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Supervision, Regulation and  
 Credit Department

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, 2019

Month / Day / Year

Not applicable.

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

Reporter's Name, Street, and Mailing Address

I, Brian J. Murphy

Name of the Holding Company Director and Official

Trustee

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.

The Jamestown Trust #3

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

Not applicable.

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:

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

Signature of Holding Company Director and Official

3/11/2020

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."

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, 2019**

Month / Day / Year

Not applicable.

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

Reporter's Name, Street, and Mailing Address

**I, Brian J. Murphy**

**The Geesala Trust #3**

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

Not applicable.

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

Name of the Holding Company Director and Official

Trustee

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

*[Signature]*  
3/11/2020

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),

- a letter justifying this request is being provided along with the report .....
- 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.

Prospect Financial Corporation  
 Legal Title of Subsidiary Holding Company

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One Home Loan Plaza  
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

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Warwick RI 02886  
 City State Zip Code

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N/A  
 Physical Location (if different from mailing address)

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\_\_\_\_\_  
 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)

---

\_\_\_\_\_  
 Legal Title of Subsidiary Holding Company

---

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

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\_\_\_\_\_  
 City State Zip Code

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\_\_\_\_\_  
 Physical Location (if different from mailing address)

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\_\_\_\_\_  
 Legal Title of Subsidiary Holding Company

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

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\_\_\_\_\_  
 City State Zip Code

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\_\_\_\_\_  
 Physical Location (if different from mailing address)

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\_\_\_\_\_  
 Legal Title of Subsidiary Holding Company

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

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\_\_\_\_\_  
 City State Zip Code

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\_\_\_\_\_  
 Physical Location (if different from mailing address)

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 Legal Title of Subsidiary Holding Company

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

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 City State Zip Code

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\_\_\_\_\_  
 Physical Location (if different from mailing address)

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 Legal Title of Subsidiary Holding Company

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 City State Zip Code

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 Physical Location (if different from mailing address)

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 Legal Title of Subsidiary Holding Company

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

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\_\_\_\_\_  
 City State Zip Code

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\_\_\_\_\_  
 Physical Location (if different from mailing address)

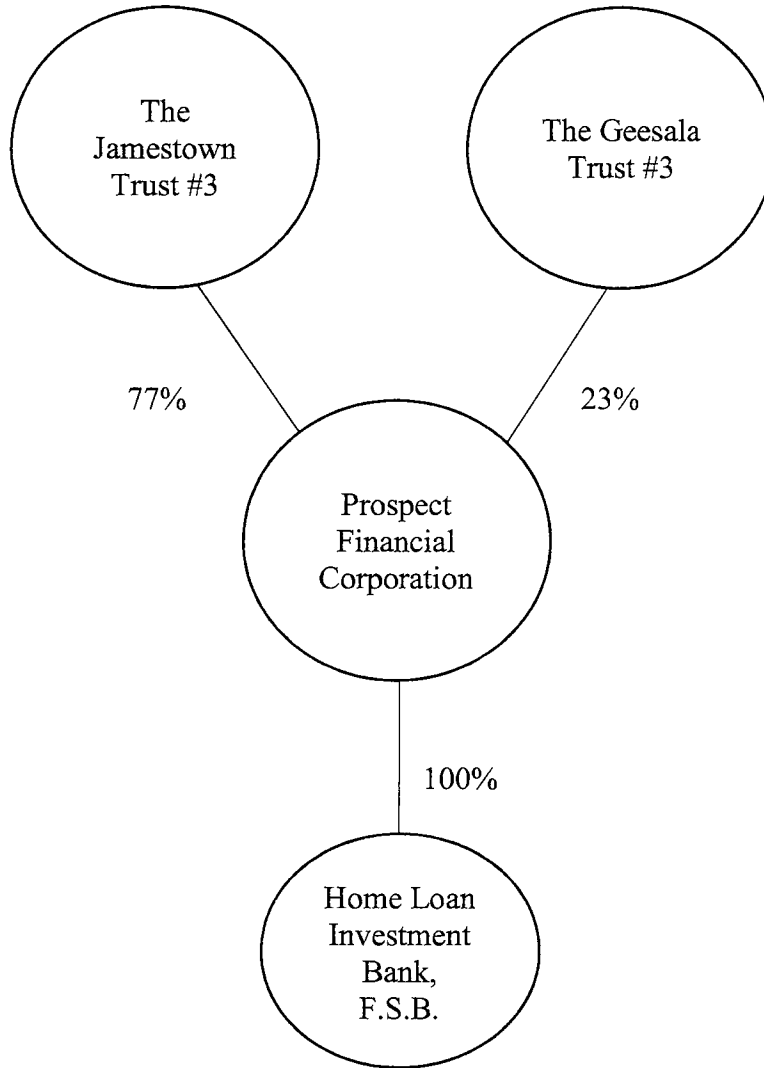
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## **REPORT ITEM 1: ANNUAL REPORT TO SHAREHOLDERS**

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**



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**

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

\*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

Current Securities Holders with ownership, control, or holdings of 5% or more with power to vote <u>as of</u> fiscal year ending December 31, 2019			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 <u>during</u> the fiscal year ending December 31, 2019		
3(1)(a)	3(1)(b)	3(1)(c)	3(2)(a)	3(2)(b)	3(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
The Jamestown Trust #3, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Brian J. Murphy)	USA	77 shares of common stock of Prospect (77%)	The Jamestown Trust #1, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; John M. Murphy, Jr.)	USA	19.25 shares of common stock of Prospect (19.25%)*
The Geesala Trust #3, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Brian J. Murphy)	USA	23 shares of common stock of Prospect (23%)	The Geesala Trust #1, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; John M. Murphy, Jr.)	USA	5.75 shares of common stock of Prospect (5.75%)*
			The Jamestown Trust #2, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Kevin B. Murphy)	USA	19.25 shares of common stock of Prospect (19.25%)*
			The Geesala Trust #2, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Kevin B. Murphy)	USA	5.75 shares of common stock of Prospect (5.75%)*
			The Jamestown Trust #4, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Daniel A. Murphy)	USA	19.25 shares of common stock of Prospect (19.25%)*
			The Geesala Trust #4, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Daniel A. Murphy)	USA	5.75 shares of common stock of Prospect (5.75%)*

\*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**

4(1)	4(2)	4(3)(a)	4(3)(b)	4(3)(c)	4(4)(a)	4(4)(b)	4(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 name 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 J. Murphy, Warwick, RI, USA	N/A	Trustee, The Jamestown Trust #3  Trustee, The Geesala Trust #3  President and Director, Prospect	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	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.
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