BRASKEM SA
Form 6-K
July 11, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of July, 2008
(Commission File No. 1-14862)

BRASKEM S.A.
(Exact Name as Specified in its Charter)

N/A
(Translation of registrant's name into English)

Rua Eteno, 1561, Polo Petroquimico de Camacari
Camacari, Bahia - CEP 42810-000 Brazil
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ___X___ Form 40-F ______

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1). _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7). _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ______ No ___X___

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____.

BRAZIL S ANTI-TRUST AGENCY APPROVES BRASKEM S ACQUISITION OF THE IPIRANGA GROUP PETROCHEMICAL ASSETS

Favorable decision also includes the investment agreement between Braskem and Petrobras

São Paulo, Brazil, July 10, 2008 - **Braskem** (BOVESPA: BRKM3, BRKM5, BRKM6; NYSE: BAK; LATIBEX: XBRK), the leading company in the thermoplastic resins industry in Latin America and third-largest resin producer in the Americas, announces that Brazil s antitrust authority CADE (*Conselho Administrativo de Defesa Econômica*) today gave the final approval to the acquisition of the petrochemical assets of the Ipiranga Group by Braskem and Petrobras. The only recommendation made by CADE was to adjust the clause regarding non-competition by the sellers, which is limited to the markets where they operated.

In the same decision, CADE also approved the investment agreement, whereby Petrobras transferred to Braskem its minority interests in Copesul, Ipiranga Petroquímica, Ipiranga Química and Petroquímica Paulínia.

This decision confirms the consolidated jurisprudence in previous CADE resolutions of considering the international market as the relevant market for the petrochemical industry , says Bernardo Gradin, Braskem s CEO. The approval also marks the successful conclusion of an important stage in the process of consolidation and strengthening of the Brazilian petrochemical industry, which began in 2001 with the incorporation of Braskem, to increase the competitiveness of the production chain in the country s plastic and petrochemical industries .

The acquisition of Ipiranga and the investment agreement between Braskem and Petrobras had already received favorable opinion from the Secretariat for Economic Monitoring (SEAE - *Secretaria de Acompanhamento Econômico*), Secretariat of Economic Law (SDE - *Secretaria de Direito Econômico*), CADE Attorney s Office and the Federal Attorney General s Office.

With CADE s decision, there are no more restrictions to the management and merger of the assets involved in the acquisition. Copesul and Ipiranga have already been integrated with Braskem and should be merged by the end of 2008. This will allow the Company to accelerate the gains from the already identified synergies, estimated at US$1.1 billion in net present net value.

Braskem, a world-class Brazilian petrochemical company, is the leader in the thermoplastic resins segment in Latin America, and is the third largest Brazilian industrial company owned by the private sector. The company operates 19 manufacturing plants located throughout Brazil, and has an annual production capacity of 11 million tons of petrochemical and chemical products.

Forward-Looking Statement Disclaimer for U.S. Securities Law Purposes

This press release contains statements that are forward-looking within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are only predictions and are not guarantees of future performance. Investors are cautioned that any such

forward-looking statements are and will be, as the case may be, subject to many risks, uncertainties and factors relating to the operations and business environments of Braskem and its subsidiaries that may cause the actual results of the companies to be materially different from any future results expressed or implied in such forward-looking statements.

For further information visit our website at **www.braskem.com.br/ir** or contact the IR team:

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SIGNATURES

Pursuant to the requirements 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.

Date: July 10, 2008

BRASKEM S.A.

By: /s/ Carlos José Fadigas de Souza Filho

Name: Carlos José Fadigas de Souza Filho
Title: Chief Financial Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates offuture economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

old">

Total Past

Total

March 31, 2011

Past Due

and Still Accruing

Nonaccrual

Due

Current

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

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The following tables show information related to impaired loans for the periods indicated (in thousands):

March 31, 2012	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial Real Estate	$1,142	$1,136	$-	$1,349	$3
Agricultural Real Estate	934	1,183	-	945	-
Residential 1st Mortgages	297	309	-	758	-
Home Equity Lines & Loans	822	850	-	646	4
Agricultural	309	309	-	286	4
Commercial	239	315	-	214	-
	$3,743	$4,102	$-	$4,196	$11
With an allowance recorded:					
Commercial Real Estate	$-	$-	$-	$1,509	$-
Residential 1st Mortgages	108	109	48	54	-
Home Equity Lines & Loans	187	190	114	150	1
Agricultural	847	1,577	846	962	-
Commercial	100	106	51	102	-
Consumer & Other	22	23	22	23	-
	$1,264	$2,005	$1,081	$2,799	$1
Total	$5,007	$6,107	$1,081	$6,995	$12

December 31, 2011	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial Real Estate	$1,555	$1,547	$-	$729	$-
Agricultural Real Estate	955	974	-	1,341	-
Residential 1st Mortgages	1,219	1,272	-	936	13
Home Equity Lines & Loans	469	484	-	290	2
Agricultural	262	372	-	149	9
Commercial	188	264	-	195	1
Consumer & Other	-	-	-	5	-
	$4,648	$4,913	$-	$3,645	$25
With an allowance recorded:					
Commercial Real Estate	$3,017	$3,015	$686	$2,281	$89
Agricultural Real Estate	-	-	-	529	-
Home Equity Lines & Loans	113	119	80	117	2
Agricultural	1,076	1,791	793	1,818	25
Commercial	104	107	54	120	-
Consumer & Other	24	24	23	31	-
	$4,334	$5,056	$1,636	$4,896	$116
Total	$8,982	$9,969	$1,636	$8,541	$141

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	-
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	-
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

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 for purposes of this table only takes into account charge-offs, net deferred loans fees & costs, unamortized premium or discount, and accrued interest.

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At March 31, 2012, the Company allocated $44,000 of specific reserves to $1.3 million of troubled debt restructured loans, of which $1.2 million were performing. At December 31, 2011, the Company allocated $759,000 of specific reserves to $4.9 million of troubled debt restructured loans, of which $4.7 million were performing. The Company had no commitments at March 31, 2012 and December 31, 2011 to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

During the period ending March 31, 2012, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

Modifications involving a reduction of the stated interest rate of the loan were for periods of 5 years. Modifications involving an extension of the maturity date were for periods ranging from 6 months to15 years.

The following table presents loans by class modified as troubled debt restructured loans for the three month period ended March 31, 2012 (in thousands):

		March 31, 2012	
Troubled Debt Restructurings	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial Real Estate	1	$ 116	$ 116
Residential 1st Mortgages	3	116	110
Home Equity Lines & Loans	1	74	68
Agricultural	1	180	180
Commercial	2	126	126
Total	8	$ 612	$ 600

Prior to classifying these loans as TDR's general loss reserves of $55,000 were allocated to them under the Company's loan loss allowance methodology. At the time they were classified as TDR's charge-offs of $12,000 were recorded. Based upon individual evaluation of the loans no specific loss reserves were required at March 31, 2012.

During the twelve months ended March 31, 2012, there were no loans modified as troubled debt restructurings for which there was a payment default within twelve months following the modification. The Company considers a loan to be in payment default once it is greater than 90 days contractually past due under the modified terms.

At December 31, 2011, the Company allocated $759,000 of specific reserves to $4.9 million of troubled debt restructured loans, of which $4.7 million were performing. The Company had no commitments at December 31, 2011 and March 31, 2011 to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

During the period ending December 31, 2011, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

Modifications involving a reduction of the stated interest rate of the loan were for periods ranging from 2 years to 8 years. Modifications involving an extension of the maturity date were for periods ranging from 3 years to 10 years.

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The following table presents loans by class modified as troubled debt restructured loans for period ended December 31, 2011 (in thousands):

	December 31, 2011		
Troubled Debt Restructurings	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial Real Estate	3	$ 3,224	$ 3,224
Agricultural Real Estate	-	-	-
Real Estate Construction	-	-	-
Residential 1st Mortgages	5	995	940
Home Equity Lines & Loans	7	381	362
Agricultural	1	140	140
Commercial	2	82	82
Consumer & Other	1	24	24
Total	19	$ 4,846	$ 4,772

Prior to classifying these loans as TDR's general loss reserves of $680,000 were allocated to them under the Company's loan loss allowance methodology. At the time they were classified as TDR's charge-offs of $74,000 were recorded. Based upon individual evaluation of the loans, specific loss reserves of $758,000 were required at December 31, 2011.

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the twelve months ended December 31, 2011 (in thousands):

	December 31, 2011	
Troubled Debt Restructurings That Subsequently Defaulted	Number of Loans	Recorded Investment
Commercial Real Estate	-	$ -
Agricultural Real Estate	-	-
Real Estate Construction	-	-
Residential 1st Mortgages	-	-
Home Equity Lines & Loans	1	12
Agricultural	-	-
Commercial	-	-
Consumer & Other	-	-
Total	1	$ 12

The troubled debt restructurings that subsequently defaulted did not increase the allowance for loan losses but did result in charge offs of $12,000 during the twelve month period ending December 31, 2011.

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.

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The following tables summarize the book value and estimated fair value of financial instruments for the periods indicated:

March 31, 2012 (in thousands)	Carrying Amount	Fair Value of Financial Instruments Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Estimated Fair Value
Assets:					
Cash and Cash Equivalents	$85,705	$85,705	$-	$ -	$85,705
Investment Securities Available-for-Sale:					
Government Agency & Government-Sponsored Entities	67,342	20,970	46,372	-	67,342
Obligations of States and Political Subdivisions	5,753	-	-	5,753	5,753
Mortgage Backed Securities	448,311	-	448,311	-	448,311
Corporate Bonds	344	-	344	-	344
Other	10,067	9,657	410	-	10,067
Total Investment Securities Available-for-Sale	531,817	30,627	495,437	5,753	531,817
Investment Securities Held-to-Maturity:					
Obligations of States and Political Subdivisions	63,174	-	57,327	8,412	65,739
Mortgage Backed Securities	1,003	-	1,040	-	1,040
Other	2,239	-	2,239	-	2,239
Total Investment Securities Held-to-Maturity	66,416	-	60,606	8,412	69,018
FHLB Stock	7,035	N/A	N/A	N/A	N/A
Loans, Net of Deferred Loan Fees & Allowance:					
Commercial Real Estate	316,718	-	-	326,892	326,892
Agricultural Real Estate	274,856	-	-	283,685	283,685
Real Estate Construction	29,835	-	-	30,029	30,029
Residential 1st Mortgages	110,365	-	-	114,402	114,402
Home Equity Lines and Loans	45,542	-	-	48,863	48,863
Agricultural	191,277	-	-	192,031	192,031
Commercial	151,429	-	-	151,175	151,175
Consumer & Other	6,439	-	-	6,560	6,560
Unallocated Allowance	(1,120)	-	-	(1,120)	(1,120)
Total Loans, Net of Deferred Loan Fees & Allowance	1,125,341	-	-	1,152,516	1,152,516
Accrued Interest Receivable	6,463	-	6,463	-	6,463

Liabilities:					
Deposits:					
Demand	371,760	371,760	-	-	371,760
Interest Bearing Transaction	230,323	230,323	-	-	230,323
Savings and Money Market	528,527	528,527	-	-	528,527
Time	513,432	-	514,503	-	514,503
Total Deposits	1,644,042	1,130,610	514,503	-	1,645,113
FHLB Advances & Securities Sold Under Agreement to Repurchase	60,514	-	62,643	-	62,643
Subordinated Debentures	10,310	-	5,895	-	5,895
Accrued Interest Payable	842	-	842	-	842

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December 31, 2011 (in thousands)	Carrying Amount	Estimated Fair Value
Assets:		
Cash and Cash Equivalents	$101,660	$101,660
Investment Securities Available-for-Sale	479,820	479,820
Investment Securities Held-to-Maturity	63,092	65,874
FHLB Stock	7,035	N/A
Loans, Net of Deferred Loan Fees & Allowance	1,130,061	1,162,261
Accrued Interest Receivable	6,368	6,368
Liabilities:		
Deposits:		
Non-Interest Bearing	389,639	389,639
Interest-Bearing	1,236,558	1,237,849
FHLB Advances & Securities Sold Under Agreement to Repurchase	60,530	63,000
Subordinated Debentures	10,310	5,953
Accrued Interest Payable	911	911

March 31, 2011 (in thousands)	Carrying Amount	Estimated Fair Value
Assets:		
Cash and Cash Equivalents	$58,039	$58,039
Investment Securities Available-for-Sale	461,415	461,415
Investment Securities Held-to-Maturity	65,316	66,935
FHLB Stock	6,212	N/A
Loans, Net of Deferred Loan Fees & Allowance	1,135,286	1,163,597
Accrued Interest Receivable	7,320	7,320
Liabilities:		
Deposits:		
Non-Interest Bearing	317,053	317,053
Interest-Bearing	1,261,195	1,262,598
FHLB Advances & Securities Sold Under Agreement to Repurchase	60,576	64,119
Subordinated Debentures	10,310	4,288
Accrued Interest Payable	1,343	1,343

Fair value estimates presented herein are based on pertinent information available to management as of March 31, 2012, December 31, 2011, and March 31, 2011. 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 purpose of these financial statements since that date, and; therefore, current estimates of fair value may differ significantly from the amounts presented above. 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, interest bearing deposits with banks, federal funds sold, and securities purchased under agreements to resell are a reasonable estimate of fair value. All cash and cash equivalents are classified as Level 1.

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. Based on the available market information the classification level could be 1, 2, or 3.

Federal Home Loan Bank Stock: It is not practical to determine the fair value of FHLB stock due to restrictions placed on its transferability.

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Loans, Net of Deferred Loan Fees & Allowance: Fair values of loans are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other 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 resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Deposit Liabilities: The fair values disclosed for demand deposits (e.g., interest and non-interest checking, passbook savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in a Level 1 classification. Fair values for fixed-maturity certificates of deposit are estimated using a discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

FHLB Advances & Securities Sold Under Agreement to Repurchase: The fair value of federal funds purchased and other short-term borrowings is approximated by the book value resulting in a Level 2 classification. The fair value for Federal Home Loan Bank advances is determined using discounted future cash flows resulting in a Level 2 classification.

Subordinated Debentures: The fair values of the Company’s Subordinated Debentures are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

Accrued Interest Receivable and Payable: The carrying amount of accrued interest receivable and payable approximates their fair value resulting in a Level 2 classification.

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.

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Securities classified as available-for-sale are reported at fair value on a recurring basis utilizing Level 1, 2 and 3 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, 2012, 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.

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.

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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 periods indicated.

		Fair Value Measurements At March 31, 2012, 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:				
Government Agency & Government-Sponsored Entities	$67,342	$20,970	$46,372	$ -
Obligations of States and Political Subdivisions	5,753	-	-	5,753
Mortgage Backed Securities	448,311	-	448,311	-
Corporate Bonds	344	-	344	-
Other	10,067	9,657	410	-
Total Assets Measured at Fair Value On a Recurring Basis	$531,817	$30,627	$495,437	$ 5,753

		Fair Value Measurements At December 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:				
Government Agency & Government-Sponsored Entities	$82,595	$21,109	$61,486	$ -
Obligations of States and Political Subdivisions	5,782	-	-	5,782
Mortgage Backed Securities	391,033	-	391,033	-
Other	410	-	410	-
Total Assets Measured at Fair Value On a Recurring Basis	$479,820	$21,109	$452,929	$ 5,782

		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:				
Government Agency & Government-Sponsored Entities	$250,878	$-	$250,878	$ -
Obligations of States and Political Subdivisions	6,358	-	6,358	-
Mortgage Backed Securities	203,869	-	203,869	-
Other	310	-	310	-
Total Assets Measured at Fair Value On a Recurring Basis	$461,415	$-	$461,415	$ -

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Fair values for Level 2 available-for-sale investment securities are based on quoted market prices for similar securities. During the quarters ended March 31, 2012 and 2011, there were no transfers in or out of level 1, 2, or 3. The following table presents changes in level 3 assets measured at fair value on a recurring basis.

	Three Months Ended March 31,	
(in thousands)	2012	2011
Balance at Beginning of Period	$ 5,782	$ -
Total Realized and Unrealized Gains/(Losses) Included in Income	-	-
Total Unrealized Gains/(Losses) Included in Other Comprehensive Income	-	-
Purchase of Securities	-	-
Sales, Maturities, and Calls of Securities	(29)	-
Net Transfers In/(Out) of Level 3	-	-
Balance at End of Period	$ 5,753	$ -

Available for sale investments securities categorized as Level 3 assets primarily consist of obligations of states and political subdivisions. These bonds were issued by local housing authorities and have no active market. These bonds are carried at historical cost, which approximates fair value, unless economic conditions for the municipality changes to a degree requiring a valuation adjustment.

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. During the fourth quarter of 2011 management observed that the appraised values of impaired loans and ORE were increasingly relying upon discounted cash flow analysis, not observable comparable market sales. This resulted in the shift from Level 2 inputs to Level 3 inputs beginning with the December 31, 2011, reporting period.

		Fair Value Measurements At March 31, 2012, 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)
Impaired Loans				
Residential 1st Mortgage	$61	$-	$-	$ 61
Home Equity Lines and Loans	225	-	-	225
Commercial	49	-	-	49
Total Impaired Loans	335	-	-	335
Other Real Estate				
Real Estate Construction	2,553	-	-	2,553
Residential 1st Mortgage	371	-	-	371
Total Other Real Estate	2,924	-	-	2,924
Total Assets Measured at Fair Value On a Non-Recurring Basis	$3,259	$-	$-	$ 3,259

Impaired loans with a partial charge-off or where an allowance was established were $335,000, net of an allowance for loan losses of $1.1 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 $2.9 million, net of a $4.1 million valuation allowance. 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.

		Fair Value Measurements At December 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)
Impaired Loans				
Commercial Real Estate	$2,328	$-	$-	$ 2,328
Residential 1st Mortgage	89	-	-	89
Home Equity Lines and Loans	166	-	-	166
Agricultural	409	-	-	409
Commercial	50	-	-	50
Total Impaired Loans	3,042	-	-	3,042
Other Real Estate				-
Real Estate Construction	2,553	-	-	2,553
Residential 1st Mortgage	371	-	-	371
Total Other Real Estate	2,924	-	-	2,924
Total Assets Measured at Fair Value On a Non-Recurring Basis	$5,966	$-	$-	$ 5,966

Impaired loans with a partial charge-off or where an allowance was established were $3.0 million, net of an allowance for loan losses of $1.6 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.

ORE was $2.9 million, net of a $4.1 million valuation allowance. ORE has been adjusted to estimated fair value, less estimated selling costs. At the time of foreclosure, foreclosed assets are recorded at 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.

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(in thousands)	Fair Value Total	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)
Impaired Loans				
Agricultural Real Estate	$457	$-	$457	$ -
Residential 1st Mortgage	549	-	549	-
Home Equity Lines and Loans	2	-	2	-
Agricultural	581	-	581	-
Consumer	29	-	29	-
Total Impaired Loans	1,618	-	1,618	-
Other Real Estate				-
Commercial Real Estate	4,275	-	3,295	-
Agricultural Real Estate	424	-	424	-
Real Estate Construction	3,295	-	234	-
Residential 1st Mortgage	234	-	4,275	-
Total 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 $1.6 million, net of 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 $8.2 million, net of a $4.1 million valuation allowance. ORE has been adjusted to estimated fair value, less estimated selling costs. At the time of foreclosure, foreclosed assets are recorded at 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.

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6. Dividends and Basic Earnings Per Common 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 2012 or 2011.

Basic earnings per common 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 basic earnings per common share for the three months ended March 31, 2012 and 2011.

(net income in thousands)	2012	2011
Net Income	$6,190	$6,126
Average Number of Common Shares Outstanding	779,296	779,424
Basic Earnings Per Common Share Amount	$7.94	$7.86

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, 2012. This analysis should be read in conjunction with our 2011 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: (1) the current economic downturn and turmoil in financial markets and the response of federal and state regulators thereto; (2) the effect of changing regional and national economic conditions including the housing market in the Central Valley of California; (3) significant changes in interest rates and prepayment speeds; (4) credit risks of lending and investment activities; (5) changes in federal and state banking laws or regulations; (6) competitive pressure in the banking industry; (7) changes in governmental fiscal or monetary policies; (8) 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 (9) other factors discussed in Item 1A. Risk Factors located in the Company's 2011 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.

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.

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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, 2012, Farmers & Merchants Bancorp reported net income of $6,190,000 earnings per share of $7.94 and return on average assets of 1.29%. Return on average shareholders' equity was 12.80% for the three months ended March 31, 2012.

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.

The primary reasons for the Company's improved earnings performance in the first quarter of 2012 as compared to the same period last year were: (1) a $305,000 decrease in the loan loss provision; (2) a $510,000 decrease in ORE holding costs; and (3) a $232,000 decrease in FDIC insurance costs. These positive impacts were partially offset by: (1) a $162,000 decrease in service charges on deposit accounts; (2) a $679,000 increase in salaries and employee benefits; and (3) an $88,000 decrease in net interest income.

The following is a summary of the financial results for the three-month period ended March 31, 2012 compared to March 31, 2011.

- Net income increased 1.0% to $6,190,000 from $6,126,000.
- Earnings per share increased 1.0% to $7.94 from $7.86.
- Total assets increased 4.5% to $1,946,000.
- Total loans decreased 0.8% to $1,158,000.
- Total deposits increased 4.2% to $1,644,000.

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, 2012 and 2011.

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.

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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 $88,000 or 0.5% to $18.3 million during the first quarter of 2012 compared to $18.4 million for the first quarter of 2011. On a fully tax equivalent basis, net interest income decreased 0.5% and totaled $18.6 million at March 31, 2012, compared to $18.7 million at March 31, 2011. As more fully discussed below, the decrease in net interest income was primarily due to a 22 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, 2012, the Company's net interest margin was 4.21% compared to 4.43% for the quarter ended March 31, 2011. This decrease in net interest margin was due primarily to: (1) a decline in the mix of loans as a percentage of average earning assets; combined with (2) a decline in loan yields that exceeded a corresponding drop in funding costs.

Loans, generally the Company's highest earning assets, decreased $9.3 million as of March 31, 2012, compared to March 31, 2011. On an average balance basis, loans decreased by $11.7 million for the quarter ended March 31, 2012. Loans decreased from 67.5% of average earning assets at March 31, 2011 to 64.3% at March 31, 2012. Additionally, as a result of the sustained low rate environment since late 2008, the year-to-date yield on the Company's loan portfolio declined to 5.79% for the quarter ended March 31, 2012, compared to 6.14% for the quarter ended March 31, 2011. The decrease in loan balances and yield resulted in interest revenue from loans decreasing 5.9% to $16.5 million for quarter ended March 31, 2012. 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 $550.8 million for the quarter ended March 31, 2012; an increase of $47.4 million compared to the average balance for the quarter ended March 31, 2011. Tax equivalent interest income on securities increased $441,000 to $3.8 million for the quarter ended March 31, 2012, compared to $3.3 million for the quarter ended March 31, 2011. The average investment portfolio yield, on a tax equivalent (TE) basis, was 2.7% for the quarter ended March 31, 2012, compared to 2.6% for the quarter ended March 31, 2011. This increase in yield was caused by a change in the mix of the investment portfolio since the first quarter of 2011 due to the purchase of higher yielding mortgage-backed securities combined with a runoff in lower yielding U.S. agencies securities. See "Financial Condition – Investment Securities" for a discussion of the Company's investment strategy in 2012. 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.

Interest bearing deposits with banks and overnight investments in Federal Funds Sold are additional earning assets available to the Company. The FRB currently pays interest on the deposits that banks maintain in their FRB account, whereas historically banks had to sell these Federal Funds to other banks in order to earn interest. Since balances at the FRB are effectively risk free, the Company elected to maintain its excess cash at the FRB during the first quarter of 2012 and 2011. These balances earn interest at the Fed Funds rate, which has been 0.25% since December 2008. Average interest bearing deposits with banks for the quarter ended March 31, 2012, was $83.9 million, an increase of $29.6 million compared to the average balance for the quarter ended March 31, 2011. Interest income on interest bearing deposits with banks for the quarter ended March 31, 2012, increased $19,000 to $53,000 compared to the quarter ended March 31, 2011.

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Average interest-bearing sources of funds increased $4.4 million or 0.3% during the first quarter of 2012. Of that increase: (1) interest-bearing transaction deposits increased $17.5 million; (2) savings and money market deposits increased $40.8 million; (3) time deposits decreased $53.9 million; (4) 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 $62,000 (see “Financial Condition – Federal Home Loan Bank Advances and Federal Reserve Bank Borrowings”); and (6) subordinated debt remained unchanged (see “Financial Condition – Subordinated Debentures”).

During the first quarter of 2012, the Company was able to grow average interest bearing deposits by $4.4 million. See “Financial Condition – Deposits” for a discussion of trends in the Company’s deposit base. Total interest expense on deposits was $1.1 million for the first quarter of 2012 as compared to $1.5 million for the first quarter of 2011. The average rate paid on interest-bearing deposits was 0.34% for the first quarter of 2012 compared to 0.50% for the first quarter of 2011. The Company anticipates that this decline in deposit rates, if any, will be much more modest through the remainder of 2012.

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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, 2012			Three Months Ended March 31, 2011		
Assets	Balance	Interest	Annualized Yield/Rate	Balance	Interest	Annualized Yield/Rate
Interest Bearing Deposits With Banks	$ 83,877	$ 53	0.25 %	$ 54,253	$ 34	0.25 %
Investment Securities Available-for-Sale						
U.S. Agencies	75,489	202	1.07 %	243,011	693	1.14 %
Municipals - Non-Taxable	5,772	107	7.41 %	6,369	119	7.47 %
Mortgage Backed Securities	405,754	2,587	2.55 %	184,526	1,621	3.51 %
Other	850	3	1.41 %	4,389	2	0.18 %
Total Investment Securities Available-for-Sale	487,865	2,899	2.38 %	438,295	2,435	2.22 %
Investment Securities Held-to-Maturity						
Municipals - Non-Taxable	59,607	855	5.74 %	60,764	869	5.72 %
Mortgage Backed Securities	1,115	11	3.95 %	2,099	20	3.81 %
Other	2,244	5	0.89 %	2,276	5	0.88 %
Total Investment Securities Held-to-Maturity	62,966	871	5.53 %	65,139	894	5.49 %
Loans						
Real Estate	729,282	10,992	6.06 %	711,248	11,149	6.36 %
Home Equity Line and Loans	49,947	707	5.69 %	58,080	834	5.82 %
Agricultural	201,036	2,614	5.23 %	209,762	3,045	5.89 %
Commercial	157,631	2,041	5.21 %	169,181	2,342	5.61 %
Consumer	6,647	118	7.14 %	7,980	135	6.86 %
Other	239	3	5.05 %	245	3	4.97 %
Total Loans	1,144,782	16,475	5.79 %	1,156,496	17,508	6.14 %
Total Earning Assets	1,779,490	$ 20,298	4.59 %	1,714,183	$ 20,871	4.94 %
Unrealized Gain (Loss) on Securities Available-for-Sale	9,095			1,512		
	(32,859)			(32,311)		

Allowance for Loan Losses											
Cash and Due From Banks		32,733						29,922			
All Other Assets		138,124						136,461			
Total Assets	$	1,926,583					$	1,849,767			
Liabilities & Shareholders' Equity											
Interest Bearing Deposits											
Interest Bearing DDA	$	225,974	$	46	0.08	%	$	208,435	$	73	0.14 %
Savings and Money Market		524,375		351	0.27	%		483,557		423	0.35 %
Time Deposits		511,980		660	0.52	%		565,919		1,050	0.75 %
Total Interest Bearing Deposits		1,262,329		1,057	0.34	%		1,257,911		1,546	0.50 %
Securities Sold Under Agreement to Repurchase		60,000		536	3.59	%		60,000		530	3.58 %
Other Borrowed Funds		524		7	5.37	%		586		8	5.54 %
Subordinated Debentures		10,310		88	3.43	%		10,310		81	3.19 %
Total Interest Bearing Liabilities		1,333,163	$	1,688	0.51	%		1,328,807	$	2,165	0.66 %
Interest Rate Spread					4.08	%					4.28 %
Demand Deposits (Non-Interest Bearing)		368,286						315,093			
All Other Liabilities		31,712						31,224			
Total Liabilities		1,733,161						1,675,124			
Shareholders' Equity		193,422						174,643			
Total Liabilities & Shareholders' Equity	$	1,926,583					$	1,849,767			
Impact of Non-Interest Bearing Deposits and Other Liabilities					0.13	%					0.15 %
Net Interest Income and Margin on Total Earning Assets				18,610	4.21	%				18,706	4.43 %
Tax Equivalent Adjustment				(332)						(340)	
Net Interest Income			$	18,278	4.13	%			$	18,366	4.35 %

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 $684,000 and $359,000 for the quarters ended March 31, 2012 and 2011, 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, 2012 compared to Mar. 31, 2011		
Interest Earning Assets	Volume	Rate	Net Chg.
Interest Bearing Deposits With Banks	$19	$-	$19
Investment Securities Available-for-Sale			
U.S. Agencies	(451)	(40)	(491)
Municipals - Non-Taxable	(11)	(1)	(12)
Mortgage Backed Securities	1,509	(543)	966
Other	(3)	4	1
Total Investment Securities Available-for-Sale	1,044	(580)	464
Investment Securities Held-to-Maturity			
Municipals - Non-Taxable	(17)	3	(14)
Mortgage Backed Securities	(9)	-	(9)
Other	-	-	-
Total Investment Securities Held-to-Maturity	(26)	3	(23)
Loans			
Real Estate	283	(440)	(157)
Home Equity	(115)	(12)	(127)
Agricultural	(122)	(309)	(431)
Commercial	(154)	(147)	(301)
Consumer	(23)	6	(17)
Total Loans	(131)	(902)	(1,033)
Total Earning Assets	906	(1,479)	(573)
Interest Bearing Liabilities			
Interest Bearing Deposits			
Transaction	6	(33)	(27)
Savings and Money Market	34	(106)	(72)
Time Deposits	(92)	(298)	(390)
Total Interest Bearing Deposits	(52)	(437)	(489)
Securities Sold Under Agreement to Repurchase	-	5	5
Other Borrowed Funds	(1)	-	(1)
Subordinated Debentures	-	7	7
Total Interest Bearing Liabilities	(53)	(424)	(478)
Total Change	$959	$(1,055)	$(95)

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 2011 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 probable incurred 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 collectively evaluated for impairment.

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: (1) the existing loan is brought current as to principal and interest payments; and (2) 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 and historical performance of the restructured credit.

The determination of the general reserve for loans that are collectively evaluated for impairment 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. A credit grade is established at inception for smaller balance loans, such as consumer and residential real estate, and then updated only when the loan becomes contractually delinquent or when the borrower requests a modification. 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 over the past several years. 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, management and the Board of Directors began significantly increasing the Company’s loan loss allowance and as of March 31, 2012, the balance was $32.9 million or 2.84% of total loans. As of March 31, 2011, the allowance for loan losses was $32.3 million, which represented 2.77% of total loans. Although, in management’s opinion, the Company’s levels of net charge-offs and non-performing assets as of March 31, 2012, 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 decreased $305,000 to $220,000 for the first quarter of 2012 compared to $525,000 for the first quarter of 2011. Net charge-offs during the first quarter of 2012 were $295,000 compared to $455,000 in the first quarter of 2011. Net charge-offs represented 0.03% of average loans at March 31, 2012, a level that, in management’s opinion, compares very favorably to the Company’s peers at the present time. See “Overview – Looking Forward: 2012 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 2011 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, 2012, was adequate.

Allowance for Loan Losses (in thousands)	Three Months Ended March 31, 2012	2011
Balance at Beginning of Period	$33,017	$32,261
Loans Charged Off	(331)	(474)
Recoveries of Loans Previously Charged Off	36	19
Provision Charged to Expense	220	525
Balance at End of Period	$32,942	$32,331

The table below breaks out current quarter activity by portfolio segment (in thousands):

March 31, 2012	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Unallocated	Total
Year-To-Date Allowance for Credit Losses:										
Beginning Balance - January 1, 2012	$ 5,823	$ 2,583	$ 1,933	$ 1,251	$ 3,746	$ 8,127	$ 8,733	$ 207	$ 614	$ 33,017
Charge-Offs	-	-	-	-	(69)	-	(198)	(64)		(331)
Recoveries	-	-	-	-	8	2	8	18		36
Provision	(1,380)	192	268	44	(133)	628	94	1	506	220
Ending Balance - March 31, 2012	$ 4,443	$ 2,775	$ 2,201	$ 1,295	$ 3,552	$ 8,757	$ 8,637	$ 162	$ 1,120	$ 32,942

Overall, the Allowance for Credit Losses as of March 31, 2012 decreased a modest $75,000 from December 31, 2011. However, the allowance allocated to the following categories of loans did change materially during the quarter:

- Commercial Real Estate allowance balances declined $1.4 million primarily as a result of a $17.4 million decline in classified loans.

- Agricultural and Agricultural Real Estate allowance balances increased $822,000, primarily as a result of profitability pressures in the dairy industry due to volatile milk prices and increasing feed costs.

See “Management’s Discussion and Analysis - Financial Condition – Classified Loans and Non-Performing Assets” for further discussion regarding 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 increased $589,000 or 17.7% for the three months ended March 31, 2012, compared to the same period of 2011. This increase was primarily due a $526,000 increase in the net gain on deferred compensation investments. Other factors impacting the change in non-interest income were: (1) a $163,000 increase in other non-interest income; and (2) a $162,000 decline in service charges on deposit accounts primarily NSF/OD fees.

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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) net gain on deferred compensation investment; (3) occupancy; (4) equipment; (5) ORE holding costs; (6) supplies; (7) legal fees; (8) professional services; (9) data processing; (10) marketing; (11) deposit insurance; and (12) other miscellaneous expenses.

Overall, non-interest expense increased $686,000 or 6.0% for the three months ended March 31, 2012, compared to the same period in 2011. This increase was primarily comprised of: (1) a $679,000 increase in salaries and employee benefits, primarily due to officer raises that were effective April 1, 2011; (2) a $526,000 increase in the net gain on deferred compensation investments; and (3) a $211,000 increase in other non-interest expenses. These increases were partially offset by: (1) a $510,000 decrease in ORE holding cost, primarily due to a drop in required valuation adjustments; and (2) a $232,000 decrease in FDIC insurance expense as a result of the FDIC's new assessment methodology adopted in the second quarter of 2011.

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 1.5% to $3.7 million for the first quarter of 2012 compared to the first quarter of 2011. The effective tax rate for the first quarter of 2012 was 37.2% compared to 37.1% for the first quarter of 2011. 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, 2012, as compared to December 31, 2011 and to March 31, 2011. 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: (1) mortgage-backed securities issued by federal government-sponsored entities; (2) debt securities issued by government agencies and government-sponsored entities; and (3) investment grade bank-qualified municipal bonds. Importantly, the Company never invested in the preferred stock or subordinated debt of Fannie Mae “FNMA” or Freddie Mac “FHLMC,” classes of securities that resulted in losses for many banks in recent years.

The Company’s investment portfolio at March 31, 2012 was $598.2 million compared to $542.9 million at the end of 2011, an increase of $71.5 million or 13.6%. At March 31, 2011, the investment portfolio totaled $526.7 million. The investment portfolio has increased over the past three years as deposit growth has exceeded loan growth. Additionally, the mix of the investment portfolio has changed over the past three years. To protect against future increases in market interest rates, while at the same time generating some reasonable level of current yields, the Company has invested most of its available funds over the past three years in shorter term government agency & government-sponsored entity securities and shorter term (10, 15, and 20 year) mortgage-backed securities.

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The Company's total investment portfolio currently represents 30.7% of the Company’s total assets as compared to 28.3% at December 31, 2011 and March 31, 2011.

As of March 31, 2012 the Company held $68.9 million of municipal investments, of which $54.8 million were bank-qualified municipal bonds, all classified as held-to-maturity. The continuing 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. This situation caused the Company not to purchase any municipal bonds between late 2006 and year-end 2011. However, during the first quarter of 2012 the Company began investing in bank-qualified municipals that were rated AA or better. As of March 31, 2012 ninety-three percent of the Company’s bank-qualified municipal bond portfolio is rated at either the issue or issuer level, and all of these ratings are “investment grade.” The Company monitors the status of the seven percent ($3.8 million) of the portfolio that is not rated 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 interest bearing deposits with banks and overnight investments in Federal Funds Sold. The FRB currently pays interest on the deposits that banks maintain in their FRB accounts, whereas historically banks had to sell these Federal Funds to other banks in order to earn interest. Since balances at the FRB are effectively risk free, the Company elected to maintain its excess cash at the FRB. Average interest bearing deposits with banks for the quarter ended March 31, 2012, was $83.9 million compared to $54.3 million for the quarter ended March 31, 2011. 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, 2012, December 31, 2011 and March 31, 2011, 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.

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: (1) borrower; (2) collateral; and (3) 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: (1) on both a fixed rate and adjustable rate basis; (2) over different terms; and (3) 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, 2012 decreased $9.3 million or 0.8% from March 31, 2011, largely a reflection of the continuing slowdown in the overall economy which has affected commercial and consumer loan demand.

Loans at March 31, 2012 decreased $4.8 million from December 31, 2011, primarily as a result of the normal seasonal paydowns of loans made to the Company's dairy customers in the fourth quarter of 2011 and the continuing slow down in the overall economy.

On an average balance basis, loans have decreased $11.7 million or 1.0% since the first quarter of 2011. The following table sets forth the distribution of the loan portfolio by type and percent as of the periods indicated.

Loan Portfolio	March 31, 2012			December 31, 2011			March 31, 2011		
(in thousands)	$	%		$	%		$	%	
Commercial Real Estate	$323,274	27.9	%	$307,670	26.4	%	$326,709	27.9	%
Agricultural Real Estate	277,631	23.9	%	280,139	24.0	%	255,961	21.9	%
Real Estate Construction	32,036	2.8	%	29,607	2.5	%	37,260	3.2	%
Residential 1st Mortgages	111,660	9.6	%	107,421	9.2	%	106,612	9.1	%
Home Equity Lines and Loans	49,094	4.2	%	50,956	4.4	%	57,083	4.9	%
Agricultural	200,034	17.2	%	217,227	18.6	%	210,886	18.0	%
Commercial	160,066	13.8	%	165,089	14.2	%	167,313	14.3	%
Consumer & Other	6,601	0.6	%	6,935	0.6	%	7,920	0.7	%
Total Gross Loans	1,160,396	100.0	%	1,165,044	100.0	%	1,169,744	100.0	%
Less: Unearned Income	2,113			1,966			2,127		
Subtotal	1,158,283			1,163,078			1,167,617		
Less: Allowance for Loan Losses	32,942			33,017			32,331		
Net Loans	$1,125,341			$1,130,061			$1,135,286		

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 more detail on risk grades. The Company utilizes the services of a third-party independent loan review firm to perform evaluations of individual loans and review the credit risk grades the Company places on loans. Loans that are judged to exhibit a higher risk profile are referred to as "classified loans," and these loans receive increased management attention. As of March 31, 2012, classified loans totaled $23.4 million compared to $42.8 million at December 31, 2011 and $54.4 million at March 31, 2011. This decline was primarily a result of $17.4 million of CRE loans being upgraded from classified to special mention during the first quarter of 2012.

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 consist of: (1) non-accrual loans; and/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, 2012 and December 31, 2011, non-accrual loans totaled $3.8 million and $4.2 million, respectively.

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, 2012, restructured loans on accrual totaled $1.2 million as compared to $4.7 million at December 31, 2011. This decline was primarily a result of two commercial real estate loans that totaled $3.0 million as of December 31, 2011 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.

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Other Real Estate - 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, 2012	Dec. 31, 2011	March 31, 2011
Non-Performing Loans	$ 3,760	$4,228	$ 3,614
Other Real Estate	2,924	2,924	8,228
Total Non-Performing Assets	$ 6,684	$7,152	$ 11,842
Non-Performing Loans as a % of Total Loans	0.32 %	0.36 %	0.31 %
Restructured Loans (Performing)	$ 1,239	$4,710	$ 862

Although management believes that non-performing loans are generally well-secured and that potential losses are provided for in the Company’s allowance for loan losses, there can be no assurance that future deterioration in economic conditions and/or collateral values will not result in future credit losses. Specific reserves of $1.1 million, $1.6 million, and $812,000 have been established for non-performing loans at March 31, 2012, December 31, 2011 and March 31, 2011, 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 $180,000 for the three months ended March 31, 2012, $385,000 for the year ended December 31, 2011, and $405,000 for the three months ended March 31, 2011.

The Company reported $2.9 million of ORE at March 31, 2012 and December 31, 2011, and $8.2 million at March 31, 2011. The March 31, 2012 and December 31, 2011, carrying value of $2.9 million is net of a $4.1 million reserve for ORE valuation allowance. The March 31, 2011 carrying value of $8.2 million is net of a $4.1 million reserve for ORE valuation allowance.

Except for those classified and non-performing loans discussed above, the Company’s management is not aware of any loans as of March 31, 2012, 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 continues to be 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 many areas. As a result of this combination of: (1) significant declines in real estate values over the past several years; and (2) continuing uncertainty in general economic conditions leading to increased unemployment and business failures; borrowers who up until this time have been able to keep current in their payments may experience deterioration in their overall financial condition, increasing the potential of default. See “Part I, Item 1A. Risk Factors” in the Company’s 2011 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, 2012 have increased $65.8 million or 4.2% compared to March 31, 2011. In addition to the Company’s ongoing business development activities for deposits, the following factors positively impacted year-over-year deposit growth: (1) the Federal government’s decision to permanently 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 which has built 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 4.2% since March 31, 2011, 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 $79.4 million or 15.2% since March 31, 2011.

- Savings and money market accounts have increased $32.4 million or 6.5% since March 31, 2011.

- Time deposit accounts have decreased $45.9 million or 8.2% since March 31, 2011. This decline was the continuing result of an explicit pricing strategy adopted by the Company beginning in 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 government agency & government-sponsored entity securities or overnight Fed Funds. Beginning in 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, 2012 have increased $17.8 million or 1.1% compared to December 31, 2011, due primarily to an increase in savings and money market deposits of 6.1% or $30.5 million. This increase was partially offset by: (1) decreased demand and interest-bearing transaction accounts in the amount of $8.3 million or 1.4%; and (2) decreased time deposit accounts in the amount of $4.4 million or 0.8%.

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, 2012 were $514,000 compared to $530,000 at December 31, 2011 and $576,000 at March 31, 2011. The average rate on FHLB advances during the first quarter of 2012 was 5.4% compared to 5.5% during the first quarter of 2011.

There were no amounts outstanding on the Company’s line of credit with the FRB as of March 31, 2012.

As of March 31, 2012 the Company has additional borrowing capacity of $233.4 million with the Federal Home Loan Bank and $289.0 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.

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Securities Sold Under Agreement to Repurchase

Securities Sold Under Agreement to Repurchase are used as secured borrowing alternatives to FHLB Advances or FRB Borrowings and totaled $60 million at March 31, 2012, December 31, 2011, and March 31, 2011.

On March 13, 2008, the Bank entered into a $40 million medium term repurchase agreement with Citigroup as part of the Bank's interest rate risk management strategy. 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, and is secured by investments in agency pass through securities.

On May 30, 2008, the Company entered into a second $20 million medium 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, 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 3.3% as of March 31, 2012, 3.4% at December 31, 2011 and 3.2% at March 31, 2011. The average rate paid for these securities for the first quarter of 2012 was 3.4% compared to 3.2% for the first quarter of 2011. 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 $196.2 million at March 31, 2012, $189.3 million at December 31, 2011, and $178.7 million at March 31, 2011.

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, 2012, that the Company and the Bank meet all capital adequacy requirements to which they are subject.

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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.

(in thousands)	Actual			Regulatory Capital Requirements			To Be Well Capitalized Under Prompt Corrective Action Provisions	
The Company:	Amount	Ratio		Amount	Ratio		Amount	Ratio
As of March 31, 2012								
Total Capital to Risk Weighted Assets	$218,829	15.24	%	$114,895	8.0	%	N/A	N/A
Tier 1 Capital to Risk Weighted Assets	$200,689	13.97	%	$57,448	4.0	%	N/A	N/A
Tier 1 Capital to Average Assets	$200,689	10.44	%	$76,902	4.0	%	N/A	N/A

(in thousands)	Actual			Regulatory Capital Requirements			To Be Well Capitalized Under Prompt Corrective Action Provisions		
The Bank:	Amount	Ratio		Amount	Ratio		Amount	Ratio	
As of March 31, 2012									
Total Capital to Risk Weighted Assets	$218,660	15.23	%	$114,883	8.0	%	$143,604	10.0	%
Tier 1 Capital to Risk Weighted Assets	$200,523	13.96	%	$57,441	4.0	%	$86,162	6.0	%
Tier 1 Capital to Average Assets	$200,523	10.43	%	$76,870	4.0	%	$96,087	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. 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.

The Company is not considered the primary beneficiary of this Trust (variable interest entity), therefore the trust is not consolidated in the Company's financial statements, but rather the subordinated debentures are shown as a liability.

In 1998, the Board approved the Company's first common 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 2012 the Company repurchased 485 shares at an average share price of $370. During the first quarter of 2011 the Company did not repurchase any shares. The remaining dollar value of shares that may yet be purchased under the Company's Common Stock Repurchase Plan is approximately $15.8 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 are only triggered and become exercisable if a person or group (the "Acquiring Person") acquires beneficial ownership of 10 percent or more of the Company's common stock or announces a tender offer for 10 percent or more of the Company's common stock.

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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.

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 2011 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, 2012, the Company had entered into commitments with certain customers amounting to $337.3 million compared to $300.6 million at December 31, 2011 and $337.8 million at March 31, 2011. Letters of credit at March 31, 2012 and December 31, 2011 were $5.1 million and $5.5 million at March 31, 2011. 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 collectability, 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:

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

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

Management believes that based upon the preceding methodology, and using information currently available, the allowance for loan losses at March 31, 2012 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.

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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, 2012, 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 1.34% if rates increase by 200 basis points and a decrease in net interest income of 0.01% if rates decline 100 basis points. Comparatively, at December 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 0.44% if rates increase by 200 basis points and a decrease in net interest income of 0.17% if rates decline 100 basis points.

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

Liquidity Risk

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

The Company's principal operating sources of liquidity include (see "Item 8. Financial Statements and Supplementary Data – Consolidated Statements of Cash Flows") cash and cash equivalents, cash provided by operating activities, principal payments on loans, proceeds from the maturity or sale of investments, and growth in deposits. To supplement these operating sources of funds the Company maintains Federal Funds credit lines of $66.0 million and repurchase lines of $100.0 million with major banks. In addition, as of March 31, 2012 the Company has available borrowing capacity of $233.4 million at the Federal Home Loan Bank and $289.0 million at the Federal Reserve Bank.

At March 31, 2012, the Company had available sources of liquidity, which included cash and cash equivalents and unpledged investment securities of approximately $276.9 million, which represents 14.2% of total assets.

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.

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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.

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 2011 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 2011 Form 10-K.

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

The following table indicates the number of shares repurchased by Farmers & Merchants Bancorp during the first quarter of 2012.

Period	Number of Shares	Average Price per Share	Number of Shares Purchased as Part of a Publicly Announced Plan or Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan or Program
January 2012	-	$-	-	$ 16,015,500
February 2012	-	-	-	16,015,500
March 2012	485	370	-	15,836,050
Total	485	$370	-	$ 15,836,050

All of the above shares were repurchased in private transactions.

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. Mine Safety Disclosures

Not applicable

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 7, 2012 /s/ Kent A. Steinwert

Kent A. Steinwert
Chairman, President
& Chief Executive Officer
(Principal Executive Officer)

Date: May 7, 2012 /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.
101.INS	Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document