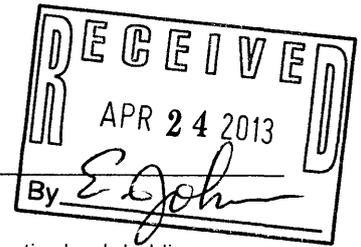


Board of Governors of the Federal Reserve System



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.

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

12/31/2012  
 Month / Day / Year

1. Rucker W Howell  
 Name of the Holding Company Director and Official,  
President and Director  
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Grand Financial Corporation  
 Legal Title of Holding Company

PO Box 16988  
 (Mailing Address of the Holding Company) Street / P.O. Box

Hattiesburg MS 39707  
 City State Zip Code

14 Plaza Drive, Hattiesburg MS  
 Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Freda Hagler Vice President  
 Name Title

601-705-2412  
 Area Code / Phone Number / Extension

601-264-0966  
 Area Code / FAX Number

freda.hagler@grandbankfsb.com  
 E-mail Address

none  
 Address (URL) for the Holding Company's web page

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.

R.W. Howell, President/Director  
 Signature of Holding Company Director and Official

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 3842032  
 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:

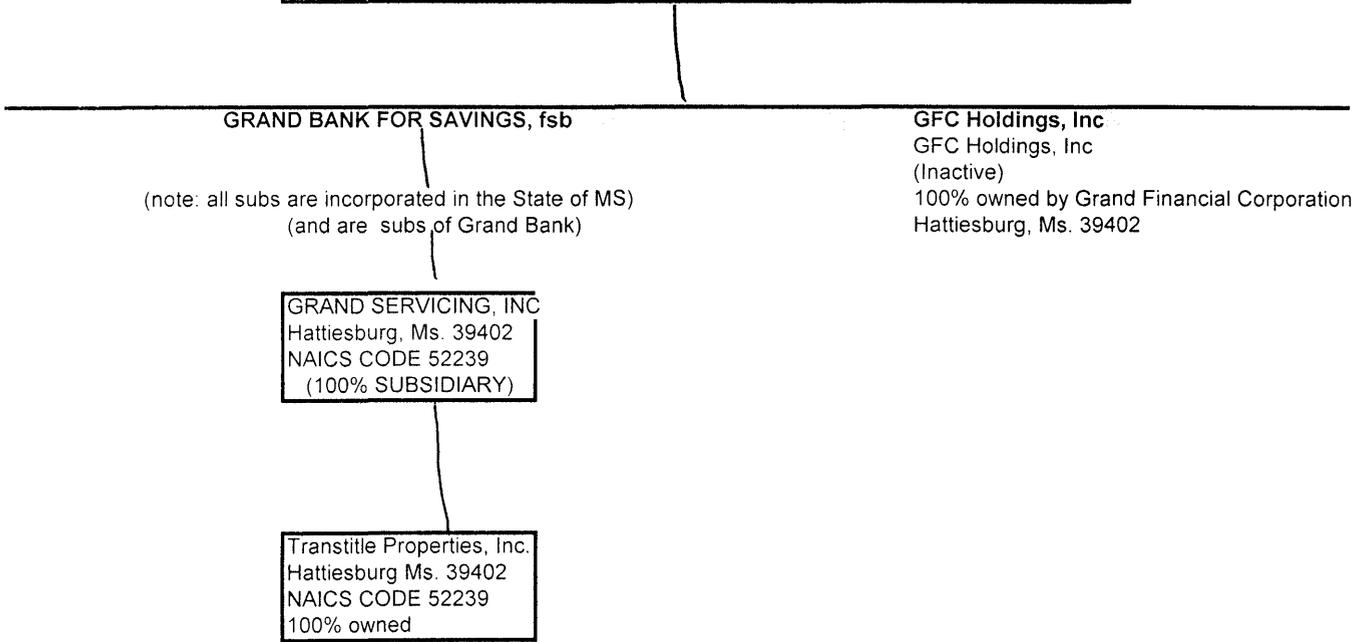
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

GRAND FINANCIAL CORPORATION  
ID RSSD 3842032  
REPORT ITEM 1 ANNUAL REPORT TO SHAREHOLDERS

We do not prepare an annual report to Shareholders and we are not registered with the Securities and Exchange Commission.

GRAND FINANCIAL CORPORATION ORGANIZATIONAL CHART  
HATTIESBURG, MS



**Results:** A list of branches for your depository institution: GRAND BANK FOR SAVINGS, F.S.B. (ID\_RSSD: 68671). This depository institution is held by GRAND FINANCIAL CORP (3842032) of HATTIESBURG, MS. The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

**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

**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**

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, 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	Effective	Branch	Branch	Popular	Street	City	State	Zip Code	County	Country	FDIC	Office	Head	Head	Comment
OK		Full Service (Head Office)	68671	GRAND BANK FOR SAVINGS, F.S.B.	204 WESTOVER DRIVE	HATTIESBURG	MS	39402	LAMAR	UNITED STATES	44698	0	GRAND BANK FOR SAVINGS, F.S.B.	68671	
OK		Full Service	4164900	HATTIESBURG BRANCH	2802 LINCOLN ROAD	HATTIESBURG	MS	39402	FORREST	UNITED STATES	492466	2	GRAND BANK FOR SAVINGS, F.S.B.	68671	
OK		Full Service	4164898	PETAL BRANCH	226 HIGHWAY 42	PETAL	MS	39465	FORREST	UNITED STATES	455429	1	GRAND BANK FOR SAVINGS, F.S.B.	68671	

Report Item 3  
 Securities Holders

Form FR Y-6  
 Grand Financial Corporation  
 Fiscal Year Ending December 31, 2012

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

Securities holders not listed in 3(1)(a) through 3(1)(c) that has ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each class of Voting Securities
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Edward J. Langton Hattiesburg, Ms. USA	USA	215,429 - 95.7879% common stock			
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None

\*  
 Warrants Issued under TAR P CPP 122,001.22 (122 UNITS)  
 Warrants were for Senior Subordinated Securities, NOT STOCK, and have been exercised  
 Does not have voting shares.

Form FR Y-6  
Grand Financial Corporation  
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders  
(1),(2),(3)(a)(b)© and (4)(a)(b)©

(1) Name, City, State	(2) Principal Occupation if Other Than Holding Co	(3)(a) Title & Position in H/C	(3)(b) Title & Position With Subsidiaries	(3)© Title & Position With other Businesses	(4)(a) % of Voting Shares in Holding Company	(4)(b) % of Voting Shares in Subsidiaries	(4)© Other Companies - % Ownership
<b>Shareholders and Directors</b>							
Edward J. Langton Hattiesburg, MS	N/A	CEO & Director	CEO & Director- Grand Bank CEO & Director Grand Servicing CEO & Director Transtitle Properties	CEO - Mortgage Funding Corp CEO - MacLeod Publishing CEO - Unicap Inc.	95.79%	95.79%	100% - Mortgage Funding Corp 100% - MacLeod Publishing 100% - Unicap Inc.
Rucker W. Howell Purvis, MS	N/A	President and Director	Pres & Director- Grand Bank Pres & Director - Grand Servicing Pres & Director - Transtitle Properties	Pres - Mortgage Funding Corp	1.11%	1.11%	N/A
Bill Rogers Hattiesburg, MS	Owner- Clean Air Services	Vice President & Director	Vice President & Director Grand Bank Vice President & Director Grand Servicing Vice President & Director Transtitle Properties	Owner- Clean Air Services	0.66%	0.66%	100% - Clean Air Services
Fred T Hight, Jr. Leakesville, MS	N/A	Director	Director - Grand Bank Director - Grand Servicing Director - Transtitle Properties	Retired	0.66%	0.66%	n/a
Cary E. Williams Leakesville, MS	Owner - Williams CPA	Secretary & Director	Director - Grand Bank Director - Grand Servicing Director - Transtitle Properties	Owner - Williams CPA	0.51%	0.51%	100% - Williams CPA
Wesley Griffin Hattiesburg, MS	Owner- Griffin Insurance Services	Director	Director - Grand Bank Director - Grand Servicing Director - Transtitle Properties	Owner- Griffin Insurance Services	0	0	100% - Griffin Insurance Services
Robert Cornett Hattiesburg, MS	Owner - The Cornett Group	Director	Director - Grand Bank Director - Grand Servicing Director - Transtitle Properties	Owner - The Cornett Group	0	0	Owner - The Cornett Group