

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 06 REC'D

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, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, L. Dan Coxwell

Name of the Holding Company Director and Official

President & CEO

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.

Reporter's Name, Street, and Mailing Address

Washington-Wilkes Holding Company

Legal Title of Holding Company

P O Box 280

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

Washington GA 30673

City State Zip Code

911 East Robert Toombs Ave.

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, OOO EVP & CFO

Name Title

706-678-5433

Area Code / Phone Number / Extension

706-678-3465

Area Code / FAX Number

e.pope@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

03/31/2016

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
- 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

**Form FR Y-6**

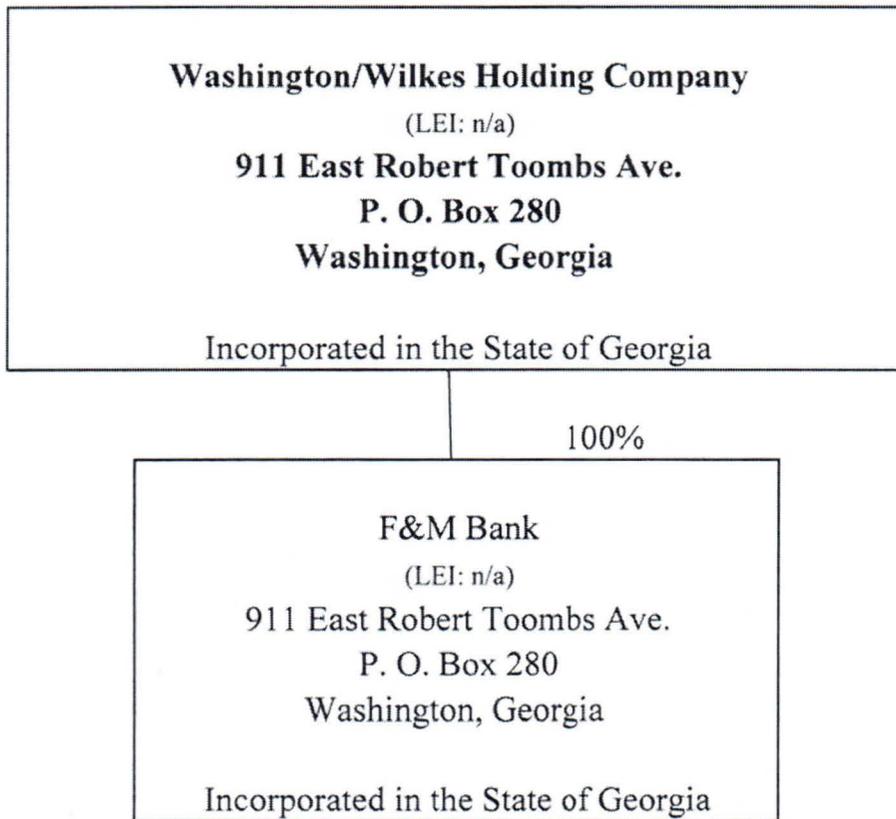
**Washington/Wilkes Holding Company  
Washington, Georgia**

**Fiscal Year Ending December 31, 2015**

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](mailto:structure3@frb.atl.org) on April 4, 2016.

3. Enclosed

4. Enclosed

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**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 12/31/2015. Data reflects information that was received and processed through 01/07/2016. ✓

**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	12/31/2015	Full Service (Head Office)	510330	F&M BANK	911 EAST ROBERT TOOMBS AVENUE	WASHINGTON	GA	30673	WILKES	UNITED STATES	10984	0	F&M BANK	510330	
OK	12/31/2015	Full Service	346931	CRAWFORDVILLE BRANCH	123 BROAD STREET	CRAWFORDVILLE	GA	30631	TALIAFERRO	UNITED STATES	10794	3	F&M BANK	510330	
OK	12/31/2015	Full Service	2574617	LINCOLNTON BRANCH	317 S WASHINGTON AVENUE	LINCOLNTON	GA	30817	LINCOLN	UNITED STATES	239507	4	F&M BANK	510330	
OK	12/31/2015	Full Service	3962202	MARTINEZ BRANCH	3861 EVANS TO LOCKE ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	495466	5	F&M BANK	510330	
OK	12/31/2015	Full Service	108232	TIGNALL BRANCH	114 S HULIN AVENUE	TIGNALL	GA	30668	WILKES	UNITED STATES	239505	1	F&M BANK	510330	
OK	12/31/2015	Full Service	26738	DOWNTOWN BRANCH	201 EAST ROBERT TOOMBS AVE.	WASHINGTON	GA	30673	WILKES	UNITED STATES	239506	2	F&M BANK	510330	

*QAB*

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## Washington/Wilkes Holding Company Washington, Georgia

Fiscal Year Ending December 31, 2015

### Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015

(1) (a) Name, City, State, Country	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of Each Class of Voting Securities
(1) 1. <b>Gerald O. Norman</b> Washington, GA 30673/USA	U. S. Citizen	35,024 - 7.25% Common Stock
Lois Ann Norman (wife of Gerald) Washington, GA 30673/USA	U. S. Citizen	23,800 - 4.92% Common Stock
Gerald O. Norman, Jr (son of Gerald) Washington, GA 30673/USA	U. S. Citizen	6,700 - 1.39% Common Stock
Deborah N. Lewis (daughter of Gerald) Washington, GA 30673/USA	U. S. Citizen	2,592 - 0.54% Common Stock
Deborah N. Lewis and Caleb Michael Free, JT TEN (grandson of Gerald) Washington, GA 30673/USA	U. S. Citizen	540 - 0.12% Common Stock
Deborah N. Lewis and Derek Norman Free, JT TEN (grandson of Gerald) Washington, GA 30673/USA	U. S. Citizen	540 - 0.12% Common Stock
Joyce M. Norman (sister-in-law of Gerald) Dacula, GA 30019/USA	U. S. Citizen	5,000 - 1.04% Common Stock

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(1) 2. **Carolyn Trantham Northweather**

**Jesse D Northweather, JT TEN**

Ashland, MO 65010/USA

U. S. Citizen

9,504 - 1.97%  
Common Stock

Damon Adam Northweather (son of Carolyn & Jesse)

Dana Elizabeth Northweather, JT TEN

Lohman, MO 65053/USA

U. S. Citizen

13,200 - 2.73%  
Common Stock

Sean Eric Northweather (son of Carolyn & Jesse)

Joy Ommen Northweather, JT TEN

Jefferson City, MO 65101/USA

U. S. Citizen

13,200 - 2.73%  
Common Stock

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### Report Item 3: Securities Holders

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2015

(2) (a) Name, City, State, Country	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and Percentage of Each Class of Voting Securities
(2) <b>Belle W Drinkard Story</b> Washington, GA 30673/USA	U. S. Citizen	6,700 - 1.15% Common Stock
Nancy D Miller ( daughter of Belle) Bogart, GA 30622/USA	U.S. Citizen	9,315 - 1.60% Common Stock
Olan C Miller (son-in-law of Belle) Bogart, GA 30622/USA	U.S. Citizen	999 - 0.18% Common Stock
Paul Olan Miller (grandson of Belle) Bogart, GA 30622/USA	U.S. Citizen	1,159 - 0.20% Common Stock
Elizabeth Ann Miller (granddaughter of Belle) Watkinsville, GA 30677/USA	U.S. Citizen	1,159 - 0.20% Common Stock
James Murray Miller (grandson of Belle) Louisville, KY 40241/USA	U.S. Citizen	1,159 - 0.20% Common Stock
Gayle D Oliver (daughter of Belle) LaGrange, GA 30240/USA	U.S. Citizen	10,096 - 1.74% Common Stock
Phillip N Oliver (son-in-law of Belle) LaGrange, GA 30240/USA	U.S. Citizen	999 - 0.18% Common Stock
Maria O Soloman (granddaughter of Belle) LaGrange, GA 30240/USA	U.S. Citizen	1,199 - 0.21% Common Stock
Tiffany O Cole (granddaughter of Belle) Westminster, MD 21158/USA	U.S. Citizen	1,199 - 0.21% Common Stock

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## Washington/Wilkes Holding Company Washington, Georgia

Fiscal Year Ending December 31, 2015

### Report Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3) (a) Title & Position with Holding Company	(3) (b) Title & Position with Subsidiaries (include names of other subsidiaries)	(3) (c) Title & Position with Other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Holding Company	(4) (b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4) (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) Gerald O. Norman Washington, GA 30673/USA	Retired	Chairman of the Board	Chariman of the Board, F&M Bank	None	7.25%	None	None
Bobby Jones Washington, GA 30673/USA	Timber Management, Dixie Wood Products, INC.	Vice-Chairman of the Board	Vice-Chairman of the Board, F&M Bank	President and CEO, Dixie Wood Products, INC.	1.04%	None	100% of shares, Dixie Wood Products, INC.
L. Dan Coxwell Washington, GA 30673/USA	President and CEO, F&M Bank	Director, President and CEO	Director, President and CEO, F&M Bank	None	0.21%	None	None
Debbie M. Barnett Washington, GA 30673/USA	Executive Vice President, F&M Bank	Director, Executive Vice President	Director, Executive Vice President, F&M Bank	None	0.57%	None	None
David E. Boyd Atlanta, GA 30342/USA	Retired	Director	Director, F&M Bank	None	4.14%	None	None

Charles Joseph Fievet Washington, GA 30673/USA	Pharmacist, Fievet Pharmacy	Director	Director, F&M Bank	Pharmacist, Fievet Pharmacy	1.11%	None	None
Barry W. Goolsby Washington, GA 30673/USA	Lumber Manufacturing, Burt Lumber Company, INC.	Director	Director, F&M Bank	President and CEO, Burt Lumber Company, INC.	0.29%	None	50% of shares, Burt Lumber Company, INC.
Debbie R. Jackson Tignall, GA 30668/USA	Retail Jeweler, Tena's Jewelry & Gift Shop	Director	Director, F&M Bank	President & CFO, W. E. Unlimited, INC. President & CFO, Tena's Jewelry & Gift Shop, INC.	0.26%	None	33.3% of shares, W. E. Unlimited, INC. 33.3% of shares, Tena's Jewelry & Gift Shop, INC.
Edward B. Pope III Washington, GA 30673/USA	Executive Vice President, F&M Bank	Director, Executive Vice President, CFO	Director, Executive Vice President, CFO, F&M Bank	None	0.21%	None	None
J. Marshall Sherrer Rayle, GA 30660/USA	Retired	Director	Director, F&M Bank	Director, Rayle Electric Membership Corporation	2.77%	None	None
David S. Tatum North Augusta, SC 29841/USA	Retired	Director	Director, F&M Bank	None	0.42%	None	None