

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6 13 P 2:18

2019 MAR 13 P 2:18
 FEDERAL RESERVE BANK
 OF CLEVELAND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2018

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, **Shon B Myers**

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

F&M Bancorp

Legal Title of Holding Company

PO Box 152

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

Miamisburg

OH

45343

City

State

Zip Code

41 S. First St.

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Shon B. Myers

President & CEO

Name

Title

937-866-2455

Area Code / Phone Number / Extension

937-866-0401

Area Code / FAX Number

smyers@bankwithfm.com

E-mail Address

n/a

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

Signature of Holding Company Director and Official

03/05/2019

Date of Signature

For holding companies *not* registered with the SEC—
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
 C.I.

1071155

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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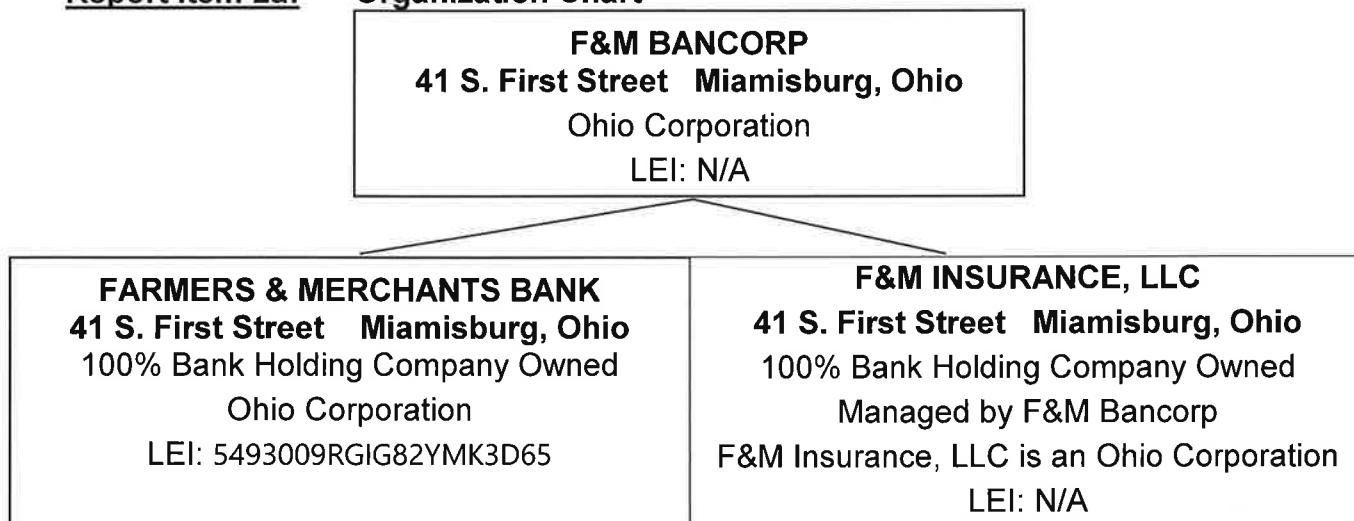
Physical Location (if different from mailing address)

**ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
REPORT AS OF THE CLOSE OF BUSINESS
OF DECEMBER 31, 2018**

Report Item 1: Annual Report to Shareholders

Audited 2018 Annual Report enclosed.

Report Item 2a: Organization Chart



There are no other entities owned directly or indirectly by the aforementioned Holding Company or its Subsidiary Bank.

Report Item 2b: Domestic Branch Listing for Farmers & Merchants Bank

Popular Name Of Branch	Miamisburg (Head Office)	Germantown Branch	West Carrollton Branch	New Lebanon Branch
Changes	N.A.	N.A.	N.A.	N.A.
Date of Change				
Street Address	41 S. First Street	2367 Beechwood Dr.	3235 Alex-Bell Road	510 West Main St.
City	Miamisburg	Germantown	West Carrollton	New Lebanon
County	Montgomery	Montgomery	Montgomery	Montgomery
State	Ohio	Ohio	Ohio	Ohio
Country	United States	United States	United States	United States
Zip Code	45342	45327	45449	45345
Branch Type	Full Service	Full Service	Full Service	Full Service

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6 (CONTINUED)

Report Item 3: Securities Holders

- 1) The following shareholder owns and controls for the beneficial interest of others and without the power to vote, 5% or more of the outstanding shares of F&M Bancorp:
 - a) Cede & Co.*
C/O The Depository Trust Company (DTC)
New York, NY/USA
 - b) U.S. Company
 - c) owns and controls for the beneficial interest of others 47,120 Shares (14.97%) of the 314,702 outstanding common shares of F&M Bancorp.

*See attached Exhibit "A" for brokers or trust companies representing the beneficial owners.

- 2) There were no other shareholders, during the 2018 calendar year, that owned, controlled and had the power to vote 5% or more of the outstanding shares of F&M Bancorp. Also, there were no options, warrants or other securities or rights that could be converted into or exercised for voting securities during the 2018 calendar year. At year end 2018 there were 5,298 shares held as non-voting Treasury Shares on the books of F&M Bancorp.

Report Item 4: Insiders

See attached Exhibit "B".

Report Item 3: Securities Holders - Question 1
Securities held by Cede & Co. for the beneficial interest of Others as of December 31, 2018

Brokers/Trust Companies	# of Shares Held	# of Positions
Charles Schwab & Co., Inc.	160	1
Edward Jones	5,233	7
JPMorgan Chase Bank, NA	3,204	2
LPL Financial	430	1
Merrill Lynch	7,864	8
Morgan Stanley	2,792	4
National Financial Services LLC	2,664	4
Oppenheimer & Co., Inc.	3,200	1
Pensco Trust Company	51	2
RBC Wealth Management	6,376	4
Scottrade Inc.	400	2
Stifel, Nicolaus & Co., Inc.	416	1
TD Ameritrade Clearing Inc.	220	1
The Park National Bank	2,480	2
Trust Company of America	200	2
UBS Financial Services Inc.	9,300	5
Vanguard Brokerage Services	800	1
Wells Fargo Clearing Services LLC	<u>1,330</u>	<u>3</u>
Total # of Shares Held:	47,120	50

REPORT ITEM 4 - INSIDERS
Exhibit "B"

(1) Names & Addresses	(2) Principal Occupations	(3) Title and Position with (a), (b), (c)	(4) Percentage Ownership with (a), (b), (c)
Dr. Keith Basinger Miamisburg, OH/USA	Partner Miamisburg Vision Miamisburg, OH/USA	(a) Director F&M Bancorp (b) Director F&M Bank (c) See Column (2)	(a) 0.06% of the Outstanding Common Shares (b) N.A. (c) 50% Column (2) LLC
Thomas P. Croskey Miamisburg, OH/USA	Attorney at Law Croskey Law Offices, LLC Miamisburg, OH/USA	(a) Director F&M Bancorp (b) Director F&M Bank (c) See Column (2)	(a) 0.32% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
Gregory Eagan Evendale, OH/USA	Senior Vice-President, Chief Financial Officer F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) SVP F&M Bancorp (b) Senior Vice-President F&M Bank (c) N.A.	(a) 0.00% of the Outstanding Common Shares (b) N.A. (c) N.A.
T. Daniel Epperson Miamisburg, OH/USA	CEO N2 Technologies, Inc Miamisburg, OH/USA	(a) Director F&M Bancorp (b) Director F&M Bank (c) See Column (2)	(a) 0.71% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
Dawn M. Leonard Farmersville, OH/USA	Owner, Tax Specialist Veil Financial Solutions LLC. Farmersville, OH	(a) Director F&M Bancorp (b) Director F&M Bank (c) See Column (2)	(a) 0.16% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
Clint G. Morton Springboro, OH/USA	Senior Vice-President, Chief Lending Officer F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) SVP F&M Bancorp (b) Senior Vice-President F&M Bank (c) N.A.	(a) 0.44% of the Outstanding Common Shares (b) N.A. (c) N.A.
Shon B. Myers Springboro, OH/USA	Chairman, President and CEO F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Director, Chairman, President, CEO F&M Bancorp (b) Director, Chairman, President, CEO F&M Bank (c) N.A.	(a) 0.40% of the Outstanding Common Shares (b) N.A. (c) N.A.
Lynn K. Potts Harveysburg, OH/USA	Cashier / Treasurer F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) VP Cashier / Treasurer F&M Bancorp (b) VP Cashier / Treasurer F&M Bank (c) N.A.	(a) 0.04% of the Outstanding Common Shares (b) N.A. (c) N.A.
Cynthia K. Spencer Carlisle, OH/USA	Senior Vice-President F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) SVP F&M Bancorp (b) Senior Vice-President F&M Bank (c) N.A.	(a) 0.55% of the Outstanding Common Shares (b) N.A. (c) N.A.
Michael E. Stover Kettering, OH/USA	Director CPA/ABV Brady Ware & Company	(a) Director F&M Bancorp (b) Director F&M Bank (c) See Column (2)	(a) .16% of the Outstanding Common Shares (b) N.A. (c) N.A.
Robert W. Von Derau Eaton, OH/USA	Consultant University of Dayton Dayton, OH/USA	(a) Director F&M Bancorp (b) Director F&M Bank (c) See Column (2)	(a) 0.13% of the Outstanding Common Shares (b) N.A. (c) N.A.

See "Key" at bottom of Page

See "Key" at bottom of Page

KEY: (a) Bank Holding Company (b) Direct & Indirect Subsidiaries (c) Other Business Company

Results: A list of branches for your depository institution: **FARMERS & MERCHANTS BANK (ID_RSSD: 176325)**.
 This depository institution is held by **F&M BANCORP (1071155)** of **MIAMISBURG, OH**.
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
 To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	176325	FARMERS & MERCHANTS BANK	41 SOUTH FIRST STREET	MIAMISBURG	OH	45342	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	
OK		Full Service	3658215	GERMANTOWN BRANCH	2367 BEECHWOOD DRIVE	GERMANTOWN	OH	45327	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	
OK		Full Service	5117510	NEW LEBANON BRANCH	501 WEST MAIN STREET	NEW LEBANON	OH	45345	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	
OK		Full Service	594929	WEST CARROLLTON BRANCH	3235 ALEX-BELL ROAD	WEST CARROLLTON	OH	45449	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	