TRIMAS CORP
Form 8-K
January 14, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 13, 2009

TRIMAS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**001-10716**	**38-2687639**
(State or other jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

39400 Woodward Avenue **Suite 130** **Bloomfield Hills, Michigan**	**48304**
(Address of Principal Executive Offices)	(Zip Code)

Registrant s telephone number, including area code: **248-631-5450**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 13, 2009, TriMas Corporation, a Delaware corporation (the Company), announced that its Board of Directors appointed David M. Wathen to succeed Grant H. Beard as President and Chief Executive Officer of the Company, effective immediately. Concurrently, Mr. Beard resigned as the Company s President and Chief Executive Officer and as a member of the Company s Board of Directors. Mr. Wathen will also join the Company s Board of Directors.

Mr. Wathen, 56 years old, has served in senior leadership positions at several industrial companies including Eaton Corporation where he functioned as Chief Executive Officer of a large free-standing subsidiary, Allied Signal Corporation where he served as president of the Frictions Materials Division, Emerson Electric Company where he served as president of its U.S. Electrical Motors Division and General Electric Company where he held a variety of managerial positions. Most recently, he served as President and Chief Executive Officer of the North American Operations of Balfour Beatty Inc., a leading, publicly-traded UK-based engineering, construction, services and investment business.

A copy of the offer letter agreement (the Letter Agreement) with Mr. Wathen providing the compensation and related benefits to Mr. Wathen during his employment with TriMas is attached hereto as Exhibit 10.1. Mr. Wathen also will be eligible to receive the benefits of the TriMas Executive Severance / Change of Control Policy (Severance Policy), a copy of which was filed with the Commission on November 10, 2008. In connection with Mr. Wathen s employment, TriMas intends to enter into a written indemnification agreement with Mr. Wathen in the form of TriMas standard indemnification agreement for officers and directors.

Although Mr. Beard s separation agreement with the Company has not been finalized, the Company currently expects that it will provide: (a) continuation of Mr. Beard s annual base salary for a period of 24 months, less applicable taxes and withholdings and paid in accordance with the Company s payroll schedule over 24 months; (b) a cash bonus of $875,000, which is equal to one year s bonus at Mr. Beard s target level, payable in equal installments over 24 months; (c) coverage under the Company s group health, dental and prescription benefit plans, with the Company reimbursing the premium for up to 24 months; and (d) executive level outplacement services for up to 12 months. As a condition to receiving these severance payments, Mr. Beard will be required to agree to a customary release of claims and a 24 month non-competition and non-solicitation covenant. It is a condition to Mr. Beard s resignation that if the Company and Mr. Beard are unable to reach agreement on a separation agreement on the terms outlined above within 21 days, then Mr. Beard will instead receive severance payments and benefits in accordance with the Severance Policy on a terminated without cause basis, which payments and benefits are substantially the same as those outlined above for the expected separation agreement, and subject to Mr. Beard agreeing to a customary release of claims and a 24 month non-competition and nonsolicitation covenant.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits :

Exhibit 10.1 - Offer Letter from TriMas Corporation to David M. Wathen, dated January 12, 2009

Exhibit 99.1 - Press release of TriMas Corporation, dated January 13, 2009

SIGNATURE

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 hereunto duly authorized.

Date: January 13, 2009

TRIMAS CORPORATION
(Registrant)

By: /s/ Joshua A. Sherbin
Name: Joshua A. Sherbin
Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit 10.1 - Offer Letter from TriMas Corporation to David M. Wathen, dated January 12, 2009

Exhibit 99.1 - Press release of TriMas Corporation, dated January 13, 2009

---

lid 2px #000000;"> 1
(10)
-
2
Unrealized holding gain (loss), net of tax
(1)
22
-
(4)
Total other comprehensive income (loss)
(1)
22
-
(4)

Comprehensive income
$7,273
$7,225
$2,598
$2,662

See notes to unaudited consolidated financial statements.

F & M BANK CORP.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(dollars in thousands)
(Unaudited)

	Nine Months Ended	
	September 30,	
	2017	2016
Balance, beginning of period	$86,682	$82,950
Comprehensive income		
Net income – F & M Bank Corp	7,223	7,049
Net income (loss) attributable to noncontrolling interest	51	154
Other comprehensive income (loss)	(1)	22
Total comprehensive income	7,273	7,225
Minority interest capital distributions	(149)	(74)
Issuance of common stock	150	132
Repurchase of common stock	(199)	(421)
Repurchase of preferred stock	(101)	-
Dividends paid	(2,500)	(2,287)
Balance, end of period	$91,156	$87,525

See notes to unaudited consolidated financial statements.

7

F & M BANK CORP.
Consolidated Statements of Cash Flows
(dollars in thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2017	2016
Cash flows from operating activities		
Net income	$7,223	$7,049
Reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	660	602
Amortization of securities	2	105
Proceeds from loans held for sale originated	61,310	65,553
Loans held for sale originated	(59,250)	(66,706)
Gain on sale of loans held for sale originated	(1,876)	(2,075)
Gain on prepayment of long-term debt	(504)	-
Increase in interest receivable	(60)	29
Increase in other assets	(336)	(66)
Decrease in accrued liabilities	(422)	(1,167)
Amortization of limited partnership investments	587	548
Income from life insurance investment	(336)	(356)
Loss on sale of other investments	42	-
Loss on sale and valuation adjustments for other real estate owned	-	20
Net cash provided by (used in) operating activities	7,040	3,536
Cash flows from investing activities		
Purchase of investments available for sale and other investments	(61,432)	(26,109)
Purchase of title insurance company	(304)	-
Proceeds from maturity of investments available for sale	63,811	12,175
Proceeds from the sale of investments	55	-
Net increase in loans held for investment	(29,070)	(35,837)
Net decrease (increase) in loans held for sale participations	4,373	(22,131)
Other real estate improvements	(7)	
Proceeds from the sale of other real estate owned	80	623
Net purchase of property and equipment	(3,036)	(2,403)
Net cash used in investing activities	(25,530)	(73,682)
Cash flows from financing activities		
Net change in deposits	25,295	33,154
Net change in short-term debt	2,128	26,275
Dividends paid in cash	(2,500)	(2,287)
Proceeds from issuance of common stock	150	132

Proceeds from issuance of long-term debt	-	20,000
Repurchase of preferred stock	(101)	-
Repurchase of common stock	(199)	(421)
Repayments of long-term debt	(12,892)	(3,070)
Net cash provided by financing activities	11,881	73,783
Net (decrease) increase in Cash and Cash Equivalents	(6,609)	3,637
Cash and cash equivalents, beginning of period	16,355	8,519
Cash and cash equivalents, end of period	$9,746	$12,156
Supplemental Cash Flow information:		
Cash paid for:		
Interest	$2,850	$2,633
Taxes	3,495	2,300
Supplemental non-cash disclosures:		
Transfer from loans to other real estate owned	145	592
Change in unrealized gain (loss) on securities available for sale	(2)	-

See notes to unaudited consolidated financial statements.

8

Note 1.
Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying unaudited consolidated financial statements include the accounts of Farmers & Merchants Bank, TEB Life Insurance Company, Farmers & Merchants Financial Services, Inc., VBS Mortgage, LLC, (net of noncontrolling interest) and VSTitle, LLC (net of noncontrolling interest) and were prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for the interim financial information and with the instructions to Form 10-Q adopted by the Securities and Exchange Commission ("SEC"). Accordingly, these financial statements do not include all of the information and footnotes required by U. S. GAAP for complete financial statements. Operating results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 (the "2016 Form 10-K").

The accompanying unaudited consolidated financial statements include the accounts of the Company, the Bank and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Nature of Operations

F & M Bank Corp. (the "Company"), through its subsidiary Farmers & Merchants Bank (the "Bank"), operates under a charter issued by the Commonwealth of Virginia and provides commercial banking services. As a state chartered bank, the Bank is subject to regulation by the Virginia Bureau of Financial Institutions and the Federal Reserve Bank. The Bank provides services to customers primarily located in Rockingham, Shenandoah, Page and Augusta Counties in Virginia. Services are provided at thirteen branch offices and a Dealer Finance Division. The Company offers insurance, mortgage lending, title insurance and financial services through its subsidiaries, TEB Life Insurance, Inc., Farmers & Merchants Financial Services, Inc (FMFS), VBS Mortgage, LLC (VBS), and VSTitle, LLC (VST). The Company purchased a majority interest VSTitle, a title company headquartered in Harrisonburg, VA with offices in Harrisonburg, Fishersville and Charlottesville, VA on January 1, 2017.

Basis of Presentation

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, goodwill, other than temporary impairment, pension accounting and the valuation of foreclosed real estate.

Reclassification

Certain reclassifications have been made to prior period amounts to conform to current period presentation. None of these reclassifications are considered material and have no impact on net income.

Note 1.
Summary of Significant Accounting Policies, continued

Earnings per Share

Accounting guidance specifies the computation, presentation and disclosure requirements for earnings per share ("EPS") for entities with publicly held common stock or potential common stock such as options, warrants, convertible securities or contingent stock agreements if those securities trade in a public market. Basic EPS is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding. In calculating diluted EPS net income is used as the numerator and the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive common shares had been issued. The dilutive effect of conversion of preferred stock is reflected in the diluted earnings per share calculation.

Net income available to common stockholders represents consolidated net income adjusted for preferred dividends declared.

The following table provides a reconciliation of net income to net income available to common stockholders for the periods presented:

(dollars in thousands)	For the Nine months ended	For the Three months Ended	For the Nine months ended	For the Three months ended
	September 30, 2017	September 30, 2017	September 30, 2016	September 30, 2016
Earnings available to common stockholders:				
Net income	$7,274	$2,598	$7,203	$2,666
Noncontrolling interest income (loss)	51	48	154	64
Preferred stock dividends	312	103	382	128
Net income available to common stockholders	$6,911	$2,447	$6,667	$2,474

The following table shows the effect of dilutive preferred stock conversion on the Company's earnings per share for the periods indicated:

	Nine months ended September 30, 2017			Nine months ended September 30, 2016		
	Income	Shares	Per Share Amounts	Income	Shares	Per Share Amounts

	Income	Shares	Per Share Amounts	Income	Shares	Per Share Amounts
Basic EPS	$6,911	3,271,863	$2.11	$6,667	3,286,165	$2.03
Effect of Dilutive Securities:						
Convertible Preferred Stock	312	362,993	(0.12)	382	444,400	(0.14)
Diluted EPS	$7,223	3,634,856	$1.99	$7,049	3,730,565	$1.89

	Three months ended September 30, 2017			Three months ended September 30, 2016		
	Income	Shares	Per Share Amounts	Income	Shares	Per Share Amounts
Basic EPS	$2,447	3,270,969	$.75	$2,474	3,286,756	$.75
Effect of Dilutive Securities:						
Convertible Preferred Stock	103	361,638	(0.05)	128	444,400	(0.05)
Diluted EPS	$2,550	3,632,607	$.70	$2,602	3,731,156	$.70

10

Note 2.
Investment Securities

Investment securities available for sale are carried in the consolidated balance sheets at their approximate fair value. Investment securities held to maturity are carried in the consolidated balance sheets at their amortized cost at September 30, 2017 and December 31, 2016 are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2017				
U. S. Treasuries	$125	$-	$-	$125
December 31, 2016				
U. S. Treasuries	$125	$-	$-	$125

The amortized cost and fair value of securities available for sale are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2017				
U. S. Treasuries	$22,001	$-	$3	$21,998
Mortgage-backed obligations of federal agencies	539	10	-	549
Equity securities	135	-	-	135
Total Securities Available for Sale	$22,675	$10	$3	$22,682
December 31, 2016				
U. S. Treasuries	$24,005	$9	$-	$24,014
Mortgage-backed obligations of federal agencies	634	-	-	634
Equity securities	135	-	-	135
Total Securities Available for Sale	$24,774	$9	$-	$24,783

Note 2.
Investment Securities, continued

The amortized cost and fair value of securities at September 30, 2017, 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	Fair	Amortized	Fair
(dollars in thousands)	Cost	Value	Cost	Value
Due in one year or less	$-	$-	$22,001	$21,998
Due after one year through five years	125	125	-	-
Due after five years	-	-	539	549
Due after ten years	-	-	135	135
Total	$125	$125	$22,675	$22,682

There were no gains or losses on sales of available for sale securities in the three month or nine month periods ended September 30, 2017 or 2016. There were also no securities with other than temporary impairment.

In the three months ended September 30, 2017, the treasury securities were in an unrealized loss position. There were no securities in an unrealized loss positions for more than twelve months as of September 30, 2017.

Other investments consist of investments in nineteen low-income housing and historic equity partnerships (carrying basis of $7,607,198), stock in the Federal Home Loan Bank (carrying basis $4,523,700) and various other investments (carrying basis $1,469,572). The interests in low-income housing and historic equity partnerships have limited transferability and the interests in the other stocks are restricted as to sales. The fair values of these securities are estimated to approximate their carrying value as of September 30, 2017. At September 30, 2017, the Company was committed to invest an additional $4,231,047 in nine low-income housing limited partnerships. These funds will be paid as requested by the general partner to complete the projects. This additional investment has been reflected in the above carrying basis and in accrued liabilities on the consolidated balance sheet. During the first quarter of 2017, both Farmers & Merchants Financial Services and VBS Mortgage ended their relationship with Bankers Title Virginia resulting in a consolidated loss of $41,914.

Note 3.
Loans

(dollars in thousands)	2017	2016
Construction/Land Development	$74,313	$76,172
Farmland	15,578	12,901
Real Estate	177,786	172,758

Multi-Family	8,504	7,605
Commercial Real Estate	155,510	150,061
Home Equity – closed end	11,189	11,453
Home Equity – open end	55,461	54,420
Commercial & Industrial – Non-Real Estate	38,050	31,306
Consumer	7,328	6,643
Dealer Finance	73,567	65,495
Credit Cards	2,674	2,822
Total	$619,960	$591,636

Loans held for investment outstanding at September 30, 2017 and December 31, 2016 are summarized as follows:

The Company has pledged loans held for investment as collateral for borrowings with the Federal Home Loan Bank of Atlanta totaling $213,184,000 and $199,401,000 as of September 30, 2017 and December 31, 2016, respectively. The Company maintains a blanket lien on its entire residential real estate portfolio and certain commercial and home equity loans.

12

Note 3.
Loans, continued

	September 30, 2017			December 31, 2016		
		Unpaid			Unpaid	
	Recorded	Principal	Related	Recorded	Principal	Related
	Investment	Balance	Allowance	Investment	Balance	Allowance
Impaired loans without a valuation allowance:						
Construction/Land Development	$4,784	$5,140	$-	$3,296	$3,652	$-
Farmland	1,983	1,983	-	-	-	-
Real Estate	740	740	-	768	768	-
Multi-Family	-	-	-	-	-	-
Commercial Real Estate	300	300	-	1,958	1,958	-
Home Equity – closed end	-	-	-	-	-	-
Home Equity – open end	-	347	-	-	347	-
Commercial & Industrial – Non-Real Estate	162	162	-	170	170	-
Consumer	9	9	-	13	13	-
Credit cards	-	-	-	-	-	-
Dealer Finance	25	25	-	-	-	-
	8,003	8,706		6,205	6,908	
Impaired loans with a valuation allowance						
Construction/Land Development	5,619	5,619	2,054	6,592	6,592	1,853
Farmland	-	-	-	-	-	-
Real Estate	1,192	1,192	214	1,206	1,206	221
Multi-Family	-	-	-	-	-	-
Commercial Real Estate	-	-	-	952	952	60
Home Equity – closed end	-	-	-	-	-	-
Home Equity – open end	-	-	-	-	-	-
Commercial & Industrial – Non-Real Estate	-	-	-	-	-	-
Consumer	-	-	-	-	-	-
Credit cards	-	-	-	-	-	-
Dealer Finance	48	48	12	87	87	20
	6,859	6,859	2,280	8,837	8,837	2,154
Total impaired loans	$14,862	$15,565	$2,280	$15,042	$15,745	$2,154

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

The Recorded Investment is defined as the original principal balance less principal payments, charge-offs and nonaccrual payments applied to principal.

Loans held for sale consists of loans originated by VBS Mortgage for sale in the secondary market, and the Bank's commitment to purchase residential mortgage loan participations from Northpointe Bank. The volume of loans purchased from Northpointe fluctuates due to a number of factors including changes in secondary market rates, which affects demand for mortgage loans; the number of participating banks involved in the program; the number of mortgage loan originators selling loans to the lead bank and the funding capabilities of the lead bank. Loans held for sale as of September 30, 2017 and December 31, 2016 were $58,177,450 and $62,734,803, respectively.

Note 3.
Loans Held for Investment, continued

The following is a summary of the average investment and interest income recognized for impaired loans (dollars in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2017		2016		2017		2016	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Impaired loans without a valuation allowance:								
Construction/Land Development	$5,414	$14	$2,649	$15	$4,870	$64	$2,009	$32
Farmland	1,921	-	-	-	1,900	-	-	-
Real Estate	743	8	778	8	746	25	860	28
Multi-Family	-	-	-	-	-	-	-	-
Commercial Real Estate	200	9	993	77	167	12	674	79
Home Equity – closed end	-	-	-	-	-	-	-	-
Home Equity – open end	347	-	964	(35)	347	-	1,167	8
Commercial & Industrial – Non-Real Estate	164	2	174	2	165	8	177	2
Consumer and credit cards	10	-	7	2	10	-	12	-
Dealer Finance	23	1	24	(1)	22	2	15	1
	8,822	34	5,589	68	8,227	111	4,914	150
Impaired loans with a valuation allowance:								
Construction/Land Development	$5,640	$75	$8,429	$112	$6,215	$215	$9,761	$212
Farmland	-	-	-	-	-	-	-	-
Real Estate	1,194	10	1,214	14	1,196	41	994	40
Multi-Family	-	-	-	-	-	-	-	-
Commercial Real Estate	-	-	958	14	-	-	944	42

Home Equity – closed end	-	-	-	-	-	-	-	-
Home Equity – open end	-	-	1,234	(5)	-	-	1,322	14
Commercial & Industrial – Non-Real Estate	-	-	14	(1)	-	-	14	-
Consumer and credit card	-	-	-	-	-	-	-	-
Dealer Finance	59	1	72	-	59	2	72	3
	6,893	86	11,921	134	7,470	258	13,107	311
Total Impaired Loans	$15,715	$120	$17,510	$202	$15,697	$369	$18,021	$461

14

Note 3.
Loans, continued

The following table presents the aging of the recorded investment of past due loans (dollars in thousands) as of September 30, 2017 and December 31, 2016:

	30-59 Days Past due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loan Receivable	Non-Accrual Loans	Recorded Investment >90 days & accruing
September 30, 2017								
Construction/Land Development	$62	$1,692	$2,372	$4,126	$70,187	$74,313	$2,788	$-
Farmland	-	1,984	-	1,984	13,594	15,578	-	-
Real Estate	2,250	1,202	536	3,988	173,798	177,786	1,714	-
Multi-Family	-	-	-	-	8,504	8,504	-	-
Commercial Real Estate	840	287	-	1,127	154,383	155,510	-	-
Home Equity – closed end	273	5	-	278	10,911	11,189	-	-
Home Equity – open end	488	100	173	761	54,700	55,461	436	-
Commercial & Industrial – Non- Real Estate	264	110	481	855	37,195	38,050	481	-
Consumer	13	23	5	41	7,287	7,328	5	-
Dealer Finance	1,052	287	148	1,487	72,080	73,567	238	-
Credit Cards	16	16	-	32	2,642	2,674	-	-
Total	$5,258	$5,706	$3,715	$14,679	$605,281	$619,960	$5,662	$-

	30-59 Days Past due	60-89 Days Past Due	Greater than 90 Days)	Total Past Due	Current	Total Loan Receivable	Non-Accrual Loans	Recorded Investment >90 days & accruing
December 31, 2016								
Construction/Land Development	$73	$101	$2,175	$2,349	$73,823	$76,172	$2,805	$-
Farmland	-	-	-	-	12,901	12,901	-	-
Real Estate	2,135	746	774	3,655	169,103	172,758	1,399	81
Multi-Family	-	-	-	-	7,605	7,605	-	-
	139	-	-	139	149,922	150,061	-	-

Commercial Real Estate								
Home Equity – closed end	101	-	32	133	11,320	11,453	32	-
Home Equity – open end	484	-	69	553	53,867	54,420	279	-
Commercial & Industrial – Non- Real Estate	313	5	-	318	30,988	31,306	70	-
Consumer	35	4	6	45	6,598	6,643	-	-
Dealer Finance	797	187	183	1,167	64,328	65,495	178	26
Credit Cards	18	4	-	22	2,800	2,822	-	-
Total	$4,095	$1,047	$3,239	$8,381	$583,255	$591,636	$4,763	$107

At September 30, 2017 and December 31, 2016, other real estate owned included $711,000 and $565,000 of foreclosed residential real estate. The Company has $93,000 of consumer mortgages for which foreclosure is in process at September 30, 2017 and $40,000 at December 31, 2016.

Nonaccrual loans at September 30, 2017 and September 30, 2016, would have earned approximately $109,000 and $54,000, respectively, in interest income had they been accruing loans.

Note 4.
Allowance for Loan Losses

A summary of changes in the allowance for loan losses (dollars in thousands) for September 30, 2017 and December 31, 2016 is as follows:

September 30, 2017	Beginning Balance	Charge-offs	Recoveries	Provision	Ending Balance	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Allowance for loan losses:							
Construction/Land Development	$3,381	$-	$-	$(213)	$3,168	$2,054	$1,114
Farmland	34	-	-	(4)	30	-	30
Real Estate	843	-	2	(105)	740	214	526
Multi-Family	23	-	-	(2)	21	-	21
Commercial Real Estate	705	-	11	(165)	551	-	551
Home Equity – closed end	75	8	25	(20)	72	-	72
Home Equity – open end	470	25	-	(85)	360	-	360
Commercial & Industrial – Non-Real Estate	586	31	66	(249)	372	-	372
Consumer	78	34	11	55	110	-	110
Dealer Finance	1,289	1,395	816	751	1,461	12	1,449
Credit Cards	59	69	30	37	57	-	57
Total	$7,543	$1,562	$961	$-	$6,942	$2,280	$4,662

December 31, 2016	Beginning Balance	Charge-offs	Recoveries	Provision	Ending Balance	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Allowance for loan losses:							
Construction/Land Development	$4,442	$356	$7	$(712)	$3,381	$1,853	$1,528
Farmland	95	-	-	(61)	34	-	34
Real Estate	806	23	4	56	843	221	622
Multi-Family	71	-	-	(48)	23	-	23
Commercial Real Estate	445	19	135	144	705	-	705
Home Equity – closed end	174	8	-	(91)	75	-	75

Home Equity – open end	634	370	120	86	470	60	410
Commercial & Industrial – Non-Real Estate	1,055	293	267	(443)	586	-	586
Consumer	108	37	19	(12)	78	-	78
Dealer Finance	836	1,081	417	1,117	1,289	20	1,269
Credit Cards	115	74	54	(36)	59	-	59
Total	$8,781	$2,261	$1,023	$-	$7,543	$2,154	$5,389

16

Note 4.
Allowance for Loan Losses, continued

September 30, 2017	Loan Receivable	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Construction/Land Development	$74,313	$10,403	$63,910
Farmland	15,578	1,983	13,595
Real Estate	177,786	1,932	175,854
Multi-Family	8,504	-	8,504
Commercial Real Estate	155,510	300	155,210
Home Equity – closed end	11,189	-	11,189
Home Equity –open end	55,461	-	55,461
Commercial & Industrial – Non-Real Estate	38,050	162	37,888
Consumer	7,328	9	7,319
Dealer Finance	73,567	73	73,494
Credit Cards	2,674	-	2,674
Total	$619,960	$14,862	$605,098

The following table presents the recorded investment in loans (dollars in thousands) based on impairment method as of September 30, 2017 and December 31, 2016:

December 31, 2016	Loan Receivable	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Construction/Land Development	$76,172	$9,888	$66,284
Farmland	12,901	-	12,901
Real Estate	172,758	1,974	170,784
Multi-Family	7,605	-	7,605
Commercial Real Estate	150,061	2,910	147,151
Home Equity – closed end	11,453	-	11,453
Home Equity –open end	54,420	-	54,420
Commercial & Industrial – Non-Real Estate	31,306	170	31,136
Consumer	6,643	13	6,630
Dealer Finance	65,495	87	65,408
Credit Cards	2,822	-	2,822
Total	$591,636	$15,042	$576,594

Note 4.
Allowance for Loan Losses, continued

The following table shows the Company's loan portfolio broken down by internal loan grade (dollars in thousands) as of September 30, 2107 and December 31, 2016:

September 30, 2017	Grade 1 Minimal Risk	Grade 2 Modest Risk	Grade 3 Average Risk	Grade 4 Acceptable Risk	Grade 5 Marginally Acceptable	Grade 6 Watch	Grade 7 Substandard	Grade 8 Doubtful	Total
Construction/Land Development	$-	$730	$12,931	$36,673	$10,285	$4,989	$8,705	$-	$74,313
Farmland	64	333	3,897	4,459	4,348	494	1,983	-	15,578
Real Estate	-	1,404	53,245	95,135	19,963	5,285	2,754	-	177,786
Multi-Family	-	249	2,898	5,177	180	-	-	-	8,504
Commercial Real Estate	-	2,811	43,962	97,798	9,312	1,040	587	-	155,510
Home Equity – closed end	-	130	3,815	4,499	1,298	1,442	5	-	11,189
Home Equity – open end	84	2,612	16,619	31,730	3,771	142	503	-	55,461
Commercial & Industrial (Non-Real Estate)	277	1,460	15,039	19,061	1,368	322	523	-	38,050
Consumer (excluding dealer)	47	362	2,640	415	1,187	2,202	475	-	7,328
Total	$472	$10,091	$155,046	$294,947	$51,712	$15,916	$15,535	$-	$543,719

	Credit Cards	Dealer Finance
Performing	$2,674	$73,329
Non performing	-	238
Total	$2,674	$73,567

18

Note 4.
Allowance for Loan Losses, continued

December 31, 2016	Grade 1 Minimal Risk	Grade 2 Modest Risk	Grade 3 Average Risk	Grade 4 Acceptable Risk	Grade 5 Marginally Acceptable	Grade 6 Watch	Grade 7 Substandard	Grade 8 Doubtful	Total
Construction/Land Development	$-	$1,478	$10,870	$43,863	$8,399	$2,473	$9,089	$-	$76,172
Farmland	65	-	3,073	3,456	4,446	1,861	-	-	12,901
Real Estate	-	1,149	62,168	74,242	28,266	4,680	2,253	-	172,758
Multi-Family	-	311	3,009	4,099	186	-	-	-	7,605
Commercial Real Estate	-	2,793	32,986	91,157	19,181	1,840	2,104	-	150,061
Home Equity – closed end	-	150	3,966	4,139	1,746	1,414	38	-	11,453
Home Equity – open end	124	1,724	16,415	30,974	4,547	125	511	-	54,420
Commercial & Industrial (Non-Real Estate)	1,375	1,267	6,827	19,530	2,198	39	70	-	31,306
Consumer (excluding dealer)	67	174	1,837	607	1,242	2,252	466	-	6,643
Total	$1,631	$9,046	$141,151	$272,065	$70,211	$14,684	$14,531	$-	$523,319

	Credit Cards	Dealer Finance
Performing	$2,822	$65,291
Non performing	-	204
Total	$2,822	$65,495

Description of internal loan grades:

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

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

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

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

19

Note 4.
Allowance for Loan Losses, continued

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

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

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

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

Credit card and dealer finance loans are classified as performing or nonperforming. A loan is nonperforming when payments of principal and interest are past due 90 days or more.

Note 5.
Employee Benefit Plan

The Bank has a qualified noncontributory defined benefit pension plan which covers substantially all of its full-time employees hired before April 1, 2012. The benefits are primarily based on years of service and earnings. The Company uses December 31st as the measurement date for the defined benefit pension plan. The Bank does not expect to contribute to the pension plan in 2017.

The following is a summary of net periodic pension costs for the three and nine month periods ended September 30, 2017 and 2016:

(dollars in thousands)	Nine Months Ended		Three Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 20, 2016
Service cost	$522	$474	$174	$158
Interest cost	365	340	122	113
Expected return on plan assets	(638)	(641)	(213)	(214)
Amortization of prior service cost	(11)	(11)	(4)	(4)
Amortization of net (gain) or loss	213	167	71	56
Net periodic pension cost	$451	$329	$150	$109

Note 6.
Fair Value

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company’s various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques.

Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Accounting guidance for fair value excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

The Company records fair value adjustments to certain assets and liabilities and determines fair value disclosures utilizing a definition of fair value of assets and liabilities that states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Additional considerations are involved to determine the fair value of financial assets in markets that are not active.

The Company uses a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. The three levels of the fair value hierarchy based on these two types of inputs are as follows:

Level 1 – Valuation is based on quoted prices in active markets for identical assets and liabilities.
Level 2 – Valuation is based on observable inputs including quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets and liabilities in less active markets, and model-based valuation techniques for which significant assumptions can be derived primarily from or corroborated by observable data in the market.
Level 3 – Valuation is based on model-based techniques that use one or more significant inputs or assumptions that are unobservable in the market.

21

Note 6.
Fair Value, continued

The following describes the valuation techniques used by the Company to measure certain financial assets and liabilities recorded at fair value on a recurring basis in the financial statements:

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. The carrying value of restricted Federal Reserve Bank and Federal Home Loan Bank stock approximates fair value based upon the redemption provisions of each entity and is therefore excluded from the following table.

Derivatives

The Company's derivatives are recorded at fair value based on third party vendor supplied information using discounted cash flow analysis from observable-market based inputs, which are considered Level 2 inputs.

The following tables present the balances of financial assets measured at fair value on a recurring basis as of September 30, 2017 and December 31, 2016 (dollars in thousands):

September 30, 2017	Total	Level 1	Level 2	Level 3
U. S. Treasuries	$21,998	$21,998	$-	$-
Mortgage-backed obligations of federal agencies	549	-	549	-
Equity securities	135	-	135	-
Total securities available for sale	$22,682	$21,998	$684	-

December 31, 2016	Total	Level 1	Level 2	Level 3
U. S. Treasuries	$24,014	$24,014	$-	$-
Mortgage-backed obligations of federal agencies	634	-	634	-
Equity securities	135	-	135	-
Total securities available for sale	$24,783	$24,014	$769	-

Certain financial assets are measured at fair value on a nonrecurring basis in accordance with GAAP. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

The following describes the valuation techniques used by the Company to measure certain financial assets recorded at fair value on a nonrecurring basis in the financial statements:

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 and loans originated by VBS for sale in the secondary market. Loan participations are generally repurchased within 15 days. Loans originated for sale by VBS are recorded at lower of cost or market. No market adjustments were required at September 30, 2017 or December 31, 2016; therefore, loans held for sale were carried at cost. Because of the short-term nature and fixed repurchase price, the book value of these loans approximates fair value at September 30, 2017 and December 31, 2016.

22

Note 6.
Fair Value, continued

Impaired Loans

Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due will not be collected according to the contractual terms of the loan agreement. Troubled debt restructurings are impaired loans. Impaired loans are measured at fair value on a nonrecurring basis. If an individually-evaluated impaired loan's balance exceeds fair value, the amount is allocated to the allowance for loan losses. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

The fair value of an impaired loan and measurement of associated loss is based on one of three methods: the observable market price of the loan, the present value of projected cash flows, or the fair value of the collateral. The observable market price of a loan is categorized as a Level 1 input. The present value of projected cash flows method results in a Level 3 categorization because the calculation relies on the Company's judgment to determine projected cash flows, which are then discounted at the current rate of the loan, or the rate prior to modification if the loan is a troubled debt restructure.

Loans measured using the fair value of collateral method are categorized in Level 3. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. Most collateral is real estate. The Company bases collateral method fair valuation upon the "as-is" value of independent appraisals or evaluations.

The value of real estate collateral is determined by an independent appraisal utilizing an income or market valuation approach. Appraisals conducted by an independent, licensed appraiser outside of the Company using observable market data is categorized as Level 3. The value of business equipment is based upon an outside appraisal (Level 3) if deemed significant, or the net book value on the applicable business' financial statements (Level 3) if not considered significant. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3).

As of September 30, 2017 and December 31, 2016, the fair value measurements for impaired loans with specific allocations were primarily based upon the fair value of the collateral.

The following table summarizes the Company's financial assets that were measured at fair value on a nonrecurring basis during the period (dollars in thousands):

September 30, 2017	Total	Level 1	Level 2	Level 3
Construction/Land Development	$3,565	-	-	$3,565
Real Estate	978	-	-	978
Dealer Finance	36	-	-	36
Impaired loans	$4,579	-	-	$4,579

December 31, 2016

	Total	Level 1	Level 2	Level 3

Construction/Land Development	$4,739	-	-	$4,739
Real Estate	985	-	-	985
Commercial Real Estate	892	-	-	892
Dealer Finance	67	-	-	67
Impaired loans	$6,683	-	-	$6,683

23

Note 6.
Fair Value, continued

The following table presents information about Level 3 Fair Value Measurements for September 30, 2017:

	Fair Value at September 30, 2017	Valuation Technique	Significant Unobservable Inputs	Range
(dollars in thousands)				
Impaired Loans	$4,579	Discounted appraised value	Discount for selling costs and marketability	3%-19% (Average 5.1%)

The following table presents information about Level 3 Fair Value Measurements for December 31, 2016:

	Fair Value at December 31, 2016	Valuation Technique	Significant Unobservable Inputs	Range
(dollars in thousands)				
Impaired Loans	$6,683	Discounted appraised value	Discount for selling costs and marketability	2%-50% (Average 4.7%)

Other Real Estate Owned

Certain assets such as other real estate owned (OREO) are measured at fair value less cost to sell. Valuation of other real estate owned is determined using current appraisals from independent parties, a level two input. If current appraisals cannot be obtained prior to reporting dates, or if declines in value are identified after a recent appraisal is received, appraisal values are discounted, resulting in Level 3 estimates. If the Company markets the property with a realtor, estimated selling costs reduce the fair value, resulting in a valuation based on Level 3 inputs.

The Company markets other real estate owned both independently and with local realtors. Properties marketed by realtors are discounted by selling costs. Properties that the Company markets independently are not discounted by selling costs.

The following table summarizes the Company's other real estate owned that were measured at fair value on a nonrecurring basis as of September 30, 2017 and December 31, 2016 (dollars in thousands).

September 30, 2017	Total	Level 1	Level 2	Level 3
Other real estate owned	$2,148	-	-	$2,148

December 31, 2016	Total	Level 1	Level 2	Level 3

Other real estate owned	$2,076	-	-	$2,076

The following table presents information about Level 3 Fair Value Measurements for September 30, 2017:

	Fair Value at September 30, 2017	Valuation Technique	Significant Unobservable Inputs	Range
(dollars in thousands)				
Other real estate owned	$2,148	Discounted appraised value	Discount for selling costs	5%-15% (Average 8%)

The following table presents information about Level 3 Fair Value Measurements for December 31, 2016:

	Fair Value at December 31, 2016	Valuation Technique	Significant Unobservable Inputs	Range
(dollars in thousands)				
Other real estate owned	$2,076	Discounted appraised value	Discount for selling costs	5%-15% (Average 8%)

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

Cash and Cash Equivalents

The carrying amounts approximate fair value.

Note 6.
Fair Value, continued

Securities

The fair values of securities, excluding restricted stock, are determined by quoted market prices or dealer quotes. The fair value of certain state and municipal securities is not readily available through market sources other than dealer quotations, so fair value estimates are based on quoted market prices of similar instruments adjusted for differences between the quoted instruments and the instruments being valued. The carrying value of restricted securities and other investments approximates fair value and are therefore excluded from the following table.

Loans Held for Sale

Fair values of loans held for sale are based on commitments on hand from investors or prevailing market prices.

Loans Held for Investment

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, real estate – commercial, real estate – construction, real estate – mortgage, credit card and other consumer loans. Each loan category is further segmented into fixed and adjustable rate interest terms and by performing and nonperforming categories.

The fair value of performing loans is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan, as well as estimates for prepayments. The estimate of maturity is based on the Company’s historical experience with repayments for loan classification, modified, as required, by an estimate of the effect of economic conditions on lending.

Fair value for significant nonperforming loans is based on estimated cash flows which are discounted using a rate commensurate with the risk associated with the estimated cash flows. Assumptions regarding credit risk, cash flows and discount rates are determined within management’s judgment, using available market information and specific borrower information.

Bank-Owned Life Insurance

Bank-owned life insurance represents insurance policies on certain officers of the Company. The cash values of the policies are estimates using information provided by insurance carriers. These policies are carried at their cash surrender value, which approximates fair value.

Deposits

The fair value of demand and savings deposits is the amount payable on demand. The fair value of fixed maturity term deposits and certificates of deposit is estimated using the rates currently offered for deposits with similar remaining maturities.

Short-Term Debt

The carrying amounts of short-term debt maturing within 90 days approximate their fair values. Fair values of any other short-term debt are estimated using discounted cash flow analyses based on the current incremental borrowing rates for similar types of debt.

Long-Term Debt

The fair value of the Company’s long-term debt is estimated using discounted cash flow analyses based on the Company’s incremental borrowing rates for similar types of debt arrangements.

Accrued Interest

The carrying amounts of accrued interest approximate fair value.

Note 7. Disclosures About Fair Value of Financial Instruments

Fair Value Measurements at September 30, 2017 Using

(dollars in thousands)	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at September 30, 2017
Assets:					
Cash and cash equivalents	$9,746	$9,746	$-	$-	$9,746
Securities	22,807	21,998	809	-	22,807
Loans held for sale	58,177	-	58,177	-	58,177
Loans held for investment, net	613,018	-	-	642,322	642,322
Interest receivable	1,845	-	1,845	-	1,845
Bank owned life insurance	13,841	-	13,841	-	13,841
Total	$719,434	$31,744	$74,672	$642,322	$762,338
Liabilities:					
Deposits	$562,380	$-	$398,229	$165,926	$564,155
Short-term debt	42,128	-	42,128	-	42,128
Long-term debt	50,840	-	-	50,943	50,943
Interest payable	239	-	239	-	239
Total	$655,587	$-	$440,596	$216,869	$657,465

The estimated fair values, and related carrying amounts (dollars in thousands), of the Company's financial instruments are as follows:

Fair Value Measurements at December 31, 2016 Using

(dollars in thousands)	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at December 31, 2016
Assets:					
Cash and cash equivalents	$16,355	$16,355	$-	$-	$16,355

Securities	24,908	24,014	894	-	24,908
Loans held for sale	62,735	-	62,735	-	62,735
Loans held for investment, net	584,093	-	-	598,991	598,991
Interest receivable	1,785	-	1,785	-	1,785
Bank owned life insurance	13,513	-	13,513	-	13,513
Total	$703,389	$40,369	$78,927	$598,991	$718,287
Liabilities:					
Deposits	$537,085	$-	$379,857	$158,073	$537,930
Short-term debt	40,000	-	40,000	-	40,000
Long-term debt	64,237	-	-	63,945	63,945
Interest payable	228	-	228	-	228
Total	$641,550	$-	$420,085	$222,018	$642,103

26

Note 8.
Troubled Debt Restructuring

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

During the nine months ended September 30, 2017, there was one loan modification that was considered to be troubled debt restructuring. This loan was modified during the three months ended June 30, 2017, there were no loan modifications that would be considered a troubled debt restructuring during the first or third quarters of 2017. 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.

	September 30, 2017		
		Pre-Modification	Post-Modification
(dollars in thousands)		Outstanding	Outstanding
Troubled Debt Restructurings	Number of Contracts	Recorded Investment	Recorded Investment
Consumer	1	$18	$18
Total	1	$18	$18

At September 30, 2017, there was one loan restructured in the previous 12 months in default or on nonaccrual status. A restructured loan is considered in default when it becomes 90 days past due, or when a charge off or foreclosure occurs.

	September 30, 2017		
		Pre-Modification	Post-Modification
(dollars in thousands)		Outstanding	Outstanding
Troubled Debt Restructurings	Number of Contracts	Recorded Investment	Recorded Investment

Real Estate	1	$67	$67
Total	1	$67	$67

During the nine months ended September 30, 2016, there were seven loan modifications that were considered to be troubled debt restructurings, however since then one has paid off and one was charged off.

	Nine Months ended September 30, 2016		
		Pre-Modification	Post-Modification
(dollars in thousands)		Outstanding	Outstanding
	Number of Contracts	Recorded Investment	Recorded Investment
Troubled Debt Restructurings			
Real Estate	2	$142	$142
Consumer	3	33	33
Total	5	$175	$175

During the quarter ended September 30, 2016, there was one loan modification that was considered to be troubled debt restructuring.

	Three Months ended September 30, 2016		
		Pre-Modification	Post-Modification
(dollars in thousands)		Outstanding	Outstanding
	Number of Contracts	Recorded Investment	Recorded Investment
Troubled Debt Restructurings			
Consumer	1	$6	$6
Total	1	$6	$6

27

Note 9.
Accumulated Other Comprehensive Loss

The balances in accumulated other comprehensive loss are shown in the following tables for September 30, 2017 and 2016:

(dollars in thousands)	Unrealized Securities Gains (Losses)	Adjustments Related to Pension Plan	Accumulated Other Comprehensive Loss
Balance at December 31, 2016	$6	$(3,171)	$(3,165)
Change in unrealized securities gains (losses), net of tax	(1)	-	(1)
Change in unfunded pension liability, net of tax	-	-	-
Balance at September 30, 2017	$5	$(3,171)	$(3,166)

(dollars in thousands)	Unrealized Securities Gains (Losses)	Adjustments Related to Pension Plan	Accumulated Other Comprehensive Loss
Balance at December 31, 2015	$3	$(2,683)	$(2,680)
Change in unrealized securities gains, net of tax	22	-	22
Change in unfunded pension liability, net of tax	-	-	-
Balance at September 30, 2016	$25	$(2,683)	$(2,658)

There were no reclassifications adjustments reported on the consolidated statements of income during the three or nine months periods ended September 30, 2017 or 2016.

Note 10.
Business Segments

The Company utilizes its subsidiaries to provide multiple business segments including retail banking, mortgage banking, title insurance services, investment services and credit life and accident and health insurance products related to lending. Revenues from retail banking operations consist primarily of interest earned on loans and investment securities and service charges on deposit accounts. Mortgage Banking operating revenues consist principally of gains on sales of loans in the secondary market, loan origination fee income and interest earned on mortgage loans held for sale. Revenues from title insurance services, investment services and insurance products consist of commissions on products provided. The following tables represent revenues and expenses by segment for the three and nine months ended September 30, 2017 and 2016.

28

Note 10.
Business Segments, continued

Nine Months Ended September 30, 2017

	F&M Bank	VBS Mortgage	TEB Life/FMFS	VS Title	Parent Only	Eliminations	F&M Bank Corp. Consolidated
Revenues:							
Interest Income	$24,815	$97	$112	$-	$-	$(70)	$24,954
Service charges on deposits	1,010	-	-	-	-	-	1,010
Investment services and insurance income	1	-	529	-	-	-	530
Mortgage banking income, net	-	1,974	-	-	-	-	1,974
Title insurance income	-	-	-	668	-	-	668
Income from bank owned life insurance	336	-	-	-	-	-	336
Low income housing partnership losses	(587)	-	-	-	-	-	(587)
ATM and check card fees	1,034	-	-	-	-	-	1,034
Gain on prepayment of long-term debt	504	-	-	-	-	-	504
Loss on investments	-	(40)	(2)	-	-	-	(42)
Other operating income	513	-	-	-	-	-	513
Total income	27,626	2,031	639	668	-	(70)	30,894
Expenses:							
Interest Expense	2,866	65	-	-	-	(70)	2,861
Provision for loan losses	-	-	-	-	-	-	-
Salary expense	6,781	1,035	341	345	-	-	8,502
Employee benefit expense	2,245	168	-	54	-	-	2,467
Occupancy expense	624	115	-	37	-	-	776
Equipment expense	551	39	-	23	-	-	613
FDIC insurance assessment	200	-	-	-	-	-	200
Other real estate owned, net	22	-	-	-	-	-	22
Marketing expense	352	42	6	4	-	-	404
Legal and professional fees	246	7	-	-	-	-	253
ATM and check card fees	526	3	-	-	-	-	529
Telecom and data processing expense	967	78	-	-	-	-	1,045

Directors fees	315	45	-	-	-	-	360
Bank franchise Tax	491	-	-	-	-	-	491
Other operating expenses	2,127	262	17	54	4	-	2,464
Total expense	18,313	1,859	364	517	4	(70)	20,987
Income tax expense (benefit)	2,603	-	83	-	(53)	-	2,633
Net income	$6,710	$172	$192	$151	$49	$-	$7,274
Net income attributable to noncontrolling interest	-	51	-	-	-	-	51
Net Income attributable to F & M Bank Corp.	$6,710	$121	$192	$151	$49	$-	$7,223
Total Assets	$750,048	$6,309	$6,644	$443	$91,362	$(91,121)	$763,685
Goodwill	$2,670	$103	$-	$-	$340	$-	$3,113

Note 10.
Business Segments, continued

Three Months Ended September 30, 2017

	F&M Bank	VBS Mortgage	TEB Life/FMFS	VS Title	Parent Only	Eliminations	F&M Bank Corp. Consolidated
Revenues:							
Interest Income	$8,644	$32	$37	$-	$-	$(25)	$8,688
Service charges on deposits	359	-	-	-	-	-	359
Investment services and insurance income	-	-	169	-	-	-	169
Mortgage banking income, net	-	861	-	-	-	-	861
Title insurance income	-	-	-	247	-	-	247
Income from bank owned life insurance	113	-	-	-	-	-	113
Low income housing partnership losses	(201)	-	-	-	-	-	(201)
ATM and check card fees	352	-	-	-	-	-	352
Gain on prepayment of long-term debt	-	-	-	-	-	-	-
Loss on investments	-	-	-	-	-	-	-
Other operating income	246	-	-	-	-	-	246
Total income	9,513	893	206	247	-	(25)	10,834
Expenses:							
Interest Expense	1,032	24	-	-	-	(25)	1,031
Provision for loan losses	-	-	-	-	-	-	-
Salary expense	2,326	586	107	175	-	-	3,194
Employee benefit expense	722	1	-	(34)	-	-	689
Occupancy expense	221	48	-	12	-	-	281
Equipment expense	192	20	-	12	-	-	224
FDIC insurance assessment	20	-	-	-	-	-	20
Other real estate owned, net	(3)	-	-	-	-	-	(3)
Marketing expense	136	8	2	2	-	-	148
Legal and professional fees	75	3	-	-	-	-	78
ATM and check card fees	182	1	-	-	-	-	183
Telecom and data processing expense	342	28	-	-	-	-	370
Directors fees	105	11	-	-	-	-	116

Bank franchise Tax	166	-	-	-	-	-	166
Other operating expenses	767	2	4	20	-	-	793
Total expense	6,283	732	113	187	-	(25)	7,290
Income tax expense (benefit)	933	-	30	-	(17)	-	946
Net income	$2,297	$161	$63	$60	$17	$-	$2,598
Net income attributable to noncontrolling interest	-	48	-	-	-	-	48
Net Income attributable to F & M Bank Corp.	$2,297	$113	$63	$60	$17	$-	$2,550

30

Note 10.
Business Segments, continued

Nine Months Ended September 30, 2016

	F&M Bank	VBS Mortgage	TEB Life/FMFS	VS Title	Parent Only	Eliminations	F&M Bank Corp. Consolidated
Revenues:							
Interest Income	$23,653	$30	$114	$-	$-	$(4)	$23,793
Service charges on deposits	842	-	-	-	-	-	842
Investment services and insurance income	1	-	316	-	-	-	317
Mortgage banking income, net	-	1,891	-	-	-	-	1,891
Income from bank owned life insurance	356	-	-	-	-	-	356
Low income housing partnership losses	(548)	-	-	-	-	-	(548)
ATM and check card fees	1,020	-	-	-	-	-	1,020
Gain on prepayment of long-term debt	-	-	-	-	-	-	-
Loss on investments	-	-	-	-	-	-	-
Other operating income	238	-	-	-	-	-	238
Total income	25,562	1,921	430	-	-	(4)	27,909
Expenses:							
Interest Expense	2,649	-	-	-	-	(4)	2,645
Provision for loan losses	-	-	-	-	-	-	-
Salary expense	6,117	823	221	-	-	-	7,161
Employee benefit expense	1,927	186	-	-	-	-	2,113
Occupancy expense	552	91	-	-	-	-	643
Equipment expense	536	33	-	-	-	-	569
FDIC insurance assessment	338	-	-	-	-	-	338
Other real estate owned, net	72	-	-	-	-	-	72
Marketing expense	356	39	1	-	-	-	396
Legal and professional fees	286	7	-	-	-	-	293
ATM and check card fees	514	4	-	-	-	-	518
Telecom and data processing expense	795	66	-	-	-	-	861
Directors fees	234	20	-	-	-	-	254

Bank franchise Tax	480	-	-	-	-	-	480
Other operating expenses	2,011	138	26	-	1	-	2,176
Total expense	16,867	1,407	248	-	1	(4)	18,519
Income tax expense (benefit)	2,353	-	48	-	(214)	-	2,187
Net income	$6,342	$514	$134	$-	$213	$-	$7,203
Net income attributable to noncontrolling interest	-	154	-	-	-	-	154
Net Income attributable to F & M Bank Corp.	$6,342	$360	$134	$-	$213	$-	$7,049
Total Assets	$736,642	$2,492	$6,315	$-	$87,369	$(87,526)	$745,292
Goodwill	$2,670	$-	$-	$-	$-	$-	$2,670

31

Note 10.
Business Segments, continued

Three Months Ended September 30, 2016

	F&M Bank	VBS Mortgage	TEB Life/FMFS	VS Title	Parent Only	Eliminations	F&M Bank Corp. Consolidated
Revenues:							
Interest Income	$8,160	$17	$39	$-	$-	$(1)	$8,215
Service charges on deposits	336	-	-	-	-	-	336
Investment services and insurance income	-	-	112	-	-	-	112
Mortgage banking income, net	-	694	-	-	-	-	694
Income from bank owned life insurance	119	-	-	-	-	-	119
Low income housing partnership losses	(183)	-	-	-	-	-	(183)
ATM and check card fees	328	-	-	-	-	-	328
Other operating income	129	-	-	-	-	-	129
Total income	8,889	711	151	-	-	(1)	9,750
Expenses:							
Interest Expense	971	-	-	-	-	(1)	970
Provision for loan losses	-	-	-	-	-	-	-
Salary expense	2,094	295	82	-	-	-	2,471
Employee benefit expense	628	71	-	-	-	-	699
Occupancy expense	185	30	-	-	-	-	215
Equipment expense	181	2	-	-	-	-	183
FDIC insurance assessment	113	-	-	-	-	-	113
Other real estate owned, net	19	-	-	-	-	-	19
Marketing expense	120	6	2	-	-	-	128
Legal and professional fees	98	2	-	-	-	-	100
ATM and check card fees	183	1	-	-	-	-	184
Telecom and data processing expense	286	23	-	-	-	-	309
Directors fees	42	4	-	-	-	-	46
Bank franchise Tax	170	-	-	-	-	-	170
Other operating expenses	755	63	5	-	-	-	823
Total expense	5,845	497	89	-	-	(1)	6,430
Income tax expense (benefit)	770	-	16	-	(132)	-	654

Net income	$2,274	$214	$46	$-	$132	$-	$2,666
Net income attributable to noncontrolling interest	-	64	-	-	-	-	64
Net Income attributable to F & M Bank Corp.	$2,274	$150	$46	$-	$132	$-	$2,602

32

Note 11.
Debt

Short-term Debt

The Company utilizes short-term debt such as Federal funds purchased and Federal Home Loan Bank of Atlanta (FHLB) short term borrowings to support the loans held for sale participation program and provide liquidity. Federal funds purchased are unsecured overnight borrowings from other financial institutions. FHLB short term debt, which is secured by the loan portfolio, can be a daily rate variable loan that acts as a line of credit or a fixed rate advance, depending on the need of the Company. Short-term debt totaled $42,128,000 at September 30, 2017 and has increased $2,128,000 from $40 million at December 31, 2016; the total of increase was in Federal funds purchased.

Long-term Debt

The Company utilizes the FHLB advance program to fund loan growth and provide liquidity. The interest rates on long-term debt are fixed at the time of the advance and range from 1.16% to 2.56%; the weighted average interest rate was 1.86% and 1.80% at September 30, 2017 and December 31, 2016, respectively. The balance of these obligations at September 30, 2017 and December 31, 2016 were $50,661,000 and $63,982,000 respectively. The Company recognized a gain of $504,000 on prepayment of two FHLB advances totaling $10,000,000 during the first quarter of 2017 and there were no additional borrowings in 2017. FHLB advances include a $5,000,000 line of credit at FHLB that is pledged to the Commonwealth of Virginia to secure public funds.

In addition, the Company has a note payable to purchase a lot adjacent to one of the Bank branches for $170,000 at September 30, 2017 that is payable in two remaining annual payments on January 1, 2018 and 2019. There was $255,000 outstanding on this note at December 31, 2016.

VS Title, LLC has a note payable for vehicle purchases with a balance of $9,000 at September 30, 2017.

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 financial 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) and F & M Bank Corp. holds a majority ownership in VS Title LLC (VST).

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

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

Management’s discussion and analysis is presented to assist the reader in understanding and evaluating the financial condition and results of operations of the Company. The analysis focuses on the consolidated financial statements, footnotes, and other financial data presented. The discussion highlights material changes from prior reporting periods and any identifiable trends which may affect the Company. Amounts have been rounded for presentation purposes. This discussion and analysis should be read in conjunction with the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements presented in Item 1, Part 1 of this Form 10-Q and in conjunction with the audited Consolidated Financial Statements included in the Company’s December 31, 2016 Form 10-K.

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

Allowances for loans are determined by applying estimated loss factors to the portfolio based on management’s evaluation and “risk grading” of the loan portfolio. Specific allowances are typically provided on all impaired loans in excess of a defined loan size threshold that are classified in the Substandard or Doubtful risk grades. The specific reserves are determined on a loan-by-loan basis based on management’s evaluation of the Company’s exposure for each credit, given the current payment status of the loan and the value of any underlying collateral.

While management uses the best information available to establish the allowance for loan and lease losses, future adjustments to the allowance may be necessary if economic conditions differ substantially from the assumptions used in making the valuations or, if required by regulators, based upon information available to them at the time of their examinations. Such adjustments to original estimates, as necessary, are made in the period in which these factors and other relevant considerations indicate that loss levels may vary from previous estimates. For further discussion refer to the Allowance for Loan Losses discussion in the Management Discussion and Analysis.

Goodwill and Intangibles

ASC 805 “Business Combinations” and ASC 350 “Intangibles” require that the acquisition 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.

At September 30, 2017, preliminary goodwill of $443,000 was reported for the purchase of VSTitle, LLC. This amount is subject to change after expert evaluation.

Pension Plan Accounting

The accounting guidance for the measurement and recognition of obligations and expense related to pension plans generally applies the concept that the cost of benefits provided during retirement should be recognized over the employees' active working life. Inherent in this concept is the requirement to use various actuarial assumptions to predict and measure costs and obligations many years prior to the settlement date. Major actuarial assumptions that require significant management judgment and have a material impact on the measurement of benefits expense and accumulated obligation include discount rates, expected return on assets, mortality rates, and projected salary increases, among others. Changes in assumptions or judgments related to any of these variables could result in significant volatility in the Company's financial condition and results of operations. As a result, accounting for the Company's pension expense and obligation is considered a significant estimate. The estimation process and the potential materiality of the amounts involved result in this item being identified as critical.

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

Critical Accounting Policies (continued)

Securities

The Company follows the accounting guidance related to recognition and presentation of other-than-temporary impairment. The guidance specifies that if (a) an entity does not have the intent to sell a debt security prior to recovery and (b) it is more likely than not that the entity will not have to sell the debt security prior to recovery, the security would not be considered other-than-temporarily impaired, unless there is a credit loss. When criteria (a) and (b) are met, the entity will recognize the credit component of other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income. For held-to-maturity debt securities, the amount of other-than-temporary impairment recorded in other comprehensive income for the noncredit portion of a previous other-than- temporary impairment is amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

Other Real Estate Owned (OREO)

OREO is held for sale and represents real estate acquired through or in lieu of foreclosure. OREO is initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. Physical possession of residential real estate property collateralizing a consumer mortgage loan occurs when legal title is obtained upon completion of foreclosure or when the borrower conveys all interest in the property to satisfy the loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. The Company’s policy is to carry OREO on its balance sheet at the lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed.

Overview

Net income for the nine months ended September 30, 2017 was $7,223,000 or $1.99 per diluted share, compared to $7,049,000 or $1.89 in the same period in 2016, an increase of 2.47%. During the nine months ended September 30, 2017, noninterest income increased 44.31% and noninterest expense increased 14.19% during the same period. Net income from Bank operations adjusted for income from Parent activities is as follows:

In thousands	2017	2016
Net Income from Bank Operations	$7,023	$6,836
Income from Parent Company Activities (2017 includes VSTitle)	200	213
Net Income for the nine months ended September 30	$7,223	$7,049

During the three months ended September 30, 2017, net income was $2,550,000 or $.70 per diluted share, compared to $2,602,000 or $.70 in the same period in 2016, a decrease of 2.00%. In the three months ended September 30, 2017, noninterest income increased 39.80% and noninterest expense increased 14.63%.

In thousands	2017	2016
Net Income from Bank Operations	$2,473	$2,470

Income from Parent Company Activities (2017 includes VSTitle)	77	132
Net Income for the three months ended September 30	$2,550	$2,602

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

Results of Operations

The increase in noninterest income of $1,824,000 for the nine-month period and $611,000 for the three-month period ended September 30, 2017 is primarily due to the gain on prepayment of FHLB debt of $504,000 (first quarter) and the acquisition of VS Title LLC which contributed $668,000 for the year to date 2017. Exclusive of the FHLB debt gain, noninterest income increased 32.07% for the nine month period. During the nine month period compared to the first nine months of 2016, other areas of increase are service charges on deposits ($168,000), mortgage banking income ($83,000) and investment services and insurance ($213,000). For the three months ended September 30, 2017 noninterest income increased 39.80%, with increase primarily related to VS Title and mortgage banking.

Noninterest expense for the nine months ended September 30, 2017 increased $2,252,000 as compared to 2016. For the three months ended September 30, 2017 noninterest expense increased $799,000. Expenses increased in the areas of salaries and benefits ($1,695,000), occupancy expense ($133,000) and telecommunications and data processing ($184,000) for the nine months ended September 30, 2017. During the three months ended September 30, 2017 areas of increase were salary and benefits ($566,000), equipment expense ($78,000) and telecommunications and data processing ($61,000). Increases in salaries and benefits relate to normal salary increases, additional staff to support new branch locations and growth at VBS Mortgage, increased cost of insurance and the acquisition of VSTitle. Occupancy and telecommunications and data processing also increased as a result of branching activities.

As shown in Table I on page 46, the 2017 year to date tax equivalent net interest income increased $984,000 or 4.64% compared to the same period in 2016. The tax equivalent adjustment to net interest income totaled $107,000 for the first nine months of 2017. The yield on earning assets increased .18%, while the cost of funds increased .06% compared to the same period in 2016.

The three months ended September 30, 2017 tax equivalent net interest income increased $434,000 or 5.98% compared to the same period in 2016. The tax equivalent adjustment to net interest income totaled $37,000 for the three months.

Year to date, the combination of the increase in yield on assets and the increase in cost of funds coupled with changes in balance sheet leverage has resulted in the net interest margin increasing to 4.47% at September 30, 2017, an increase of 14 basis points when compared to the same period in 2016. The net interest margin for the three months ended September 30, 2017 of 4.48% is an increase from 4.23% for the three months ended September 30, 2016. The growth is driven by increases in yield and balance sheet mix. A schedule of the net interest margin for the three and nine month periods ended September 30, 2017 and 2016 can be found in Table I on page 46.

GAAP Financial Measurements: (Dollars in thousands).	September 30, 2017		September 30, 2016	
	Nine Months	Three Months	Nine Months	Three Months
Interest Income – Loans	$24,604	$8,550	$23,515	$8,092
Interest Income - Securities and Other Interest-Earnings Assets	350	138	278	123
Interest Expense – Deposits	1,947	698	1,757	609

Interest Expense - Other Borrowings	914	332	888	361
Total Net Interest Income	22,093	7,658	21,148	7,245
Non-GAAP Financial Measurements:				
Add: Tax Benefit on Tax-Exempt Interest Income – Loans	107	37	68	16
Total Tax Benefit on Tax-Exempt Interest Income	107	37	68	16
Tax-Equivalent Net Interest Income	$22,200	$7,695	$21,216	$7,261

The following table provides detail on the components of tax equivalent net interest income:

The Interest Sensitivity Analysis contained in Table II on page 47 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 44.04% of rate sensitive assets and 34.49% of rate sensitive liabilities are subject to repricing within one year. Due to the relatively flat yield curve, management has kept deposit rates low. The growth in earning assets and the growth in noninterest bearing accounts has resulted in the decrease in the positive GAP position in the one year time period.

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

Balance Sheet

Federal Funds Sold and Interest Bearing Bank Deposits

The Company’s subsidiary bank invests a portion of its excess liquidity in either federal funds sold or interest bearing bank deposits. Federal funds sold offer daily liquidity and pay market rates of interest that at quarter end were benchmarked at 1.00% to 1.25% 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. Balances in federal funds sold have decreased and interest bearing bank deposits have remained flat since year end due to changes in the composition of the balance sheet.

Securities

The Company’s securities portfolio serves to assist the Company with asset liability management and to provide tax benefits.

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 fair 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. The low income housing projects included in other investments are held for community development and the tax losses and tax credits that they provide.

As of September 30, 2017, the fair value of securities available for sale exceeded their cost by $7,000. The portfolio is made up of primarily U.S.Treasury securities with an average portfolio life of just over three years. This short average life results in less portfolio volatility and positions the Bank to redeploy assets in response to rising rates. There are $22,000,000 in securities that will mature in 2017.

In reviewing investments as of September 30, 2017 and December 31, 2016, there were no securities which met the definition for other than temporary impairment. Management continues to re-evaluate the portfolio for impairment on a quarterly basis.

Loan Portfolio

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

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

Loans Held for Investment of $619,960,000 increased $28,324,000 at September 30, 2017 compared to December 31, 2016. The following categories experienced growth: farmland, real estate, multi-family, commercial and industrial, consumer and dealer finance.

Loans Held for Sale totaled $58,177,000 at September 30, 2017, a decrease of $4,558,000 compared to December 31, 2016. The Northpointe participation loan program has experienced a decline in volume in 2017 due to the mortgage environment.

38

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

Loan Portfolio (continued)

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 $5,662,000 at September 30, 2017 compared to $4,870,000 at December 31, 2016. Loans added to nonaccrual since December 31, 2016 were past due and were not specifically reviewed for impairment as they were below the impairment review threshold. Although the potential exists for loan losses, management believes the bank is generally well secured and continues to actively work with its customers to effect payment. As of September 30, 2017 and December 31, 2016, the Company held $2,148,000 and $2,076,000 of real estate which was acquired through foreclosure, respectively.

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

	September 30, 2017	December 31, 2016
Nonaccrual Loans		
Real Estate	$4,502	$4,204
Commercial	481	70
Home Equity	436	311
Other	243	178
	5,662	4,763
Loans past due 90 days or more (excluding nonaccrual)		
Real Estate	-	81
Commercial	-	-
Home Equity	-	-
Other	-	26
	-	107
Total Nonperforming loans	$5,662	$4,870
Restructured Loans current and performing:		
Real Estate	7,714	8,641
Commercial	162	1,121
Home Equity	-	-
Other	64	76
Nonperforming loans as a percentage of loans held for investment	.91%	.82%
Net charge offs to total loans held for investment	.10%	.21%
Allowance for loan and lease losses to nonperforming loans	122.61%	154.89%

39

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

Allowance for Loan Losses

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

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

In evaluating the portfolio, loans are segregated into loans with identified potential losses, pools of loans by type, with separate weighting for past dues and a general allowance based on a variety of criteria. Loans with identified potential losses include examiner and bank classified loans. Classified relationships in excess of $500,000 and loans identified as troubled debt restructurings, regardless of the dollar amount, are reviewed individually for impairment under ASC 310. A variety of factors are considered when reviewing these credits, including borrower cash flow, payment history, fair value of collateral, company management, industry and economic factors.

With the exception of Dealer finance loans, loans that are not impaired are categorized by call report code and an estimate is calculated based on actual loss experience over the last five years. Due to the rapid turnover in the Dealer finance portfolio, a two-year loss rate is utilized in that category as management feels this lookback period properly reflects the losses currently inherent in the portfolio. The Company monitors the net losses for this division and adjusts based on how the portfolio performs since the department was established in 2012. A general allowance for inherent losses has been established to reflect other unidentified losses within the portfolio. The general allowance is calculated using the nine qualitative factors identified in the 2006 Interagency Policy Statement on the allowance for loan losses. The general allowance assists in managing recent changes in portfolio risk that may not be captured in individually impaired loans, or in the homogeneous pools based on loss histories. The Board approves the provision for each quarter based on this evaluation.

The allowance for loan losses of $6,942,000 at September 30, 2017 is equal to 1.12% of loans held for investment. This compares to an allowance of $7,543,000 (1.27%) at December 31, 2016. The company has experienced a decline in historical losses and improvements in the qualitative factors since year end. There has been an increase in past dues in the prior and current quarters, several of which have expected payments in the fourth quarter and several loans (63% of the past due increase) are reviewed for impairment. Past due and loans with adverse risk ratings receive additional allocations in the allowance for loan loss calculation. Increases to nonaccrual have been minimal with a majority of the increase coming from cyclical increases on a development property. No losses in excess of impairment reserves are expected on nonaccrual and TDR loans. Historical losses have continued their downward trend since the end of 2015; therefore, representing the majority of the decline in the allowance for loan losses. Due to these factors, management did not fund the allowance in the first nine months of 2017.

Net charge-offs at September 30, 2017 totaled $601,000 which is equivalent to .10% of total loans outstanding. At December 31, 2016, net charge-offs totaled $1,238,000 or .21% of total loans outstanding.

40

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 at September 30, 2017 have increased $25,295,000 since December 31, 2016. Noninterest bearing deposits increased $10,305,000 while interest bearing increased $14,990,000. The increase in deposits is consistent with 2016 in that deposits grew substantially in the second half of the year. The Bank also participates in the CDARS and the ICS programs. CDARS (Certificate of Deposit Account Registry Service) and ICS (Insured Cash Sweep) are programs 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 September 30, 2017 and December 31, 2016, the Company had a total of $1.3 million in CDARS funding. The Company had $17.1 million and $12.1 million in ICS funding at September 30, 2017 and December 31, 2016, respectively.

Short-term borrowings

Short-term debt consists of federal funds purchased, daily rate credit obtained from the Federal Home Loan Bank (FHLB), and short-term fixed rate FHLB borrowings. Federal funds purchased are overnight borrowings obtained from the Bank’s primary correspondent bank to manage short-term liquidity needs. Borrowings from the FHLB have been used to finance loans held for sale and also to finance the increase in short-term residential and commercial construction loans. As of September 30, 2017, short-term debt consisted of $20,000,000 in FHLB short-term borrowings, $20,000,000 in FHLB daily rate credit and $2,128,000 in federal funds purchased. This compared to FHLB short-term borrowings of $40,000,000 at December 31, 2016. There were no balances in federal funds purchased or daily rate credit at December 31, 2016.

Long-term borrowings

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. During the first quarter of 2017, the Company recognized a $504,000 gain on prepayment of two FHLB long term advances totaling $10 million and there were no new borrowings during the nine months ended September 30, 2017.

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

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.

In March 2015, the Bank implemented the Basel III capital requirements, which introduced the Common Equity Tier I ratio in addition to the two previous capital guidelines of Tier I capital (referred to as core capital) and Tier II capital (referred to as supplementary capital). At September 30, 2017, the Bank had Common Equity Tier I capital of 13.90%, Tier I capital of 13.90% of risk weighted assets and combined Tier I and II capital of 14.98% of risk weighted assets. Regulatory minimums at this date were 4.5%, 6% and 8%, respectively. At December 30, 2016, the Bank had Common Equity Tier I capital of 13.86%, Tier I capital of 13.86% of risk weighted assets and combined Tier I and II capital of 15.08% of risk weighted assets. Regulatory minimums at this date were 4.5%, 6% and 8%, respectively. The Bank has maintained capital levels far above the minimum requirements throughout the year. In the unlikely event that such capital levels are not met, regulatory agencies are empowered to require the Bank to raise additional capital and/or reallocate present capital.

In addition, the regulatory agencies have issued guidelines requiring the maintenance of a capital leverage ratio. The leverage ratio is computed by dividing Tier I capital by average total assets. The regulators have established a minimum of 4% for this ratio, but can increase the minimum requirement based upon an institution's overall financial condition. At September 30, 2017 and December 31, 2016, the Bank reported a leverage ratio of 12.16% and 11.83%, respectively, which was also substantially above the minimum. The Bank also reported a capital conservation buffer of 6.98% at September 30, 2017 and 7.08% at December 31, 2016. The capital conservation buffer is designed to strengthen an institution’s financial resilience during economic cycles. Financial institutions are required to maintain a minimum buffer as required by the Basel III final rules in order to avoid restrictions on capital distributions and other payments. Beginning January 1, 2016, a capital conservation buffer of 0.625% became effective. The capital conservations buffer for 2017 is 1.25% and will gradually be increased through January 1, 2019 to 2.5%.

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, with Zions Bank and with Pacific Coast Bankers Bank. The Bank also has a line of credit with the Federal Home Loan Bank of Atlanta that allows for secured borrowings.

Interest Rate Sensitivity

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

As of September 30, 2017, the Company had a cumulative Gap Rate Sensitivity Ratio of 19.55% 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 47.

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

Effect of Newly Issued Accounting Standards

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." The amendments in ASU 2016-01, among other things: 1) Requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. 2) Requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. 3) Requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables). 4) Eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The amendments in this ASU are effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently assessing the impact that ASU 2016-01 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." Among other things, in the amendments in ASU 2016-02, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) A lease liability, which is a lessee‘s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) A right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted upon issuance. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is currently assessing the impact that ASU 2016-02 will have on its consolidated financial statements by gathering data on current lease agreements and analyzed the capital impact of expected right of use assets that will be recorded. No changes are expected regarding total lease expense.

During June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." The amendments in this ASU, among other things, require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The amendments in this ASU are effective for SEC filers for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The Company is currently assessing the impact that ASU 2016-13 will have on its consolidated financial statements and has formed a Current Expected Credit Losses steering committee that is researching methods and models.

During August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments", to address diversity in how certain cash receipts and cash payments are

presented and classified in the statement of cash flows. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The amendments should be applied using a retrospective transition method to each period presented. If retrospective application is impractical for some of the issues addressed by the update, the amendments for those issues would be applied prospectively as of the earliest date practicable. Early adoption is permitted, including adoption in an interim period. The Company does not expect the adoption of ASU 2016-15 to have a material impact on its consolidated financial statements.

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

Effect of Newly Issued Accounting Standards, continued

During January 2017, the FASB issued ASU No. 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business”. The amendments in this ASU clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. Under the current implementation guidance in Topic 805, there are three elements of a business—inputs, processes, and outputs. While an integrated set of assets and activities (collectively referred to as a “set”) that is a business usually has outputs, outputs are not required to be present. In addition, all the inputs and processes that a seller uses in operating a set are not required if market participants can acquire the set and continue to produce outputs. The amendments in this ASU provide a screen to determine when a set is not a business. If the screen is not met, the amendments (1) require that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) remove the evaluation of whether a market participant could replace missing elements. The ASU provides a framework to assist entities in evaluating whether both an input and a substantive process are present. The amendments in this ASU are effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. The amendments in this ASU should be applied prospectively on or after the effective date. No disclosures are required at transition. The Company does not expect the adoption of ASU 2017-01 to have a material impact on its consolidated financial statements.

During January 2017, the FASB issued ASU No. 2017-04, “Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment”. The amendments in this ASU simplify how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. Instead, under the amendments in this ASU, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. Public business entities that are U.S. Securities and Exchange Commission (SEC) filers should adopt the amendments in this ASU for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not expect the adoption of ASU 2017-04 to have a material impact on its consolidated financial statements.

During March 2017, the FASB issued ASU 2017-07, “Compensation — Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost.” The amendments in this ASU require an employer that offers defined benefit pension plans, other postretirement benefit plans, or other types of benefits accounted for under Topic 715 to report the service cost component of net periodic benefit cost in the same line item(s) as other compensation costs arising from services rendered during the period. The other components of net periodic benefit cost are required to be presented in the income statement separately from the service cost component. If the other components of net periodic benefit cost are not presented on a separate line or lines, the line item(s) used in the income statement must be disclosed. In addition, only the service cost component will be eligible for capitalization as part of an asset, when applicable. The amendments are effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. Early adoption is permitted. The Company does not expect the adoption of ASU 2017-07 to have a material impact on its consolidated financial statements.

During March 2017, the FASB issued ASU 2017 08, "Receivables—Nonrefundable Fees and Other Costs (Subtopic 310 20), Premium Amortization on Purchased Callable Debt Securities." The amendments in this ASU shorten the amortization period for certain callable debt securities purchased at a premium. Upon adoption of the standard, premiums on these qualifying callable debt securities will be amortized to the earliest call date. Discounts on purchased debt securities will continue to be accreted to maturity. The amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. Upon transition, entities should apply the guidance on a modified retrospective basis, with a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption and provide the disclosures required for a change in accounting principle. The Company does not expect the adoption of ASU 2017 08 to have a material impact on its consolidated financial statements.

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

Effect of Newly Issued Accounting Standards, continued

During May 2017, the FASB issued ASU 2017 09, “Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting.” The amendments provide guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. The amendments are effective for all entities for annual periods, including interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period, for reporting periods for which financial statements have not yet been issued. The Company does not expect ASU 2017 09 will have an impact on the Company’s consolidated financial statements.

During August 2017, the FASB issued ASU 2017-12, “Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.” The amendments in this ASU modify the designation and measurement guidance for hedge accounting as well as provide for increased transparency regarding the presentation of economic results on both the financial statements and related footnotes. Certain aspects of hedge effectiveness assessments will also be simplified upon implementation of this update. The amendments are effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2018. Early adoption is permitted, including adoption in any interim period. The Company is currently assessing the impact that ASU 2017 12 will have on its consolidated financial statements.

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

Existence of Securities and Exchange Commission Web Site

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

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

	Nine Months Ended September 30, 2017			Nine Months Ended September 30, 2016			Three Months Ended September 30, 2017			Three Months Ended September 30, 2016	
	Average Balance4	Income/ Expense	Average Rates5	Average Balance4	Income/ Expense	Average Rates	Average Balance4	Income/ Expense	Average Rates	Average Balance4	Income/ Expense
Interest income											
Loans held for investment1,2	$599,198	$23,937	5.34%	$561,347	$22,162	5.27%	$611,426	$8,258	5.36%	$570,252	$7,575
Loans held for sale	36,026	774	2.87%	68,145	1,430	2.80%	45,007	329	2.90%	84,165	540
Federal funds sold	15,780	108	.92%	6,402	22	.46%	11,131	37	1.32%	8,863	10
Interest bearing deposits	1,594	8	.67%	778	2	.34%	2,569	4	.62%	594	-
Investments											
Taxable 3	11,211	234	2.79%	17,388	245	1.88%	11,195	97	3.44%	16,576	106
Partially taxable	125	-	-	125	-	-	125	-	-	125	-
Total earning assets	$663,934	$25,061	5.05%	$654,185	$23,861	4.87%	$681,453	$8,725	5.08%	$680,575	$8,231
Interest Expense											
Demand deposits	119,318	393	.44%	111,516	371	.44%	119,179	140	.47%	114,850	126
Savings	112,803	379	.45%	97,803	322	.44%	114,864	131	.46%	102,757	114
Time deposits	157,579	1,175	1.00%	161,025	1,064	.88%	161,487	427	1.05%	158,572	369
Short-term debt	21,217	46	.29%	39,406	35	.12%	32,832	14	.16%	45,881	9
Long-term debt	53,968	868	2.15%	53,512	853	2.13%	51,169	319	2.47%	65,412	352
Total interest	$464,885	$2,861	.82%	$463,262	$2,645	.76%	$479,531	$1,031	.85%	$487,472	$970

bearing liabilities				
Tax equivalent net interest income	$22,200	$21,216	$7,694	$7,261
Net interest margin	4.47%	4.33%	4.48%	

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.
5 Average rates have been annualized.

46

TABLE II

F & M BANK CORP.
Interest Sensitivity Analysis
September 30, 2017
(Dollars In Thousands)

The following table presents the Company's interest sensitivity.

	0 – 3 Months	4 – 12 Months	– 5 Years	Over 5 Years	Not Classified	Total
Uses of funds						
Loans						
Commercial	$35,015	$31,260	$123,304	$28,063	$-	$217,642
Installment	4,206	1,291	60,608	14,790	-	80,895
Real estate loans for investments	92,354	61,061	160,463	4,871	-	318,749
Loans held for sale	58,177	-	-	-	-	58,177
Credit cards	2,674	-	-	-	-	2,674
Interest bearing bank deposits	945	-	-	-	-	945
Federal funds sold	-	-	-	-	-	-
Investment securities	21,998	125	-	549	135	22,807
Total	$215,369	$93,737	$344,375	$48,273	$135	$701,889
Sources of funds						
Interest bearing demand deposits	$-	$33,236	$71,407	$19,086	$-	$123,729
Savings deposits	-	23,515	70,547	23,516	-	117,578
Certificates of deposit $100,000 and over	3,250	18,551	38,335	-	-	60,136
Other certificates of deposit	12,730	33,996	57,289	-	-	104,015
Short-term borrowings	42,128	-	-	-	-	42,128
Long-term borrowings	1,107	3,407	35,701	10,625	-	50,840
Total	$59,215	$112,705	$273,279	$53,227	$-	$498,426
Discrete Gap	$156,154	$(18,968)	$71,096	$(4,954)	$135	$203,463
Cumulative Gap	$156,154	$137,186	$208,282	$203,328	$203,463	
Ratio of Cumulative Gap to Total Earning Assets	22.25%	19.55%	29.67%	28.97%	28.99%	

Table II reflects the earlier of the maturity or repricing dates for various assets and liabilities as of September 30, 2017. 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. Investment securities included in

the table consist of securities held to maturity and securities available for sale. 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.

47

Item 3.
Quantitative and Qualitative Disclosures About Market Risk

Not Applicable

Item 4.
Controls and Procedures

Evaluation of Disclosure Controls and Procedures

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

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

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

Changes in Internal Controls

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

Part II
Other Information

Item 1.
Legal Proceedings

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

Item 1a.
Risk Factors –

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

Item 2.
Unregistered Sales of Equity Securities and Use of Proceeds –None

Item 3.
Defaults Upon Senior Securities – None

Item 4.
Mine Safety Disclosures None

Item 5.
Other Information – None

Item 6.
Exhibits

(a)
Exhibits

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

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

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

101
The following materials from F&M Bank Corp.'s Quarterly Report on Form 10Q for the period ended September 30, 2017, formatted in Extensible Business Reporting Language (XBRL), include: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Changes in Stockholders' Equity, (v) Consolidated Statements of Cash Flows and (vi) related notes (filed herewith).

49

Signatures

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

F & M BANK CORP.

By: /s/ Dean W. Withers
Dean W. Withers
Title

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

November 14, 2017

50