

Board of Governors of the Federal Reserve System



3637582

# Annual Report of Bank 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). 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 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 CFR 211.23). 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 Bank Holding Companies must be signed by one director of the **top-tier bank holding company**. This individual should also be a senior official of the **top-tier bank holding company**. In the event that the **top-tier bank 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 bank holding company's fiscal year-end):

12/31/11

Month / Day / Year

I, Richard E. Herrington  
Name and Title of the Bank Holding Company Director and Official

Franklin Financial Network, Inc.

Legal Title of Bank Holding Company

attest that the Annual Report of Bank Holding Companies (including the supporting attachments) for this report date have 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.

722 Columbia Avenue

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

Signature of Bank Holding Company Director and Official

Franklin, TN 37064

City / State / Zip Code

Physical location (if different from mailing address)

3/29/12

Date of Signature

For bank holding companies **not** registered with the SEC—

Person to whom questions about this report should be directed:

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

Mandy Garland, Executive Administration

Name / Title

615.236.8327

Area Code / Phone Number

Does the reporter request confidential treatment for any portion of this submission?

- Yes Please identify the report items to which this request applies:

FAX Number

mandy.garland@franklinsynergy.com

E-mail Address

- In accordance with the instructions on page GEN—, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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

For Federal Reserve Bank Use Only  
RSSD Number \_\_\_\_\_  
C.I. \_\_\_\_\_

Franklin Financial Network  
#3637582  
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December 31, 2011

**Report Items**

1. Annual Report to Shareholders – Not required

2a. Organization Chart – Included

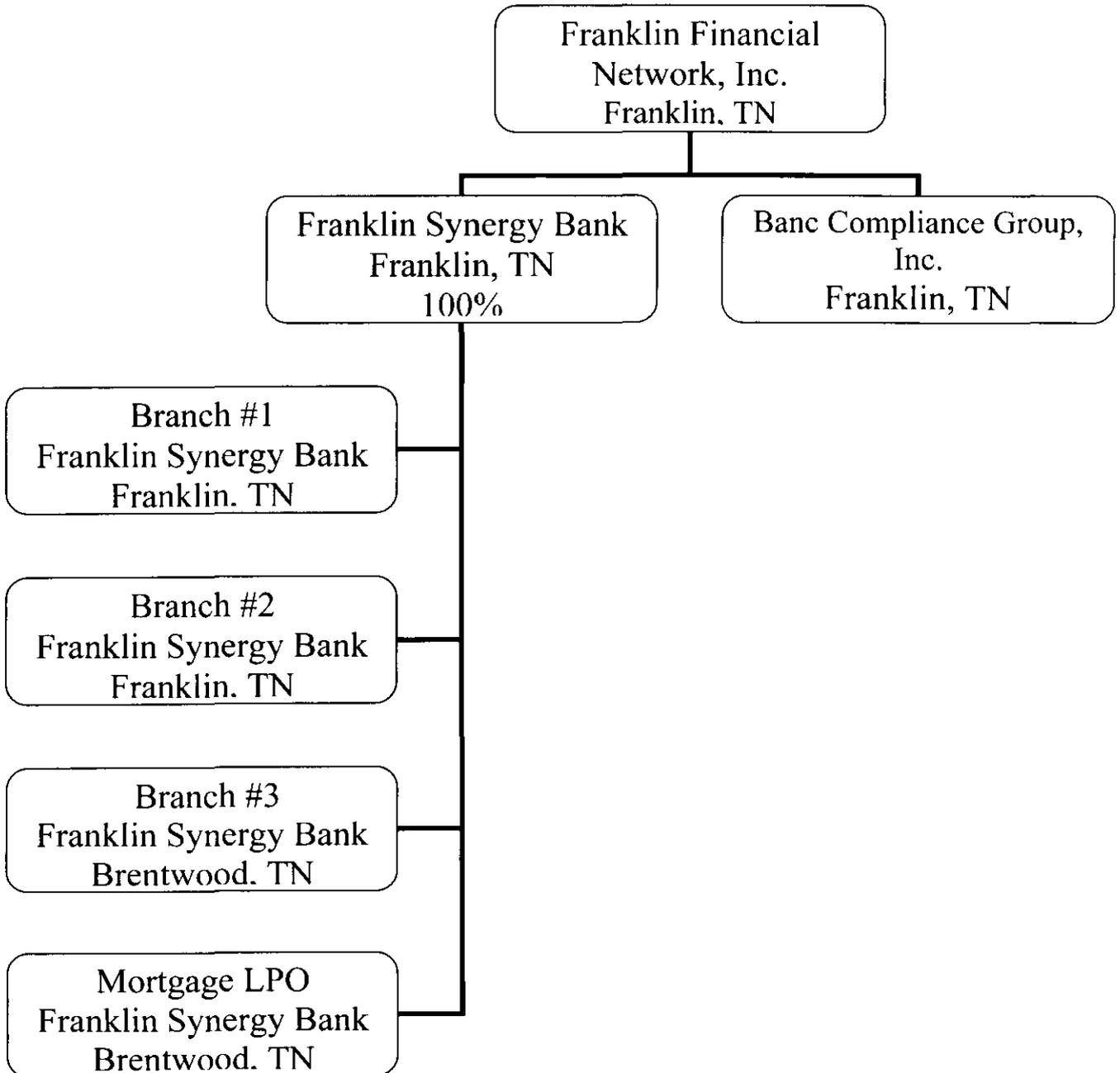
2b. Domestic Branch Listing - Included

3. Securities Holders - Included

4. Insiders - Included

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**Report item 2a. ORGANIZATION CHART**



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## Report item 2b. Domestic Branch Listing

✓ Franklin Synergy Bank  
3301 Aspen Grove Drive  
Suite 106  
Franklin, TN 37067  
Williamson County, USA  
Full Service Branch  
Opened November 5, 2007

✓ Franklin Synergy Bank  
722 Columbia Avenue  
Franklin, TN 37064  
Williamson County, USA  
Full Service Branch

Relocated from 134 Fourth Avenue North, Franklin, TN 37064 in May 2010

✓ Franklin Synergy Bank  
4930 Thoroughbred Lane  
Brentwood, TN 37027  
Davidson County, USA  
Full Service Branch  
Opened December 19, 2011

✓ Franklin Synergy Bank  
Mortgage LPO  
7101 Executive Center Drive  
Suite 110  
Brentwood, TN 37027  
Williamson County, USA  
Mortgage Loan Production Office  
Opened November 2008

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**Report Item 3: Securities Holders**  
**(1)(a), (1)(b), (1)(c)**

Name and Address	Country of Citizenship	Vested Stock Options thru 12/31/11	Shares directly or indirectly owned	Warrants	Total of options, stock, & warrants	*Includes vested options. %
✓ Richard and Retha Herrington Franklin, TN	USA	41,028	258,230	12,500	311,758	8.8%
✓ David and Rhonda Kemp Franklin, TN	USA	6,940	268,511	13,000	288,451	8.1%
✓ Paul, Sr. and Betty Pratt Franklin, TN	USA	0	190,000	10,250	200,250	5.6%

**Report Item 3: Securities Holders**  
**3(2)**

Shareholders 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 12-31-10.

N/A

Franklin Financial Network Executive Officers & Directors as of 12/31/11

*\* Does not include vested options*

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occup if other than Bank Holding Co	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names)	Percentage of Voting Shares & Warrants in Bank Holding Company	% of Voting Shares in Subsidiaries	Names of other companies if 25% or more of voting securities are held and % of voting securities held
Sally Bowers Franklin, TN USA ✓	N/A	N/A	EVP, Mortgage Division	N/A	Less than 1%	N/A	N/A
Jody Bowman Franklin, TN USA ✓	N/A	N/A	EVP, Chief Lending Officer	N/A	Less than 1%	N/A	N/A
Henry (Hank) Brockman Franklin, TN USA ✓	Private Investor	Director	Director-Franklin Synergy Bank	N/A	2.0%	N/A	Franklin Square Partners 25%; Columbia Avenue Partners 33%; Aspen Grove Real Estate 25%
James W. Cross Franklin, TN USA ✓	Construction	Director	Director-Franklin Synergy Bank	Century Construction, President/Owner; Land Contractors President/Owner	Less than 1%	N/A	Century Construction - 100%; Land Contractors - 100%; C & F Investments - 50%; 3C Investments - 50%; CSRW Land & Cattle LLC - 25%; Crossforth LLC, - 100%; Cedar Crossings - 50%; Carothers Parkway LP - 33.3%
Kevin Herrington Franklin, TN USA ✓	N/A	N/A	SVP, Chief Information Officer, Franklin Synergy Bank	N/A	Less than 1%	N/A	N/A
Richard Herrington Franklin, TN USA ✓	N/A	President & CEO; Director	President and Director; Franklin Synergy Bank; Banc Compliance Group Director	N/A	7.7%	N/A	Franklin Square Partners 25%; Aspen Grove Real Estate 25%
Ashley Hill Franklin, TN USA ✓	N/A	N/A	EVP, Chief Banking Officer, Franklin Synergy Bank	N/A	Less than 1%	N/A	N/A
Myers Jones Franklin, TN USA ✓	N/A	N/A	EVP, Credit Risk Manager	N/A	0.0%	N/A	N/A
Dr. David Kemp Franklin, TN USA ✓	Orthodontics	Director	Director-Franklin Synergy Bank	Owner, Kemp Orthodontics	7.9%	N/A	Kemp Orthodontics - 100%; Franklin Square Partners 25%; Columbia Ave Partners 33%; Aspen Grove Real Estate 25%
Lisa Musgrove Franklin, TN USA ✓	N/A	EVP, Chief Financial Officer	EVP, Chief Financial Officer; Banc Compliance Group Director	N/A	Less than 1%	N/A	N/A
Jere Pewitt Franklin, TN USA ✓	N/A	N/A	EVP, Senior Lending Officer	N/A	Less than 1%	N/A	N/A
Aimee Punessen Brentwood, TN USA ✓	N/A	N/A	SVP, Marketing, Public, and Investor Relations - Franklin Synergy Bank	N/A	Less than 1%	N/A	N/A
Paul Pratt, Jr. Franklin, TN USA ✓	Insurance	Director	Director-Franklin Synergy Bank	Vice-President, Full Service Insurance, Inc.	Less than 1%	N/A	Full Service Insurance-25%; Pratt Building, LLC 33%
Melody Smiley Franklin, TN USA ✓	CPA	Director	Director - Franklin Synergy Bank	Owner, Smiley CPAs	Less than 1%	N/A	Smiley CPAs - 100%
Pam Stephens Franklin, TN USA ✓	Funeral Home	Director	Director-Franklin Synergy Bank	Williamson Memorial Funeral Home-Funeral Directors/Part Owner	Less than 1%	N/A	Spring Hill Memorial Park & Funeral Home - 25%