

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6

DEC 30 2014

Supervision, Regulation and
Credit Department

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):

September 30, 2014

Month / Day / Year

N/A

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

I, Jeffery B. Savage

Name of the Holding Company Director and Official

President, CEO & Corporate Secretary

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

Franklin Bancorp, MHC

Legal Title of Holding Company

387 Central Street

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

Franklin

NH

03235

City

State

Zip Code

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:

Martha K. Lefebvre

VP, Treasurer, CFO, FSB

Name

Title

603-934-8350

Area Code / Phone Number / Extension

603-934-1420

Area Code / FAX Number

lefebvre@fsbnh.com

E-mail Address

N/A Bank is www.fsbnh.com

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

Jeffery B. Savage
Signature of Holding Company Director and Official
12/29/14

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 4459848
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

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

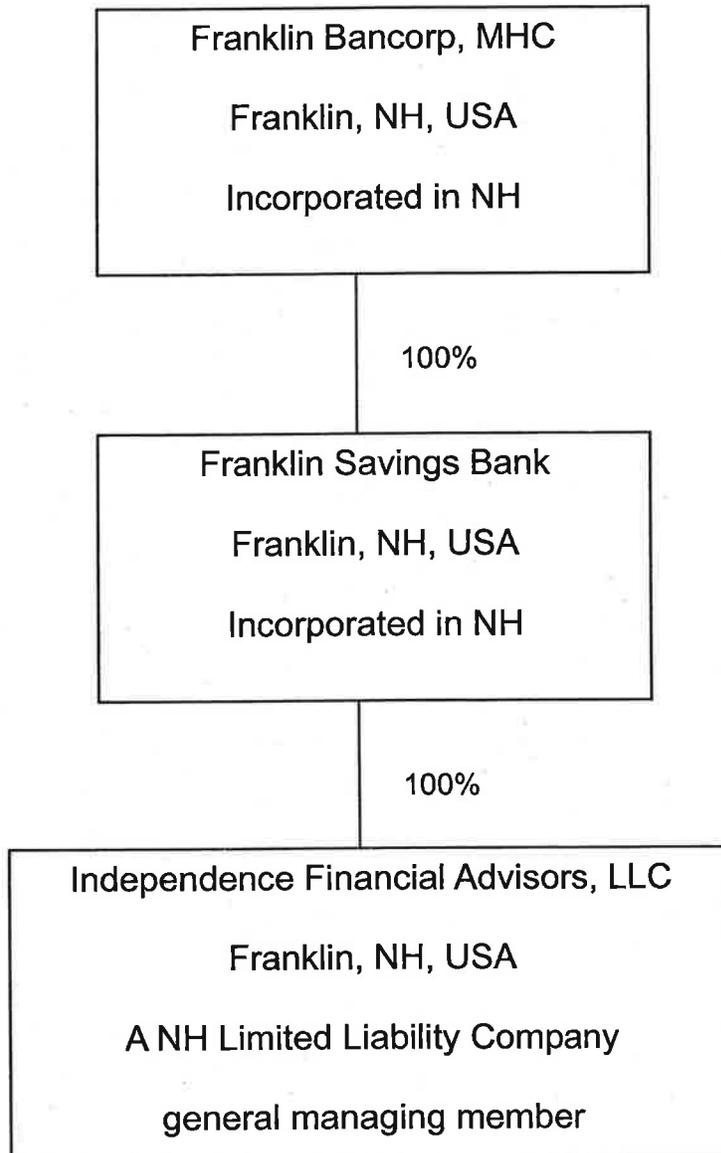
Report item 1: Annual Report to Shareholders

The audited financial statements for Franklin Bancorp, MHC and subsidiary are not yet available. They will be sent under separate cover as soon as they are available.

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 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	3
Full Service	3183623	BOSCAWEN BRANCH	139 KING STREET	BOSCAWEN	NH	03303	MERRIMACK	UNITED STATES	366330	6
Full Service	369408	NEW/FOUND 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	2760223	TILTON BRANCH	61 LACONIA ROAD, SUITE 300	TILTON	NH	03276	BELKNAP	UNITED STATES	243333	4

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Franklin Bancorp, MHC

Report item 3: Securities Holders

This item does not apply to Franklin Bancorp, MHC

Form FR Y-6
Franklin Bancorp, MHC
Fiscal Year Ending September 30, 2014

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
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. Magoon 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
Scott D. McGuffin Northfield, NH	Attorney	Director	Director Franklin Savings Bank	Law Office of Scott McGuffin	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
Fiscal Year Ending September 30, 2014

(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)
Jeffery B. Savage Concord, NH	n/a	Director, President & CEO	Director, President & CEO Franklin Savings Bank	n/a	n/a	n/a	n/a
Stuart D. Trachy Franklin, NH	Government Affairs Consultant	Director	Director Franklin Savings Bank	Self Employed Government Affairs Consultant	n/a	n/a	n/a