### Board of Governors of the Federal Reserve System







# Annual Report of Holding Companies—FRY-6 1 2

Supervision, Regulation and Credit Department

### 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, Clayton G. Deutsch

Name of the Holding Company Director and Official

Chief Executive Officer 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.

details in the report concerning that individual.//
Chish Grapil
Signature of Holding Company Director and Official
75th 23 2018
Date of Signature
For holding companies <u>not</u> 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
RSSDID 124 C 67.8

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.

sor, 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, 2017 Month / Day / Year 9LC5YYBM83TLRL460X73 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code) 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 City State Zip Code Physical Location (if different from mailing address) Person to whom questions about this report should be directed: Kathryn Cabral Paralegal / (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 0=No Is confidential treatment requested for any portion of this report submission? ..... In accordance with the General Instructions for this report (check only one), 1. a letter justifying this request is being provided along

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.

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<u>Item 1</u>

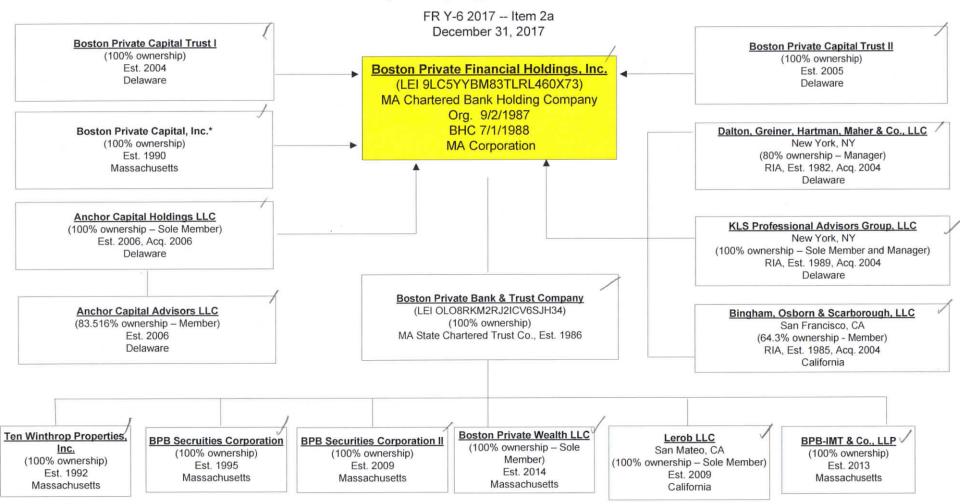
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<u>Item 2a</u>

# **BOSTON PRIVATE**

WEALTH - TRUST - PRIVATE BANKING

### **Legal Entity Organizational Chart**



<sup>\*100%</sup> ownership of Boston Private Capital, Inc. transferred from Boston Private Bank & Trust Company to Boston Private Financial Holdings, Inc. on 7-26-2017

 <sup>--</sup>Unless otherwise indicated, physical address is Boston, Massachusetts.

<sup>-</sup>LEI provided where applicable.

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<u>Item 2b</u>

Results: A list of branches for your depository institution: BOSTON PRIVATE BANK & TRUST COMPANY (ID\_RSSD: 964700).

This depository institution is held by BOSTON PRIVATE FINANCIAL HOLDINGS, INC. (1248078) of BOSTON, MA.

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

### 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.

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 UNINUM*	Office Number*	Head Office	Head Office ID_RSSD* Comments
ОК		Full Service (Head Office)	964700 BOSTON PRIVATE BANK & TRUST COMPANY	TEN POST OFFICE SQUARE	BOSTON	MA	02109	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	4893611 BEVERLY HILLS BRANCH	225 NORTH BEVERLY DRIVE	BEVERLY HILLS	CA	90210	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
OK		Full Service	3689769 BURLINGAME BRANCH	1440 CHAPIN AVENUE	BURLINGAME	CA	94010	SAN MATEO	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	193461 VENTURA BOULEVARD BRANCH	16000 VENTURA BOULEVARD	ENCINO	CA	91436	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	3627949 LOS ALTOS BRANCH	345 SOUTH SAN ANTONIO ROAD	LOS ALTOS	CA	94022	SANTA CLARA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
OK		Full Service	5173637 LOS ANGELES BRANCH	801 S. FIGUEROA STREET, SUITE 100	LOS ANGELES	CA	90017	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	3510733 PALO ALTO BRANCH	420 COWPER STREET	PALO ALTO	CA	94301	SANTA CLARA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	4616388 PASADENA BRANCH	345 E. COLORADO BOULEVARD	PASADENA	CA	91101	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
OK		Full Service	3510724 SAN FRANCISCO BRANCH	433 CALIFORNIA STREET	SAN FRANCISCO	CA	94104	SAN FRANCISCO	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	4616379 SAN JOSE BRANCH	60 SOUTH MARKET STREET	SAN JOSE	CA	95113	SANTA CLARA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	208169 BOVET ROAD BRANCH	160 BOVET ROAD	SAN MATEO	CA	94402	SAN MATEO	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
OK		Full Service	3579543 SANTA MONICA BROADWAY BRANCH 🗸	520 BROADWAY	SANTA MONICA	CA	90401	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	3297128 WESTLAKE VILLAGE BRANCH	971 S WESTLAKE BOULEVARD	WESTLAKE VILLAGE	CA	91361	VENTURA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
OK		Full Service	3770872 BEVERLY BRANCH	57 ENON STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	2918725 BOYLSTON STREET BRANCH 🗸	500 BOYLSTON STREET	BOSTON	MA	02116	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	4333135 PRUDENTIAL CENTER BRANCH V	800 BOYLSTON STREET	BOSTON	MA	02199	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	3223640 SEAPORT BOULEVARD BRANCH 🗸	157 SEAPORT BOULEVARD	BOSTON	MA	02210	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	4292634 BROOKLINE BRANCH	1295A BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	3093218 CAMBRIDGE CENTER BRANCH	265 MAIN STREET, KENDALL SQUARE	CAMBRIDGE	MA	02142	MIDDLESEX	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	3450941 HINGHAM BRANCH 🗸	7 CENTRAL STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		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	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
OK		Full Service	3140215 CENTRE STREET BRANCH 🗸	1223 CENTRE STREET	NEWTON CENTER	MA	02459	MIDDLESEX	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700
ОК		Full Service	2686556 WELLESLEY BRANCH	336 WASHINGTON STREET	WELLESLEY HILLS	MA	02481	NORFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700

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Item 3

# Report Item 3: Securities holders (1)(a)(b)(c)

## Form FR Y-6

(a)(b)(c) December 31, 2016

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016

(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 Institutional Trust Company, N.A. New York, NY, USA	USA	8,972,700 / 10.79% common stock
The Vanguard Group, Inc. Malvern, PA, USA	USA	7,144,643 / 8.59% common stock
Dimensional Fund Advisors L.P. Austin, TX, USA	USA	5,389,750 / 6.48% common stock

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<u>Item 4</u>

### Form FR Y-6

December 31, 2017

## 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 Subsidiarles (include names of subsidiarles)	(3)(c) Title & Position with Other Business (include names of other business)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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)
Mark F. Furlong	N/A	Director	Director/Boston Private Bank & Trust Company	Director/Kforce, Inc.	Less than 1%	N/A	N/A
Chicago, IL, USA				Director/Antares Capital		· ·	
Same and the same of the same				Control of the Contro			
Joseph C. Guyaux	N/A	Director	Director/Boston Private Bank & Trust Company	Director, Chairman/DQE Holdings LLC	Less than 1%	N/A	N/A
Pittsburgh, PA, USA	_	<u> </u>		Director, Chairman/Duquesne Light Company			
-	<del>                                     </del>		<u></u>	Director, Chairman/Highmark Health			
				Director/Highmark, Inc.			
Deborah Foye Kuenstner	Chief Investment	Director	Director/Boston Private Bank & Trust Company	Chief Investment Officer/Wellesley College	Less than 1%	N/A	N/A
Boston, MA, USA	Officer/Wellesley College		,		Loos tidii 170	1307	
			and the second of the second o				
Gloria C. Larson Yarmouth Port, MA, USA	President/Bentley University	Director	Director/Boston Private Bank & Trust Company	President/Bentley University Director/Unum Group	Less than 1%	N/A	N/A
John L. Morton III Annapolis, MD USA	Private Investor	Director	Director/Boston Private Bank & Trust Company	Commissioner/Maryland State Lottery and Gaming Control Commission	Less than 1%	N/A	N/A
				Director/Barry-Wehmiller Companies Inc.			
	<u> </u>	<del>  -</del> -		Director/U.S. Naval Institute			
				Trustee/Athletic & Scholarship Program of U.S. Naval Academy Foundation			
				7 Wood City   College City			
Daniel P. Nolan Loudonville, NY, USA	President and CEO/Hugh Johnson Advisors, LLC	Director	Director/Boston Private Bank & Trust Company	President and CEO/Hugh Johnson Advisors, LLC	Less than 1%	N/A	Hugh Johnson Advisors, LLC/31%
				Principal/NPV Capital, LLC			NPV Capital, LLC/100%
							Marsh Harbor Realty
	<del>                                     </del>	<del>  -</del>				,	Holdings LLC/43.75%
							Fourth Avenue Partners II, LLC/52%
							Nashville Cats LLC/25%
					1/2/2/2018	1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	

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December 31, 2017

(1) Names & Address (City, State, Country) Kimberly S. Stevenson Troutman, NC	(2) Principal Occupation if other than with Bank Holding Company SVP and General Manager of Data Center Infrastrucutre/Lenovo	(3)(a) Title & Position with Bank Holding Company Director	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries) Director/Boston Private Bank & Trust Company	(3)(c) Title & Position with Other Business (include names of other business)	(4)(a) Percentage of Voting Shares Ir Bank Holding Company Less than 1%	(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)  N/A
Stephen M. Waters Greenwich, CT, USA	Founding and Managing Partner, Compass Partners Advisors LLP	Chairman/Director	Chairman/Boston Private Bank & Trust Company	Founding and Managing Partner/Compass Partners Advisors LLP	Less than 1%	N/A	Compass Partners Advisors LLP
				Director/Valero Energy Corporation			Compass Partners
							Advisors LLP Compass Partners Investments Co-Invest Fund LP
	_						Stephen and Sandra Waters Foundation
							Waters International II LLC
							Waters International Compass Partners Investments LLC
							Sandra N. Waters Irrev
Donna C. Wells	Disease / Decided	D			(4)	V V Section Control	
Portola Valley, CA, USA [Resigned on 2/16/2018]	Director/President and CEO/Mindflash Technologies, Inc. [retired June 2017]	Director	Director/Boston Private Bank & Trust Company	Director/President and CEO/Mindflash Technologies, Inc. [retired June 2017]	Less than 1%	N/A	N/A
Glastonbury, CT, USA	N/A	Director	Director/Boston Private Bank & Trust Company	Director/Indivior PC SE2 Holdeings, Inc. Trustee/Connecticut Science Center Trustee Board Member/Penn State University Business School Board	Less than 1%	N/A	N/A

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(1) Names & Address (City, State, Country) Margaret W. Chambers Sudbury, MA, USA	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company  EVP/General Counsel/Corporate	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)  Director, KLS Professional Advisors Group, LLC	(3)(c) Title & Position with Other Business (include names of other business)	(4)(a) Percentage of Voting Shares in Bank Holding Company Less than 1%	(4)(b) Percentage of Voting Shares in Subsidiarles (include Names of Subsidiarles)	(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)  N/A
		Secretary					
Clayton G. Deutsch Boston, MA, USA	N/A	Director/CEO and President	Director/Boston Private Bank & Trust Company	Director, Courageous Sailing Center	Less than 1%		N/A
		+	Director/Dalton, Greiner, Hartman, & Maher Co., LLC	Director, International Yacht Restoration School	<del> </del>		+
			Director/Bingham Osborn & Scarborough, LLC	Board of Overseers, Beth Israel Deaconess Medical	<del>                                     </del>	<del>-</del>	+
				Center			
			Director/Anchor Capital Advisors, LLC		1		
			Director/KLS Professional Advisors Group, LLC				
			Director/Boston Private Wealth LLC				
Corey A. Griffin Wellesley, MA, USA	N/A	Executive Vice President	CEO, Boston Private Wealth LLC	N/A	Less than 1%	N/A	N/A
			EVP, CEO-Wealth Management and Trust Segment				
<del></del>	<u> </u>		Director/Boston Private Bank & Trust Company		ļ		
<del>-</del>		+	Director/Boston Private Wealth LLC		<u> </u>		
			Director/Dalton, Greiner, Hartman, & Maher Co., LLC				
Martha T. Higgins Brookline, MA, USA	N/A	EVP/Chief Human Resources Officer	N/A	N/A	Less than 1%	N/A	N/A
David J. Kaye Wellesley, MA, USA	N/A	EVP /Chief Financial and Administrative Officer	Director/Anchor Capital Advisors, LLC	N/A	Less than 1%	N/A	N/A
		1	Director/Bingham Osborn & Scarborough, LLC		i		<del></del>
			Director/Boston Private Bank & Trust Company				<del>                                     </del>
			Director/Boston Private Wealth LLC				·-
	A STATE OF THE STA	12/1/1/1/1/1/1/					Contract Con
W. Timothy MacDonald	N/A	EVP/Chief Risk	N/A	N/A	Less than 1%	N/A	N/A
Portsmouth, NH, USA		Officer					
Jacqueline S. Shoback	N/A	EVP/Chief Client	N/A	Director, Harvard Student Agencies	Less than 1%	N/A	N/A
Brookline, MA, USA	1707	Development Officer	I Wh	Director, CUNA Mutual Group	Less than 170	IN/A	IVA .