

Board of Governors of the Federal Reserve System

DEC 7 2014



Annual Report of Holding Companies ~~FRB RICHMOND~~ ~~FR Y-6~~

COPY

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):

September 30, 2014

Month / Day / Year

I, Richard T. Wheeler, Jr.

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

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

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.

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 2265

Area Code / Phone Number / Extension

804-967-7037

Area Code / FAX Number

mfergel@franklinfederal.com

E-mail Address

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.

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

Richard T. Wheeler Jr.

Signature of Holding Company Director and Official

December 17, 2014

Date of Signature

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

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

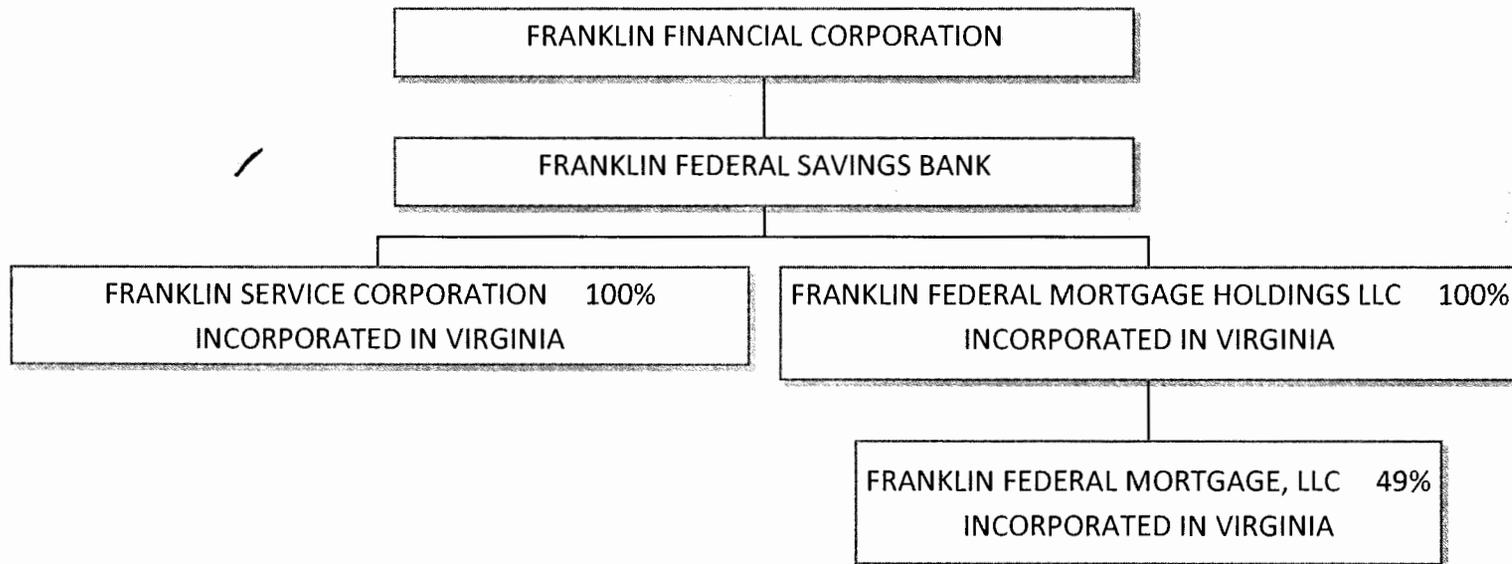
RSSD ID ~~XXXXXXXXXX~~ 3832604  
C.I. \_\_\_\_\_

FRANKLIN FINANCIAL CORPORATION  
GLEN ALLEN, VIRGINIA  
FISCAL YEAR ENDING SEPTEMBER 30, 2014

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.

**FORM FR Y-6**  
**Franklin Financial Corporation**  
**Fiscal Year Ending September 30, 2014**

**Report item 3: Securities Holders**

(i)(a) (b) (c) and (2) (a) (b) (c)

**Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 9/30/14**

**Securities holders not listed in 3(1)(a) through 3(1) (c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 9/30/14**

(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	1,139,720 - 9.67% Common Stock			
Warren A. Mackey New York, NY, USA	USA	1,130,736 - 9.58% Common Stock			
Lawence B. Seidman Parsippany, NJ, USA	USA	970,938 - 8.24% Common Stock			
MFP Partners, L.P. New York, NY, USA	USA	713,798 - 6.06% Common Stock			

FORM FR Y-6  
Franklin Financial Corporation  
Fiscal Year Ending September 30, 2014

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

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 9/30/14

Securities holders not listed in 3(1)(a) through 3(1) (c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 9/30/14

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Subsidiaries (including names of Subsidiaries)	(3)(b) Title & Position with Subsidiaries (including names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (including 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	0.34%	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	1.58%	None	N/A
Warren A. Mackay 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	9.58%	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 Holding LLC Franklin Federal Mortgage Holdings LLC Secretary/Treasurer - Franklin Service Corp	N/A	1.67%	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	0.72%	None	N/A
George L. Scott Richmond, VA, USA	Retired past partner of accounting firm	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	N/A	0.67%	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	1.68%	None	N/A
Richard T. Wheeler, Jr. Richmond, VA, USA	NA	Chairman, President and Chief Executive Officer	Chairman, President and Chief Executive Officer Franklin Federal Savings Bank Senior Manager - Franklin Federal Mortgage Holdingg President - Franklin Service Corp.	N/A	2.14%	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	0.62%	None	N/A
Percy Wootton Mineral, VA, USA	Retired Cardiologist	Director	Director Franklin Federal Savings Bank Franklin Service Corporation	N/A	0.39%	None	N/A