

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6

Supervision, Regulation and  
 Credit Department

DEC 13 2017

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

I, Brian F. Bozak

Name of the Holding Company Director and Official

SVP, 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.

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)

Person to whom questions about this report should be directed:

Martha K. Lefebvre

VP, Controller

Name

Title

603-934-8350

Area Code / Phone Number / Extension

603-934-1420

Area Code / FAX Number

Martha.Lefebvre@fsbnh.bank

E-mail Address

N/A Bank is www.fsbnh.bank

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

Signature of Holding Company Director and Official

12.12.17

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.

445 98448

Is confidential treatment requested for any portion of this report submission?.....

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .....

2. a letter justifying this request has been provided separately.....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."



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

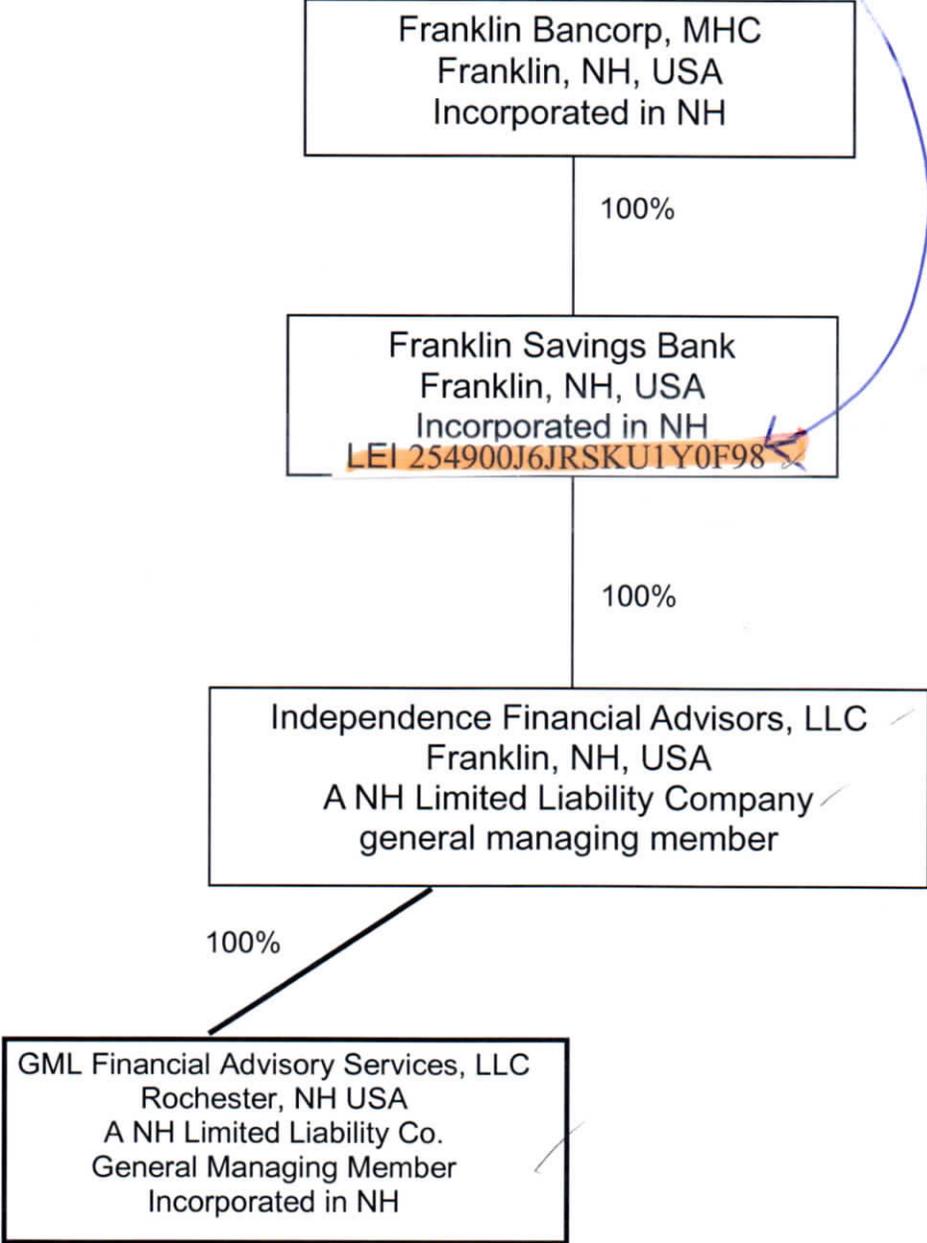
**Report item 1: Annual Report to Shareholders**

**The 2017 Annual Report of Franklin Savings Bank, including unaudited financials for Franklin Bancorp, MHC and subsidiary is enclosed. Audited financials are not yet available for mailing.**

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

**Report Item 2a : Organizational Chart**

LEI 254900J6JRSKUIY0F98 (Franklin SB)



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 UNIFORM* | Office Number* | Head Office           | Head Office ID | RSSD** |
|----------------------------|-----------|-------|-----------------------|-----------------------------|-----------|-------|----------|--------------|---------------|---------------|----------------|-----------------------|----------------|--------|
| Full Service (Head Office) | 491402    |       | FRANKLIN SAVINGS BANK | 987 CENTRAL STREET, BOX 399 | FRANKLIN  | NH    | 09235    | MERRIMACK    | UNITED STATES | Not Required  | Not Required   | FRANKLIN SAVINGS BANK | 491402         |        |
| Full Service               | 319823    |       | ROSCAMEN BRANCH       | 139 KING STREET             | ROSCAMEN  | NH    | 09303    | MERRIMACK    | UNITED STATES | Not Required  | Not Required   | FRANKLIN SAVINGS BANK | 491402         |        |
| Full Service               | 369408    |       | NEWFOUND BRANCH       | 105 LAKE STREET             | BRISTOL   | NH    | 09222    | GRAFTON      | UNITED STATES | Not Required  | Not Required   | FRANKLIN SAVINGS BANK | 491402         |        |
| Full Service               | 172103    |       | CENTRAL STREET BRANCH | 993 CENTRAL STREET          | FRANKLIN  | NH    | 09235    | MERRIMACK    | UNITED STATES | Not Required  | Not Required   | FRANKLIN SAVINGS BANK | 491402         |        |
| Full Service               | 445856    |       | GILFORD BRANCH        | 11 SAW MILL ROAD            | GILFORD   | NH    | 09249    | BELKNAP      | UNITED STATES | Not Required  | Not Required   | FRANKLIN SAVINGS BANK | 491402         |        |
| Full Service               | 516926    |       | MERRIMACK BRANCH      | 1 DOBSON WAY                | MERRIMACK | NH    | 09064    | HILLSBOROUGH | UNITED STATES | Not Required  | Not Required   | FRANKLIN SAVINGS BANK | 491402         |        |
| Full Service               | 270023    |       | TILTON BRANCH         | 61 LACONIA ROAD, SUITE 300  | TILTON    | NH    | 09276    | BELKNAP      | UNITED STATES | Not Required  | Not Required   | FRANKLIN SAVINGS BANK | 491402         |        |

**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**  
**Franklin Bancorp, MHC**  
**Fiscal Year Ending September 30, 2017**

**Report Item 4: Insiders**

| (1)<br>Name,<br>City, State,<br>Country   | (2) Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a) Title &<br>Position with<br>Holding Company | (3)(b) Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c) Title &<br>Position with Other<br>Businesses (include<br>names of other<br>businesses) | (4)(a) Percentage<br>of Voting Share<br>in Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Share in<br>Subsidiaries<br>(includes names<br>of subsidiaries) | (4)(c)<br>List names of<br>other companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|---|--|--|---|---|---|--|
| Brian F. Bozak<br>Penacook, NH            | n/a   | SVP, CFO,<br>Treasurer                             | SVP, CFO, Treasurer<br>Franklin Savings Bank                                       | n/a   | n/a   | n/a   | n/a  |
| Charles W. Chandler<br>Warren, NH         | Retired Attorney  | Director &<br>Chairman                             | Director & Chairman<br>Franklin Savings Bank                                       | Retired   | n/a   | n/a   | n/a  |
| Scott R. Clarenbach<br>Franklin, NH 03235 | Retired Fire Chief  | Director   | Director,<br>Franklin Savings Bank   | Retired   | n/a   | n/a   | n/a  |
| Robert F. Kidder<br>Franklin, NH          | Entrepreneur  | Director   | Director<br>Franklin Savings Bank  | Self Employed<br>Entrepreneur   | n/a   | n/a   | n/a  |
| John L. Lard<br>Franklin, NH              | Retired CPA   | Director   | Director<br>Franklin Savings Bank  | Retired   | n/a   | n/a   | n/a  |
| Ronald L. Magoon<br>Franklin, NH          | n/a   | President & CEO                                    | President & CEO<br>Franklin Savings Bank   | n/a   | n/a   | n/a   | n/a  |
| Scott D. McGuffin<br>Northfield, NH       | Attorney  | Director   | Director<br>Franklin Savings Bank  | Law Office of<br>Scott McGuffin   | n/a   | n/a   | n/a  |
| Mary E. Miller<br>Canterbury, NH          | Nursing Home<br>Administrator   | Director   | Director<br>Franklin Savings Bank  | Nursing Home<br>Administrator,<br>Peabody Home  | n/a   | n/a   | n/a  |

**Form FR Y-6**  
**Franklin Bancorp, MHC**  
**Fiscal Year Ending September 30, 2017**

| (1)<br>Name,<br>City, State,<br>Country | (2) Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a) Title &<br>Position with<br>Holding Company | (3)(b) Title & Position<br>with Subsidiaries<br>(Include names of<br>subsidiaries) | (3)(c) Title &<br>Position with Other<br>Businesses (Include<br>names of other<br>businesses) | (4)(a) Percentage<br>of Voting Share<br>in Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Share in<br>Subsidiaries<br>(Includes names<br>of subsidiaries) | (4)(c)<br>List names of<br>other companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|---|--|--|---|---|---|--|
| Jeffery B. Savage<br>Concord, NH        | Retired   | Director   | Director<br>Franklin Savings Bank  | Retired   | n/a   | n/a   | n/a  |
| Stuart D. Trachy<br>Franklin, NH        | Government<br>Affairs Consultant  | Director & Vice<br>Chairman                        | Director & Vice<br>Chairman<br>Franklin Savings Bank                               | Self Employed<br>Government Affairs<br>Consultant   | n/a   | n/a   | n/a  |