F&M BANK CORP
Form 10-Q
May 15, 2012

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, 2012.

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 (State or Other Jurisdiction of Incorporation or Organization)	54-1280811 (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 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 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 4, 2012
Common Stock, par value - $5	2,494,812 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 March 31,	
Interest income	2012	2011
Interest and fees on loans held for investment	$6,260	$6,369
Interest and fees on loans held for sale	379	97
Interest on federal funds sold	7	18
Interest on interest bearing deposits	2	8
Dividends on equity securities	-	34
Interest on debt securities	45	67
Total interest income	6,693	6,593
Interest expense		
Interest on demand deposits	346	431
Interest on savings accounts	49	47
Interest on time deposits over $100,000	234	300
Interest on other time deposits	542	627
Total interest on deposits	1,171	1,405
Interest on short-term debt	6	5
Interest on long-term debt	519	622
Total interest expense	1,696	2,032
Net interest income	4,997	4,561
Provision for loan losses	900	1,100
Net interest income after provision for loan losses	4,097	3,461
Noninterest income		
Service charges	284	240
Insurance and other commissions	133	72
Other	298	392
Income on bank owned life insurance	60	87
Total noninterest income	775	791
Noninterest expense		
Salaries	1,427	1,325
Employee benefits	480	446
Occupancy expense	135	135
Equipment expense	144	149
Intangible amortization	-	46
FDIC insurance assessment	181	283

Other	884	888
Total noninterest expense	3,251	3,272
Income before income taxes	1,621	980
Income tax expense	474	295
Consolidated net income	1,147	685
Noncontrolling interest (income) loss	(12)	1
Net Income – F & M Bank Corp	$1,135	$686
Per share data		
Net income	$.46	$.29
Cash dividends	$.16	$.15
Weighted average shares outstanding	2,493,758	2,326,848

See notes to unaudited consolidated financial statements

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

	March 31, 2012 (Unaudited)	December 31, 2011 (Audited)
Assets		
Cash and due from banks	$5,390	$6,813
Federal funds sold	22,921	2,181
Cash and cash equivalents	28,311	8,994
Interest bearing deposits in banks	667	1,188
Securities: (note 2)		
Held to maturity – fair value of $108,000 in 2012 and 2011	108	108
Available for sale	18,082	13,127
Other investments	8,777	8,872
Loans held for sale	25,160	60,543
Loans held for investment (note 3)	450,801	451,570
Less allowance for loan losses (note 4)	(7,314)	(6,937)
Net loans held for investment	443,487	444,633
Other real estate owned	2,098	3,074
Bank premises and equipment, net	6,488	6,477
Interest receivable	1,620	1,816
Core deposit intangible	-	-
Goodwill	2,670	2,670
Bank owned life insurance	11,167	7,179
Other assets	8,786	8,053
Total assets	$557,421	$566,734
Liabilities		
Deposits:		
Noninterest bearing	$73,332	$70,789
Interest bearing:		
Demand	98,671	96,683
Money market accounts	24,726	25,177
Savings	43,555	39,940
Time deposits over $100,000	69,062	66,538
All other time deposits	135,588	136,820
Total deposits	444,934	435,947
Short-term debt	4,661	18,539
Accrued liabilities	9,184	8,770
Subordinated debt	10,191	10,191
Long-term debt	41,500	47,107
Total liabilities	510,470	520,554

Stockholders' Equity		
Common stock, $5 par value, 6,000,000 shares authorized,		
2,494,598 and 2,492,716 shares issued and outstanding		
in 2012 and 2011, respectively	12,473	12,464
Retained earnings	36,306	35,552
Noncontrolling interest	228	216
Accumulated other comprehensive loss	(2,056)	(2,052)
Total stockholders' equity	46,951	46,180
Total liabilities and stockholders' equity	$557,421	$566,734

See notes to unaudited consolidated financial statements

F & M BANK CORP.

Consolidated Statements of Cash Flows
(In Thousands of Dollars)
(Unaudited)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Cash flows from operating activities		
Net income	$1,135	$686
Net change – Noncontrolling interest	12	(32)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	155	157
Amortization of security premiums, net	26	16
Net decrease in loans held for sale	35,383	81
Provision for loan losses	900	1,100
Intangible amortization	-	46
Decrease in interest receivable	196	319
Increase in other assets	1,502	(1,061)
Gain on sale of fixed assets	-	(83)
Decrease in accrued expenses	(1,820)	(797)
Amortization of limited partnership investments	131	116
Income from life insurance investment	(74)	(73)
Other Real Estate Owned valuation adjustments	85	
Gain on Other Real Estate Owned	(48)	-
Net adjustments	36,436	(179)
Net cash provided by operating activities	37,583	475
Cash flows from investing activities		
Purchase of investments available for sale	(6,065)	(6,044)
Proceeds from maturity of investments available for sale	1,043	4,402
Net (increase) decrease in loans held for investment	247	(11,059)
Proceeds from the sale of other real estate owned	939	1,433
Proceeds from the sale of fixed assets	-	270
Purchase of property and equipment	(166)	(41)
Net decrease in interest bearing bank deposits	521	254
Purchase of bank owned life insurance	(3,914)	-
Net cash used in investing activities	(7,395)	(10,785)
Cash flows from financing activities		
Net change in demand and savings deposits	7,695	10,793
Net change in time deposits	1,292	862
Net change in short-term debt	(13,879)	(207)
Cash dividends paid	(399)	(328)
Proceeds from rights offering	-	2,381
Proceeds from issuance of common stock	27	22
Proceeds of long-term debt	-	247
Repayment of long-term debt	(5,607)	(1,024)

Net cash provided by (used in) financing activities	(10,871)	12,746
Net Increase (Decrease) in Cash and Cash Equivalents	19,317	2,436
Cash and cash equivalents, beginning of period	8,994	20,924
Cash and cash equivalents, end of period	$28,311	$23,360
Supplemental disclosure		
Cash paid for:		
Interest expense	$1,717	$2,014
Income taxes	-	-
Transfers from loans to Other Real Estate Owned	-	2,685

See notes to unaudited consolidated financial statements

F & M BANK CORP.

Consolidated Statements of Changes in Stockholders' Equity
(In Thousands of Dollars)
(Unaudited)

	Three Months Ended March 31, 2012	2011
Balance, beginning of period	$46,180	$42,229
Comprehensive income		
Net income – F & M Bank Corp	1,135	686
Noncontrolling interest income (loss)	12	(1)
Minority Interest Contributed Capital (Distributions)	-	(31)
Prepaid pension adjustment	-	(52)
Net change in unrealized appreciation on securities available for sale, net of taxes	(4)	111
Total comprehensive income	1,143	713
Issuance of common stock	27	22
Issuance of common stock – rights offering	-	2,381
Dividends declared	(399)	(346)
Balance, end of period	$46,951	$44,999

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)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Net Income:		
Net Income – F & M Bank Corp	$1,135	$686
Noncontrolling Interest Income (loss)	12	(1)
Noncontrolling Interest Contributed Capital (Distributions)	-	(31)
	1,147	654
Other comprehensive income:		
Prepaid pension adjustment	-	(52)
Unrealized holding gains (losses) on available-for-sale securities:	(6)	168
Reclassification adjustment for gains realized in income	-	-
Net unrealized gains (losses)	(6)	168
Tax effect	(2)	57
Unrealized holding gain (loss), net of tax	(4)	111
Total other comprehensive income	(4)	59
Comprehensive income	$1,143	$713

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 March 31, 2012 and the results of operations for the three month periods ended March 31, 2012 and March 31, 2011. The notes included herein should be read in conjunction with the notes to financial statements included in the 2011 annual report to stockholders 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.

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

Commercial 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. Interest accruals are generally continued on past due, secured residential real estate loans and consumer purpose loans until the principal and accrued interest equal the value of the collateral and on unsecured loans until the financial condition of the borrower deteriorates to the point that any further accrued interest would be determined to be uncollectible.

Note 2. Investment Securities

The amortized cost of investment securities are carried in the consolidated balance sheets and their approximate market values at March 31, 2012 and December 31, 2011 are as follows:

	2012		2011	
	Cost	Market Value	Cost	Market Value
Securities held to maturity				
U. S. Treasury and agency obligations	$108	$108	$ 108	$108
Total	$108	$108	$ 108	$108

	March 31, 2012			
		Unrealized		
	Cost	Gains	Losses	Market Value
Securities available for sale				
Government sponsored enterprises	$16,040	$31	$10	$16,061
Mortgage-backed securities	2,018	3	-	2,021
Total	$18,058	$34	$10	$18,082

December 31, 2011

		Unrealized		Market
	Cost	Gains	Losses	Value
Securities available for sale				
Government sponsored enterprises	$11,034	$36	$6	$11,064
Mortgage-backed securities	2,063	-	-	2,063
Total	$13,097	$36	$6	$13,127

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

Note 2. Investment Securities, continued

The amortized cost and fair value of securities at March 31, 2012, 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	$108	$108	$5,000	$5,000
Due after one year through five years	-	-	13,058	13,082
Due after five years	-	-	-	-
Total	$108	$108	$18,058	$18,082

There were no gains and losses on sales of debt and equity securities in the first quarter of 2012 and 2011.

Securities Impairment

The Company follows the guidance in ASC 320-10 and Staff Accounting Bulletin (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.

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. These factors are only considered when the declines in value are 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 (i.e. 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.

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

Note 2. Investment Securities, continued

Securities Impairment, continued

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 recovery, 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; there were no OTTI charges in the first quarter of 2012 and 2011.

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 March 31, 2012 and December 31, 2011 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
March 31, 2012						
Government sponsored Enterprises	$ 5,034	$ (10)	$ -	$ -	$ 5,034	$ (10)
Total	$ 5,034	$ (10)	$ -	$ -	$ 5,034	$ (10)
December 31, 2011						
Government sponsored Enterprises	$ 5,033	$ (6)	$ -	$ -	$ 5,033	$ (6)
Total	$ 5,033	$ (6)	$ -	$ -	$ 5,033	$ (6)

Other investments, which consist of stock of correspondent banks and investments in low income housing projects, decreased since December 31, 2011. This decrease is due to a stock repurchase by the FHLB and regular amortization of the carrying value of the investment in low income housing projects.

Note 3. Loans Held for Investment

Loans outstanding at March 31, 2012 and December 31, 2011 are summarized as follows:

	2012	2011
Commercial	$168,242	$170,157
Real Estate	209,562	208,244
Home Equity	57,845	57,259
Credit cards	2,669	2,813

Consumer	12,483	13,097
Total	$450,801	$451,570

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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):

March 31, 2012	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
Impaired loans without a valuation allowance					
Real Estate	$3,962	$3,962	$-	$4,149	$48
Commercial	253	253	-	937	-
Home Equity	430	430	-	708	5
Other	200	200	-	156	3
	4,845	4,845	-	5,950	56
Impaired loans with a valuation allowance					
Real Estate	6,015	6,015	904	5,921	28
Commercial	354	354	79	787	-
Home Equity	163	163	38	261	-
Other	989	989	452	210	-
	7,521	7,521	1,473	7,179	28
Total impaired loans	$12,366	$12,366	$1,473	$13,129	$84

The Recorded Investment is defined as the principal balance, net of deferred fees, less principal payments and charge-offs.

December 31, 2011	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
Impaired loans without a valuation allowance					
Real Estate	$3,174	$3,174	-	$4,493	$190
Commercial	45	45	-	1,064	3
Home Equity	709	709	-	757	30
Other	72	72	-	165	5
	4,000	4,000	-	6,479	228
Impaired loans with a valuation allowance					
Real Estate	5,678	5,678	697	6,107	238
Commercial	568	568	268	948	2
Home Equity	313	313	29	316	21
Other	56	56	8	11	2
	6,615	6,615	1,002	7,382	263
Total impaired loans	$10,615	$10,615	$1,002	$13,861	$491

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

Note 4. Allowance for Loan Losses

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

Three Months Ended March 31, 2012	Commercial	Real Estate	Home Equity	Credit Cards	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning Balance	$ 1,567	$ 1,684	$ 456	$ 79	$ 71	$ 3,080	$ 6,937
Charge-offs	(221)	(308)	(13)	(6)	(4)	-	(552)
Recoveries	11	-	-	11	7	-	29
Provision	8	531	25	(9)	448	(103)	900
Ending Balance	$ 1,365	$ 1,907	$ 468	$ 75	$ 522	$ 2,977	$ 7,314
Individually evaluated for impairment (specific reserve)	$ 79	$ 904	$ 38	$ -	$ 452	$ -	$ 473
Collectively evaluated for impairment	$ 1,286	$ 1,003	$ 430	$ 75	$ 70	$ 2,977	$ 5,841

Three Months Ended March 31, 2011	Commercial	Real Estate	Home Equity	Credit Cards	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning Balance	$ 1,724	$ 1,814	$ 407	$ 59	$ 111	$ 1,671	$ 5,786
Charge-offs	(310)	(477)	-	(35)	(11)	-	(833)
Recoveries	16	8	-	10	8	-	42
Provision	266	145	18	30	541	100	1,100
Ending Balance	$ 1,696	$ 1,490	$ 425	$ 64	$ 649	$ 1,771	$ 6,095
Individually evaluated for impairment (specific reserve)	$ 72	$ 711	$ 108	$ -	$ 522	$ -	$ 1,413
Collectively evaluated for impairment	$ 1,624	$ 779	$ 317	$ 64	$ 127	$ 1,771	$ 4,682

Year Ended December 31, 2011	Commercial	Real Estate	Home Equity	Credit Cards	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning Balance	$ 1,724	$ 1,814	$ 407	$ 59	$ 111	$ 1,671	$ 5,786
Charge-offs	(804)	(1,737)	(306)	(106)	(90)	-	(3,043)

Recoveries	88	8	30	25	43	-	194
Provision	559	1,599	325	101	7	1,409	4,000
Ending Balance	$ 1,567	$ 1,684	$ 456	$ 79	$ 71	$ 3,080	$ 6,937
Individually evaluated for impairment (specific reserve)	$ 268	$ 697	$ 29	$ -	$ 8	$ -	$ 1,002
Collectively evaluated for impairment	$ 1,299	$ 987	$ 427	$ 79	$ 63	$ 3,080	$ 5,935

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

Note 4. Allowance for Loan Losses, continued

Recorded Investment in Loan Receivables (in thousands)

March 31, 2012	Commercial	Real Estate	Home Equity	Credit Cards	Consumer	Unallocated	Total
Loan Receivable:	$ 168,242	$ 209,562	$ 57,845	$ 2,669	$ 12,483	$ -	$ 450,801
Individually evaluated for impairment	$ 15,307	$ 31,148	$ 1,638	$ -	$ 1,035	$ -	$ 49,128
Collectively evaluated for impairment	$ 152,935	$ 178,414	$ 56,207	$ 2,669	$ 11,448	$ -	$ 401,673
March 31, 2011							
Loan Receivable:	$ 153,869	$ 223,112	$ 54,943	$ 2,639	$ 18,168	$ -	$ 452,731
Individually evaluated for impairment	$ 15,477	$ 17,037	$ 1,176	$ -	$ 1,075	$ -	$ 34,765
Collectively evaluated for impairment	$ 138,392	$ 206,075	$ 53,767	$ 2,639	$ 17,093	$ -	$ 417,966
December 31, 2011							
Loan Receivable:	$ 170,157	$ 208,244	$ 57,259	$ 2,813	$ 13,097	$ -	$ 451,570
Individually evaluated for impairment	$ 16,009	$ 32,335	$ 1,785	$ -	$ 109	$ -	$ 50,238
Collectively evaluated for impairment	$ 154,148	$ 175,909	$ 55,474	$ 2,813	$ 12,988	$ -	$ 401,332

Aging of Past Due Loans Receivable (in thousands) as of March 31, 2012

	30-59 Days Past due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Non-Accrual Loans	Current	Total Loans

			(excluding non-accrual)				Receivable
Commercial	$4,744	$374	$ 55	$5,173	$ 5,788	$157,281	$168,242
Real Estate	7,249	2,175	1,723	11,147	9,649	188,766	209,562
Home Equity	152	970	189	1,311	183	56,351	57,845
Credit Cards	13	13	-	26	-	2,643	2,669
Consumer	218	24	24	266	93	12,124	12,483
Total	$12,376	$3,556	$ 1,991	$17,923	$ 15,713	$417,165	$450,801

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, 2011

	30-59 Days Past due	60-89 Days Past Due	Greater than 90 Days (excluding non-accrual)	Total Past Due	Non-Accrual Loans	Current	Total Loans Receivable
Commercial	$227	$1,408	$ -	$1,635	$ 5,888	$162,634	$170,157
Real Estate	5,146	5,055	646	10,847	7,671	189,726	208,244
Home Equity	503	98	260	861	266	56,132	57,259
Credit Cards	22	5	-	27	-	2,786	2,813
Consumer	77	85	6	168	39	12,890	13,097
Total	$5,975	$6,651	$ 912	$13,538	$ 13,864	$424,168	$451,570

Credit quality indicators as of March 31, 2012

Corporate Credit Exposure
Credit Risk Profile by Creditworthiness Category

	March 31, 2012		
	Real Estate	Commercial	Home Equity
Grade 1 - Minimal Risk	$ 56	$ 145	$ -
Grade 2 - Modest Risk	731	3,217	1,365
Grade 3 - Average Risk	24,527	22,733	8,600
Grade 4 - Acceptable Risk	86,716	76,311	38,458
Grade 5 - Marginally Acceptable	48,685	43,689	6,022
Grade 6 – Watch	13,738	5,615	1,409
Grade 7 – Substandard	35,071	16,532	1,991
Grade 8 – Doubtful	38	-	-
Total	$ 209,562	$ 168,242	$ 57,845

Consumer Credit Exposure
Credit Risk Profile Based on Payment Activity

	Credit Cards	Consumer
Performing	$ 2,669	$ 12,459
Non performing (past due 90 days or greater)	-	24
Total	$ 2,669	$ 12,483

See following page for description of loan grades.

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

Note 4. Allowance for Loan Losses, continued

Credit quality indicators as of December 31, 2011

Corporate Credit Exposure
Credit Risk Profile by Creditworthiness Category

	December 31, 2011		
	Real Estate	Commercial	Home Equity
Grade 1 - Minimal Risk	$120	$150	$-
Grade 2 - Modest Risk	1,211	3,268	404
Grade 3 - Average Risk	23,199	16,418	8,052
Grade 4 - Acceptable Risk	87,425	86,874	39,170
Grade 5 - Marginally Acceptable	46,945	41,144	6,152
Grade 6 – Watch	12,975	5,994	1,192
Grade 7 – Substandard	36,331	16,309	2,289
Grade 8 – Doubtful	38	-	-
Total	$208,244	$170,157	$57,259

Consumer Credit Exposure
Credit Risk Profile Based on Payment Activity

	Credit Cards	Consumer
Performing	$2,813	$13,091
Non performing (past due 90 days or greater)	-	6
Total	$2,813	$13,097

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 by 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.

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.

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

Note 4. Allowance for Loan Losses, continued

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.

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 $750,000 to the plan in the first quarter of 2012 and does not anticipate additional contributions for the 2012 plan year. The following is a summary of net periodic pension costs for the three-month periods ended March 31, 2012 and 2011.

	Three Months Ended	
	March 31, 2012	March 31, 2011
Service cost	$129,659	$111,355
Interest cost	81,981	80,378
Expected return on plan assets	(135,017)	(126,109)
Amortization of net obligation at transition	-	-
Amortization of prior service cost	(3,809)	(1,943)
Amortization of net (gain) or loss	43,305	15,961
Net periodic benefit cost	$116,119	$79,642

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

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

Note 6. Fair Value, continued

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.

Loans Held for Sale: Loans held for sale are short-term loans purchased at par for resale to investors at the par value of the loan. These loans are generally repurchased within 15 days. Because of the short-term nature and fixed repurchased price, the book value of these loans approximates fair value.

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.

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, 2012	Total	Level 1	Level 2	Level 3
Government sponsored enterprises	$ 16,061	$ -	$ 16,061	
Mortgage-backed obligations of federal agencies	2,021	-	2,021	
Investment securities available for sale	$ 18,082	$ -	$ 18,082	
Total assets at fair value	$ 18,082	$ -	$ 18,082	
Total liabilities at fair value	$ -	$ -	$ -	
Derivative financial instruments at fair value	$ 17	$ -	$ 17	

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

December 31, 2011	Total	Level 1	Level 2	Level 3
Government sponsored enterprises	$ 11,064	$ -	$ 11,064	
Mortgage-backed obligations of federal agencies	2,063	-	2,063	
Investment securities available for sale	13,127	-	13,127	
Total assets at fair value	$ 13,127	$ -	$ 13,127	
Total liabilities at fair value	$ -	$ -	$ -	
Derivative financial instruments at fair value	$ 13	$ -	$ 13	

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, 2012	Total	Level 1	Level 2	Level 3
Loans Held for Sale	$ 25,160		$ 25,160	
Other Real Estate Owned	2,098		2,098	
Real Estate	5,111		5,111	
Commercial	275		275	
Consumer	537		537	
Home Equity	125		125	
Impaired loans	6,048		6,048	
Total assets at fair value	$ 33,306		$ 33,306	
Total liabilities at fair value				

December 31, 2011	Total	Level 1	Level 2	Level 3
Loans Held for Sale	$ 60,543	-	$ 60,543	
Other Real Estate Owned	3,074	-	3,074	
Real Estate	4,981	-	4,981	
Commercial	300	-	300	
Consumer	48	-	48	
Home Equity	284	-	284	
Impaired loans	5,613	-	5,613	

Total assets at fair value	$	69,230	-	$	69,230
Total liabilities at fair value					

There were no significant transfers between levels 1 and 2.

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 March 31, 2012 and December 31, 2011. 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 below are considered 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.

	March 31, 2012		December 31, 2011	
	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value
Financial Assets				
Loans	479,845	450,801	484,500	451,570
Financial Liabilities				
Time deposits	$206,587	$204,650	$205,325	$203,358
Long-term debt	44,242	41,500	49,765	47,107

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

As a result of adopting the amendments in ASU 2011-02, the Company reassessed all restructurings that occurred on or after the beginning of the fiscal year of adoption (January 1, 2011) to determine whether they are considered troubled debt restructurings (TDRs) under the amended guidance. The Company identified as TDRs certain loans for which the allowance for loan losses had previously been measured under a general allowance methodology. Upon identifying those loans as TDRs, the Company identified them as impaired under the guidance in ASC 310-10-35. The amendments in ASU 2011-02 require prospective application of the impairment measurement guidance in ASC 310-10-35 for those loans newly identified as impaired. At the end of the first interim period of adoption (September 30, 2011), the recorded investment in loans for which the allowance was previously measured under a general allowance methodology and are now impaired under ASC 310-10-35 was $7,020,000.

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

Note 8. Troubled Debt Restructuring (continued)

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.

	For the twelve months preceding March 31, 2012		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Commercial	3	$ 1,283	$ 1,283
Real Estate	5	5,304	5,304
Home Equity	2	451	451
Credit Cards		-	-
Consumer		-	-
Total		$ 7,038	$ 7,038

During the twelve months preceding March 31, 2012, the Bank modified 10 loans that were considered to be troubled debt restructurings. These 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.

	March 31, 2012		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings that subsequently defaulted during the period:			
Commercial		$ -	$ -
Real Estate	2	1,306	1,306
Home Equity		-	-
Credit Cards		-	-
Consumer		-	-
		$ 1,306	$ 1,306

As of March 31, 2012, two loans that had previously been restructured, were in default, none of which went into default in the quarter. A restructured loan is considered in default when it becomes 90 days past due.

Note 9. Rights Offering

The Company completed a rights offering during the first quarter of 2011 that resulted in the issuance of 179,699 shares totaling $2,381,000 in additional capital.

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.

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 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.

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.

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 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 28 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.

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 would continue to be amortized over the estimated useful life. As of February 2011 the Bank completed its amortization of the core deposit intangible arising from the branch purchase which occurred in February 2001.

Securities Impairment

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

Overview

Net income for the three months ended March 31, 2012 was $1,135,000 or $.46 per share, compared to $686,000 or $.29 in the same period in 2011, an increase of 65.45%. During the three months ended March 31, 2012, noninterest income, exclusive of securities transactions, decreased 2.02% and noninterest expense decreased .64% during the same period. Net income from Bank operations adjusted for income or loss from Parent activities is as follows:

In thousands	2012	2011
Net Income from Bank Operations	$ 1,104	$ 771
Income or (loss) from Parent Company Activities	31	(85)
Net Income for the three months ended March 31	$ 1,135	$ 686

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Core operating earnings, (exclusive of non-recurring tax adjustments and non-recurring historic rehabilitation credits related to the investment in low income housing projects) totaled $1,048,000 in 2012 and $694,000 in 2011, an increase of 51.00%. Income from core operations increased in 2012 primarily due to a decrease in interest expense. A reconciliation of core earnings follows:

In thousands	2012	2011
Net Income	$1,135	$686
Non-recurring Tax Items	(87)	8
Non-recurring Securities Transactions, net of tax	-	-
Core Earnings for the three months ended March 31	$1,048	$694

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

As shown in Table I, the 2012 year to date tax equivalent net interest income increased $429,000 or 9.35% compared to the same period in 2011. The yield on earning assets decreased .07%, while the cost of funds decreased .31% compared to the same period in 2011.

Year to date, the combination of the decrease in both 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 3.88%, an increase of .23% when compared to the same period in 2011. A schedule of the net interest margin for the three month periods ended March 31, 2012 and 2011 can be found in Table I on page 30.

The Interest Sensitivity Analysis contained in Table II on page 31 indicates the Company is in an asset sensitive position in the one year time horizon. 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 49.96% of rate sensitive assets and 38.27% of rate sensitive liabilities are subject to repricing within one year. Due to the relatively flat yield curve, management has aggressively cut deposit rates and has lengthened the term on some of its fixed rate borrowings with the FHLB. These actions and the increase in interest bearing deposits (which are allocated based on FDICIA 305) have resulted in the increase in the positive GAP position in the one year time period.

Noninterest income decreased $16,000 or 2.02% for the three month period ending March 31, 2012. The decrease was primarily due to a gain on the sale of fixed assets in the prior year and a decrease in Bank Owned Life Insurance income. These decreases were offset by an increase in service charge income.

Noninterest expense decreased $21,000 for the three month period of 2012 as compared to 2011. Salary and benefits expense increased $136,000 (7.68%) through March 2012. This increase is due to increases in professional personnel as well as salary increases, health insurance and retirement plan expenses. Exclusive of personnel expenses, other noninterest expenses decreased at a rate of 10.46% for the first three months of 2012 as compared to 2011. The primary reason for the decrease in these expenses relates to the revisions to the FDIC Assessment calculation which resulted in a lower quarterly assessment. Operating costs continue to compare very favorably to the peer group. As stated in the most recently available (December 31, 2011) Bank Holding Company Performance Report, the

Company's and peer's noninterest expenses averaged 2.32% and 3.09% 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.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

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 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 due to the decrease in Loans Held for Sale.

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 March 31, 2012, the market value of securities available for sale exceeded their cost by $25,000. This includes an increase in the value of government obligations held by the Bank. Investments in debt securities have increased approximately $5 million since December 31, 2011, however that was a temporary investment that matures in April 2012. The portfolio is made up of primarily agency securities with an average portfolio life of just over one year. This short average life results in less portfolio volatility and positions the Bank to redeploy assets in response to rising rates. There are no scheduled maturities for the remainder of 2012.

In reviewing investments as of March 31, 2012, 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 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.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

While lending is geographically diversified within the service area, the Company does have loan concentrations in agricultural (primarily poultry farming), construction/development, hotels, and multifamily housing. Management and the Board of Directors review these concentrations quarterly. Due to the sluggish economy, the first three months of 2012 resulted in a decrease of $769 thousand in the Bank's core loan portfolio.

Nonperforming loans include nonaccrual loans and loans 90 days or more past due. Nonaccrual loans are loans on which interest accruals have been suspended or discontinued permanently. Nonperforming loans totaled $17,704,000 at March 31, 2012 compared to $14,776,000 at December 31, 2011. 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 March 31, 2012, the Company holds $2,098,000 of real estate which was acquired through foreclosure. This is a reduction of $976,000 compared to December 31, 2011.

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

	March 31, 2012	December 31, 2011
Nonaccrual Loans		
Real Estate	$9,649	$7,671
Commercial	5,788	5,888
Home Equity	183	266
Other	93	39
	15,713	13,864
Loans past due 90 days or more (excluding nonaccrual)		
Real Estate	1,723	646
Commercial	55	-
Home Equity	189	260
Other	24	6
	1,991	912
Total Nonperforming loans	$17,704	$14,776
Nonperforming loans as a percentage of loans held for investment	3.93 %	3.27 %
Net Charge Offs to total loans held for investment	.12 %	.63 %
Allowance for loan and lease losses to nonperforming loans	41.31 %	46.95 %

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 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 (commercial, residential, consumer, credit cards). Loans with identified potential losses include examiner and bank classified loans. Classified relationships in excess of $200,000 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 two 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 $7,314,000 at March 31, 2012 is equal to 1.62% of loans held for investment. This compares to an allowance of $6,937,000 (1.54%) at December 31, 2011. Based on the evaluation of the loan portfolio described above, management has funded the allowance a total of $900,000 in the first three months of 2012. Net charge-offs year to date totaled $523,000.

The overall level of the allowance is below its peer group average, but has been increasing in recent quarters. Management feels a lower reserve 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.

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 $8,987,000 since December 31, 2011. Time deposits increased $1,292,000 during this period while demand deposits and savings deposits increased $7,695,000. The increase in certificates of deposits is a result of an increase in core time deposits. 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 $11.2 million in CDARS funding, an increase of $3 million since December 31, 2011.

Short-term debt

Short-term debt consists of federal funds purchased, daily rate credit obtained from the Federal Home Loan Bank (FHLB) 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. 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. As of March 31, 2012 the daily rate credit was been paid down by the reduction in loans held for sale.

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. Scheduled repayments totaled $5,607,000 through March 31, 2012. There were no additional borrowings through March 31, 2012.

In August 2009, the Company began issuing 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, 2012 the balance outstanding was $10,191,000.

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, 2012, the Company's total risk based capital and leverage ratios were 14.62% and 8.36%, respectively. For the same period, Bank only total risk based capital and leverage ratios were 14.60% and 8.36%, respectively. For both the Company and the Bank these ratios are in excess of regulatory minimums.

The Company completed a stock rights offering during the first quarter of 2011 that resulted in the issuance of 179,699 shares and $2,381,000 in additional capital.

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’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 March 31, 2012, the Company had a cumulative Gap Rate Sensitivity Ratio of 18.33% 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 31.

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. However, due to the impact on capital ratios resulting from the growth in the balance sheet, other than temporary impairment securities write downs in 2009 and increased funding of the allowance for loan losses, the stock repurchase plan has been suspended. There have been no stock repurchases in 2012.

Effect of Newly Issued Accounting Standards

The following is a summary of recent authoritative pronouncements:

In September 2011, the Intangibles topic was amended to permit an entity to consider qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This amendment was effective for the Company on January 1, 2012 and is not expected to have a material effect on the Company's financial position.

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)

	Three Months Ended March 31, 2012				Three Months Ended March 31, 2011			
Average	Balance2,4	Income/ Expense	Average Rates5		Balance2,4	Income/ Expense	Average Rates5	
Interest income								
Loans held for investment1,2,3	$450,331	$6,281	5.59	%	$449,823	$6,392	5.76	%
Loans held for sale	40,877	379	3.73	%	9,978	97	3.94	%
Federal funds sold	13,021	7	.22	%	32,047	18	.23	%
Interest bearing deposits	1,489	2	.27	%	2,756	7	1.03	%
Investments								
Taxable 3	13,181	45	1.37	%	12,499	75	2.40	%
Partially taxable 3	108	-	1.86	%	3,417	33	3.86	%
Total earning assets	$519,007	$6,715	5.19	%	$510,520	$6,622	5.26	%
Interest Expense								
Demand deposits	121,169	346	1.15	%	$117,971	$431	1.48	%
Savings	41,808	49	.48	%	36,894	47	.52	%
Time deposits	206,206	776	1.51	%	215,031	927	1.75	%
Short-term debt	6,428	6	.37	%	5,169	5	.39	%
Long-term debt	52,248	519	3.98	%	58,689	622	4.30	%
Total interest bearing liabilities	$427,859	$1,696	1.59	%	$433,754	$2,032	1.90	%
Tax equivalent net interest income 1		$5,019				$4,590		
Net interest margin			3.88	%			3.65	%

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 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
March 31, 2012
(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	$41,161	$16,006	$106,119	$4,956	$-	$168,242
Installment	5,037	853	6,442	151	-	12,483
Real estate loans for investments	108,689	30,636	115,163	12,919	-	267,407
Loans held for sale	25,160	-	-	-	-	25,160
Credit cards	2,669	-	-	-	-	2,669
Federal funds sold	22,921	-	-	-	-	22,921
Interest bearing bank deposits	419	-	248	-	-	667
Investment securities	5,108	-	11,061	2,021	-	18,190
Total	$211,164	$47,495	$239,033	$20,047	$-	$517,739
Sources of funds						
Interest bearing demand deposits	$-	$32,097	$71,566	$19,734	$-	$123,397
Savings deposits	-	8,711	26,133	8,711	-	43,555
Certificates of deposit $100,000 and over	13,336	21,878	33,848	-	-	69,062
Other certificates of deposit	17,970	46,908	70,710	-	-	135,588
Short-term borrowings	4,661	-	-	-	-	4,661
Long-term borrowings	4,429	13,786	24,241	9,235	-	51,691
Total	$40,396	$123,380	$226,498	$37,680	$-	$427,954
Discrete Gap	$170,768	$(75,885)	$12,535	$(17,633)	$-	$89,785
Cumulative Gap	$170,768	$94,883	$107,418	$89,785	$89,785	
Ratio of Cumulative Gap to Total Earning Assets	32.98%	18.33%	20.75%	17.34%	17.34%	

Table II reflects the earlier of the maturity or repricing dates for various assets and liabilities as of March 31, 2012. 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.

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. There were no material changes to the internal controls of the Company.

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.	MINE SAFETY DISCLOSURES –	Not Applicable
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).
101	Interactive Data File

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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 14, 2012