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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
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Board of Governors of the Federal Reserve System



# Annual Report of Bank Holding Companies—FR Y-6

3674215

## 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)). 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 C.F.R. § 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):  
**December 31, 2011**  
Month / Day / Year

I, Bradley B. Jones  
Name of the Bank Holding Company Director and Official  
President, Treasurer & Director  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Franklin Bancshares, Inc.  
Legal Title of Bank Holding Company  
P.O. Box 606  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Meadville MS 39653  
City State Zip Code  
9 Main Street  
Physical location (if different from mailing address)

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.

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:  
Jaime M. Stein CPA  
Name Title  
601-351-1135  
Area Code / Phone Number / Extension  
601-948-6000  
Area Code / FAX Number  
jstein@bkd.com  
E-mail Address  
Not applicable  
Address (URL) for the Bank Holding Company's web page

[Signature]  
Signature of Bank Holding Company Director and Official  
3/21/2012  
Date of Signature

For bank 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. \_\_\_\_\_

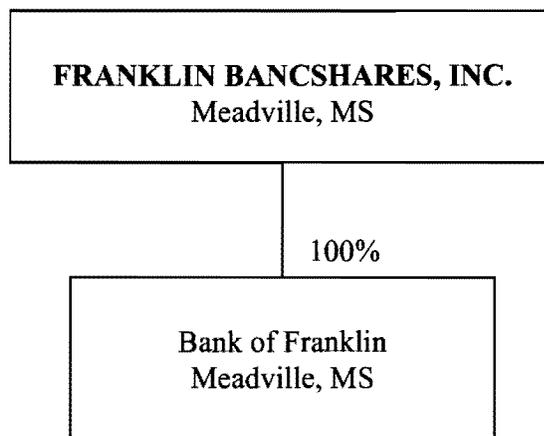
Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
\_\_\_\_\_  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

**Form FR Y-6**

**FRANKLIN BANCSHARES, INC.  
Meadville, MS  
Fiscal Year Ending December 31, 2011**

**Report Item**

- 1) The bank holding company is not registered with the Securities and Exchange Commission and does not prepare an annual report for its shareholders.
  
- 2)
  - a) Organization Chart:



- b) Domestic Branch Listing:

Submitted via e-mail on March 9, 2012.

**Results:** A list of branches for your BHC: **FRANKLIN BANCSHARES, INC. (3674215) of MEADVILLE, MS.**  
 The data are as of **06/30/2012**. Data reflects information that was received and processed through 07/05/2012.

**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	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	68831	BANK OF FRANKLIN	9 MAIN STREET	MEADVILLE	MS	39653	FRANKLIN	UNITED STATES	6790	0	BANK OF FRANKLIN	68831	
		Full Service	3817012	BROOKWAY BRANCH	721 BROOKWAY BLVD	BROOKHAVEN	MS	39601	LINCOLN	UNITED STATES	474216	4	BANK OF FRANKLIN	68831	
		Full Service	879037	BUDE BRANCH	120 MAIN STREET N	BUDE	MS	39630	FRANKLIN	UNITED STATES	222773	1	BANK OF FRANKLIN	68831	
		Limited Service	2436603	WALNUT STREET DRIVE UP BRANCH	210 SOUTH WALNUT STREET	MEADVILLE	MS	39653	FRANKLIN	UNITED STATES	222775	3	BANK OF FRANKLIN	68831	

**Form FR Y-6**  
**Franklin Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2011**

**Report Item 3: Shareholders**

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

**Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011**

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of Each Class of Voting Securities
Cynthia Deane Black San Diego, CA	USA	31,680 shares – 5.41% Common Stock
Patricia M. Bush Chevy Chase, MD	USA	189,600 shares – 32.37% Common Stock
Wade H. Creekmore, Jr. Ridgeland, MS	USA	50,000 shares – 8.54% Common Stock

**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 12-31-2011**

(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and % of Each Class of Voting Securities
Carol L. H. Grady McLean, VA	USA	52,950 shares – 9.04% Common Stock

**Form FR Y-6**  
**Franklin Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2011**

**Report Item 4: Insiders**

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

(1) Names & addresses (City, State)	(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 shares are held (list names of companies and percentage of voting shares held)
Bradley B. Jones McCall Creek, MS	N/A	President/Director	CEO/Director (Bank of Franklin)	Member (Sandbar Land & Timber, LLC)	0.05%	N/A	Sandbar Land & Timber, LLC (100%)
Patricia M. Bush Chevy Chase, MD	N/A	Director	Director (Bank of Franklin)	VP/Director (D.R. McGehee Ins Agy, Inc)	32.37%	N/A	D.R. McGehee Ins Agy, Inc. (35.56%)
Annie R. Dillard Meadville, MS	N/A	Director	Director (Bank of Franklin)	N/A	0.07%	N/A	N/A
Robert Harold Dillon Meadville, MS	N/A	Director	Director (Bank of Franklin)	N/A	0.03%	N/A	N/A
Gregory Grady McLean, VA	N/A	Director	Director (Bank of Franklin)	Sec/Treasurer/Director (D.R. McGehee Ins Agy, Inc)	1.57%	N/A	N/A
Harold C. Graves Meadville, MS	Insurance Agent	Secretary/Director	Director (Bank of Franklin)	President/Manager (D.R. McGehee Ins Agy, Inc)	0.98%	N/A	Garden District Investments, Inc (25%)
Patrick Larkin Bude, MS	Veterinarian	Director	Director (Bank of Franklin)	Owner (Larkin Veterinary Clinic)	0.03%	N/A	Larkin Veterinary Clinic (100%)
Edmund E. Prestridge Hazlehurst, MS	N/A	CEO/Director	Vice-Chairman/ Director (Bank of Franklin)	N/A	0.03%	N/A	N/A

(continued)

**Form FR Y-6**  
**Franklin Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2011**

**Report Item 4: Insiders - continued**

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

<b>(1) Names &amp; addresses (City, State)</b>	<b>(2) Principal occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; position with Bank Holding Company</b>	<b>(3)(b) Title &amp; position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; position with other businesses (include names of other businesses)</b>	<b>(4)(a) Percentage of voting shares in Bank Holding Company</b>	<b>(4)(b) Percentage of voting shares in Subsidiaries (include names of subsidiaries)</b>	<b>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting shares are held (list names of companies and percentage of voting shares held)</b>
Daniel M. Scarbrough Orange Beach, AL	Medical Doctor	Director	Director (Bank of Franklin)	Medical Director (Community Health Systems, Inc.)	1.73%	N/A	N/A
James A. Torrey, Jr. Meadville, MS	Lawyer	Chairman/Director	Chairman/Director (Bank of Franklin)	Partner (McGehee, McGehee & Torrey)	0.14%	N/A	McGehee, McGehee & Torrey (50%)