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FR Y-6
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Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



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, 2014

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

03/17/2015

Date of Signature

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

PCARNEVALE@Randolphsavings.com

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 3/22846
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

L. Frucher 5/4/15

Form FR Y-6

**Randolph Bancorp
Stoughton, MA**

Fiscal Year Ending December 31, 2014

Report Item:

- 1: None (The Randolph Bancorp does not prepare an annual report for its shareholders).
(The Randolph Bancorp is not required to prepare form 10K with the SEC).
- 2: Organization Chart – Enclosed
- 3: (1)(a) None
(1)(b) None
(1)(c) None
(2)(a) None
(2)(b) None
(2)(c) None
(Ownership percentage not reportable on the FR Y-10)
This is a Mutual Holding Company and there are no Shareholders.

Randolph Bancorp

Est. November 1, 2002

Subsidiaries

Randolph Savings Bank – EST 1851
A subsidiary of Randolph Bancorp
State of Incorporation: MA ✓

CABOT SECURITY CORPORATION
Est. August 12, 1997
Tax Exempt Securities
Tax ID #04 3388744
State of Incorporation: MA ✓

RANDOLPH INVESTMENT COMPANY, INC.
Est. January 27, 1982
OREO Property
Tax ID #04-2750636
State of Incorporation: MA ✓

RANDOLPH INVESTMENT II COMPANY, INC.
Est. January 23, 2015
OREO Property
Tax ID #47-2995696
State of Incorporation: MA

RANDOLPH INVESTMENT III COMPANY, INC.
Est. January 23, 2015
OREO Property
Tax ID #47-3045292
State of Incorporation: MA

RANDOLPH HOLDINGS RI II, LLC
Est. July 5, 2005
Crainston RI Lease
Tax ID #74-3073266 02
State of Incorporation: RI ✓

Popular Name	Date Branch Opened	Street Address
RANDOLPH SAVINGS BANK - MAIN BRANCH	5/1/1976	129 N MAIN STR
NORTH RANDOLPH BRANCH	11/10/2000	1125 NORTH MAIN STREET
STOUGHTON BRANCH	10/1/1958	15 PLEASANT ST
HOLBROOK BRANCH	3/13/1991	50 S FRANKLIN ST
COBBS CORNER BRANCH	9/1/1995	87 SHARON STREET

City	County	State	Country	Zip Code	Branch Service Type
RANDOLPH	NORFOLK	MA	UNITED STATES	02368	Full Service (Head Office)
RANDOLPH	NORFOLK	MA	UNITED STATES	02368	Full Service
STOUGHTON	NORFOLK	MA	UNITED STATES	02072	Full Service
HOLBROOK	NORFOLK	MA	UNITED STATES	02072	Full Service
STOUGHTON	NORFOLK	MA	UNITED STATES	02072	Full Service

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RANDOLPH BANCORP
Report item 4: Directors and Officers

(1)(2)(3)(a)(b) and (4)(a)(b)

(1) Names & 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 Marshfield, MA USA	Principal CrownPointManagement Solutions, LLC	Trustee			N/A	N/A	N/A
Roy A. Conrad Randolph, MA. USA	Retired Business Manager/ Real Estate 4 Intervale Terrace	Trustee			N/A	N/A	N/A
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, II LLC		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 Corporate Governance Committee			N/A	N/A	YES

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RANDOLPH BANCORP
Report item 4: Directors and Officers

(1),(2),(3)(a),(b) and (4)(a),(b) and (4)(c)

(1) Names & 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) voting securities are held (List names of companies and percentage of voting securities held)
Janis E. Wentzell South Easton MA USA	Treasurer A Storage Solution Auto Craft, Inc.	Trustee			N/A	N/A	YES
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 Shapito Accountants	Trustee Chair of Audit Committee			N/A	N/A	N/A
Phillip J. Carnevale Mansfield, MA USA	Senior Vice President, Finance & Operations of Randolph Savings Bank	Vice President	Treasurer & Director (Cabot Security Corp. & Randolph Investment Corp.) Manager Randolph Holdings, RI, II LLC		N/A	N/A	N/A
Kristen M. DeCorpo Dracut, MA USA	Assistant Vice President/Contoller of Randolph Savings Bank	Assistant Vice President	Director (Cabot Security Corp. & Randolph Investment Corp.) Manager Randolph Holdings, RI, II LLC		N/A	N/A	N/A
Daniel Joyce Marshfield, MA USA	CEO Moors & Cabot Inc.	Trustee			N/A	N/A	N/A

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RANDOLPH BANCORP
Report item 4: Directors and Officers

(1) (2) (3)(a)(b) and (4)(a)(b) and (4)(c)

(1) Names & 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)
Paul Donovan Abington, MA USA	Retired Chief Technology Officer MuniAxis	Trustee			N/A	N/A	N/A

Annual Survey	Position	"Related Interests" as of 12/31/2014
Conrad, Roy	Director	Conrad RT
Donovan, Paul	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	A Storage Solutions Inc. Auto Craft Inc. Walter Wentzell Scholarship
Carnevale, Phillip	Executive Officer	None
Dwyer, Martie	Executive Officer	None
Foresta, Thomas	Executive Officer	None
Thaxter, Donna	Executive Officer	None
Kirwin, Ryan	Executive Officer	None
Olson, Richard	Executive Officer	None
Urdu, Maria	Executive Officer	M. V. Urdu Enterprises LLC Eastern Massachusetts Compliance Networ