

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):

December 31, 2013

Month / Day / Year

I, **James P. McDonough**

Reporter's Name, Street, and Mailing Address

Randolph Bancorp

Legal Title of Holding Company

10 Cabot Place

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

Stoughton

MA

02072

City

State

Zip Code

Name of the Holding Company Director and Official

President & CEO

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)

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.

Person to whom questions about this report should be directed:

Kristen M. DeCorpo

AVP/Controller

Name

Title

781-573-1315

Area Code / Phone Number / Extension

781-573-1307

Area Code / FAX Number

kdecorpo@randolphsavings.com

E-mail Address

Signature of Holding Company Director and Official

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

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 3122846
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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

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City State Zip Code

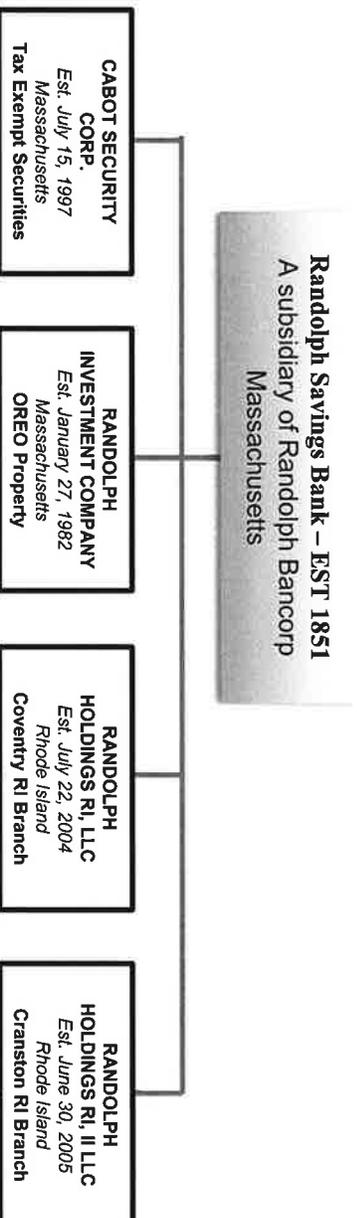
Physical location (if different from mailing address)



Randolph Bancorp

Est. November 1, 2002

Subsidiaries



Results A list of branches for your depository institution: RANDOLPH SAVINGS BANK (ID: RSSP: 332402).
 This depository institution is held by RANDOLPH BANKCORP (3122849) of STOWBRIGHTON, MA.
 The data are as of 12/31/2013. Data refresh information has been received and processed through 04/07/2014.

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're 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 LINNUM, Office Number, and ID_RSSP columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Identifier Type	Branch Name	Branch ID_RSSP*	Head Office	Street Address	City	State	Zip Code	County	Country	FDIC LINNUM*	Office Number*	Head Office ID_RSSP*	Comments
OK		Full Service Head Office	332402 RANDOLPH SAVINGS BANK		0 RANDOLPH SAVINGS BANK	120 N MAIN STR	RANDOLPH	MA	02368	NORFOLK	UNITED STATES	17860		332402	
OK		Full Service	412003 HOLLIBROOK BRANCH		1 RANDOLPH SAVINGS BANK	50 S MAIN ST	HOLLIBROOK	MA	02343	NORFOLK	UNITED STATES	291436		332402	
OK		Full Service	2063396 NORTH MAIN STREET BRANCH		4 RANDOLPH SAVINGS BANK	113 NORTH MAIN STREET	RANDOLPH	MA	02368	NORFOLK	UNITED STATES	360986		332402	
OK		Full Service	2624912 CORNS CORNER BRANCH		4 RANDOLPH SAVINGS BANK	87 SHARON STREET	STOUGHTON	MA	02072	NORFOLK	UNITED STATES	291439		332402	
OK		Full Service	331900 STOUGHTON BRANCH		2 RANDOLPH SAVINGS BANK	15 PULASKI ST	STOUGHTON	MA	02072	NORFOLK	UNITED STATES	291437		332402	
Close	3/17/2014	Full Service	3314623 CENTRE OF NEW ENGLAND BRANCH		7 RANDOLPH SAVINGS BANK	730 CENTRE OF NEW ENGLAND BOULEVARD	COVENTRY	RI	02816	KENT	UNITED STATES	433020		332402	
Close	3/7/2014	Full Service	3444866 PONTIAC AVENUE BRANCH		8 RANDOLPH SAVINGS BANK	875 PONTIAC AVENUE	FRANSTON	MI	02910	PROVIDENCE	UNITED STATES	486610		332402	

Annual Survey	Position	"Related Interests" as of 12/31/2013
Conrad, Roy	Director	Conrad RT
Donovan, Paul	Director	None
Farley, Jay W.	Director	None
Joyce, Daniel	Director	Moors & Cabot, Inc.
McDonough, James P.	Director Executive Officer	None
O'Connor, John J.	Director	Crown Point Management Solutions
Phillips, Sr. Richard A.	Director	Stoughton Town Spa
Pierce, Richard C.	Director	Housing Management Resources Inc.
Quigley, Jr., Kenneth K.	Director	Curry College
Trubiano, Louis J.	Director	Loius & Co.
Welch, James G.	Director	None
Wentzell, Janis	Director	Astorage Solutions Inc. Auto Craft Inc.
Carnevale, Phillip	Executive Officer	None
Dwyer, Martie	Executive Officer	None
Holmberg, David	Executive Officer	None
Kirwin, Ryan	Executive Officer	None
Olson, Richard	Executive Officer	None
Urdi, Maria	Executive Officer	M. V. Urdi Enterprises LLC The Village at Wildflower Green

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RANDOLPH BANCORP
Report Item 4: Directors and Officers
(1)(2)(3)(a)(b) and (4)(a)(b)

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
John J. O'Connor, III Scituate, MA USA	Principal CrownPointManagement Solutions, LLC	Trustee			N/A	N/A	N/A
Roy A. Conrad Randolph, MA. USA	Business Manager/Real Estate 4 Intervale Terrace	Trustee			N/A	N/A	YES Owner & Manager
James P. McDonough Braintree, MA USA	President & CEO of Randolph Savings Bank	Trustee	President & Director (Cabot Security Corp. & Randolph Investment Corp.) President Randolph Holdings, RI, LLC President Randolph Holdings, RI, II LLC		N/A	N/A	N/A
Jay W. Farley Stoughton, MA, USA	Retired Funeral Director Farley Funeral Home	Trustee			N/A	N/A	N/A
Kenneth K. Quigley Milton, MA, USA	President Curry College	Trustee			N/A	N/A	N/A
Richard C. Pierce Canton, MA, USA	Attorney President, Housing Management Resources, Inc.	Chairman of the Board			N/A	N/A	N/A
Louis J. Trubiano Canton, MA, USA	President Louis & Company Advertising	Trustee Chairman of Audit Committee			N/A	N/A	YES
Janis E. Wentzell South Easton MA USA	Treasurer A Storage Solution	Trustee			N/A	N/A	YES

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RANDOLPH BANCORP
Report Item 4: Directors and Officers
(1)(2)(3)(4)(5) and (4)(9)(10)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include name of subsidiary)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(9) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Richard A. Phillips, Sr. Stoughton, MA, USA	President Stoughton Town Spa Inc.	Trustee			N/A	N/A	YES
James Welch Hingham, MA, USA	Retired Partner Blum Shapiro Accountants	Trustee			N/A	N/A	N/A
Phillip J. Carnevale Mansfield, MA, USA	Vice President & Chief Financial Officer of Randolph Savings Bank	Vice President	Treasurer & Director (Cabot Security Corp. & Randolph Investment Corp.) Manager Randolph Holdings, RI, LLC Manager Randolph Holdings, RI, II LLC		N/A	N/A	N/A
Kristen M. Decoro Draut, MA, USA	Assistant Vice President/Controller of Randolph Savings Bank	Assistant Vice President	Director (Cabot Security Corp. & Randolph Investment Corp.) Manager Randolph Holdings, RI, LLC Manager Randolph Holdings, RI, II LLC		N/A	N/A	N/A
Daniel Joyce Mansfield, MA, USA	President Moors & Cabot Inc.	Trustee			N/A	N/A	N/A
Paul Dorovan Arlington, MA, USA	Chief Technology Officer MuniAxis	Trustee			N/A	N/A	N/A