

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)); 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.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Joseph F. Casey

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

HarborOne Mutual Bancshares

Legal Title of Holding Company

770 Oak Street

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

Brockton MA 02301

City State Zip Code

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:

Eileen Mosher Finance Reporting Manager

Name Title

508-895-1339

Area Code / Phone Number / Extension

508-521-2470

Area Code / FAX Number

emosher@harborone.com

E-mail Address

https://www.harborone.com

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

Signature of Holding Company Director and Official

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
 C.I.

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

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."

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.

HarborOne Bancorp, Inc.
 Legal Title of Subsidiary Holding Company
 770 Oak Street
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
 Brockton MA 02301
 City State Zip Code
 Physical Location (if different from mailing address)

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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 Physical Location (if different from mailing address)

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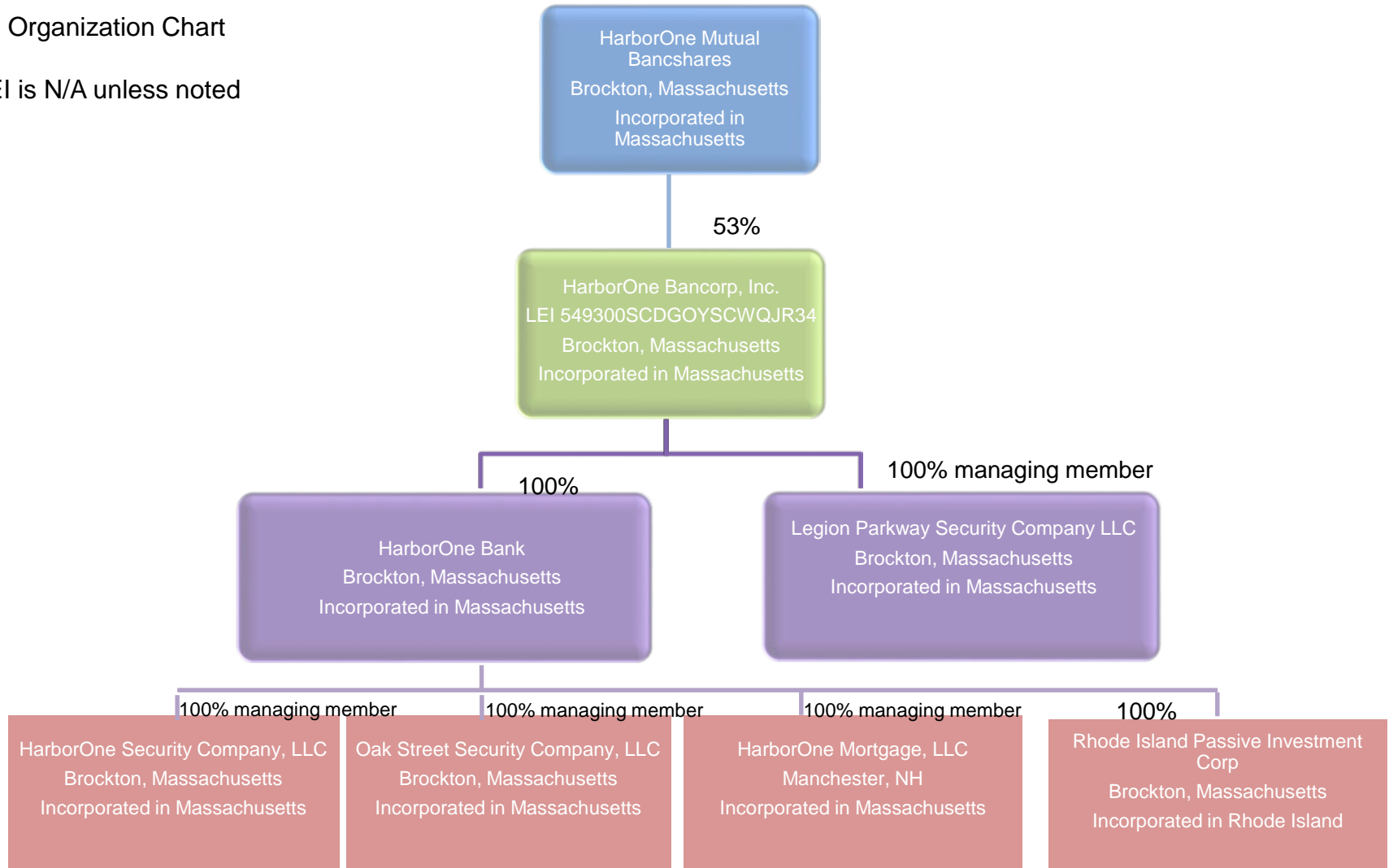
HarborOne Mutual Bancshares

Brockton, Massachusetts

Fiscal Year Ending December 31, 2018

2a Organization Chart

LEI is N/A unless noted



Results: A list of branches for your depository institution: HARBORONE BANK (ID_RSSD: 40499).
This depository institution is held by HARBORONE MUTUAL BANCSHARES (4973362) of BROCKTON, MA.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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 are 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.

Notes:

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 UNIFORM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	40499	HARBORONE BANK	770 OAK STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648240	ABINGTON BRANCH	680 BEDFORD STREET	ABINGTON	MA	02351	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648259	ATTLEBORO BRANCH	607 PLEASANT STREET	ATTLEBORO	MA	02703	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
Close	12/21/2018	Limited Service	4791623	SENSATA BUSINESS CENTER BRANCH	529 PLEASANT STREET	ATTLEBORO	MA	02703	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648277	BRIDGEWATER BRANCH	295 BEDFORD STREET	BRIDGEWATER	MA	02324	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648286	BROCKTON BELMONT STREET BRANCH	443 BELMONT STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Limited Service	4791632	BROCKTON HIGH BRANCH	470 FOREST AVENUE	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648295	BROCKTON LEGION PARKWAY BRANCH	68 LEGION PARKWAY	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648307	BROCKTON MAIN STREET BRANCH	1601 MAIN STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648316	BROCKTON NORTH MAIN STREET BRANCH	820 NORTH MAIN STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648343	CANTON BRANCH	95 WASHINGTON STREET	CANTON	MA	02021	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648325	EASTON BRANCH	472 FOUNDRY STREET	EASTON	MA	02048	NORFOLK	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648352	MANSFIELD BRANCH	131 COPELAND DRIVE	MANSFIELD	MA	02048	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648389	MIDDLEBOROUGH BRANCH	68 EAST GROVE STREET	MIDDLEBOROUGH	MA	02346	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648361	PLYMOUTH BRANCH	43 COMMERCE WAY	PLYMOUTH	MA	02360	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648398	RANDOLPH BRANCH	ONE CREDIT UNION WAY	RANDOLPH	MA	02368	NORFOLK	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648370	RAYNHAM BRANCH	500 SOUTH STREET WEST	RAYNHAM	MA	02787	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4496450	COMSTOCK PARKWAY BRANCH	200 COMSTOCK PARKWAY	CRANSTON	RI	02921	PROVIDENCE	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4457385	CRANSTON BRANCH	3155 RESERVOIR AVENUE	CRANSTON	RI	02920	PROVIDENCE	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4457394	EAST GREENWICH BRANCH	5750 POST ROAD	EAST GREENWICH	RI	02818	KENT	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4457330	LINCOLN BRANCH	618 GEORGE WASHINGTON HIGHWAY	LINCOLN	RI	02865	PROVIDENCE	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4496469	PROVIDENCE BRANCH	180 WASHINGTON STREET	PROVIDENCE	RI	02903	PROVIDENCE	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4457367	WOMEN AND INFANTS HOSPITAL BRANCH	101 DUDLEY STREET	PROVIDENCE	RI	02905	PROVIDENCE	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4457376	EAST PROVIDENCE BRANCH	3830 PAWTUCKET AVENUE	RIVERSIDE	RI	02915	PROVIDENCE	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
Delete		Full Service	187899	COASTWAY COMMUNITY BRANCH	ONE COASTWAY BOULEVARD	WARWICK	RI	02886	KENT	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4457349	COWSETT BRANCH	3850 POST ROAD	WARWICK	RI	02886	KENT	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4457358	WARWICK AVENUE BRANCH	2069 WARWICK AVENUE	WARWICK	RI	02889	KENT	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	

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 HarborOne Mutual Bancshares
 Fiscal Year Ending December 31, 2018

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018		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 during the fiscal year ending 12-31-2018	
(1)(a) Name City, State Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State Country
N/A	N/A	N/A	(2)(b) Country of Citizenship or Incorporation N/A
			(2)(c) Number and Percentage of Each Class of Voting Securities N/A

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 HarborOne Bancorp, Inc.
 Fiscal Year Ending December 31, 2018

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018		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 during the fiscal year ending 12-31-2018	
(1)(a) Name City, State Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State Country
HarborOne Mutual Bancshares Brockton, MA, USA	USA	17,281,034 - 53.07% Common Stock	N/A
			(2)(b) Country of Citizenship or Incorporation N/A
			(2)(c) Number and Percentage of Each Class of Voting Securities N/A

Report Item 4. Insiders

(1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title or Position with Holding Company	(3)(b) Title or Position with subsidiaries of holding company (include names of subsidiaries)	(3)(c) Title or Position with Other Companies if a Director, Trustee, Partner, or Executive Officer (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries of holding company (include names of subsidiaries)	(4)(c) List names of other companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Joseph F. Barry East Harwich, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	N/A	0	0	N/A
James W. Blake South Easton, MA, USA	N/A	Chief Executive Officer, Secretary, and Trustee	Chief Executive Officer, Secretary, and Director (HarborOne Bancorp, Inc. and HarborOne Bank); Chief Executive Officer (Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC); Director (HarborOne Mortgage LLC)	Director of Connecticut Online Computer Center	0	0	N/A
Joseph F. Casey Hingham, MA, USA	N/A	President, Chief Operating Officer, and Trustee	President, Chief Operating Officer, and Director (HarborOne Bancorp, Inc. and HarborOne Bank); President (Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC); Director (HarborOne Mortgage LLC)	Director of Old Colony YMCA, Officer of Metro South Chamber of Commerce	0	0	N/A
David P. Frenette North Easton, MA, USA	Attorney	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Owner, Frenette and Associates, P.C.; Trustee of Signature Healthcare Brockton Hospital; Director of Old Colony YMCA	0	0	Frenette and Associates, P.C. (100%)
Gordon Izard Brockton, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	N/A	0	0	N/A
Barry R. Korerz Boston, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Director of Brockton Boys and Girls Club	0	0	N/A
Timothy R. Lynch Kingston, MA, USA	Chief Medical Officer & Chairman of Dept of Medicine	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Chief Medical Officer and Chairman of Department of Medicine, South Shore Hospital; Director of South Shore Physician Hospital Organization; Director of Connected Care of Southeastern Massachusetts	0	0	N/A
William A. Payne North Easton, MA, USA	Principal, Wealth Management Company	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Principal of PRW Wealth Management; Director of Lion Street; Director of Old Colony YMCA	0	0	N/A
Wallace H. Peckham, III Bridgewater, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Trustee of Signature Healthcare Brockton Hospital	0	0	N/A
Michael J. Sullivan Ablington, MA, USA	Partner, Law Firm	Chairman of the Board	Chairman of the Board (HarborOne Bancorp, Inc. and HarborOne Bank)	Partner of Ashcroft Law Firm, LLC; Director of Signature Healthcare; Director of Old Colony YMCA; Trustee of New Heights Charter School; Managing Member of City of World Champions LLC; Managing Member of Ashcroft Sullivan New England Economic Development Center LLC; Managing Member of Ashcroft Sullivan Mid-Atlantic Economic Development Center LLC; Managing Member of Double Eagle LLC; Trustee of Long Point Realty Trust; Trustee of Rosebrook Realty Trust	0	0	N/A
Linda H. Simmons South Dartmouth, MA, USA	N/A	Chief Financial Officer and Treasurer	Chief Financial Officer and Treasurer (HarborOne Bancorp, Inc. & HarborOne Bank & Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC); Director (HarborOne Mortgage LLC)	N/A	0	0	N/A

Report Item 4: Insiders

(1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title or Position with Holding Company	(3)(b) Title or Position with subsidiaries of holding company (Include names of subsidiaries)	(3)(c) Title or Position with Other Companies if a Director, Trustee, Partner, or Executive Officer (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries of holding company (Include names of subsidiaries)	(4)(c) List names of other companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Joseph F. Barry East Harwich, MA, USA	Retired	Director	Director (HarborOne Bank)	N/A	0	0	N/A
James W. Blake South Easton, MA, USA	N/A	Chief Executive Officer, Secretary, and Director	Chief Executive Officer, Secretary, and Director (HarborOne Bank), Chief Executive Officer (Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC), Director (HarborOne Mortgage LLC)	Director of Connecticut Online Computer Center	1%	0	N/A
Joseph F. Casey Hingham, MA, USA	N/A	President, Chief Operating Officer, and Director	President, Chief Operating Officer, and Director (HarborOne Bank); President (Legion Parkway Security Company, LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC), Director (HarborOne Mortgage LLC)	Director of Old Colony YMCA, Officer of Metro South Chamber of Commerce	1%	0	N/A
David P. Frenette North Easton, MA, USA	Attorney	Director	Director (HarborOne Bank)	Owner, Frenette and Associates, P.C.; Trustee of Signature Healthcare Brockton Hospital, Director of Old Colony YMCA	0	0	Frenette and Associates, P.C. (100%)
Gordon Jezard Brockton, MA, USA	Retired	Director	Director (HarborOne Bank)	N/A	0	0	N/A
Barry R. Koretz Boston, MA, USA	Retired	Director	Director (HarborOne Bank)	Director of Brockton Boys and Girls Club	0	0	N/A
Timothy R. Lynch Kingston, MA, USA	Chief Medical Officer & Chairman of Dept. of Medicine	Director	Director (HarborOne Bank)	Chief Medical Officer and Chairman of Department of Medicine, South Shore Hospital; Director of South Shore Physician Hospital Organization; Director of Connected Care of Southeastern Massachusetts	0	0	N/A
William A. Payne North Easton, MA, USA	Principal, Wealth Management Company	Director	Director (HarborOne Bank)	Principal of PRW Wealth Management; Director of Lion Street, Director of Old Colony YMCA	0	0	N/A
Wallace H. Peckham, III Bridgewater, MA, USA	Retired	Director	Director (HarborOne Bank)	Trustee of Signature Healthcare Brockton Hospital Lion Street, Director of Old Colony YMCA	0	0	N/A
Michael J. Sullivan Arlington, MA, USA	Partner, Law Firm	Chairman of the Board	Chairman of the Board (HarborOne Bank)	Partner of Ashcroft Law Firm, LLC; Director of Signature Healthcare; Director of Old Colony YMCA; Trustee of New Heights Charter School, Managing Member of City of World Champions LLC; Managing Member of Ashcroft, Sullivan New England Economic Development Center LLC; Managing Member of Ashcroft, Sullivan Mid-Atlantic Economic Development Center LLC; Managing Member of Double Eagle LLC; Trustee of Long Point Realty Trust; Trustee of Rosebrook Realty Trust	0	0	N/A
Linda H. Simmons South Dartmouth, MA, USA	N/A	Chief Financial Officer and Treasurer	Chief Financial Officer and Treasurer (HarborOne Bank, Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC) Director (HarborOne Mortgage LLC)	N/A	0	0	N/A
HarborOne Mutual Bankshares Brockton, MA, USA	Principal Securities Holder	N/A	N/A	N/A	53%	0	N/A