

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.

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

December 31, 2013

Month / Day / Year

I, **Wayne F. Patenaude**

Reporter's Name, Street, and Mailing Address

Cambridge Financial Group, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

1374 Massachusetts Avenue

Title of the Holding Company Director and Official

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

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.

Cambridge MA 02138

City State Zip Code

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:

Stephen J. Coukos EVP & General Counsel

Name Title

617-441-4123

Area Code / Phone Number / Extension

617-354-9346

Area Code / FAX Number

scoukos@cambridgesavings.com

E-mail Address

www.cambridgesavings.com

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

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.

2687795

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

12/27/2019

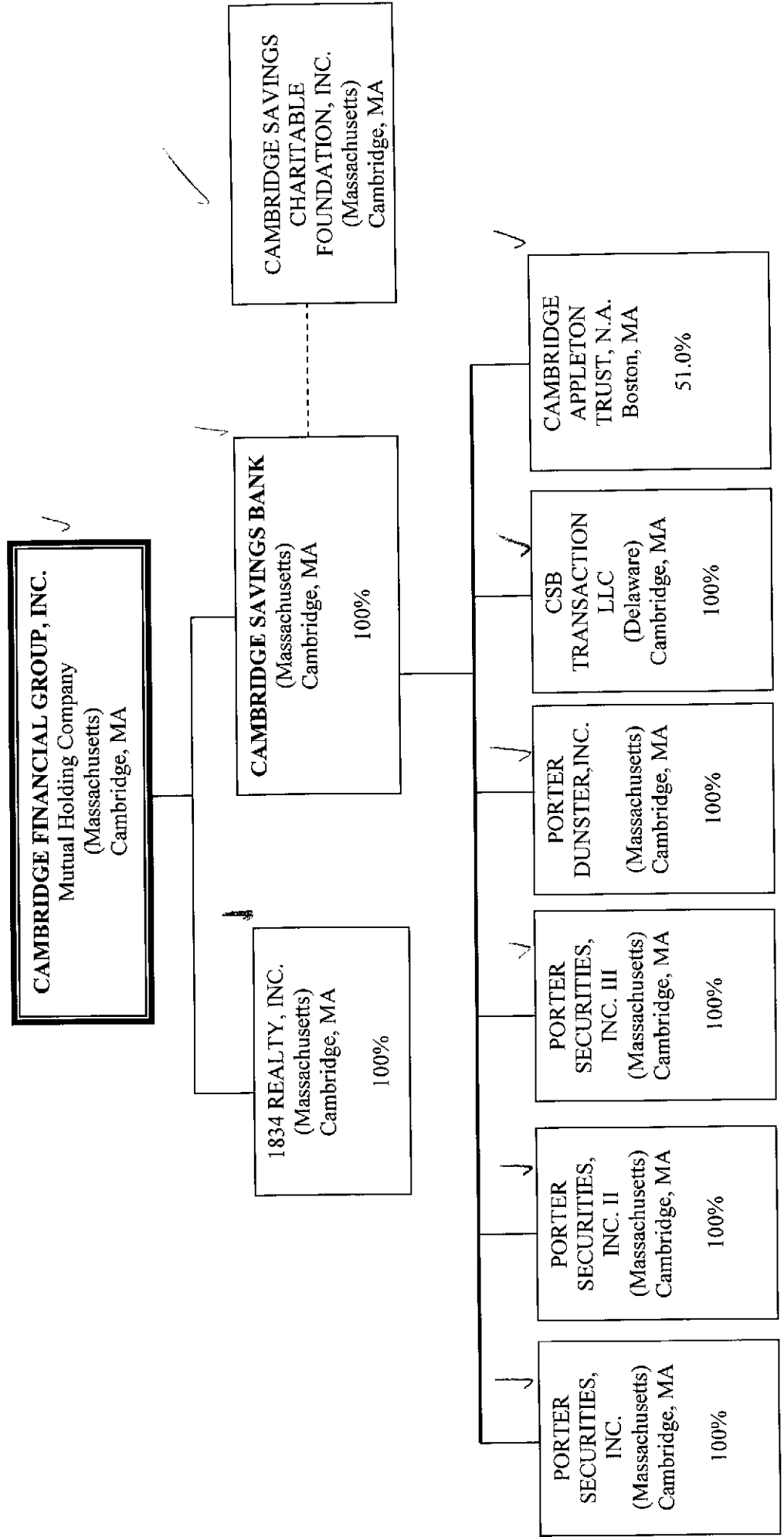
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12/27/2019

Cambridge Financial Group, Inc. & Subsidiaries

Organization Chart

As of December 31, 2013



Percentages listed represent the ownership of the parent company.

FORM FR Y-6

**CAMBRIDGE FINANCIAL GROUP
CAMBRIDGE, MASSACHUSETTS
FISCAL YEAR ENDING DECEMBER 31, 2013**

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC is a Mutual BHC, and therefore does not have shareholders. The BHC does, however, prepare an annual report, copies of which will be submitted upon completion.
- 2: Organization Chart **SEE ATTACHED CHART**

FORM FR Y-6

DECEMBER 31, 2013

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-09	Shareholders 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 12-31-09
(1) (a) Name & Address (City, State, Country) (1)(b) Country of Citizenship or Incorporation (1)(c) Number and Percentage of each Class of Voting Securities	(2)(a) Name & Address (City, State, Country) (2)(b) Country of Citizenship or Incorporation (2)(c) Number and Percentage of each Class of Voting Securities
<p>The Mutual Bank Holding Company has no shareholders</p>	

FORM FR Y-6

DECEMBER 31, 2013

Report Item 4:

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentag e of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (include name of subsidiary)	(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)
Michael J. Costello Wellesley, MA 02481	Retired	Trustee, Corporator; Risk Management Committee Chair	Director, CSB; Risk Management Committee Chair	None	None	None	None
Stephen J. Coukos, Esq.^ West Newton, MA 02465	Executive Vice President, General Counsel, & Clerk Cambridge Savings Bank	Trustee, Corporator; Executive Vice President, General Counsel & Clerk	Executive Vice President, General Counsel, & Clerk, Cambridge Savings Bank; Director, EVP, General Counsel & Clerk of; 1834 Realty, Inc.; Porter Securities, Inc.; Porter Securities, Inc., II; Porter Securities, Inc. III; Porter Dunster, Inc.; Manager, EVP, General Counsel & Clerk CSB Transaction LLC; EVP, General Counsel & Secretary, Cambridge Appleton Trust, NA	None	None	None	None
Anne Adams Cushman Cambridge, MA 02140	Public Relations/ Marketing	Trustee, Corporator; Corporate Governance Committee Chair	Director, CSB; Corporate Governance Committee Chair	Owner/ Principal, Advise & Consult Cambridge, MA	None	None	None

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (include name of subsidiary)	(4)(c) List names of other companies (includes partnerships) if 2.5% or more of voting securities are held (List names of companies and percentage of voting securities held)
John P. DiGiovanni Belmont, MA 02478	Property Management	Trustee, Corporator; Compensation Committee Member	Compensation Member	President, Trinity Property Management	None	None	Trinity Realty LLC – 60.4% Trinity Realty Limited Partnership II – 57.4% Cambridge Highlands LLC – 50% Trinity Property Management, Inc. – 84%
Douglas J. Faithfull^ Cohasset, MA 02025	Executive Vice President, Chief Lending Officer, Cambridge Savings Bank	Executive Vice President, Chief Lending Officer, Cambridge Financial Group, Inc.	Executive Vice President, Chief Lending Officer, Cambridge Savings Bank	None	None	None	None
Thomas W. Falwell Arlington, MA 02174	Attorney	Trustee, Corporator; Compensation Committee member	Director CSB; Trust Committee Member; Investment Committee Member; Compensation Committee Member	Partner, Comins & Newbury LLP Concord, MA	None	None	Comins & Newbury LLP – 52.44%
Kevin J. Fitzgerald Winchester, MA 01890	Retired	Trustee, Corporator; Auditing Committee member	Director CSB; Auditing Committee member	None	None	None	None
Michael O Gillies^ Bolton, MA 01740	Executive Vice President, Chief Financial Officer & Treasurer, Cambridge Savings Bank	Executive Vice President, Chief Financial Officer & Treasurer, Cambridge Financial Group, Inc.	Executive Vice President, Chief Financial Officer & Treasurer, Cambridge Savings Bank; Director, EVP, Chief Financial Officer, Treasurer & Assistant Clerk of; 1834 Realty, Inc.; Porter Securities, Inc.; Porter Securities, Inc., II; Porter Securities, Inc. III; Porter Dunster, Inc.; Manager, EVP, Chief Financial	None	None	None	None

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentag e of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (include name of subsidiary)	(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)
			Officer, Treasurer & Assistant Clerk CSB Transaction LLC; EVP, Chief Financial Officer, Treasurer, Cashier & Assistant Secretary, Cambridge Appleton Trust, NA	Partner, Cabot Properties, Inc. Boston, MA; Independent Real Estate Consultant	None	None	None
Howard B. Hodgson, Jr. Ipswich, MA 01938	Real Estate Funds Management	Trustee, Corporator; Compensation Committee Chairman	Director CSB; Compensation Committee Chairman; Director, Cambridge Appleton Trust, NA	Alan McClellenn, Jr. FAKP Planning & Development Consultant, Owner	None	None	None
Alan McClellenn, Jr. South Orleans, MA 02662	Retired	Trustee, Corporator; Chairman	Director CSB; Chairman	Alan McClellenn, Jr. FAKP Planning & Development Consultant, Owner	None	None	None
C. Brendan Noonan III Belmont, MA 02478	Real Estate	Trustee, Corporator, Audit Committee Member	Director CSB; Audit Committee Member; Trust Committee Member	President, C. Brendan Noonan & Company, Inc.	None	None	None
Wayne F. Patenaude Concord, MA 01742	President & CEO, Cambridge Savings Bank	Trustee, Corporator; President & CEO, Cambridge Financial Group, Inc.	Director, President & CEO, CSB; Director & Chairman, Cambridge Appleton Trust, N.A.; Director, Chairman, President & CEO of Porter Securities Inc.; Porter Securities Inc. II; Porter Securities Inc., III; Porter Dunstet, Inc.; 1834 Realty, Inc.; Manager, Chairman, President & CEO, CSB Transaction	None	None	None	None

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Mary Ann Pesce Choate	Retired	Trustee, Corporator; Risk Management Committee Member	LLC Risk Management Committee Member	None	None	None	None
Robert J. Ramsey Belmont, MA 02478	Insurance	Trustee & Corporator; Corporate Governance Committee Member	Director CSB; Corporate Governance Committee Member	VP & Owner, W.T. Phelan Co. Belmont, MA	None	None	None
Robert P. Reardon Belmont, MA 02478	Municipal	Trustee & Corporator; Audit Committee Chairman	Director CSB; Audit Committee Chairman	Director of Assessment, City of Cambridge, MA	None	None	None
Harborne W. Stuart, Jr. NY, NY 10024	Business School Professor	Trustee, Corporator; Risk Management Committee Member	Director CSB; Risk Management Committee member	Visiting Professor, NYU Stern School of Business	None	None	None
Robert M. Wilson Brookline, MA 02445	Retired	Trustee & Corporator	Director, CSB; Honorary Director, Cambridge Appleton Trust N/A	None	None	None	None

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Robert W. Murray Boston, MA 02110	Real Estate Development	Trustee, Corporator, Corporate Governance Committee Member	Director, CSB Corporate Governance Committee Member	President & CEO, Murray Hills, Inc. President, Café Escadrille, Inc. Owner/partial owner of all Entities listed in (4)(c)	None	None	170 New Boston Street LLC – 100% 184 Cambridge Street, LLC – 100% 225 Wildwood Avenue LLC – 100% 242 LLC – 100% 245 Cambridge Street, LLC – 100% 260 Winn Street, LLC – 100% 330 Lexington Street Trust – 100% 500 Lexington Street, LLC – 100% Apple Tree Trust – 100% Benson Trust – 100% Border Trust – 100% Burlington Heights LLC – 100% Burlwood Realty Corporation – 100% Café Escadrille – 100% Café Escadrille, Inc. MA Business Trust 100% Colonial Ridge, LLC – 40% Commonwealth Engineering, Inc. – 100% Constitution Park Trust I, II, III & IV – 100% Constitution Park Eight LLC – 100% Constitution Park Five Trust – 100% Country Club Trust – 100% Donald Road Realty Trust – 100% Dragon Court Trust – 100% Escadrille Realty, LLC – 100% Emerald Rose, LLC – 66 2/3 % Fourteen Cambridge Street Trust – 100% Gayland Trust – 100% Gilford Trust – 100% Greenville Trust – 50% Greenwood Trust – 100% Ipswich Estates Trust – 100% Ireland View Trust – 100% Lexington Trust – 100% Lincoln Knoll Realty Trust – 100% Lincoln Knoll Trust – 100% Montvale Trust – 100% Murray Avenue Trust – 100% Murray Hills, Incorporated – 100% Oak Realty Trust – 100% Park Hill Realty Trust – 100% Peach Realty, Inc. – 100% Ray Avenue Trust – 100% Ray Avenue Two Trust – 100% Ray Estates Trust – 100%

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Murray - continued							Ridgefield Estates, LLC - 40% Robert W. Murray Charitable Foundation - 100% Robert W. Murray 1988 Trust - 100% Robert W. Murray, Gilford Trust - 100% Russell Trust - 100% Scott Avenue Realty Trust - 100% Seven Eighty-Five Boston Road, LLC - 66 2/3% Sixth Road, Woburn LLC - 100% South Bedford Street Trust - 100% Stonewall Realty Corp - 100% Sunset Realty Trust - 100% Ten, LLC - 100% Ten Ray Avenue Trust - 100% West Woburn Development Corp - 100% Winn Mountain Corp (NH) - 100% Winning Estates LLC - 100% Winning Farm Trust - 100% Wood Estates At Burlington LLC - 100%

^Executive Officers of Cambridge Savings Bank and Cambridge Financial Group, Inc.

