F&M BANK CORP
Form 10-Q
May 13, 2010

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

þ **Quarterly report Under Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2010.

o **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 þ No o

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

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

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 May 5, 2010
Common Stock, par value $5	2,296,378 shares

F & M BANK CORP.
Index

Table of Contents

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 March 31, 2010	Three Months Ended March 31, 2009
Interest income		
Interest and fees on loans held for investment	$ 6,473	$ 6,186
Interest and fees on loans held for sale	155	227
Interest on federal funds sold	13	1
Interest on interest bearing deposits	5	14
Dividends on equity securities	48	46
Interest on debt securities	113	227
Total interest income	6,807	6,701
Interest expense		
Interest on demand deposits	458	234
Interest on savings accounts	46	63
Interest on time deposits over $100,000	416	559
Interest on time deposits	848	1,213
Total interest on deposits	1,768	2,069
Interest on short-term debt	7	28
Interest on long-term debt	629	604
Total Interest Expense	2,404	2,701
Net interest income	4,403	4,000
Provision for loan losses	900	210
Net interest income after provision for loan losses	3,503	3,790
Noninterest income		
Service charges	305	286
Insurance and other commissions	81	102
Other	270	189
Income on bank owned life insurance	73	90
Other than temporary impairment losses		(330)
Gain (loss) on the sale of securities	30	
Total noninterest income	759	337

Noninterest expense		
Salaries	1,317	1,236
Employee benefits	420	428
Occupancy expense	148	139
Equipment expense	146	132
Intangible amortization	69	69
FDIC insurance assessment	282	59
Other	764	731
Total noninterest expense	3,146	2,794
Income before income taxes	1,116	1,333
Income taxes	357	432
Consolidated net income	759	901
Net income Noncontrolling interest	(3)	(17)
Net Income F & M Bank Corp.	$ 756	$ 884
Per share data		
Net income	$ .33	$ .39
Cash dividends	$ .15	$ .23
Weighted average shares outstanding	2,295,643	2,288,563

Table of Contents

F & M BANK CORP.

Consolidated Balance Sheets
(In Thousands of Dollars Except per Share Amounts)

	March 31, 2010 *(Unaudited)*	December 31, 2009 *(Audited)*
Assets		
Cash and due from banks	$ 5,027	$ 5,314
Federal funds sold	7,467	18,326
Cash and cash equivalents	12,494	23,640
Interest bearing deposits in banks	5,210	65
Securities:		
Held to maturity fair value of $110,000 in 2010 and 2009, respectively (note 2)	110	110
Available for sale (note 2)	16,627	16,430
Other investments	9,578	9,681
Loans held for sale	22,153	31,168
Loans held for investment (note 3)	440,750	434,403
Less allowance for loan losses (note 4)	(4,510)	(3,836)
Net loans held for investment	436,240	430,567
Other real estate owned	1,465	526
Bank premises and equipment, net	6,945	7,080
Interest receivable	1,910	2,038
Core deposit intangible	253	322
Goodwill	2,670	2,670
Bank owned life insurance	6,664	6,593
Other assets	8,455	8,333
Total assets	$ 530,774	$ 539,223
Liabilities		
Deposits:		
Noninterest bearing	$ 53,705	$ 53,475
Interest bearing:		
Demand	84,987	77,483
Money market accounts	21,432	23,231
Savings	35,138	34,229
Time deposits over $100,000	87,705	99,330
All other time deposits	133,329	132,895
Total deposits	416,296	420,643

Short-term debt	4,520	9,084
Accrued liabilities	7,138	7,398
Subordinated debt	3,806	2,715
Long-term debt	59,107	60,381
Total liabilities	490,867	500,221
Stockholders Equity		
Common stock, $5 par value, 6,000,000 shares authorized, 2,296,428 and 2,295,053 shares issued and outstanding in 2010 and 2009, respectively	11,482	11,475
Retained earnings	28,425	27,989
Noncontrolling interest	100	123
Accumulated other comprehensive income (loss)	(100)	(585)
Total stockholders equity	39,907	39,002
Total liabilities and stockholders equity	$ 530,774	$ 539,223

Table of Contents

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

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
Cash flows from operating activities		
Net income	$ 756	$ 884
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation	163	158
Amortization (accretion) of security premiums (discounts)	15	11
Net (increase) decrease in loans held for sale	9,015	(15,937)
Provision for loan losses	900	210
Intangible amortization	69	69
(Increase) decrease in interest receivable	127	(9)
(Increase) decrease in other assets	(1,385)	357
Increase in accrued expenses	375	(114)
(Gain)/loss on security transactions	(30)	330
Amortization of limited partnership investments	103	93
Income from life insurance investment	(71)	(71)
Net adjustments	9,281	(14,903)
Net cash provided (used) by operating activities	10,037	(14,019)
Cash flows from investing activities		
Purchase of investments available for sale	(7,048)	(736)
Proceeds from sales of investments available for sale	853	4
Proceeds from maturity of investments available for sale	6,677	529
Proceeds from maturity of investments held to maturity Net increase in loans held for investment	(7,096)	(9,552)
Purchase of property and equipment	(28)	(97)
Net (increase) decrease in interest bearing bank deposits	(5,145)	(251)
Net cash used in investing activities	(11,787)	(10,103)
Cash flows from financing activities		
Net change in demand and savings deposits	6,844	6,722
Net change in time deposits	(11,191)	15,375
Net change in short-term debt	(4,565)	(6,836)
Cash dividends paid	(332)	(528)
Repurchase of common stock		(54)
Proceeds from sale of common stock	31	
Change in federal funds purchased		

Proceeds of long-term debt	7,250	7,250
Repayment of long-term debt	(7,433)	(6,202)
Net cash provided (used) by financing activities	(9,396)	15,727
Net Increase (Decrease) in Cash and Cash Equivalents	(11,146)	(8,395)
Cash and cash equivalents, beginning of period	23,640	13,208
Cash and cash equivalents, end of period	$ 12,494	$ 4,813
Supplemental disclosure		
Cash paid for:		
Interest expense	$ 7,753	$ 2,805
Income taxes		

Table of Contents

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

	Three Months Ended March 31,	
	2010	**2009**
Balance, beginning of period	$ 39,002	$ 36,258
Comprehensive income		
Net income F & M Bank Corp.	756	867
Net income Noncontrolling interest	(23)	17
Net change in unrealized appreciation on securities available for sale, net of taxes	485	(396)
Total comprehensive income	1,218	488
Issuance of Common Stock	31	
Repurchase of common stock		(54)
Dividends declared	(344)	(528)
Balance, end of period	$ 39,907	$ 36,164

5

Table of Contents

F & M BANK CORP.
Notes to 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 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 March 31, 2010 and the results of operations for the three month periods ended March 31, 2010 and March 31, 2009. The notes included herein should be read in conjunction with the notes to financial statements included in the 2009 annual report to stockholders of the 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.

The components of comprehensive income and related tax effects are as follows:

	March 31, 2010	March 31, 2009
Changes in:		
Net Income:		
Net Income F & M Bank Corp.	$ 756	$ 867
Net Income Noncontrolling Interest	(23)	17
	733	884
Unrealized holding gains (losses) on available-for-sale securities:	765	(930)
Other than temporary impairment losses		330
Reclassification adjustment for (gains) losses realized in income	(30)	
Net unrealized gains (losses)	735	(600)
Tax effect	250	204
Unrealized holding gain (losses), net of tax	485	(396)
Net change in comprehensive income	$ 1,218	$ 488

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.

Table of Contents

F & M BANK CORP.
Notes to Consolidated Financial Statements

Note 2. Investment Securities

The amounts at which investment securities are carried in the consolidated balance sheets and their approximate market values at March 31, 2010 and December 31, 2009 are as follows:

	2010		2009	
	Cost	Market Value	Cost	Market Value
Securities held to maturity				
U. S. Treasury and agency obligations	$ 110	$ 110	$ 110	$ 110
Total	$ 110	$ 110	$ 110	$ 110

	2010		2009	
	Market Value	Cost	Market Value	Cost
Securities available for sale				
Government sponsored enterprises	$ 6,988	$ 6,975	$ 6,012	$ 5,976
Equity securities	3,523	2,979	3,743	3,768
Mortgage-backed securities	5,527	5,217	6,170	5,896
Corporate Bonds	589	281	505	281
Municipals				
Total	$ 16,627	$ 15,452	$ 16,430	$ 15,921

The amortized cost and fair value of securities at March 31, 2010, by contractual maturity are shown below. 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	$ 110	$ 110	$ 1,288	$ 1,286
Due after one year through five years			5,974	5,988
Due after five years			5,211	5,830
	110	110	12,473	13,104
Marketable equities			2,979	3,523
Total	$ 110	$ 110	$ 15,452	$ 16,627

There were no sales of debt securities during the first quarter of 2010 or in all of 2009. Following is a table reflecting gains and losses on sales of equity securities:

	2010	2009
Gains	$ 114	$

Losses		(84)		
Net Gains (Losses)	$	30	$	

7

Table of Contents

F & M BANK CORP.
Notes to Consolidated Financial Statements

Note 3. Loans Held for Investment

Loans outstanding at March 31, 2010 and December 31, 2009 are summarized as follows:

	2010	2009
Real Estate		
Construction	$ 85,925	$ 86,320
Residential	181,747	191,382
Commercial and agricultural	151,553	134,993
Consumer loans to individuals	18,953	19,247
Credit cards	2,489	2,355
Other	83	106
Total	$ 440,750	$ 434,403

Note 4. Allowance for Loan Losses

A summary of transactions in the allowance for loan losses follows:

	Three Months Ended March 31,	
	2010	2009
Balance, beginning of period	$ 3,836	$ 2,189
Provisions charged to operating expenses	900	210
Net (charge-offs) recoveries:		
Loan recoveries	27	12
Loan charge-offs	(253)	(30)
Total Net (Charge-Offs) Recoveries*	(226)	(18)
Balance, End of Period	$ 4,510	$ 2,381
* Components of Net (Charge-Offs) Recoveries		
Real Estate	(184)	
Commercial		
Consumer and other	(42)	(18)
Total	$ (226)	$ (18)

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 million to the plan in the first quarter of 2010 and does not anticipate additional contributions for the 2010 plan year. The following is a summary of net periodic pension costs for the three-month periods ended March 31, 2010 and 2009.

	2010	2009
Service cost	$ 96,979	$ 89,700
Interest cost	79,250	68,333

Expected return on plan assets	(120,427)	(78,428)
Amortization of net obligation at transition		
Amortization of prior service cost	(1,325)	(1,325)
Amortization of net (gain) or loss	16,378	31,051
Net periodic benefit cost	$ 70,855	$ 109,331

8

Table of Contents

F & M BANK CORP.
Notes to Consolidated Financial Statements

Note 6. Fair Value

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. 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.

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.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis.

March 31, 2010	**Total**	**Level 1**	**Level 2**	**Level 3**
Government sponsored enterprises	6,988		6,988	
Mortgage-backed obligations of federal agencies	5,527		5,527	
Marketable Equities	3,523	3,523		
Corporate Bonds	589	589		
Investment securities available for sale	16,627	4,112	12,515	
Total assets at fair value	16,627	4,112	12,515	
Total liabilities at fair value				

Table of Contents

F & M BANK CORP.
Notes to Consolidated Financial Statements

Note 6. Fair Value, continued

December 31, 2009	Total	Level 1	Level 2	Level 3
Government sponsored enterprises	6,013		6,013	
Mortgage-backed obligations of federal agencies	6,170		6,170	
Marketable Equities	3,743	3,743		
Corporate Bonds	504	504		
Investment securities available for sale	16,430	4,247	12,183	
Total assets at fair value	16,430	4,247	12,183	
Total liabilities at fair value				

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

The table below presents the recorded amount of assets and liabilities measured at fair value on a non-recurring basis.

March 31, 2010	**Total**	**Level 1**	**Level 2**	**Level 3**
Loans Held for Sale	22,153		22,153	
Other Real Estate Owned	1,465		1,465	
Real Estate	972		972	
Commercial	5,986		5,986	
Consumer				
Impaired loans	6,958		6,958	
Total assets at fair value	30,576		30,576	
Total liabilities at fair value				

December 31, 2009	**Total**	**Level 1**	**Level 2**	**Level 3**
Loans Held for Sale	31,168		31,168	
Other Real Estate Owned	526		526	
Real Estate	1,123		1,123	
Commercial	5,585		5,585	
Consumer				
Impaired loans	6,708		6,708	
Total assets at fair value	38,402		38,402	
Total liabilities at fair value				

There were no significant transfers between levels 1 and 2.

Table of Contents

F & M BANK CORP.
NOTES TO 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. Estimated fair value and the carrying value of financial instruments at March 31, 2010 and December 31, 2009 are as follows (in thousands):

	March 31, 2010		December 31, 2009	
	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value
Financial Assets				
Cash	$ 5,027	$ 5,027	$ 5,314	$ 5,314
Interest bearing deposits	5,207	5,210	65	65
Federal funds sold	7,467	7,467	18,326	18,326
Securities available for sale	16,627	16,627	16,430	16,430
Securities held to maturity	110	110	110	110
Other investments	9,578	9,578	9,681	9,681
Loans	472,337	440,750	481,967	434,403
Loan held for sale	22,153	22,153	31,168	31,168
Bank owned life insurance	6,664	6,664	6,593	6,593
Accrued interest receivable	1,910	1,910	2,038	2,038
Financial Liabilities				
Demand Deposits:				
Non-interest bearing	53,705	53,705	53,475	53,475
Interest bearing	106,419	106,419	100,714	100,714
Savings deposits	35,138	35,138	34,229	34,229
Time deposits	222,368	221,034	234,032	232,225
Accrued liabilities	7,138	7,138	7,534	7,396
Short-term debt	4,520	4,520	9,085	9,085
Subordinated debt	3,806	3,806	2,715	2,715
Long-term debt	59,931	59,107	61,216	60,381

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.

Table of Contents

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. 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. VBS began operating its Woodstock office in February 2010 in space leased from Farmers & Merchants Bank.

The Company s primary trade area services customers in Rockingham County, Shenandoah County, Page County and the northern part of 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 and 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.

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. Actual future results and trends may differ materially from historical results or those anticipated depending on a variety of factors, including, but not limited to, the effects of and changes in: general economic conditions, the interest rate environment, legislative and regulatory requirements, competitive pressures, new products and delivery systems, inflation, changes in the stock and bond markets, technology, and consumer spending and savings habits.

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

Table of Contents

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)
Critical Accounting Policies
General

The Company s financial statements are prepared in accordance with accounting principles generally accepted in the United States (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.

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.

Core deposit intangibles are amortized on a straight-line basis over ten years. The Company adopted ASC 350 on January 1, 2002 and determined that the core deposit intangible will continue to be amortized over the estimated useful life.

Securities Impairment

The Company follows the guidance in ASC 320-10 and SAB Topic 5M, *Other Than Temporary Impairment* in evaluating if these impairments are temporary or other than temporary in nature. This determination is made on an investment by investment basis and includes all available evidence at the time of the determination including the following:

The length of time of impairment;

The extent of the impairment relative to the cost of the investment;

Recent volatility in the market value of the investment;

The financial condition and near-term prospects of the issuer, including any specific events which may impair the earnings potential of the issuer; or

The intent and ability of the Company to hold its investment for a period of time sufficient to allow for any anticipated recovery in market value.

Table of Contents

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

Securities Impairment, continued

The following description provides our policies/procedures for the evaluation for Other Than Temporary Impairment (OTTI):

We begin our evaluation using a default position that OTTI has occurred and then use all available evidence to determine whether prospects for the individual security are sufficient to support temporary impairment at the date of the SEC filing. This evaluation will be conducted at each filing date.

For purposes of determining OTTI, the security value recovery period will be projected for a maximum of a two year holding period. This will be the maximum; a shorter period may be used when there are particular conditions related to the individual security which make recovery unlikely.

The primary focus in determining whether a security is OTTI, and projecting potential recovery, is the prospects for the individual security, rather than broad market indices. All available evidentiary material is considered, including the Company s public filings with the SEC, press releases, analyst reports, etc.

Secondary consideration is given to historic returns, but only to the extent that this evidence is instructive in determining whether the individual security has shown a history of outperforming (or underperforming) the market (or industry) in prior economic cycles. This factor is only considered when the declines in value were not limited to the individual security, but were prevalent over the broader market. This measure is considered to aid in determining whether OTTI should be recognized earlier, rather than later (ie. a security which underperforms relative to the industry or market will result in early recognition of OTTI). In no event will OTTI recognition be delayed beyond the two year projection period.

OTTI may be recognized as early as quarter 1, regardless of holding period projections, when there are specific factors relative to the security which make recovery unlikely. These factors could include evidence contained in the aforementioned SEC filings, press releases, analyst reports, but may also be based on the severity of the impairment.

Situations where a security has declined in value more rapidly than the industry (or market), absent strong evidence supporting prospects for recover, will result in OTTI being recognized in quarter 1 or quarter 2 rather than continuing to evaluate the security over several quarters, based on holding period projections.

Declines determined to be other than temporary are charged to operations and included in gain (loss) on security sales.

There were no securities which were deemed to have other than temporary impairment in the first quarter of 2010. Such charges were $330,000 for the first quarter 2009.

Overview

Net income for the first quarter of 2010 was $756,000 or $.33 per share, compared to $884,000 or $.39 in the first quarter of 2009, a decrease of 14.48%. During the first quarter, noninterest income, exclusive of securities transactions, increased 9.3% and noninterest expense increased 12.6% during the same period. Net income from Bank operations adjusted for income or loss from Parent activities is as follows:

In thousands	**2010**	**2009**
Net Income from Bank Operations	$ 799	$ 1,136
Income or loss from Parent Company Activities	(43)	(252)
Net Income for the year	756	884

Table of Contents

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

Core operating earnings, (exclusive of gains or losses on the Parent s equity portfolio and historic rehabilitation credits related to the investment in low income housing projects) totaled $748,000 in 2010 and $1,085,000 in 2009, a decrease of 31.05%. Income from core operations declined due to an increase in FDIC Assessments and increased funding of the Provision for Loan Losses. A reconciliation of core earnings follows:

In thousands	**2010**	**2009**
Net Income	$ 756	$ 884
Non-recurring Tax Items	11	(16)
Non-recurring Securities Transactions	(19)	217
Core Earnings	748	1,085

Management and the Board of Directors use Core Earnings (a non-GAAP financial measure) in a variety of ways, including comparing various operating units (branches) to prior periods, establishing goals and incentive plans that are based on Core Earnings.

Results of Operations

The 2010 year to date tax equivalent net interest margin increased $398,000 or 9.84% compared to the same period in 2009. The yield on earning assets decreased .49%, while the cost of funds decreased .55 % compared to the same period in 2009. The Federal Reserve has continued to maintain short-term interest rates at historically low levels. Longer term rates are also at historical lows due to the sluggish economy and Federal Reserve monetary policy. Yields on assets and costs of liabilities continue to reprice at lower levels due to the current monetary policy described above.

The Interest Sensitivity Analysis on page 22 indicates the Company is in an asset sensitive position in the one year time horizon, the recent decrease in rates and asset growth has resulted in a .01% decrease in the net interest margin compared to the same period in 2009. This has resulted due to the fact that a large portion of rate sensitive liabilities (primarily interest bearing demand deposits and savings) have reached a virtual rate floor (due to the current level of market rates), while rate sensitive assets continue to reprice at lower rates.

A schedule of the net interest margin for the three month period ending March 31, 2010 and 2009 can be found in Table I on page 21.

Noninterest income, exclusive of securities transactions, increased $62,000 or 9.3% through March 31, 2010 compared to the same 3 month period in 2009. Items contributing to the increase include a $19,000 increase in service charges, and a $42,000 increase in debit card fee income,.

Noninterest expense increased $352,000 in the first quarter of 2010. The increase is the result of a $73,000 increase in salaries and benefits expense (4.4%). The increase in salaries and benefits includes normal salary increases and growth in staff. Exclusive of personnel expenses, other noninterest expenses increased at an annualized rate of 24.69% in 2010 compared to 2009. The majority of the increase is a $223,000 increase in the FDIC Assessment. The increase in FDIC Assessment is due to the growth of the Bank as well as the increased assessment imposed due to FDIC fund shortages. Operating costs continue to compare very favorably to the peer group. As stated in the most recently available (December 31, 2009) Bank Holding Company Performance Report, the Company s and peer group noninterest expenses averaged 2.41% and 3.41% 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.

Financial Condition

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 was 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 decreased due to growth in the loan portfolio.

Table of Contents

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

Securities

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

The securities portfolio consists of investment securities commonly referred to as securities held to maturity and securities available for sale. Securities are classified as investment securities when management has the intent and ability to hold the securities 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 March 31, 2010, the market value of securities available for sale exceeded their cost by $1,175,000. This includes increases in value in the equity securities portfolio held by the Company and an increase in the value of government obligations held by the Bank. Management has traditionally held debt securities (regardless of classification) until maturity and thus it does not expect the fluctuations in value of these securities to have a direct impact on earnings.

Investments in debt securities have increased approximately $320,000 in 2010. The portfolio is made up of primarily agency and mortgage-backed securities with an average portfolio life of approximately two years. This short average life results in less portfolio volatility and positions the Bank to redeploy assets in response to rising rates. Given the historically low interest rates proceeds from bond maturities and mortgage backed security pay downs have been used to support growth in the loan portfolio. Scheduled maturities for the remainder of 2010 total $2,281,000 and these bonds have an average yield of approximately 5.24%. Based on current market rates, as these bonds mature, the funds will be reinvested at rates that are significantly lower.

In reviewing these investments as of March 31, 2010, no other than temporary impairments were identified. 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 and Shenandoah 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.

The allowance for loan losses (see subsequent section) provides for the risk that borrowers will be unable to repay their obligations and is reviewed quarterly for adequacy. 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.

While lending is geographically diversified within the service area, the Company does have loan concentrations in agricultural (primarily poultry farming), construction, hotels, churches, assisted living facilities and the aforementioned mortgage participations. Management and the Board of Directors review these concentrations quarterly. The first three months of 2010 resulted in a increase of $4.9 million in the Bank s core loan portfolio.

Table of Contents

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

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. Restructured loans are loans which have had the original interest rate or repayment terms changed due to financial hardship. Nonperforming loans totaled $8,976,000 at March 31, 2010 compared to $7,653,000 at December 31, 2009. Although the potential exists for some loan losses, management believes the bank is generally well secured and continues to actively work with its customers to effect payment. As of March 31, 2010, the Company holds $1,465,000 of real estate which was acquired through foreclosure.

The following is a summary of information pertaining to risk elements and impaired loans:

	March 31, 2010	**December 31, 2009**
Nonaccrual Loans:		
Real Estate	1,699	3,245
Commercial	4,173	261
Other	426	
Loans past due 90 days or more:		
Real Estate	2,231	3,850
Commercial	339	57
Other	108	240
Total Nonperforming loans	8,976	7,653
Nonperforming loans as a percentage of loans held for investment	2.04%	1.76%
Net Charge Offs to Total Loans	.05%	.59%
Allowance for loan and lease losses to nonperforming loans	50.25%	50.12%

Table of Contents

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)
Allowance for Loan Losses

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 the trend of 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 Banks 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 (commercial, residential, consumer, credit cards). Loans with identified potential losses include examiner and bank classified loans. Classified relationships in excess of $100,000 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.

Loan pools are further segmented into watch list, past due over 90 days and all other loans by type. Watch list loans include loans that are 60 days past due, and may include restructured loans, borrowers that are highly leveraged, loans that have been upgraded from classified or loans that contain policy exceptions (term, collateral coverage, etc.). Loss estimates on these loans reflect the increased risk associated with these assets due to any of the above factors. The past due pools contain loans that are currently 90 days or more past due. Loss rates assigned reflect the fact that these loans bear a significantly higher risk of charge-off. Loss rates vary by loan type to reflect the likelihood that collateral values will offset a portion of the anticipated losses.

The remainder of the portfolio falls into pools by type of homogenous loans that do not exhibit any of the above described weaknesses. Loss rates are assigned based on historical loss rates over the prior five years. A multiplier has been applied to these loss rates to reflect the time for loans to season within the portfolio and the inherent imprecision of these estimates.

All potential losses are evaluated within a range of low to high. An unallocated reserve has been established to reflect other unidentified losses within the portfolio. This helps to offset the increased risk of loss associated with fluctuations in past due trends, changes in the local and national economies, and other unusual events. The Board approves the loan loss provision for the following quarter based on this evaluation and 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 $4,510,000 at March 31, 2010 is equal to 1.02% of loans held for investment. This compares to an allowance of $3,836,000 (.88%) at December 31, 2009. Based on the evaluation of the loan portfolio described above management has funded the allowance a total of $900,000 in the first quarter of 2010. Net charge-offs year to date totaled $226,000.

The overall level of the allowance is well below its peer group average. Management feels this is appropriate based on its loan loss history and the composition of its loan portfolio. 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.

Table of Contents

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 decreased $4,347,000 since December 31, 2009. Time deposits decreased $11,192,000 during this period while demand deposits and savings deposits increased $6,844,000. The decrease in certificates of deposits is a result of the Bank s membership in the CDARS One-Way Buy 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 offer 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 $35.2 million in CDARS funding, a decrease of $9 million since December 31, 2009.

Short-term debt

Short-term debt consists of federal funds purchased, commercial repurchase agreements (repos.) and daily rate credit from the Federal Home Loan Bank (FHLB). 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. Daily rate credit from the FHLB has been used to finance loans held for sale and also to finance the increase in short-term residential and commercial construction loans.

Long-term debt

Borrowings from the Federal Home Loan Bank of Atlanta (FHLB) continue to be an important source of funding real estate loan growth. The Company s subsidiary bank borrows funds on a fixed rate basis. These borrowings are used to fund either a fifteen-year fixed rate loan or a twenty-year loan, of which the first ten years have a fixed rate. This program allows the Bank to match the maturity of its fixed rate real estate portfolio with the maturity of its debt and thus reduce its exposure to interest rate changes. Scheduled repayments totaled $8,275,000 through March 31, 2010. Additional borrowings of $7,250,000 were obtained to refinance maturing debt at more favorable longer term rates.

In November 2009, the Company entered into an agreement with Page Valley Bank (and several sub-participants) to refinance the Silverton line of credit as a five year, fixed rate, amortizing loan at 6%. At March 31, 2010 the outstanding balance was $4,750,000.

In August 2009, the Company began to issue Subordinated debt agreements with 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 March 31, 2010 the balance outstanding was $3,806,000.

Capital

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 March 31, 2010, the Company s total risk based capital and total capital to total assets ratios were 11.40% and 7.12%, respectively. Both ratios are in excess of regulatory minimums. For the same period, Bank only total risk based capital and total capital to total assets ratios were 11.71% and 7.31%, respectively.

Table of Contents

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

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 also maintains lines of credit with correspondent financial institutions. The Company s subsidiary 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 March 31, 2010, the Company had a cumulative Gap Rate Sensitivity Ratio of 8.46% 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 22.

Stock Repurchase

On September 18, 2008, the Company s Board of Directors approved an increase in the number of shares of common stock that the Company can repurchase under the share repurchase program from 150,000 to 200,000 shares. There were no stock repurchases in 2010.

Effect of Newly Issued Accounting Standards

In January 2010, fair value guidance was amended to require disclosures for significant amounts transferred in and out of Levels 1 and 2 and the reasons for such transfers and to require that gross amounts of purchases, sales, issuances and settlements be provided in the Level 3 reconciliations. The new disclosures are effective for the Company for the current quarter and have been reflected in the Fair Value footnote.

Guidance related to subsequent events was amended in February 2010 to remove the requirement for an SEC filer to disclose the date through which subsequent events were evaluated. The amendments were effective upon issuance and had no significant impact on the Company s financial statements.

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 of Contents

TABLE 1

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

	Three Months Ended March 31, 2010			Three Months Ended March 31, 2009		
	Average Balance[2]	**Income/ Expense**	**Rates**	**Average Balance[2]**	**Income/ Expense**	**Rates**
Interest income						
Loans held for investment[1,2]	$ 438,277	$ 6,500	5.93%	$ 403,984	$ 6,219	6.16%
Loans held for sale	15,873	155	3.91%	23,204	227	3.91%
Federal funds sold	23,176	13	.22%	2,089	1	.19%
Interest bearing deposits	3,040	4	.53%	1,306	13	3.98%
Investments						
Taxable [3]	12,928	110	3.40%	18,304	225	4.92%
Partially taxable	4,180	65	6.22%	2,902	59	8.13%
Tax exempt [2,3]			%	125	3	9.70%
Total earning assets	$ 497,474	$ 6,847	5.51%	$ 451,914	$ 6,747	5.97%
Interest Expense						
Demand deposits	103,345	458	1.77%	63,884	234	1.47%
Savings	33,508	46	.55%	30,168	63	.84%
Time deposits	230,585	1,264	2.19%	209,334	1,772	3.39%
Short-term debt	5,650	7	.50%	20,246	28	.55%
Long-term debt	59,939	629	4.20%	70,785	604	3.41%
Total interest bearing liabilities	$ 433,027	$ 2,404	.2.22%	$ 394,417	$ 2,701	2.74%
Net interest margin [1]		$ 4,443			$ 4,046	
Net yield on interest earning assets			3.57%			3.58%

1 Interest income on loans includes loan fees.

2 An incremental income tax rate of 34% was

used to calculate the tax equivalent income on nontaxable and partially taxable investments and loans.

[3] Average balance information is reflective of historical cost and has not been adjusted for changes in market value.

TABLE II

F & M BANK CORP.
Interest Sensitivity Analysis
March 31, 2010
(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	$ 102,895	$ 21,194	$ 93,198	$ 6,823	$	$ 224,110
Installment	10,128	1,189	7,353	612		19,282
Real estate for investments	43,751	14,024	121,506	15,588		194,869
Real estate held for sale	22,153					22,153
Credit cards	2,489					2,489
Federal funds sold	7,467					7,467
Interest bearing bank deposits	5,210					5,210
Investment securities	56	1,340	5,988	5,241	4,112	16,737
Total	194,149	37,747	228,045	28,264	4,112	492,317
Sources of funds						
Interest bearing demand deposits		27,714	61,708	16,997		106,419
Savings deposits		7,027	21,083	7,028		35,138
Certificates of deposit $100,000 and over	21,895	31,464	34,346			87,705
Other certificates of deposit	25,686	59,830	47,813			133,329
Short-term borrowings	4,520					4,520
Long-term borrowings	1,023	11,096	46,988	3,806		62,913
Total	$ 53,124	$ 137,131	$ 211,938	$ 27,831	$	$ 430,024
Discrete Gap	141,025	(99,384)	16,107	433	4,112	62,293
Cumulative Gap	141,025	41,641	57,748	58,181	62,293	
Ratio of Cumulative Gap to Total Earning Assets	28.65%	8.46%	11.73%	11.82%	12.65%	

Table II reflects the earlier of the maturity or repricing dates for various assets and liabilities as of March 31, 2010. 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.

Table of Contents

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 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.

We have established our disclosure controls and procedures to ensure that material information related to the Company is made known to our principal executive officers and principal financial officer on a regular basis, in particular during the periods in which our quarterly and annual reports are being prepared. These disclosure controls and procedures consist principally of communications between and among the Chief Executive Officer and the Chief Financial Officer, and the other executive officers of the Company and its subsidiaries to identify any new transactions, events, trends, contingencies or other matters that may be material to the Company s operations. 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)-14(e) of the Securities Exchange Act of 1934), have concluded that the Company s disclosure controls and procedures are adequate and effective for purposes of Rule 13(a)-14(e) and timely, alerting them to financial information relating to the Company required to be included in the Company s filings with the Securities and Exchange Commission under the Securities Exchange Act of 1934.

Changes in Internal Controls

Due to the nature of the Company s business as stewards of assets of customers; internal controls are of the utmost importance. The Company has established procedures during the normal course of business to reasonably ensure that fraudulent activity of either a material amount to these results or in any amount is not occurring. In addition to these controls and review by executive officers, the Company retains the services of an internal auditor to complete regular audits, which examine the processes and procedures of the Company and the Bank to ensure that these processes are reasonably effective to prevent internal or external fraud and that the processes comply with relevant regulatory guidelines of all relevant banking authorities. The findings of the internal auditor are presented to management of the Bank and to the Audit Committee of the Company.

Table of Contents

Part II Other Information

Item 1. Legal Proceedings	Not Applicable
Item 1a. Risk Factors	Not Applicable
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	Not Applicable
Item 3. Defaults Upon Senior Securities	Not Applicable
Item 4. Removed and reserved-	
Item 5. Other Information	Not Applicable

Item 6. Exhibits

(a) **Exhibits**

3 i Restated Articles of Incorporation of F & M Bank Corp. are incorporated by reference to Exhibits to F & M Bank Corp. s 2001 Form 10K filed March 1, 2002.

3 ii Amended and Restated Bylaws of F & M Bank Corp. are incorporated by reference to Exhibits to F & M Bank Corp. s Form 10K filed March 1, 2002.

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 Sabanes-Oxley Act of 2002 (filed herewith).

Table of Contents

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.

/s/ DEAN W. WITHERS
Dean W. Withers
President and Chief Executive Officer

/s/ NEIL W. HAYSLETT
Neil W. Hayslett
Executive Vice President and Chief Financial Officer

May 12, 2010