

Board of Governors of the Federal Reserve System



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, 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

549300V2TLC11721HE07

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

Reporter's Name, Street, and Mailing Address

I, **Mark C. Hanna**

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 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)

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:

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

Signature of Holding Company Director and Official

03/27/2019

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. _____

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)

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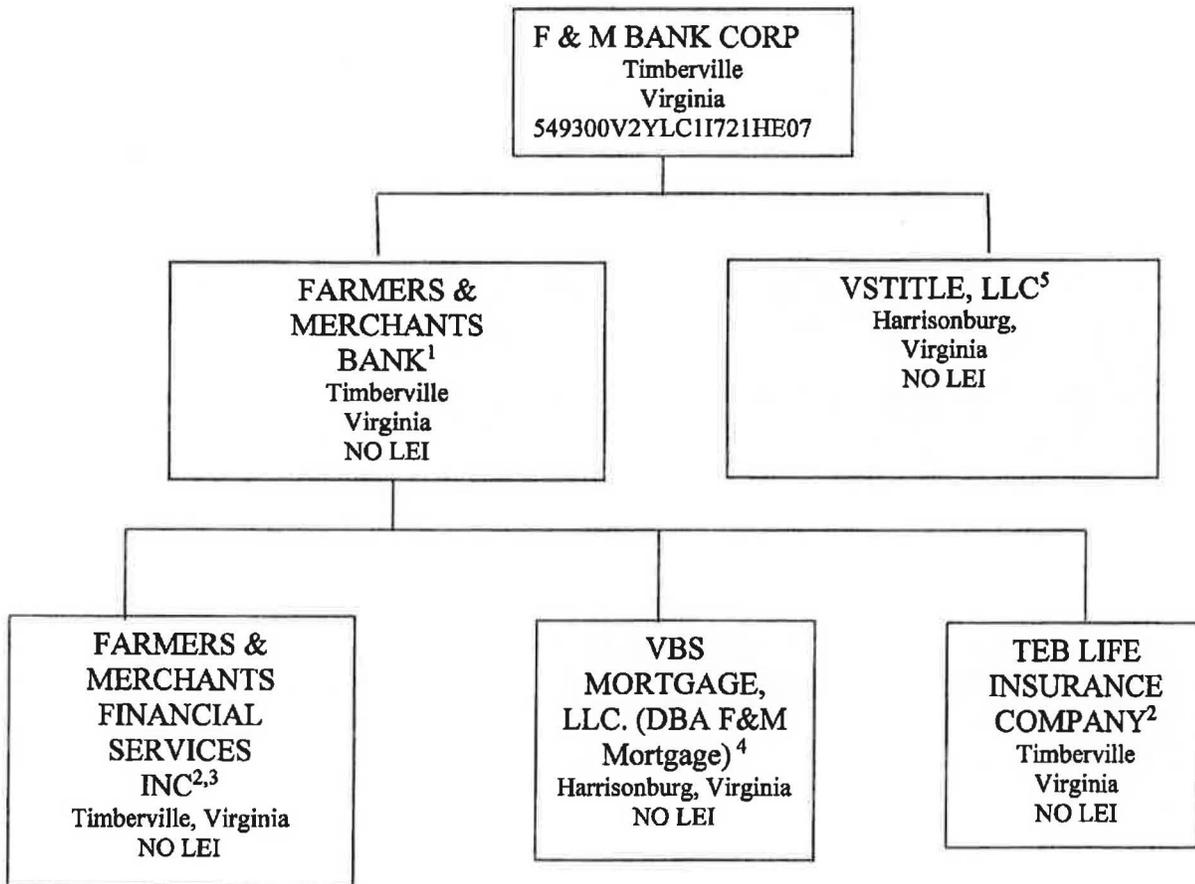
Physical Location (if different from mailing address)

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

F & M BANK CORP.
ANNUAL REPORT OF BANK HOLDING COMPANIES-FRY-6
 Item 2

ORGANIZATION CHART



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.

Results: A list of branches for your depository institution: FARMERS & MERCHANTS BANK (ID_RSSD: 713926).
 This depository institution is held by F & M BANK CORP. (1076495) of TIMBERVILLE, VA.
 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)	713926	FARMERS & MERCHANTS BANK	165 NEW MARKET	TIMBERVILLE	VA	22853	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	2611071	BRIDGEWATER OFFICE	100 PLAZA DRIVE	BRIDGEWATER	VA	22812	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	785222	BROADWAY BRANCH	126 NORTH TIMBERWAY	BROADWAY	VA	22815	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	4978620	CRAIGSVILLE BRANCH	125 W. CRAIG STREET	CRAIGSVILLE	VA	24430	AUGUSTA	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
CHANGE	4/18/2019	Full Service	787020	EDINBURG BRANCH	320 STONEY CREEK BLVD	EDINBURG	VA	22824	SHENANDOAH	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	909626	ELKTON BRANCH	127 WEST ROCKINGHAM STREET	ELKTON	VA	22827	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	5113400	GROTTOES BRANCH	200 AUGUSTA AVENUE	GROTTOES	VA	24441	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	3468722	CROSSROADS BRANCH	80 CROSS KEYS ROAD	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
CHANGE	4/14/2017	Full Service	3444557	HARRISONBURG BRANCH	2030 LEGACY LANE	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	3458554	LURAY BRANCH	700 EAST MAIN STREET	LURAY	VA	22835	PAGE	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	5115365	MYERS CORNER BRANCH	30 GOSNELL CROSSING	STAUNTON	VA	24401	AUGUSTA	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	4978611	NORTH AUGUSTA BRANCH	2813 N. AUGUSTA STREET	STAUNTON	VA	24401	STAUNTON CITY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	964728	WOODSTOCK BRANCH	161 SOUTH MAIN STREET	WOODSTOCK	VA	22664	SHENANDOAH	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	

F & M Bank Corp
Item 3.1 and 3.2
Security Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/18

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

<u>(1)(a)</u> <u>Name</u> <u>City, State,</u> <u>Country</u>	<u>(1)(b)</u> <u>Country of Citizenship</u> <u>or Incorporation</u>	<u>(1)(c)</u> <u>Number and</u> <u>Percentage of Voting</u> <u>Securities</u>
Larry A. Caplinger Broadway, VA, USA	USA	Personal 10,497 Shares or .327% ESOP 203,147 Shares or 6.322% Total 213,644 Shares or 6.649%
Neil W. Hayslett Linville, VA, USA	USA	Personal 7,474 Shares or .233% ESOP 203,147 Shares or 6.322% Total 210,621 Shares or 6.555%

<u>(2)(a)</u> <u>Name</u> <u>City, State,</u> <u>Country</u>	<u>(2)(b)</u> <u>Country of Citizenship or</u> <u>Incorporation</u>	<u>(2)(c)</u> <u>Number and Percentage of</u> <u>Voting Securities</u>
N/A	N/A	N/A

F & M Bank Corp
Item 4
Directors and Officers

<u>Executive Officers</u> <u>/Address</u>	<u>Principal Occupation</u>	<u>Title/Position With BHC</u>	<u>Title/Position With Subsidiaries</u>	<u>Title/Position With Other Businesses</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class in BHC</u>	<u>Percent of Class in Subsidiaries</u>	<u>25% Ownership in Other Business</u>
Mark C. Hanna Harrisonburg, VA, USA	N/A	CEO/President/Director of Farmers & Merchants Bank	President (Farmers & Merchants Bank)	None	2,022 shares	.063%	None	None
Neil W. Hayslett Linville, VA, USA	N/A	Executive Vice President/COO	Executive Vice President (Farmers & Merchants Bank)	None	210,621 Shares	6.555% ¹	None	None
Carrie A. Comer Elkton, VA, USA	N/A	Executive Vice President/CFO	Executive Vice President (Farmers & Merchants Bank)	None	3,573 Shares	.111%	None	None
Stephanie Shillingburg Woodstock, VA, USA	N/A	Executive Vice President/Chief Banking Officer	Executive Vice President (Farmers & Merchants Bank)	Secretary/Treasurer	7,917 Shares	.246%	None	Shillingburg Brothers Farm 25%
Josh Hale, Harrisonburg, VA, USA	N/A	Executive Vice President/Chief Lending Officer	Executive Vice President (Farmers & Merchants Bank)	None	3,204 shares	.100%	None	None
Ed Strunk, Harrisonburg, VA, USA	N/A	Executive Vice President/Chief Credit Officer	Executive Vice President (Farmers & Merchants Bank)	None	3,144 shares	.098%	None	None

F & M Bank Corp
Item 4
Directors and Officers

<u>Directors /Address</u>	<u>Principal Occupation</u>	<u>Title/Position with BHC</u>	<u>Title/Position with Subsidiaries</u>	<u>Title/Position With Other Businesses</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class in BHC</u>	<u>Percent of Class in Subsidiaries</u>	<u>25% Ownership in Other Business</u>
Edward Ray Burkholder Staunton, VA, USA	Landscape Architect Balzer & Associates	Director	Director	See Principal Occupation	440 shares	.014%	None	Rebb LLC 50%
Larry A. Caplinger Broadway, VA, USA	N/A	Director	Retired Executive Vice President (Farmers & Merchants Bank)	None	213,644 Shares	6.649% ¹	None	None
John N. Crist Broadway, VA, USA	Attorney, Partner in Hoover Penrod PLC	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	26,006 Shares	.809%	None	None
Daniel J. Harshman Edinburg, VA, USA	Mayor of the Town of Edinburg	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	733 Shares	.023%	None	None
Richard S. Myers Harrisonburg, VA, USA	President of Dick Myers Chrysler Dodge Jeep	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	17,542 shares	.546%	None	Dick Myers Chrysler Dodge Jeep 69%, N & P LC, 33%. M.A.L.T. LLC 69%

F & M Bank Corp
Item 4
Directors and Officers

<u>Directors /Address</u>	<u>Principal Occupation</u>	<u>Title/Position with BHC</u>	<u>Title/Position with Subsidiaries</u>	<u>Title/Position With Other Businesses</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class in BHC</u>	<u>Percent of Class in Subsidiaries</u>	<u>25% Ownership in Other Business</u>
Christopher S. Runion, Bridgewater, VA, USA	President Eddie Edwards Signs, Inc	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	3,452 Shares	.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	Director (Farmers & Merchants Bank)	See Principal Occupation	8,638 shares	.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)	None	38,106 shares	1.186%	None	None
Ronald E. Wampler Timberville,	Retired Salesman; Retired	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	28,115 Shares	.875%	None	Dove Ohio Farms, LC, 30%. WWTD Ohio Farms 25%,

F & M Bank Corp
Item 4
Directors and Officers

VA, USA	farmer, partner in Dove Ohio Farms, L.L.C. and WWTD Ohio Farms, L.L.C.		Bank)					Plainsmith Road LLC 100%
Peter H. Wray Crozet, VA, USA	Principal Broker; Triangle Realtors	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	400 shares	.012%	None	TAP Investments LLC, 25%, OHME, LLC 25%, S8-Pete Joint Venture 25%, TPA, LLC 25%, Staunton Crossing Partners, LLC 25%, PKW LLC 90%, PHW LLC 90%, Wray Realty, LLC 90%, DWG, LLC 25%, PTAP Investment, LLC 27%

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.