

Board of Governors of the Federal Reserve System

APR 16 REC'D



# 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, Bradley B. Jones

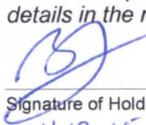
Name of the Holding Company Director and Official

CEO, President & Director

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.

  
Signature of Holding Company Director and Official

Date of Signature 4-13-15

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 3674215  
C.I. \_\_\_\_\_

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

December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Franklin Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 606

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

Meadville

MS

39653

City

State

Zip Code

9 Main Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lance M. Davis

CPA

Name

Title

601-351-1136

Area Code / Phone Number / Extension

601-948-6000

Area Code / FAX Number

lancedavis@bkd.com

E-mail Address

N/A

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."

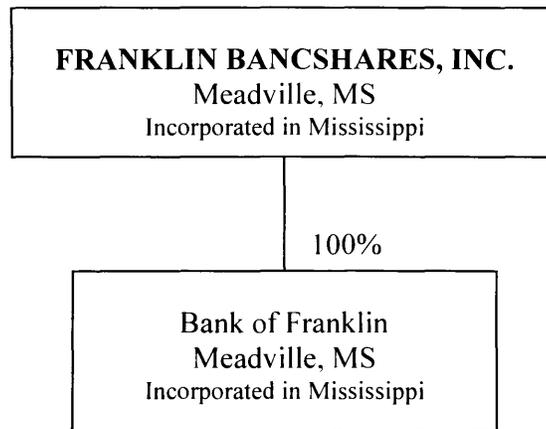
No

**Form FR Y-6**

**FRANKLIN BANCSHARES, INC.  
Meadville, MS  
Fiscal Year Ending December 31, 2014**

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 23, 2015.

**Results:** A list of branches for your depository institution: BANK OF FRANKLIN (ID\_RSSD: 68831).  
 This depository institution is held by FRANKLIN BANCSHARES, INC. (3674215) of MEADVILLE, MS.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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 |
|-------------|----------------|----------------------------|-----------------|-------------------------------|-------------------------|------------|-------|----------|----------|---------------|--------------|----------------|------------------|----------------------|----------|
| OK          |                | Full Service (Head Office) | 68831           | BANK OF FRANKLIN              | 9 MAIN STREET           | MEADVILLE  | MS    | 39653    | FRANKLIN | UNITED STATES | 6790         | 0              | BANK OF FRANKLIN | 68831                |          |
| OK          |                | Full Service               | 3817012         | BROOKWAY BRANCH               | 721 BROOKWAY BLVD       | BROOKHAVEN | MS    | 39601    | LINCOLN  | UNITED STATES | 474216       | 4              | BANK OF FRANKLIN | 68831                |          |
| OK          |                | Full Service               | 879037          | BUDE BRANCH                   | 120 MAIN STREET N       | BUDE       | MS    | 39630    | FRANKLIN | UNITED STATES | 222773       | 1              | BANK OF FRANKLIN | 68831                |          |
| OK          |                | Full Service               | 4722074         | APACHE BRANCH                 | 511 APACHE DRIVE        | MCCOMB     | MS    | 39648    | PIKE     | UNITED STATES | Not Required | Not Required   | BANK OF FRANKLIN | 68831                |          |
| OK          |                | Limited Service            | 2436603         | WALNUT STREET DRIVE UP BRANCH | 210 SOUTH WALNUT STREET | MEADVILLE  | MS    | 39653    | FRANKLIN | UNITED STATES | 222775       | 3              | BANK OF FRANKLIN | 68831                |          |

OK

**Form FR Y-6**  
**Franklin Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2014**

**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 12-31-2014**

| (1)(a)<br>Name & Address<br>(City, State) | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number and % of<br>Each Class of Voting<br>Securities |
|---|--|---|
| Patricia M. Bush<br>Chevy Chase, MD       | USA  | 189,600 shares –<br>32.19% Common Stock                         |
| Wade H. Creekmore, Jr.<br>Ridgeland, MS   | USA  | 50,000 shares –<br>8.49% 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 12-31-2014**

| (2)(a)<br>Name & Address<br>(City, State) | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and % of<br>Each Class of Voting<br>Securities |
|---|--|---|
| Cynthia Deane Black<br>San Diego, CA      | USA  | 31,680 shares –<br>5.41% Common Stock                           |

**Form FR Y-6**  
**Franklin Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

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

| (1)<br>Names & addresses<br>(City, State) | (2)<br>Principal occupation<br>if other than with<br>Bank Holding<br>Company | (3)(a)<br>Title & position<br>with Bank Holding<br>Company | (3)(b)<br>Title & position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & position with<br>other businesses<br>(include names of<br>other businesses) | (4)(a)<br>Percentage of voting<br>shares in Bank<br>Holding Company | (4)(b)<br>Percentage of voting<br>shares in<br>Subsidiaries (include<br>names of<br>subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>shares are held (list<br>names of companies<br>and percentage of<br>voting shares held) |
|---|--|--|---|---|---|---|--|
| Bradley B. Jones<br>McCall Creek, MS      | N/A  | CEO,<br>President/Director                                 | CEO/President/<br>Director<br>(Bank of Franklin)                                      | Member (Sandbar Land<br>& Timber, LLC)  | 0.05%   | N/A   | Sandbar Land &<br>Timber, LLC (100%)   |
| Patricia M. Bush<br>Chevy Chase, MD       | N/A  | Director   | Director<br>(Bank of Franklin)  | VP/Director (D.R.<br>McGehee Ins Agy, Inc)  | 32.19%  | N/A   | D.R. McGehee Ins<br>Agy, Inc. (35.56%)   |
| Robert Harold Dillon<br>Meadville, MS     | N/A  | Director   | Director<br>(Bank of Franklin)  | N/A   | 0.88%   | N/A   | N/A  |
| Gregory Grady<br>McLean, VA               | N/A  | Director   | Director<br>(Bank of Franklin)  | Secretary/Treasurer/<br>Director (D.R.<br>McGehee Ins Agy, Inc)                               | 1.56%   | N/A   | N/A  |
| Harold C. Graves<br>Meadville, MS         | Insurance Agent  | Secretary/Director   | Director<br>(Bank of Franklin)  | President/Manager/<br>Director<br>(D.R. McGehee Ins<br>Agy, Inc)                              | 0.98%   | N/A   | Garden District<br>Investments, Inc (25%)  |
| Patrick Larkin<br>Bude, MS                | Veterinarian   | Director   | Director<br>(Bank of Franklin)  | Owner (Larkin<br>Veterinary Clinic)   | 0.03%   | N/A   | Larkin Veterinary<br>Clinic (100%)   |
| Edmund E. Prestridge<br>Hazlehurst, MS    | N/A  | Vice-<br>Chairman/Director                                 | Vice-Chairman/<br>Director<br>(Bank of Franklin)                                      | N/A   | 0.12%   | N/A   | N/A  |

(continued)

**Form FR Y-6**  
**Franklin Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders - continued**

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

| (1)<br>Names & addresses<br>(City, State) | (2)<br>Principal occupation<br>if other than with<br>Bank Holding<br>Company | (3)(a)<br>Title & position<br>with Bank Holding<br>Company | (3)(b)<br>Title & position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & position with<br>other businesses<br>(include names of<br>other businesses) | (4)(a)<br>Percentage of voting<br>shares in Bank<br>Holding Company | (4)(b)<br>Percentage of voting<br>shares in<br>Subsidiaries (include<br>names of<br>subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>shares are held (list<br>names of companies<br>and percentage of<br>voting shares held) |
|---|--|--|---|---|---|---|--|
| Daniel M. Scarbrough<br>Orange Beach, AL  | Medical Doctor   | Director   | Director<br>(Bank of Franklin)  | Medical Director<br>(Community Health<br>Systems, Inc.)                                       | 1.72%   | N/A   | N/A  |
| James A. Torrey, Jr.<br>Meadville, MS     | Lawyer   | Chairman/Director  | Chairman/Director<br>(Bank of Franklin)   | Partner (McGehee,<br>McGehee & Torrey)  | 0.14%   | N/A   | McGehee, McGehee &<br>Torrey (50%)   |