	%
Average Loans to Average Deposits	80.12	% 84.16	% 86.86	% 90.24	% 87.28	%
Average Equity to Average Assets	9.34	% 9.46	% 9.60	% 9.38	% 9.58	%
Period-end Shareholders' Equity to Total Assets	9.25	% 9.29	% 9.44	% 9.38	% 9.14	%
Per Share Data:						
Net Income (2) (3)	\$25.57	\$28.69	\$28.05	\$25.25	\$22.24	
Cash Dividends Per Share (1)(3)	\$11.00	\$10.65	\$9.70	\$8.55	\$7.68	

(1) Not including cash paid in lieu of fractional shares related to stock dividend.

(2) Based on the weighted average number of shares outstanding of 782,754, 794,239, 809,057, 817,044, and 828,537 for the years ended December 31, 2009, 2008, 2007, 2006, and 2005, respectively.

(3) Per share data has been adjusted, where applicable, for stock dividends issued in any of the above years.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

The Company's primary service area encompasses the northern Central Valley of California, a region that can be significantly impacted by the seasonal needs of the agricultural industry. Accordingly, discussion of the Company's Financial Condition and Results of Operations is influenced by the seasonal banking needs of its agricultural customers (e.g., during the spring and summer customers draw down their deposit balances and increase loan borrowing to fund the purchase of equipment and planting of crops. Correspondingly, deposit balances are replenished and loans repaid in late fall and winter as crops are harvested and sold).

The Five Year Period: 2005 through 2009

The following table presents key performance data for the Company over the past five years.

(in thousands, except per share data)

**F i n a n c i a l
P e r f o r m a n c e**

Indicator	2009		2008		2007		2006		2005		
Net Income	\$	20,013	\$	22,790	\$	22,695	\$	20,629	\$	18,428	
Total Assets	\$	1,781,014	\$	1,684,437	\$	1,519,172	\$	1,411,233	\$	1,352,989	
Total Loans	\$	1,212,718	\$	1,177,364	\$	1,140,969	\$	1,046,912	\$	973,257	
Total Deposits	\$	1,498,124	\$	1,432,702	\$	1,310,790	\$	1,198,528	\$	1,103,340	
Total Shareholders' Equity	\$	164,727	\$	156,545	\$	143,418	\$	132,340	\$	123,648	
Total Consolidated Risk-Based Capital Ratio		12.48	%	12.59	%	12.21	%	12.17	%	12.32	%
Non-Performing Loans as a % of Total Loans		0.76	%	0.45	%	0.01	%	0.00	%	0.03	%
Net Charge-Offs to Average Loans		0.48	%	0.57	%	0.10	%	0.00	%	0.03	%
Loan Loss Allowance as a % of Total Loans		2.45	%	1.70	%	1.62	%	1.72	%	1.82	%
Return on Average Assets		1.15	%	1.44	%	1.56	%	1.51	%	1.46	%
Return on Average Equity		12.33	%	15.23	%	16.26	%	16.16	%	15.26	%

Earnings Per Share (1)	\$ 25.57	\$ 28.69	\$ 28.05	\$ 25.25	\$ 22.24
Cash Dividends Per Share (1) (2)	\$ 11.00	\$ 10.65	\$ 9.70	\$ 8.55	\$ 7.68
Cash Dividends Declared (2)	\$ 8,596	\$ 8,430	\$ 7,831	\$ 6,966	\$ 6,366
# Shares Repurchased During Year	6,016	13,152	11,821	11,718	8,066
Average Share Price of Repurchased Shares	\$ 387	\$ 449	\$ 460	\$ 507	\$ 496
High Stock Price – Fourth Quarter	\$ 425	\$ 450	\$ 460	\$ 557	\$ 500
Low Stock Price – Fourth Quarter	\$ 325	\$ 385	\$ 381	\$ 505	\$ 465
Closing Stock Price – Fourth Quarter	\$ 380	\$ 420	\$ 460	\$ 515	\$ 490

(1) 2005 has been restated for stock dividends issued. No stock dividend was issued in 2006 through 2009.

(2) Not including cash paid in lieu of fractional shares related to stock dividends. These payments totaled \$290,000 in 2005.

The years 2005 through 2009 were comprised of two very distinct economic periods. From 2005 through the first half of 2007 the economy was strong, the stock market rising and individuals and businesses doing well. Then in October 2007, the financial markets started what would become a major adjustment and a prolonged economic recession began that continues even today. Despite what can only be described as a roller coaster ride, in management's opinion the Company's operating performance remained exceptionally strong even through the difficult years of 2008 and 2009:

Table of Contents

- Net income totaled \$104.5 million over the five-year period and even during the difficult year of 2009, exceeded \$20 million.
- Return on Average Assets averaged 1.42%, and never dropped below 1.15% in any single year.
- Total assets increased 45.2% to \$1.8 billion.
- Total loans increased 39.9% to \$1.2 billion.
- Total deposits increased 49.5% to \$1.5 billion.

For many banks 2008 and 2009 were very difficult years when major credit quality problems surfaced that resulted in significant declines in profits or even losses. Although the Company was not entirely immune to the pressures that a struggling economy brought to bear, record profits were reported in 2008 and in 2009, although profits declined, management believes that the Company's performance compared very favorably to its peer banks. During 2009:

- The Company earned \$20.0 million for a return on average assets of 1.15%. Importantly, these strong results were generated at the same time the Company: (1) strengthened its loan loss allowance by \$9.8 million to \$29.8 million or 2.45% of total loans; and (2) expensed FDIC premiums and special assessments of \$2.5 million, a \$1.96 million increase over 2008.
- The Company increased its cash dividend per share by 3.3% over 2008 levels.
- The Company's risk based capital ratio was 12.48% at December 31, 2009, resulting in the highest regulatory classification of "well capitalized." See "Financial Condition – Capital."
- The Company's asset quality remained very strong compared to peer banks at the present time, when measured by net charge-offs of 0.48% of average loans in 2009 and non-performing loans totaling 0.76% of total loans at December 31, 2009. See "Results of Operations – Provision and Allowance for Loan Losses" and "Financial Condition – Classified Loans and Non-Performing Assets."
- At December 31, 2009, the Bank's "Texas Ratio" an industry measure that compares: (1) levels of non-performing assets to; (2) tangible equity capital plus loss reserves, was 8.6%, one of the best in California.

As a result of this strong earnings performance, capital position, and asset quality, stockholders have benefited well in excess of overall bank and bank holding company stock market returns over the past five years:

- Cash Dividends per Share, restated for stock dividends issued, have increased 60.6% since 2004, and totaled \$47.58 per share over the five-year period.
- The total return on the Company's stock over the past five years compares very favorably to overall stock market returns as represented by the Hemscott Group Index of Banks and Bank Holding Companies. See "Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Security - Performance Graphs."
- The Company did not dilute existing common stockholders by participating in the Federal Government's 2008 TARP Capital Purchase Program. See "Item 1. Business – Supervision and Regulation - Recent Governmental Actions in Response to the Financial Crises."

Table of Contents

Looking Forward: 2010 and Beyond

In management's opinion, the following key issues will influence the financial results of the Company in 2010 and future years:

- The Company's results can be significantly influenced by changes in the credit quality of its borrowers. Non-performing loans totaled \$9.2 million or 0.76% of total loans at December 31, 2009. Management believes based on information currently available that these levels are adequately covered by the Company's \$29.8 million allowance for loan losses as of December 31, 2009. See "Results of Operations - Provision and Allowance for Loan Losses" and "Financial Condition – Classified Loans and Non-Performing Assets." The Company's provision for loan losses was \$5.1 million in the fourth quarter of 2009 resulting in a total of \$15.4 million for the full year, a significant increase from \$8.0 million in 2008. Given the continued recessing economy in the United States, California, and particularly the Central Valley, an increasing number of the Company's borrowers are feeling the impact of the recession. As a result, the Company anticipates that loan loss provisions at or above 2009 levels may be required throughout 2010 and possibly 2011. See "Item 1A. Risk Factors."
- FDIC deposit insurance assessments have increased substantially and may continue to increase, which will adversely affect profits. FDIC deposit insurance expense for the year ended December 31, 2009 was \$2.5 million, comprised of \$1.7 million in regular assessments and a special assessment of \$798,000. This represents a \$1.9 million increase over 2008. See "Results of Operations – Non-Interest Expense. Additionally, in December 2009 the FDIC required all banks to prepay three years of estimated insurance premiums, an amount that totaled \$7.26 million for the Bank. Deposit insurance assessments may continue to increase in future years due to recent strains on the FDIC deposit insurance fund resulting from the cost of recent bank failures and an increase in the number of banks likely to fail over the next few years.
- Congress and the Obama Administration have implemented, or are proposing, broad changes to consumer financial products regulation. These changes could significantly affect the Company's product offerings, pricing and profitability in areas such as credit cards, home mortgages and deposit services charges, particularly fees associated with the Company's Overdraft Privilege Service. See "Results of Operations – Non-Interest Income."
- The Company's earnings are sensitive to changes in market interest rates. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk - Interest Rate Risk."
 - Between 2004 and 2006, as a result of the FRB increasing market interest rates, the Company's net interest margin improved approximately 81 basis points to a high of 5.37% in the first quarter of 2006.
 - Once short-term market rates stabilized in 2006, since increases in the Company's deposit rates typically lag behind increases in loan rates, the Company's net interest margin dropped by 48 basis points to 4.89% in the second quarter of 2007.
 - In September 2007, the FRB began decreasing short-term market rates, resulting in further pressure on the Company's net interest margin, which declined to 4.82% for the fourth quarter of 2009.
 - In addition to changes in market interest rates, the Company's net interest margin has come under pressure from: (1) aggressive competitor pricing strategies for both loans and deposits to which the Company needs to respond in order to retain key customers; and (2) changes in deposit mix as customers move funds from low or non-interest bearing transaction and savings accounts to higher yielding time deposits.

In addition to the preceding issues, management has reviewed the Company's existing branch delivery system, along with the availability and desirability of additional branch locations, and, beginning in 2003, initiated a branch expansion, relocation and renovation program. Between 2003 and 2006, five new branches were opened in Modesto, Galt, Sacramento, Lodi, and Stockton, and several other branches underwent major renovations. The downtown Turlock branch was relocated to a new facility in 2008. The Company's first branch in Merced opened in February

2009. In management's opinion, these moves are integral to the long-term strategic positioning of the Company. Although no other branch expansions are currently in process, the Company is always active in identifying areas of our branch system that could be expanded.

Table of Contents

Capital expenditures associated with this multi-year branch program were approximately \$15 million. In addition, the increased staffing and other operating expenses associated with these new branches places pressure on the Company's earnings over 24-36 months, the timeframe in which a branch is estimated to reach break-even.

Results of Operations

The following discussion and analysis is intended to provide a better understanding of Farmers & Merchants Bancorp and its subsidiaries' performance during each of the years in the three-year period ended December 31, 2009, and the material changes in financial condition, operating income, and expense of the Company and its subsidiaries as shown in the accompanying financial statements.

Net Interest Income/Net Interest Margin

The tables on the following pages reflect the Company's average balance sheets and volume and rate analysis for the years ending 2009, 2008, and 2007. Average balance amounts for assets and liabilities are the computed average of daily balances.

Net interest income is the amount by which the interest and fees on loans and other interest earning assets exceed the interest paid on interest bearing sources of funds. For the purpose of analysis, the interest earned on tax-exempt investments and municipal loans is adjusted to an amount comparable to interest subject to normal income taxes. This adjustment is referred to as "tax equivalent" adjustment and is noted wherever applicable.

The Volume and Rate Analysis of Net Interest Income summarizes the changes in interest income and interest expense based on changes in average asset and liability balances (volume) and changes in average rates (rate). For each category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes attributable to: (1) changes in volume (change in volume multiplied by initial rate); (2) changes in rate (change in rate multiplied by initial volume); and (3) changes in rate/volume (allocated in proportion to the respective volume and rate components).

The Company's earning assets and rate sensitive liabilities are subject to repricing at different times, which exposes the Company to income fluctuations when interest rates change. In order to minimize income fluctuations, the Company attempts to match asset and liability maturities. However, some maturity mismatch is inherent in the asset and liability mix. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk - Interest Rate Risk."

Table of Contents

Farmers & Merchants Bancorp
Year-to-Date Average Balances and Interest Rates
(Interest and Rates on a Taxable Equivalent Basis)
(in thousands)

	Year Ended December 31, 2009			
Assets	Balance	Interest	Rate	
Federal Funds Sold and Securities Purchased Under Agreements to Resell	\$36,767	\$96	0.26	%
Investment Securities Available-for-Sale				
U.S. Agencies	59,760	1,036	1.73	%
Municipals - Non-Taxable	9,194	704	7.66	%
Mortgage Backed Securities	243,280	12,100	4.97	%
Other	8,312	42	0.51	%
Total Investment Securities Available-for-Sale	320,546	13,882	4.33	%
Investment Securities Held-to-Maturity				
U.S. Agencies	-	-	0.00	%
Municipals - Non-Taxable	64,121	3,717	5.80	%
Mortgage Backed Securities	4,365	167	3.83	%
Other	1,991	51	2.56	%
Total Investment Securities Held-to-Maturity	70,477	3,935	5.58	%
Loans				
Real Estate	697,377	45,555	6.53	%
Home Equity	65,802	3,984	6.05	%
Agricultural	208,678	12,684	6.08	%
Commercial	200,560	11,902	5.93	%
Consumer	10,666	762	7.14	%
Credit Card	-	-	0.00	%
Municipal	1,077	14	1.30	%
Total Loans	1,184,160	74,901	6.33	%
Total Earning Assets	1,611,950	\$92,814	5.76	%
Unrealized Gain on Securities Available-for-Sale	9,467			
Allowance for Loan Losses	(23,396))
Cash and Due From Banks	31,373			
All Other Assets	109,461			
Total Assets	\$1,738,855			
Liabilities & Shareholders' Equity				
Interest Bearing Deposits				
Interest Bearing DDA	\$155,000	\$308	0.20	%
Savings	392,770	2,569	0.65	%
Time Deposits	652,787	10,869	1.67	%
Total Interest Bearing Deposits	1,200,557	13,746	1.14	%
Securities Sold Under Agreement to Repurchase	60,000	2,148	3.58	%
Other Borrowed Funds	1,817	40	2.20	%
Subordinated Debt	10,310	397	3.85	%

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Total Interest Bearing Liabilities	1,272,684	\$16,331	1.28	%
Interest Rate Spread			4.47	%
Demand Deposits	277,398			
All Other Liabilities	26,414			
Total Liabilities	1,576,496			
Shareholders' Equity	162,359			
Total Liabilities & Shareholders' Equity	\$1,738,855			
Impact of Non-Interest Bearing Deposits and Other Liabilities			0.27	%
Net Interest Income and Margin on Total Earning Assets		76,483	4.74	%
Tax Equivalent Adjustment		(1,500)		
Net Interest Income		\$74,983	4.65	%

Notes: Yields on municipal securities have been calculated on a fully taxable equivalent basis. Loan interest income includes fee income and unearned discount in the amount of \$1.5 million for the year ended December 31, 2009. Non-accrual loans and lease financing receivables have been included in the average balances. Yields on securities available-for-sale are based on historical cost.

Table of Contents

Farmers & Merchants Bancorp
Year-to-Date Average Balances and Interest Rates
(Interest and Rates on a Taxable Equivalent Basis)
(in thousands)

	Year Ended December 31, 2008			
Assets	Balance	Interest	Rate	
Federal Funds Sold and Securities Purchased Under Agreements to Resell	\$ 16,642	\$ 424	2.55	%
Investment Securities Available-for-Sale				
U.S. Agencies	601	23	3.83	%
Municipals - Non-Taxable	9,277	703	7.57	%
Mortgage Backed Securities	187,686	10,078	5.37	%
Other	3,508	266	7.58	%
Total Investment Securities Available-for-Sale	201,072	11,070	5.51	%
Investment Securities Held-to-Maturity				
U.S. Agencies	27,567	1,154	4.19	%
Municipals - Non-Taxable	66,538	3,879	5.83	%
Mortgage Backed Securities	5,926	229	3.86	%
Other	1,997	52	2.60	%
Total Investment Securities Held-to-Maturity	102,028	5,314	5.21	%
Loans				
Real Estate	663,336	45,781	6.90	%
Home Equity	65,356	4,343	6.65	%
Agricultural	183,644	12,988	7.07	%
Commercial	202,001	13,574	6.72	%
Consumer	12,328	958	7.77	%
Credit Card	2,624	265	10.10	%
Municipal	1,184	15	1.27	%
Total Loans	1,130,473	77,924	6.89	%
Total Earning Assets	1,450,215	\$ 94,732	6.53	%
Unrealized Gain (Loss) on Securities Available-for-Sale	1,565			
Allowance for Loan Losses	(18,741)		
Cash and Due From Banks	43,796			
All Other Assets	104,646			
Total Assets	\$ 1,581,481			
Liabilities & Shareholders' Equity				
Interest Bearing Deposits				
Interest Bearing DDA	\$ 132,686	\$ 125	0.09	%
Savings	331,879	3,647	1.10	%
Time Deposits	606,738	18,602	3.07	%
Total Interest Bearing Deposits	1,071,303	22,374	2.09	%
Securities Sold Under Agreement to Repurchase	43,607	1,528	3.50	%
Other Borrowed Funds	8,329	245	2.94	%
Subordinated Debt	10,310	637	6.18	%
Total Interest Bearing Liabilities	1,133,549	\$ 24,784	2.19	%

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Interest Rate Spread		4.35	%
Demand Deposits	271,994		
All Other Liabilities	26,347		
Total Liabilities	1,431,890		
Shareholders' Equity	149,591		
Total Liabilities & Shareholders' Equity	\$1,581,481		
Impact of Non-Interest Bearing Deposits and Other Liabilities		0.48	%
Net Interest Income and Margin on Total Earning Assets	69,948	4.82	%
Tax Equivalent Adjustment	(1,524)		
Net Interest Income	\$68,424	4.72	%

Notes: Yields on municipal securities have been calculated on a fully taxable equivalent basis. Loan interest income includes fee income and unearned discount in the amount of \$2.2 million for the year ended December 31, 2008. Non-accrual loans and lease financing receivables have been included in the average balances. Yields on securities available-for-sale are based on historical cost.

Table of Contents

Farmers & Merchants Bancorp
Year-to-Date Average Balances and Interest Rates
(Interest and Rates on a Taxable Equivalent Basis)
(in thousands)

Assets	Year Ended December 31, 2007			
	Balance	Interest	Rate	
Federal Funds Sold and Securities Purchased Under Agreements to Resell	\$ 10,443	\$ 538	5.15	%
Investment Securities Available-for-Sale				
Municipals - Non-Taxable	11,065	786	7.10	%
Mortgage Backed Securities	114,984	5,995	5.21	%
Other	6,315	297	4.70	%
Total Investment Securities Available-for-Sale	132,364	7,078	5.35	%
Investment Securities Held-to-Maturity				
U.S. Agencies	30,490	1,271	4.17	%
Municipals - Non-Taxable	68,987	4,005	5.81	%
Mortgage Backed Securities	7,700	295	3.83	%
Other	2,100	61	2.90	%
Total Investment Securities Held-to-Maturity	109,277	5,632	5.15	%
Loans				
Real Estate	628,490	45,917	7.31	%
Home Equity	65,975	5,188	7.86	%
Agricultural	195,482	16,417	8.40	%
Commercial	180,006	14,823	8.23	%
Consumer	13,493	1,184	8.77	%
Credit Card	5,435	537	9.88	%
Municipal	1,102	15	1.36	%
Total Loans	1,089,983	84,081	7.71	%
Total Earning Assets	1,342,067	\$ 97,329	7.25	%
Unrealized Gain (Loss) on Securities Available-for-Sale	(1,232)		
Allowance for Loan Losses	(17,940)		
Cash and Due From Banks	38,761			
All Other Assets	92,389			
Total Assets	\$ 1,454,045			
Liabilities & Shareholders' Equity				
Interest Bearing Deposits				
Interest Bearing DDA	\$ 130,723	\$ 102	0.08	%
Savings	290,611	4,386	1.51	%
Time Deposits	554,936	25,472	4.59	%
Total Interest Bearing Deposits	976,270	29,960	3.07	%
Other Borrowed Funds	26,428	1,397	5.29	%
Subordinated Debt	10,310	868	8.42	%
Total Interest Bearing Liabilities	1,013,008	\$ 32,225	3.18	%
Interest Rate Spread			4.07	%
Demand Deposits	278,625			

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All Other Liabilities	22,836		
Total Liabilities	1,314,469		
Shareholders' Equity	139,576		
Total Liabilities & Shareholders' Equity	\$1,454,045		
Impact of Non-Interest Bearing Deposits and Other Liabilities		0.78	%
Net Interest Income and Margin on Total Earning Assets	65,104	4.85	%
Tax Equivalent Adjustment	(1,554)		
Net Interest Income	\$63,550	4.74	%

Notes: Yields on municipal securities have been calculated on a fully taxable equivalent basis. Loan interest income includes fee income and unearned discount in the amount of \$2.2 million for the year ended December 31, 2007. Yields on securities available-for-sale are based on historical cost.

Table of ContentsFarmers & Merchants Bancorp
Volume and Rate Analysis of Net Interest Revenue(Interest and Rates on a Taxable Equivalent Basis)
(in thousands)

	2009 versus 2008 Amount of Increase (Decrease) Due to Change in:		
	Volume	Rate	Net Chg.
Interest Earning Assets			
Federal Funds Sold	\$249	\$(577)	\$(328)
Investment Securities Available-for-Sale			
U.S. Agencies	1,032	(19)	1,013
Municipals - Non-Taxable	(6)	7	1
Mortgage-backed Securities	2,809	(788)	2,021
Other	162	(386)	(224)
Total Investment Securities Available-for-Sale	3,997	(1,186)	2,811
Investment Securities Held-to-Maturity			
U.S. Agencies	(577)	(577)	(1,154)
Municipals - Non-Taxable	(141)	(21)	(162)
Mortgage-backed Securities	(59)	(3)	(62)
Other	-	(1)	(1)
Total Investment Securities Held-to-Maturity	(777)	(602)	(1,379)
Loans:			
Real Estate	2,287	(2,512)	(225)
Home Equity	30	(389)	(359)
Agricultural	1,647	(1,951)	(304)
Commercial	(97)	(1,575)	(1,672)
Consumer	(122)	(74)	(196)
Credit Card	(132)	(133)	(265)
Other	(1)	-	(1.00)
Total Loans	3,612	(6,634)	(3,022)
Total Earning Assets	7,081	(8,999)	(1,918)
Interest Bearing Liabilities			
Interest Bearing Deposits:			
Interest Bearing DDA	24	159	183
Savings	585	(1,663)	(1,078)
Time Deposits	1,320	(9,053)	(7,733)
Total Interest Bearing Deposits	1,929	(10,557)	(8,628)
Securities Sold Under Agreement to Repurchase	586	33	619
Other Borrowed Funds	(156)	(49)	(205)
Subordinated Debt	-	(239)	(239)
Total Interest Bearing Liabilities	2,359	(10,812)	(8,453)
Total Change	\$4,722	\$1,813	\$6,535

Notes: Rate/volume variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total "net change." The above figures have been rounded to the nearest whole number.

Table of ContentsFarmers & Merchants Bancorp
Volume and Rate Analysis of Net Interest Revenue(Interest and Rates on a Taxable Equivalent Basis)
(in thousands)

	2008 versus 2007 Amount of Increase (Decrease) Due to Change in:		
	Volume	Rate	Net Chg.
Interest Earning Assets			
Federal Funds Sold	\$232	\$(346)	\$(114)
Investment Securities Available-for-Sale			
U.S. Agencies	23	-	23
Municipals - Non-Taxable	(133)	50	(83)
Mortgage-backed Securities	3,899	184	4,083
Other	(166)	135	(31)
Total Investment Securities Available-for-Sale	3,623	369	3,992
Investment Securities Held-to-Maturity			
U.S. Agencies	(122)	5	(117)
Municipals - Non-Taxable	(143)	17	(126)
Mortgage-backed Securities	(69)	3	(66)
Other	(3)	(6)	(9)
Total Investment Securities Held-to-Maturity	(337)	19	(318)
Loans:			
Real Estate	2,475	(2,611)	(136)
Home Equity	(49)	(796)	(845)
Agricultural	(950)	(2,479)	(3,429)
Commercial	1,678	(2,927)	(1,249)
Consumer	(98)	(128)	(226)
Credit Card	(284)	12	(272)
Other	1	(1)	-
Total Loans	2,773	(8,930)	(6,157)
Total Earning Assets	6,291	(8,888)	(2,597)
Interest Bearing Liabilities			
Interest Bearing Deposits:			
Interest Bearing DDA	2	21	23
Savings	564	(1,303)	(739)
Time Deposits	2,204	(9,074)	(6,870)
Total Interest Bearing Deposits	2,770	(10,356)	(7,586)
Securities Sold Under Agreement to Repurchase	1,528	-	1,528
Other Borrowed Funds	(699)	(453)	(1,152)
Subordinated Debt	-	(231)	(231)
Total Interest Bearing Liabilities	3,599	(11,040)	(7,441)
Total Change	\$2,692	\$2,152	\$4,844

Notes: Rate/volume variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total "net change." The above figures have been rounded to the nearest whole number.

Table of Contents

2009 Compared to 2008

Net interest income increased 9.6% to \$74.9 million during 2009. On a fully tax equivalent basis, net interest income increased 9.3% and totaled \$76.4 million during 2009 compared to \$69.9 million for 2008. As more fully discussed below, the increase in net interest income was primarily due to an 11.2% increase in average earning assets.

Net interest income on a tax equivalent basis, expressed as a percentage of average total earning assets, is referred to as the net interest margin. For 2009, the Company's net interest margin was 4.74% compared to 4.82% in 2008. Recent trends in: (1) market interest rates; and (2) competitive pricing of both loans and deposits will continue, in management's opinion, to place pressure on the Company's net interest margin in future quarters. See "Overview – Looking Forward: 2010 and Beyond" for a discussion of factors impacting the Company's future net interest margin.

Loans, generally the Company's highest earning assets, increased \$35.3 million as of December 31, 2009, compared to December 31, 2008. See "Financial Condition – Loans" for further discussion of this increase. On an average balance basis, loans increased by \$53.7 million for the year ended December 31, 2009. Loans decreased from 77.9% of average earning assets during 2008 to 73.5% in 2009. As a result of decreases in market interest rates from mid-September 2007 through December 2008 the year-to-date yield on the loan portfolio declined to 6.33% for the year ended December 31, 2009, compared to 6.89% for the year ended December 31, 2008. Even with the increase in loan balances, the decrease in yield resulted in interest revenue from loans decreasing 3.9% to \$53.7 million for 2009. The Company has been experiencing aggressive competitor pricing for loans to which it may need to continue to respond in order to retain key customers. This, in conjunction with decreases in market interest rates by the FRB, could place even greater negative pressure on future loan yields and net interest margin.

The investment portfolio is the other main component of the Company's earning assets. The Company invests primarily in mortgage-backed securities issued by government-sponsored entities, U.S. Government Agencies, and high-grade municipals. Since the risk factor for these types of investments is significantly lower than that of loans, the yield earned on investments is generally less than that of loans. Importantly, the Company never invested in the preferred stock or subordinated debt of Fannie Mae "FNMA" or Freddie Mac "FHLMC," securities that caused many banks to incur losses in recent years.

Average investment securities increased \$87.9 million in 2009 compared to the average balance during 2008. As of year-end 2009 investment securities were \$71.4 million greater than at year-end 2008. See "Financial Condition – Investment Securities" for a discussion of the Company's investment strategy in 2009. Interest income on securities increased \$1.4 million to \$17.8 million for the year ended December 31, 2009, compared to \$16.4 million for the year ended December 31, 2008. The average yield, on a tax equivalent basis, in the investment portfolio was 4.5% in 2009 compared to 5.4% in 2008. Net interest income on the Schedule of Year-to-Date Average Balances and Interest Rates is shown on a tax equivalent basis, which is higher than net interest income as reflected on the Consolidated Statements of Income because of adjustments that relate to income on securities that are exempt from federal income taxes.

Average interest-bearing sources of funds increased \$139.1 million or 12.3% during 2009. Of that increase, securities sold under agreement to repurchase, a new borrowing added during the first quarter of 2008 to manage the Company's interest rate risk, increased \$16.4 million, interest-bearing deposits increased \$129.2 million, and other borrowed funds decreased \$6.5 million.

During 2009, the Company was able to grow average interest bearing deposits by \$129.2 million. See "Financial Condition – Deposits" for a discussion of trends in the Company's deposit base. Total interest expense on deposits was \$13.7 million in 2009 as compared to \$22.4 million in 2008. The average rate paid on interest-bearing deposits was 1.1% in 2009 and 2.1% in 2008. Since September 2007 the FRB has been lowering market rates. The Company has begun to feel this beneficial impact as the average rate paid on interest-bearing liabilities declined to 1.3% in

December 2009. The Company anticipates that this decline in deposit rates will continue into 2010. See “Overview – Looking Forward: 2010 and Beyond” for a discussion of factors impacting the Company’s future deposit rates and their impact on net interest margin.

Table of Contents

2008 Compared to 2007

Net interest income increased 7.7% to \$68.4 million during 2008. During 2007 net interest income was \$63.6 million, representing a decrease of 0.4% from 2006. On a fully tax equivalent basis, net interest income increased 7.4% and totaled \$69.9 million during 2008 compared to \$65.1 million for 2007. As more fully discussed below, the increase in net interest income was primarily due to an 8.0% increase in average earning assets.

Net interest income on a tax equivalent basis, expressed as a percentage of average total earning assets, is referred to as the net interest margin. For 2008, the Company's net interest margin was 4.82% compared to 4.85% in 2007.

Loans, generally the Company's highest earning assets, increased \$36.4 million as of December 31, 2008, compared to December 31, 2007. On an average balance basis, loans increased by \$40.5 million for the year ended December 31, 2008. Loans decreased from 81.2% of average earning assets during 2007 to 77.9% in 2008. As a result of decreases in market interest rates from mid-September 2007 through December 2008 the year-to-date yield on the loan portfolio declined to 6.89% for the year ended December 31, 2008, compared to 7.71% for the year ended December 31, 2007. Even with the increase in loan balances, the decrease in yield resulted in interest revenue from loans decreasing 7.3% to \$77.9 million for 2008.

The investment portfolio is the other main component of the Company's earning assets. The Company invests primarily in mortgage-backed securities issued by government-sponsored entities, U.S. Government Agencies, and high-grade municipals. Since the risk factor for these types of investments is significantly lower than that of loans, the yield earned on investments is generally less than that of loans.

Average investment securities increased \$61.4 million in 2008 compared to the average balance during 2007. As of year-end 2008 investment securities were \$116.1 million greater than at year-end 2007. Interest income on securities increased \$3.7 million to \$16.4 million for the year ended December 31, 2008, compared to \$12.7 million for the year ended December 31, 2007. The average yield, on a tax equivalent basis, in the investment portfolio was 5.4% in 2008 compared to 5.3% in 2007.

Average interest-bearing sources of funds increased \$120.5 million or 11.9% during 2008. Of that increase, securities sold under agreement to repurchase, a new borrowing added during the first quarter of 2008 to manage the Company's interest rate risk, increased \$43.6 million, and interest-bearing deposits increased \$95.0 million.

During 2008 the Company was able to grow average interest bearing deposits by \$95.0 million. The increase was primarily in time and savings deposits, which grew \$93.1 million, as lower cost interest bearing DDA increased by \$1.9 million. Total interest expense on deposits was \$22.4 million in 2008 as compared to \$30.0 million in 2007. The average rate paid on interest-bearing deposits was 2.1% in 2008 and 3.1% in 2007.

Provision and Allowance for Loan Losses

As a financial institution that assumes lending and credit risks as a principal element of its business, credit losses will be experienced in the normal course of business. The allowance for loan losses is maintained at a level considered by management to be adequate to provide for risks inherent in the loan portfolio. The allowance is increased by provisions charged to operating expense and reduced by net charge-offs. In determining the adequacy of the allowance for loan losses, management takes into consideration examinations by the Company's supervisory authorities, results of internal credit reviews, financial condition of borrowers, loan concentrations, prior loan loss experience, and general economic conditions. The allowance is based on estimates and ultimate losses may vary from the current estimates. Management reviews these estimates periodically and, when adjustments are necessary, they are reported in the period in which they become known.

The Company has established credit management policies and procedures that govern both the approval of new loans and the monitoring of the existing portfolio. The Company manages and controls credit risk through comprehensive underwriting and approval standards, dollar limits on loans to one borrower, and by restricting loans made primarily to its principal market area where management believes it is best able to assess the applicable risk. Additionally, management has established guidelines to ensure the diversification of the Company's credit portfolio such that even within key portfolio sectors such as real estate or agriculture, the portfolio is diversified across factors such as location, building type, crop type, etc. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Credit Risk." Management reports regularly to the Board of Directors regarding trends and conditions in the loan portfolio and regularly conducts credit reviews of individual loans. Loans that are performing but have shown some signs of weakness are subjected to more stringent reporting and oversight.

Table of Contents

Changes in the provision for loan losses between years are the result of management's evaluation, based upon information currently available, of the adequacy of the allowance for loan losses relative to factors such as the credit quality of the loan portfolio, loan growth, current loan losses, and the prevailing economic climate and its effect on borrowers' ability to repay loans in accordance with the terms of the notes. The Central Valley of California has been one of the hardest hit areas in the country during this recession. Housing prices in many areas are down over 60% and the economic stress has spread from residential real estate to other industry segments such as autos and commercial real estate. Unemployment levels are well above 10% in many areas. Although, in management's opinion, the Company's levels of net charge-offs and non-performing assets as of December 31, 2009, compare very favorably to our peers at the present time, we believe that it is prudent to be prepared for the possibility that any significant recovery in our local markets will not occur until the second half of 2010 or later and this may result in additional borrower stress in the coming quarters. Accordingly, beginning in the second quarter of 2009, management and the Board of Directors significantly increased the Company's level of loan loss allowance and as of December 31, 2009, the balance was \$29.8 million or 2.45% of total loans. This represents a \$9.8 million or 48.8% increase over December 31, 2008, with \$9.3 million of this increase allocated to the Company's commercial real estate portfolio, an area of the local economy that has experience increasing stress in 2009. The allowance allocated to the Company's commercial real estate portfolio has increased from 1.3% to 4.4% of commercial real estate loans outstanding over the past year (see allowance allocation table).

The provision for loan losses totaled \$15.4 million in 2009 compared to \$8.0 million in 2008 and \$1.5 million in 2007. Net charge-offs during 2009 were \$5.6 million compared to \$6.4 million in 2008 and \$1.1 million in 2007. Net charge-offs represented 0.48% of average loans during 2009, a level that in management's opinion compares very favorably to the Company's peers at the present time. See "Overview – Looking Forward: 2010 and Beyond", "Critical Accounting Policies and Estimates – Allowance for Loan Losses" and "Item 7A. Quantitative and Qualitative Disclosures About Market Risk-Credit Risk."

As of December 31, 2009, the allowance for loan losses was \$29.8 million, which represented 2.45% of the total loan balance. At December 31, 2008, the allowance for loan losses was \$20.0 million or 1.70% of the total loan balance. After reviewing all factors above, based upon information currently available, management concluded that the allowance for loan losses as of December 31, 2009, was adequate.

Table of Contents

The following tables summarize the activity and the allocation of the allowance for losses for the years indicated.

(in thousands)	2009	2008	2007	2006	2005
Allowance for Loan Losses Beginning of Year	\$20,034	\$18,483	\$18,099	\$17,860	\$17,727
Provision Charged to Expense	15,420	7,998	1,495	275	425
Charge Offs:					
Commercial Real Estate	-	-	-	-	-
Agricultural Real Estate	-	-	-	-	-
Real Estate Construction	641	4,648	-	-	-
Residential 1st Mortgages	749	192	-	-	-
Home Equity Lines and Loans	391	-	-	-	-
Agricultural	123	209	254	333	199
Commercial	3,868	1,405	722	121	442
Consumer	159	98	52	41	26
Credit Card	-	124	202	284	200
Other	-	101	143	60	-
Total Charge Offs	5,931	6,777	1,373	839	867
Recoveries:					
Commercial Real Estate	-	-	-	-	-
Agricultural Real Estate	-	-	-	-	-
Real Estate Construction	-	-	-	-	-
Residential 1st Mortgages	3	-	-	-	-
Home Equity Lines and Loans	1	-	-	-	-
Agricultural	50	60	79	75	376
Commercial	104	143	30	624	134
Consumer	132	9	11	37	19
Credit Card	-	27	42	26	46
Other	-	91	100	41	-
Total Recoveries	290	330	262	803	575
Net Charge-Offs	(5,641)	(6,447)	(1,111)	(36)	(292)
Total Allowance for Loan Losses	\$29,813	\$20,034	\$18,483	\$18,099	\$17,860
Ratios:					
Allowance for Loan Losses to:					
Total Loans at Year End	2.45	% 1.70	% 1.62	% 1.72	% 1.83
Average Loans	2.52	% 1.77	% 1.70	% 1.81	% 1.98
Consolidated Net Charge-Offs to:					
Loans at Year End	0.46	% 0.55	% 0.10	% 0.00	% 0.03
Average Loans	0.48	% 0.57	% 0.10	% 0.00	% 0.03

Table of Contents

For a description of the Company's policy regarding the Allowance for Loan Losses, see Note 1 located in "Item 8. Financial Statements and Supplementary Data." The table below discloses a breakdown of the allowance for loan losses and the allowance percentage allocated to each loan category.

(in thousands)	Allowance Allocation at December 31,											
	2009		2008		2007		2006		2005			
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent		
Commercial Real Estate	\$12,845	4.4 %	\$3,547	1.3 %	\$2,527	0.6 %	\$4,175	1.0 %	\$3,974	1.2 %		
Agricultural Real Estate*	1,099	0.4 %	1,683	0.7 %								
Real Estate Construction	4,089	5.7 %	1,514	2.0 %	2,896	3.6 %	880	0.9 %	1,088	1.0 %		
Residential 1st Mortgages	552	0.5 %	992	0.9 %	1,652	1.5 %	1,373	1.3 %	1,370	1.3 %		
Home Equity Lines and Loans	1,349	2.1 %	1,781	2.7 %	836	1.3 %	436	0.6 %	416	0.6 %		
Agricultural	2,298	1.1 %	4,432	2.0 %	5,335	2.5 %	3,564	1.9 %	1,786	1.0 %		
Commercial	6,449	3.4 %	4,933	2.4 %	3,923	2.0 %	6,007	3.6 %	8,317	4.8 %		
Consumer	67	0.7 %	698	5.8 %	346	2.7 %	92	0.7 %	89	0.7 %		
Other	258	14.3 %	228	14.2 %	815	11.1 %	1,199	16.5 %	543	8.6 %		
Unallocated	807		226		153		373		277			
Total	\$29,813	2.5 %	\$20,034	1.7 %	\$18,483	1.6 %	\$18,099	1.7 %	\$17,860	1.8 %		

* Prior to 2008 the allowance related to Agricultural Real Estate was included with Commercial Real Estate

Non-Interest Income

Non-interest income includes: (1) service charges and fees from deposit accounts; (2) net gains and losses from investment securities; (3) credit card merchant fees; (4) Debit Card and ATM fees; (5) investment gains and losses on non-qualified deferred compensation plans; (6) increases in the cash surrender value of bank owned life insurance; (7) gains and losses on the sale of loans and/or other business assets; and (8) fees from other miscellaneous business services.

2009 Compared to 2008

Non-interest income totaled \$18.2 million, an increase of \$2.1 million or 13.3% from non-interest income of \$16.1 million for 2008.

Service charges on deposit accounts totaled \$6.9 million, a decrease of \$188,000 or 2.6% from service charges on deposit accounts of \$7.1 million in 2008. This was due primarily to a decrease in fees related to the Company's Overdraft Privilege Service.

Net gain on investment securities was \$3.5 million in 2009 compared to a gain of \$1.5 million for 2008. During 2009 the Company sold mortgage-backed securities at a gain and, in anticipation of rising rates, invested the funds primarily in shorter-term agency securities. See "Financial Condition-Investment Securities" for a discussion of the Company's investment strategy.

During the second quarter of 2008 the Company determined that providing credit card and merchant processing services through third party strategic partners would result in a stronger, more competitive set of products with the potential for increased growth in future earnings. The sale of the credit card portfolio resulted in a gain of \$1.0 million

and the merchant portfolio \$1.9 million in 2008. The sale of the merchant portfolio also resulted in a decrease in Credit Card Merchants Fees in the amount of \$1.1 million from 2008, with a corresponding decrease in Credit Card Merchant Expense. See “Non-Interest Expense.”

Table of Contents

Debit Card and ATM fees totaled \$2.2 million, an increase of \$194,000 or 9.5% over fees in 2008. These are: (1) fees earned by the Company when non-customers use our ATM's; and (2) fees paid to the Company by VISA merchants when the Company's VISA Money Card holders use their card to complete a purchase.

Gain on deferred compensation investments were \$1.8 million in 2009 compared to losses of \$2.7 million in 2008. The Company allows executives who participate in non-qualified deferred compensation plans to self-direct the investment of their vested balances. See Note 13. located in "Item 8. Financial Statements and Supplementary Data" for a description of these plans. Market value gains/losses on these plan balances fluctuate depending on the type of investments held and market trends in interest rates and stock prices. Although Generally Accepted Accounting Principles require these investment gains/losses be recorded in non-interest income, an offsetting entry is also required to be made to non-interest expense resulting in no effect on the Company's net income.

Other non-interest income totaled \$1.8 million in 2009, a decrease of \$373,000 or 16.9% from 2008. This decrease was primarily due to the reduction of certain fees the Company no longer generates since the sale of the Credit Card and Merchant Card portfolios in June 2008.

2008 Compared to 2007

Non-interest income totaled \$16.1 million, an increase of \$609,000 or 3.9% from non-interest income of \$15.4 million for 2007.

Service charges on deposit accounts totaled \$7.1 million, a decrease of \$143,000 or 1.9% from service charges on deposit accounts of \$7.3 million in 2007. This decrease was due primarily to fees related to the Company's Overdraft Privilege Service.

Net gain on investment securities was \$1.5 million in 2008 compared to a loss of \$1.7 million for 2007. During 2007 the Company recognized an impairment loss on investment securities. In both the second and fourth quarter of 2008 the Company sold selected investment securities, which resulted in the net a gain of \$1.5 million.

During the second quarter of 2008 the Company determined that providing credit card and merchant processing services through third party strategic partners would result in a stronger, more competitive set of products with the potential for increased growth in future earnings. The sale of the credit card portfolio resulted in a gain of \$1.0 million and the merchant portfolio \$1.9 million. The sale of the merchant portfolio also resulted in a corresponding decrease in Credit Card Merchants Fees in the amount of \$1.1 million or 49.1% from 2007, with a corresponding decrease in Credit Card Merchant Expense.

Debit Card and ATM fees totaled \$2.1 million, an increase of \$65,000 or 3.3% over fees in 2007. These are: (1) fees earned by the Company when non-customers use our ATM's; and (2) fees paid to the Company by VISA merchants when the Company's VISA Money Card holders use their card to complete a purchase.

Losses on deferred compensation investments were \$2.7 million in 2008 compared to a gain of \$1.0 million in 2007. The Company allows executives who participate in non-qualified deferred compensation plans to self-direct the investment of their vested balances. Market value gains/losses on these plan balances fluctuate depending on the type of investments held and market trends in interest rates and stock prices. Although Generally Accepted Accounting Principles require these investment gains/losses be recorded in non-interest income, an offsetting entry is also required to be made to non-interest expense resulting in no effect on the Company's net income.

Other non-interest income totaled \$2.2 million in 2008, a decrease of \$723,000 or 24.7% from 2007. This decrease was primarily due to the receipt in 2007 of an \$869,000 liquidating dividend from the Company's partial ownership in WESBA, a credit card processing company whose operating assets were sold during 2006 and subsequently liquidated

in 2007.

Non-Interest Expense

Non-interest expense for the Company includes expenses for salaries and employee benefits, occupancy, equipment, supplies, legal fees, professional services, data processing, marketing, deposit insurance, merchant bankcard operations, and other miscellaneous expenses.

38

Table of Contents

2009 Compared to 2008

Overall, non-interest expense totaled \$46.4 million, an increase of \$6.3 million or 15.8% for the year ended December 31, 2009.

Salaries and employee benefits increased \$1.7 million or 6.4% primarily due to officer salary increases, which took place in April 2009.

Gain on deferred compensation investments were \$1.8 million in 2009 compared to losses of \$2.7 million in 2008. The Company allows executives who participate in non-qualified deferred compensation plans to self-direct the investment of their vested balances. See Note 13, located in “Item 8. Financial Statements and Supplementary Data” for a description of these plans. Market value gains/losses on these plan balances fluctuate depending on the type of investments held and market trends in interest rates and stock prices. Although Generally Accepted Accounting Principles require these investment gains/losses be recorded in non-interest expense, an offsetting entry is also required to be made to non-interest income resulting in no effect on the Company’s net income.

Equipment expense in 2009 totaled \$2.4 million, a decrease of \$241,000 or 9.1% from 2008. In 2009, the Company converted its item processing, check imaging, and report generation systems from Wausau, Inc. to Summit Software, resulting in the elimination of the large annual maintenance contract payment to Wausau.

Credit Card Merchant Expense was zero in 2009. This was due to the sale of the merchant card portfolio during the second quarter of 2008.

ORE holding costs totaled \$1.5 million in 2009 as compared to \$2.2 in 2008. Due to the economic climate over the past two years the Company has acquired \$8.4 million of other real estate, which includes a mix of raw land, residential finished lots and commercial buildings. See “Financial Condition – Classified Loans and Non-Performing Assets.” Included in the \$1.5 million is \$1.0 million related to the establishment of a reserve for ORE valuation adjustments.

Company’s total FDIC insurance costs exceeded the same period in 2008 by \$1.9 million, a 369.2% increase. The FDIC continued to increase rates in 2009 and levy special assessments on all banks. See “Supervision and Regulation – Deposit Insurance” for further discussion of the Company’s deposit insurance.

Other non-interest expense declined \$117,000, or 1.7%, to \$6.7 million in 2009 compared to \$6.8 million in 2008. This decrease was due to: (1) the elimination of certain costs associated with the Company’s credit card portfolio, which was sold in June 2008; and (2) the decrease or elimination of other expenses that were determined not to be necessary for the successful operation of the Company.

2008 Compared to 2007

Overall, non-interest expense totaled \$40.1 million, a decrease of \$1.8 million or 4.4% for the year ended December 31, 2008.

Salaries and employee benefits increased \$722,000 or 2.7% primarily due to an increase in staff levels and overall salaries.

Losses on deferred compensation investments were \$2.7 million in 2008 compared to a gain of \$1.0 million in 2007. The Company allows executives who participate in non-qualified deferred compensation plans to self-direct the investment of their vested balances. Market value gains/losses on these plan balances fluctuate depending on the type of investments held and market trends in interest rates and stock prices. Although Generally Accepted Accounting Principles require these investment gains/losses be recorded in non-interest expense, an offsetting entry is also

required to be made to non-interest income resulting in no effect on the Company's net income.

Equipment expense in 2008 totaled \$2.6 million, a decrease of \$217,000 or 7.5% from 2007. During 2007 some Company owned automobiles and ATM machines were fully depreciated which reduced depreciation expense for 2008 when compared to 2007.

Table of Contents

Credit Card Merchant Expense decreased \$812,000 or 49.5% in 2008. This was due to the sale of the merchant card portfolio during the second quarter of 2008.

ORE holding costs totaled \$2.2 million in 2008 as compared to \$0 in 2007. The Company acquired \$4.8 million of other real estate in 2008, most of which was raw land. Included in the \$2.2 million was \$2.1 million related to the establishment of a reserve for ORE valuation adjustments.

The Company's total FDIC insurance costs totaled \$532,000 for 2008, an increase of \$388,000 or 269.4% from 2007. During 2008 the FDIC began increasing deposit insurance rates (see "Item 1. Business - Supervision and Regulation – Deposit Insurance").

Other non-interest expense declined \$671,000, or 8.9%, to \$6.8 million in 2008 compared to \$7.5 million in 2007. This decrease was due to: (1) the elimination of certain costs associated with the Company's credit card portfolio, which was sold in June 2008; and (2) the decrease or elimination of other expenses that were determined not to be necessary for the successful operation of the Company.

Income Taxes

The provision for income taxes decreased \$2.3 million during 2009. The effective tax rate in 2009 was 36.1% compared to 37.4% in 2008 and 36.2% in 2007. The effective rates were lower than the statutory rate of 42% due primarily to benefits regarding the cash surrender value of life insurance, California enterprise zone interest income exclusion, and tax-exempt interest income on municipal securities and loans.

Current tax law causes the Company's current taxes payable to approximate or exceed the current provision for taxes on the income statement. Three provisions have had a significant effect on the Company's current income tax liability: (1) the restrictions on the deductibility of loan losses; (2) deductibility of pension and other long-term employee benefits only when paid; and (3) the statutory deferral of deductibility of California franchise taxes on the Company's federal return.

Financial Condition

Investment Securities

The investment portfolio provides the Company with an income alternative to loans. The debt securities in the Company's investment portfolio have historically been comprised primarily of Mortgage-backed securities issued by federal government-sponsored entities, U.S. Government Agencies and high grade bank-qualified municipals. Importantly, the Company never invested in the preferred stock or subordinated debt of Fannie Mae "FNMA" or Freddie Mac "FHLMC", classes of securities that resulted in losses for many banks in recent years.

The Company's investment portfolio at the end of 2009 was \$435.2 million, an increase of \$71.4 million or 19.6% from 2008. Since the beginning of 2009 the Company has generated a significant amount of excess liquidity because interest rates have been low and perceived market risks high, causing customers to move funds from the stock market and other investment vehicles to FDIC insured bank deposits. Additionally, given the drop in mortgage rates during the first nine months of 2009, many of our higher coupon mortgage-backed securities were prepaying quickly, and their market value gains disappearing. As a result, during 2009 the Company sold, for a gain of \$3.52 million, approximately \$74.3 million of primarily mortgage-backed securities. This further increased our excess cash position.

The Company's 2009 reinvestment strategy for the cash generated from security sales and deposit inflows was: (1) during the first quarter forego higher yields in order to reduce current credit risk exposure by maintaining excess liquidity at the FRB; and (2) beginning during the second quarter increase yields by moving out of cash, but: (i) limit future interest rate risk exposure; and (ii) provide cash for future loan growth when economic conditions in the

Company's market improve by investing primarily in adjustable rate short-to-medium term agency mortgage-backed securities and callable agency debt securities.

The Company's investment portfolio at the end of 2008 was \$363.7 million, an increase of \$116.1 million or 46.9% from 2007. This increase was primarily due to the Company's strategy during the first three quarters of 2008 of growing available-for-sale agency mortgage backed-backed securities as part of a leveraging strategy to manage interest rate risk. This asset growth was funded primarily through Repurchase Agreements.

Table of Contents

Not included in the investment portfolio are overnight investments in Federal Funds Sold. In 2009 average Federal Funds Sold on a year to date basis was \$36.7 million compared to \$16.6 million in 2008. Overnight investments in Federal Funds Sold are an additional earning asset available to the Company. Historically, in order to earn interest on excess cash balances banks had to “sell” these balances (called “Federal Funds Sold”) on an overnight basis to other banks. However, in late 2008 the FRB began paying interest on the deposits that banks maintained in their FRB accounts (which are also classified as Federal Funds Sold on the Company’s balance sheets) providing an essentially risk-free alternative for earning interest on overnight cash balances. These balances earn interest at the Fed Funds rate, which has been 0.25% since December, 2008. Since significant uncertainty/risk existed in the credit markets in early 2009, the Company elected to maintain much of its excess cash at the FRB during the first nine months of 2009, despite the fact that it was earning a very low rate of interest. The Company’s peak Federal Funds Sold position occurred on April 3, 2009 when \$134.0 million was maintained overnight at the FRB. By late April, 2009 the Company determined that the overall risk in the credit markets had returned to acceptable levels, and by June 30, 2009 the Company had moved most of its Federal Funds Sold balances into higher-yielding short- and medium-term investment securities.

The Company classifies its investments as held-to-maturity, trading, or available-for-sale. Securities are classified as held-to-maturity and are carried at amortized cost when the Company has the intent and ability to hold the securities to maturity. Trading securities are securities acquired for short-term appreciation and are carried at fair value, with unrealized gains and losses recorded in non-interest income. As of December 31, 2009 and 2008, there were no securities in the trading portfolio. Securities classified as available-for-sale include securities, which may be sold to effectively manage interest rate risk exposure, prepayment risk, satisfy liquidity demands and other factors. These securities are reported at fair value with aggregate, unrealized gains or losses excluded from income and included as a separate component of shareholders’ equity, net of related income taxes.

Table of Contents

Investment Portfolio

The following table summarizes the balances and distributions of the investment securities held on the dates indicated.

December 31: (in thousands)	Available for Sale	Held to Maturity	Available for Sale	Held to Maturity	Available for Sale	Held to Maturity
	2009		2008		2007	
U. S. Agency	\$136,168	\$-	\$-	\$-	\$-	\$30,435
Municipal	8,365	64,044	10,231	64,765	9,979	66,375
Mortgage-backed Securities	215,327	3,583	276,176	5,133	126,144	6,731
Other	5,689	1,990	5,432	1,992	5,920	2,053
Total Book Value	\$365,549	\$69,617	\$291,839	\$71,890	\$142,043	\$105,594
Fair Value	\$365,549	\$71,010	\$291,839	\$71,538	\$142,043	\$106,253

Analysis of Investment Securities Available-for-Sale

The following table is a summary of the relative maturities and yields of the Company's investment securities Available-for-Sale as of December 31, 2009. Non-taxable municipal securities have been calculated on a fully taxable equivalent basis.

December 31, 2009 (in thousands)	Fair Value	Average Yield	
U.S. Agency			
After one year through five years	\$ 131,077	1.72	%
After five years through ten years	5,091	2.50	%
Total U.S. Agency Securities	136,168	1.75	%
Municipal - Non-Taxable			
One year or less	1,017	4.59	%
After ten years	7,348	5.14	%
Total Non-Taxable Municipal Securities	8,365	5.07	%
Mortgage-backed Securities			
After five years through ten years	20,443	4.72	%
After ten years	194,884	4.58	%
Total Mortgage-backed Securities	215,327	4.60	%
FHLB			
One year or less	5,379	0.21	%
Total FHLB Securities	5,379	0.21	%
Other			
One year or less	310	3.92	%
Total Other Securities	310	3.92	%
Total Investment Securities Available-for-Sale	\$ 365,549	3.48	%

Note: The average yield for floating rate securities is calculated using the current stated yield.

Analysis of Investment Securities Held-to-Maturity

The following table is a summary of the relative maturities and yields of the Company's investment securities Held-to-Maturity as of December 31, 2009. Non-taxable municipal securities have been calculated on a fully taxable equivalent basis.

December 31, 2009 (in thousands)	Book Value	Average Yield
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Municipal - Non-Taxable			
One year or less	\$	371	3.11 %
After one year through five years		5,816	5.02 %
After five years through ten years		42,141	3.99 %
After ten years		15,716	5.36 %
Total Non-Taxable Municipal Securities		64,044	4.42 %
Mortgage-backed Securities			
After one year through five years		3,583	3.87 %
Total Mortgage-Backed Securities		3,583	3.87 %
Other			
After five years through ten years		9	4.11 %
After ten years		1,981	2.55 %
Total Other Securities		1,990	2.56 %
Total Investment Securities Held-to-Maturity	\$	69,617	4.34 %

Table of Contents

Loans

The Company's loan portfolio at December 31, 2009, increased \$35.4 million or 3.0% from December 31, 2008. Most of the current year's growth occurred in commercial and agricultural real estate loans, market segments where the Company believes that current market rates and/or credit risks are more reasonable than in other loan segments. Growth in commercial real estate was carefully focused on owner-occupied buildings or investment properties with reasonable LTV's and borrower personal guarantees.

Beginning in late 2006 and continuing through 2009, the Company purposely reduced its exposure to real estate construction loans as the residential housing market softened. Additionally, the Company's residential 1st mortgage portfolio is comprised primarily of 15 and 20 year mortgages to local customers. The Company does not originate sub-prime residential mortgage loans, nor does it hold any in its loan portfolio.

On an average balance basis, loans have increased \$53.7 million or 4.7%. In 2008 average balances increased 3.7% or \$40.5 million from the prior year. The following table sets forth the distribution of the loan portfolio by type and percent as of December 31st of the years indicated.

	2009		2008		2007		2006		2005	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Commercial										
Real Estate	\$290,473	23.9 %	\$271,856	23.0 %	\$245,926	21.5 %	\$242,033	23.1 %	\$222,323	22.8 %
Agricultural										
Real Estate	260,000	21.4 %	227,166	19.3 %	207,889	18.2 %	168,425	16.1 %	102,286	10.5 %
Real Estate										
Construction	71,647	5.9 %	75,472	6.4 %	80,651	7.1 %	95,378	9.1 %	110,235	11.3 %
Residential										
1st										
Mortgages	105,850	8.7 %	105,980	9.0 %	109,764	9.6 %	106,148	10.1 %	107,769	11.0 %
Home Equity										
Lines and										
Loans	65,541	5.4 %	66,159	5.6 %	65,953	5.8 %	67,132	6.4 %	69,013	7.1 %
Agricultural	217,989	17.9 %	216,610	18.4 %	215,798	18.9 %	183,589	17.5 %	170,657	17.5 %
Commercial	191,949	15.8 %	202,636	17.2 %	197,108	17.2 %	165,412	15.8 %	174,530	17.9 %
Consumer	9,599	0.8 %	12,004	1.0 %	12,706	1.1 %	13,949	1.3 %	12,653	1.3 %
Credit Card	-	0.0 %	-	0.0 %	5,499	0.5 %	5,543	0.5 %	5,353	0.5 %
Other	1,801	0.1 %	1,608	0.1 %	1,856	0.2 %	1,730	0.2 %	952	0.1 %
Total Gross										
Loans	1,214,849	100.0%	1,179,491	100.0%	1,143,150	100.0%	1,049,339	100.0%	975,771	100.0%
Less:										
Unearned										
Income	2,131		2,127		2,181		2,427		2,514	
Allowance										
for Loan										
Losses	29,813		20,034		18,483		18,099		17,860	
Loans, Net	\$1,182,905		\$1,157,330		\$1,122,486		\$1,028,813		\$955,397	

There were no concentrations of loans exceeding 10% of total loans which were not otherwise disclosed as a category of loans in the above table.

Table of Contents

The following table shows the maturity distribution and interest rate sensitivity of the loan portfolio of the Company on December 31, 2009.

(in thousands)	One Year or Less	Over One Year to Five Years	Over Five Years	Total
Commercial Real Estate	\$4,392	\$78,585	\$207,496	\$290,473
Agricultural Real Estate	11,256	30,893	217,851	260,000
Real Estate Construction	53,126	14,946	3,575	71,647
Residential 1st Mortgages	698	10,226	94,926	105,850
Home Equity Lines and Loans	213	915	64,413	65,541
Agricultural	110,970	88,858	18,161	217,989
Commercial	91,237	76,394	24,318	191,949
Consumer, Credit Card & Other	3,492	6,999	909	11,400
Total	\$275,384	\$307,816	\$631,649	\$1,214,849
Rate Sensitivity:				
Fixed Rate	\$42,174	\$142,193	\$217,041	\$401,408
Variable Rate	233,210	165,623	414,608	813,441
Total	\$275,384	\$307,816	\$631,649	\$1,214,849
Percent	22.67 %	25.34 %	51.99 %	100.00 %

In the ordinary course of business, the Company enters into commitments to extend credit to its customers. These commitments are not reflected in the accompanying consolidated financial statements. As of December 31, 2009, the Company had entered into loan commitments amounting to \$315.2 million compared to \$355.2 million at December 31, 2008. In addition, letters of credit issued by the Company to guarantee the performance of a customer to a third party at December 31, 2009, and December 31, 2008, were \$9.2 million and \$7.9 million, respectively.

Classified Loans and Non-Performing Assets

All loans are assigned a credit risk grade using grading standards developed by bank regulatory agencies. The Company utilizes the services of a third-party independent loan review firm to perform evaluations of individual loans and review the credit risk grades the Company places on loans. Loans that are judged to exhibit a higher risk profile are referred to as “classified loans”, and these loans receive increased management attention. As of December 31, 2009, classified loans totaled \$62.9 million. As of December 31, 2009, classified loans included multiple loans to one borrower totaling \$32.7 million, all of which were current in their payments.

Also included in classified loans are seven restructured residential mortgage loans with balances totaling \$556,000 at December 31, 2009. During 2009, the Company restructured these loans by taking partial principal charge-offs totaling \$111,000 due to rate reductions and/or maturity extensions. All of these loans were current in their payments when they were restructured and remained on accrual at December 31, 2009. These loans have no commitments to lend additional funds.

Classified loans with higher levels of credit risk can be further designated as “non-accrual” loans, and the accrual of interest discontinued. Accrual of interest on loans is generally discontinued either when: (1) a loan becomes contractually past due by 90 days or more with respect to interest or principal; or (2) the loan is considered by management to be impaired because it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. When loans are 90 days past due, but in management's judgment are well secured and in the process of collection, they may not be classified as non-accrual. When a loan is placed on non-accrual status, all interest previously accrued but not collected is reversed. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is probable.

Loans where the collateral has been repossessed are classified as other real estate ("ORE") or, if the collateral is personal property, the loan is classified as other assets on the Company's financial statements.

Table of Contents

The following table sets forth the amount of the Company's non-performing loans and ORE as of the dates indicated. These balances are reported net of guarantees of the U.S. Government, including its agencies and its government-sponsored agencies, in the amounts of \$0, \$473,000, \$134,000, \$27,000 and \$314,000, respectively:

(in thousands)	2009		2008		December 31, 2007		2006		2005	
Non-Accrual Loans										
Commercial Real Estate	\$	1,294	\$	3,635	\$	-	\$	3	\$	-
Agricultural Real Estate		2,589		-		-		-		-
Real Estate Construction		1,225		400		-		-		-
Residential 1st Mortgages		-		176		-		-		-
Home Equity Lines and Loans		325		191		-		-		94
Agricultural		1,080		-		-		-		93
Commercial		2,696		55		45		9		104
Consumer		-		-		6		-		-
Credit Card		-		-		-		-		-
Other		-		41		1		-		-
Total Non-Accrual Loans		9,209		4,498		52		12		291
Accruing Loans Past Due 90 Days or More										
Commercial Real Estate		-		769		-		-		17
Agricultural Real Estate		-		-		-		-		-
Real Estate Construction		-		-		-		-		-
Residential 1st Mortgages		-		-		-		-		-
Home Equity Lines and Loans		-		-		-		-		-
Agricultural		-		-		-		-		-
Commercial		-		-		-		-		-
Consumer		-		-		-		-		-
Credit Card		-		-		17		15		22
Other		-		-		-		-		-
Total Accruing Loans Past Due 90 Days or More		-		769		17		15		39
Total Non-Performing Loans		\$9,209		\$5,267		\$69		\$27		\$330
Other Real Estate Owned		\$8,418		\$4,817		\$251		\$-		\$-
Non-Performing Loans as a Percent of										
Total Loans		0.76	%	0.45	%	0.01	%	0.00	%	0.03
Allowance for Loan Losses as a Percent of Total Non-Performing Loans		323.74	%	380.37	%	26786.96	%	67033.33	%	5412.12

Although management believes that non-performing loans are generally well-secured and that potential losses are provided for in the Company's allowance for loan losses, there can be no assurance that future deterioration in economic conditions and/or collateral values will not result in future credit losses. Specific reserves of \$1.0 million and \$1.2 million have been established for non-performing loans at December 31, 2009 and 2008, respectively.

The Company reported \$8.4 million of ORE at December 31, 2009, and \$4.8 million at December 31, 2008. The increase in ORE during 2009 was primarily a result of the Company resolving a problem loan to one of the Bank's commercial real estate borrowers. The December 31, 2009, carrying value of \$8.4 million is net of a \$3.0 million reserve for ORE valuation adjustments. ORE at December 31, 2009 includes a mix of raw land, residential finished lots and commercial buildings

Except for those classified and non-performing loans discussed above, the Company's management is not aware of any loans as of December 31, 2009, for which known financial problems of the borrower would cause serious doubts as to the ability of these borrowers to materially comply with their present loan repayment terms, or any known events that would result in the loan being designated as non-performing at some future date. However, the Central Valley of California has been one of the hardest hit areas in the country during this recession. Housing prices in many areas are down over 60% and the economic stress has spread from residential real estate to other industry segments such as autos and commercial real estate. Unemployment levels are well above 10% in many areas. As a result of this combination of: (1) real estate values having declined significantly over the past 24 months; and (2) continuing deterioration in general economic conditions leading to increased unemployment and business failures; borrowers who up until this time have been able to keep current in their payments may experience continuing deterioration in their overall financial condition, significantly increasing the potential of default. See "Part I, Item 1A. Risk Factors."

Table of Contents

Deposits

One of the key sources of funds to support earning assets is the generation of deposits from the Company's customer base. The ability to grow the customer base and subsequently deposits is a significant element in the performance of the Company.

The following table sets forth, by time remaining to maturity, the Company's time deposits in amounts of \$100,000 or more at December 31, 2009.

(in thousands)

Time Deposits of \$100,000 or More	
Three Months or Less	\$203,159
Over Three Months Through Six Months	120,860
Over Six Months Through Twelve Months	57,147
Over Twelve Months	15,499
Total Time Deposits of \$100,000 or More	\$396,665

Refer to the Year-To-Date Average Balances and Rate Schedules located in this "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for information on separate deposit categories.

At December 31, 2009, deposits totaled \$1.5 billion. This represents an increase of 4.6% or \$65.4 million from December 31, 2008. Core deposits (exclusive of Public Time deposits) increased 4.6% over the same period. Public Time Deposits totaled \$162.8 million at December 31, 2009, an increase of \$6.8 million since December 31, 2008. In addition to the Company's ongoing business development activities for deposits, the following factors positively impacted year-over-year deposit growth: (1) interest rates were low and perceived market risks high, causing customers to move funds from the stock market and other investment vehicles to bank deposits; (2) the Federal government's decision to increase FDIC deposit insurance limits from \$100,000 to \$250,000 per depositor (unlimited for non-interest bearing transaction accounts); and (3) the Company's strong financial results and position and F&M Bank's reputation as one of the most safe and sound banks in its market territory. The Company expects that the impact of the first two factors may mitigate during 2010, particularly if funds move back into the stock market. This could impact future deposit growth.

The primary area of deposit growth in 2009 has been in Interest Bearing Transaction and Savings (which includes money market deposits) deposits. These deposit types grew \$94.9 million or 19.0% from December 31, 2008. Overall, Demand deposits grew \$4.7 million or 1.5%, Interest Bearing Transaction deposits grew \$33.7 million or 22.9%, and Savings deposits grew \$61.2 million or 17.3%.

Non-Public time deposits declined \$43.3 million or 10.4% during 2009. This decline was the result of an explicit pricing strategy adopted by the Company beginning in the second quarter based upon the recognition that market CD rates were greater than the yields that the Company could obtain reinvesting these funds in short-term agency securities or overnight Fed Funds. As a result: (1) the Company could not effectively invest funds at a profit without incurring excessive interest rate risk; and (2) significant growth in our overall balance sheet, without any resulting profit, would only place pressures on the Company's capital ratios. In the first quarter of 2009, non-public time deposits had increased approximately \$75 million or 18% as depositors aggressively sought out the safety of banks for their funds. Beginning in April 2009 management carefully reviewed time deposit customers and reduced our deposit rates to customers that did not also have transaction and savings balances with us (i.e., depositors who were not "relationship customers"). This resulted in non-public time deposit balances dropping approximately \$118 million over the last nine months of 2009. Given the Company's strong deposit growth in transaction and savings accounts, this time deposit decline did not present any liquidity issues and it significantly enhanced the Company's net interest margin and earnings.

Table of Contents

In December 2008, the Bank elected to participate in the provisions of the FDIC's Temporary Liquidity Guarantee Program that provides full FDIC deposit insurance on all non-interest bearing transaction accounts even if they exceed the deposit insurance limit of \$250,000 on other types of deposit accounts. When the program was extended through June 30, 2010 we elected to continue our participation. See "Part I, Item 1. Business – Supervision and Regulation."

Federal Home Loan Bank Advances and Federal Reserve Bank Borrowings

Lines of Credit with the Federal Reserve Bank and Federal Home Loan Bank are other key sources of funds to support earning assets. These sources of funds are also used to manage the Bank's interest rate risk exposure; and, as opportunities arise, to borrow and invest the proceeds at a positive spread through the investment portfolio. FHLB advances as of December 31, 2009, were \$20.1 million compared to \$703,000 as of December 31, 2008. The average rate on FHLB advances during 2009 was 2.2% compared to 2.9% in 2008. There were no Federal Funds purchased or advances from the FRB at December 31, 2009.

Securities Sold Under Agreement to Repurchase

Securities Sold Under Agreement to Repurchase are used as secured borrowing alternatives to FHLB Advances or FRB Borrowings, and totaled \$60 million at December 31, 2009 and December 31, 2008.

On March 13, 2008, the Bank entered into a \$40 million medium term repurchase agreement with Citigroup as part of a leveraging strategy (see "Investment Securities") in response to the FRB's continued interest rate cuts. The repurchase agreement pricing rate is 3.20% with an embedded 3 year cap tied to 3 month Libor with a strike price of 3.3675%. The repurchase agreement matures March 13, 2013, putable only on March 13, 2011, and is secured by investments in Agency pass through securities.

On May 30, 2008, the Company entered into a \$20 million medium term repurchase agreement with Citigroup as part of a leveraging strategy (see "Investment Securities"). The repurchase agreement pricing rate is 4.19% with an embedded 3 year cap tied to 3 month Libor with a strike price of 3.17%. The repurchase agreement matures June 5, 2013, putable only on June 5, 2011, and is secured by investments in Agency pass through securities.

Subordinated Debentures

On December 17, 2003, the Company raised \$10 million through an offering of trust preferred securities. See Note 19 located in "Item 8. Financial Statements and Supplementary Data." Although this amount is reflected as subordinated debt on the Company's balance sheet, under applicable regulatory guidelines, trust preferred securities qualify as regulatory capital. See "Capital." These securities accrue interest at a variable rate based upon 3-month LIBOR plus 2.85%. Interest rates reset quarterly (the next reset is March 16, 2010) and the rate was 3.1% as of December 31, 2009. The average rate paid for these securities in 2009 was 3.8% compared to 6.2% in 2008. Additionally, if the Company decided to defer interest on the subordinated debentures, the Company would be prohibited from paying cash dividends on the Company's common stock.

Capital

The Company relies primarily on capital generated through the retention of earnings to satisfy its capital requirements. The Company engages in an ongoing assessment of its capital needs in order to support business growth and to insure depositor protection. Shareholders' Equity totaled \$164.7 million at December 31, 2009, and \$156.5 million at the end of 2008.

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain actions by regulators that, if undertaken, could have a material effect on the Company and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities, and certain

off-balance-sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Table of Contents

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios of Total and Tier 1 capital to risk-weighted assets (as defined in the regulations), and of Tier 1 capital to average assets (as defined in the regulations). Management believes, as of December 31, 2009, that the Company and the Bank meet all capital adequacy requirements to which they are subject. In addition, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category. For further information on the Company's and the Bank's risk-based capital ratios, see Note 11 located in "Item 8. Financial Statements and Supplementary Data."

As previously discussed (see "Subordinated Debentures"), in order to supplement its regulatory capital base, during December 2003 the Company issued \$10 million of trust preferred securities. See Note 19 located in "Item 8. Financial Statements and Supplementary Data." On March 1, 2005, the Federal Reserve Board issued its final rule effective April 11, 2005, concerning the regulatory capital treatment of trust preferred securities ("TPS") by bank holding companies ("BHCs"). Under the final rule BHCs may include TPS in Tier 1 capital in an amount equal to 25% of the sum of core capital net of goodwill. The quantitative limitation concerning goodwill was to be effective March 31, 2009. However, on March 17, 2009, the FRB adopted a rule that delayed the effective date of the new limits until March 31, 2011. Any portion of trust-preferred securities not qualifying as Tier 1 capital would qualify as Tier 2 capital subject to certain limitations. The Company has received notification from the Federal Reserve Bank of San Francisco that all of the Company's trust preferred securities currently qualify as Tier 1 capital.

In accordance with the provisions of the "Consolidation" topic of the FASB Accounting Standards Codification ("ASC"), the Company does not consolidate the subsidiary trust, which has issued the trust preferred securities.

In 1998, the Board approved the Company's first stock repurchase program. This program was extended and expanded in both 2004 and 2006. Most recently, on November 12, 2008, the Board of Directors approved increasing the funds available for the Company's Common Stock Repurchase Program. The Board's resolution authorized up to \$20 million in repurchases over the four year period ending October 31, 2012. See "Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities."

During 2009 the Company repurchased 6,016 shares at an average share price of \$387 per share. In 2008 the Company repurchased 13,152 shares at an average share price of \$449. Since the second share repurchase program was expanded in 2006 the Company has repurchased over 39,000 shares for total consideration of \$17.9 million.

On August 5, 2008, the Board of Directors approved a Share Purchase Rights Plan (the "Rights Plan"), pursuant to which the Company entered into a Rights Agreement dated August 5, 2008, with Registrar and Transfer Company as Rights Agent. See "Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" for further explanation.

Based upon the Company's strong capital position and continued earnings strength, the Company elected not to participate in the Federal Government's 2008 TARP capital purchase program. See "Item 1A. Risk Factors."

Critical Accounting Policies and Estimates

This "Management's Discussion and Analysis of Financial Condition and Results of Operations," is based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. In preparing the Company's financial statements management makes estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses. Management believes that the most significant subjective judgments that it makes include the following:

- Allowance for Loan Losses. As a financial institution, which assumes lending and credit risks as a principal element in its business, the Company anticipates that credit losses will be experienced in the normal course of business. Accordingly, the allowance for loan losses is maintained at a level considered adequate by management to provide for losses that are inherent in the portfolio. The allowance is increased by provisions charged to operating expense and reduced by net charge-offs. Management employs a systematic methodology for determining the allowance for loan losses. On a quarterly basis, management reviews the credit quality of the loan portfolio and considers problem loans, delinquencies, internal credit reviews, current economic conditions, loan loss experience, and other factors in determining the adequacy of the allowance balance.

Table of Contents

While the Company utilizes a systematic methodology in determining its allowance, the allowance is based on estimates, and ultimate losses may vary from current estimates. The estimates are reviewed periodically and, as adjustments become necessary, are reported in earnings in the periods in which they become known. For additional information, see Note 4 located in “Item 8. Financial Statements and Supplementary Data.”

- **Fair Value.** The Company discloses the fair value of financial instruments and the methods and significant assumptions used to estimate those fair values. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. The use of assumptions and various valuation techniques, as well as the absence of secondary markets for certain financial instruments, will likely reduce the comparability of fair value disclosures between financial institutions. In some cases, book value is a reasonable estimate of fair value due to the relatively short period of time between origination of the instrument and its expected realization. For additional information, see “Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Credit Risk” and Notes 14 and 15 located in “Item 8. Financial Statements and Supplementary Data.”
- **Income Taxes.** The Company uses the liability method of accounting for income taxes. This method results in the recognition of deferred tax assets and liabilities that are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. The deferred provision for income taxes is the result of the net change in the deferred tax asset and deferred tax liability balances during the year. This amount combined with the current taxes payable or refundable results in the income tax expense for the current year.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations and Commitments

Off-balance sheet arrangements are any contractual arrangement to which an unconsolidated entity is a party, under which the Company has: (1) any obligation under a guarantee contract; (2) a retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity, or market risk support to that entity for such assets; (3) any obligation under certain derivative instruments; or (4) any obligation under a material variable interest held by us in an unconsolidated entity that provides financing, liquidity, market risk, or credit risk support to the Company, or engages in leasing, hedging, or research and development services with the Company.

Our most significant off-balance sheet arrangements are limited to: (1) the full and unconditional payment guarantee of accrued distributions relating to \$10 million of Trust Preferred Securities issued by FMCB Statutory Trust (see Note 19 located in “Item 8. Financial Statements and Supplementary Data”); (2) obligations under guarantee contracts such as financial and performance standby letters of credit for our credit customers (see Note 16 located in “Item 8. Financial Statements and Supplementary Data”); (3) unfunded commitments to lend (see Note 16 located in “Item 8. Financial Statements and Supplementary Data”); and (4) lease contracts (see Note 16 located in “Item 8. Financial Statements and Supplementary Data”). It is our belief that none of these arrangements expose us to any greater risk of loss than is already reflected on our balance sheet. We do not have any off-balance-sheet arrangements in which we have any retained or contingent interest as we do not transfer or sell our assets to entities in which we have a continuing involvement, any exposure to derivative instruments that are indexed to stock indices, nor any variable interests in any unconsolidated entity to which we may be a party.

The following table presents, as of December 31, 2009, our significant and determinable contractual obligations by payment date. The payment amounts represent those amounts contractually due to the recipient and do not include any unamortized premiums or discounts, hedge basis adjustments, or other similar carrying value adjustments. For further information on the nature of each obligation type, see applicable note disclosures located in “Item 8. Financial Statements and Supplementary Data.”

Table of Contents

Payments Due By Period

(in thousands)

Contractual Obligations	Total	1 Year or Less	2-3 Years	4-5 Years	More Than 5 Years
Operating Lease Obligations	\$2,003	\$459	\$666	\$567	\$311
FHLB Advances	20,149	19,500	-	-	649
Long-Term Subordinated Debentures	10,310	-	-	-	10,310
Deferred Compensation (1)	17,030	171	535	519	15,805
Total	\$49,492	\$20,130	\$1,201	\$1,086	\$27,075

(1) These amounts represent payments to participants under the Company's non-qualified deferred compensation and supplemental retirement plans. See Note 13 located in "Item 8. Financial Statements and Supplementary Data."

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Risk Management

The Company has adopted risk management policies and procedures, which aim to ensure the proper control and management of all risk factors inherent in the operation of the Company, most importantly credit risk, interest rate risk and liquidity risk. These risk factors are not mutually exclusive. It is recognized that any product or service offered by the Company may expose the Company to one or more of these risk factors.

Credit Risk

Credit risk is the risk to earnings or capital arising from an obligor's failure to meet the terms of any contract or otherwise fail to perform as agreed. Credit risk is found in all activities where success depends on counterparty, issuer, or borrower performance.

Credit risk in the investment portfolio and correspondent bank accounts is addressed through defined limits in the Company's policy statements. In addition, certain securities carry insurance to enhance credit quality of the bond.

Credit risk in the loan portfolio is controlled by limits on industry concentration, aggregate customer borrowings, and geographic boundaries. Standards on loan quality also are designed to reduce loan credit risk. Senior Management, Directors' Committees, and the Board of Directors are regularly provided with information intended to identify, measure, control, and monitor the credit risk of the Company.

The Company's methodology for assessing the appropriateness of the allowance is applied on a regular basis and considers all loans. The systematic methodology consists of two major parts.

Part 1: includes a detailed analysis of the loan portfolio in two phases. The first phase is conducted in accordance with the "Receivables" topic of the FASB ASC. Individual loans are reviewed to identify loans for impairment. A loan is impaired when principal and interest are deemed uncollectible in accordance with the original contractual terms of the loan. Impairment is measured as either the expected future cash flows discounted at each loan's effective interest rate, the fair value of the loan's collateral if the loan is collateral dependent, or an observable market price of the loan, if one exists. Upon measuring the impairment, the Company will ensure an appropriate level of allowance is present or established.

Central to the first phase of the analysis of the loan portfolio is the loan risk rating system. The originating credit officer assigns borrowers an initial risk rating, which is based primarily on a thorough analysis of each borrower's financial position in conjunction with industry and economic trends. Approvals are made based upon the amount of inherent credit risk specific to the transaction and are reviewed for appropriateness by senior credit administration

personnel. Credits are monitored by credit administration personnel for deterioration in a borrower's financial condition, which would impact the ability of the borrower to perform under the contract. Risk ratings are adjusted as necessary. Risk ratings are reviewed by both the Company's independent third-party credit examiners and bank examiners from the DFI and FDIC.

Table of Contents

Based on the risk rating system, specific allowances are established in cases where management has identified significant conditions or circumstances related to a credit that management believes indicates that the loan is impaired and there is a probability of loss. Management performs a detailed analysis of these loans, including, but not limited to, cash flows, appraisals of the collateral, conditions of the marketplace for liquidating the collateral, and assessment of the guarantors. Management then determines the inherent loss potential and allocates a portion of the allowance for losses as a specific allowance for each of these credits.

The second phase is conducted by segmenting the loan portfolio by risk rating and into groups of loans with similar characteristics in accordance with the “Contingency” topic of the FASB ASC. In this second phase, groups of loans with similar characteristics are reviewed and the appropriate allowance factor is applied based on the five-year average charge-off rate for each particular group of loans.

Part 2: considers qualitative internal and external factors that may affect a loan’s collectibility, is based upon management’s evaluation of various conditions, the effects of which are not directly measured in the determination of the historical and specific allowances. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with specific problem credits or portfolio segments. The conditions evaluated in connection with the second element of the analysis of the allowance include, but are not limited to the following conditions that existed as of the balance sheet date:

- § general economic and business conditions affecting the key lending areas of the Company;
- § credit quality trends (including trends in collateral values, delinquencies and non-performing loans);
 - § loan volumes, growth rates and concentrations;
 - § loan portfolio seasoning;
 - § specific industry and crop conditions;
 - § recent loss experience; and
 - § duration of the current business cycle.

Management reviews these conditions in discussion with the Company’s senior credit officers. To the extent that any of these conditions is evidenced by a specifically identifiable impaired credit or portfolio segment as of the evaluation date, management’s estimate of the effect of such condition may be reflected as a specific allowance applicable to such credit or portfolio segment. Where any of these conditions is not evidenced by a specifically identifiable impaired credit or portfolio segment as of the evaluation date, management’s evaluation of the inherent loss related to such condition is reflected in the second major element of the allowance.

Implicit in lending activities is the risk that losses will and do occur and that the amount of such losses will vary over time. Consequently, the Company maintains an allowance for loan losses by charging a provision for loan losses to earnings. Loans determined to be losses are charged against the allowance for loan losses. The Company’s allowance for loan losses is maintained at a level considered by management to be adequate to provide for estimated losses inherent in the existing portfolio.

Management believes that the allowance for loan losses at December 31, 2009, was adequate to provide for both recognized probable losses and estimated inherent losses in the portfolio. No assurances can be given that future events may not result in increases in delinquencies, non-performing loans, or net loan charge-offs that would increase the provision for loan losses and thereby adversely affect the results of operations.

Interest Rate Risk

The mismatch between maturities of interest sensitive assets and liabilities results in uncertainty in the Company’s earnings and economic value and is referred to as interest rate risk. The Company does not attempt to predict interest rates and positions the balance sheet in a manner, which seeks to minimize, to the extent possible, the effects of

changing interest rates.

51

Table of Contents

The Company measures interest rate risk in terms of potential impact on both its economic value and earnings. The methods for governing the amount of interest rate risk include: (1) analysis of asset and liability mismatches (GAP analysis); (2) the utilization of a simulation model; and (3) limits on maturities of investment, loan, and deposit products, which reduces the market volatility of those instruments.

The Gap analysis measures, at specific time intervals, the divergence between earning assets and interest bearing liabilities for which repricing opportunities will occur. A positive difference, or Gap, indicates that earning assets will reprice faster than interest-bearing liabilities. This will generally produce a greater net interest margin during periods of rising interest rates and a lower net interest margin during periods of declining interest rates. Conversely, a negative Gap will generally produce a lower net interest margin during periods of rising interest rates and a greater net interest margin during periods of decreasing interest rates.

The interest rates paid on deposit accounts do not always move in unison with the rates charged on loans. In addition, the magnitude of changes in the rates charged on loans is not always proportionate to the magnitude of changes in the rate paid for deposits. Consequently, changes in interest rates do not necessarily result in an increase or decrease in the net interest margin solely as a result of the differences between repricing opportunities of earning assets or interest bearing liabilities.

The Company also utilizes the results of a dynamic simulation model to quantify the estimated exposure of net interest income to sustained interest rate changes. The sensitivity of the Company's net interest income is measured over a rolling one-year horizon.

The simulation model estimates the impact of changing interest rates on interest income from all interest earning assets and the interest expense paid on all interest bearing liabilities reflected on the Company's balance sheet. This sensitivity analysis is compared to policy limits, which specify a maximum tolerance level for net interest income exposure over a one-year horizon assuming no balance sheet growth, given a 200 basis point upward and a 100 basis point downward shift in interest rates. A shift in rates over a 12-month period is assumed. Results that exceed policy limits, if any, are analyzed for risk tolerance and reported to the Board with appropriate recommendations. At December 31, 2009, the Company's estimated net interest income sensitivity to changes in interest rates, as a percent of net interest income was a decrease in net interest income of 2.63% if rates increase by 200 basis points and an increase in net interest income of 0.36% if rates decline 100 basis points.

The estimated sensitivity does not necessarily represent a Company forecast and the results may not be indicative of actual changes to the Company's net interest income. These estimates are based upon a number of assumptions including: the nature and timing of interest rate levels including yield curve shape; prepayments on loans and securities; pricing strategies on loans and deposits; replacement of asset and liability cash flows; and other assumptions. While the assumptions used are based on current economic and local market conditions, there is no assurance as to the predictive nature of these conditions including how customer preferences or competitor influences might change.

Liquidity Risk

Liquidity risk is the risk to earnings or capital resulting from the Company's inability to meet its obligations when they come due without incurring unacceptable losses. It includes the ability to manage unplanned decreases or changes in funding sources and to recognize or address changes in market conditions that affect the Company's ability to liquidate assets or acquire funds quickly and with minimum loss of value. The Company endeavors to maintain a cash flow adequate to fund operations, handle fluctuations in deposit levels, respond to the credit needs of borrowers, and to take advantage of investment opportunities as they arise.

The Company's principal operating sources of liquidity include (see "Item 8. Financial Statements and Supplementary Data – Consolidated Statements of Cash Flows") cash and cash equivalents, cash provided by operating activities, principal payments on loans, proceeds from the maturity or sale of investments, and growth in deposits. To supplement these operating sources of funds the Company maintains Federal Funds credit lines of \$56 million and repurchase lines of \$1.4 million with major brokers. In addition, as of December 31, 2009 the Company has available borrowing capacity of \$165.3 million at the Federal Home Loan Bank and \$209 million at the Federal Reserve Bank.

Table of Contents

At December 31, 2009, the Company had available sources of liquidity, which included cash and cash equivalents and unpledged investment securities of approximately \$163.3 million, which represents 9.3% of total assets.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND FINANCIAL STATEMENT SCHEDULES

	Page
Report of Management on Internal Control Over Financial Reporting	54
Reports of Independent Registered Public Accounting Firms	55
Consolidated Financial Statements	
Consolidated Statements of Income – Years ended December 31, 2009, 2008 and 2007	57
Consolidated Balance Sheets – December 31, 2009, and 2008	58
Consolidated Statements of Changes in Shareholders' Equity – Years ended December 31, 2009, 2008 and 2007	59
Consolidated Statements of Comprehensive Income	60
Consolidated Statements of Cash Flows - Years Ended December 31, 2009, 2008 and 2007	61
Notes to Consolidated Financial Statements	62

Table of Contents

Farmers & Merchants Bancorp

Report of Management on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting at Farmers & Merchants Bancorp (“the Company”). Internal control over financial reporting includes controls over the preparation of financial statements in accordance with the instructions to the Consolidated Financial Statements for Bank Holding Companies (Form FR Y-9C) to comply with the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (“FDICIA”).

Management has assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2009, based on criteria described in “Internal Control-Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2009.

Perry-Smith LLP, the independent registered public accounting firm that audited the financial statements included in this Annual Report, was engaged to express an opinion as to the fairness of presentation of such financial statements. Perry-Smith LLP was also engaged to assess the effectiveness of the Company’s internal control over financial reporting. The report of Perry-Smith LLP follows this report.

/s/ Kent A. Steinwert

/s/ Stephen W. Haley

Kent A. Steinwert
President & Chief Executive Officer

Stephen W. Haley
Executive Vice President & Chief Financial Officer

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Shareholders and Board of Directors
Farmers & Merchants Bancorp
Lodi, California

We have audited the accompanying consolidated balance sheet of Farmers & Merchants Bancorp and subsidiaries (the "Company") as of December 31, 2009 and 2008, and the related consolidated statements of income, changes in shareholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2009. We also have audited the Company's internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
(Continued)

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Management's assessment and our audit of internal control over financial reporting included controls over the Company's preparation of financial statements in accordance with the instructions to the Consolidated Financial Statements for Bank Holding Companies (Form FR Y9C) to comply with the requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA). A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Farmers & Merchants Bancorp and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, Farmers & Merchants Bancorp and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

/s/ Perry-Smith LLP

Sacramento, California
March 2, 2010

Table of Contents

Farmers & Merchants Bancorp
Consolidated Statements of Income
(in thousands except per share data)

	Year Ended December 31,		
	2009	2008	2007
Interest Income			
Interest and Fees on Loans	\$ 74,901	\$ 77,924	\$ 84,081
Interest on Federal Funds Sold and Securities Purchased Under Agreements to Resell	96	424	538
Interest on Investment Securities:			
Taxable	13,396	11,801	7,920
Exempt from Federal Tax	2,921	3,059	3,236
Total Interest Income	91,314	93,208	95,775
Interest Expense			
Deposits	13,746	22,374	29,960
Borrowed Funds	2,188	1,773	1,397
Subordinated Debentures	397	637	868
Total Interest Expense	16,331	24,784	32,225
Net Interest Income	74,983	68,424	63,550
Provision for Loan Losses	15,420	7,998	1,495
Net Interest Income After Provision for Loan Losses	59,563	60,426	62,055
Non-Interest Income			
Service Charges on Deposit Accounts	6,956	7,144	7,287
Net Gain (Loss) on Investment Securities	3,524	1,503	(1,707)
Credit Card Merchant Fees	-	1,109	2,181
Gain on Sale of Merchant Card Business	-	1,905	-
Gain on Sale of Credit Card Loan Portfolio	-	1,030	-
Increase in Cash Surrender Value of Bank Owned Life Insurance	1,794	1,785	1,737
Debit Card and ATM Fees	2,245	2,051	1,986
Net Gain (Loss) on Deferred Compensation Investments	1,847	(2,664)	1,047
Other	1,828	2,201	2,924
Total Non-Interest Income	18,194	16,064	15,455
Non-Interest Expense			
Salaries and Employee Benefits	28,771	27,039	26,317
Net Gain (Loss) on Deferred Compensation Investments	1,847	(2,664)	1,047
Occupancy	2,715	2,651	2,559
Equipment	2,417	2,658	2,875
Credit Card Merchant Expense	-	828	1,640
OREO Holding Costs	1,464	2,223	-
FDIC Insurance	2,496	532	144
Other	6,719	6,836	7,363
Total Non-Interest Expense	46,429	40,103	41,945
Income Before Income Taxes	31,328	36,387	35,565
Provision for Income Taxes	11,315	13,597	12,870

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Net Income	\$20,013	\$22,790	\$22,695
Earnings Per Share	\$25.57	\$28.69	\$28.05

The accompanying notes are an integral part of these consolidated financial statements

Table of ContentsFarmers & Merchants Bancorp
Consolidated Balance Sheets
(in thousands except share data)

	December 31,	
	2009	2008
Assets		
Cash and Cash Equivalents:		
Cash and Due from Banks	\$32,660	\$46,774
Federal Funds Sold and Securities Purchased Under Agreements to Resell	1,972	14,000
Total Cash and Cash Equivalents	34,632	60,774
Investment Securities:		
Available-for-Sale	365,549	291,839
Held-to-Maturity	69,617	71,890
Total Investment Securities	435,166	363,729
Loans:	1,212,718	1,177,364
Less: Allowance for Loan Losses	29,813	20,034
Loans, Net	1,182,905	1,157,330
Premises and Equipment, Net	24,887	21,653
Bank Owned Life Insurance	43,759	41,965
Interest Receivable and Other Assets	59,665	38,986
Total Assets	\$1,781,014	\$1,684,437
Liabilities		
Deposits:		
Demand	\$324,073	\$319,318
Interest-Bearing Transaction	180,570	146,879
Savings	414,285	353,055
Time	579,196	613,450
Total Deposits	1,498,124	1,432,702
Securities Sold Under Agreement to Repurchase	60,000	60,000
Federal Home Loan Bank Advances	20,149	703
Subordinated Debentures	10,310	10,310
Interest Payable and Other Liabilities	27,704	