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.

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.

I, Dean W. Withers

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.

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.

Signature of Holding Company Director and Official

03/30/2015

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

RSDD ID: 1076495

C.

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

December 31, 2014

Month / Day / Year

N.A

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

Reporter’s Name, Street, and Mailing Address

F & M Bank Corp.

Legal Title of Holding Company

PO Box 1111

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

Timberville VA 22853

City State Zip Code

205 S. Main Street

Physical Location (if different from mailing address)

ccomer@fmbankva.com

E-mail Address

www.fmbankva.com

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

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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
1. Attached FILE W/SEC

2a. Attached

2b. Emailed response March 25, 2015

3.1 Attached

3.2 Attached

4. Attached
ORGANIZATION CHART

F & M BANK CORP
Timberville
Virginia

FARMERS &
MERCHANTS
BANK
Timberville
Virginia

100% owned subsidiaries of F & M Bank Corp.

FARMERS &
MERCHANTS
FINANCIAL
SERVICES
INC
Timberville, Virginia

VBS
MORTGAGE,
LLC
Harrisonburg, Virginia

2 100% owned subsidiary of Farmers & Merchants Bank
3 Sells securities thru BI Investment Services, title insurance thru Shenandoah Title, LLC & insurance through Bankers Insurance, LLC.
4 70% owned subsidiary of Farmers & Merchants Bank, which is a non-managing partner.

All entities are incorporated in the State of Virginia except TEB Life Insurance Company which is incorporated in the State of Arizona.
<table>
<thead>
<tr>
<th>(1)(a) Name</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Voting Securities</th>
<th>(2)(a) Name</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Larry A. Caplinger</td>
<td>USA</td>
<td>Personal 9,486 Shares or .29%</td>
<td></td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Broadway, VA, USA</td>
<td></td>
<td>ESOP 187,996 Shares or 5.71%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Total 197,482 Shares or 5.99%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Neil W. Hayslett</td>
<td>USA</td>
<td>Personal 6,925 Shares or .21%</td>
<td></td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>McGaheyville, VA, USA</td>
<td></td>
<td>ESOP 187,996 Shares or 5.71%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Total 194,921 Shares or 5.92%</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### F & M Bank Corp

#### Item 4

**Directors and Officers**

<table>
<thead>
<tr>
<th>Executive Officers/Address</th>
<th>Principal Occupation</th>
<th>Title/Position Title/Position With BHC</th>
<th>Title/Position Title/Position With Other Subsidiaries</th>
<th>Amount Beneficially Owned</th>
<th>Percent of Class in BHC</th>
<th>Percent of Class in Other Businesses</th>
<th>25% Ownership in Other Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Larry A. Caplinger</td>
<td>N/A</td>
<td>Executive Vice President</td>
<td>None</td>
<td>197,482 Shares</td>
<td>5.99%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Broadway, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Neil W. Hayslett</td>
<td>N/A</td>
<td>Executive Vice President/CAO</td>
<td>None</td>
<td>194,921 Shares</td>
<td>5.92%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>McGaheysville, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Carrie A. Conter</td>
<td>N/A</td>
<td>Senior Vice President/CFO</td>
<td>None</td>
<td>2,703 Shares</td>
<td>.08%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Elkton, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stephanie Shillingburg</td>
<td>N/A</td>
<td>Executive Vice President/Retail Sales</td>
<td>Secretary/Treasurer</td>
<td>6,627 Shares</td>
<td>.20%</td>
<td>None</td>
<td>Creekside Plain &amp; Fancy, Inc. 50%</td>
</tr>
<tr>
<td>Woodstock, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Shillingburg Brothers Farm 25%</td>
</tr>
<tr>
<td>Thomas L. Cline</td>
<td>Retired</td>
<td>Chairman</td>
<td>See Principal Occupation</td>
<td>15,826 Shares</td>
<td>.48%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Timberville, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John N. Crist</td>
<td>Attorney, Partner in Hoover Penrod PLC</td>
<td>Director</td>
<td>See Principal Occupation</td>
<td>24,256 Shares</td>
<td>.74%</td>
<td>None</td>
<td>VA/Valley Title Agency 30%</td>
</tr>
<tr>
<td>Broadway, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ellen R. Fitzwater</td>
<td>Partner/Financial Manager of F &amp; R Leasing, L.L.C.</td>
<td>Director</td>
<td>See Principal Occupation</td>
<td>9,047 Shares</td>
<td>.27%</td>
<td>None</td>
<td>F &amp; R Leasing, LLC 50%</td>
</tr>
<tr>
<td>Broadway, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Directors / Address</td>
<td>Principal Occupation</td>
<td>Title / Position with BHC</td>
<td>Title / Position with Subsidiaries</td>
<td>Amount Beneficially Owned</td>
<td>Percent of Class in BHC</td>
<td>Percent of Class in Subsidiaries</td>
<td>25% Ownership in Other Business</td>
</tr>
<tr>
<td>---------------------</td>
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<td>---------------------------------</td>
</tr>
<tr>
<td>Daniel J. Harshman</td>
<td>Mayor of the Town of Edinburg</td>
<td>Director</td>
<td>Director (Farmers &amp; Merchants Bank)</td>
<td>733 Shares</td>
<td>.02%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Richard S. Myers</td>
<td>President of Dick Myers Chrysler Dodge Jeep</td>
<td>Director</td>
<td>Director (Farmers &amp; Merchants Bank)</td>
<td>17,542 Shares</td>
<td>.53%</td>
<td>None</td>
<td>Dick Myers Chrysler Dodge Jeep 76%, N &amp; P LC, 33 1/3%, &amp; TrAndy at Tidewater, LC 100%</td>
</tr>
<tr>
<td>Michael W. Pugh</td>
<td>President of Old Dominion Realty, Inc. and Colonial Appraisal Service, Inc.</td>
<td>Director</td>
<td>Director (Farmers &amp; Merchants Bank)</td>
<td>13,771 Shares</td>
<td>.42%</td>
<td>17% (VBS Mortgage)</td>
<td>N &amp; P LC, 33 1/3%, Old Dominion Realty, Inc., 100%, Colonial Appraisals Service, Inc., 50%, Broken Arrow LC 100%, West Properties, LC 25%, JCM LC 33 1/3%, &amp; ODR WV LC 50%, Old Furnace LC 33 1/3%</td>
</tr>
<tr>
<td>Christopher S. Runion</td>
<td>President Eddie Edwards Signs, Inc</td>
<td>Director</td>
<td>Director (Farmers &amp; Merchants Bank)</td>
<td>4,346 Shares</td>
<td>.13%</td>
<td>None</td>
<td>Eddie Edward Signs, Inc. 100%, Heifer Investment, LLC 100%</td>
</tr>
<tr>
<td>Ronald E. Wampler</td>
<td>Retired Salesman; Retired farmer; partner in Dove Ohio Farms, L.L.C. and WWTD Ohio Farms, L.L.C.</td>
<td>Director</td>
<td>Director (Farmers &amp; Merchants Bank)</td>
<td>27,848 Shares</td>
<td>.85%</td>
<td>None</td>
<td>Dove Ohio Farms, LC, 30%. WWTD Ohio Farms 25%</td>
</tr>
<tr>
<td>Dean W. Withers</td>
<td>N/A</td>
<td>President/CEO/ Director</td>
<td>President/CEO/ Director (Farmers &amp; Merchants Bank)</td>
<td>32,973 Shares</td>
<td>.10%</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

1 Includes 187,996 shares owned by the Company’s stock bonus plan over which Mr. Caplinger and Mr. Hayslett have voting power in their capacity as plan trustees.
### Results:

A list of branches for your holding company: MBANK CORP. (1076495) of TIMBERVILLE, VA.

The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

### Acknowledgment and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.

### Actions

**OK:** If the branch information is correct.

**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.

### Submissjon 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.

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_RSSO columns are for reference only. Verification of these values is not required.

### Branch Data

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Branch Service Type</th>
<th>Branch ID RSBID</th>
<th>Branch Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>713926</td>
<td>FARMERS &amp; MERCHANTS BANK</td>
<td>205 SOUTH MAIN STREET TIMBERVILLE VA 22801</td>
<td>ROCKINGHAM UNITED STATES</td>
<td>22801</td>
<td>FARMERS &amp; MERCHANTS BANK 713926</td>
<td>UNI0H &amp; MERCHANTS BANK 713926</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>736701</td>
<td>EDINBURG BRANCH</td>
<td>210 SOUTH MAIN STREET EDINBURG VA 22824</td>
<td>SHENANDOAH UNITED STATES</td>
<td>22824</td>
<td>FARMERS &amp; MERCHANTS BANK 736701</td>
<td></td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>782223</td>
<td>BROADWAY BRANCH</td>
<td>126 NORTH TIMBERWAY BROADWAY VA 22824</td>
<td>ROCKINGHAM UNITED STATES</td>
<td>22824</td>
<td>FARMERS &amp; MERCHANTS BANK 782223</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>782224</td>
<td>HARRISONBURG BRANCH</td>
<td>130 SOUTH MAIN STREET HARRISONBURG VA 22835</td>
<td>SHENANDOAH UNITED STATES</td>
<td>22835</td>
<td>FARMERS &amp; MERCHANTS BANK 782224</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>956472</td>
<td>WOODSTOCK BRANCH</td>
<td>161 SOUTH MAIN STREET WOODSTOCK VA 22664</td>
<td>SHENANDOAH UNITED STATES</td>
<td>22664</td>
<td>FARMERS &amp; MERCHANTS BANK 956472</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>964672</td>
<td>LURAY BRANCH</td>
<td>700 EAST MAIN STREET LURAY VA 22835</td>
<td>PAGE UNITED STATES</td>
<td>22835</td>
<td>FARMERS &amp; MERCHANTS BANK 964672</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>964726</td>
<td>WOODSTOCK BRANCH</td>
<td>161 SOUTH MAIN STREET WOODSTOCK VA 22664</td>
<td>SHENANDOAH UNITED STATES</td>
<td>22664</td>
<td>FARMERS &amp; MERCHANTS BANK 964726</td>
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</tr>
</tbody>
</table>