

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.

I, Richard T. Wheeler, Jr.  
 Name of the Holding Company Director and Official  
Chairman, President and Chief Executive Officer  
 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.

Richard T. Wheeler, Jr.  
 Signature of Holding Company Director and Official  
December 31, 2013  
 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. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
09/30/2013  
 Month / Day / Year

Reporter's Name, Street, and Mailing Address  
Franklin Financial Corporation  
 Legal Title of Holding Company  
4501 Cox Road  
 (Mailing Address of the Holding Company) Street / P.O. Box  
Glen Allen VA 23060  
 City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
Melissa Fergel Controller  
 Name Title  
804-967-7016 x2265  
 Area Code / Phone Number / Extension  
804-967-7037  
 Area Code / FAX Number  
mfergel@FranklinFederal.com  
 E-mail Address

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

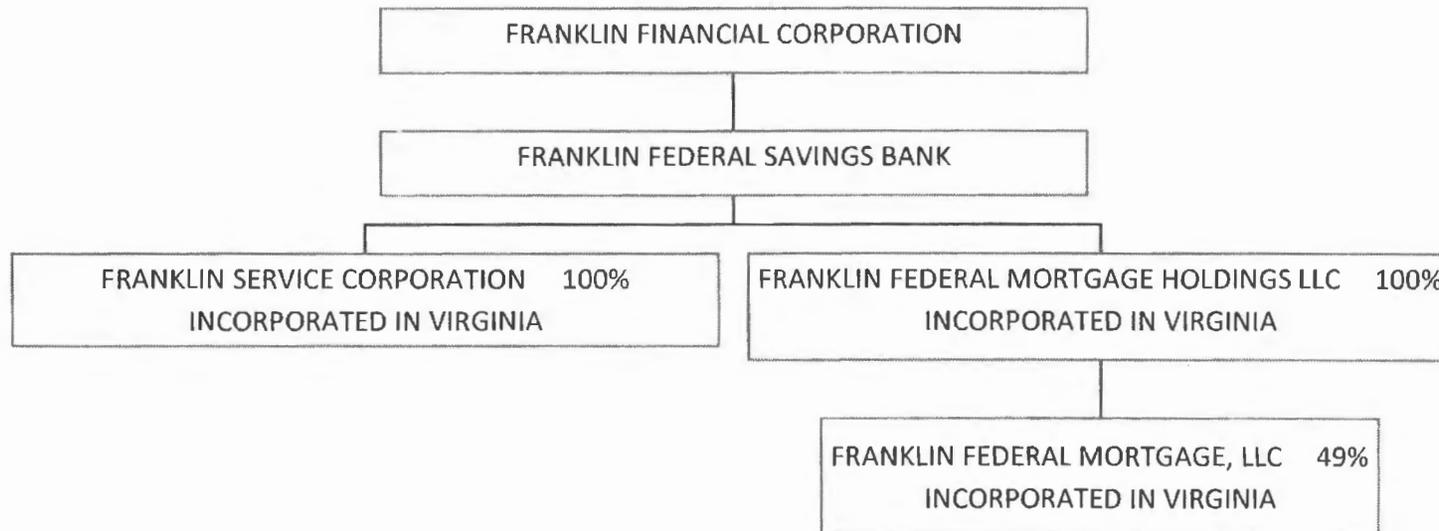
FORM FR Y-6

FRANKLIN FINANCIAL CORPORATION  
GLEN ALLEN, VIRGINIA  
FISCAL YEAR ENDING SEPTEMBER 30, 2013

Report Item

1. Franklin Financial Corporation prepares an annual report for its securities holders and is registered with the SEC, therefore no copies are enclosed with this report.

2a. Organizational Chart



The address for all entities above is Glen Allen, Virginia.

2b

Results: A list of branches for your depository institution: FRANKLIN FEDERAL SAVINGS BANK (ID\_RSSD: 514776)  
 This depository institution is held by FRANKLIN FINANCIAL CORPORATION (3832604) of GLEN ALLEN, VA.  
 The data are as of 09/30/2013. Data reflects information that was received and processed through 10/06/2013.

**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 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)	514776	FRANKLIN FEDERAL SAVINGS BANK	4501 COX ROAD	GLEN ALLEN	VA	23060	HENRICO	UNITED STATES	41632	0	FRANKLIN FEDERAL SAVINGS BANK	514776	
OK		Full Service	4156101	IRON BRIDGE ROAD BRANCH	9961 IRON BRIDGE ROAD	CHESTERFIELD	VA	23832	CHESTERFIELD	UNITED STATES	270694	8	FRANKLIN FEDERAL SAVINGS BANK	514776	
CHANGE		Full Service	4156099	MECHANICSVILLE BRANCH	7279 BELL CREEK ROAD	MECHANICSVILLE	VA	23111	HANOVER	UNITED STATES	270690	4	FRANKLIN FEDERAL SAVINGS BANK	514776	
OK		Full Service	4156053	AZALEA BRANCH	5011 BROOK ROAD	RICHMOND	VA	23227	RICHMOND CITY	UNITED STATES	270687	1	FRANKLIN FEDERAL SAVINGS BANK	514776	
OK		Full Service	4461757	IMPERIAL PLAZA BRANCH	1737 BELLEVUE AVENUE	RICHMOND	VA	23227	RICHMOND CITY	UNITED STATES	Not Required	Not Required	FRANKLIN FEDERAL SAVINGS BANK	514776	
OK		Full Service	4156071	NINE MILE ROAD BRANCH	5100 NINE MILE ROAD	RICHMOND	VA	23223	HENRICO	UNITED STATES	270691	5	FRANKLIN FEDERAL SAVINGS BANK	514776	
OK		Full Service	4156080	STONY POINT BRANCH	9000 WEST HUGUENOT ROAD	RICHMOND	VA	23235	RICHMOND CITY	UNITED STATES	270692	6	FRANKLIN FEDERAL SAVINGS BANK	514776	
OK		Full Service	4156062	VILLAGE BRANCH	7013 THREE CHOPT ROAD	RICHMOND	VA	23226	RICHMOND CITY	UNITED STATES	270688	2	FRANKLIN FEDERAL SAVINGS BANK	514776	

**FORM FR Y-6**  
**Franklin Financial Corporation**  
**Fiscal Year Ending September 30, 2013**

**Report Item 3: Securities Holders**  
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities holders with ownership, control or holdings of 1% or more with power to vote as of fiscal year ending 9/30/13

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holding of 5% or more with power to vote during the fiscal year ending 9-30-13

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Franklin Federal Savings Bank Employee Stock Ownership Plan Glen Allen, VA, USA	USA	1,144,227 - 9% Common Stock			
Warren A. Mackey New York, NY, USA	USA	1,123,336 - 9% Common Stock			
Lawrence B. Seidman Parsippany, NJ, USA	USA	760,123 - 6% Common Stock			
MFP Partners, L.P. New York, NY, USA	USA	713,798 - 6% Common Stock			

**FORM FR Y-6**  
**Franklin Financial Corporation**  
**Fiscal Year Ending September 30, 2013**

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (including names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities
Hugh T. Harrison II Richmond, VA, USA	Attorney	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	Attorney, Williams Mullen	0.24%	None	N/A
Steven R. Lohr Sparta, VA, USA	N/A	Vice President	Executive Vice President Franklin Federal Savings Bank Senior Manager - Franklin Federal Mortgage Holdings LLC	N/A	1.24%	None	N/A
Warren A. Mackey New York, NY, USA	Managing General Partner of Investment Funds	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	Managing General Partner of Investment Funds Arles Partners LP	9.14%	None	N/A
Donald F. Marker Richmond, VA, USA	N/A	Vice President, Chief Financial Officer and Secretary/Treasurer	Executive Vice President, Chief Financial Officer and Secretary/Treasurer Franklin Federal Savings Bank Manager- Franklin Federal Mortgage Holdings LLC Secretary/Treasurer - Franklin Service Corp.	N/A	1.28%	None	N/A
L. Gerald Roach Richmond, VA, USA	President and Chief Executive Officer	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	President and Chief Executive Officer Mutual Assurance Society of Virginia	0.39%	None	N/A
Elizabeth W. Robertson Richmond, VA, USA	Chief Financial Officer	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	Chief Financial Officer Monument Restaurants LLC	0.60%	None	N/A
George L. Scott Richmond, VA, USA	N/A	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	N/A	0.55%	None	N/A
Barry R. Shenton Glen Allen, VA, USA	N/A	Vice President	Executive Vice President Franklin Federal Savings Bank Vice President - Franklin Service Corp.	N/A	1.30%	None	N/A
Richard T. Wheeler, Jr. Richmond, VA, USA	N/A	Chairman, President and Chief Executive Officer	Chairman, President and Chief Executive Officer Franklin Federal Savings Bank Senior Manager- Franklin Federal Mortgage Holdings LLC President - Franklin Service Corp	N/A	1.64%	None	N/A
Richard W. Wiltshire, Jr. Richmond, VA, USA	Retired past President and Chief Executive Officer	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	N/A	0.51%	None	N/A
Percy Wootton Mineral, VA, USA	Retired Cardiologist	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	N/A	0.29%	None	N/A