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)); 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, 185, 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.

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.

Mark C. Hanna
Name of the Holding Company Director and Official
President/CEO
Title of the Holding Company Director and Official

I, Mark C. Hanna, Director of the Holding Company, do hereby certify 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]
Date of Signature
03/27/2019

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

RSSID I.D.
C.I.

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 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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2018 /

Month / Day / Year
549300V2TL1721HE07
Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Carrie Comer CFO/EVP
Name of Reporter

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)

Timberville VA 22853
City State Zip Code

Person to whom questions about this report should be directed:
Carrie Comer CFO/EVP
Name Title

540-896-1705
Area Code / Phone Number / Extension
540-896-1796
Area Code / Fax Number

ccomer@fmbankva.com
E-mail Address

www.fmbankva.com
Address (URL) for the Holding Company’s web page

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

03/2018
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:

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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F & M BANK CORP
FRY-6

1  Filed with SEC on March 14, 2019

2a.  Attached

2b.  Emailed response March 25, 2019

3.1  Attached

3.2  Attached

4.  Attached
Supplemental information, items (a) through (d) – Not Applicable

1 100% owned subsidiaries of F & M Bank Corp.
2 100% owned subsidiary of Farmers & Merchants Bank
3 Sells securities thru Infinex Financial Group and insurance through Bankers Insurance, LLC.
4 70% owned subsidiary of Farmers & Merchants Bank, which is a non-managing partner.
5 76% owned subsidiary of F & M Bank Corp. and 24% owned subsidiary of VBS Mortgage, LLC.

All entities are incorporated in the State of Virginia except TEB Life Insurance Company which is incorporated in the State of Arizona.
Reconciliation and Verification Steps
1. In the Data Action column of each branch row, enter one or more of the actions specified below.
   - If required, enter the date in the Effective Date column.
   - Note: If the branch information is incorrect or incomplete, revise the branch data, enter 'Change' in the Data Action 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.

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.

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.

Data Action | Effective Date | Branch Service Type | Branch ID_RSSD | Popular Name | Street Address | City | State | Zip Code | Country | Fire Number | Office Number | Head Office | Head Office ID_RSSD | Comments |
--- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
OK | Full Service | 7293102 | FARMERS & MERCHANTS BANK | 555 NEW MARKET | TIMBERVILLE | VA | 22969 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 2613071 | BRIDGEWATER OFFICE | 100 PLAZA DRIVE | BRIDGEWATER | VA | 22812 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 2613072 | BROADWAY BRANCH | 124 NORTH ANNAPOLIS WAY | BROADWAY | VA | 22812 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 4978012 | CRANFORD BRANCH | 100 W. CHAPEL STREET | CRANFORD | VA | 22812 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
CHANGE | 1/26/2016 | Full Service | 7870010 | EDDINGTON BRANCH | 100 STONEY CREEK BLVD | EDDINGTON | VA | 22832 | SHENANDOAH | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 902826 | ELTON BRANCH | 137 WEST ROCKINGHAM STREET | ELTON | VA | 22832 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 5139400 | GROOTE'S BRANCH | 200 AUGUSTA AVENUE | GROOTE'S | VA | 22832 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 3445712 | CROSSES BRANCH | 80 CROSS KEYS ROAD | HARRISBURG | VA | 22832 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
CHANGE | 1/24/2017 | Full Service | 3445577 | HARRISONBURG BRANCH | 2050 LEAVESLAKE | HARRISBURG | VA | 22832 | ROCKINGHAM | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 3455154 | LUXURY BRANCH | 700 EAST MAIN STREET | LUXURY | VA | 22832 | PAGE | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 5155593 | MERRY GLASS BRANCH | 30 GONEILL CROSSING | STANWOOD | VA | 22832 | AUGUSTA | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 4979811 | NORTH AUGUSTA BRANCH | 2833 N. AUGUSTA STREET | STANWOOD | VA | 22832 | AUGUSTA | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
OK | Full Service | 5647218 | WOODSTOCK BRANCH | 3830 SOUTH MAIN STREET | WOODSTOCK | VA | 22832 | AUGUSTA | UNITED STATES | Not Required | Not Required | FARMERS & MERCHANTS BANK | 713926 |
## Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/18

<table>
<thead>
<tr>
<th>(1)(a) Name</th>
<th>(1)(b) Country of Citizenship</th>
<th>(1)(c) Number and Percentage of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Larry A. Caplinger</td>
<td>USA</td>
<td>Personal 10,497 Shares or .327%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>ESOP 203,147 Shares or 6.322%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Total 213,644 Shares or 6.649%</td>
</tr>
<tr>
<td>Neil W. Hayslett</td>
<td>USA</td>
<td>Personal 7,474 Shares or .233%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>ESOP 203,147 Shares or 6.322%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Total 210,621 Shares or 6.555%</td>
</tr>
</tbody>
</table>

## Current securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/18

<table>
<thead>
<tr>
<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></td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Executive Officers /Address</td>
<td>Principal Occupation</td>
<td>Title/Position With BHC</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>----------------------</td>
<td>------------------------</td>
</tr>
<tr>
<td>Mark C. Hanna, Harrisonburg, VA, USA</td>
<td>N/A</td>
<td>CEO/President/Director of Farmers &amp; Merchants Bank</td>
</tr>
<tr>
<td>Neil W. Hayslett, Linville, VA, USA</td>
<td>N/A</td>
<td>Executive Vice President/COO</td>
</tr>
<tr>
<td>Carrie A. Comer, Elkton, VA, USA</td>
<td>N/A</td>
<td>Executive Vice President/CFO</td>
</tr>
<tr>
<td>Stephanie Shillingburg, Woodstock, VA, USA</td>
<td>N/A</td>
<td>Executive Vice President/Chief Banking Officer</td>
</tr>
<tr>
<td>Josh Hale, Harrisonburg, VA, USA</td>
<td>N/A</td>
<td>Executive Vice President/Chief Lending Officer</td>
</tr>
<tr>
<td>Ed Strunk, Harrisonburg, VA, USA</td>
<td>N/A</td>
<td>Executive Vice President/Chief Credit Officer</td>
</tr>
<tr>
<td>Directors /Address</td>
<td>Principal Occupation</td>
<td>Title/Position with BHC</td>
</tr>
<tr>
<td>-------------------</td>
<td>----------------------</td>
<td>-------------------------</td>
</tr>
<tr>
<td>Edward Ray Burkholder Staunton, VA, USA</td>
<td>Landscape Architect Balzer &amp; Associates</td>
<td>Director</td>
</tr>
<tr>
<td>Larry A. Caplinger Broadway, VA, USA</td>
<td>N/A</td>
<td>Director</td>
</tr>
<tr>
<td>John N. Crist Broadway, VA, USA</td>
<td>Attorney, Partner in Hoover Penrod PLC</td>
<td>Director</td>
</tr>
<tr>
<td>Daniel J. Harshman Edinburg, VA, USA</td>
<td>Mayor of the Town of Edinburg</td>
<td>Director</td>
</tr>
<tr>
<td>Richard S. Myers Harrisonburg, VA, USA</td>
<td>President of Dick Myers Chrysler Dodge Jeep</td>
<td>Director</td>
</tr>
</tbody>
</table>
### Directors and Officers

<table>
<thead>
<tr>
<th>Directors / Address</th>
<th>Principal Occupation</th>
<th>Title/Position with BHC</th>
<th>Title/Position with Subsidiaries</th>
<th>Amount Beneficially Owned</th>
<th>Percent of Class in BHC</th>
<th>Percent of Class in Subsidiaries</th>
<th>25% Ownership in Other Business</th>
</tr>
</thead>
</table>
| Christopher S. Runion,  
Bridgewater,  
VA, USA | President Eddie Edwards  
Signs, Inc | Director | See Principal  
(Farmers & Merchants  
Bank) | 3,452 | .107% | None | Eddie Edward Signs, Inc. 100%,  
Heifer Investment,  
LLC 100%, Heifer Investment II, LLC 50% |
| Michael W. Pugh  
Harrisonburg,  
VA, USA | President of Old Dominion Realty, Inc. and Colonial Appraisal Service, Inc. | Chairman Director | See Principal  
(Farmers & Merchants  
Bank) | 8,638 | .269% | 17% (VBS Mortgage) | N & P LC, 33  
1/3%, Old Dominion Realty, Inc., 100%, Colonial Appraisals Service, Inc., 50%, Broken Arrow LC 100%, JCM LC 33 1/3%, ODR WV LC 50%, Deer Creek Properties, LC 33 1/3%, & ODR REFERRAL LC 50% |
| Dean W. Withers  
Harrisonburg,  
VA, USA | N/A | Director | Retired CEO/Director  
(Farmers & Merchants  
Bank) | 38,106 shares | 1.186% | None | None |
| Ronald E. Wampler  
Timberville,  
VA, USA | Retired Salesman;  
Dove Ohio Farms, LC 30% WWTD Ohio Farms 25% | Director | See Principal  
(Farmers & Merchants  
Bank) | 28,115 | .875% | None | Dove Ohio Farms, LC 30% WWTD Ohio Farms 25% |
F & M Bank Corp
Item 4
Directors and Officers

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Principal Occupation</th>
<th>Shares</th>
<th>Percentage</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>VA, USA farmer, partner in Dove Ohio Farms, L.L.C. and WWTD Ohio</td>
<td>Director</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Peter H. Wray Farms, L.L.C. Crozet, VA, USA Principal Broker; Triangle Realtors</td>
<td>Director</td>
<td>See Principal Occupation</td>
<td>400</td>
<td>.012%</td>
<td>None</td>
</tr>
</tbody>
</table>

1 Includes 203,147 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.