

MAR 27 2017

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, James P. McDonough

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.

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.

Signature of Holding Company Director and Official

3/27/17

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016

Month / Day / Year

549300D098QGL5P82192

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

Reporter's Name, Street, and Mailing Address

Randolph Bancorp, Inc.

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

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Daniel Carey

AVP/Controller

Name

Title

781-573-1315

Area Code / Phone Number / Extension

781-573-1307

Area Code / FAX Number

dcarey@randolphsavings.com

E-mail Address

www.randolphsavings.com

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

Is confidential treatment requested for any portion of this report submission? No Yes

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

JMF 3/16/17

Randolph Bancorp, Inc.

Est. July 1, 2016

Subsidiaries

LEI 549300UCNB01VMT4GV61

Randolph Savings Bank – EST 1851

A subsidiary of Randolph Bancorp, Inc.

LEI: 549300DO98QGL5P82192

LEI only applicable where noted

Note: All subsidiaries are incorporated in the state of Massachusetts, except for Randolph Holdings RI II, LLC which is incorporated in Rhode Island.

CABOT SECURITY CORPORATION Est. August 12, 1997 Tax Exempt Securities Tax ID #04-3989744	James P. McDonough President 5/24/16	Michael K. Devlin Treasurer 5/24/16	Mariann Connors Secretary 5/24/16	Directors: 2016 James P. McDonough Michael K. Devlin Mariann Connors
RANDOLPH INVESTMENT COMPANY, INC. Est. January 27, 1982 OREO Property Tax ID #04-2780836	James P. McDonough President 5/24/16	Michael K. Devlin Treasurer 5/24/16	Mariann Connors Secretary 5/24/16	Directors: 2016 James P. McDonough Michael K. Devlin Mariann Connors
RANDOLPH INVESTMENT II COMPANY, INC. Est. January 23, 2015 OREO Property Tax ID #47-2898686	Marlie M. Dwyer President 5/24/16	Daniel J. Carey Treasurer 5/24/16	Mariann Connors Secretary 5/24/16	Directors: 2016 Marlie M. Dwyer Daniel J. Carey Mariann Connors
RANDOLPH INVESTMENT III COMPANY, INC. Est. January 23, 2015 OREO Property Tax ID #47-3045292	Marlie M. Dwyer President 5/24/16	Daniel J. Carey Treasurer 5/24/16	Mariann Connors Secretary 5/24/16	Directors: 2016 Marlie M. Dwyer Daniel J. Carey Mariann Connors
RANDOLPH HOLDINGS RI II, LLC Est. July 5, 2005 Cranston RI Lease Tax ID #74-3073286 02	James P. McDonough Manager 5/24/16	Michael K. Devlin Manager 5/24/16		
PRIME TITLE SERVICES, INC. Est. January 27, 1992 Title Services Tax ID #04-3142885	Michael K. Devlin President 7/28/16	Peter J. Fraser Treasurer 7/28/16	Mariann Connors Secretary 7/28/16	Directors: 2016 Michael K. Devlin Peter J. Fraser Mariann Connors
FIRST REALTY ACQUISITION CORP. Est. April 1, 2009 OREO Property Tax ID #27-0188745	Michael K. Devlin President 7/28/16	Peter J. Fraser Treasurer 7/28/16	Mariann Connors Secretary 7/28/16	Directors: 2016 Michael K. Devlin Peter J. Fraser Mariann Connors
FIRST EASTERN MORTGAGE CORP. Est. December 23, 1988 Mortgage Banker Tax ID #04-3031982 inactive	James P. McDonough President 7/28/16	Michael K. Devlin Treasurer 7/28/16	Mariann Connors Secretary 7/28/16	Directors: 2016 James P. McDonough Michael K. Devlin Mariann Connors

Popular Name	DATE OPEN/ACQUIRED	Street Address	City	County	State	Country	Zip Code	Branch Service Type
RANDOLPH SAVINGS BANK	1/1/1851	129 N MAIN STR	RANDOLPH	NORFOLK	MA	UNITED STATES	02368	Full Service (Head Office)
HOLBROOK BRANCH	1/1/1851	50 S FRANKLIN ST	HOLBROOK	NORFOLK	MA	UNITED STATES	02343	Full Service
NORTH RANDOLPH BRANCH	11/6/2000	1125 NORTH MAIN STREET	RANDOLPH	NORFOLK	MA	UNITED STATES	02368	Full Service
COBBS CORNER BRANCH	9/5/1995	87 SHARON STREET	STOUGHTON	NORFOLK	MA	UNITED STATES	02072	Full Service
STOUGHTON BRANCH	10/24/1949	15 PLEASANT ST	STOUGHTON	NORFOLK	MA	UNITED STATES	02072	Full Service
BOSTON BRANCH	7/1/2016	19 SCHOOL STREET	BOSTON	SUFFOLK	MA	UNITED STATES	02108	Full Service

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Randolph Bancorp, Inc. | Shareholder Ownership Information

NASDAQ:RNDB

Holder	Metro Region	Country	Position	Shares Out (%)	Market Value (\$)	Report Date	Holder Type
EJF Capital LLC	Baltimore/Wash DC	US		501,900	7,764,393	12/31/2016	Hedge Fund
Randolph Savings Bank Employee Stock Ownership Plan	Boston	US		469,498	7,253,744	12/31/2016	Trust

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December 31, 2016

Randolph Bancorp, Inc.
Report Item 4: Directors and Officers
(1) (2) (3)(a) (b) (c) and (4)(a) (b) (c)

(1) Name	Home Address	(2) & (3)(c) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of Other Companies (Includes partners/hips) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Donovan, Paul R.	Abington, MA 02351	Goldman Sachs 200 West Street New York, NY 10282 Vice President	Director		0.426%	N/A	N/A
Joyce, Daniel M.	Boston, MA 02108	Moors & Cabot, Inc. 111 Devonshire Street Boston, MA 02109 CEO/President	Director		0.231%	N/A	N/A
McDonough, James P.	Braintree, MA 02184	Randolph Savings Bank 10 Cabot Place Stoughton, MA 02072 President and CEO	Director President/CEO	President/CEO - Randolph Savings Bank President of Cabot Security Corporation and Randolph Investment Company, Inc. Manager of Randolph Holdings RI II, LLC	0.853%	N/A	N/A
O'Connor, John J. III	Marshfield, MA 02050	Crown Point Mgmt Solutions LLC 800 Carswell Street Marshfield, MA 02050 Principal	Director		0.029%	N/A	N/A
Phillips, Richard A. Sr.	Stoughton, MA 02072	Town Spa Pizza 1119 Washington Street Stoughton, MA 02072 Owner	Director		0.852%	N/A	N/A
Pierce, Richard C.	Canton, MA 02021	Housing Management Resources, Inc. 500 Victory Road North Quincy, MA 02171 President	Director		0.119%	N/A	N/A
Quigley, Kenneth K. Jr.	Milton, MA 02186	Curry College 1071 Blue Hill Avenue Milton, MA 02180 President	Director		0.323%	N/A	N/A
Trubiano, Louis J.	Canton, MA 02021	Louis & Company Canton, MA 02021 President	Director		0.596%	N/A	N/A
Welch, James G.	Hingham, MA 02043	Hingham, MA 02043 Consultant	Director		0.170%	N/A	N/A
Wentzell, Janis E.	So. Easton, MA 02375	Aulo Craft Inc. and A Storage Solution, Inc. 685 & 687 North Street Randolph, MA 02368 Owner	Director		0.170%	N/A	N/A
Devlin, Michael K.	Swampscott, MA 01907		Treasurer/Clerk/EVP/CFO	Treasurer/Clerk/EVP/CFO - Randolph Savings Bank Treasurer of Cabot Security Corporation and Randolph Investment Company, Inc. Manager of Randolph Holdings RI II, LLC President of Prime Title Services, Inc. and First Realty Acquisition Corp.	0.074%	N/A	N/A