FARMERS & MERCHANTS BANCORP
Form 10-Q
May 09, 2011

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

FORM 10-Q

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

For the quarterly period ended March 31, 2011

or

o 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

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule405 of RegulationS-T during the preceding 12months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

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 o Accelerated filer x Non-accelerated filer o Smaller Reporting Company o
(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 Exchange Act). Yes o No x

Number of shares of common stock of the registrant: Par value $0.01, authorized 20,000,000 shares; issued and outstanding 779,424 as of April 30, 2011.

FARMERS & MERCHANTS BANCORP

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

FARMERS & MERCHANTS BANCORP
Consolidated Balance Sheets
(in thousands)

Assets	March 31, 2011 (Unaudited)	December 31, 2010	March 31, 2010 (Unaudited)
Cash and Cash Equivalents:			
Cash and Due From Banks	$ 29,223	$ 28,484	$ 29,575
Federal Funds Sold and Securities Purchased Under Agreements to Resell	28,816	32,176	63,937
Total Cash and Cash Equivalents	58,039	60,660	93,512
Investment Securities:			
Available-for-Sale	467,627	434,856	327,855
Held-to-Maturity	65,316	64,937	69,218
Total Investment Securities	532,943	499,793	397,073
Loans	1,167,617	1,176,002	1,165,998
Less: Allowance for Loan Losses	32,331	32,261	33,192
Loans, Net	1,135,286	1,143,741	1,132,806
Premises and Equipment, Net	23,989	24,214	24,697
Bank Owned Life Insurance	46,035	45,584	44,209
Interest Receivable and Other Assets	64,870	67,499	59,596
Total Assets	$ 1,861,162	1,841,491	$ 1,751,893
Liabilities			
Deposits:			
Demand	$ 317,053	$ 343,482	$ 289,012
Interest Bearing Transaction	205,679	195,576	170,555
Savings and Money Market	496,146	453,531	452,607
Time	559,370	573,914	573,880
Total Deposits	1,578,248	1,566,503	1,486,054
Securities Sold Under Agreements to Repurchase	60,000	60,000	60,000
Federal Home Loan Bank Advances	576	591	635
Subordinated Debentures	10,310	10,310	10,310
Interest Payable and Other Liabilities	33,377	30,846	25,408
Total Liabilities	1,682,511	1,668,250	1,582,407
Shareholders' Equity			
Common Stock	8	8	8
Additional Paid-In Capital	75,590	75,590	76,198
Retained Earnings	102,156	96,030	89,817
Accumulated Other Comprehensive Income	897	1,613	3,463
Total Shareholders' Equity	178,651	173,241	169,486

Total Liabilities and Shareholders' Equity	$1,861,162	$1,841,491	$1,751,893

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

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FARMERS & MERCHANTS BANCORP
Consolidated Statements of Income (Unaudited)
(in thousands except per share data)

	Three Months Ended March 31, 2011	2010
Interest Income		
Interest and Fees on Loans	$ 17,507	$ 18,081
Interest on Federal Funds Sold and Securities Purchased		
Under Agreements to Resell	34	20
Interest on Investment Securities:		
Taxable	2,342	2,661
Exempt from Federal Tax	648	712
Total Interest Income	20,531	21,474
Interest Expense		
Deposits	1,546	1,976
Borrowed Funds	538	539
Subordinated Debentures	81	80
Total Interest Expense	2,165	2,595
Net Interest Income	18,366	18,879
Provision for Loan Losses	525	4,115
Net Interest Income After Provision for Loan Losses	17,841	14,764
Non-Interest Income		
Service Charges on Deposit Accounts	1,375	1,596
Net Gain on Investment Securities	-	2,846
Increase in Cash Surrender Value of Life Insurance	451	450
Debit Card and ATM Fees	666	599
Net Gain on Deferred Compensation Investments	405	195
Other	437	557
Total Non-Interest Income	3,334	6,243
Non-Interest Expense		
Salaries and Employee Benefits	7,242	7,274
Net Gain on Deferred Compensation Investments	405	195
Occupancy	633	640
Equipment	714	601
ORE Holding Costs	525	404
FDIC Insurance	474	801
Other	1,443	1,438
Total Non-Interest Expense	11,436	11,353
Income Before Income Taxes	9,739	9,654
Provision for Income Taxes	3,613	3,604
Net Income	$ 6,126	$ 6,050
Earnings Per Share	$ 7.86	$ 7.75

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

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FARMERS & MERCHANTS BANCORP
Consolidated Statements of Comprehensive Income (Unaudited)
(in thousands)

	Three Months Ended March 31, 2011	2010
Net Income	$6,126	$6,050
Other Comprehensive Income -		
Unrealized (Losses) Gains on Securities:		
Unrealized holding (losses) gains arising during the period, net of income tax effects of $(520) and $259 for the quarters ended March 31, 2011 and 2010, respectively.	(716)	358
Less: Reclassification adjustment for realized gains included in net income, net of related income tax effects of $0 and $(1,197) for the quarters ended March 31, 2011 and 2010, respectively.	-	(1,649)
Total Other Comprehensive Loss	(716)	(1,291)
Comprehensive Income	$5,410	$4,759

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

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FARMERS & MERCHANTS BANCORP
Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

(in thousands except share data)	Common Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance, January 1, 2010	780,944	$ 8	$ 76,198	$ 83,767	$ 4,754	$ 164,727
Net Income		-	-	6,050	-	6,050
Repurchase of Stock		-	-	-	-	-
Change in Net Unrealized Gains on Securities Available-for-Sale		-	-	-	(1,291)	(1,291)
Balance, March 31, 2010	780,944	$ 8	$ 76,198	$ 89,817	$ 3,463	$ 169,486
Balance, January 1, 2011	779,424	$ 8	$ 75,590	$ 96,030	$ 1,613	$ 173,241
Net Income		-	-	6,126	-	6,126
Repurchase of Stock		-	-	-	-	-
Change in Net Unrealized Gains on Securities Available-for-Sale		-	-	-	(716)	(716)
Balance, March 31, 2011	779,424	$ 8	$ 75,590	$ 102,156	$ 897	$ 178,651

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

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FARMERS & MERCHANTS BANCORP
Consolidated Statements of Cash Flows (Unaudited)

(in thousands)	Three Months Ended March 31, 2011	March 31, 2010
Operating Activities:		
Net Income	$6,126	$6,050
Adjustments to Reconcile Net Income to Net		
Cash Provided by Operating Activities:		
Provision for Loan Losses	525	4,115
Depreciation and Amortization	439	478
Net Accretion of Investment Security Premiums & Discounts	183	(144)
Net Gain on Investment Securities	-	(2,846)
Net Gain on Sale of Property & Equipment	6	(19)
Net Change in Operating Assets & Liabilities:		
Net Decrease in Interest Receivable and Other Assets	2,818	557
Net Increase (Decrease) in Interest Payable and Other Liabilities	2,531	(2,296)
Net Cash Provided by Operating Activities	12,628	5,895
Investing Activities:		
Securities Available-for-Sale:		
Purchased	(65,059)	(55,000)
Sold, Matured or Called	30,758	93,457
Securities Held-to-Maturity:		
Purchased	(710)	-
Matured or Called	323	397
Net Loans Originated or Acquired	7,911	45,954
Principal Collected on Loans Previously Charged Off	19	30
Net Additions to Premises and Equipment	(229)	(290)
Proceeds from Disposition of Property & Equipment	8	21
Net Cash (Used) Provided by Investing Activities	(26,979)	84,569
Financing Activities:		
Net Increase (Decrease) in Demand, Interest-Bearing Transaction,		
Savings and Money Market Accounts	26,289	(6,754)
Net Decrease in Time Deposits	(14,544)	(5,316)
Net Decrease in Federal Home Loan Bank Advances	(15)	(19,514)
Net Cash Provided (Used) by Financing Activities	11,730	(31,584)
(Decrease) Increase in Cash and Cash Equivalents	(2,621)	58,880
Cash and Cash Equivalents at Beginning of Period	60,660	34,632
Cash and Cash Equivalents at End of Period	$58,039	$93,512

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

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FARMERS & MERCHANTS BANCORP

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Significant Accounting Policies

Farmers & Merchants Bancorp (the "Company") was organized March 10, 1999. Primary operations are related to traditional banking activities through its subsidiary Farmers & Merchants Bank of Central California (the "Bank") which was established in 1916. The Bank's wholly owned subsidiaries include Farmers & Merchants Investment Corporation and Farmers/Merchants Corp. Farmers & Merchants Investment Corporation has been dormant since 1991. Farmers/Merchants Corp. acts as trustee on deeds of trust originated by the Bank.

The Company's other subsidiaries include F & M Bancorp, Inc. and FMCB Statutory Trust I. 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. In December 2003 the Company formed a wholly owned subsidiary, FMCB Statutory Trust I. FMCB Statutory Trust I is a non-consolidated subsidiary per generally accepted accounting principles (GAAP) and was formed for the sole purpose of issuing Trust Preferred Securities.

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America and prevailing practice within the banking industry.The following is a summary of the significant accounting and reporting policies used in preparing the consolidated financial statements.

Basis of Presentation
The accompanying unaudited consolidated financial statements and notes thereto have been prepared in accordance with accounting principles generally accepted in the United States of America for financial information.

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim reporting on Form 10-Q. Accordingly, certain disclosures normally presented in the notes to the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been omitted. The Company believes that the disclosures are adequate to make the information not misleading. These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. The results of operations for the three-month period ended March 31, 2011 may not necessarily be indicative of future operating results.

The accompanying consolidated financial statements include the accounts of the Company and the Company's wholly owned subsidiaries, F & M Bancorp, Inc. and the Bank, along with the Bank's wholly owned subsidiaries, Farmers & Merchants Investment Corporation and Farmers/Merchants Corp. Significant inter-company transactions have been eliminated in consolidation.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Certain amounts in the prior years' financial statements and related footnote disclosures have been reclassified to conform to the current-year presentation. These reclassifications had no effect on previously reported net income or total shareholders' equity.

Cash and Cash Equivalents

For purposes of the Consolidated Statements of Cash Flows, the Company has defined cash and cash equivalents as those amounts included in the balance sheet captions Cash and Due from Banks, Federal Funds Sold and Securities Purchased Under Agreements to Resell. Generally, these transactions are for one-day periods. For these instruments, the carrying amount is a reasonable estimate of fair value.

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Investment Securities

Investment securities are classified at the time of purchase as held-to-maturity if it is management's intent and the Company has the ability to hold the securities until maturity. These securities are carried at cost, adjusted for amortization of premium and accretion of discount using a level yield of interest over the estimated remaining period until maturity. Losses, reflecting a decline in value judged by the Company to be other than temporary, are recognized in the period in which they occur.

Securities are classified as available-for-sale if it is management's intent, at the time of purchase, to hold the securities for an indefinite period of time and/or to use the securities as part of the Company's asset/liability management strategy. 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. Fair values are based on quoted market prices or broker/dealer price quotations on a specific identification basis. Gains or losses on the sale of these securities are computed using the specific identification method.

Trading securities, if any, are acquired for short-term appreciation and are recorded in a trading portfolio and are carried at fair value, with unrealized gains and losses recorded in non-interest income.

An investment security is impaired when its carrying value is greater than its fair value. Investment securities that are impaired are evaluated on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether such a decline in their fair value is other than temporary. Management utilizes criteria such as the magnitude and duration of the decline and the intent and ability of the Company to retain its investment in the securities for a period of time sufficient to allow for an anticipated recovery in fair value, in addition to the reasons underlying the decline, to determine whether the loss in value is other than temporary. The term "other than temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other than temporary, and management does not intend to sell the security or it is more likely than not that the Company will not be required to sell the security before recovery, only the portion of the impairment loss representing credit exposure is recognized as a charge to earnings, with the balance recognized as a charge to other comprehensive income. If management intends to sell the security or it is more likely than not that the Company will be required to sell the security before recovering its forecasted cost, the entire impairment loss is recognized as a charge to earnings.

Loans

Loans are reported at the principal amount outstanding net of unearned discounts and deferred loan fees and costs. Interest income on loans is accrued daily on the outstanding balances using the simple interest method. Loan origination fees are deferred and recognized over the contractual life of the loan as an adjustment to the yield. Loans are placed on non-accrual status when the collection of principal or interest is in doubt or when they become past due for 90 days or more unless they are both well-secured and in the process of collection. For this purpose a loan is considered well-secured if it is collateralized by property having a net realizable value in excess of the amount of the loan or is guaranteed by a financially capable party. When a loan is placed on non-accrual status, the accrued and unpaid interest receivable is reversed and charged against current income; thereafter, interest income is recognized only as it is collected in cash. Additionally, cash would be applied to principal if all principal was not expected to be collected. Loans placed on non-accrual status are returned to accrual status when the loans are paid current as to principal and interest and future payments are expected to be made in accordance with the contractual terms of the loan.

A loan is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are either: (1) non-accrual loans; or (2) restructured loans that are still accruing interest. A restructuring of a loan constitutes a troubled debt restructuring if the Company for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. When a loan is impaired, the recorded amount of the loan in the Consolidated Balance Sheet is based on the present value of expected future cash flows discounted at the loan’s effective interest rate, or the observable or estimated market price of the loan, or on the fair value of the collateral if the loan is collateral dependent. If the restructured loan was current on all payments at the time of restructure and management reasonably expects the borrower will continue to perform after the restructure, the loan can remain on accrual.

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Allowance for Loan Losses

The allowance for loan losses is an estimate of credit losses inherent in the Company's loan portfolio as of the balance-sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of two primary components, specific reserves related to impaired loans and general reserves for inherent losses related to loans that are not impaired.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. Loans determined to be impaired are individually evaluated for impairment. When a loan is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral.

A restructuring of a loan constitutes a troubled debt restructuring (TDR) if the Company for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

Generally, the Company will not restructure loans for customers unless: (i) the existing loan is brought current as to principal and interest payments; and (ii) the restructured loan can be underwritten to reasonable underwriting standards. If these standards are not met other actions will be pursued (e.g., foreclosure) to collect outstanding loan amounts. After restructure a determination is made whether the loan will be kept on accrual status based upon the underwriting of the restructured credit.

The determination of the general reserve for loans that are not impaired is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, and qualitative factors to include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include: (1) commercial real estate; (2) agricultural real estate; (3) real estate construction (including land and development loans); (4) residential 1st mortgages; (5) home equity lines and loans; (6) agricultural; (7) commercial; and (8) consumer and other. The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine the Company's overall allowance, which is included on the consolidated balance sheet.

The Company assigns a risk rating to all loans and periodically performs detailed reviews of all such loans over a certain threshold to identify credit risks and to assess the overall collectability of the portfolio. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan. These risk ratings are also subject to examination by independent specialists engaged by the Company. The risk ratings can be grouped into five major categories, defined as follows:

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Pass – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

Special Mention – A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

Substandard – A substandard loan is not adequately protected by the current financial condition and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful – Loans classified doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable or improbable.

Loss – Loans classified as loss are considered uncollectible. Once a loan becomes delinquent and repayment becomes questionable, the Company will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Bank will estimate its probable loss and immediately charge-off some or all of the balance.

The general reserve component of the allowance for loan losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1)inherent credit risk; (2)historical losses; and (3)other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below:

Real Estate Construction – Real Estate Construction loans generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Commercial Real Estate – Commercial real estate mortgage loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

Commercial – Commercial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Agricultural Real Estate and Agricultural – Loans secured by crop production, livestock and related real estate are vulnerable to two risk factors that are largely outside the control of Company and borrowers: commodity prices and weather conditions.

Residential 1st Mortgages and Home Equity Lines and Loans – The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments, although this is not always true as evidenced by the period 2007 through 2010. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

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Consumer & Other – A consumer installment loan portfolio is usually comprised of a large number of small loans scheduled to be amortized over a specific period. Most installment loans are made for consumer purchases. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

At least quarterly, the Board of Directors reviews the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, the Company's and Bank's regulators, including the FRB, DFI and FDIC, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

Allowance for Credit Losses on Off-Balance-Sheet Credit Exposures

The Company also maintains a separate allowance for off-balance-sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for off-balance-sheet commitments is included in accrued interest payable and other liabilities on the consolidated balance sheet.

Premises and Equipment

Premises, equipment, and leasehold improvements are stated at cost, less accumulated depreciation and amortization. Depreciation is computed principally by the straight line method over the estimated useful lives of the assets. Estimated useful lives of buildings range from 30 to 40 years, and for furniture and equipment from 3 to 7 years. Leasehold improvements are amortized over the lesser of the terms of the respective leases, or their useful lives, which are generally 5 to 10 years. Remodeling and capital improvements are capitalized while maintenance and repairs are charged directly to occupancy expense.

Other Real Estate

Other real estate, which is included in other assets, is expected to be sold and is comprised of properties no longer utilized for business operations and property acquired through foreclosure in satisfaction of indebtedness. These properties are recorded at fair value less estimated selling costs upon acquisition. Revised estimates to the fair value less cost to sell are reported as adjustments to the carrying amount of the asset, provided that such adjusted value is not in excess of the carrying amount at acquisition. Initial losses on properties acquired through full or partial satisfaction of debt are treated as credit losses and charged to the allowance for loan losses at the time of acquisition. Subsequent declines in value from the recorded amounts, routine holding costs, and gains or losses upon disposition, if any, are included in non-interest income or expense as incurred.

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.

The Company follows the standards set forth in the “Income Taxes” topic of the FASB ASC, which clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements. This standard prescribes a recognition threshold and measurement standard for the financial statement recognition and measurement of an income tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

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When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest expense and penalties associated with unrecognized tax benefits are classified as income tax expense in the Consolidated Statement of Income.

Dividends and Earnings Per Share
The Company's common stock is not traded on any exchange. The shares are primarily held by local residents and are not actively traded. Earnings per share amounts are computed by dividing net income by the weighted average number of common shares outstanding for the period. See Note 6.

Segment Reporting
The "Segment Reporting" topic of the FASB ASC requires that public companies report certain information about operating segments. It also requires that public companies report certain information about their products and services, the geographic areas in which they operate, and their major customers. The Company is a holding company for a community bank, which offers a wide array of products and services to its customers. Pursuant to its banking strategy, emphasis is placed on building relationships with its customers, as opposed to building specific lines of business. As a result, the Company is not organized around discernable lines of business and prefers to work as an integrated unit to customize solutions for its customers, with business line emphasis and product offerings changing over time as needs and demands change. Therefore, the Company only reports one segment.

Derivative Instruments and Hedging Activities
The "Derivatives and Hedging" topic of the FASB ASC establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. All derivatives, whether designated in hedging relationships or not, are required to be recorded on the balance sheet at fair value. Changes in the fair value of those derivatives are accounted for depending on the intended use of the derivative and the resulting designation under specified criteria. If the derivative is designated as a fair value hedge, the changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings. If the derivative is designated as a cash flow hedge, designed to minimize interest rate risk, the effective portions of the change in the fair value of the derivative are recorded in other comprehensive income (loss), net of related income taxes. Ineffective portions of changes in the fair value of cash flow hedges are recognized in earnings.

From time to time, the Company utilizes derivative financial instruments such as interest rate caps, floors, swaps, and collars. These instruments are purchased and/or sold to reduce the Company's exposure to changing interest rates. The Company marks to market the value of its derivative financial instruments and reflects gain or loss in earnings in the period of change or in other comprehensive income (loss). The Company was not utilizing any derivative instruments as of March 31, 2011 and March 31, 2010.

Comprehensive Income

The "Comprehensive Income" topic of the FASB ASC establishes standards for the reporting and display of comprehensive income and its components in the financial statements. Other comprehensive income (loss) refers to revenues, expenses, gains, and losses that generally accepted accounting principles recognize as changes in value to an enterprise but are excluded from net income. For the Company, comprehensive income includes net income and changes in fair value of its available-for-sale investment securities and cash flow hedges.

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2. Investment Securities

The amortized cost, fair values, and unrealized gains and losses of the securities available-for-sale are as follows:

March 31, 2011	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair/Book Value
Securities of U.S. Government Agencies	$252,833	$245	$2,201	$250,877
Obligations of States and Political Subdivisions	6,358	-	-	6,358
Mortgage Backed Securities	200,365	5,415	1,911	203,869
Other	6,523	-	-	6,523
Total	$466,079	$5,660	$4,112	$467,627

December 31, 2010	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair/Book Value
Securities of U.S. Government Agencies	$237,944	$305	$1,930	$236,319
Obligations of States and Political Subdivisions	6,378	-	-	6,378
Mortgage Backed Securities	181,228	6,028	1,619	185,637
Other	6,522	-	-	6,522
Total	$432,072	$6,333	$3,549	$434,856

The book values, estimated fair values and unrealized gains and losses of investments classified as held-to-maturity are as follows:

March 31, 2011	Book Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Obligations of States and Political Subdivisions	$61,094	$1,644	$95	$62,643
Mortgage Backed Securities	1,950	70	-	2,020
Other	2,272	-	-	2,272
Total	$65,316	$1,714	$95	$66,935

December 31, 2010	Book Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Obligations of States and Political Subdivisions	$60,439	$1,258	$241	$61,456
Mortgage Backed Securities	2,218	85	-	2,303
Other	2,280	-	-	2,280
Total	$64,937	$1,343	$241	$66,039

Fair values are based on quoted market prices or dealer quotes. If a quoted market price or dealer quote is not available, fair value is estimated using quoted market prices for similar securities.

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The remaining principal maturities of debt securities as of March 31, 2011 are shown in the following tables. Mortgage-Backed Securities are presented based on expected maturities. Expected maturities may differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Securities Available-for-Sale March 31, 2011	Within 1 Year	After 1 but Within 5	After 5 but Within 10	Over 10 years	Total Fair Value
Securities of U.S. Government Agencies	$ -	$ 240,030	$ 10,847	$ -	$250,877
Obligations of States and Political Subdivisions	-	-	-	6,358	6,358
Mortgage Backed Securities	-	-	73,252	130,617	203,869
Other	6,523	-	-	-	6,523
Total	$ 6,523	$ 240,030	$ 84,099	$ 136,975	$467,627

Securities Held-to-Maturity March 31, 2011	Within 1 Year	After 1 but Within 5	After 5 but Within 10	Over 10 years	Total Book Value
Obligations of States and Political Subdivisions	$ 1,511	$ 6,883	$ 40,825	$ 11,875	$61,094
Mortgage Backed Securities	-	1,950	-	-	1,950
Other	-	-	7	2,265	2,272
Total	$ 1,511	$ 8,833	$ 40,832	$ 14,140	$65,316

The following tables show those investments with gross unrealized losses and their market value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at the dates indicated.

	Less Than 12 Months		12 Months or More		Total	
March 31, 2011	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Securities of U.S. Government Agencies	$160,473	$2,201	$-	$-	$160,473	$2,201
Obligations of States and Political Subdivisions	4,560	95	-	-	4,560	95
Mortgage Backed Securities	87,534	1,912	-	-	87,534	1,912
Other	-	-	-	-	-	-
Total	$252,567	$4,208	$-	$-	$252,567	$4,208

	Less Than 12 Months		12 Months or More		Total	
December 31, 2010	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Securities of U.S. Government Agencies	$145,844	$1,930	$-	$-	$145,844	$1,930
Obligations of States and Political Subdivisions	6,165	241	-	-	6,165	241
	44,479	1,619	-	-	44,479	1,619

Mortgage Backed Securities						
Total	$196,488	$3,790	$-	$-	$196,488	$3,790

As of March 31, 2011, the Company held 243 investment securities of which 47 were in a loss position for less than twelve months. No securities were in a loss position for twelve months or more. Management periodically evaluates each investment security for other-than-temporary impairment relying primarily on industry analyst reports and observations of market conditions and interest rate fluctuations. Management believes it will be able to collect all amounts due according to the contractual terms of the underlying investment securities.

As of March 31, 2011, securities carried at $383,848,000 were pledged to secure public deposits, FHLB borrowings, and other government agency deposits as required by law. This amount at December 31, 2010, was $346,258,000.

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Securities of U.S. Government Agencies and Obligations of States and Political Subdivisions
The unrealized losses on the Company's investments in securities of U.S. government agencies and obligations of states and political subdivisions were caused by interest rate increases. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the amortized cost of the investment. Because the Company does not intend to sell the securities and it is more likely than not that the Company will not have to sell the securities before recovery of their cost basis, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2011.

Mortgage Backed Securities
The unrealized losses on the Company's investment in mortgage backed securities were caused by interest rate increases. The contractual cash flows of these investments are guaranteed by an agency of the U.S. government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company's investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the securities and it is more likely than not that the Company will not have to sell the securities before recovery of their cost basis, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2011.

3. Allowance for Loan Losses

The following table shows the allocation of the allowance for loan losses at March 31, 2011 and December 31, 2010 by portfolio segment and by impairment methodology (in thousands):

March 31, 2011	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Unallocated	Total
Allowance for Credit Losses:										
Beginning Balance	$7,631	$1,539	$2,160	$1,164	$3,724	$6,733	$9,084	$216	$10	$32,261
Charge-Offs	-	-	-	(304)	(99)	-	(36)	(35)		(474)
Recoveries	-	-	-	-	2	-	5	12		19
Provision	(1,801)	932	547	228	18	551	(41)	(2)	93	525
Ending Balance	$5,830	$2,471	$2,707	$1,088	$3,645	$7,284	$9,012	$191	$103	$32,331
Ending Balance Individually Evaluated for Impairment	19	365	-	-	203	150	66	9	-	812
Ending Balance Collectively Evaluated for Impairment	5,811	2,106	2,707	1,088	3,442	7,134	8,946	182	103	31,519

Loans:										
Ending Balance	$324,582	$255,961	$37,260	$106,612	$57,083	$210,886	$167,313	$7,920	$-	$1,167,617
Ending Balance Individually Evaluated for Impairment	302	1,797	-	823	437	778	280	59	-	4,476
Ending Balance Collectively Evaluated for Impairment	324,280	254,164	37,260	105,789	56,646	210,108	167,033	7,861	-	1,163,141

December 31, 2010	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Unallocated	Total
Allowance for Credit Losses:										
Ending Balance Allocated to Portfolio Segments	$7,631	$1,539	$2,160	$1,164	$3,724	$6,733	$9,084	$216	$10	$32,261
Ending Balance Individually Evaluated for Impairment	3,425	365	850	298	-	150	84	-	-	5,172
Ending Balance Collectively Evaluated for Impairment	4,206	1,174	1,310	866	3,724	6,583	9,000	216	10	27,089
Loans:										
Ending Balance	$316,271	$254,575	$37,486	$103,574	$58,971	$231,150	$165,263	$8,712	$-	$1,176,002
Ending Balance Individually Evaluated for Impairment	22,107	1,797	6,193	1,824	13	750	277	-	-	32,961
	294,164	252,778	31,293	101,750	58,958	230,400	164,986	8,712	-	1,143,041

Ending Balance Collectively Evaluated for Impairment

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The following table shows the loan portfolio allocated by management's internal risk ratings at March 31, 2011 and December 31, 2010 (in thousands):

March 31, 2011		Pass		Special Mention		Substandard		Total Loans
Loans:								
Commercial Real Estate	$	289,300	$	11,394	$	23,888	$	324,582
Agricultural Real Estate		230,232		16,552		9,177		255,961
Real Estate Construction		27,526		3,217		6,517		37,260
Residential 1st Mortgages		104,187		1,094		1,331		106,612
Home Equity Lines & Loans		56,235		-		848		57,083
Agricultural		181,725		19,426		9,735		210,886
Commercial		158,055		7,152		2,106		167,313
Consumer & Other		7,154		-		766		7,920
Total	$	1,054,414	$	58,835	$	54,368	$	1,167,617

December 31, 2010		Pass		Special Mention		Substandard		Total Loans
Loans:								
Commercial Real Estate	$	281,868	$	9,846	$	24,557	$	316,271
Agricultural Real Estate		237,127		14,563		2,885		254,575
Real Estate Construction		27,734		3,217		6,535		37,486
Residential 1st Mortgages		100,709		1,099		1,766		103,574
Home Equity Lines & Loans		58,632		-		339		58,971
Agricultural		218,165		11,521		1,464		231,150
Commercial		160,045		2,965		2,253		165,263
Consumer & Other		8,498		-		214		8,712
Total	$	1,092,778	$	43,211	$	40,013	$	1,176,002

See "Note 1. Significant Accounting Policies - Allowance for Loan Losses" for a description of the internal risk ratings used by the Company. There were no loans outstanding at March 31, 2011 and December 31, 2010 rated doubtful or loss.

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The following table shows an aging analysis of the loan portfolio by the time past due at March 31, 2011 and December 31, 2010 (in thousands):

March 31, 2011	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total Loans
Loans:						
Commercial Real Estate	$2,957	$-	$302	$3,259	$321,323	$324,582
Agricultural Real Estate	444	-	1,797	2,241	253,720	255,961
Real Estate Construction		-		-	37,260	37,260
Residential 1st Mortgages	651	-	715	1,366	105,246	106,612
Home Equity Lines & Loans	381	-	414	795	56,288	57,083
Agricultural	3,995	-	47	4,042	206,844	210,886
Commercial	1,316	-	280	1,596	165,717	167,313
Consumer & Other	55	-	59	114	7,806	7,920
Total	$9,799	$-	$3,614	$13,413	$1,154,204	$1,167,617

December 31, 2010	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total Loans
Loans:						
Commercial Real Estate	$-	$-	$2,348	$2,348	$313,923	$316,271
Agricultural Real Estate	-	-	1,797	1,797	252,778	254,575
Real Estate Construction	-	-	-	-	37,486	37,486
Residential 1st Mortgages	797	-	954	1,751	101,823	103,574
Home Equity Lines & Loans	526	-	-	526	58,445	58,971
Agricultural	47	-	-	47	231,103	231,150
Commercial	275	-	207	482	164,781	165,263
Consumer & Other	44	-	2	46	8,666	8,712
Total	$1,689	$-	$5,308	$6,997	$1,169,005	$1,176,002

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The following table shows information related to impaired loans at and for the periods ended March 31, 2011 and December 31, 2010 (in thousands):

March 31, 2011	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial Real Estate	$300	$300	$-	$658	$-
Agricultural Real Estate	975	974	-	975	-
Real Estate Construction	-	-	-	-	-
Residential 1st Mortgages	804	1,117	-	1,170	1
Home Equity Lines & Loans	255	260	-	133	1
Agricultural	48	47	-	32	3
Commercial	215	215	-	225	-
Consumer & Other	21	21	-	15	-
	$2,618	$2,934	$-	$3,208	$5
With an allowance recorded:					
Commercial Real Estate	$25	$212	$19	$810	$-
Agricultural Real Estate	826	822	365	826	-
Real Estate Construction	-	-	-	-	-
Residential 1st Mortgages	-	-	-	-	-
Home Equity Lines & Loans	207	207	203	174	-
Agricultural	731	731	150	733	14
Commercial	67	67	66	67	-
Consumer & Other	38	38	9	26	-
	$1,894	$2,077	$812	$2,636	$14
Total	$4,512	$5,011	$812	$5,844	$19

December 31, 2010	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial Real Estate	$12,218	$12,442	$-	$9,259	$227
Agricultural Real Estate	975	974	-	867	-
Real Estate Construction	3,092	3,093	-	3,276	71
Residential 1st Mortgages	857	1,197	-	742	26
Home Equity Lines & Loans	36	42	-	359	2
Agricultural	-	-	-	430	-
Commercial	140	140	-	1,124	-
Consumer & Other	-	-	-	1	-
	$17,318	$17,888	$-	$16,058	$326
With an allowance recorded:					
Commercial Real Estate	$9,907	$9,909	$3,425	$5,141	$360
Agricultural Real Estate	826	823	365	417	27
Real Estate Construction	3,100	3,100	850	1,308	41
Residential 1st Mortgages	952	997	298	294	8
Home Equity Lines & Loans	-	-	-	3	-
Agricultural	750	750	150	188	24
Commercial	137	136	84	34	3

Consumer & Other	-	-	-	-	-
	$15,672	$15,715	$5,172	$7,385	$463
Total	$32,990	$33,603	$5,172	$23,443	$789

Total recorded investment shown in the prior table will not equal the total ending balance of loans individually evaluated for impairment on the allocation of allowance table. This is because the calculation of recorded investment takes into account charge-offs, net deferred loans fees & costs, unamortized premium or discount, and accrued interest.

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The Company does not have commitments to lend additional funds to borrowers with loans whose terms were modified in troubled debt restructurings.

4. Fair Value of Financial Instruments

Generally accepted accounting principles require disclosure of fair value information about financial instruments, whether or not recognized on the balance sheet, for which it is practical to estimate that value. 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.

The following table summarizes the book value and estimated fair value of financial instruments as follows:

	March 31, 2011		December 31, 2011	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets:				
Cash and Cash Equivalents	$58,039	$58,039	$60,660	$60,660
Investment Securities Available-for-Sale	467,627	467,627	434,856	434,856
Investment Securities Held-to-Maturity	65,316	66,053	64,937	65,279
Loans, Net of Deferred Loan Origination Fees and Allowance	1,135,286	1,163,597	1,143,741	1,177,026
Bank Owned Life Insurance	46,035	46,035	45,584	45,584
Accrued Interest Receivable	7,320	7,320	7,104	7,104
Liabilities:				
Deposits:				
Non-Interest Bearing	317,053	317,053	343,482	343,482
Interest-Bearing	1,261,195	1,262,598	1,223,021	1,224,760
FHLB Advances & Securities Sold Under Agreement to Repurchase	60,576	64,119	60,591	64,640
Subordinated Debentures	10,310	4,288	10,310	4,372
Accrued Interest Payable	1,343	1,343	1,411	1,411

The methods and assumptions used to estimate the fair value of each class of financial instrument listed in the table above are explained below.

Cash and Cash Equivalents: The carrying amounts reported in the balance sheet for cash and due from banks, federal funds sold, and securities purchased under agreements to resell are a reasonable estimate of fair value.

Investment Securities: Fair values for investment securities are based on quoted market prices or dealer quotes, where available. If quoted market prices or dealer quotes are not available, fair values are based on quoted market prices of comparable instruments.

Loans: For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values for fixed-rate loans are estimated using discounted cash flow analyses using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The carrying amount of accrued interest receivable approximates its fair value.

Bank Owned Life Insurance: The fair value of life insurance policies are based on cash surrender values at each reporting date as provided by the insurers.

Deposit Liabilities: The fair value of demand deposits, interest bearing transaction, savings and money market accounts is the amount payable on demand. The fair value of fixed-maturity certificates of deposit is estimated by discounting expected future cash flows utilizing interest rates currently being offered for deposits of similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

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Borrowings: The fair value of federal funds purchased and other short-term borrowings is approximated by the book value. The fair value for Federal Home Loan Bank advances is determined using discounted future cash flows.

Subordinated Debentures: Fair values of subordinated debentures were determined based on the current market value of like-kind instruments of a similar maturity and structure.

Limitations: Fair value estimates presented herein are based on pertinent information available to management as of March 31, 2011, and December 31, 2010. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date, and; therefore, current estimates of fair value may differ significantly from the amounts presented above.

5. Fair Value Measurements

The Company follows the “Fair Value Measurement and Disclosures” topic of the FASB ASC, which establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This standard applies whenever other standards require, or permit, assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, this standard establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy is as follows:

Level 1 inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.

Level 2 inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity’s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

Securities classified as available-for-sale are reported at fair value on a recurring basis utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things.

The Company does not record all loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Once a loan is identified as individually impaired, management measures impairment in accordance with the “Receivable” topic of the FASB ASC. The fair value of impaired loans is estimated using one of several methods, including collateral value when the loan is collateral dependent, market value of similar debt, enterprise value, and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At March 31, 2011, substantially all impaired loans were evaluated based on the fair value of the collateral. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value which uses observable data, the Company records the impaired loan as nonrecurring Level 2. Otherwise, the Company records the impaired loan as nonrecurring Level 3.

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Other Real Estate ("ORE") is reported at fair value on a non-recurring basis. When the fair value of the ORE is based on an observable market price or a current appraised value which uses observable data, the Company records the ORE as nonrecurring Level 2. Otherwise, the Company records the ORE as nonrecurring Level 3. Other real estate is reported in Interest Receivable and Other Assets on the Company's Consolidated Balance Sheets.

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value for the years indicated

		Fair Value Measurements At March 31, 2011, Using		
(in thousands)	Fair Value Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities:				
Securities of U.S. Government Agencies	$250,877	$-	$250,877	$ -
Obligations of States and Political Subdivisions	6,358	-	6,358	-
Mortgage Backed Securities	203,869	-	203,869	-
Other	6,523	-	6,523	-
Total Assets Measured at Fair Value On a Recurring Basis	$467,627	$ -	$467,627	$ -

		Fair Value Measurements At December 31, 2010, Using		
(in thousands)	Fair Value Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities:				
Securities of U.S. Government Agencies	$236,319	$-	$236,319	$ -
Obligations of States and Political Subdivisions	6,378	-	6,378	-
Mortgage Backed Securities	185,637	-	185,637	-
Other	6,522	-	6,522	-
Total Assets Measured at Fair Value On a Recurring Basis	$434,856	$ -	$434,856	$ -

Fair values for Level 2 available-for-sale investment securities are based on quoted market prices for similar securities. During the periods ended March 31, 2011 and December 31, 2010, there were no transfers in or out of Levels 1 and 2.

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The following tables present information about the Company's assets and liabilities measured at fair value on a non-recurring basis and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value for the years indicated.

(in thousands)	Fair Value March 31, 2011	Fair Value Measurements At March 31, 2011, Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Agricultural Real Estate	$457	-	$457	-
Residential 1st Mortgages	549	-	549	-
Home Equity Lines and Loans	2		2	
Agricultural	581	-	581	-
Consumer	29		29	
Other Real Estate	8,228	-	8,228	-
Total Assets Measured at Fair Value On a Non-Recurring Basis	$ 9,846	$ -	$ 9,846	$ -

Impaired loans with a partial charge-off or where an allowance was established were $2.4 million with an allowance for loan losses of $812,000. Impaired loans are collateral dependent and have been adjusted to fair value based on the estimated fair value of the underlying collateral, less estimated selling costs. If the Company determines that the value of an impaired loan is less than the recorded investment in the loan, the carrying value is adjusted through a charge-off recorded through the allowance for loan losses. See "Management's Discussion and Analysis- Financial Condition – Classified Loans and Non-Performing Assets – Restructured Loans" for further discussion regarding the $10.6 million decline in the fair value of impaired loans since December 31, 2010.

ORE was $12.3 million with a valuation allowance of $4.1 million. ORE has been adjusted to estimated fair value, less estimated selling costs. At the time of foreclosure, foreclosed assets are recorded at the lower of the carrying amount of the loan or the estimated fair value less estimated selling costs. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, management periodically obtains updated valuations of the foreclosed assets and, if additional impairments are deemed necessary, the impairment is recorded in non-interest expense on the Consolidated Statements of Income.

(in thousands)	Fair Value December 31, 2010	Fair Value Measurements At December 31, 2010, Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Commercial Real Estate	$7,973	$-	$7,973	$ -
Agricultural Real Estate	458	-	458	-
Real Estate Construction	2,250	-	2,250	-

Residential 1st Mortgages	891	-	891	-
Agricultural	600	-	600	-
Commercial	52	-	52	-
Other Real Estate	8,038	-	8,038	-
Total Assets Measured at Fair Value On a Non-Recurring Basis	$ 20,262	$ -	$ 20,262	$ -

Impaired loans with a partial charge-off or where an allowance was established were $17.4 million with an allowance for loan losses of $5.2 million. Impaired loans are collateral dependent and have been adjusted to fair value based on the estimated fair value of the underlying collateral, less estimated selling costs. If the Company determines that the value of an impaired loan is less than the recorded investment in the loan, the carrying value is adjusted through a charge-off recorded through the allowance for loan losses.

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ORE was $11.7 million with a valuation allowance of $3.7 million. ORE has been adjusted to estimated fair value, less estimated selling costs. At the time of foreclosure, foreclosed assets are recorded at the lower of the carrying amount of the loan or the estimated fair value less estimated selling costs. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, management periodically obtains updated valuations of the foreclosed assets and, if additional impairments are deemed necessary, the impairment is recorded in non-interest expense on the Consolidated Statements of Income.

6. Dividends and Earnings Per Share

Farmers & Merchants Bancorp common stock is not traded on any exchange. The shares are primarily held by local residents and are not actively traded. No cash dividends were declared during the first quarter of 2011 or 2010.

Earnings per share amounts are computed by dividing net income by the weighted average number of common shares outstanding for the period. The following table calculates the earnings per share for the three months ended March 31, 2011 and 2010.

(net income in thousands)	2011	2010
Net Income	$6,126	$6,050
Average Number of Common Shares Outstanding	779,424	780,944
Per Share Amount	$7.86	$7.75

Item 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

The following is management's discussion and analysis of the major factors that influenced our financial performance for the three months ended March 31, 2011. This analysis should be read in conjunction with our 2010 Annual Report to Shareholders on Form 10-K, and with the unaudited financial statements and notes as set forth in this report.

Forward–Looking Statements

This Form 10-Q 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 located in the Company's 2010 Annual Report on Form 10-K.

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.

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Introduction

Farmers & Merchants Bancorp, or the Company, is a bank holding company formed March 10, 1999. Its subsidiary, Farmers & Merchants Bank of Central California, or the Bank, is a California state-chartered bank formed in 1916. The Bank serves the northern Central Valley of California through twenty-two banking offices and two stand-alone ATM's. The service area includes Sacramento, San Joaquin, Stanislaus and Merced Counties with branches in Sacramento, Elk Grove, Galt, Lodi, Stockton, Linden, Modesto, Turlock, Hilmar, and Merced. Substantially all of the Company's business activities are conducted within its market area.

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

Overview

The Company's primary service area encompasses the mid 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 fall and winter as crops are harvested and sold).

For the three months ended March 31, 2011, Farmers & Merchants Bancorp reported net income of $6,126,000 earnings per share of $7.86 and return on average assets of 1.32%. Return on average shareholders' equity was 14.03% for the three months ended March 31, 2011.

For the three months ended March 31, 2010, Farmers & Merchants Bancorp reported net income of 6,050,000, earnings per share of $7.75 and return on average assets of 1.38%. Return on average shareholders' equity was 14.51% for the three months ended March 31, 2010.

The primary reason for the Company's improved earnings performance in the first quarter of 2011 as compared to the same period last year was a $3.6 million decrease in the loan loss provision. This impact was partially offset by: (1) a $2.8 million decrease in gain on sale of investment securities; and (2) a $513,000 decrease in net interest income.

The following is a summary of the financial results for the three-month period ended March 31, 2011 compared to March 31, 2010.

- Net income increased 1.3% to $6,126,000 from $6,050,000.
- Earnings per share increased 1.4% to $7.86 from $7.75.
- Total assets increased 6.2% to $1.9 billion.
- Total loans increased 0.1% to $1.2 billion.
- Total deposits increased 6.2% to $1.6 billion.

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Results of Operations

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 three month periods ended March 31, 2011 and 2010.

The average yields on earning assets and average rates paid on interest-bearing liabilities have been computed on an annualized basis for purposes of comparability with full year data. 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 “taxable equivalent” 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 3. Quantitative and Qualitative Disclosures about Market Risk – Interest Rate Risk.”

Net interest income decreased 2.7% to $18.4 million during the first quarter of 2011 compared to $18.9 million for the first quarter of 2010. On a fully tax equivalent basis, net interest income decreased 2.8% and totaled $18.7 million at March 31, 2011, compared to $19.2 million at March 31, 2010. As more fully discussed below, the decrease in net interest income was primarily due to a 37 basis point decrease in net interest margin.

Net interest income on a taxable equivalent basis, expressed as a percentage of average total earning assets, is referred to as the net interest margin. For the quarter ended March 31, 2011, the Company’s net interest margin was 4.43% compared to 4.80% for the quarter ended March 31, 2010. This decrease in net interest margin was due primarily to: (1) a decline in the yield on most earning assets, most particularly the yield on mortgage backed securities; and (2) a decline in average loans as a percentage of average earning assets.

Loans, generally the Company’s highest earning assets, increased $1.6 million as of March 31, 2011, compared to March 31, 2010. On an average balance basis, loans decreased by $25.7 million for the quarter ended March 31, 2011. Loans decreased from 72.7% of average earning assets at March 31, 2010 to 67.5% at March 31, 2011. As a result of the lagging impact of decreases in market interest rates from mid-September 2007 through December 2008, and the continuing low rate environment since then, the year-to-date yield on the Company’s loan portfolio declined to 6.14% for the quarter ended March 31, 2011, compared to 6.20% for the quarter ended March 31, 2010. The decrease in loan balances and yield resulted in interest revenue from loans decreasing 3.2% to $17.5 million for quarter ended March 31, 2011. 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 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. Since the risk factor for investments is typically lower than that of loans, the yield earned on investments is generally less than that of loans. Average investment securities totaled $503.4 million for the quarter ended March 31, 2011; an increase of $99.8 million compared to the average balance for the quarter ended March 31, 2010. Interest income on securities decreased $409,000 to $3.3 million for the quarter ended March 31, 2011, compared to $3.7 million for the quarter ended March 31, 2010. The average investment portfolio yield, on a tax equivalent (TE) basis, was 2.6% for the quarter ended March 31, 2011, compared to 3.7% for the quarter ended March 31, 2010. This decrease in yield was primarily due to the sale of higher yielding mortgage-backed securities during the first quarter of 2010 and the Company's decision to shorten the maturities of new investment purchases to protect against future increases in market interest rates. See "Financial Condition – Investment Securities" for a discussion of the Company's investment strategy in 2011. 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 Statement of Income because of adjustments that relate to income on securities that are exempt from federal income taxes.

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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 balances sheet) 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. Average Federal Funds Sold (which includes interest earning balances at the FRB) for the quarter ended March 31, 2011, was $54.2 million, an increase of $14.9 million compared to the average balance for the quarter ended March 31, 2010. Interest income on Federal Funds Sold for the quarter ended March 31, 2011, increased $14,000 to $34,000 compared to the quarter ended March 31, 2010.

Average interest-bearing sources of funds increased $56.4 million or 4.4% during the first quarter of 2011. Of that increase: (1) interest-bearing transaction deposits increased $30.9 million; (2) savings and money market deposits increased $40.8 million; (3) time deposits decreased $14.2 million; (3) securities sold under agreement to repurchase remained unchanged (see "Financial Condition - Securities Sold Under Agreement to Repurchase"); (5) Federal Home Loan Bank ("FHLB") Advances decreased $1.1 million (see "Financial Condition – Federal Home Loan Bank Advances and Federal Reserve Bank Borrowings"); and (4) subordinated debt remained unchanged (see "Financial Condition – Subordinated Debentures").

During the first quarter of 2011, the Company was able to grow average interest bearing deposits by $57.5 million. See "Financial Condition – Deposits" for a discussion of trends in the Company's deposit base. Total interest expense on deposits was $1.5 million for the first quarter of 2011 as compared to $2.0 million for the first quarter of 2010. The average rate paid on interest-bearing deposits was 0.50% for the first quarter of 2011 compared to 0.67% for the first quarter of 2010. The Company anticipates that this decline in deposit rates, if any, will be much more modest through the remainder of 2011.

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

	Three Months Ended March 31, 2011			Three Months Ended March 31, 2010		
Assets	Balance	Interest	Rate	Balance	Interest	Rate
Federal Funds Sold and Securities Purchased Under Agreements to Resell	$ 54,253	$ 34	0.25 %	$ 39,374	$ 20	0.21 %
Investment Securities Available-for-Sale						
U.S. Agencies	243,011	693	1.14 %	141,639	579	1.64 %
Municipals - Non-Taxable	6,369	119	7.47 %	7,686	145	7.56 %
Mortgage Backed Securities	184,526	1,621	3.51 %	181,451	2,030	4.48 %
Other	4,389	2	0.18 %	3,418	6	0.70 %
Total Investment Securities Available-for-Sale	438,295	2,435	2.22 %	334,194	2,760	3.30 %
Investment Securities Held-to-Maturity						
Municipals - Non-Taxable	60,764	869	5.72 %	64,030	932	5.82 %
Mortgage Backed Securities	2,099	20	3.81 %	3,412	32	3.75 %
Other	2,276	5	0.88 %	1,990	13	2.61 %
Total Investment Securities Held-to-Maturity	65,139	894	5.49 %	69,432	977	5.63 %
Loans						
Real Estate	711,248	11,149	6.36 %	721,440	11,371	6.39 %
Home Equity Line and Loans	58,080	834	5.82 %	65,169	949	5.91 %
Agricultural	209,762	3,045	5.89 %	199,215	2,986	6.08 %
Commercial	169,181	2,342	5.61 %	185,988	2,624	5.72 %
Consumer	7,491	135	7.31 %	9,335	148	6.43 %
Other	734	3	1.66 %	1,030	3	1.18 %
Total Loans	1,156,496	17,508	6.14 %	1,182,177	18,081	6.20 %
Total Earning Assets	1,714,183	$ 20,871	4.94 %	1,625,177	$ 21,839	5.45 %
Unrealized Gain (Loss) on Securities Available-for-Sale	1,512			8,022		
Allowance for Loan Losses	(32,311)			(31,188)		
Cash and Due From Banks	29,922			28,928		
All Other Assets	136,461			128,064		
Total Assets	$ 1,849,767			$ 1,759,003		

Liabilities & Shareholders' Equity												
Interest Bearing Deposits												
Interest Bearing DDA	$	208,435	$	73	0.14	%	$	177,518	$	72	0.16	%
Savings and Money Market		483,557		423	0.35	%		442,779		561	0.51	%
Time Deposits		565,919		1,050	0.75	%		580,143		1,343	0.94	%
Total Interest Bearing Deposits		1,257,911		1,546	0.50	%		1,200,440		1,976	0.67	%
Securities Sold Under Agreement to Repurchase		60,000		530	3.58	%		60,000		530	3.58	%
Other Borrowed Funds		586		8	5.54	%		1,681		9	2.17	%
Subordinated Debentures		10,310		81	3.19	%		10,310		80	3.15	%
Total Interest Bearing Liabilities		1,328,807	$	2,165	0.66	%		1,272,431	$	2,595	0.83	%
Interest Rate Spread					4.28	%					4.62	%
Demand Deposits (Non-Interest Bearing)		315,093						291,383				
All Other Liabilities		31,224						28,364				
Total Liabilities		1,675,124						1,592,178				
Shareholders' Equity		174,643						166,825				
Total Liabilities & Shareholders' Equity	$	1,849,767					$	1,759,003				
Impact of Non-Interest Bearing Deposits and Other Liabilities					0.15	%					0.18	%
Net Interest Income and Margin on Total Earning Assets				18,706	4.43	%				19,244	4.80	%
Tax Equivalent Adjustment				(340)						(365)		
Net Interest Income			$	18,366	4.35	%			$	18,879	4.71	%

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 $359,000 and $246,000 for the quarters ended March 31, 2011 and 2010, respectively. Yields on securities available-for-sale are based on historical cost.

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Farmers & Merchants Bancorp
Volume and Rate Analysis of Net Interest Revenue
(Rates on a Taxable Equivalent Basis)

(in thousands)	Three Months Ended Mar. 31, 2011 compared to Mar. 31, 2010		
Interest Earning Assets	Volume	Rate	Net Chg.
Federal Funds Sold and Securities Purchased Under Agreements to Resell	$ 8	6	$ 14
Investment Securities Available-for-Sale			
U.S. Agencies	197	(83)	114
Municipals - Non-Taxable	(24)	(2)	(26)
Mortgage Backed Securities	33	(442)	(409)
Other	2	(6)	(4)
Total Investment Securities Available-for-Sale	208	(533)	(325)
Investment Securities Held-to-Maturity			
Municipals - Non-Taxable	(47)	(17)	(64)
Mortgage Backed Securities	(13)	1	(12)
Other	2	(10)	(8)
Total Investment Securities Held-to-Maturity	(58)	(26)	(84)
Loans			
Real Estate	(160)	(62)	(222)
Home Equity	(102)	(13)	(115)
Agricultural	156	(97)	59
Commercial	(233)	(49)	(282)
Consumer	(33)	20	(13)
Total Loans	(372)	(201)	(573)
Total Earning Assets	(214)	(754)	(968)
Interest Bearing Liabilities			
Interest Bearing Deposits			
Transaction	12	(11)	1
Savings and Money Market	49	(187)	(138)
Time Deposits	(32)	(261)	(293)
Total Interest Bearing Deposits	29	(459)	(430)
Other Borrowed Funds	(9)	8	(1)
Subordinated Debentures	-	1	1
Total Interest Bearing Liabilities	20	(450)	(430)
Total Change	$ (234)	$ (304)	$ (538)

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.

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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 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" of the Company's 2010 Annual Report on Form 10-K. 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.

Allowance for Loan Losses

The allowance for loan losses is an estimate of credit losses inherent in the Company's loan portfolio as of the balance-sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of two primary components, specific reserves related to impaired loans and general reserves for inherent losses related to loans that are not impaired.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. Loans determined to be impaired are individually evaluated for impairment. When a loan is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral.

A restructuring of a loan constitutes a troubled debt restructuring (TDR) if the Company for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

Generally, the Company will not restructure loans for customers unless: (i) the existing loan is brought current as to principal and interest payments; and (ii) the restructured loan can be underwritten to reasonable underwriting standards. If these standards are not met other actions will be pursued (e.g., foreclosure) to collect outstanding loan amounts. After restructure a determination is made whether the loan will be kept on accrual status based upon the underwriting of the restructured credit.

The determination of the general reserve for loans that are not impaired is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, and qualitative factors to include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include: (1) commercial real estate; (2) agricultural real estate; (3) real estate construction (including land and development loans); (4) residential 1st mortgages; (5) home equity lines and loans; (6) agricultural; (7) commercial; and (8) consumer & other. See “Financial Condition – Loans” for examples of loans made by the Company. The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine the Company's overall allowance, which is included on the consolidated balance sheet.

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The Company assigns a risk rating to all loans and periodically performs detailed reviews of all such loans over a certain threshold to identify credit risks and to assess the overall collectability of the portfolio. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan. These risk ratings are also subject to examination by independent specialists engaged by the Company. The risk ratings can be grouped into five major categories, defined as follows:

Pass – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

Special Mention – A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

Substandard – A substandard loan is not adequately protected by the current financial condition and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well-defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful – Loans classified doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable or improbable.

Loss – Loans classified as loss are considered uncollectible. Once a loan becomes delinquent and repayment becomes questionable, the Company will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Bank will estimate its probable loss and immediately charge-off some or all of the balance.

The general reserve component of the allowance for loan losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk; (2) historical losses; and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below:

Commercial Real Estate – Commercial real estate mortgage loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

Agricultural Real Estate and Agricultural – Loans secured by crop production, livestock and related real estate are vulnerable to two risk factors that are largely outside the control of Company and borrowers: commodity prices and weather conditions.

Real Estate Construction – Real Estate Construction loans, including land loans, generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

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Commercial – Commercial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Residential 1st Mortgages and Home Equity Lines and Loans – The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments, although this is not always true as evidenced by the period 2007 through 2010. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

Consumer & Other – A consumer installment loan portfolio is usually comprised of a large number of small loans scheduled to be amortized over a specific period. Most installment loans are made for consumer purchases. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

In addition, the Company's and Bank's regulators, including the FRB, DFI and FDIC, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

Provision for Loan Losses
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 as much as 60% and the economic stress has spread from residential real estate to other industry segments such as autos and commercial real estate. Unemployment levels remain above 15% in some areas. Accordingly, during the second quarter of 2009, management and the Board of Directors began significantly increasing the Company's loan loss allowance and as of March 31, 2011, the balance was $32.3 million or 2.77% of total loans. As of March 31, 2010, the allowance for loan losses was $33.2 million, which represented 2.85% of total loans. Although, in management's opinion, the Company's levels of net charge-offs and non-performing assets as of March 31, 2011, compare very favorably to our peers at the present time, no significant recovery has yet begun in our local markets and this has resulted in continuing borrower stress.

The provision for loan losses totaled $525,000 for the first quarter of 2011 compared to $4.1 million for the first quarter of 2010. Net charge-offs during the first quarter of 2011 were $455,000 compared to $736,000 in the first quarter of 2010. Net charge-offs represented 0.04% of average loans at March 31, 2011, a level that, in management's opinion, compares very favorably to the Company's peers at the present time. See "Overview – Looking Forward: 2011 and Beyond", "Critical Accounting Policies and Estimates – Allowance for Loan Losses" and "Item 7A. Quantitative and Qualitative Disclosures About Market Risk-Credit Risk" located in the Company's 2010 Annual Report on Form 10-K.

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After reviewing all factors above, based upon information currently available, management concluded that the allowance for loan losses as of March 31, 2011, was adequate.

Allowance for Loan Losses (in thousands)	Three Months Ended March 31, 2011	2010
Balance at Beginning of Period	$32,261	$29,813
Provision Charged to Expense	525	4,115
Recoveries of Loans Previously Charged Off	19	30
Loans Charged Off	(474)	(766)
Balance at End of Period	$32,331	$33,192

The table below breaks out current quarter activity by portfolio segment.

March 31, 2011	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Unallocated	Total
Allowance for Credit Losses:										
Beginning Balance	$ 7,631	$ 1,539	$ 2,160	$ 1,164	$3,724	$ 6,733	$ 9,084	$ 216	$ 10	$32,261
Charge-Offs	-	-	-	(304)	(99)	-	(36)	(35)		(474)
Recoveries	-	-	-	-	2	-	5	12		19
Provision	(1,801)	932	547	228	18	551	(41)	(2)	93	525
Ending Balance	$ 5,830	$ 2,471	$ 2,707	$ 1,088	$3,645	$ 7,284	$ 9,012	$ 191	$ 103	$32,331

Overall, the Allowance for Credit Losses as of March 31, 2011 increased a modest $70,000 over December 31, 2010. However, the allowance allocated to the following categories of loans did change materially during the quarter:

- Commercial Real Estate allowance balances declined $1.8 million. See “Management’s Discussion and Analysis - Financial Condition – Classified Loans and Non-Performing Assets – Restructured Loans” for further discussion regarding the $24.5 million decline in impaired loans to one borrower that occurred primarily in the commercial real estate and real estate construction categories.

- Agricultural and Agricultural Real Estate allowance balances increased $1.5 million. See “Management’s Discussion and Analysis - Financial Condition – Classified Loans and Non-Performing Assets” for further discussion regarding the increase in special mention and substandard loans in these loan categories.

See “Note 3. Allowance for Loan Losses” for additional details regarding the provision and allowance for loan losses.

Non-Interest Income

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

Overall, non-interest income decreased $2.9 million or 46.6% for the three months ended March 31, 2011, compared to the same period of 2010. This decrease was primarily due to no gain on sale of investment securities for the first quarter of 2011 compared to a gain of $2.8 million for the first quarter of 2010. Other factors impacting the change in non-interest income were: (1) a $221,000 decline in service charges on deposit accounts primarily NSF/OD fees; (2) a $210,000 increase in the net gain on deferred compensation investments; and (3) a $120,000 decline in other non-interest income.

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Balances in non-qualified deferred compensation plans may be invested in financial instruments whose market value fluctuates based upon 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.

Non-Interest Expense

Non-interest expense for the Company includes expenses for: (1) salaries and employee benefits; (2) occupancy; (3) equipment; (4) supplies; (5) legal fees; (6) professional services; (7) data processing; (8) marketing; (9) deposit insurance; and (10) other miscellaneous expenses.

Overall, non-interest expense increased $83,000 or 0.7% for the three months ended March 31, 2011, compared to the same period in 2010. This increase was primarily comprised of: (1) a $210,000 increase in the net gain on deferred compensation investments; (2) a $113,000 increase in equipment cost related to software and hardware maintenance contracts; and (3) a $121,000 increase in ORE holding costs due to higher ORE valuation adjustments and legal costs. These increases were partially offset by a $327,000 decrease in FDIC insurance expense.

Balances in non-qualified deferred compensation plans may be invested in financial instruments whose market value fluctuates based upon 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.

Income Taxes

The provision for income taxes increased 0.2% to $3.6 million for the first quarter of 2011 compared to the first quarter of 2010. The effective tax rate for the first quarter of 2011 was 37.1% compared to 37.3% for the first quarter of 2010. The Company's effective tax rate fluctuates from quarter to quarter due primarily to changes in the mix of taxable and tax-exempt earning sources. 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 retirement 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

This section discusses material changes in the Company's balance sheet at March 31, 2011, as compared to December 31, 2010 and to March 31, 2010. As previously discussed (see "Overview") the Company's financial condition can be influenced by the seasonal banking needs of its agricultural customers.

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 and bonds.

The Company's investment portfolio at March 31, 2011 was $532.9 million compared to $499.8 million at the end of 2010, an increase of $33.2 million or 6.6%. At March 31, 2010, the investment portfolio totaled $397.1 million. 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. The mix of the investment portfolio has changed over the past year. To protect against anticipated increases in market interest rates, the Company has reduced the weighted average maturity on its investment portfolio by selling mortgage-backed securities and reinvesting in lower yielding, shorter term U.S. agency securities.

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The Company's total investment portfolio currently represents 28.6% of the Company's total assets as compared to 27.1% at December 31, 2010 and 22.7% at March 31, 2010.

As of March 31, 2011 the Company held $67.5 million of municipal investments, of which $52.2 million were bank-qualified municipal bonds, all classified as held-to-maturity. No purchases of bank-qualified municipal bonds have been made for several years, but the increasing financial problems being experienced by certain municipalities, along with the financial stresses exhibited by some of the large monoline bond insurers, has increased the overall risk associated with bank-qualified municipal bonds. As of March 31, 2011 eighty-seven percent of the Company's bank-qualified municipal bonds have an underlying credit rating, and all of these ratings are "investment grade." Of the thirteen percent of the portfolio that is not rated, the Company monitors the status of these issuers and at the current time does not believe any of them to be exhibiting financial problems that could result in a loss in any individual security.

Not included in the investment portfolio are overnight investments in Federal Funds Sold. Average Federal Funds Sold (including interest earning balances at the FRB) for the quarter ended March 31, 2011, was $54.3 million compared to $39.4 million for the quarter ended March 31, 2010. 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.

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 March 31, 2011, December 31, 2010 and March 31, 2010, 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.

Loans
Loans can be categorized by borrowing purpose and use of funds. Common examples of loans made by the Company include:

Commercial and Agricultural Real Estate - These are loans secured by farmland, commercial real estate, multifamily residential properties, and other non-farm, non-residential properties within our market area. Commercial mortgage term loans can be made if the property is either income producing or scheduled to become income producing based upon acceptable pre-leasing, and the income will be the Bank's primary source of repayment for the loan. Loans are made both on owner occupied and investor properties; generally do not exceed 15 years (and may have pricing adjustments on a shorter timeframe); have debt service coverage ratios of 1.00 or better with a target of greater than 1.20; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Real Estate Construction - These are loans for development and construction (the Company generally requires the borrower to fund the land acquisition) and are secured by commercial or residential real estate. These loans are generally made only to experienced local developers with whom the Bank has a successful track record; for projects in our service area; with LTV's below 75%; and where the property can be developed and sold within 2 years.

Commercial construction loans are made only when there is a written take-out commitment from the Bank or an acceptable financial institution or government agency. Most acquisition, development and construction loans are tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan.

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Residential 1st Mortgages - These are loans primarily made on owner occupied residences; generally underwritten to income and LTV guidelines similar to those used by FNMA and FHLMC; however, we will make loans on rural residential properties up to 20 acres. Most residential loans have terms from ten to twenty years and carry fixed rates priced off of treasury rates. The Company has always underwritten mortgage loans based upon traditional underwriting criteria and does not make loans that are known in the industry as "subprime," "no or low doc," or "stated income."

Home Equity Lines and Loans - These are loans made to individuals for home improvements and other personal needs. Generally, amounts do not exceed $250,000; CLTV's do not exceed 80%; FICO scores are at or above 670; Total Debt Ratios do not exceed 45%; and in some situations the Company is in a 1st lien position.

Agricultural - These are loans and lines of credit made to farmers to finance agricultural production. Lines of credit are extended to finance the seasonal needs of farmers during peak growing periods; are usually established for periods no longer than 12 to 24 months; are often secured by general filing liens on livestock, crops, crop proceeds and equipment; and are most often tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan. Term loans are primarily made for the financing of equipment, expansion or modernization of a processing plant, or orchard/vineyard development; have maturities from five to seven years; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Commercial - These are loans and lines of credit to businesses that are sole proprietorships, partnerships, LLC's and corporations. Lines of credit are extended to finance the seasonal working capital needs of customers during peak business periods; are usually established for periods no longer than 12 to 24 months; are often secured by general filing liens on accounts receivable, inventory and equipment; and are most often tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan. Term loans are primarily made for the financing of equipment, expansion or modernization of a plant or purchase of a business; have maturities from five to seven years; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Consumer - These are loans to individuals for personal use, and primarily include loans to purchase automobiles or recreational vehicles, and unsecured lines of credit. The Company has a very minimal consumer loan portfolio, and loans are primarily made as an accommodation to deposit customers.

Each loan type involves risks specific to the: (i) borrower; (ii) collateral; and (iii) loan structure. See "Results of Operations - Provision and Allowance for Loan Losses" for a more detailed discussion of risks by loan type. The Company's current underwriting policies and standards are designed to mitigate the risks involved in each loan type. The Company's policies require that loans are approved only to those borrowers exhibiting a clear source of repayment and the ability to service existing and proposed debt. The Company's underwriting procedures for all loan types require careful consideration of the borrower, the borrower's financial condition, the borrower's management capability, the borrower's industry, and the economic environment affecting the loan.

Most loans made by the Company are secured, but collateral is the secondary or tertiary source of repayment; cash flow is our primary source of repayment. The quality and liquidity of collateral are important and must be confirmed before the loan is made.

In order to be responsive to borrower needs, the Company prices loans: (i) on both a fixed rate and adjustable rate basis; (ii) over different terms; and (iii) based upon different rate indices; as long as these structures are consistent with the Company's interest rate risk management policies and procedures (see Item 3. Quantitative and Qualitative Disclosures About Market Risk-Interest Rate Risk).

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The Company's loan portfolio at March 31, 2011 increased $1.6 million or 0.1% from March 31, 2010, largely a reflection of the continuing slowdown in the overall economy which has affected commercial and consumer loan demand.

Loans at March 31, 2011 decreased $8.4 million from December 31, 2010, primarily as a result of the normal seasonal paydowns of loans made to the Company’s dairy customers in the fourth quarter of 2010 and the continuing slow down in the overall economy.

On an average balance basis, loans have decreased $25.7 million or 2.2% since the first quarter of 2010. The following table sets forth the distribution of the loan portfolio by type and percent as of the periods indicated.

Loan Portfolio	March 31, 2011			December 31, 2010			March 31, 2010		
(in thousands)	$	%		$	%		$	%	
Commercial Real Estate	$326,709	27.9	%	$318,341	27.0	%	$289,799	24.8	%
Agricultural Real Estate	255,961	21.9	%	254,575	21.6	%	255,137	21.8	%
Real Estate Construction	37,260	3.2	%	37,486	3.2	%	70,586	6.0	%
Residential 1st Mortgages	106,612	9.1	%	103,574	8.8	%	104,930	9.0	%
Home Equity Lines and Loans	57,083	4.9	%	58,971	5.0	%	64,583	5.5	%
Agricultural	210,886	18.0	%	231,150	19.6	%	207,043	17.7	%
Commercial	167,313	14.3	%	165,263	14.0	%	166,253	14.2	%
Consumer & Other	7,920	0.7	%	8,712	0.7	%	9,763	0.8	%
Total Gross Loans	1,169,744	100.0	%	1,178,072	100.0	%	1,168,094	100.0	%
Less: Unearned Income	2,127			2,070			2,096		
Subtotal	1,167,617			1,176,002			1,165,998		
Less: Allowance for Loan Losses	32,331			32,261			33,192		
Net Loans	$1,135,286			$1,143,741			$1,132,806		

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Classified Loans and Non-Performing Assets

All loans are assigned a credit risk grade using grading standards developed by bank regulatory agencies (see "Results of Operations - Provision and Allowance for Loan Losses" for a description of the internal risk ratings used by the Company). Loans that are judged to exhibit a higher risk profile are rated substandard, doubtful, or loss and referred to as "classified loans." These loans receive increased management attention. As of March 31, 2011, classified loans totaled $54.4 million, an increase of $14.4 million when compared to December 31, 2010.

The following table shows the loan portfolio allocated by management's internal risk ratings at March 31, 2011 and December 31, 2010. There were no loans outstanding at March 31, 2011 and December 31, 2010 rated doubtful or loss.

(in thousands)

March 31, 2011	Pass	Special Mention	Substandard	Total Loans
Loans:				
Commercial Real Estate	$ 289,300	$ 11,394	$ 23,888	$ 324,582
Agricultural Real Estate	230,232	16,552	9,177	255,961
Real Estate Construction	27,526	3,217	6,517	37,260
Residential 1st Mortgages	104,187	1,094	1,331	106,612
Home Equity Lines & Loans	56,235	-	848	57,083
Agricultural	181,725	19,426	9,735	210,886
Commercial	158,055	7,152	2,106	167,313
Consumer & Other	7,154	-	766	7,920
Total	$ 1,054,414	$ 58,835	$ 54,368	$ 1,167,617

December 31, 2010	Pass	Special Mention	Substandard	Total Loans
Loans:				
Commercial Real Estate	$ 281,868	$ 9,846	$ 24,557	$ 316,271
Agricultural Real Estate	237,127	14,563	2,885	254,575
Real Estate Construction	27,734	3,217	6,535	37,486
Residential 1st Mortgages	100,709	1,099	1,766	103,574
Home Equity Lines & Loans	58,632	-	339	58,971
Agricultural	218,165	11,521	1,464	231,150
Commercial	160,045	2,965	2,253	165,263
Consumer & Other	8,498	-	214	8,712
Total	$ 1,092,778	$ 43,211	$ 40,013	$ 1,176,002

Increases of $29.9 million in special mention and substandard loans since December 31, 2010 occurred substantially in the agricultural and agricultural real estate categories. This change was primarily due to stresses in the dairy industry from the cumulative impact of a combination of: (1) low milk prices during 2009 and the first nine months of 2010 (prices have improved substantially over the past 6 months); and (2) high feed prices. This increase in special mention and substandard loans resulted in increased provisions for credit losses in these loan categories. See "Results of Operations - Provision and Allowance for Loan Losses" for further details.

See "Note 3. Allowance for Loan Losses" for additional details regarding classified loans.

Classified loans with higher levels of credit risk can be further designated as “impaired” loans. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. See “Results of Operations - Provision and Allowance for Loan Losses” for further details. Impaired loans are either: (1) non-accrual loans; or (2) restructured loans that are still performing (i.e., accruing interest).

Non-Accrual Loans - Accrual of interest on loans is generally discontinued when a loan becomes contractually past due by 90 days or more with respect to interest or principal. 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. As of March 31, 2011, non-accrual loans totaled $3.6 million. There were no loans past due 90 days or more that were accruing.

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Restructured Loans - A restructuring of a loan constitutes a troubled debt restructuring (“TDR”) if the Company for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. If the restructured loan was current on all payments at the time of restructure and management reasonably expects the borrower will continue to perform after the restructure, management may keep the loan on accrual. As of March 31, 2011, restructured loans on accrual totaled $862,000 as compared to $27.6 million as of December 31, 2010. This decline was primarily a result of multiple commercial real estate and real estate construction loans to one borrower that totaled $24.5 million as of December 31, 2010 no longer being classified as a TDR since they were restructured at a market rate in a prior calendar year and are currently in compliance with their modified terms.

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.

The following table sets forth the amount of the Company's non-performing loans (defined as non-accrual loans plus accruing loans past due 90 days or more) and ORE as of the dates indicated.

Non-Performing Assets

(in thousands)	March 31, 2011		Dec. 31, 2010		March 31, 2010	
Non-Performing Loans	$3,614		$5,308		$5,632	
Other Real Estate	8,228		8,039		8,984	
Total Non-Performing Assets	$11,842		$13,347		$14,616	
Non-Performing Loans as a % of Total Loans	0.31	%	0.45	%	0.48	%
Allowance for Loan Losses as a % of Non-Performing Loans	894.6	%	607.8	%	589.3	%
Restructured Loans (Performing)	$862		$27,652		$110	

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 $812,000, $614,000, and $1.1 million have been established for non-performing loans at March 31, 2011, December 31, 2010 and March 31, 2010, respectively.

Foregone interest income on non-accrual loans which would have been recognized during the period, if all such loans had been current in accordance with their original terms, totaled $405,000 at March 31, 2011, $356,000 at December 31, 2010, and $181,000 at March 31, 2010.

The Company reported $8.2 million of ORE at March 31, 2011, $8.0 million at December 31, 2010, and $9.0 million at March 31, 2010. The March 31, 2011, carrying value of $8.2 million is net of a $4.1 million reserve for ORE valuation adjustments. The December 31, 2010, carrying value of $8.0 million is net of a $3.7 million reserve for ORE valuation adjustments and the March 31, 2010 carrying value of $9.0 million is net of a $3.3 million reserve for ORE valuation adjustments.

Except for those classified and non-performing loans discussed above, the Company’s management is not aware of any loans as of March 31, 2011, 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 as much as 60% and the economic stress has spread from residential real estate to other industry segments such as autos and commercial real estate. Unemployment levels remain above 15% in some areas. As a result of these conditions, 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” in the Company’s 2010 Annual Report on Form 10-K.

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Deposits

One of the key sources of funds to support earning assets (loans and investments) 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 Company's deposit balances at March 31, 2011 have increased $92.2 million or 6.2% compared to March 31, 2010. In addition to the Company's ongoing business development activities for deposits, the following factors positively impacted deposit growth since March 31, 2010: (1) 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 (2) 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, at some point, deposit customers may begin to diversify how they invest their money (e.g., move funds back into the stock market or other investments), and this could impact future deposit growth.

Although total deposits have increased a 6.2% since March 31, 2010, the Company's focus has been on increasing low cost transaction and savings accounts which have grown at a much faster pace:

- Demand and Interest-Bearing transaction accounts increased $63.2 million or 13.7% since March 31, 2010.

- Savings and money market accounts have increased $43.5 million or 9.6% since March 31, 2010.

- Time deposit accounts have decreased $14.5 million or 2.5% since March 31, 2010. This decline was the continuing result of an explicit pricing strategy adopted by the Company beginning in the second quarter of 2009 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. Beginning in April 2009 management carefully reviewed time deposit customers and reduced our deposit rates to customers that did not also have transaction, money market, and/or savings balances with us (i.e., depositors who were not "relationship customers"). Given the Company's strong deposit growth in transaction, savings and money market accounts, this time deposit decline has not presented any liquidity issues and it has significantly enhanced the Company's net interest margin and earnings.

The Company's deposit balances at March 31, 2011 have increased $11.7 million or 0.8% compared to December 31, 2010, due primarily to increased savings and money market deposits of 9.4% or $42.6 million. This increase was partially offset by: (1) decreased demand and interest-bearing transaction accounts in the amount of $16.3 million or 3.0% since December 31, 2010, due to normal seasonal cycles for the Company's agricultural customers; and (2) decreased time deposit accounts in the amount of $14.6 million or 2.5% since December 31, 2010.

Federal Home Loan Bank Advances and Federal Reserve Bank Borrowings

Lines of credit with the Federal Reserve Bank and the Federal Home Loan Bank are other key sources of funds to support earning assets (see "Item 3. Quantitative and Qualitative Disclosures About Market Risk and Liquidity Risk"). These sources of funds are also used to manage the Company'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 March 31, 2011 were $576,000 compared to $591,000 at December 31, 2010 and $635,000 at March 31, 2010. The average rate on FHLB advances during the first quarter of 2011 was 5.5% compared to 2.2% during the first quarter of 2010.

There were no amounts outstanding on the Company's line of credit with the FRB as of March 31, 2011.

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As of March 31, 2011 the Company has additional borrowing capacity of $184.8 million with the Federal Home Loan Bank and $224.6 million with the Federal Reserve Bank. Any borrowings under these lines would be collateralized with loans that have been accepted for pledging at the FHLB and FRB.

Securities Sold Under Agreement to Repurchase
Securities Sold Under Agreement to Repurchase totaled $60 million at March 31, 2011, December 31, 2010, and March 31, 2010.

On March 13, 2008, the Bank entered into a $40 million term repurchase agreement with Citigroup. 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 term repurchase agreement with Citigroup. 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. 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 and were 3.2% as of March 31, 2011, 3.2% at December 31, 2010 and 3.1% at March 31, 2010. The average rate paid for these securities for the first quarter of 2011 and 2010 was 3.2%. 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 $178.7 million at March 31, 2011, $173.2 million at December 31, 2010, and $169.5 million at March 31, 2010.

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 mandatory, and possibly discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's 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.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios set forth in the table below of Total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets (all terms as defined in the regulations). Management believes, as of March 31, 2011, that the Company and the Bank meet all capital adequacy requirements to which they are subject.

In its most recent notification from the FDIC the Bank was categorized as "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized", the Bank must maintain minimum

Total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the institution's categories.

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(in thousands) The Company:	Actual Amount	Ratio		Regulatory Capital Requirements Amount	Ratio		To Be Well Capitalized Under Prompt Corrective Action Provisions Amount	Ratio
As of March 31, 2011								
Total Capital to Risk Weighted Assets	$205,944	14.26	%	$115,599	8.0	%	N/A	N/A
Tier 1 Capital to Risk Weighted Assets	$187,754	12.99	%	$57,799	4.0	%	N/A	N/A
Tier 1 Capital to Average Assets	$187,754	10.14	%	$74,080	4.0	%	N/A	N/A

(in thousands) The Bank:	Actual Amount	Ratio		Regulatory Capital Requirements Amount	Ratio		To Be Well Capitalized Under Prompt Corrective Action Provisions Amount	Ratio	
As of March 31, 2011									
Total Capital to Risk Weighted Assets	$206,095	14.26	%	$115,594	8.0	%	$144,493	10.0	%
Tier 1 Capital to Risk Weighted Assets	$187,856	13.00	%	$57,797	4.0	%	$86,696	6.0	%
Tier 1 Capital to Average Assets	$187,856	10.15	%	$74,057	4.0	%	$92,571	5.0	%

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. 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 delayed the effective date of the 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.

During the first quarter of 2011 and 2010 the Company did not repurchase any shares. The remaining dollar value of shares that may yet be purchased under the Company’s Stock Repurchase Plan is approximately $16.0 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, 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 only are 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 Farmers & Merchants Bancorp’s Board of Directors that the proposed acquisition is fair to, and in the best interest of, all of the shareholders 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 Farmers and Merchants Bancorp’s Board of Directors at a price of $0.001 per Right. The Rights Plan will expire on August 5, 2018.

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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. These judgments govern areas such as the allowance for loan losses, the fair value of financial instruments and accounting for income taxes.

For a full discussion of the Company's critical accounting policies and estimates see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2010 Annual Report on Form 10-K.

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 the Company 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.

In the ordinary course of business, the Company enters into commitments to extend credit to its customers. As of March 31, 2011, the Company had entered into commitments with certain customers amounting to $337.8 million compared to $316.2 million at December 31, 2010 and $324.8 million at March 31, 2010. Letters of credit at March 31, 2011, December 31, 2010 and March 31, 2010, were $5.5 million, $5.6 million and $9.6 million, respectively. These commitments are not reflected in the accompanying consolidated financial statements and do not significantly impact operating results.

ITEM 3. 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.

In order to control credit risk in the loan portfolio 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. However, 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.

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.

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 historical 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.

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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.

Management believes that based upon the preceding methodology, and using information currently available, the allowance for loan losses at March 31, 2011 was adequate. 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 require increases in 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.

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 March 31, 2011, 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 3.87% if rates increase by 200 basis points and a decrease in net interest income of 0.22% if rates decline 100 basis points. Comparatively, at December 31, 2010, 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 2.86% if rates increase by 200 basis points and an increase in net interest income of 0.14% if rates decline 100 basis points. All results are within the Company's policy limits.

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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 $86.0 million and repurchase lines of $100.0 million with major banks. In addition, as of March 31, 2011 the Company has available borrowing capacity of $184.8 million at the Federal Home Loan Bank and $224.6 million at the Federal Reserve Bank.

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures designed to ensure that information is recorded and reported in all filings of financial reports. Such information is reported to the Company's management, including its Chief Executive Officer and its Chief Financial Officer to allow timely and accurate disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-15(e). In designing these controls and procedures, management recognizes that they can only provide reasonable assurance of achieving the desired control objectives. Management also evaluated the cost-benefit relationship of possible controls and procedures.

As of the end of the period covered by this report, the Company carried out an evaluation of the effectiveness of Company's disclosure controls and procedures under the supervision and with the participation of the Chief Executive Officer, the Chief Financial Officer and other senior management of the Company. The evaluation was based, in part, upon reports and affidavits provided by a number of executives. Based on the foregoing, the Company's Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect the internal controls over financial reporting subsequent to the date the Company completed its evaluation.

PART II. OTHER INFORMATION

ITEM 1. 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.

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

ITEM 1A. Risk Factors

See "Item 1A. Risk Factors" in the Company's 2010 Annual Report to Shareholders on Form 10-K. In management's opinion, there have been no material changes in risk factors since the filing of the 2010 Form 10-K.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no shares repurchased by Farmers & Merchants Bancorp during the first quarter of 2011. The remaining dollar value of shares that may yet be purchased under the Company's Stock Repurchase Plan is approximately $16.0 million.

The common stock of Farmers & Merchants Bancorp is not widely held nor 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.

ITEM 3. Defaults Upon Senior Securities

Not applicable

ITEM 4. (Removed and Reserved)

ITEM 5. Other Information

None

ITEM 6. Exhibits

See "Index to Exhibits"

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SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	FARMERS & MERCHANTS BANCORP
Date: May 5, 2011	/s/ Kent A. Steinwert Kent A. Steinwert Chairman, President & Chief Executive Officer (Principal Executive Officer)
Date: May 5, 2011	/s/ Stephen W. Haley Stephen W. Haley Executive Vice President and Chief Financial Officer (Principal Financial & Accounting Officer)

Index to Exhibits

Exhibit No.	Description
31(a)	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(b)	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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