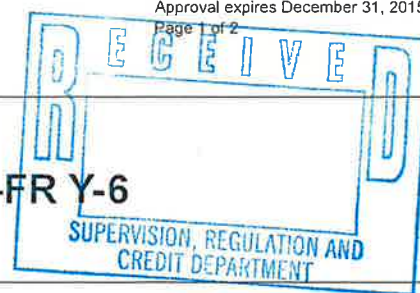


Board of Governors of the Federal Reserve System



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.

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.

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, Joseph V. Roller II

Name of the Holding Company Director and Official

President & C.E.O.

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.

Joseph V. Roller II

Signature of Holding Company Director and Official

03/14/2014

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. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Cambridge Bancorp

Legal Title of Holding Company

1336 Massachusetts Avenue

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

Cambridge

MA

02138

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Stephen Curtin

Sr. Accountant

Name

Title

617-441-1560

Area Code / Phone Number / Extension

617-812-0463

Area Code / FAX Number

scurtin@cambridgetrust.com

E-mail Address

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

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.

See attached org. chart

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

City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

March 13, 2014

Ms. JoanMarie Herlihy
Federal Reserve Bank of Boston
600 Atlantic Avenue
Boston, MA 02106-2076

Dear Ms. Herlihy:

Attached is the Annual Report of the Bank Holding Companies, Form FRY-6 for the Cambridge Trust Company and its parent, Cambridge Bancorp.

- Report Item #1a: **Form 10-K filed with the Securities and Exchange Commission - N/A**
- Report Item #1b: **Annual Report to Shareholders - Enclosed**
- Report Item #2: **Organizational Chart**

The Cambridge Trust Company is a wholly owned subsidiary of Cambridge Bancorp. The parent owns 100% of the stock, and the subsidiary is the only direct subsidiary of that holding company. There are no non-bank subsidiaries, nor are there any foreign subsidiaries. Attached is an organizational chart.

- Report Item #2b: **Domestic Branch Listing** – Submitted via email on 3/13/14.
- Report Item #3: **Shareholders**

There are three known shareholders who control more than 5% of the voting shares of the holding company. The Shareholders are:

Name	Address	Number of Shares	% of Total Shares
Banc Funds Co. LLC	208 S.La Salle St. #1680 Chicago, IL 60604	378,950	9.75%
Cambridge Bancorp Inc Employee Stock Ownership Plan	1336 Massachusetts Ave Cambridge, MA 02138	314,773	8.10%
City of Cambridge Retirement System	255 Bent Street Cambridge, MA 02141	256,944 (per last communication)	6.59%

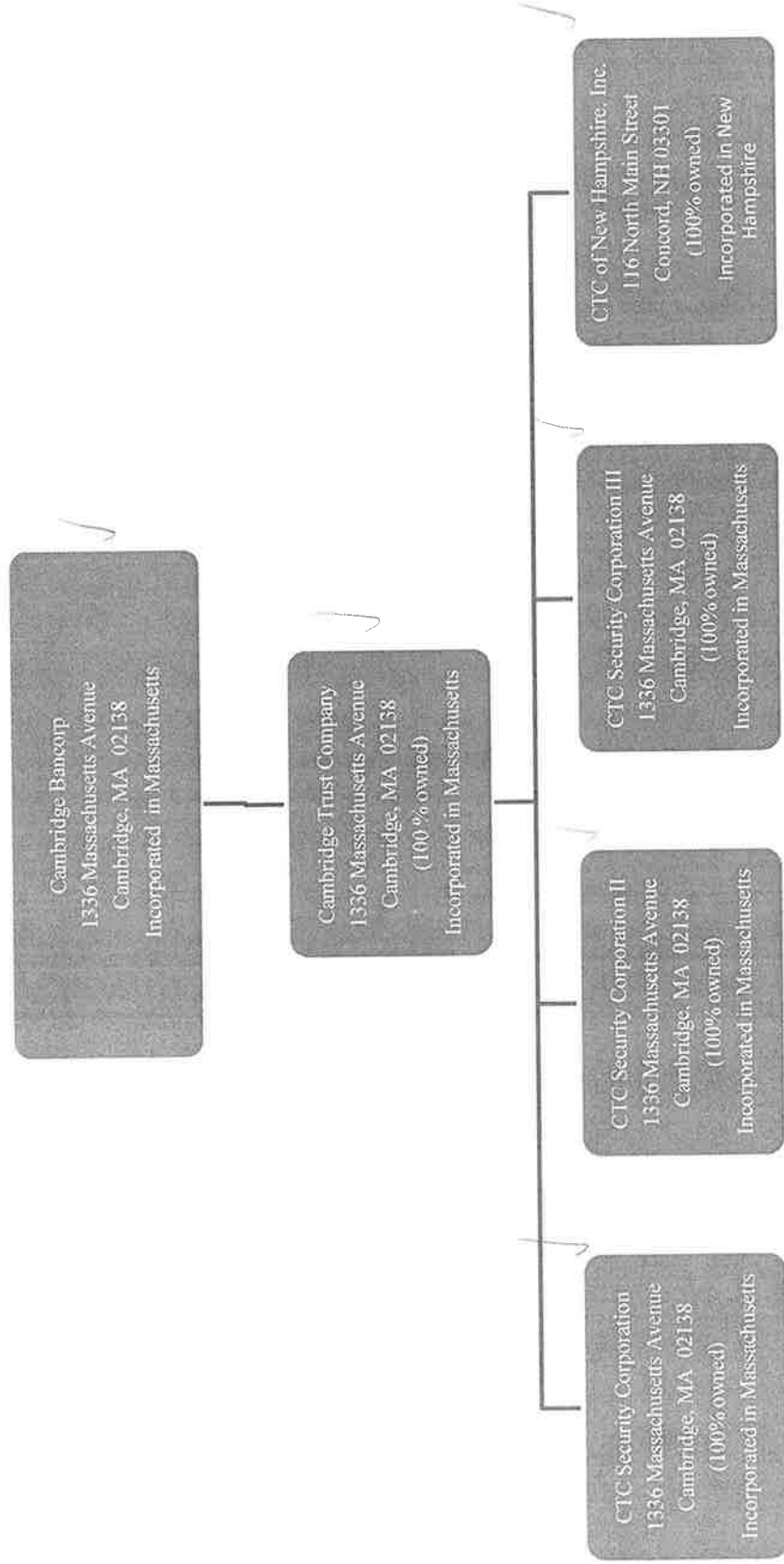
- Report Item #4: **Directors and Officers** - see attached schedule.

Very truly yours,



Albert R. Rietheimer
Chief Financial Officer & Treasurer

SUBSIDIARY OF THE HOLDING COMPANY AND THE BANK



Results: A list of branches for your depository institution: CAMBRIDGE TRUST COMPANY (ID_RSSD: 736206).

This depository institution is held by CAMBRIDGE BANCORP (1115013) of CAMBRIDGE, MA.

The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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
ok		Full Service (Head Office)	736206	CAMBRIDGE TRUST COMPANY	1336 MASSACHUSETTS AVENUE	CAMBRIDGE	MA	2138	MIDDLESEX
ok		Full Service	3922251	BELMONT BRANCH \	361 TRAPELO ROAD	BELMONT	MA	2478	MIDDLESEX
ok		Full Service	2743806	BEACON STREET BRANCH \	65 BEACON STREET	BOSTON	MA	2108	SUFFOLK
ok		Full Service	4459156	SOUTH END BRANCH \	565 TREMONT STREET	BOSTON	MA	2118	SUFFOLK
ok		Full Service	881601	HURON BRANCH \	353 HURON AVENUE	CAMBRIDGE	MA	2138	MIDDLESEX
ok		Full Service	735704	KENDALL SQUARE BRANCH \	326 MAIN STREET	CAMBRIDGE	MA	2142	MIDDLESEX
ok		Full Service	2011729	MASSACHUSETTS AVENUE BRANCH \	1720 MASSACHUSETTS AVE	CAMBRIDGE	MA	2138	MIDDLESEX
ok		Full Service	2727356	MIT AT UNIVERSITY PARK BRANCH \	350 MASSACHUSETTS AVENUE	CAMBRIDGE	MA	2139	MIDDLESEX
ok		Full Service	1489992	CONCORD CENTER BRANCH \	75 MAIN STREET	CONCORD	MA	1742	MIDDLESEX
ok		Full Service	4220208	1690 MASS AVE BRANCH \	1690 MASSACHUSETTS AVENUE	LEXINGTON	MA	2420	MIDDLESEX
ok		Full Service	3088821	LINCOLN BRANCH \	152 LINCOLN ROAD	LINCOLN	MA	1773	MIDDLESEX
ok		Full Service	820600	WESTON BRANCH \	494 BOSTON POST ROAD	WESTON	MA	2493	MIDDLESEX
ok		Trust	3747548	CONCORD TRUST BRANCH \	116 NORTH MAIN STREET	CONCORD	NH	3301	MERRIMACK
add	10/1/2011	Trust		CTC of NH INC.	One Harbour Place, Suite 240	Portsmouth	NH	3801	Rockingham

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_rsspd*	Comments
UNITED STATES	5196		0 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	484937		13 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218050		10 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218042		2 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218041		1 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218045		5 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218049		9 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218046		6 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	364824		12 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218043		3 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES	218047		7 CAMBRIDGE TRUST COMPANY	736206	
UNITED STATES			CAMBRIDGE TRUST COMPANY	736206	

Report Item #4 Qx 1	Report Item #4 Qx 3a, 3b, 3c	Report Item #4 Qx 2	Report Item #4 Qx 4a, 4b	Report Item #4 Qx 4c
Name City, State	Title/Position With Any Other Business/Company	Principal Occupation (Other than Cambridge Bancorp)	Number of Shares Percentage Owned, etc. (Cambridge Bancorp) <5.00%	Other Business > 25%, etc. (Related to Qx 3)
Bettacchi, Robert J. Lexington, MA 02421	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Principle/Owner RJB Consulting	5,721 2,800 (st. name)	100%
Briggs, Donald T. Lexington, MA 02141	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	President/SVP Development Federal Realty Investment	441	
Jeanette Clough, G. Boston, MA 02114	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	President & CEO Mount Auburn Hospital	2,382	
Davis, Robert C. Watertown, MA 02472	Secretary, Cambridge Bancorp, Inc Senior VP, & Chief Credit Officer, Cambridge Trust Company		7,010 11,343 (st. name)	
Hambleton Lord Cambridge, MA 02138	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Managing Director Launchpad Venture Group	711 200 (st. name)	
Mixer, Jean K. Mixer Consulting Newton, MA 02466	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Managing Director Mixer Consulting	3,144 30 (st. name)	100%
Palandjian, Leon A. Belmont, MA 02478	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Managing Member Intercontinental Capital Management, LLC Portfolio Manager Techari Global Healthcare Fund	2,730 30 (st. name)	SEE ATTACHED
Peterkin, Robert S. Arlington, MA 02474	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company Director, American College of Education Director, NE College of Finance, LLC	Professor Emeritus Harvard Graduate School of Education Principal Peterkin Consulting Group	9,060	
Rietheimer, Albert R. Nashua, NH 03062	Treasurer & CFO, Cambridge Bancorp, Inc. Senior VP, CFO & Treasurer, Cambridge Trust Company -		4,046	

Report Item #4 Qx 1	Report Item #4 Qx 3a, 3b, 3c	Report Item #4 Qx 2	Report Item #4 Qx 4a, 4b	Report Item #4 Qx 4c
Name City, State	Title/Position With Any Other Business/Company	Principal Occupation (Other than Cambridge Bancorp)	Number of Shares Percentage Owned, etc. (Cambridge Bancorp) <5.00%	Other Business > 25%, etc. (Related to Qx 3)
Roller, Joseph V. II Boston, MA 02116	Director, President & CEO, Cambridge Bancorp Inc. Director, President & CEO, Cambridge Trust Co Director, Massachusetts Bankers Association Trustee - Cambridge Community Foundation - Cambridge Housing Assistance Fund - Huntington Theatre - Mount Auburn Hospital		16,747 4,150 (st. name)	
Stone, R. Gregg Newton, MA 02459	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Manger Kestrel Management, LLC	1,720 3,000 (st. name)	SEE ATTACHED
Thomas, Anne M. Boston, MA 02116	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Retired Special Counsel City of Somerville	4,664	
Warner, David C. Gloucester, MA 01930	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Partner Partner, J. M. Forbes & Co. LLP	3,545	
Whitlock, Linda Newton Highlands, MA 02161	Lead Director, Cambridge Bancorp, Inc. Lead Director, Cambridge Trust Company	Principal The Whitlock Group	4,131 595 (st. name)	100%
Willmore, Kathryn A. Boston, MA 02118	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Consultant	3,098	
Woodman, Byron E., Jr. Concord, MA 02742	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company - Monument Group Wealth Advisors LLC - Monument Group Tax Advisors LLC - Woodman & Eaton PC	President Woodman & Eaton, P.C. Attorney	3,206 5,158 (st. name)	

Leon A. Palandjian, M.D.

List of companies, % ownership, and title
as of 1-09-14

<u>ENTITIES</u>	<u>Partnership Percentage</u>	<u>Title</u>
LAP, LLC	33%	na
Intercontinental GP	32%	na
Intercontinental Real Estate Advisors	27%	na
Techari B IX, LLC	100%	Manager
Clifton Enterprises L.P	33%	Director, Secretary
Juniper Enterprises LP	33%	Director, Secretary
Juniper Ventures, LP	33%	Director, Secretary
Redwood Enterprises LP	33%	Director, Secretary
P & S Family Partnership	32%	Director, Secretary
Centrebrook, Inc	33%	Director, Secretary
Cosmo Gp, Inc	33%	Director, Secretary
Eliot Square Enterprises, Inc	33%	Director, Secretary
Harvard 111, Inc	33%	Director, Secretary
Juniper Enterprises Inc	33%	Director, Secretary
Juniper Ventures, Inc	33%	Director, Secretary
Marion 49, Inc	33%	Director, Secretary
Redwood Enterprises Inc	33%	Director, Secretary
Intercontinental Capital Management, LLC	50%	Managing Director
Intercontinental GP, LLC	50%	Managing Director
Holdings Loan Acquisition LLC	100%	na

R. Gregg Stone
List of Companies, Percent Ownership and Title
Title/Position with Other Companies
As of 12-2013

Section I

<u>Name of Company</u>	<u>Title</u>
PHT Corp	Chairman
Indian Spring Land Company	Director, President
Boys & Girls Club of Boston	Director
Camp Pasquaney	Director

Section II

<u>Entities</u>	<u>% Ownership</u>	<u>Title</u>
Harmon Street Investors, LLC	100% Legal Control	Manager
Catbird Seat, LLC	100% Legal Control	Manager
Kestrel Venture Partners, LP	100% Legal Control	General Partner
Mass Ventures Equity Fund, LP	100% Legal Control	General Partner
Launchpad Venture Group, LLC	16.67%	Director
Summer Search	N/A	Boston Advisory Board