

APR 07 REC'D

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, 2013

Month / Day / Year

I, **L. Dan Coxwell**

Reporter's Name, Street, and Mailing Address

Washington-Wilkes Holding Company

Name of the Holding Company Director and Official

President & CEO

Legal Title of Holding Company

P O Box 280

Title of the Holding Company Director and Official

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

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.

Washington GA 30673

City State Zip Code

911 East Robert Toombs Ave.

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.

Physical location (if different from mailing address)

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 Holding Company's web page

Signature of Holding Company Director and Official

Date of Signature

3/31/14

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
 is not prepared

For Federal Reserve Bank Use Only

RSSD ID **1137015**
 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 Holding Companies

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

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

Form FR Y-6

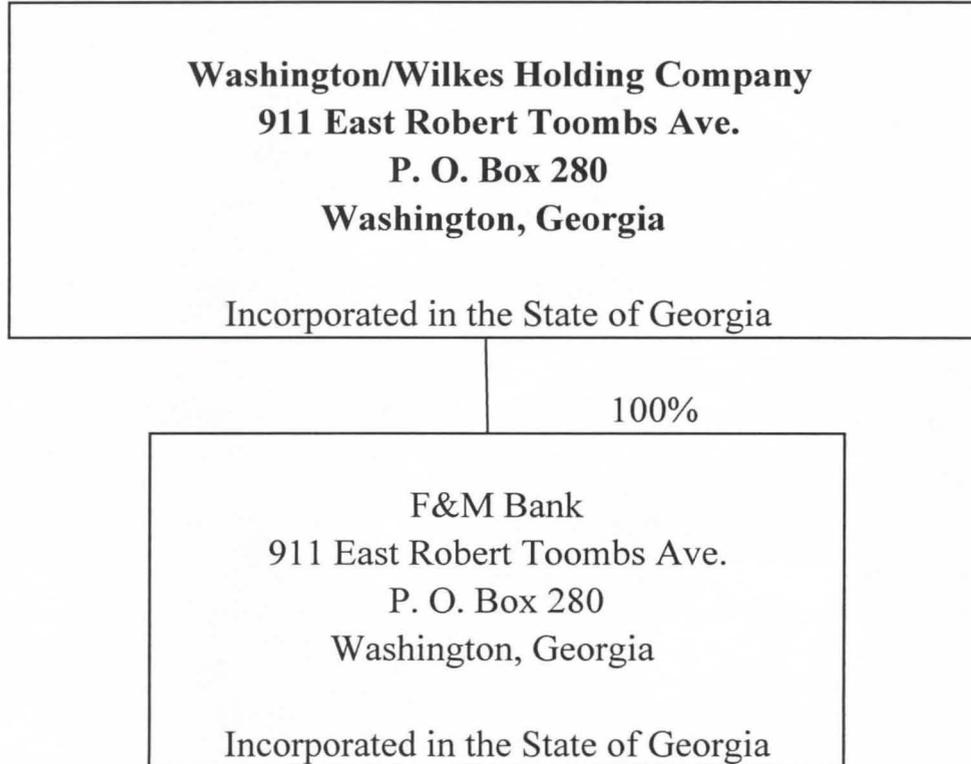
Washington/Wilkes Holding Company Washington, Georgia

Fiscal Year Ending December 31, 2013

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 April 2, 2014.

3. Enclosed

4. Enclosed

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	Effective	Branch Service Type	Branch	Popular Name	Street Address	City	State	Zip	County	Country	FDIC	Office	Head	Head Office	Comment
OK		Full Service (Head)	510330	F&M BANK	911 EAST ROBERT TOOMBS	WASHINGTON	GA	30673	WILKES	UNITED	10984	0	F&M BANK	510330	
OK		Full Service	346931	CRAWFORDVILLE	123 BROAD STREET	CRAWFORDVILL	GA	30631	TALIAFERR	UNITED	10794	3	F&M BANK	510330	
OK		Full Service	2574617	LINCOLNTON BRANCH	317 S WASHINGTON AVENUE	LINCOLNTON	GA	30817	LINCOLN	UNITED	239507	4	F&M BANK	510330	
OK		Full Service	3962202	MARTINEZ BRANCH	3861 EVANS TO LOCKE ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED	495466	5	F&M BANK	510330	
OK		Full Service	108232	TIGNALL BRANCH	114 S HULIN AVENUE	TIGNALL	GA	30668	WILKES	UNITED	239505	1	F&M BANK	510330	
OK		Full Service	26738	DOWNTOWN BRANCH	201 EAST ROBERT TOOMBS AVE.	WASHINGTON	GA	30673	WILKES	UNITED	239506	2	F&M BANK	510330	

Report Item 3: Securities holders

- (1) 1. a) **Gerald O. Norman**
Washington, GA 30673
b) U. S. Citizen
c) 34,524 shares – 5.77%
- 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. 34,524 shares – 5.77%
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. 7,994 shares – 1.34%
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. **Debbie M. Barnett**
Washington, GA 30673/USA
2. Executive Vice President, F&M Bank
3. a. Director, Executive Vice President
b. Director, Executive Vice President, F & M Bank
4. a. 2,725 shares – 0.46%
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. Consultant
- 3. a. Director
- b. Director, F & M Bank
- c. None
- 4. a. 5,363 shares – 0.90%
- b. None
- c. None

- 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. 1,068 shares – 0.18%
- 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. 1,250 shares – 0.21%
- b. None
- c. 33.3% of shares, W. E. Unlimited, Inc.
33.3% of shares, Tena's Jewelry & Gift Shop, Inc.

- 1. **Edward B. Pope III**
Washington, GA 30673/USA
- 2. Executive Vice President, F&M Bank
- 3. a. Director, Executive Vice President, CFO
- b. Director, Executive Vice President, CFO, F&M Bank

- c. None
- 4. a. 1,000 shares – 0.17%
- b. None
- c. None

- 1. **J. Marshall Sherrer**
Rayle, GA 30660/USA
- 2. Retired
- 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, Executive Vice President, F & M Bank
- c. None
- 4. a. 2,000 shares – 0.33%
- b. None
- c. None

Prepared 03-31-2014