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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



FRB RICHMOND

Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

December 31, 2013

Month / Day / Year

I, Guy Hoskins III

Reporter's Name, Street, and Mailing Address

F & M FINANCIAL CORPORATION

Name of the Holding Company Director and Official
EVP, CFO, SEC/TREAS AND DIRECTOR

Legal Title of Holding Company

221 N MAIN ST

Title of the Holding Company Director and Official

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

SALISBURY NC 28144

City State Zip Code

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.

138 SALISBURY AVE, GRANITE QUARRY, NC 28072

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:

GAIL F YARBROUGH ASST SEC/TREAS

Name Title

704-633-1772 2240

Area Code / Phone Number / Extension

704-633-5390

Area Code / FAX Number

gyarbrough@fmbnc.com

E-mail Address

Signature of Holding Company Director and Official

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

02/11/2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

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

For Federal Reserve Bank Use Only

RSSD ID 1076619
C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

REPORT FRY-6

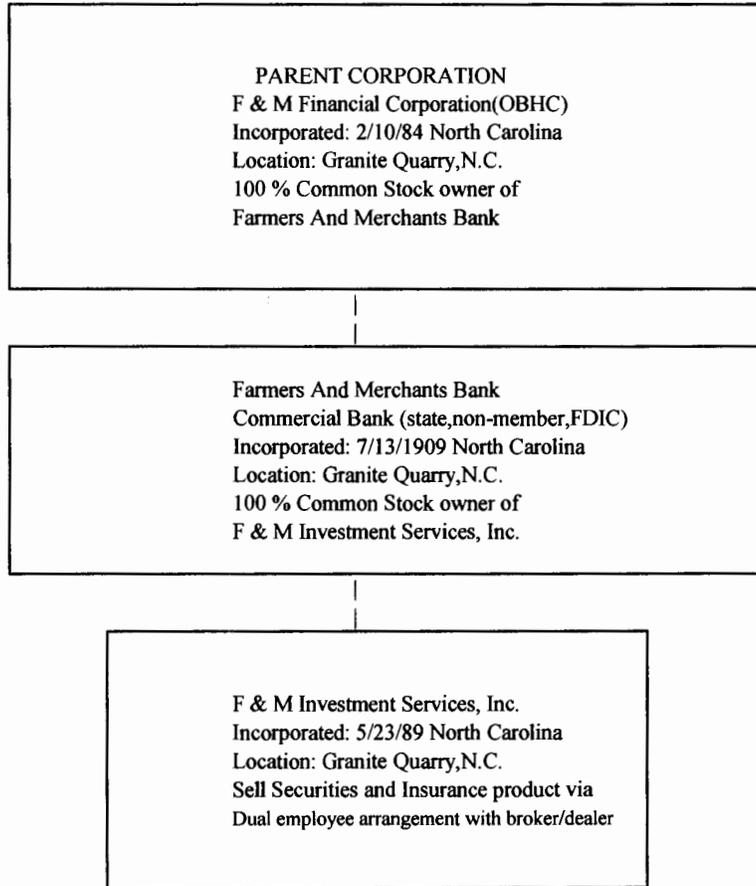
F & M FINANCIAL CORPORATION

Granite Quarry, North Carolina

Fiscal Year Ending December 31, 2013

REPORT ITEM

- 1: The BHC prepares an annual report for its shareholders and is not registered with the SEC
The annual report is not included with this report. TO BE FILED WHEN PUBLISHED
Target date May
- 2: a. ORGANIZATION CHART



2.B. Submitted early via email on January 27, 2013

Results: A list of branches for your depository institution: FARMERS AND MERCHANTS BANK (ID_RSSD: 348720).
 This depository institution is held by F & M FINANCIAL CORPORATION (1076619) of GRANITE QUARRY, NC.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

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

Actions

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

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

Submission Procedure

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

Note:

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

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	348720	FARMERS AND MERCHANTS BANK	138 N SALISBURY AVE	GRANITE QUARRY	NC	28072	ROWAN	UNITED STATES	1350	0	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	532921	CHINA GROVE BRANCH	116 NORTH MAIN STREET	CHINA GROVE	NC	28023	ROWAN	UNITED STATES	190792	4	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	3387270	WILMAR BRANCH	635 CHURCH STREET, NORTH	CONCORD	NC	28025	CABARRUS	UNITED STATES	445536	12	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	189325	FAITH BRANCH	101 S MAIN ST & MT HOPE RD	FAITH	NC	28041	ROWAN	UNITED STATES	190789	1	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	3304585	KANNAPOLIS BRANCH	2975 DALE EARNHARDT BLVD	KANNAPOLIS	NC	28083	CABARRUS	UNITED STATES	440143	10	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	533423	ROCKWELL BRANCH	418 WEST MAIN STREET	ROCKWELL	NC	28138	ROWAN	UNITED STATES	190790	2	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	3289244	AVALON DRIVE BRANCH	102 AVALON DR	SALISBURY	NC	28146	ROWAN	UNITED STATES	190795	8	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	2581446	BOULEVARD BRANCH	221 STATESVILLE BLVD	SALISBURY	NC	28144	ROWAN	UNITED STATES	190794	6	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	349222	NORTH MAIN STREET BRANCH	420 NORTH MAIN STREET	SALISBURY	NC	28144	ROWAN	UNITED STATES	190793	5	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	3353930	TRINITY OAKS BRANCH	728 KLUMAC ROAD	SALISBURY	NC	28144	ROWAN	UNITED STATES	441830	11	FARMERS AND MERCHANTS BANK	348720	
OK		Full Service	410627	WEST SALISBURY BRANCH	630 JAKE ALEXANDER BLVD WEST	SALISBURY	NC	28147	ROWAN	UNITED STATES	190791	3	FARMERS AND MERCHANTS BANK	348720	

F & M FINANCIAL CORPORTION
12/31/2013

ITEM 3: SHAREHOLDERS

(A) NAME/ADDRESS	(B) COUNTRY	(C) NO.SHARES OWNED		(C) NO.SHARES OPTIONED	
		NO.SHARES OWNED	AS % OUTSTANDING	NO.SHARES OPTIONED	AS % OUTSTANDING
	USA	618,902	40.19	0	0.00

Fisher Woodside LP, Paul E Fisher, Manager, Paul E Fisher, Fox Hollow Four, LLC & Fox Hollow Limited Partnership, Charlotte F. Eller, owner
 J E Fisher Jr, John M Fisher, Jean Fisher Mccombs Revocable Trust, Dorothy Lou F Mitchell, Sue P Fisher, Phyllis T Fisher,
 Joy K Fisher, Donald L Mitchell, J Steven Fisher, Paula F Philpot, Irvin H Philpot III, Irvin Henry Philpot IV, Kirhy-Anna Fisher Philpot,
 Hope Ellen Holder Philpot, Polly-Rose McDaniel Philpot, SamcieJoe Smith Philpot, Paul Henry Philpot, Reuben Vance Eller Rev. Trust
 GRANITE QUARRY, NC

(2)
 NONE

F & M FINANCIAL CORPORATION
December 31, 2013

ITEM 4. DIRECTORS AND OFFICERS OF F & M FINANCIAL CORPORATION
(FMFC = F&M FINANCIAL CORP.; FMB = F & M BANK; FMIS = F & M INVESTMENT SERVICES, INC.)

(1) NAME/ADDRESS/STATE/COUNTRY	(2) OTHER PRINCIPAL OCCUPATON	(3)(a) & (3)(b) Title & Position with BHC Title & Position with sub name	(3.c) Title & Position with other company list company name	(4)(a) % of voting shares in BHC	(4)(b) % of voting shares in sub list name	(4) (c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List Names of companies and % of voting securities held)
1) LARRY GREGORY NORTH GARDEN, VA	RETIRED PRIOR OWNER GREGORY MOTORS	DIR- FMFC, FMB, FMIS	N/A	0.59	NONE	N/A
2) PAUL E. FISHER SALISBURY, N.C.	N/A	FMFC-Chair/CEO FMB-Chair FMIS-Chair DIR-FMFC, FMB, FMIS	N/A	16.24	NONE	N/A
3) JOHN M. FISHER GRANITE QUARRY, NC	INSURANCE AGENT	DIR-FMFC, FMB, FMIS	PRESIDENT J E FISHER INS AGENCY, INC DBA FISHER-GREENE INSURANCE AGENCY	4.81	NONE	51% J E FISHER INS AGENCY, INC DBA FISHER-GREENE INSURANCE AGENCY
4) DWIGHT F. MESSINGER SALISBURY, NC	POWER CURBERS	DIR-FMFC, FMB, FMIS	PRESIDENT	0.42	NONE	50% CORPORATE LEASING 75% DDSM 75% POWER CURBERS
5) SUSAN W KLUTTZ SALISBURY, NC	STATE OF NC	DIR-FMFC, FMB, FMIS	SEC. DEPT OF CULTURAL RESOURCES	0.20	NONE	N/A
6) JACOB STEVEN FISHER SALISBURY, NC	N/A	FMFC-Pres/Gen Counsel FMB-Pres/CEO/Gen Counsel FMIS-Pres/CEO DIR-FMFC, FMB, FMIS	N/A	0.72	NONE	N/A
7) WILLIAM D KENERLY SALISBURY, NC	RETIRED	DIR-FMFC, FMB, FMIS	N/A	0.21	NONE	N/A
8) TOM E SMITH SALISBURY, NC	RETIRED FOOD LION CHAIRMAN/CEO	DIR-FMFC, FMB, FMIS	N/A	0.08	NONE	100% KLUMAC REALTY, INC 50% SAFHA, INC 100% TES PROPERTIES LLC
9) GUY HOSKINS III SPENCER, NC	N/A	FMFC-EVP/CFO/SEC/TREAS FMB-EVP/CFO/SEC/TREAS FMIS-EVP/CFO/SEC/TREAS DIR-FMFC, FMB, FMIS	N/A	1.28	NONE	N/A
10) ELLIS WAYNE CAUBLE GRANITE QUARRY, NC	N/A	FMB-EVP/COO	N/A	2.06	NONE	N/A
11) Robert V Honeycutt III SALISBURY, NC	N/A	FMFC-EVP FMB-EVP/CCO	N/A	0.01	NONE	N/A