

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, Ronald L. Magoon

Name of the Holding Company Director and Official
EVP, COO, CFO & Treasurer

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.

Ronald L. Magoon
 Signature of Holding Company Director and Official

12/20/2013

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 _____
 C.I. _____

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

September 30, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Franklin Bancorp, MHC

Legal Title of Holding Company

387 Central Street, P.O. Box 339

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

| | | |
|-----------------|-----------|--------------|
| <u>Franklin</u> | <u>NH</u> | <u>03235</u> |
| City | State | Zip Code |

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

| | |
|-------------------------|------------------------------------|
| <u>Ronald L. Magoon</u> | <u>EVP, COO, CFO & Treasur</u> |
| Name | Title |

603-934-8331

Area Code / Phone Number / Extension

603-934-1420

Area Code / FAX Number

magoon@fsbnh.com

E-mail Address

N/A Bank is www.fsbnh.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.

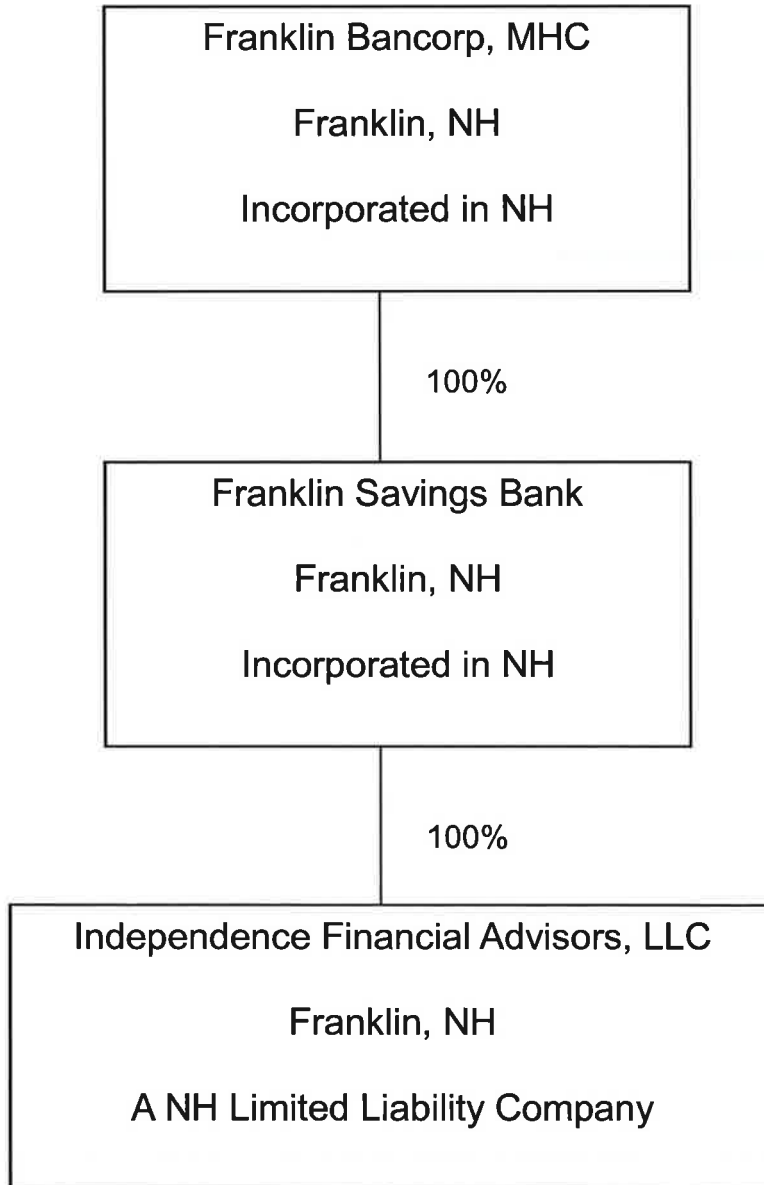
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FR Y-6 Annual Report of Holding Companies

Franklin Bancorp, MHC

Report Item 2a : Organizational Chart



FR Y-6 Annual Report of Holding Companies
Franklin Bancorp, MHC

Report Item 3: Securities Holders

This item does not apply to Franklin Bancorp, MHC

Form FR Y-6
Legal Title of Holding Company
Fiscal Year Ending September 30, 2013

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 subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Share in Holding Company | (4)(b) Percentage of Voting Share in Subsidiaries (includes 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) |
|---|---|--|--|---|---|---|--|
| Charles W. Chandler Warren, NH | Retired Attorney | Director | Director, Franklin Savings Bank | Retired | n/a | n/a | n/a |
| Scott R. Clarenbach Franklin, NH 03235 | Adjunct Instructor | Director | Director, Franklin Savings Bank | Adjunct Instructor, Lakes Region Community College | n/a | n/a | n/a |
| Richard W. DuBois Northfield, NH | Retired President & CEO | Director & Chairman | Director & Chairman Franklin Savings Bank | Retired | n/a | n/a | n/a |
| Robert F. Kidder Franklin, NH | Entrepreneur | Director | Director Franklin Savings Bank | Self Employed Entrepreneur | n/a | n/a | n/a |
| John L. Lard Franklin, NH | CPA | Director & Vice Chairman | Director & Vice Chairman Franklin Savings Bank | CPA, John L. Lard & Associates | n/a | n/a | n/a |
| Ronald L. Magroon Loudon, NH | n/a | Executive Vice President, COO, CFO & Treasurer | Executive Vice President & COO Franklin Savings Bank | n/a | n/a | n/a | n/a |
| Mary E. Miller Canterbury, NH | Nursing Home Administrator | Director | Director Franklin Savings Bank | Nursing Home Administrator, Peabody Home | n/a | n/a | n/a |

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 Franklin Bancorp, MHC
 Report Item 2b: Domestic Branch Listing

| Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office # |
|----------------------------|-----------------|-----------------------|-----------------------------|-------------|-------|----------|-----------|---------------|--------------|----------|
| Full Service (Head Office) | 491402 | FRANKLIN SAVINGS BANK | 387 CENTRAL STREET, BOX 339 | FRANKLIN | NH | 03235 | MERRIMACK | UNITED STATES | 11884 | 0 |
| Full Service | 3183623 | KING STREET BRANCH | 139 KING STREET | BOSCAWEN | NH | 03303 | MERRIMACK | UNITED STATES | 366330 | 6 |
| Full Service | 369408 | NEWFOUND BRANCH | 105 LAKE STREET | BRISTOL | NH | 03222 | GRAFTON | UNITED STATES | 243331 | 2 |
| Full Service | 172103 | CENTRAL STREET BRANCH | 933 CENTRAL STREET | FRANKLIN | NH | 03235 | MERRIMACK | UNITED STATES | 243330 | 1 |
| Full Service | 4456856 | GILFORD BRANCH | 11 SAW MILL ROAD | GILFORD | NH | 03249 | BELKNAP | UNITED STATES | 465860 | 8 |
| Full Service | 4456847 | LACONIA BRANCH | 11 VETERANS SQUARE | LACONIA | NH | 03246 | BELKNAP | UNITED STATES | 455426 | 7 |
| Full Service | 2683386 | NEW HAMPTON BRANCH | ROUTE 104 & EXIT 23 PLAZA | NEW HAMPTON | NH | 03256 | BELKNAP | UNITED STATES | 243332 | 3 |
| Full Service | 2760223 | TILTON BRANCH | 61 LACONIA ROAD, SUITE 300 | TILTON | NH | 03276 | BELKNAP | UNITED STATES | 243333 | 4 |