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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1137015

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)). 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 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). 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 Bank Holding Companies must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

L. Dan Coxwell
Name of the Bank Holding Company Director and Official
President & CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Washington-Wilkes Holding Company
Legal Title of Bank Holding Company

P. O. Box 280
(Mailing Address of the Bank Holding Company) Street / P.O. Box

Washington Georgia 30673
City State Zip Code

attest that the Annual Report of Bank Holding Companies (including the supporting attachments) for this report date have 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.

911 E. Robert Toombs Avenue
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:

Ed Pope, III EVP & CFO
Name Title

(706) 678-5433
Area Code / Phone Number / Extension

(706) 678-3465
Area Code / FAX Number

epope@f-mwashington.com
E-mail Address

www.fmbanknow.com
Address (URL) for the Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
March 30, 2012
Date of Signature

For bank 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
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID _____
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."
 No

For Use By Tiered Bank Holding Companies

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

<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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Form FR Y-6

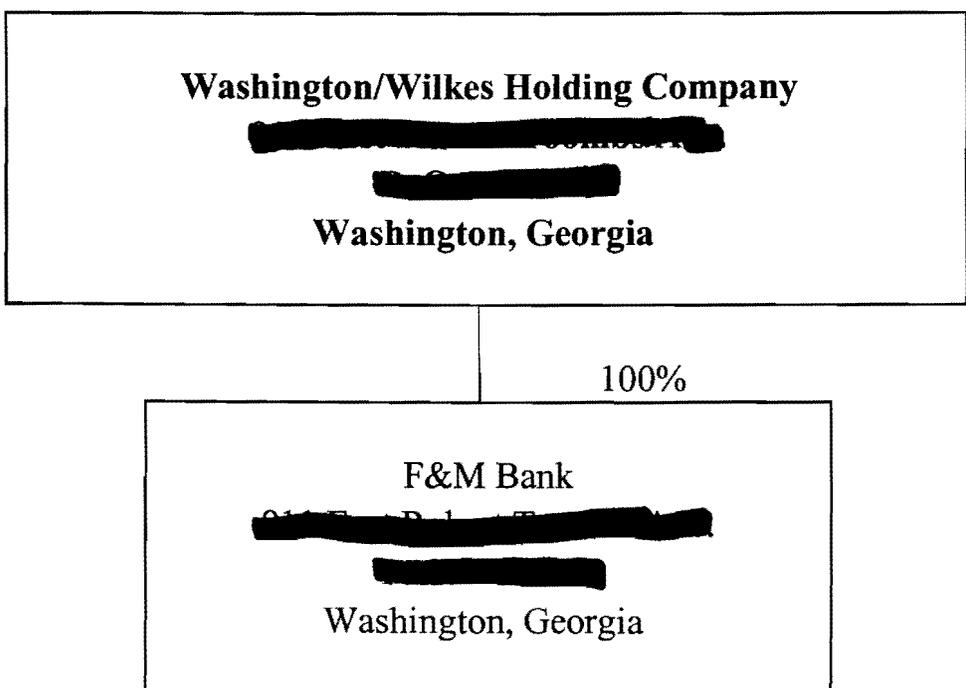
**Washington/Wilkes Holding Company
Washington, Georgia**

Fiscal Year Ending December 31, 2011

Report Item:

1. The bank holding company makes available to its shareholders a Consolidated Financial Statement by request. A copy will be forwarded upon completion of the report by our auditing firm.

2a. Organizational Chart



2b. Filed Separately via email to structure3@frb.atl.org on March 30, 2012.

3. Enclosed

4. Enclosed

Report Item 3: Securities holders

- (1) 1. a) **Gerald O. Norman**
Washington, GA 30673
b) U. S. Citizen
c) 33,200 shares – 5.55%
- a) Lois Ann Norman (wife of Gerald)
Washington, GA 30673
b) U. S. Citizen
c) 23,800 shares – 3.98%
- a) Gerald O. Norman, Jr. (son of Gerald)
Washington, GA 30673
b) U. S. Citizen
c) 6,700 shares – 1.12%
- a) Deborah N. Lewis (daughter of Gerald)
Washington, GA 30673
b) U. S. Citizen
c) 2,592 shares – 0.43%
- a) Deborah N. Lewis and
Caleb Michael Free, JT TEN (grandson of Gerald)
Washington, GA 30673
b) U. S. Citizen
c) 540 shares – 0.09%
- a) Deborah N. Lewis and
Derek Norman Free, JT TEN (grandson of Gerald)
Washington, GA 30673
b) U. S. Citizen
c) 540 shares – 0.09%
- (1) 2. a) **Carolyn Trantham Northweather**
Jesse D Northweather, JT TEN
Ashland, MO 65010
b) U. S. Citizen(s)
c) 9,504 shares – 1.59%

- a) Damon Adam Northweather (son of Carolyn & Jesse)
Dana Elizabeth Northweather, JT TEN
Lohman, MO 65053
- b) U. S. Citizen(s)
- c) 13,200 shares – 2.21%

- a) Sean Eric Northweather (son of Carolyn & Jesse)
Joy Ommen Northweather, JT TEN
Jefferson City, MO 65101
- b) U. S. Citizen(s)
- c) 13,200 shares – 2.21%

- (1) 3. a) **Belle W Drinkard Story**
Washington, GA 30673
- b) U. S. Citizen
 - c) 6,700 shares – 1.12%

- a) Nancy D Miller (daughter of Belle)
Bogart, GA 30622
- b) U. S. Citizen
- c) 9,315 shares – 1.56%

- a) Olan C Miller (son-in-law of Belle)
Bogart, GA 30622
- b) U. S. Citizen
- c) 999 shares – 0.17%

- a) Paul Olan Miller (grandson of Belle)
Bogart, GA 30622
- b) U. S. Citizen
- c) 1,159 shares – 0.19%

- a) Elizabeth Ann Miller (granddaughter of Belle)
Watkinsville, GA 30677
- b) U. S. Citizen
- c) 1,159 shares – 0.19%

- a) James Murray Miller (grandson of Belle)
Louisville, KY 40241

- b) U. S. Citizen
- c) 1,159 shares – 0.19%

- a) Gayle D Oliver (daughter of Belle)
LaGrange, GA 30240
- b) U. S. Citizen
- c) 10,096 shares – 1.69%

- a) Phillip N Oliver (son-in-law of Belle)
LaGrange, GA 30240
- b) U. S. Citizen
- c) 999 shares – 0.17%

- a) Maria O Soloman (granddaughter of Belle)
LaGrange, GA 30240
- b) U. S. Citizen
- c) 1,199 – 0.20%

- a) Tiffany O Cole (granddaughter of Belle)
Westminster, MD 21158
- b) U. S. Citizen
- c) 1,199 – 0.20%

(2) None

Report Item 4: Insiders

- (1) 1. **Gerald O. Norman**
Washington, GA 30673/USA
2. Retired
3. a. Chairman of the Board
b. Chairman of the Board, F & M Bank
c. None
4. a. 33,200 shares – 5.46%
b. None
c. None
-
1. **Bobby Jones**
Washington, GA 30673/USA
2. President and CEO, Dixie Wood Products, Inc.
3. a. Vice-Chairman of the Board
b. Vice-Chairman of the Board, F & M Bank
c. President and CEO, Dixie Wood Products, Inc.
4. a. 8,544 shares – 1.43%
b. None
c. 100% of shares, Dixie Wood Products, Inc.
-
1. **L. Dan Coxwell**
Washington, GA 30673/USA
2. President and CEO, F & M Bank
3. a. Director, President and CEO
b. Director, President and CEO, F & M Bank
4. a. 1,000 shares – 0.17%
b. None
c. None
-
1. **David E. Boyd**
Atlanta, GA 30342/USA
2. Retired
3. a. Director
b. Director, F & M Bank
c. None
4. a. 20,016 shares – 3.34%
b. None
c. None
-
1. **Charles Joseph Fievet**
Washington, GA 30673/USA

2. President and Managing Member, Fievet Pharmacy, LLC
3.
 - a. Director
 - b. Director, F & M Bank
 - c. President and Managing Member, Fievet Pharmacy, LLC
4.
 - a. 5,028 shares – 0.84%
 - b. None
 - c. 95% of shares, Fievet Pharmacy, LLC

1. **Barry W. Goolsby**
Washington, GA 30673/USA
2. President and CEO, Burt Lumber Company, Inc.
3.
 - a. Director
 - b. Director, F & M Bank
 - c. President and CEO, Burt Lumber Company, Inc.
4.
 - a. 971 shares – 0.16%
 - b. None
 - c. 50% of shares, Burt Lumber Company, Inc.

1. **Debbie R. Jackson**
Tignall, GA 30668/USA
2. Owner, Tena's Jewelry & Gift Shop
3.
 - a. Director
 - b. Director, F & M Bank
 - c. President and CFO, W. E. Unlimited, Inc.
President and CFO, Tena's Jewelry & Gift Shop, Inc.
4.
 - a. 1,000 shares – 0.17%
 - b. None
 - c. 33.3% of shares, W. E. Unlimited, Inc.
33.3% of shares, Tena's Jewelry & Gift Shop, Inc.

1. **J. Marshall Sherrer**
Rayle, GA 30660/USA
2. Owner, Sherrer's Grocery
3.
 - a. Director
 - b. Director, F & M Bank
 - c. Director, Rayle Electric Membership Corporation
4.
 - a. 9,272 shares – 1.55%
 - b. None
 - c. None

1. **David S. Tatum**
North Augusta, SC 29841/USA
2. Executive Vice President, F & M Bank

3.
 - a. Director
 - b. Director, EVP, F & M Bank
 - c. None
4.
 - a. 2,000 shares – 0.33%
 - b. None
 - c. None

1. **C. Roger Walker**
Washington, GA 30673/USA
2. Retired
3.
 - a. Director
 - b. Director, F & M Bank
 - c. None
4.
 - a. 4,600 shares – 0.77%
 - b. None
 - c. None

Prepared 01-18-2012

Results: A list of branches for your depository institution: F&M BANK (ID_RSSD: 510330).

This depository institution is held by WASHINGTON/WILKES HOLDING COMPANY (1137015) of WASHINGTON, GA.

The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Date Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code
OK		Full Service (Head Office)	510330	F&M BANK	911 EAST ROBERT TOOMBS AVENUE	WASHINGTON	GA	30673
OK		Full Service	346931	CRAWFORDVILLE BRANCH	123 BROAD STREET	CRAWFORDVILLE	GA	30631
OK		Full Service	2574617	LINCOLNTON BRANCH	317 S WASHINGTON HWY	LINCOLNTON	GA	30817
OK		Full Service	3962202	MARTINEZ BRANCH	3861 EVANS TO LOCKE ROAD	MARTINEZ	GA	30907
OK		Full Service	108232	TIGNALL BRANCH	114 S HULIN AVENUE	TIGNALL	GA	30668
OK		Full Service	26738	DOWNTOWN BRANCH	201 EAST ROBERT TOOMBS AVE.	WASHINGTON	GA	30673