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.

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.

Name of the Holding Company Director and Official

Brian J. Murphy

Trustee

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

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.

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 any 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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2019

Not applicable.

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

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

Person to whom questions about this report should be directed:

Michael Holahan

CFO

Name

Title

Area Code / Phone Number / Extension

401-773-9892

Area Code / FAX Number

401-739-9652

E-mail Address

mholahan@homeloanbank.com

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

www.homeloanbank.com

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.”
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.

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. If a senior official of the top-tier holding company attests 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

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.

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2022
Page 1 of 2
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.

<table>
<thead>
<tr>
<th>Prospect Financial Corporation</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Legal Title of Subsidiary Holding Company</td>
<td></td>
</tr>
<tr>
<td>One Home Loan Plaza</td>
<td></td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td></td>
</tr>
<tr>
<td>Warwick</td>
<td>RI</td>
</tr>
<tr>
<td>City</td>
<td>State</td>
</tr>
<tr>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td></td>
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</tbody>
</table>

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</tr>
</tbody>
</table>

12/2012
REPORT ITEM I: ANNUAL REPORT TO SHAREHOLDERS

The Jamestown Trust #3, the Geesala Trust #3, and Prospect Financial Corporation ("Prospect") are not registered with the SEC and do not prepare an annual report to shareholders.
ITEM 2(a): ORGANIZATIONAL CHART

The Jamestown Trust #3, the Geesala Trust #3, and Prospect Financial Corporation
Warwick, Rhode Island
Fiscal Year Ending December 31, 2019

77%

The Jamestown
Trust #3

23%

The Geesala
Trust #3

Prospect
Financial
Corporation

100%

Home Loan
Investment
Bank, F.S.B.

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. Home Loan Investment Bank, F.S.B. is organized under federal law.
**REPORT ITEM 2(b): BRANCH VERIFICATION**

The Jamestown Trust #3, the Geesala Trust #3, and Prospect Financial Corporation  
Warwick, Rhode Island  
Fiscal Year Ending December 31, 2019

<table>
<thead>
<tr>
<th>Branch Service Type</th>
<th>Branch Opening Date</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Service (Head Office)</td>
<td>1/1/1979</td>
<td>Not required</td>
<td>Home Loan Investment Bank, F.S.B.</td>
<td>1 Home Loan Plaza, Suite 3</td>
<td>Warwick</td>
<td>RI</td>
<td>02886</td>
<td>Kent</td>
<td>United States</td>
<td>Not required</td>
<td>Not required</td>
<td>Home Loan Investment Bank, F.S.B.</td>
<td>Not required</td>
</tr>
<tr>
<td>Full Service</td>
<td>12/30/1994</td>
<td>Not required</td>
<td>Providence Office</td>
<td>244 Weybossett Street</td>
<td>Providence</td>
<td>RI</td>
<td>02903</td>
<td>Providence</td>
<td>United States</td>
<td>Not required</td>
<td>Not required</td>
<td>Home Loan Investment Bank, F.S.B.</td>
<td>Not required</td>
</tr>
<tr>
<td>Full Service</td>
<td>8/7/1989</td>
<td>Not required</td>
<td>Warwick Branch</td>
<td>40 Airport Road</td>
<td>Warwick</td>
<td>RI</td>
<td>02889</td>
<td>Kent</td>
<td>United States</td>
<td>Not required</td>
<td>Not required</td>
<td>Home Loan Investment Bank, F.S.B.</td>
<td>Not required</td>
</tr>
</tbody>
</table>

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
REPORT ITEM 3: SECURITIES HOLDERS

The Jamestown Trust #3, the Geesala Trust #3, and Prospect Financial Corporation
Warwick, Rhode Island
Fiscal Year Ending December 31, 2019

<table>
<thead>
<tr>
<th>Current Securities Holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2019</th>
<th>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 December 31, 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>3(1)(a)</strong></td>
<td><strong>3(1)(b)</strong></td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>The Jamestown Trust #3, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Brian J. Murphy)</td>
<td>USA</td>
</tr>
<tr>
<td>The Geesala Trust #3, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Brian J. Murphy)</td>
<td>USA</td>
</tr>
<tr>
<td>The Jamestown Trust #2, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Kevin B. Murphy)</td>
<td>USA</td>
</tr>
<tr>
<td>The Jamestown Trust #4, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Daniel A. Murphy)</td>
<td>USA</td>
</tr>
</tbody>
</table>

*All shares were divested during fiscal year ended December 31, 2019.
**Report Item 4: Insiders**
1(a)(b)(c) and 2(a)(b)(c)

Prospect Financial Corporation  
Warwick, Rhode Island  
Fiscal Year Ending December 31, 2019

<table>
<thead>
<tr>
<th>4(1)</th>
<th>4(2)</th>
<th>4(3)(a)</th>
<th>4(3)(b)</th>
<th>4(3)(c)</th>
<th>4(4)(a)</th>
<th>4(4)(b)</th>
<th>4(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Names &amp; Address (City, State, Country)</strong></td>
<td><strong>Principal Occupation if other than with Bank Holding Company</strong></td>
<td><strong>Title &amp; Position with Bank Holding Company</strong></td>
<td><strong>Title &amp; Position with Subsidiaries (include name of subsidiaries)</strong></td>
<td><strong>Title &amp; Position with Other Businesses (include names of other businesses)</strong></td>
<td><strong>Percentage of Voting Securities in Bank Holding Company</strong></td>
<td><strong>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</strong></td>
<td>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)</td>
</tr>
</tbody>
</table>
| **Brian J. Murphy, Warwick, RI, USA** | N/A | Trustee, The Jamestown Trust #3 | Chairman & CEO, Home Loan Investment Bank, F.S.B. | Manager, Agility Auto Group, LLC | None (Mr. Murphy personally owns no shares of Prospect common stock, but is a trustee of each of the two trusts that together own all of Prospect’s common stock) | None | Agility Auto Group, LLC (100%)  
Hatch Entrepreneurial Center, LLC (25%) |
| **Joseph V. Cavanagh, Jr., Warwick, RI, USA** | Lawyer | Trustee, The Jamestown Trust #3 | None | Partner, Blish & Cavanagh LLP | None (Mr. Cavanagh personally owns no shares of Prospect common stock, but is a trustee of each of the two trusts that together own all of Prospect’s common stock) | None | Partner, Blish & Cavanagh LLP (percentage ownership unknown)  
Mr. Cavanagh is also trustee of the John M. Murphy 2012 Irrevocable Trust and... |
| Trustee, The Geesala Trust #3 | together own all of Prospect’s common stock | of the Gracilda M. Murphy 2012 Irrevocable Trust. Those two trusts together own 100% of Blacklion Properties, LLC and of Beara Capital, LLC. |