

Board of Governors of the Federal Reserve System



Amended  
 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, Brian J. Murphy  
 Name of the Holding Company Director and Official  
 President and Director

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  
 Date of Signature 5/15/19

Date of Report (top-tier holding company's fiscal year-end):  
 December 31, 2018

Month / Day / Year  
 Not applicable.

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)  
 Reporter's Name, Street, and Mailing Address

Prospect Financial Corporation  
 Legal Title of Holding Company  
 One Home Loan Plaza  
 (Mailing Address of the Holding Company) Street / P.O. Box  
 Warwick RI 02886  
 City State Zip Code  
 N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
 Michael Holahan CFO  
 Name Title

401-773-9892  
 Area Code / Phone Number / Extension

401-739-9652  
 Area Code / FAX Number

mholahan@homeloanbank.com  
 E-mail Address

www.homeloanbank.com  
 Address (URL) for the Holding Company's web page

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 3834822  
 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."



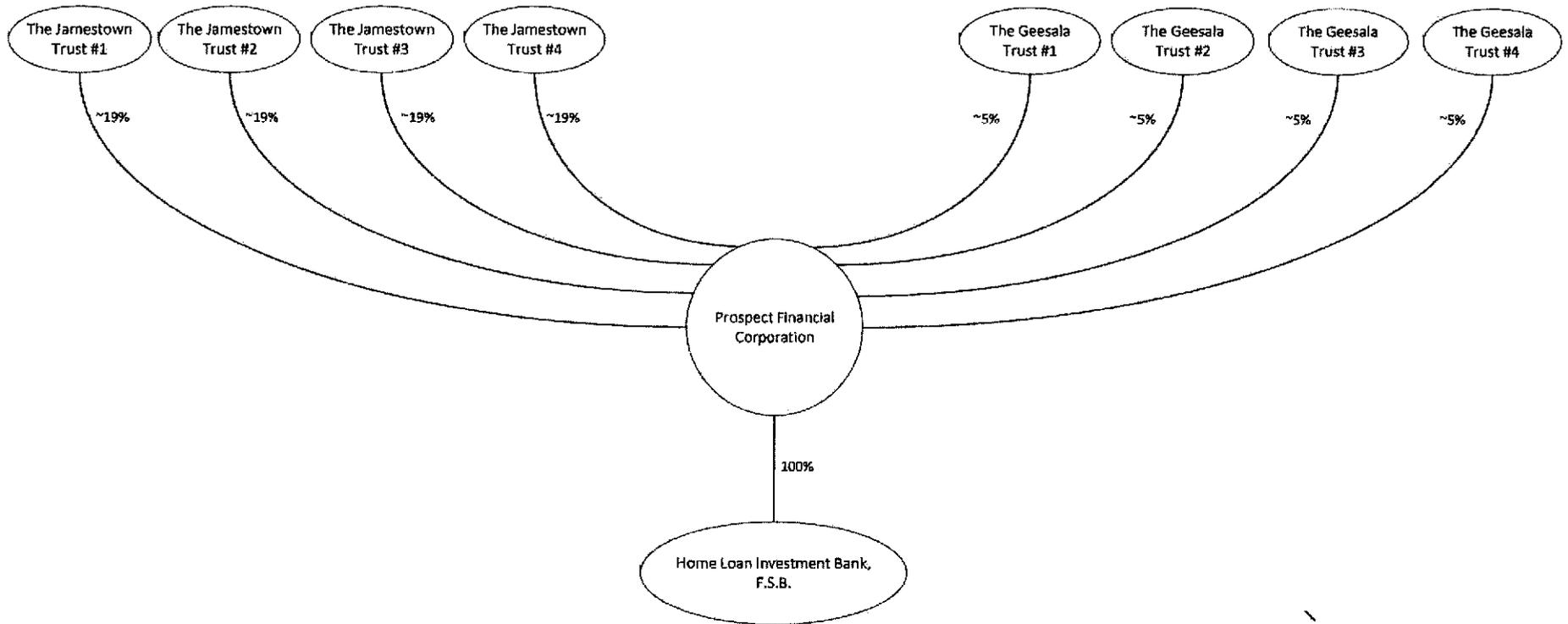
## **Amended Report Item 1: Annual Report to Shareholders**

Prospect Financial Corporation (“Prospect”) is not registered with the SEC and does not prepare an annual report to shareholders.

## **Amended Report Item 2(a) Organizational Chart**

Chart is enclosed.

Form FR Y-6  
Organizational Chart  
Prospect Financial Corporation  
Warwick, RI  
Fiscal Year Ending December 31, 2018



LEIs not applicable.

Warwick, RI is address of all entities shown.

All trusts exist under Rhode Island law, Prospect Financial Corporation is incorporated under Rhode Island law, and Home Loan Investment Bank, F.S.B. is organized under federal law.

Report Item 2(b) Branch Verification

**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.

**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 UNINUM, 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 UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	12/31/2018	Full Service (Head Office)	724904	HOME LOAN INVESTMENT BANK, F.S.B.	1 HOME LOAN PLAZA, SUITE 3	WARWICK	RI	02886	KENT	UNITED STATES	38887	0	HOME LOAN INVESTMENT BANK, F.S.B.	724904	
OK	12/31/2018	Full Service	2460475	PROVIDENCE OFFICE	244 WETBOSSETT STREET	PROVIDENCE	RI	02903	PROVIDENCE	UNITED STATES	261965	3	HOME LOAN INVESTMENT BANK, F.S.B.	724904	
OK	12/31/2018	Full Service	2460466	WARWICK BRANCH	40 AIRPORT ROAD	WARWICK	RI	02889	KENT	UNITED STATES	261965	2	HOME LOAN INVESTMENT BANK, F.S.B.	724904	

Form FR Y-6

Prospect Financial Corporation  
Warwick, Rhode Island  
Fiscal Year Ending December 31, 2018

Amended 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 & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
The Jamestown Trust #1 Warwick, RI	USA	19.25%, common stock	Trustees: Joseph V. Cavanagh, Jr.; John M. Murphy, Jr.		
The Geesala Trust #1 Warwick, RI	USA	5.75%, common stock	Trustees: Joseph V. Cavanagh, Jr.; John M. Murphy, Jr.		
The Jamestown Trust #2 Warwick, RI	USA	19.25%, common stock	Trustees: Joseph V. Cavanagh, Jr.; Kevin B. Murphy		
The Geesala Trust #2 Warwick, RI	USA	5.75%, common stock	Trustees: Joseph V. Cavanagh, Jr.; Kevin B. Murphy		
The Jamestown Trust #3 Warwick, RI	USA	19.25%, common stock	Trustees: Joseph V. Cavanagh, Jr.; Brian J. Murphy		
The Geesala Trust #3 Warwick, RI	USA	5.75%, common stock	Trustees: Joseph V. Cavanagh, Jr.; Brian J. Murphy		
The Jamestown Trust #4 Warwick, RI	USA	19.25%, common stock	Trustees: Joseph V. Cavanagh, Jr.; Daniel A. Murphy		
The Geesala Trust #4 Warwick, RI	USA	5.75%, common stock	Trustees: Joseph V. Cavanagh, Jr.; Daniel A. Murphy		

Form FR Y-6

Prospect Financial Corporation  
Warwick, Rhode Island  
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders  
(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation If other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in Bank Holding Company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Brian Murphy Warwick, RI USA		President	Chairman & CEO Home Loan Investment Bank, FSB				
Daniel Murphy Warwick, RI USA		Treasurer Secretary	Vice President Home Loan Investment Bank, FSB				