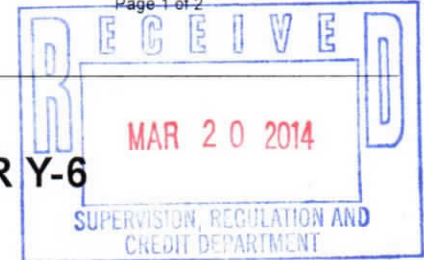


Board of Governors of the Federal Reserve System



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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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.

I, Clayton G. Deutsch

Name of the Holding Company Director and Official

CEO and President

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.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Boston Private Financial Holdings, Inc.

Legal Title of Holding Company

Ten Post Office Square

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

Boston

MA

02109

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Kathryn Cabral

Paralegal

Name

Title

617-912-3910

Area Code / Phone Number / Extension

617-912-4551

Area Code / FAX Number

kcabral@bostonprivate.com

E-mail Address

www.bostonprivate.com

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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

Secondary Review

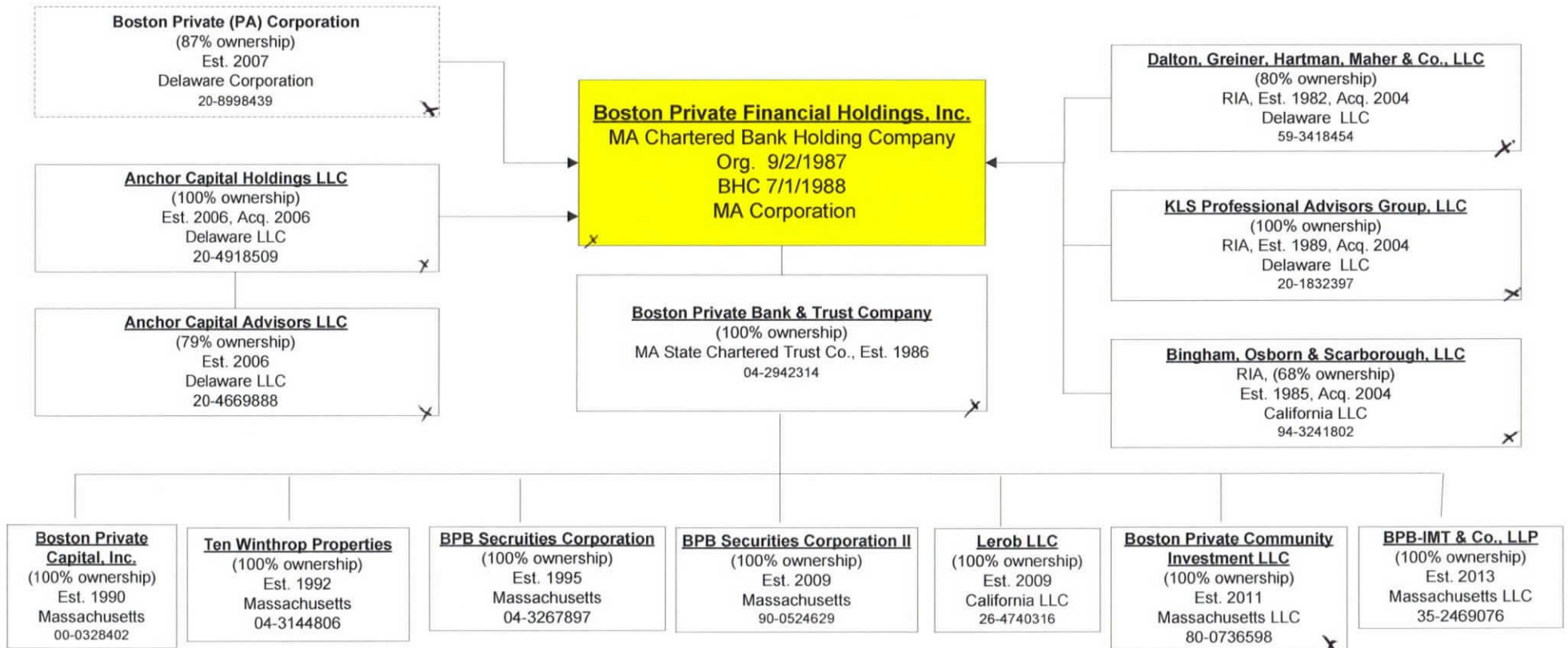
JUF 8.26.14

12/2012

BOSTON PRIVATE
FINANCIAL HOLDINGS, INC.

Legal Entity Organizational Chart

FR Y-6 2013



Results: A list of branches for your holding company: **BOSTON PRIVATE FINANCIAL HOLDINGS, INC. (1248078) of BOSTON, MA.**
The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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	Office	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	964700	BOSTON PRIVATE BANK & TRUST COMPANY	TEN POST OFFICE SQUARE	BOSTON	MA	02109	SUFFOLK	UNITED STATES	17209	0	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	37060	BURBANK BRANCH	333 NORTH GLENOAKS BOULEVARD	BURBANK	CA	91502	LOS ANGELES	UNITED STATES	32072	20	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3689769	BURLINGAME BRANCH	1440 CHAPIN AVENUE	BURLINGAME	CA	94010	SAN MATEO	UNITED STATES	469582	14	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	193461	VENTURA BOULEVARD BRANCH	16000 VENTURA BOULEVARD	ENCINO	CA	91436	LOS ANGELES	UNITED STATES	17224	19	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	2618726	GRANADA HILLS BRANCH	10820 ZELZAH AVENUE	GRANADA HILLS	CA	91344	LOS ANGELES	UNITED STATES	57667	21	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3627949	LOS ALTOS BRANCH	345 SOUTH SAN ANTONIO ROAD	LOS ALTOS	CA	94022	SANTA CLARA	UNITED STATES	446175	13	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3510733	PALO ALTO BRANCH	420 COWPER STREET	PALO ALTO	CA	94301	SANTA CLARA	UNITED STATES	365802	11	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3510724	SAN FRANCISCO BRANCH	433 CALIFORNIA STREET	SAN FRANCISCO	CA	94104	SAN FRANCISCO	UNITED STATES	429643	12	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	208169	BOVET ROAD BRANCH	160 BOVET ROAD	SAN MATEO	CA	94402	SAN MATEO	UNITED STATES	16178	10	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3579543	SANTA MONICA BROADWAY BRANCH	520 BROADWAY	SANTA MONICA	CA	90401	LOS ANGELES	UNITED STATES	290664	22	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3297128	WESTLAKE VILLAGE BRANCH	971 S WESTLAKE BOULEVARD	WESTLAKE VILLAGE	CA	91361	VENTURA	UNITED STATES	365849	23	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3770872	BEVERLY BRANCH	57 ENON STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES	463803	8	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	2918725	BOYLSTON STREET BRANCH	500 BOYLSTON STREET	BOSTON	MA	02116	SUFFOLK	UNITED STATES	334339	2	BOSTON PRIVATE BANK & TRUST COMPANY	964700	

CHANGE	Please see comments.	Full Service	4333135	PRUDENTIAL CENTER BRANCH	800 BOYLSTON STREET	BOSTON	MA	02199	SUFFOLK	UNITED STATES	522161	24	BOSTON PRIVATE BANK & TRUST COMPANY	964700	The correct address for this location is 800 Boylston Street. That is the address the U.S. Postal Service has for this location.
OK		Full Service	3223640	SEAPORT BOULEVARD BRANCH	157 SEAPORT BOULEVARD	BOSTON	MA	02210	SUFFOLK	UNITED STATES	425183	5	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	4292634	BROOKLINE BRANCH	1295A BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	519095	9	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3093218	CAMBRIDGE CENTER BRANCH	ONE CAMBRIDGE CENTER, KENDALL SQUARE	CAMBRIDGE	MA	02142	MIDDLESEX	UNITED STATES	365016	3	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3450941	HINGHAM BRANCH	7 CENTRAL STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES	452108	7	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Limited Service	3770881	JAMAICA PLAIN LOAN CENTER BRANCH	401C CENTRE STREET	JAMAICA PLAIN	MA	02130	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3398128	LEXINGTON BRANCH	1666 MASS AVE	LEXINGTON	MA	02420	MIDDLESEX	UNITED STATES	446177	6	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	3140215	CENTRE STREET BRANCH	1223 CENTRE STREET	NEWTON CENTER	MA	02459	MIDDLESEX	UNITED STATES	418998	4	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
OK		Full Service	2686556	WELLESLEY BRANCH	336 WASHINGTON STREET	WELLESLEY HILLS	MA	02481	NORFOLK	UNITED STATES	257674	1	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
ADD	4/15/2013	Full Service		PASADENA BRANCH	345 EAST COLORADO BOULEVARD	PASADENA	CA	91101	LOS ANGELES	UNITED STATES			BOSTON PRIVATE BANK & TRUST COMPANY		
ADD	2/4/2013	Full Service		SAN JOSE BRANCH	60 SOUTH MARKET STREET	SAN JOSE	CA	95113	SANTA CLARA	UNITED STATES			BOSTON PRIVATE BANK & TRUST COMPANY		

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Report Item 3: Securities holders

December 31, 2013

(1)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more
with power to vote as of fiscal year ending 12-31-2013

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each Class of Voting Securities
BlackRock, Inc. New York, NY, USA	USA	7,738,226 - 9.70% common stock
FMR, LLC Boston, MA, USA	USA	5,787,455 - 7.25% common stock
The Vanguard Group, USA Malvern, PA	USA	4,664,388 - 5.84% common stock

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December 31, 2013

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other business)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include Names of Subsidiaries)	(4)(c) 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)
Herbert S. Alexander Westborough, MA, USA	CPA, CFF, CGMA/Alexander, Aronson, Finning & Company, P.C.	Director	Director/Boston Private Bank & Trust Company	Founder and Chairman of the Board/Alexander, Aronson, Finning & Company	Less than 1%	N/A	N/A
				Chief Financial Officer/Wirefab, Inc. President / AAF Leasing Corporation Trustee / AAF Realty Trust Managing Member/Five Parnters Realty LLC			33.33% 30% N/A
Eugene S. Colangelo Westborough, MA, USA	Chairman/Julio Enterprises	Director	Chairman-Director/Boston Private Bank & Trust Company	Chairman / Julio Enterprises	Less than 1%	N/A	25%
				Vice President / Progressive Realty Consultants, Inc. President / Progressive Design Consultants, Inc. President / CMB Realty Inc. President / Westborough Books, Inc. Trustee, CMB Realty Trust Member Trustee/Colangelo Massachusetts Real Estate LLC			25% N/A N/A N/A N/A N/A
				Trustee, Colangelo Massachusetts Real Estate Trust General Partner, Lyman Street Limited Partership General Partner, Fay Mountain Holdings, LLC			N/A N/A 50%
Lynn Thompson Hoffman Sante Fe, NM, USA	Private Investor	Director	N/A	N/A	Less than 1%	N/A	N/A
Deborah Foye Kuenstner Boston, MA, USA	Chief Investment Officer/Wellesley College	Director	N/A	Chief Investment Officer/Wellesley College	Less than 1%	N/A	N/A
John L. Morton III Annapolis, MD USA	Private Investor	Director	N/A	Commissioner/Maryland State Lottery and Gaming Control Commission	Less than 1%	N/A	N/A
				Director and Trustee/Barry Wehmiller Companies Inc. Chairman/Maryland Stadium Authority			N/A

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William J. Shea North Andover, MA, USA	Chairman, Caliber ID, Inc.	Director	N/A	Chairman/Caliber ID, Inc.	Less than 1%	N/A	N/A
				Director/Caliber ID, Inc. Chairman/Demoulas Supermarkets, Inc. Chairman/World Gold Trust Services, Inc. Director/AIG SunAmerica			N/A N/A N/A N/A
Allen Sinai Lexington, MA, USA	CEO & President, Chief Global Economist-Strategist/Decision Economics, Inc.	Director	N/A	CEO & President, Chief Global Economist-Strategist/Decision Economics, Inc.	Less than 1%	N/A	59.8%
Stephen Waters Greenwich, CT, USA	Founding and Managing Partner, Compass Advisers Group LLC	Chairman/Director	N/A	Founding and Managing Partner/Compass Advisers Group LLC	Less than 1%	N/A	100%
				Director/Valero Energy Corporation			
Margaret W. Chambers Sudbury, MA, USA	N/A	EVP/General Counsel/Corporate Secretary	Director, KLS Professional Advisors Group, LLC	N/A	Less than 1%	N/A	N/A
Clayton G. Deutsch Newport, RI, USA	N/A	Director/CEO & President	Director/Boston Private Bank & Trust Company	Trustee, New York Yacht Club	1.07%	N/A	N/A
			Director/Dalton, Greiner, Hartman, & Maher Co., LLC Director/Bingham Osborn & Scarborough, LLC Director/Anchor Capital Advisors, LLC	Director, Courageous Sailing Center Director, International Yacht Restoration School Board of Overseers, Beth Israel Deaconess Medical Center			N/A N/A N/A
			Director/KLS Professional Advisors Group, LLC				
David J. Kaye Wellesley, MA, USA	N/A	EVP /Chief Financial Officer	Director/Anchor Capital Advisors, LLC	N/A	Less than 1%	N/A	N/A
			Director/Bingham Osborn & Scarborough, LLC				