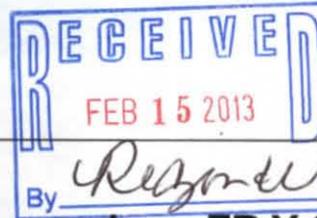


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, William S. Stuard, Jr., Pres/COO

Reporter's Name, Street, and Mailing Address

F&M Financial Corporation

Legal Title of Holding Company

50 Franklin Street

(Mailing Address of the Holding Company) Street / P.O. Box

Clarksville

TN

37040

City

State

Zip Code

Name of the Holding Company Director and Official

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

C. DeWayne Olive

EVP/CFO

Name

Title

931-553-4660

Area Code / Phone Number / Extension

931-645-7153

Area Code / FAX Number

dewayne.olive@myfmbank.com

E-mail Address

www.myfmbank.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

02/13/2014

Date of Signature

For holding companies not registered with the SEC— Indicate status of Annual Report to Shareholders: [] is included with the FR Y-6 report [] will be sent under separate cover [X] is not prepared

For Federal Reserve Bank Use Only RSSD ID 1138450 C.I. _____

Does the reporter request confidential treatment for any portion of this submission? [] Yes Please identify the report items to which this request applies: [] In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided. [] The information for which confidential treatment is sought is being submitted separately labeled "Confidential." [X] No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

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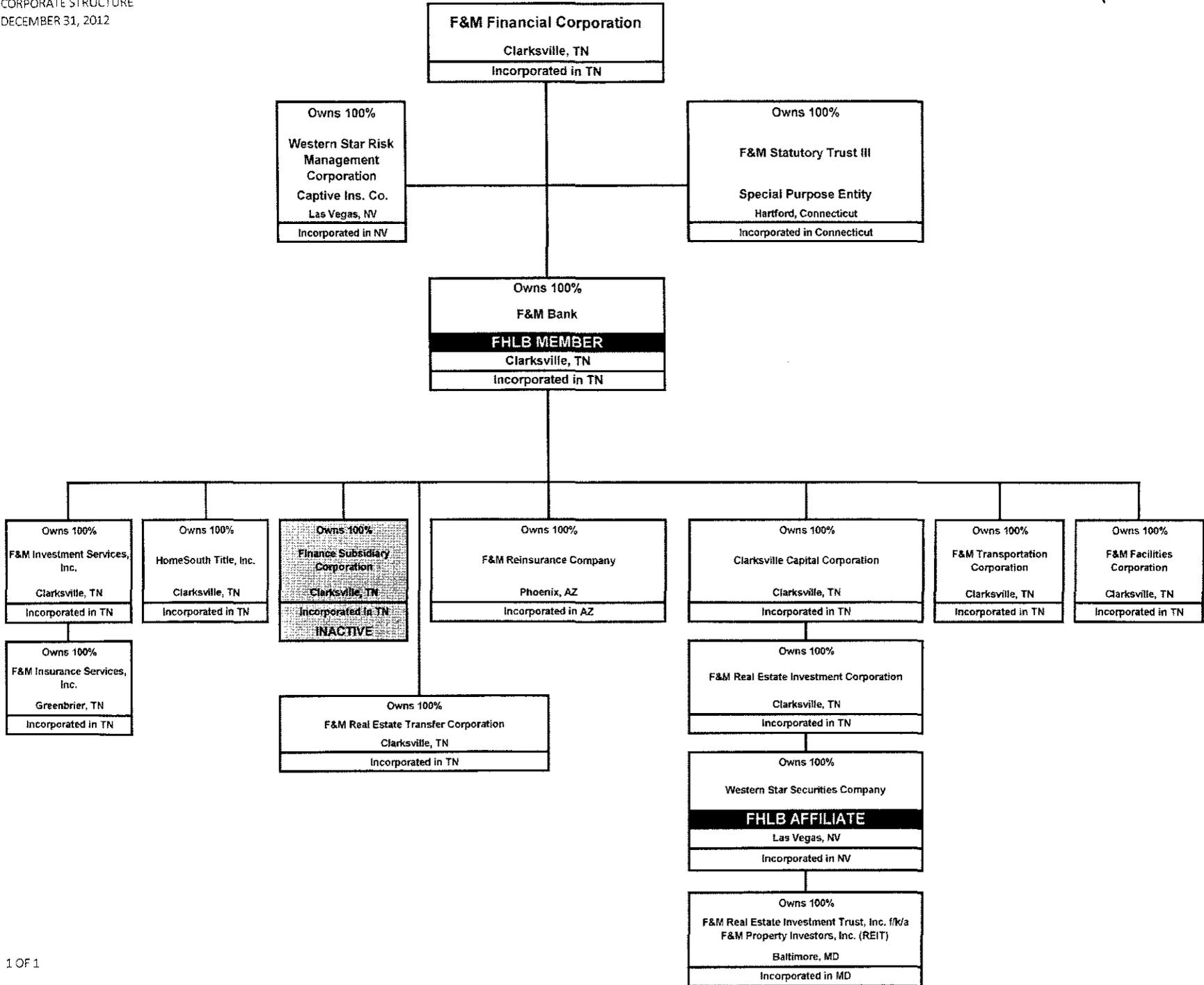
Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Revised



REPORT ITEM # 2:

PARENT

F&M FINANCIAL CORPORATION
CLARKSVILLE, TENNESSEE
INCEPTION DATE - APRIL 19, 1986

OFFICERS:

JOHN R. WALLACE, Chairman of the Board, CEO
WILLIAM S. STUARD, JR., President, COO
C. DEWAYNE OLIVE, Vice President, CFO

F&M Financial Corporation owns 100% of F&M Bank,
Western Star Risk Management Corp
And F & M Statutory Trust III

COMMON STOCK

Shares authorized - 3,325,000
Outstanding - 1,276,521

NON-VOTING COMMON STOCK

Shares authorized - 100,000
Outstanding - 69,619

AFFILIATES:

F&M BANK
CLARKSVILLE, TENNESSEE

HOLDING COMPANY OWNERSHIP OF BANK STOCK

<u>SHARES ISSUED & OUTSTANDING</u>	<u>DATE ACQUIRED</u>	<u>SHARES ACQUIRED</u>	<u>PERCENTAGE OWNED</u>
2,000	04/29/86	1,942	97.1%
4,000	12/31/86	1,970	97.8%
4,000	12/31/86	88	100.0%
8,000	10/31/89	4,000	100.0%
10,000	09/30/90	<u>2,000</u>	100.0%
		10,000	

F&M STATUTORY TRUST III
CLARKSVILLE, TENNESSEE

HOLDING COMPANY OWNERSHIP OF TRUST STOCK

<u>SHARES ISSUED & OUTSTANDING</u>	<u>DATE ACQUIRED</u>	<u>SHARES ACQUIRED</u>	<u>PERCENTAGE OWNED</u>
464	09/20/07	464	100.0%

Report Item 2b: Domestic Branch Listing -- Submitted early via email on 2/12/2013.

Results: A list of branches for your holding company: F&M FINANCIAL CORPORATION (1138450) of CLARKSVILLE, TN.
The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	741330	F&M BANK	50 FRANKLIN STREET	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	6368	0	F&M BANK	741330	
OK		Full Service	792837	BUMPUS MILLS BRANCH	3029 HIGHWAY 120	BUMPUS MILLS	TN	37028	STEWART	UNITED STATES	221619	1	F&M BANK	741330	
OK		Limited Service	4443427	BRANCH	90 COLLEGE STREET DRIVE THROUGH	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	Not Required	Not Required	F&M BANK	741330	
OK		Full Service	2532390	DOVER ROAD BRANCH	251 DOVER ROAD	CLARKSVILLE	TN	37042	MONTGOMERY	UNITED STATES	221627	9	F&M BANK	741330	
OK		Full Service	2290823	HILDALE BRANCH	1891 MADISON STREET	CLARKSVILLE	TN	37043	MONTGOMERY	UNITED STATES	221622	4	F&M BANK	741330	
OK		Full Service	2423957	SAINT BETHLEHEM OFFICE	2601 WILMA RUDOLPH BLVD	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	221626	8	F&M BANK	741330	
OK		Full Service	3406667	SANGO BRANCH	2698 MADISON STREET	CLARKSVILLE	TN	37043	MONTGOMERY	UNITED STATES	446307	14	F&M BANK	741330	
OK		Full Service	3938261	COOKEVILLE BRANCH	541 SOUTH WILLOW AVENUE, SUITE 104	COOKEVILLE	TN	38501	PUTNAM	UNITED STATES	492988	28	F&M BANK	741330	
OK		Full Service	1405198	DOVER BRANCH	100 DONELSON PARKWAY	DOVER	TN	37058	STEWART	UNITED STATES	221620	2	F&M BANK	741330	
OK		Full Service	2562191	GREENBRIER BRANCH	2286 HIGHWAY 41 SOUTH	GREENBRIER	TN	37073	ROBERTSON	UNITED STATES	221628	10	F&M BANK	741330	
OK		Full Service	3938270	HENDERSONVILLE BRANCH	100 BLUEGRASS COMMONS, SUITE 100	HENDERSONVILLE	TN	37075	SUMNER	UNITED STATES	492987	27	F&M BANK	741330	
OK		Full Service	2244303	LEBANON BRANCH	225 WEST MAIN STREET	LEBANON	TN	37088	WILSON	UNITED STATES	447248	15	F&M BANK	741330	
OK		Full Service	3437568	MOUNT JULIET ROAD BRANCH	4151 NORTH MOUNT JULIET ROAD	MOUNT JULIET	TN	37122	WILSON	UNITED STATES	449874	16	F&M BANK	741330	
OK		Full Service	3691043	MURFREESBORO BRANCH	802 MEMORIAL BOULEVARD	MURFREESBORO	TN	37129	RUTHERFORD	UNITED STATES	470243	19	F&M BANK	741330	
OK		Full Service	2309257	SPRINGFIELD BRANCH	3519 TOM AUSTIN PARKWAY	SPRINGFIELD	TN	37172	ROBERTSON	UNITED STATES	221623	5	F&M BANK	741330	
OK		Full Service	3582525	WHITE HOUSE BRANCH	518 HIGHWAY 76	WHITE HOUSE	TN	37188	ROBERTSON	UNITED STATES	482376	24	F&M BANK	741330	

Revised

F&M FINANCIAL CORPORATION – 2012
REPORT ITEM #3

(1)

1.	John R. Wallace – 197,700 shares –Common stock Clarksville, TN/USA	15.47%
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(2) None

F&M Financial Corporation

Report Item 4: Directors and Officers

(1). Name:

John R. Wallace	Clarksville, TN / USA
William S. Stuard, Jr.	Clarksville, TN / USA
Don Cherry	Dover, TN / USA
Frank Dill	Dover, TN / USA
Dale Ellis	Clarksville, TN / USA
Jim Myers	Clarksville, TN / USA
William H. Wyatt	Clarksville, TN / USA
C. DeWayne Olive	Clarksville, TN / USA

(2). Principal occupation, if other than with the holding company organization:

John R. Wallace	N/A
William S. Stuard, Jr.	N/A
William H. Wyatt	N/A
C. DeWayne Olive	N/A
Don Cherry	Realtor, Dover TN
Frank Dill	Retired, F&P Foods, Inc.
Dale Ellis	Retired, Automobile Sales
Jim Myers	50% owner of Sill Insurance Agency, Dover TN

(3). Title or position with:

a. the bank holding company:

John R. Wallace	Chairman of the Board and CEO
William S. Stuard, JR.	President and COO
Don Cherry	Director
Frank Dill	Director
Dale Ellis	Director
Jim Myers	Director
William H. Wyatt	Director
C. DeWayne Olive	Vice President and CFO

b. all direct and indirect subsidiaries of the bank holding company:

John R. Wallace	F&M Bank	Chairman/Director
	F&M Investment Services, Inc.	Chairman/Director
	F&M Insurance Services, Inc.	Chairman/Director
	HomeSouth Title, Inc.	Chairman/Director
	F&M Reinsurance Company	President/Director
	Clarksville Capital Corporation	Chairman/Director
	F&M Real Estate Investment Corporation	Chairman/Director
	F&M Real Estate Investment Trust, Inc (REIT)	Chairman/Director
	Finance Subsidiary Corporation	Director
	F&M Facilities Corporation	Director
	F&M Transportation Corporation	Director
	F&M Real Estate Transfer Corporation	Director

William S. Stuard	F&M Bank	President/CEO/Director
	F&M Investment Services, Inc.	President/Director
	F&M Insurance Services, Inc.	President/Director
	F&M Reinsurance Company	Vice President/Director
	Clarksville Capital Corporation	President/Director
	F&M Real Estate Investment Corporation	President/Director
	HomeSouth Title, Inc.	President/Director
	Western Star Securities Company	President/Director
	F&M Real Estate Investment Trust, Inc. (REIT)	President/Director
	Finance Subsidiary Corporation	President/Director
	Western Star Risk Management Corp. Captive Insurance Company	President/Director
	F&M Facilities Corporation	President/Director
	F&M Transportation Corporation	President/Director
F&M Real Estate Transfer Corporation	President/Director	
Don Cherry	F&M Bank	Director
Frank Dill	F&M Bank	Director
Dale Ellis	F&M Bank	Director
Jim Myers	F&M Bank	Director
William H. Wyatt	F&M Bank	Executive Officer/Director
	F&M Investment Services, Inc.	Director
	F&M Insurance Services, Inc.	Director
	F&M Reinsurance Company	Director
	Clarksville Capital Corporation	Director
	Finance Subsidiary Corporation	Director
DeWayne Olive	F&M Bank	Executive Officer/ CFO
	HomeSouth Title, Inc.	Director/Treasurer
	F&M Investment Services, Inc.	Secretary/Treasurer/Director
	F&M Insurance Services, Inc.	Secretary/Treasurer/Director
	Clarksville Capital Corporation	Secretary/Treasurer/Director
	F&M Real Estate Investment Corporation	Secretary/Treasurer/Director
	Western Star Securities Company	VP/Secretary/Treasurer/Director
	F&M Real Estate Investment, Inc. (REIT)	Secretary/Treasurer/Director
	F&M Reinsurance Company	Secretary/Director
	Finance Subsidiary Corporation	Secretary/Treasurer/Director
	Western Star Risk Management Corp. Captive Insurance Company	Director/Treasurer
	F&M Facilities Corporation	Secretary/Director
	F&M Transportation Corporation	Secretary/Director
F&M Real Estate Transfer Corporation	Secretary/Director	

(c) any other company in which the person is a director, trustee, partner, or executive officer:

<u>Director</u>	<u>Company/Bank</u>	<u>Position</u>
John R. Wallace	Stuard/Wallace Investment Partnership	Partner
William S. Stuard	Stuard/Wallace Investment Partnership	Partner
	D&S Investments Partnership	Partner

(continued on the following page)

(c) any other company in which the person is a director, trustee, partner, of executive officer: (continued from the previous page)

William H. Wyatt	B&J Prop, Inc. Wyatt Farms Ramey Farms Durrett Warehouse Robmont, LLC Channel Wade Prop, LLC Cullom Grove, LLC West End Circle Properties Partnership Waybill Partners, LLC	President/Director Partner Partner Partner Partner Partner Partner Partner Partner
C. DeWayne Olive	C. DeWayne Olive, CPA	Sole Proprietor
Frank Dill	F&P Foods, Inc.	Vice-President
Jim Myers	Sills Insurance Agency	Partner
Don Cherry	Cherry Properties	Owner
Dale Ellis	None	

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote in:

(a) the bank holding company:

	<u>Voting</u>
John R. Wallace	15.47%
William S. Stuard, Jr.	.78%
William S. Stuard & John R. Wallace A Partnership	4.95%
Don Cherry	.31%
Frank Dill	.43%
Dale Ellis	2.62%
Jim Myers	.70%
William H. Wyatt	2.07%
C. DeWayne Olive	None

(b) direct and indirect subsidiaries of the bank holding company: all subsidiaries are 100% wholly owned by F&M Financial Corporation.

(C) any other company, if 25% or more of its outstanding voting securities of proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled, or held with the power to vote.)

<u>Director</u>	<u>Company/Bank</u>	<u>Percent</u>
John R. Wallace	Stuard/Wallace Investment Partnership	50%
William S. Stuard	D&S Investment Partnership Stuard/Wallace Investment Partnership	50% 50%

(continued on the following page)

(C) any other company, if 25% or more of its outstanding voting securities of proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled, or held with the power to vote.)

William H. Wyatt	B&J Prop, Inc.	50%
	Wyatt Farms	33%
	Ramey Farms	33%
	Durrett Warehouse	16.67%
	Channel Wade Prop, LLC	100%
	Cullom Grove, LLC	25%
	Waybill Partners, LLC	50%
	Robmont, LLC	33.3%
West End Circle Properties	50%	
James R. Myers	Sills Insurance Agency	50%
C. DeWayne Olive	C. DeWayne Olive CPA	100%
Frank Dill	F&P Foods, Inc.	55%
Don Cherry	Cherry Properties	100%
Dale Ellis	None	