

Revised

APR 21 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.

I, **TOM H. GRIFFIN**

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.

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.

[Signature]

Signature of Holding Company Director and Official

03/19/2014

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
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **1129458**

C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

F & M BANK HOLDING COMPANY, INC.

Legal Title of Holding Company

142 W. MAIN STREET/P.O. BOX 718

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

MANCHESTER

GA

31816

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

HURBERT C. CASHWELL **CFO**

Name

Title

706-846-8828

Area Code / Phone Number / Extension

706-846-8418

Area Code / FAX Number

bcashwell@fmbankandtrust.com

E-mail Address

www.fmbankandtrust.com

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

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

Revised

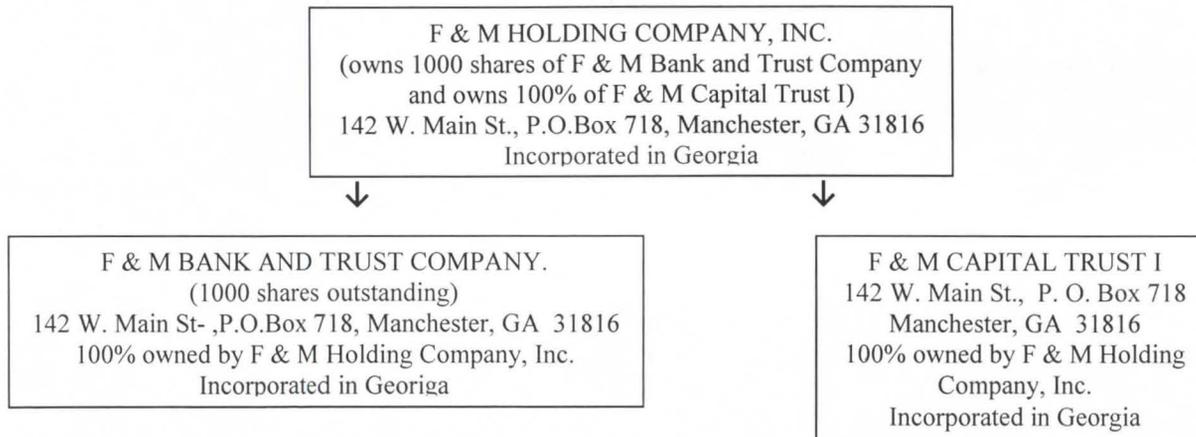
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F & M HOLDING COMPANY, INC.
MANCHESTER, GA 31816
Fiscal Year Ending December 31, 2013

REPORT ITEM

1. The bank holding company prepared an annual report for its stockholders.

The Consolidated Financial Statement prepared by our auditors, Porter Keadle & Moore, CPAs, LLP, will be forwarded when it is received.

REPORT ITEM 2: ORGANIZATION CHART



F & M HOLDING COMPANY, F & M BANK AND TRUST COMPANY AND F & M CAPITAL TRUST 1 ARE INCORPORATED IN THE STATE OF GEORGIA, USA.

F & M HOLDING COMPANY OWNS 100% OF F & M BANK STOCK AND 100% OF F & M CAPITAL TRUST I.

Results: A list of branches for your holding company: F & M HOLDING COMPANY, INC. (1129458) of MANCHESTER, 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 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
OK	3/19/2014	Full Service (Head Office)	937834	F & M BANK AND TRUST COMPANY	142 W. MAIN STREET	MANCHESTER	GA	31816	MERIWETHER	UNITED STATES	11000		F & M BANK AND

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F & M Holding Company, Inc.

Fiscal Year Ending December 31, 2012

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			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 12-31-2013		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship	(1)(c) Number & Percentage of Each class of Voting Securities	(1)(a) Name, City, State, Country	(2)(b) Country of Citizenship	(2)(c) Number & Percentage of Each Class of Voting Securities
Jerry W. Loftin Manchester, GA - Merlwether	USA	798,829 - 33% COMMON STOCK	NONE		
Jaynie LoftIn Nesmith Manchester, GA USA	USA	798,737- 33% COMMON STOCK	NONE	U	
Patrick Wasden Senoia, GA USA	USA	798,921 - 33.% COMMON STOCK	NONE		

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F&M Bank and Trust Company
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank 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 securi- ties are held (List names of companies and percentage of voting securities held)
Jerry W. Loftin Manchester, GA USA	N/A	Chairman & Legal Counsel Director Executive Officer	Chairman & Director F & M BANK AND TRUST	Former Attorney (retired)	33.33%	0	0
Tom H. Griffin Shiloh, GA USA	President/CEO Director F & M BANK	President/CEO Executive Officer	President/CEO F & M BANK	None	0.08%	0	0
Jean Buffington Shiloh, GA USA	Retired Church Secretary	Director	Director	None	0.02%	0	0

Darien Foster Manchester, GA USA	Partner	Director	Director	Taylor Foster, Inc. President/Secretary Foster Real Estate Properties Inc. Owner	0.02%	0	100%	100%
Lynley Loftin Columbus, GA USA	Performance Support Office TYSY Columbus, GA	NONE	NONE	Performance Support O TYSY Columbus, GA	0.04%	NONE	0	
Jaynie Loftin Nesmith Manchester, GA USA	Retired:Dir. Of Curriculum Fort Benning, GA	Director	Director	Curriculum Fort Benning, GA Columbus, GA	33.32%	0	0	
Patrick Wasden Senola, GA	Self Employed	Director	None		33.33%			
		N/A	N/A	N/A		0	0	
Allen W. Parham Woodbury, GA USA	F & M Bank Chief Lending Officer	CLO	CLO	None	0.01%	0	0	
Hurbert C. Cashwell LaGrange, GA USA	F & M Bank Chief Financial Officer	CFO	CFO	None		0	0	0