1400478 ORIGINAL

SEC 1972 (6-02) **Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

07065185

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response.. . 1

SEC MAIL PROCESSING RECEIVED MAY 14 2007 WASH. D.C. 186 SECTION

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial

DATE RECEIVED

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.) Up to 1,800,000 shares of common stock.

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

PROCESSED
MAY 24 2007
THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)
Franklin Security Bancorp, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
667 North River Street, Plains, Pennsylvania 18705
Telephone Number (Including Area Code) (877) 482-7300 ext. 1825

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business
Unitary savings bank holding company.

Type of Business Organization

[X] corporation [ ] limited partnership, already formed [ ] other (please specify):

[ ] business trust [ ] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [11] [06] [X] Actual [ ] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [P] [A]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this

form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual) Kania, Arthur J.

Business or Residence Address (Number and Street, City, State, Zip Code) 667 North River Street, Plains, Pennsylvania 18705

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [X] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual) Mebane, Richard F.

Business or Residence Address (Number and Street, City, State, Zip Code) 667 North River Street, Plains, Pennsylvania 18705

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual) O'Connor, Patrick J.

Business or Residence Address (Number and Street, City, State, Zip Code) 667 North River Street, Plains, Pennsylvania 18705

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual) Tambur, Robert L.

Business or Residence Address (Number and Street, City, State, Zip Code) 667 North River Street, Plains, Pennsylvania 18705

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual) Wycoff, W. Kirk

Business or Residence Address (Number and Street, City, State, Zip Code) 667 North River Street, Plains, Pennsylvania 18705

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [ ] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual) Ward, Joseph G.

Business or Residence Address (Number and Street, City, State, Zip Code) 667 North River Street, Plains, Pennsylvania 18705

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [ ] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual) Patterson, Sherri

Business or Residence Address (Number and Street, City, State, Zip Code) 667 North River Street, Plains, Pennsylvania 18705

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....	[ ]	[X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... $10,000

	Yes	No
3. Does the offering permit joint ownership of a single unit?.....	[X]	[ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **Not applicable.**

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ¨ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	$_____	$_____
Equity	$18,000,000	$16,350,000
[X] Common [ ] Preferred		
Convertible Securities (including warrants)	$_____	$_____
Partnership Interests	$_____	$_____
Other (Specify_____).	$_____	$_____

Total	$18,000,000	$16,350,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	40	$16,350,000
Non-accredited Investors	—	$ —
Total (for filings under Rule 504 only)		$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		$
Regulation A		$
Rule 504		$
Total		$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[ ]	$
Printing and Engraving Costs	[ ]	$
Legal Fees	[ ]	$
Accounting Fees	[ ]	$
Engineering Fees	[ ]	$
Sales Commissions (specify finders' fees separately)	[ ]	$
Other Expenses (identify)	[ ]	$
Total	[X]	$225,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." $16,125,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used

or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[ ] $_____	[ ] $_____
Purchase of real estate	[ ] $_____	[ ] $_____
Purchase, rental or leasing and installation of machinery and equipment	[ ] $_____	[ ] $_____
Construction or leasing of plant buildings and facilities	[ ] $_____	[ ] $_____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[X] $ 6,500,000	[ ] $_____
Repayment of indebtedness	[ ] $_____	[ ] $_____
Working capital	[X] $ 4,125,000	[ ] $_____
Other (specify):_____	[ ] $_____	[ ] $_____
_____	[X] $ 5,500,000	[ ] $_____
Column Totals	[X] $16,125,000	[ ] $_____
Total Payments Listed (column totals added)	[X] $16,125,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Franklin Security Bancorp, Inc.		5/11/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Richard F. Mebane	President and Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes [ ] No [X]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law. No.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. No.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. No.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Franklin Security Bancorp, Inc.		5/11/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Richard F. Mebane	President and Chief Executive Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC		X	*	1	$125,000	–	–		X
FL		X	*	1	$125,000	–	–		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	*	7	$125,000	–	–		X
MA									
MI									
MN									
MS									
MO									

* Up to $18,000,000 in shares of common stock.

MT							
NE							
NV							
NH							
NJ							
NM							
NY							
NC							
ND							
OH							
OK							
OR							
PA	X	*	37	$ 15,350,000	–	–	X
RI							
SC							
SD							
TN							
TX							
UT							
VT							
VA							
WA							
WV							
WI							
WY							
PR							

* Up to $18,000,000 in shares of common stock.

http://www.sec.gov/divisions/corpfin/forms/formd.htm
Last update: 06/06/2002

ORIGINAL

FORM U-2 CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Franklin Security Bancorp, Inc., a corporation organized under the laws of the Commonwealth of Pennsylvania for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Richard F. Mebane
President and
Chief Executive Officer
Franklin Security Bancorp, Inc.
667 North River Street
Plains, Pennsylvania 18705

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

	Alabama	Secretary of State		Delaware	Securities Commissioner
	Alaska	Commissioner of Commerce and Economic Development	X	District of Columbia	Public Service Commission
	Arizona	The Corporation Commission	X	Florida	Department of Banking and Finance
	Arkansas	The Securities Commission		Georgia	Commissioner of Securities
	California	Commissioner of Corporation		Guam	Administrator, Dept. Of Finance

	Colorado	Securities Commissioner		Hawaii	Commissioner of Securities
	Connecticut	Banking Commissioner		Idaho	Director, Department of Finance
	Iowa	Commission of Insurance		Illinois	Secretary of State
	Kansas	Secretary of State		Indiana	Secretary of State
	Kentucky	Director, Division of Securities		North Dakota	Securities Commissioner
	Louisiana	Commissioner of Securities		Ohio	Secretary of State
	Maine	Securities Administrator		Oregon	Director, Department of Insurance and Finance
X	Maryland	Commissioner of the Division of Securities		Oklahoma	Securities Administrator
	Massachusetts	Secretary of State	X	Pennsylvania	Pennsylvania does not require filing of a Consent to Service Process
	Michigan	Administrator, Corporation and Securities Bureau Department of Commerce		Puerto Rico	Commissioner of Financial Institutions
	Minnesota	Commissioner of Commerce		Rhode Island	Director of Business Regulation
	Mississippi	Secretary of State		South Carolina	Secretary of State
	Missouri	Securities Commissioner		South Dakota	Director of the Division of Securities
	Montana	State Auditor and Commissioner		Tennessee	Commissioner of Commerce and Insurance

	Nebraska	Director of Banking and Finance		Texas	Securities Commissioner
	Nevada	Secretary of State		Utah	Director, Division of Securities
	New Hampshire	Secretary of State		Vermont	Commissioner of Banking, Insurance and Securities
	New Jersey	Chief, Securities Bureau		Virginia	Clerk, State Corporation Commission
	New Mexico	Director, Securities Division		Washington	Director of the Department of Licensing
	New York	Secretary of State		West Virginia	Commissioner of Securities
	North Carolina	Secretary of State		Wisconsin	Commissioner of Securities
				Wyoming	Secretary of State

Dated this 11th day of May, 2007.

Franklin Security Bancorp, Inc.

By: _____

Richard F. Mebane
President and Chief Executive Officer

L:/2099/Formu-2

FORM U-2A

ORIGINAL

UNIFORM FORM OF

CORPORATE RESOLUTION

of

Franklin Security Bancorp, Inc.
(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or any Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that she is the Secretary of **Franklin Security Bancorp, Inc.**, corporation organized and existing under the laws of **the Commonwealth of Pennsylvania** as of the 11th day of May, 2007 and that the foregoing is a true and correct copy of a resolution duly adopted by unanimous written consent by the Board of Directors of said Corporation on the 25th day of April, 2007, that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 11th day of May, 2007

Sherri Patterson, Secretary

END