

F&M BANK CORP
Form 10-Q
November 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

Quarterly report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2014.

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 000-13273

F & M BANK CORP.

Virginia 54-1280811
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

P. O. Box 1111
Timberville, Virginia 22853
(Address of Principal Executive Offices) (Zip Code)

(540) 896-8941
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

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State the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| Class | Outstanding at November 12, 2014 |
|-------------------------------|----------------------------------|
| Common Stock, par value - \$5 | 3,290,273 shares |

F & M BANK CORP.

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Part I Financial Information
Item 1 Financial Statements

F & M BANK CORP.
Consolidated Statements of Income

(In Thousands of Dollars Except per Share Amounts)
(Unaudited)

| | Three Months Ended September 30, | |
|---|-------------------------------------|---------|
| | 2014 | 2013 |
| Interest income | | |
| Interest and fees on loans held for investment | \$6,665 | \$6,320 |
| Interest and fees on loans held for sale | 164 | 80 |
| Interest on federal funds sold | 7 | 17 |
| Interest on interest bearing deposits | - | 2 |
| Interest on debt securities | 37 | 39 |
| Total interest income | 6,873 | 6,458 |
| Interest expense | | |
| Interest on demand deposits | 165 | 198 |
| Interest on savings accounts | 31 | 29 |
| Interest on time deposits over \$100,000 | 145 | 197 |
| Interest on other time deposits | 273 | 378 |
| Total interest on deposits | 614 | 802 |
| Interest on short-term debt | 2 | 3 |
| Interest on long-term debt | 292 | 389 |
| Total interest expense | 908 | 1,194 |
| Net interest income | 5,965 | 5,264 |
| Provision for loan losses | 750 | 1,000 |
| Net interest income after provision for loan losses | 5,215 | 4,264 |
| Noninterest income | | |
| Service charges | 275 | 307 |
| Insurance and other commissions | 202 | 235 |
| Other | 400 | 387 |
| Income on bank owned life insurance | 118 | 128 |
| Total noninterest income | 995 | 1,057 |
| Noninterest expense | | |
| Salaries | 1,767 | 1,670 |
| Employee benefits | 514 | 521 |
| Occupancy expense | 150 | 148 |
| Equipment expense | 160 | 134 |
| FDIC insurance assessment | 180 | 180 |
| Other | 1,152 | 1,009 |
| Total noninterest expense | 3,923 | 3,662 |

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| | | |
|--|-----------|-----------|
| Income before income taxes | 2,287 | 1,659 |
| Income tax expense | 726 | 445 |
| Consolidated net income | 1,561 | 1,214 |
| Net income - Noncontrolling interest (income) loss | 8 | (31) |
| Net Income – F & M Bank Corp | \$1,569 | \$1,183 |
| Per share data | | |
| Net income (basic and dilutive) | \$.48 | \$.47 |
| Cash dividends | \$.17 | \$.17 |
| Weighted average shares outstanding | 3,289,743 | 2,503,509 |

See notes to unaudited consolidated financial statements

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F & M BANK CORP.
Consolidated Statements of Income

(In Thousands of Dollars except per Share Amounts)
(Unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|----------|
| | 2014 | 2013 |
| Interest income | | |
| Interest and fees on loans held for investment | \$19,443 | \$18,763 |
| Interest and fees on loans held for sale | 228 | 623 |
| Interest on federal funds sold | 31 | 36 |
| Interest on interest bearing deposits | - | 4 |
| Interest on debt securities | 136 | 140 |
| Total interest income | 19,838 | 19,566 |
| Interest expense | | |
| Interest on demand deposits | 501 | 608 |
| Interest on savings accounts | 88 | 91 |
| Interest on time deposits over \$100,000 | 453 | 601 |
| Interest on other time deposits | 857 | 1,203 |
| Total interest on deposits | 1,899 | 2,503 |
| Interest on short-term debt | 6 | 22 |
| Interest on long-term debt | 872 | 1,175 |
| Total interest expense | 2,777 | 3,700 |
| Net interest income | 17,061 | 15,866 |
| Provision for loan losses | 2,250 | 3,025 |
| Net interest income after provision for loan losses | 14,811 | 12,841 |
| Noninterest income | | |
| Service charges | 786 | 845 |
| Insurance and other commissions | 378 | 704 |
| Other | 1,192 | 1,163 |
| Income on bank owned life insurance | 349 | 380 |
| Total noninterest income | 2,705 | 3,092 |
| Noninterest expense | | |
| Salaries | 5,114 | 4,858 |
| Employee benefits | 1,491 | 1,631 |
| Occupancy expense | 465 | 468 |
| Equipment expense | 442 | 404 |
| FDIC insurance assessment | 540 | 546 |
| Other | 3,410 | 2,923 |
| Total noninterest expense | 11,462 | 10,830 |
| Income before income taxes | 6,054 | 5,103 |
| Income tax expense | 1,844 | 1,465 |
| Consolidated net income | 4,210 | 3,638 |

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| | | |
|--|---------|---------|
| Net income - Noncontrolling interest (income) loss | 26 | (106) |
| Net Income – F & M Bank Corp | \$4,236 | \$3,532 |

Per share data

| | | |
|-------------------------------------|-----------|-----------|
| Net income (basic and dilutive) | \$1.38 | \$1.41 |
| Cash dividends | \$.51 | \$.51 |
| Weighted average shares outstanding | 3,061,432 | 2,501,990 |

See notes to unaudited consolidated financial statements

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F & M BANK CORP.
 Consolidated Statements of Comprehensive Income
 (In Thousands of Dollars)
 (Unaudited)

| | Nine Months Ended September 30, | | Three Months Ended September 30, | |
|--|------------------------------------|-----------------|-------------------------------------|-----------------|
| | 2014 | 2013 | 2014 | 2013 |
| Net Income: | | | | |
| Net Income – F & M Bank Corp | \$4,236 | \$ 3,532 | \$ 1,569 | \$ 1,183 |
| Net Income (loss) attributable to noncontrolling interest | (26) | 106 | (8) | 31 |
| | 4,210 | 3,638 | 1,561 | 1,214 |
| Other comprehensive income (loss): | | | | |
| Unrealized holding gains (losses) on available-for-sale securities | 20 | (60) | 25 | 52 |
| Tax effect | 7 | (20) | 9 | 18 |
| Unrealized holding gain (loss), net of tax | 13 | (40) | 16 | 34 |
| Total other comprehensive income (loss) | 13 | (40) | 16 | 34 |
| Comprehensive income | \$4,223 | \$ 3,598 | \$ 1,577 | \$ 1,248 |

See notes to unaudited consolidated financial statements

F & M BANK CORP.
Consolidated Balance Sheets
(In Thousands of Dollars Except per Share Amounts)

| | September 30, 2014 (Unaudited) | December 31, 2013 (Audited) |
|--|---|--------------------------------------|
| Assets | | |
| Cash and due from banks | \$6,156 | \$5,835 |
| Money market funds | 1,039 | 708 |
| Federal funds sold | 16,165 | 2 |
| Cash and cash equivalents | 23,360 | 6,545 |
| Securities: | | |
| Held to maturity – fair value of \$125 in 2014 and \$106 in 2013 | 125 | 106 |
| Available for sale | 11,275 | 30,266 |
| Other investments | 7,898 | 8,114 |
| Loans held for sale | 16,131 | 3,804 |
| Loans held for investment | 506,846 | 478,453 |
| Less allowance for loan losses | (8,601) | (8,184) |
| Net loans held for investment | 498,245 | 470,269 |
| Other real estate owned | 3,956 | 2,628 |
| Bank premises and equipment, net | 6,468 | 6,525 |
| Interest receivable | 1,536 | 1,498 |
| Goodwill | 2,670 | 2,670 |
| Bank owned life insurance | 12,465 | 12,122 |
| Other assets | 10,444 | 8,241 |
| Total assets | \$594,573 | \$552,788 |
| Liabilities | | |
| Deposits: | | |
| Noninterest bearing | \$110,700 | \$92,397 |
| Interest bearing: | | |
| Demand | 91,669 | 92,562 |
| Money market accounts | 25,222 | 24,894 |
| Savings | 63,401 | 58,292 |
| Time deposits over \$100,000 | 78,311 | 69,674 |
| All other time deposits | 118,338 | 126,330 |
| Total deposits | 487,641 | 464,149 |
| Short-term debt | 3,784 | 3,423 |
| Accrued liabilities | 9,043 | 9,384 |
| Subordinated debt | 10,191 | 10,191 |
| Long-term debt | 15,000 | 11,500 |
| Total liabilities | 525,659 | 498,647 |
| Stockholders' Equity | | |
| Common stock, \$5 par value, 6,000,000 shares authorized, | | |

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| | | |
|---|------------|------------|
| 3,290,381 and 2,511,735 shares issued and outstanding in 2014 and 2013, respectively | 16,452 | 12,559 |
| Retained earnings | 52,967 | 42,089 |
| Noncontrolling interest | 407 | 418 |
| Accumulated other comprehensive loss | (912) | (925) |
| Total stockholders' equity | 68,914 | 54,141 |
| Total liabilities and stockholders' equity | \$ 594,573 | \$ 552,788 |

See notes to unaudited consolidated financial statements

F & M BANK CORP.
Consolidated Statements of Cash Flows
(In Thousands of Dollars)
(Unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|-----------|
| | 2014 | 2013 |
| Cash flows from operating activities | | |
| Net income | \$4,236 | \$3,532 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 449 | 433 |
| Amortization of security premiums, net | 61 | 28 |
| Loans held for sale originated | (41,385) | (68,116) |
| Sale of loans held for sale originated | 39,799 | 77,541 |
| Provision for loan losses | 2,250 | 3,025 |
| (Increase) Decrease in interest receivable | (38) | 188 |
| (Increase) Decrease in other assets | (2,492) | 702 |
| Increase (decrease) in accrued expenses | (65) | 888 |
| Amortization of limited partnership investments | 456 | 438 |
| Income from life insurance investment | (348) | (380) |
| Gain on Other Real Estate Owned | 43 | (4) |
| Net adjustments | (1,270) | 14,743 |
| Net cash provided by operating activities | 2,966 | 18,275 |
| Cash flows from investing activities | | |
| Purchase of investments available for sale | (8,614) | (7,067) |
| Proceeds from maturity of investments available for sale | 27,323 | 8,446 |
| Purchase of investments held to maturity | (125) | - |
| Proceeds from maturity of investments held to maturity | 106 | - |
| Net (increase) decrease in loans held for investment | (10,740) | (16,239) |
| Net (increase) decrease in loans held for sale participations | (32,376) | 65,005 |
| Proceeds from the sale of other real estate owned | 779 | 525 |
| Purchase of property and equipment | (391) | (365) |
| Net cash (used in) investing activities | (24,038) | 50,305 |
| Cash flows from financing activities | | |
| Net change in demand and savings deposits | 22,845 | 12,700 |
| Net change in time deposits | 646 | (4,728) |
| Net change in short-term debt | 361 | (31,117) |
| Cash dividends paid | (1,545) | (1,277) |
| Proceeds from issuance of common stock | 12,080 | 82 |
| Proceeds from long-term debt | 10,000 | |
| Repayment of long-term debt | (6,500) | (21,036) |
| Net cash provided by (used in) financing activities | 37,887 | (45,376) |
| Net Increase in Cash and Cash Equivalents | 16,815 | 23,204 |
| Cash and cash equivalents, beginning of period | 6,545 | 8,997 |
| Cash and cash equivalents, end of period | \$23,360 | \$32,201 |

Supplemental disclosure

Cash paid for:

| | | |
|---|---------|---------|
| Interest expense | \$2,745 | \$2,600 |
| Income taxes | 1,300 | 800 |
| Transfers from loans to Other Real Estate Owned | 2,930 | 416 |
| Noncash exchange of other real estate owned | (780) | 409 |

See notes to unaudited consolidated financial statements

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F & M BANK CORP.
Consolidated Statements of Changes in Stockholders' Equity
(In Thousands of Dollars)
(Unaudited)

| | Nine Months Ended September 30, | |
|--|------------------------------------|----------|
| | 2014 | 2013 |
| Balance, beginning of period | \$54,141 | \$49,384 |
| Comprehensive income | | |
| Net income – F & M Bank Corp | 4,236 | 3,532 |
| Net income attributable to noncontrolling interest | (26) | 106 |
| Net change in unrealized appreciation on securities available for sale, net of taxes | 13 | (40) |
| Total comprehensive income | 4,223 | 3,598 |
| Minority Interest Capital Distributions | | |
| Issuance of common stock | 12,080 | 82 |
| Dividends declared | (1,545) | (1,277) |
| Balance, end of period | \$68,914 | \$51,736 |

See notes to unaudited consolidated financial statements

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 1. Accounting Principles

The consolidated financial statements include the accounts of F & M Bank Corp. and its subsidiaries (the “Company”). Significant intercompany accounts and transactions have been eliminated in consolidation.

The consolidated financial statements conform to accounting principles generally accepted in the United States of America and to general industry practices. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of September 30, 2014 and the results of operations for the quarters and nine month periods ended September 30, 2014 and 2013. The notes included herein should be read in conjunction with the notes to financial statements included in the 2013 annual report to shareholders of F & M Bank Corp.

The Company does not expect the anticipated adoption of any newly issued accounting standards to have a material impact on future operations or financial position.

Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities and gains or losses on certain derivative contracts, are reported as a separate component of the equity section of the balance sheet. Such items, along with operating net income, are components of comprehensive income.

Subsequent Events

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued.

Loans

Loans are carried on the balance sheet net of any unearned interest and the allowance for loan losses. Interest income on loans is determined using the effective interest method on the daily amount of principal outstanding except where serious doubt exists as to collectability of the loan, in which case the accrual of income is discontinued.

Allowance for Loan Losses

The provision for loan losses charged to operations is an amount sufficient to bring the allowance for loan losses to an estimated balance that management considers adequate to absorb potential losses in the portfolio. Loans are charged against the allowance when management believes the collectability of the principal is unlikely. Recoveries of amounts previously charged-off are credited to the allowance. Management’s determination of the adequacy of the allowance is based on an evaluation of the composition of the loan portfolio, the value and adequacy of collateral, current economic conditions, historical loan loss experience, and other risk factors. Management believes that the allowance for loan losses is adequate. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in economic conditions, particularly those affecting real estate values. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Company’s allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance based on their judgments about information available to them at the time of their

examination.

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F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 1. Accounting Principles, continued

Allowance for Loan Losses, continued

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Nonaccrual Loans

Loans are placed on nonaccrual status when they become ninety days or more past due, unless there is an expectation that the loan will either be brought current or paid in full in a reasonable period of time.

Note 2. Investment Securities

Investment securities available for sale are carried in the consolidated balance sheets at their approximate market value, amortized cost and unrealized gains and losses at September 30, 2014 and December 31, 2013 are reflected in the table below. The amortized costs of investment securities held to maturity are carried in the consolidated balance sheets and their approximate market values at September 30, 2014 and December 31, 2013 are as follows (in thousands):

| | 2014 | | 2013 | |
|---------------------------------------|---------------|---------------|---------------|---------------|
| | Cost | Market Value | Cost | Market Value |
| Securities held to maturity | | | | |
| U. S. Treasury and agency obligations | \$ 125 | \$ 125 | \$ 106 | \$ 106 |
| Total | \$ 125 | \$ 125 | \$ 106 | \$ 106 |

| | September 30, 2014 | | | |
|--------------------------------------|--------------------|-------------|-------------|-----------------|
| | Cost | Unrealized | | Market Value |
| | | Gains | Losses | |
| Securities available for sale | | | | |
| U. S. Treasury | \$4,029 | \$- | \$8 | \$4,021 |
| Government sponsored enterprises | 6,050 | 11 | 7 | 6,054 |
| Mortgage-backed securities | 1,060 | 5 | - | 1,065 |
| Corporate equities | 135 | - | - | 135 |
| Total | \$11,274 | \$16 | \$15 | \$11,275 |

| | | December 31, 2013 | | |
|----------------------------------|----------|---------------------|----------------------|-----------------|
| | Cost | Unrealized Gains | Unrealized Losses | Market Value |
| Securities available for sale | | | | |
| Government sponsored enterprises | \$29,076 | \$11 | \$22 | \$29,065 |
| Mortgage-backed securities | 1,209 | - | 8 | 1,201 |
| Total | \$30,285 | \$11 | \$30 | \$30,266 |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 2. Investment Securities, continued

The amortized cost and fair value of securities at September 30, 2014, by contractual maturity are shown below (in thousands). Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| | Securities Held to Maturity | | Securities Available for Sale | |
|---------------------------------------|--------------------------------|---------------|----------------------------------|---------------|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Due in one year or less | \$125 | \$125 | \$- | \$- |
| Due after one year through five years | - | - | 10,079 | 10,075 |
| Due after five years | - | - | 1,195 | 1,200 |
| Total | \$125 | \$125 | \$11,274 | \$11,275 |

There were no gains and losses on sales of securities in the third quarter or nine month period ended September 30 of 2014 or 2013. There were also no securities with an other than temporary impairment.

The fair value and gross unrealized losses for securities, segregated by the length of time that individual securities have been in a continuous gross unrealized loss position, at September 30, 2014 and December 31, 2013 were as follows (dollars in thousands):

| | Less than 12 Months | | More than 12 Months | | Total | |
|-------------------------------------|---------------------|----------------------|---------------------|----------------------|---------------|----------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| September 30, 2014 | | | | | | |
| U. S. Treasury | \$4,021 | \$(8) | \$- | \$- | \$4,021 | \$(8) |
| Government sponsored Enterprises | 1,996 | (4) | 2,008 | (3) | 4,004 | (7) |
| Total | \$6,017 | \$(12) | \$2,008 | \$(3) | \$8,025 | \$(15) |
| December 31, 2013 | | | | | | |
| Government sponsored Enterprises | \$4,984 | \$(22) | \$- | \$- | \$4,984 | \$(22) |
| Mortgage backed obligations | 1,191 | (8) | - | - | 1,191 | (8) |
| Total | \$6,175 | \$(30) | \$- | \$- | \$6,175 | \$(30) |

Other investments, which consist of stock of correspondent banks and investments in low income housing projects, decreased since December 31, 2013. This decrease is due to FHLB stock repurchases which were partially offset with an increase in the Federal Reserve Bank Stock holding requirement.

| | 2014 | 2013 |
|-------------------------------|----------|----------|
| Construction/Land Development | \$69,654 | \$68,512 |
| Farmland | 11,955 | 13,197 |
| Real Estate | 155,302 | 154,628 |

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| | | |
|---|-----------|-----------|
| Multi-Family | 11,461 | 11,797 |
| Commercial Real Estate | 120,939 | 113,415 |
| Home Equity – closed end | 9,519 | 10,228 |
| Home Equity – open end | 51,446 | 47,358 |
| Commercial & Industrial – Non-Real Estate | 26,454 | 25,903 |
| Consumer | 9,980 | 10,163 |
| Dealer Finance | 37,610 | 20,572 |
| Credit Cards | 2,526 | 2,680 |
| Total | \$506,846 | \$478,453 |

Note 3. Loans Held for Investment

Loans outstanding at September 30, 2014 and December 31, 2013 are summarized as follows (in thousands):

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 3. Loans Held for Investment, continued

The following is a summary of information pertaining to impaired loans (in thousands):

| September 30, 2014 | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|--|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| Impaired loans without a valuation allowance: | | | | | |
| Construction/Land Development | \$4,547 | \$5,130 | \$- | \$5,726 | \$110 |
| Farmland | 1,444 | 1,445 | - | 1,457 | 42 |
| Real Estate | 142 | 142 | - | 286 | 4 |
| Multi-Family | - | - | - | - | - |
| Commercial Real Estate | 1,448 | 1,747 | - | 1,283 | 60 |
| Home Equity – closed end | - | - | - | 221 | - |
| Home Equity – open end | - | - | - | 20 | - |
| Commercial & Industrial – Non-Real Estate | 194 | 194 | - | 205 | 8 |
| Consumer | - | - | - | - | - |
| Credit cards | - | - | - | - | - |
| Dealer Finance | - | - | - | - | - |
| | 7,775 | 8,658 | | 9,198 | 224 |
| Impaired loans with a valuation allowance | | | | | |
| Construction/Land Development | 11,293 | 12,484 | 1,440 | 10,789 | 241 |
| Farmland | - | - | - | - | - |
| Real Estate | 914 | 914 | 118 | 900 | 46 |
| Multi-Family | - | - | - | - | - |
| Commercial Real Estate | 1,015 | 1,015 | 68 | 1,050 | 7 |
| Home Equity – closed end | - | - | - | 142 | - |
| Home Equity – open end | - | - | - | 40 | - |
| Commercial & Industrial – Non-Real Estate | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Credit cards | - | - | - | - | - |
| Dealer Finance | - | - | - | - | - |
| | 13,222 | 14,413 | 1,626 | 12,921 | 294 |
| Total impaired loans | \$20,997 | \$23,071 | \$1,626 | \$22,119 | \$518 |

The Recorded Investment is defined as the principal balance less principal payments and charge-offs.

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 3. Loans Held for Investment, continued

| December 31, 2013 | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|--|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| Impaired loans without a valuation allowance: | | | | | |
| Construction/Land Development | \$4,543 | \$5,125 | \$- | \$5,750 | \$153 |
| Farmland | 1,459 | 1,459 | - | 1,475 | 67 |
| Real Estate | 49 | 49 | - | 529 | 3 |
| Multi-Family | - | - | - | - | - |
| Commercial Real Estate | 851 | 851 | - | 616 | 56 |
| Home Equity – closed end | 308 | 308 | - | 284 | 25 |
| Home Equity – open end | - | - | - | 20 | - |
| Commercial & Industrial – Non-Real Estate | 242 | 242 | - | 64 | 12 |
| Consumer | - | - | - | - | - |
| Credit cards | - | - | - | - | - |
| Dealer Finance | - | - | - | - | - |
| | 7,452 | 8,034 | | 8,738 | 316 |
| Impaired loans with a valuation allowance | | | | | |
| Construction/Land Development | 9,716 | 11,141 | 1,560 | 10,855 | 175 |
| Farmland | - | - | - | - | - |
| Real Estate | 1,145 | 1,145 | 154 | 966 | 48 |
| Multi-Family | - | - | - | - | - |
| Commercial Real Estate | 1,118 | 1,418 | 282 | 1,171 | 4 |
| Home Equity – closed end | 180 | 180 | 17 | 409 | 3 |
| Home Equity – open end | 100 | 100 | 9 | 93 | 5 |
| Commercial & Industrial – Non-Real Estate | - | - | - | 141 | - |
| Consumer | 2 | 2 | - | 1 | 1 |
| Credit cards | - | - | - | - | - |
| Dealer Finance | - | - | - | - | - |
| | 12,261 | 13,986 | 2,022 | 13,636 | 236 |
| Total impaired loans | \$19,713 | \$22,020 | \$2,022 | \$22,374 | \$552 |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 4. Allowance for Loan Losses

A summary of the allowance for loan losses follows (in thousands):

| September 30, 2014 Allowance for loan losses: | Beginning | | | | Ending Balance | Percentage of loans in each category to total | | Individually Evaluated for Impairment | Collectively Evaluated for Impairment |
|---|-----------|-------------|------------|-----------|-------------------|---|----------|--|--|
| | Balance | Charge-offs | Recoveries | Provision | | | | | |
| Construction/Land Development | \$ 4,007 | \$ 1,191 | \$ 14 | \$ 1,128 | \$ 3,958 | 46.03 % | \$ 1,440 | \$ 2,518 | |
| Farmland | (2) | - | - | - | (2) | (.02 %) | - | (2) | |
| Real Estate | 400 | 205 | - | 158 | 353 | 4.10 % | 118 | 235 | |
| Multi-Family | - | - | - | - | - | - | - | - | |
| Commercial Real Estate | 777 | - | 32 | (194) | 615 | 7.14 % | 68 | 547 | |
| Home Equity – closed end | 157 | - | - | (15) | 142 | 1.65 % | - | 142 | |
| Home Equity – open end | 476 | 79 | - | 130 | 527 | 6.13 % | - | 527 | |
| Commercial & Industrial – Non-Real Estate | 1,464 | 385 | 49 | 403 | 1,531 | 17.80 % | - | 1,531 | |
| Consumer | 156 | 32 | 23 | 23 | 170 | 1.98 % | - | 170 | |
| Dealer Finance | 628 | 60 | 5 | 616 | 1,189 | 13.82 % | - | 1,189 | |
| Credit Cards | 121 | 35 | 31 | 1 | 118 | 1.37 % | - | 118 | |
| Total | \$ 8,184 | \$ 1,987 | \$ 154 | \$ 2,250 | \$ 8,601 | 100.00 % | \$ 1,626 | \$ 6,975 | |

| December 31, 2013 Allowance for loan losses: | Beginning | | | | Ending Balance | Percentage of loans in each category to total | | Individually Evaluated for Impairment | Collectively Evaluated for Impairment |
|--|-----------|-------------|------------|-----------|-------------------|---|----------|--|--|
| | Balance | Charge-offs | Recoveries | Provision | | | | | |
| Construction/Land Development | \$ 2,771 | \$ 2,127 | \$ 40 | \$ 3,323 | \$ 4,007 | 48.96 % | \$ 1,560 | \$ 2,447 | |
| Farmland | (2) | - | - | - | (2) | (.03 %) | - | (2) | |
| Real Estate | 924 | 173 | - | (351) | 400 | 4.89 % | 154 | 246 | |
| Multi-Family | (37) | - | - | 37 | - | - | - | - | |
| Commercial Real Estate | 1,113 | 201 | 42 | (177) | 777 | 9.49 % | 282 | 495 | |
| Home Equity – closed end | 360 | 159 | - | (44) | 157 | 1.92 % | 17 | 140 | |

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| | | | | | | | | | |
|---|----------|----------|--------|----------|----------|--------|---|----------|----------|
| Home Equity – open end | 659 | 68 | 29 | (144) | 476 | 5.82 | % | 9 | 467 |
| Commercial & Industrial – Non-Real Estate | 2,113 | 986 | 127 | 210 | 1,464 | 17.89 | % | - | 1,464 |
| Consumer | 51 | 173 | 14 | 264 | 156 | 1.90 | % | - | 156 |
| Dealer Finance | 72 | 17 | - | 573 | 628 | 7.68 | % | - | 628 |
| Credit Cards | 130 | 121 | 28 | 84 | 121 | 1.48 | % | - | 121 |
| Unallocated | - | - | - | - | - | - | | - | - |
| Total | \$ 8,154 | \$ 4,025 | \$ 280 | \$ 3,775 | \$ 8,184 | 100.00 | % | \$ 2,022 | \$ 6,162 |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 4. Allowance for Loan Losses, continued

| | Loan Receivable | Individually Evaluated for Impairment | Collectively Evaluated for Impairment |
|---|--------------------|--|--|
| September 30, 2014 | | | |
| Construction/Land Development | \$69,654 | \$ 15,840 | \$ 53,814 |
| Farmland | 11,955 | 1,444 | 10,511 |
| Real Estate | 155,302 | 1,056 | 154,246 |
| Multi-Family | 11,461 | - | 11,461 |
| Commercial Real Estate | 120,939 | 2,463 | 118,476 |
| Home Equity – closed end | 9,519 | - | 9,519 |
| Home Equity –open end | 51,446 | - | 51,446 |
| Commercial & Industrial – Non-Real Estate | 26,454 | 194 | 26,260 |
| Consumer | 9,980 | - | 9,980 |
| Dealer Finance | 37,610 | - | 37,610 |
| Credit Cards | 2,526 | - | 2,526 |
| Total | \$506,846 | \$ 20,997 | \$ 485,849 |

Recorded Investment in Loan Receivables (in thousands)

| | Loan Receivable | Individually Evaluated for Impairment | Collectively Evaluated for Impairment |
|---|--------------------|--|--|
| December 31, 2013 | | | |
| Construction/Land Development | \$68,512 | \$ 14,259 | \$ 54,253 |
| Farmland | 13,197 | 1,459 | 11,738 |
| Real Estate | 154,628 | 1,194 | 153,434 |
| Multi-Family | 11,797 | - | 11,797 |
| Commercial Real Estate | 113,415 | 1,969 | 111,446 |
| Home Equity – closed end | 10,228 | 488 | 9,740 |
| Home Equity –open end | 47,358 | 100 | 47,258 |
| Commercial & Industrial – Non-Real Estate | 25,903 | 242 | 25,661 |
| Consumer | 10,163 | 2 | 10,161 |
| Dealer Finance | 20,572 | - | 20,572 |
| Credit Cards | 2,680 | - | 2,680 |
| Total | \$478,453 | \$ 19,713 | \$ 458,740 |

Aging of Past Due Loans Receivable (in thousands) as of September 30, 2014

| September 30, 2014 | 30-59 Days Past due | 60-89 Days Past Due | Greater than 90 Days (excluding non-accrual) | Non-Accrual Loans | Total Past Due | Current | Total Loan Receivable |
|----------------------------------|------------------------|---------------------------|---|----------------------|-------------------|----------|--------------------------|
| Construction/Land Development | \$1,217 | \$200 | \$ - | \$ 4,928 | \$6,345 | \$63,309 | \$69,654 |

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| | | | | | | | |
|---|---------|-------|-------|----------|----------|-----------|-----------|
| Farmland | 97 | - | - | - | 97 | 11,858 | 11,955 |
| Real Estate | 2,329 | 536 | - | 657 | 3,522 | 151,780 | 155,302 |
| Multi-Family | - | - | - | - | - | 11,461 | 11,461 |
| Commercial Real Estate | 74 | - | - | 1,319 | 1,393 | 119,546 | 120,939 |
| Home Equity – closed end | 95 | 15 | 10 | - | 120 | 9,399 | 9,519 |
| Home Equity – open end | 532 | 10 | - | 23 | 565 | 50,881 | 51,446 |
| Commercial & Industrial – Non-Real Estate | 39 | 5 | - | 15 | 59 | 26,395 | 26,454 |
| Consumer | 89 | 106 | 11 | 3 | 209 | 9,771 | 9,980 |
| Dealer Finance | 301 | 98 | 75 | 12 | 486 | 37,124 | 37,610 |
| Credit Cards | 15 | 1 | - | - | 16 | 2,510 | 2,526 |
| Total | \$4,788 | \$971 | \$ 96 | \$ 6,957 | \$12,812 | \$494,034 | \$506,846 |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 4. Allowance for Loan Losses, continued

Aging of Past Due Loans Receivable (in thousands) as of December 31, 2013

| | 30-59 Days Past due | 60-89 Days Past Due | Greater than 90 Days (excluding non-accrual) | Non-Accrual Loans | Total Past Due | Current | Total Loan Receivable |
|--|------------------------|------------------------|---|----------------------|-------------------|------------|--------------------------|
| December 31, 2013 | | | | | | | |
| Construction/Land Development | \$ 167 | \$ 735 | \$ - | \$ 8,556 | \$ 9,458 | \$ 59,054 | \$ 68,512 |
| Farmland | - | - | - | - | - | 13,197 | 13,197 |
| Real Estate | 4,659 | 920 | 246 | 1,407 | 7,232 | 147,396 | 154,628 |
| Multi-Family | 107 | - | - | - | 107 | 11,690 | 11,797 |
| Commercial Real Estate | 858 | - | - | 1,474 | 2,332 | 111,083 | 113,415 |
| Home Equity – closed end | 122 | 79 | 10 | 180 | 391 | 9,837 | 10,228 |
| Home Equity – open end | 549 | 39 | 51 | 222 | 861 | 46,497 | 47,358 |
| Commercial & Industrial – Non- Real Estate | 148 | 20 | 4 | 416 | 588 | 25,315 | 25,903 |
| Consumer | 169 | 71 | 5 | - | 245 | 9,918 | 10,163 |
| Dealer Finance | 335 | 72 | 11 | - | 418 | 20,154 | 20,572 |
| Credit Cards | 21 | 3 | - | - | 24 | 2,656 | 2,680 |
| Total | \$ 7,135 | \$ 1,939 | \$ 327 | \$ 12,255 | \$ 21,656 | \$ 456,797 | \$ 478,453 |

CREDIT QUALITY INDICATORS (in thousands)
AS OF SEPTEMBER 30, 2014

Corporate Credit Exposure
Credit Risk Profile by Creditworthiness Category

| | Grade 1 Minimal Risk | Grade 2 Modest Risk | Grade 3 Average Risk | Grade 4 Acceptable Risk | Grade 5 Marginally Acceptable | Grade 6 Watch | Grade 7 Substandard | Grade 8 Doubtful | Total |
|----------------------------------|-------------------------------|---------------------------|----------------------------|-------------------------------|-------------------------------------|------------------|------------------------|------------------------|-----------|
| Construction/Land Development | \$- | \$ 167 | \$ 8,228 | \$ 25,851 | \$ 8,394 | \$ 4,134 | \$ 22,880 | \$- | \$ 69,654 |
| Farmland | 68 | - | 1,582 | 3,257 | 4,913 | - | 2,135 | - | 11,955 |
| Real Estate | - | 635 | 59,484 | 62,139 | 23,260 | 7,311 | 2,473 | - | 155,302 |
| Multi-Family | - | 487 | 4,189 | 2,207 | 4,578 | - | - | - | 11,461 |
| Commercial Real Estate | - | 1,449 | 22,315 | 64,766 | 18,890 | 10,820 | 2,699 | - | 120,939 |
| | - | - | 4,473 | 3,039 | 1,832 | 163 | 12 | - | 9,519 |

| | | | | | | | | | |
|---|--------------|----------------|------------------|-------------------|------------------|-----------------|------------------|------------|------------------|
| Home Equity – closed end | | | | | | | | | |
| Home Equity – open end | - | 1,535 | 13,153 | 28,219 | 4,123 | 1,859 | 2,557 | - | 51,446 |
| Commercial & Industrial (Non-Real Estate) | 684 | 76 | 4,129 | 16,226 | 4,597 | 725 | 17 | - | 26,454 |
| Total | \$752 | \$4,349 | \$117,553 | \$ 205,704 | \$ 70,587 | \$25,012 | \$ 32,773 | \$- | \$456,730 |

Consumer Credit Exposure
Credit Risk Profile Based on Payment Activity

| | Credit Cards | Consumer |
|----------------|-----------------|-----------------|
| Performing | \$2,526 | \$47,489 |
| Non performing | - | 101 |
| Total | \$2,526 | \$47,590 |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 4. Allowance for Loan Losses, continued

CREDIT QUALITY INDICATORS (in thousands)
AS OF DECEMBER 31, 2013
Corporate Credit Exposure
Credit Risk Profile by Creditworthiness Category

| | Grade 1 Minimal Risk | Grade 2 Modest Risk | Grade 3 Average Risk | Grade 4 Acceptable Risk | Grade 5 Marginally Acceptable | Grade 6 Watch | Grade 7 Substandard | Grade 8 Doubtful | Total |
|---|-------------------------------|---------------------------|----------------------------|-------------------------------|-------------------------------------|------------------|------------------------|------------------------|------------------|
| Construction/Land Development | \$- | \$- | \$3,166 | \$ 25,657 | \$ 11,116 | \$2,946 | \$ 25,627 | \$- | \$68,512 |
| Farmland | 69 | - | 1,406 | 5,206 | 4,816 | 143 | 1,557 | - | 13,197 |
| Real Estate | - | 562 | 68,241 | 52,190 | 19,037 | 7,821 | 6,777 | - | 154,628 |
| Multi-Family | - | 668 | 4,442 | 2,275 | 4,412 | - | - | - | 11,797 |
| Commercial Real Estate | - | 1,897 | 18,062 | 55,350 | 21,677 | 13,406 | 3,023 | - | 113,415 |
| Home Equity – closed end | - | - | 4,574 | 3,117 | 1,870 | 281 | 386 | - | 10,228 |
| Home Equity – open end | - | 1,482 | 13,308 | 26,734 | 4,840 | 327 | 667 | - | 47,358 |
| Commercial & Industrial (Non-Real Estate) | 815 | 92 | 3,631 | 16,265 | 3,108 | 1,516 | 476 | - | 25,903 |
| Total | \$884 | \$4,701 | \$116,830 | \$ 186,794 | \$ 70,876 | \$26,440 | \$ 38,513 | \$- | \$445,038 |

Consumer Credit Exposure
Credit Risk Profile Based on Payment Activity

| | Credit Cards | Consumer |
|----------------|-----------------|-----------------|
| Performing | \$2,680 | \$30,719 |
| Non performing | - | 16 |
| Total | \$2,680 | \$30,735 |

Description of loan grades:

Grade 1 – Minimal Risk: Excellent credit, superior asset quality, excellent debt capacity and coverage, and recognized management capabilities.

Grade 2 – Modest Risk: Borrower consistently generates sufficient cash flow to fund debt service, excellent credit, above average asset quality and liquidity.

Grade 3 – Average Risk: Borrower generates sufficient cash flow to fund debt service. Employment (or business) is stable with good future trends. Credit is very good.

Grade 4 – Acceptable Risk: Borrower’s cash flow is adequate to cover debt service; however, unusual expenses or capital expenses must be covered through additional long term debt. Employment (or business) stability is reasonable, but future trends may exhibit slight weakness. Credit history is good. No unpaid judgments or collection items appearing on credit report.

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 4. Allowance for Loan Losses, continued

Grade 5 – Marginally acceptable: Credit to borrowers who may exhibit declining earnings, may have leverage that is materially above industry averages, liquidity may be marginally acceptable. Employment or business stability may be weak or deteriorating. May be currently performing as agreed, but would be adversely affected by developing factors such as layoffs, illness, reduced hours or declining business prospects. Credit history shows weaknesses, past dues, paid or disputed collections and judgments, but does not include borrowers that are currently past due on obligations or with unpaid, undisputed judgments.

Grade 6 – Watch: Loans are currently protected, but are weak due to negative balance sheet or income statement trends. There may be a lack of effective control over collateral or the existence of documentation deficiencies. These loans have potential weaknesses that deserve management’s close attention. Other reasons supporting this classification include adverse economic or market conditions, pending litigation or any other material weakness. Existing loans that become 60 or more days past due are placed in this category pending a return to current status.

Grade 7 – Substandard: Loans having well-defined weaknesses where a payment default and or loss is possible, but not yet probable. Cash flow is inadequate to service the debt under the current payment, or terms, with prospects that the condition is permanent. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the borrower and there is the likelihood that collateral will have to be liquidated and/or guarantor(s) called upon to repay the debt. Generally, the loan is considered collectible as to both principal and interest, primarily because of collateral coverage, however, if the deficiencies are not corrected quickly; there is a probability of loss.

Grade 8 – Doubtful: The loan has all the characteristics of a substandard credit, but available information indicates it is unlikely the loan will be repaid in its entirety. Cash flow is insufficient to service the debt. It may be difficult to project the exact amount of loss, but the probability of some loss is great. Loans are to be placed on non-accrual status when any portion is classified doubtful.

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 5. Employee Benefit Plan

The Bank has a qualified noncontributory defined benefit pension plan that covers substantially all of its employees. The benefits are primarily based on years of service and earnings. The Bank contributed \$1,500,000 to the plan in the first quarter of 2014 and does not anticipate additional contributions for the 2014 plan year. The following is a summary of net periodic pension costs for the nine month and three month periods ended September 30, 2014 and 2013.

| | Nine Months Ended | | Three Months Ended | |
|--|-------------------------|--------------------------|--------------------------|--------------------------|
| | September 30 2014 | September 30, 2013 | September 30, 2014 | September 30, 2013 |
| Service cost | \$375,771 | \$449,949 | \$125,257 | \$149,983 |
| Interest cost | 283,281 | 262,734 | 94,427 | 87,578 |
| Expected return on plan assets | (523,689) | (477,060) | (174,563) | (159,020) |
| Amortization of net obligation at transition | - | - | - | - |
| Amortization of prior service cost | (11,427) | (11,427) | (3,809) | (3,809) |
| Amortization of net (gain) or loss | 27,084 | 152,388 | 9,028 | 50,796 |
| Net periodic pension cost | \$151,020 | \$376,584 | \$50,340 | \$125,528 |

Note 6. Fair Value

Accounting Standards Codification (ASC) 820, defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement

The following sections provide a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

Securities: Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flow. Level 2 securities would include U.S. Treasury, U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset backed and other securities. In certain cases where there is limited activity or

less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy.

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 6. Fair Value, continued

Impaired Loans: ASC 820 applies to loans measured for impairment using the practical expedients permitted by ASC 310 including impaired loans measured at an observable market price (if available), or at the fair value of the loan's collateral (if the loan is collateral dependent). Fair value of the loan's collateral, when the loan is dependent on collateral, is determined by appraisals or independent valuation which is then adjusted for the cost related to liquidation of the collateral.

Other Real Estate Owned: Certain assets such as other real estate owned (OREO) are measured at the lower of carrying amount or fair value less cost to sell. We believe that the fair value component in its valuation follows the provisions of ASC 820.

Derivative Financial Instruments: The equity derivative contracts are purchased as part of our Indexed Certificate of Deposit (ICD) program and are an offset of an asset and liability. ICD values are measured on the S&P 500 Index.

For level 3 assets and liabilities measured at fair value on a recurring basis or non-recurring basis as of September 30, 2014 and December 31, 2013, the significant unobservable inputs used in the fair value measurements were as follows:

| | Fair Value at September 30, 2014 | Valuation Technique | Significant Unobservable Inputs | Range |
|-------------------------|--|----------------------------|--|---------|
| Impaired Loans | \$ 11,596 | Discounted appraised value | Discount for selling costs and age of appraisals | 15%-55% |
| Other Real Estate Owned | \$ 3,956 | Discounted appraised value | Discount for selling costs and age of appraisals | 15%-55% |
| | Fair Value at December 31, 2013 | Valuation Technique | Significant Unobservable Inputs | Range |
| Impaired Loans | \$ 10,239 | Discounted appraised value | Discount for selling costs and age of appraisals | 15%-55% |
| Other Real Estate Owned | \$ 2,628 | Discounted appraised value | Discount for selling costs and age of appraisals | 15%-55% |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 6. Fair Value, continued

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The tables below present the recorded amount of assets and liabilities measured at fair value on a recurring basis (in thousands).

| September 30, 2014 | Total | Level 1 | Level 2 | Level 3 |
|---|-----------------|------------|-----------------|------------|
| U.S. Treasury Securities | \$4,021 | \$- | \$4,021 | |
| Government sponsored enterprises | 6,054 | - | 6,054 | - |
| Mortgage-backed obligations of federal agencies | 1,065 | - | 1,065 | - |
| Corporate equities | 135 | - | 135 | - |
| Investment securities available for sale | \$11,275 | \$- | \$11,275 | \$- |
| Total assets at fair value | \$11,275 | \$- | \$11,275 | \$- |
| Total liabilities at fair value | \$- | \$- | \$- | \$- |
| Derivative financial instruments at fair value | \$33 | \$- | \$33 | \$- |
| December 31, 2013 | Total | Level 1 | Level 2 | Level 3 |
| Government sponsored enterprises | \$29,065 | \$- | \$29,065 | \$- |
| Mortgage-backed obligations of federal agencies | 1,201 | - | 1,201 | - |
| Investment securities available for sale | 30,266 | - | 30,266 | - |
| Total assets at fair value | \$30,266 | \$- | \$30,266 | \$- |
| Total liabilities at fair value | \$- | \$- | \$- | \$- |
| Derivative financial instruments at fair value | \$31 | \$- | \$31 | \$- |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 6. Fair Value, continued

Assets and Liabilities Recorded at Fair Value on a Non-recurring Basis

| September 30, 2014 | Total | Level 1 | Level 2 | Level 3 |
|---|----------|---------|---------|----------|
| Other Real Estate Owned | \$3,956 | - | - | \$3,956 |
| Construction/Land Development | 9,854 | - | - | 9,854 |
| Farmland | - | - | - | - |
| Real Estate | 796 | - | - | 796 |
| Multi-Family | - | - | - | - |
| Commercial Real Estate | 946 | - | - | 946 |
| Home Equity – closed end | - | - | - | - |
| Home Equity – open end | - | - | - | - |
| Commercial & Industrial – Non-Real Estate | - | - | - | - |
| Consumer | - | - | - | - |
| Credit cards | - | - | - | - |
| Dealer Finance | - | - | - | - |
| Total Impaired loans | 11,596 | - | - | 11,596 |
| Total assets at fair value | \$15,552 | \$- | \$- | \$15,552 |
| Total liabilities at fair value | \$- | \$- | \$- | \$- |

The table below presents the recorded amount of assets and liabilities measured at fair value on a non-recurring basis (in thousands). The Company has determined that Other Real Estate Owned and Impaired Loans are Level 3.

| December 31, 2013 | Total | Level 1 | Level 2 | Level 3 |
|---|----------|---------|---------|----------|
| Other Real Estate Owned | \$2,628 | - | - | \$ 2,628 |
| Construction/Land Development | 8,156 | - | - | 8,156 |
| Farmland | - | - | - | - |
| Real Estate | 991 | - | - | 991 |
| Multi-Family | - | - | - | - |
| Commercial Real Estate | 836 | - | - | 836 |
| Home Equity – closed end | 163 | - | - | 163 |
| Home Equity – open end | 91 | - | - | 91 |
| Commercial & Industrial – Non-Real Estate | - | - | - | - |
| Consumer | 2 | - | - | 2 |
| Credit cards | - | - | - | - |
| Dealer Finance | - | - | - | - |
| Total Impaired loans | 10,239 | - | - | 10,239 |
| Total assets at fair value | \$12,867 | - | \$ - | 12,867 |
| Total liabilities at fair value | \$- | \$ - | \$ - | \$ - |

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 7. Disclosures About Fair Value of Financial Instruments

ASC 825 “Financial Instruments” defines the fair value of a financial instrument as the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced liquidation or sale. As the majority of the Bank’s financial instruments lack an available trading market, significant estimates, assumptions and present value calculations are required to determine estimated fair value. The following presents the carrying amount, fair value and placement in the fair value hierarchy of the Company’s financial instruments as of September 30, 2014 and December 31, 2013. This table excludes financial instruments for which the carrying amount approximates the fair value, which would be Level 1; inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. All financial instruments above and below are considered Level 2 with the exception of impaired loans of \$11,596,000 and \$10,239,000 at September 30, 2014 and December 31, 2013, respectively, which are considered level 3. Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument (in thousands).

| | September 30, 2014 | | December 31, 2013 | |
|------------------------------|-------------------------|-------------------|-------------------------|-------------------|
| | Estimated Fair Value | Carrying Value | Estimated Fair Value | Carrying Value |
| Financial Assets | | | | |
| Loans, gross | \$537,765 | \$506,846 | \$512,250 | \$478,453 |
| Financial Liabilities | | | | |
| Time deposits | \$198,070 | \$196,649 | \$197,729 | \$196,004 |
| Long-term debt | \$27,651 | \$25,191 | \$23,791 | \$21,691 |

The carrying value of cash and cash equivalents, other investments, deposits with no stated maturities, short-term borrowings, and accrued interest approximate fair value. The fair value of securities was calculated using the most recent transaction price or a pricing model, which takes into consideration maturity, yields and quality. The remaining financial instruments were valued based on the present value of estimated future cash flows, discounted at various rates in effect for similar instruments entered into as of the end of each respective period shown above.

Note 8. Troubled Debt Restructuring

In the determination of the allowance for loan losses, management considers troubled debt restructurings and subsequent defaults in these restructurings by adjusting the loan grades of such loans, which figure into the environmental factors associated with the allowance. Defaults resulting in charge-offs affect the historical loss experience ratios which are a component of the allowance calculation. Additionally, specific reserves may be established on restructured loans evaluated individually.

In the nine months ended September 30, 2014, there were three (one loan during quarter ended September 30, 2014) loan modifications that were considered to be troubled debt restructurings. Modifications may have included rate adjustments, revisions to amortization schedules, suspension of principal payments for a temporary period, re-advancing funds to be applied as payments to bring the loan(s) current, or any combination thereof.

There were no troubled debt restructurings from the previous twelve months that went into default in 2014. A restructured loan is considered in default when it becomes 90 days past due.

F & M BANK CORP.
Notes to (unaudited) Consolidated Financial Statements

Note 8. Troubled Debt Restructuring, continued

| | Number of Contracts | Nine months ended September 30, 2014 | |
|------------------------------|---------------------------|---|--|
| | | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment |
| Troubled Debt Restructurings | | | |
| Commercial | | \$ - | \$ - |
| Real Estate | 2 | 181 | 181 |
| Home Equity | | - | - |
| Credit Cards | | - | - |
| Consumer | 1 | 23 | 23 |
| Total | | \$ 204 | \$ 204 |

During the nine months and quarter ended, September 30, 2013, there was one real estate loan modification that was considered to be troubled debt restructuring.

There were also no troubled debt restructurings from the previous twelve months that went into default in the nine months and quarter ended September 30, 2013. A restructured loan is considered in default when it becomes 90 days past due.

| | Number of Contracts | Nine months ended September 30, 2013 | |
|------------------------------|---------------------------|---|--|
| | | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment |
| Troubled Debt Restructurings | | | |
| Commercial | | \$ - | \$ - |
| Real Estate | 1 | 50 | 50 |
| Home Equity | | - | - |
| Credit Cards | | - | - |
| Consumer | | - | - |
| Total | | \$ 50 | \$ 50 |

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

F & M Bank Corp. (Company) incorporated in Virginia in 1983, is a one-bank holding company pursuant to section 3(a)(1) of the Bank Holding Company Act of 1956, which provides financial services through its wholly-owned subsidiary Farmers & Merchants Bank (Bank). TEB Life Insurance Company (TEB) and Farmers & Merchants Financial Services (FMFS) are wholly-owned subsidiaries of the Bank. The Bank also holds a majority ownership in VBS Mortgage LLC (VBS).

The Bank is a full service commercial bank offering a wide range of banking and financial services through its nine branch offices as well as its loan production offices located in Penn Laird, VA (which specializes in providing automobile financing through a network of automobile dealers) and in Fishersville, VA. TEB reinsures credit life and accident and health insurance sold by the Bank in connection with its lending activities. FMFS provides title insurance, brokerage services and property/casualty insurance to customers of the Bank. VBS originates conventional and government sponsored mortgages through their offices in Harrisonburg and Woodstock, VA.

The Company's primary trade area services customers in Rockingham County, Shenandoah County, Page County and Augusta County.

Management's discussion and analysis is presented to assist the reader in understanding and evaluating the financial condition and results of operations of the Company. The analysis focuses on the consolidated financial statements, footnotes, and other financial data presented. The discussion highlights material changes from prior reporting periods and any identifiable trends which may affect the Company. Amounts have been rounded for presentation purposes. This discussion and analysis should be read in conjunction with the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements presented in Item 1, Part 1 of this Form 10-Q.

Forward-Looking Statements

Certain statements in this report may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that include projections, predictions, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often characterized by the use of qualified words (and their derivatives) such as "expect," "believe," "estimate," "plan," "project," or other statements concerning opinions or judgment of the Company and its management about future events. Such forward-looking statements involve known and unknown risks including, but not limited to:

- Changes in the quality or composition of our loan or investment portfolios, including adverse developments in borrower industries, declines in real estate values in our markets, or in the repayment ability of individual borrowers or issuers;

- The strength of the economy in our target market area, as well as general economic, market, or business conditions;

 - An insufficient allowance for loan losses as a result of inaccurate assumptions;

 - Our ability to maintain our "well-capitalized" regulatory status;

 - Changes in the interest rates affecting our deposits and our loans;

- Changes in our competitive position, competitive actions by other financial institutions and the competitive nature of the financial services industry and our ability to compete effectively against other financial institutions in our banking markets;

 - Our ability to manage growth;

- Our potential growth, including our entrance or expansion into new markets, the opportunities that may be presented to and pursued by us and the need for sufficient capital to support that growth;

 - Our exposure to operational risk;

Our ability to raise capital as needed by our business;
Changes in laws, regulations and the policies of federal or state regulators and agencies; and
Other circumstances, many of which are beyond our control.

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
(continued)

Forward-Looking Statements (continued)

Although the Company believes that its expectations with respect to certain forward-looking statements are based upon reasonable assumptions within the bounds of its existing knowledge of its business and operations, there can be no assurance that actual results, performance or achievements of the Company will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

We do not update any forward-looking statements that may be made from time to time by or on behalf of the Company.

Critical Accounting Policies

General

The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The financial information contained within the statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained either when earning income, recognizing an expense, recovering an asset or relieving a liability. The Company uses historical loss factors as one factor in determining the inherent loss that may be present in its loan portfolio. Actual losses could differ significantly from the historical factors that are used. The fair value of the investment portfolio is based on period end valuations but changes daily with the market. In addition, GAAP itself may change from one previously acceptable method to another method. Although the economics of these transactions would be the same, the timing of events that would impact these transactions could change.

Allowance for Loan Losses

The allowance for loan losses is an estimate of the losses that may be sustained in the loan portfolio. The allowance is based on two basic principles of accounting: (i) ASC 450 "Contingencies", which requires that losses be accrued when they are probable of occurring and estimable and (ii) ASC 310 "Receivables", which requires that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance. For further discussion refer to page 31 in the Management Discussion and Analysis.

Goodwill and Intangibles

ASC 805 "Business Combinations" and ASC 350 "Intangibles" require that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Additionally, it further clarifies the criteria for the initial recognition and measurement of intangible assets separate from goodwill. ASC 350 prescribes the accounting for goodwill and intangible assets subsequent to initial recognition. The provisions of ASC 350 discontinue the amortization of goodwill and intangible assets with indefinite lives. Instead, these assets will be subject to at least an annual impairment review and more frequently if certain impairment indicators are in evidence. ASC 350 also requires that reporting units be identified for the purpose of assessing potential future impairments of goodwill.

Securities Impairment

For a complete discussion of securities impairment see Note 2 of the Notes to Consolidated Financial Statements.

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
(continued)

Overview

Net income for the nine months ended September 30, 2014 was \$4,236,000 or \$1.38 per share, compared to \$3,532,000 or \$1.41 in the same period in 2013, an increase of 19.93% in net income however earnings per share decreased due to the shares of common stock issued by the Company in its private placement capital raise in the first quarter of 2014. Net interest income increased 7.53% from \$15,866,000 to \$17,061,000 compared to the same period in 2013. During the nine months ended September 30, 2014, noninterest income decreased 12.52% and noninterest expense increased 5.84%. The provision for loan losses decreased from \$3,025,000 to \$2,250,000 or 25.62%. Net income from Bank operations adjusted for income or loss from Parent activities is as follows:

| In thousands | 2014 | 2013 |
|---|---------|---------|
| Net Income from Bank Operations | \$4,141 | \$3,442 |
| Income from Parent Company Activities | 95 | 90 |
| Net Income for the nine months ended September 30 | \$4,236 | \$3,532 |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Results of Operations

As shown in Table I on page 35, the 2014 year to date tax equivalent net interest income increased \$1,198,000 or 7.52% compared to the same period in 2013. Third quarter tax equivalent net interest income increased \$707,000 or 13.37% compared to September 30, 2013. The tax equivalent adjustment to net interest income totaled \$74,000 for the quarter. The year to date yield on earning assets increased .05%, while the cost of funds decreased .26% compared to the same period in 2013. The cost of time deposits decreased by .32% due to continued low market rates and accounted for most of the change in the overall cost of funds.

Year to date, the combination of the increase in yield on assets and the decrease in cost of funds coupled with changes in balance sheet leverage has resulted in the net interest margin increasing to 4.29%, an increase of .26% when compared to the same period in 2013. Third quarter net interest margin increased to 4.36%, an increase of .38% when compared to September 30, 2013. The \$18 million increase in non-interest bearing deposits has allowed the Company to fund loan growth while reducing our cost of funds. The Company has developed a rewards deposit product to encourage deposit growth, this along with continued low rates have resulted in the growth in non-interest bearing deposits. A schedule of the net interest margin for the nine month and three month periods ended September 30, 2014 and 2013 can be found in Table I on page 35.

The Interest Sensitivity Analysis contained in Table II on page 36 indicates the Company is in an asset sensitive position in the one year time horizon. This would indicate that in a rising rate environment net interest income and net interest margin would increase as a result of assets repricing faster than liabilities. As the notes to the table indicate, the data was based in part on assumptions as to when certain assets or liabilities would mature or reprice. Approximately 42.65% of rate sensitive assets and 40.58% of rate sensitive liabilities are subject to repricing within one year. Liquid assets have been used to pay off maturing long term FHLB borrowings, which when coupled with depositors reluctance to tie up funds at historically low rates has resulted in the decrease in the positive GAP position in the one year time period.

Noninterest income decreased \$387,000 or 12.52% for the nine month period ended September 30, 2014. The decrease is primarily due to a decrease in VBS Mortgage income. This loss resulted from a decline in mortgage refinancing as rates have rebounded and a particularly hard winter which depressed home sales throughout the region during the first quarter of 2014. VBS Mortgage returned to profitability in the second quarter of 2014 as home sales recovered.

Noninterest expense increased \$632,000 for the nine month period ended September 30, 2014 as compared to 2013. Other expenses, as shown on the income statement, increased in the areas of data processing, legal and professional, supplies, travel and ATM expenses. As stated in the most recently available (June 30, 2014) Bank Holding Company Performance Report, the Company's and peer's (Holding Companies with Consolidated Assets of \$500 million to \$1billion) noninterest expenses averaged 2.67% and 3.03% of average assets, respectively. The Company's operating costs have always compared favorably to the peer group due to an excellent asset to employee ratio and below average facilities costs.

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Balance Sheet

Federal Funds Sold and Interest Bearing Bank Deposits

The Company's subsidiary bank invests a portion of its excess liquidity in either federal funds sold or interest bearing bank deposits. Federal funds sold offer daily liquidity and pay market rates of interest that at quarter end were benchmarked at 0% to .25% by the Federal Reserve. Actual rates received vary slightly based upon money supply and demand among banks. Interest bearing bank deposits are held either in money market accounts or as short-term certificates of deposits. Combined balances in fed funds sold and interest bearing bank deposits have increased since year end due to the maturity of a short term investment held at year end as well as growth in the loan portfolio.

Securities

The Company's securities portfolio serves several purposes. Portions of the portfolio are held to assist the Company with liquidity, asset liability management and as security for certain public funds and repurchase agreements.

The securities portfolio consists of investment securities commonly referred to as securities held to maturity and securities available for sale. Securities are classified as Held to Maturity investment securities when management has the intent and ability to hold the securities to maturity. Held to Maturity Investment securities are carried at amortized cost. Securities available for sale include securities that may be sold in response to general market fluctuations, liquidity needs and other similar factors. Securities available for sale are recorded at market value. Unrealized holding gains and losses on available for sale securities are excluded from earnings and reported (net of deferred income taxes) as a separate component of stockholders' equity.

As of September 30, 2014, the market value of securities available for sale exceeded the cost by \$1,000. The portfolio is made up of primarily agency securities with an average portfolio life of just under four years. This short average life results in less portfolio volatility and positions the Bank to redeploy assets in response to rising rates. There are no additional scheduled maturities in 2014. The Bank held a short term security at year end which matured resulting in the decreased balance at September 30, 2014.

In reviewing investments as of September 30, 2014, there were no securities which met the definition for other than temporary impairment. Management continues to re-evaluate the portfolio for impairment on a quarterly basis.

Loan Portfolio

The Company operates in a predominately rural area that includes the counties of Rockingham, Page, Shenandoah and Augusta in the western portion of Virginia. The local economy benefits from a variety of businesses including agri-business, manufacturing, service businesses and several universities and colleges. The Bank is an active residential mortgage and residential construction lender and generally makes commercial loans to small and mid size businesses and farms within its primary service area.

Lending is geographically diversified within the service area. The only concentration within the portfolio is in construction and development lending. Management and the Board of Directors review this concentration and other potential areas of concentration quarterly.

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Loans Held for Investment of \$506,846,000 increased \$28.4 million at September 30, 2014 compared to December 31, 2013. The dealer finance portfolio increased \$17.0 million, commercial real estate increased \$7.5 million and open ended home equities increased \$4.1 million. These increases were offset by decreases in farmland loans of \$1.2 million and closed end home equities totaling \$.7 million.

Loans Held for Sale totaled \$16,131,000 at September 30, 2014, an increase of \$12,327,000 compared to December 31, 2013. While the portfolio has grown compared to December 31, 2013, the Company experienced a rapid decline in this portfolio during the first half of 2013 due to the decline in the real estate refinancing market which has not rebounded. Average balances and income from loans held for sale are detailed in the Table 1 on page 35.

Nonperforming loans include nonaccrual loans, loans 90 days or more past due and restructured loans. Nonaccrual loans are loans on which interest accruals have been suspended or discontinued permanently. Nonperforming loans totaled \$7,257,000 at September 30, 2014 compared to \$14,082,000 at December 31, 2013. Although the potential exists for loan losses, management believes the bank is generally well secured and continues to actively work with its customers to effect payment. As of September 30, 2014, the Company holds \$3,956,000 of real estate which was acquired through foreclosure. This is an increase of \$1,328,000 compared to December 31, 2013.

The following is a summary of information pertaining to risk elements and nonperforming loans (in thousands):

| | September 30, 2014 | December 31, 2013 | | |
|---|--------------------------|-------------------------|-------------|----------|
| Nonaccrual Loans | | | | |
| Real Estate | \$5,585 | \$9,963 | | |
| Commercial | 1,334 | 1,890 | | |
| Home Equity | 23 | 402 | | |
| Other | 15 | - | | |
| | 6,957 | 12,255 | | |
| Loans past due 90 days or more (excluding nonaccrual) | | | | |
| Real Estate | - | 246 | | |
| Commercial | - | 4 | | |
| Home Equity | 10 | 61 | | |
| Other | 86 | 16 | | |
| | 96 | 327 | | |
| Restructured Loans | | | | |
| Real Estate | 204 | 50 | | |
| Commercial | - | 1,450 | | |
| | 204 | 1,500 | | |
| Total Nonperforming loans | \$7,257 | \$14,082 | | |
| Nonperforming loans as a percentage of loans held for investment | 1.43 | % | 2.94 | % |

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| | | | | |
|--|--------|---|-------|---|
| Net loan losses to average loans outstanding (held for investment) | .37 | % | .79 | % |
| Allowance for loan and lease losses to nonperforming loans | 118.52 | % | 58.12 | % |
| Restructured Nonaccrual | - | | - | |

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F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Allowance for Loan Losses

The allowance for loan losses provides for the risk that borrowers will be unable to repay their obligations. The risk associated with real estate and installment notes to individuals is based upon employment, the local and national economies and consumer confidence. All of these affect the ability of borrowers to repay indebtedness. The risk associated with commercial lending is substantially based on the strength of the local and national economies.

Management evaluates the allowance for loan losses on a quarterly basis in light of national and local economic trends, changes in the nature and volume of the loan portfolio and trends in past due and criticized loans. Specific factors evaluated include internally generated loan review reports, past due reports, historical loan loss experience and changes in the financial strength of individual borrowers that have been included on the Bank's watch list or schedule of classified loans.

In evaluating the portfolio, loans are segregated into loans with identified potential losses and pools of loans by type and a general allowance based on a variety of criteria. Loans with identified potential losses include examiner and bank classified loans. Classified relationships in excess of \$500,000 and loans identified as Troubled Debt Restructurings are reviewed individually for impairment under ASC 310. A variety of factors are taken into account when reviewing these credits including borrower cash flow, payment history, fair value of collateral, company management, the industry in which the borrower is involved and economic factors. Loan relationships that are determined to have no impairment are placed back into the appropriate loan pool and reviewed under ASC 450.

Loans that are not impaired are categorized by call report code and an estimate is calculated based on actual loss experience over the last two years. Dealer finance loans utilize a five year loss history. The Company will monitor the net losses for this division and adjust based on how the portfolio performs since the department was established in 2012. A general allowance for inherent losses has been established to reflect other unidentified losses within the portfolio. The general allowance is calculated using eight environmental factors (loan growth, unemployment, past due/criticized loans, interest rates, changes in underwriting practices, local real estate industry conditions, and experience of lending staff) with a range for worst and best case. The general allowance assists in managing recent changes in portfolio risk that may not be captured in individually impaired loans or in the homogeneous pools based on two year loss histories. The Board approves the loan loss provision for each quarter based on this evaluation. An effort is made to keep the actual allowance at or above the midpoint of the range established by the evaluation process.

The allowance for loan losses of \$8,601,000 at September 30, 2014 is equal to 1.70% of loans held for investment. This compares to an allowance of \$8,184,000 (1.71%) at December 31, 2013. Based on the evaluation of the loan portfolio described above, as well as a significant decline in non-performing loans, management has funded the allowance a total of \$2,250,000 in the first nine months of 2014, versus \$3,025,000 of allowance funding for the same period of 2013. Net charge-offs year to date totaled \$1,833,000.

The overall level of the allowance has been increasing for several years and now approximates the national peer group average. Based on historical losses, delinquency rates, collateral values of delinquent loans and a thorough review of the loan portfolio, management is of the opinion that the allowance for loan losses fairly states the estimated losses in the current portfolio.

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Deposits and Other Borrowings

The Company's main source of funding is comprised of deposits received from individuals, governmental entities and businesses located within the Company's service area. Deposit accounts include demand deposits, savings, money market and certificates of deposit. Total deposits have increased \$23,492,000 since December 31, 2013. Time deposits increased \$645,000 during this period while demand deposits and savings deposits increased \$22,847,000. The increase in demand deposits and savings deposits is a result of new account growth during the year. The Bank also participates in the CDARS program. CDARS (Certificate of Deposit Account Registry Service) is a program that allows the bank to accept customer deposits in excess of FDIC limits and through reciprocal agreements with other network participating banks by offering FDIC insurance up to as much as \$50 million in deposits. The CDARS program also allows the Bank to purchase funds through its One-Way Buy program. At quarter end the Bank had a total of \$25.5 million in CDARS funding, which is an increase of \$14.2 million over December 31, 2013.

Short-term debt

Short-term debt consists of federal funds purchased, daily rate credit obtained from the Federal Home Loan Bank (FHLB), short-term fixed rate FHLB borrowings and commercial repurchase agreements (repos). Commercial customers deposit operating funds into their checking account and by mutual agreement with the bank their excess funds are swept daily into the repurchase accounts. These accounts are not considered deposits and are not insured by the FDIC. The Bank pledges securities held in its investment portfolio as collateral for these short-term loans. Federal funds purchased are overnight borrowings obtained from the Bank's primary correspondent bank to manage short-term liquidity needs. Borrowings from the FHLB have been used to finance loans held for sale and also to finance the increase in short-term residential and commercial construction loans. As of September 30, 2014 there were no FHLB short-term borrowings and commercial repurchase agreements totaled \$3,784,000 compared to \$3,423,000 at December 31, 2013.

Long-term debt

Borrowings from the FHLB continue to be an important source of funding. The Company's subsidiary bank borrows funds on a fixed rate basis. These borrowings are used to fund loan growth and also assist the Bank in matching the maturity of its fixed rate real estate loan portfolio with the maturity of its debt and thus reduce its exposure to interest rate changes. In addition to the \$4.0 million maturity in the second quarter, there was a borrowing that matured during the third quarter that totaled \$2.5 million and a new borrowing of \$10.0 million, resulting in a balance of \$15,000,000 at September 30, 2014.

In August 2009, the Bank began issuing subordinated debt to local investors with terms of 7 to 10 years. Interest rates are fixed on the notes for the full term but vary by maturity. Rates range from 7.0% on the 7 year note to 8.05% on the 10 year note. As of September 30, 2014 and December 31, 2013 the balance outstanding was \$10,191,000.

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Capital

The Company successfully completed a private placement of common stock in March 2014. In the private placement the Company sold 774,231 shares of common stock for net proceeds of \$12 million. The resulting increase in equity improved the Company's risk based capital and leverage ratios by 2.64% and 2.16%, respectively as of March 31, 2014. The Company also has filed a registration statement with respect to a public offering of up to \$10 million of mandatorily convertible preferred stock that is expected to close on November 14, 2014.

The Company seeks to maintain a strong capital base to expand facilities, promote public confidence, support current operations and grow at a manageable level. As of September 30, 2014, the Company's total risk based capital and leverage ratios were 17.04% and 11.49%, respectively, increasing over year end from 15.37% and 9.37%, respectively. For the same period, Bank-only total risk based capital and leverage ratios were 16.78% and 11.25%, respectively, increasing over year end from 15.43% and 9.41%, respectively. For both the Company and the Bank these ratios are in excess of regulatory minimums to be considered "well capitalized".

Liquidity

Liquidity is the ability to meet present and future financial obligations through either the sale or maturity of existing assets or the acquisition of additional funds through liability management. Liquid assets include cash, interest-bearing deposits with banks, federal funds sold, investments and loans maturing within one year. The Company's ability to obtain deposits and purchase funds at favorable rates determines its liquidity exposure. As a result of the Company's management of liquid assets and the ability to generate liquidity through liability funding, management believes that the Company maintains overall liquidity sufficient to satisfy its depositors' requirements and meet its customers' credit needs.

Additional sources of liquidity available to the Company include, but are not limited to, loan repayments, the ability to obtain deposits through the adjustment of interest rates and the purchasing of federal funds. To further meet its liquidity needs, the Company's subsidiary bank also maintains a line of credit with its primary correspondent financial institution. The Bank also has a line of credit with the Federal Home Loan Bank of Atlanta that allows for secured borrowings.

Interest Rate Sensitivity

In conjunction with maintaining a satisfactory level of liquidity, management must also control the degree of interest rate risk assumed on the balance sheet. Managing this risk involves regular monitoring of interest sensitive assets relative to interest sensitive liabilities over specific time intervals. The Company monitors its interest rate sensitivity periodically and makes adjustments as needed. There are no off balance sheet items that will impair future liquidity.

As of September 30, 2014, the Company had a cumulative Gap Rate Sensitivity Ratio of 12.79% for the one year repricing period. This generally indicates that earnings would increase in an increasing interest rate environment as assets reprice more quickly than liabilities. However, in actual practice, this may not be the case as balance sheet leverage, funding needs and competitive factors within the market could dictate the need to raise deposit rates more quickly. Management constantly monitors the Company's interest rate risk and has decided the current position is acceptable for a well-capitalized community bank.

A summary of asset and liability repricing opportunities is shown in Table II, on page 36.

F & M BANK CORP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Effect of Newly Issued Accounting Standards

In January 2014, the FASB amended the Equity Method and Joint Ventures topic of the Accounting Standards Codification. The amendments provide criteria that must be met in order to apply a proportional amortization method to Low-Income Housing Tax Credit investments and provide guidance on the method used to amortize the investment, the impairment approach, and the eligibility criteria for entities that have other arrangements (e.g., loans) with the limited liability entity. The amendments will be effective for the Company for new investments in qualified affordable housing projects for interim and annual periods beginning after December 15, 2014. The Company does not expect these amendments to have a material effect on its financial statements.

In May 2014, the FASB issued guidance to change the recognition of revenue from contracts with customers. The core principle of the new guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. The guidance will be effective for the Company for reporting periods beginning after December 15, 2016. The Company does not expect this guidance to have a material effect on its financial statements.

In August 2014, the FASB issued guidance that is intended to define management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. In connection with preparing financial statements, management will need to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the organization's ability to continue as a going concern within one year after the date that the financial statements are issued. The amendments will be effective for the Company for annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company does not expect these amendments to have a material effect on its financial statements.

Other accounting standards that have been issued by the FASB or other standards-setting bodies are not expected to have a material effect on the Company's financial position, result of operations or cash flows.

Existence of Securities and Exchange Commission Web Site

The Securities and Exchange Commission maintains a Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including F & M Bank Corp. and the address is (<http://www.sec.gov>).

TABLE I

F & M BANK CORP.
Net Interest Margin Analysis
(on a fully taxable equivalent basis)
(Dollar Amounts in Thousands)

| Average | Nine Months Ended September 30, 2014 | | | Nine Months Ended September 30, 2013 | | | Three Months Ended September 30, 2014 | | | Three Months Ended September 30, 2013 | | |
|---|---|--------------------|------------------|---|--------------------|-------------------------------|--|--------------------|------------------|--|--------------------|------------------|
| | Balance ^{2,4} | Income/ Expense | Average Rates | Balance ^{2,4} | Income/ Expense | Average Rates ⁵ | Balance ^{2,4} | Income/ Expense | Average Rates | Balance ^{2,4} | Income/ Expense | Average Rates |
| Interest income | | | | | | | | | | | | |
| Loans held for investment ^{1,2} | \$490,970 | \$19,516 | 5.31 % | \$468,664 | \$18,835 | 5.37 % | \$500,623 | \$6,692 | 5.30 % | \$474,131 | \$6,344 | 5.35 % |
| Loans held for sale | 8,684 | 228 | 3.51 % | 27,581 | 623 | 3.02 % | 18,718 | 164 | 3.48 % | 10,222 | 79 | 3.02 % |
| Federal funds sold | 19,392 | 31 | .21 % | 22,079 | 36 | .22 % | 11,743 | 7 | .24 % | 30,424 | 17 | .21 % |
| Interest bearing deposits | 891 | - | - | 1,140 | 4 | .47 % | 1,139 | - | - | 748 | 2 | .27 % |
| Investments | | | | | | | | | | | | |
| Taxable ³ | 13,347 | 137 | 1.37 % | 11,856 | 140 | 1.58 % | 13,644 | 38 | 1.11 % | 11,157 | 39 | 1.34 % |
| Partially taxable | 116 | - | - | 107 | - | - | 113 | - | - | 107 | - | - |
| Total earning assets | \$533,400 | \$19,912 | 4.99 % | \$531,427 | \$19,638 | 4.94 % | \$545,980 | \$6,901 | 5.01 % | \$526,789 | \$6,481 | 5.05 % |
| Interest Expense | | | | | | | | | | | | |
| Demand deposits | 117,542 | 501 | .57 % | 120,747 | 608 | .67 % | 114,996 | 165 | .57 % | 117,017 | 198 | .67 % |
| Savings | 58,940 | 88 | .20 % | 51,993 | 91 | .23 % | 61,910 | 31 | .20 % | 53,899 | 29 | .23 % |
| Time deposits | 195,282 | 1,309 | .90 % | 199,598 | 1,804 | 1.21 % | 193,883 | 416 | .85 % | 197,137 | 575 | .90 % |
| Short-term debt | 3,556 | 7 | .26 % | 7,098 | 22 | .41 % | 3,808 | 3 | .31 % | 3,378 | 3 | .31 % |
| Long-term debt | 22,277 | 872 | 5.23 % | 39,506 | 1,175 | 3.98 % | 23,995 | 292 | 4.83 % | 35,474 | 389 | 5.04 % |
| Total interest bearing liabilities | \$397,597 | \$2,777 | .93 % | \$418,942 | \$3,700 | 1.19 % | \$398,592 | \$907 | .90 % | \$406,905 | \$1,194 | 1.19 % |
| Tax equivalent net interest income ¹ | | \$17,135 | | | \$15,938 | | | \$5,994 | | | \$5,287 | |

| | | | |
|---------------------|-------|-------|-------|
| Net interest margin | 4.29% | 4.01% | 4.36% |
|---------------------|-------|-------|-------|

- 1 Interest income on loans includes loan fees.
- 2 Loans held for investment include nonaccrual loans.
- 3 An incremental income tax rate of 34% was used to calculate the tax equivalent income (see page 27) on nontaxable and partially taxable investments and loans.
- 4 Average balance information is reflective of historical cost and has not been adjusted for changes in market value annualized.

TABLE II

F & M BANK CORP.
Interest Sensitivity Analysis

September 30, 2014
(In Thousands of Dollars)

The following table presents the Company's interest sensitivity.

| | 0 – 3 Months | 4 – 12 Months | 1 – 5 Years | Over 5 Years | Not Classified | Total |
|--|------------------|------------------|------------------|-----------------|-------------------|------------------|
| Uses of funds | | | | | | |
| Loans | | | | | | |
| Commercial | \$28,400 | \$24,713 | \$110,346 | \$7,349 | \$- | \$170,808 |
| Installment | 4,486 | 855 | 31,220 | 11,030 | - | 47,591 |
| Real estate loans for investments | 94,934 | 45,876 | 138,451 | 6,660 | - | 285,921 |
| Loans held for sale | 16,131 | - | - | - | - | 16,131 |
| Credit cards | 2,526 | - | - | - | - | 2,526 |
| Federal funds sold | 16,165 | - | - | - | - | 16,165 |
| Interest bearing bank deposits | 1,039 | - | - | - | - | 1,039 |
| Investment securities | - | 125 | 10,076 | 1,064 | 135 | 11,400 |
| Total | \$163,681 | \$71,569 | \$290,093 | \$26,103 | \$135 | \$551,581 |
| Sources of funds | | | | | | |
| Interest bearing demand deposits | \$- | \$30,944 | \$67,612 | \$18,335 | \$- | \$116,891 |
| Savings deposits | - | 12,680 | 38,041 | 12,680 | - | 63,401 |
| Certificates of deposit | | | | | | |
| \$100,000 and over | 28,178 | 17,989 | 32,144 | - | - | 78,311 |
| Other certificates of deposit | 19,372 | 46,258 | 52,708 | - | - | 118,338 |
| Short-term borrowings | 3,784 | - | - | - | - | 3,784 |
| Long-term borrowings | 5,125 | 375 | 8,785 | 10,906 | - | 25,191 |
| Total | \$56,459 | \$108,246 | \$199,290 | \$41,920 | \$- | \$405,915 |
| Discrete Gap | \$107,222 | \$(36,677) | \$90,803 | \$(15,817) | \$135 | \$145,666 |
| Cumulative Gap | \$107,222 | \$70,545 | \$161,348 | \$145,531 | \$145,666 | |
| Ratio of Cumulative Gap to Total Earning Assets | 19.44 | % 12.79 | % 29.25 | % 26.38 | % 26.41 | % |

Table II reflects the earlier of the maturity or repricing dates for various assets and liabilities as of September 30, 2014. In preparing the above table, no assumptions were made with respect to loan prepayments. Loan principal payments are included in the earliest period in which the loan matures or can reprice. Principal payments on installment loans scheduled prior to maturity are included in the period of maturity or repricing. Proceeds from the

redemption of investments and deposits are included in the period of maturity. Estimated maturities of deposits, which have no stated maturity dates, were derived from guidance contained in FDICIA 305.

F & M BANK CORP.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not Applicable

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As a result of the enactment of the Sarbanes-Oxley Act of 2002, issuers such as F & M Bank Corp. that file periodic reports under the Securities Exchange Act of 1934 (the "Act") are required to include in those reports certain information concerning the issuer's controls and procedures for complying with the disclosure requirements of the federal securities laws. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports it files or submits under the Act, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As required, we will evaluate the effectiveness of these disclosure controls and procedures on a quarterly basis, and most recently did so as of the end of the period covered by this report.

The Company's Chief Executive Officer and Chief Financial Officer, based on their evaluation as of the end of the period covered by this quarterly report of the Company's disclosure controls and procedures (as defined in Rule 13(a)-15(e) of the Act), have concluded that the Company's disclosure controls and procedures are effective for purposes of Rule 13(a)-15(b).

Changes in Internal Controls

The findings of the internal auditor are presented to management of the Bank and to the Audit Committee of the Company. During the period covered by this report, there were no changes to the internal controls over financial reporting of the Company that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

F & M BANK CORP.

Part II Other Information

Item 1. Legal Proceedings

There are no material pending legal proceedings other than ordinary routine litigation incidental to its business, to which the Company is a party or of which the property of the Company is subject.

Item 1a. Risk Factors

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

(a) Exhibits

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) (filed herewith).

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) (filed herewith).

32 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

101 The following materials from F&M Bank Corp.'s Quarterly Report on Form 10-Q for the period ended September 30, 2014, formatted in Extensible Business Reporting Language (XBRL), include: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Changes in Stockholders' Equity, (v) Consolidated Statements of Cash Flows and (vi) related notes (filed herewith).

F & M BANK CORP.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

F & M BANK CORP.

By: /s/ Dean W. Withers
Dean W. Withers
President and Chief Executive Officer

By: /s/ Carrie A. Comer
Carrie A. Comer
Senior Vice President and Chief
Financial Officer

November 14, 2014

F & M BANK CORP.

Exhibit Index:

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