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.

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.

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 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, 2020
Month / Day / Year
Not applicable
Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)
Reporters' Name, Street, and Mailing Address

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)

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

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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. §§ 3108(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.

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.

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

R USS 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 and is not treated as a qualifying foreign banking organization under Section 1211.23 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, 2020
Month / Day / Year
Not applicable

Report of General Entity Identifier (LEI) (20-Character LEI Code)

Report of Name, Street, and Mailing Address

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

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

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prospect Financial Corporation</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>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>Warwick RI 02886</td>
<td></td>
</tr>
<tr>
<td>City State Zip Code</td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
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, 2020

The Jamestown Trust #3

The Geesala Trust #3

Prospect Financial Corporation

Home Loan Investment Bank, F.S.B.

77%
23%
100%

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, 2020

<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>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, 2020**

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Jamestown Trust #3, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Brian J. Murphy)</td>
<td>USA</td>
<td>77 shares of common stock of Prospect (77%)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Geesala Trust #3, Warwick, RI, USA (Trustees Joseph V. Cavanagh, Jr.; Brian J. Murphy)</td>
<td>USA</td>
<td>23 shares of common stock of Prospect (23%)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders
1(a)(b)(c) and 2(a)(b)(c)

**Prospect Financial Corporation**  
**Warwick, Rhode Island**  
**Fiscal Year Ending December 31, 2020**

<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><strong>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)</strong></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%) |
| | | Trustee, The Geesala Trust #3 | | | | | |
| | | President and Director, Prospect | | | | | |
| 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. |