

3/17/18

March 16, 2018

Ms. Ellen Lovett
Federal Reserve Bank of Boston
600 Atlantic Avenue
Boston, MA 02106-2076

RECEIVED

MAR 29 2018

Supervision, Regulation and
Credit Department

Dear Ms. Lovett:

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 #1: **Annual Report to Shareholders** – find at CambridgeTrust.com/Investor Relations
- Report Item #2a: **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 3/16/18.
- Report Item #3: **Shareholders**

There are four 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	20 North Wacker Drive, Suite 3300 Chicago, IL 60606	220,544	5.40%
Basswood Capital Mgmt LLC	645 Madison Ave., 10 th Flr New York, NY 10022	211,365	5.18%
Cambridge Bancorp Inc Employee Stock Ownership Plan	1336 Massachusetts Ave Cambridge, MA 02138	312,585	7.66%
City of Cambridge Retirement System	100 Cambridge Park Drive, Suite 101 Cambridge, MA 02141	255,944 (per last communication)	6.27%

- Report Item #4: **Insiders** - see attached schedule.

Very truly yours,

Michael F. Carotenuto
Chief Financial Officer & Treasurer

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)); 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.

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.

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, **Denis K. Sheahan**

Name of the Holding Company Director and Official

Chairman & Chief Executive Officer

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.

Denis K. Sheahan

Signature of Holding Company Director and Official

03/21/2018

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 1115013
 C.I. _____

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

December 31, 2017

Month / Day / Year

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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:

Joseph P. Sapienza

S.V.P. & Controller

Name

Title

617 441 1550

Area Code / Phone Number / Extension

617 812 0463

Area Code / FAX Number

joseph.sapienza@cambridgetrust.com

E-mail Address

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."

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. LEI's exist where noted

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)

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City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

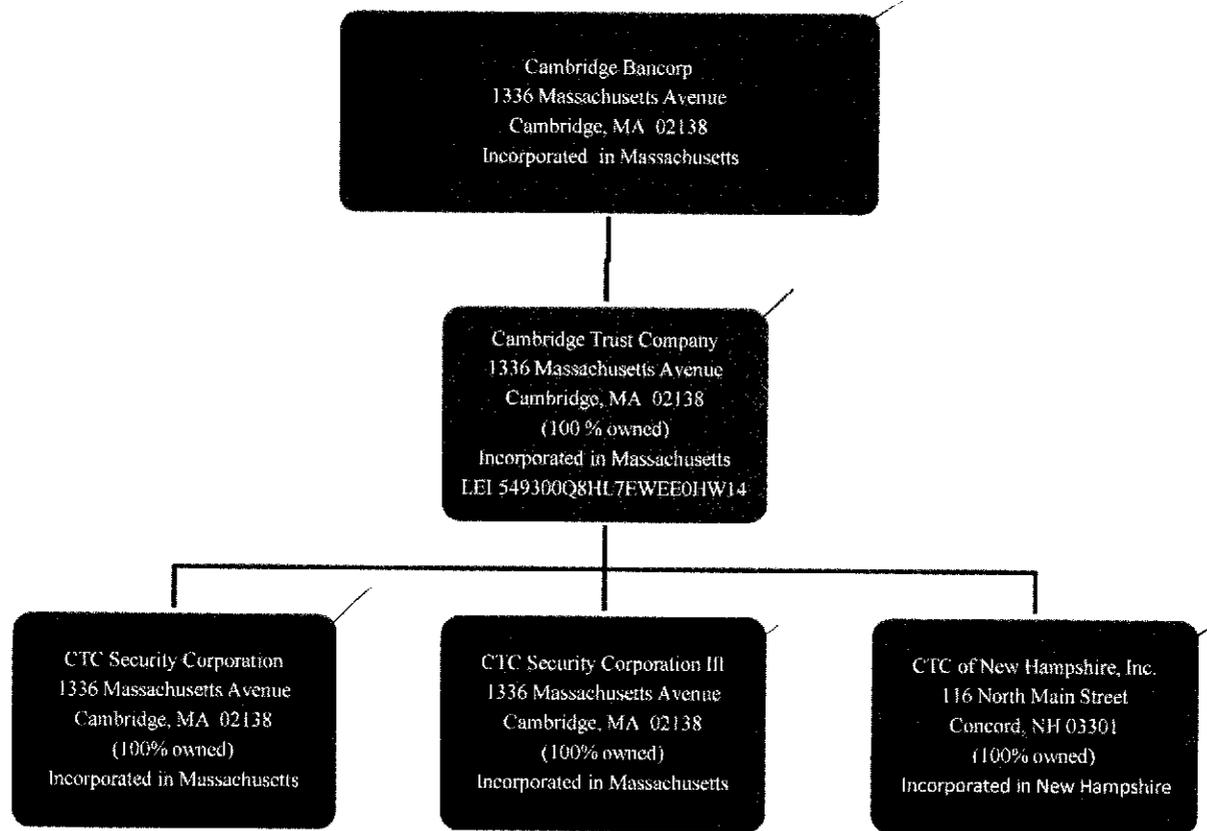
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

SUBSIDIARY OF THE HOLDING COMPANY AND THE BANK



Results: A list of branches for your depository institution: CAMBRIDGE TRUST COMPANY (ID_R5SD: 736206).
 This depository institution is held by CAMBRIDGE BANCORP (1115013) of CAMBRIDGE, 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.

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_R5SD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_R5SD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_R5SD*	Comments
OK		Full Service (Head Office)	736206	CAMBRIDGE TRUST COMPANY	1336 MASSACHUSETTS AVENUE	CAMBRIDGE	MA	02138	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	3922251	BELMONT BRANCH ✓	361 TRAPELO ROAD	BELMONT	MA	02478	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	2743806	BEACON STREET BRANCH ✓	65 BEACON STREET	BOSTON	MA	02108	SUFFOLK	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	4459156	SOUTH END BRANCH ✓	565 TREMONT STREET	BOSTON	MA	02118	SUFFOLK	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	881601	HURON BRANCH ✓	353 HURON AVENUE	CAMBRIDGE	MA	02138	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	735704	KENDALL SQUARE BRANCH ✓	415 MAIN STREET	CAMBRIDGE	MA	02142	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	2011729	MASSACHUSETTS AVENUE BRANCH ✓	1720 MASSACHUSETTS AVE	CAMBRIDGE	MA	02138	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	2727356	MIT AT UNIVERSITY PARK BRANCH ✓	350 MASSACHUSETTS AVENUE	CAMBRIDGE	MA	02139	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	anticipated closing on or about 5/18/18
OK		Full Service	1489992	CONCORD CENTER BRANCH ✓	75 MAIN STREET	CONCORD	MA	01742	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	4220208	1690 MASS AVE BRANCH ✓	1690 MASSACHUSETTS AVENUE	LEXINGTON	MA	02420	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	
OK		Full Service	820600	WESTON BRANCH ✓	494 BOSTON POST ROAD	WESTON	MA	02499	MIDDLESEX	UNITED STATES	Not Required	Not Required	CAMBRIDGE TRUST COMPANY	736206	

Report Item #4 Qx 1 ----- Name City, State	Report Item #4 Qx 3a, 3b, 3c ----- Title/Position With Any Other Business/Company	Report Item #4 Qx 2 ----- Principal Occupation (Other than Cambridge Bancorp)	Report Item #4 Qx 4a, 4b ----- Number of Shares Percentage Owned, etc. (Cambridge Bancorp) <5.00%	Report Item #4 Qx 4c ----- Other Business > 25%, etc. (Related to Qx 3)
Briggs, Donald T. Somerville, MA 02145	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	President Federal Realty Investment Trust	1,965	
Burrow, Lynne M. North Reading, MA 01864	Executive Vice-President, Chief Information Officer, Cambridge Trust Company		33,113	
Carotenuto, Michael F. Marblehead, MA 01945	Treasurer & CFO, Cambridge Bancorp, Inc. Executive VP, CFO & Treasurer, Cambridge Trust Company		1,835	
Clough, Jeanette G. Cambridge, MA 02138	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	President & CEO Mount Auburn Hospital	3,906	
Green, Sarah G. Newburyport, MA 01950	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company Director, Child Fund International	Retired Chief Operating Officer Federal Reserve Bank of Richmond	1,496	
Jankowski, Edward F. Plymouth, MA 02360	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Retired Rockland Trust	1,135	
Johnson, Thomas A Woburn, MA 01810	Executive Vice-President, Director of Consumer Banking, Cambridge Trust Company		16,033	
Lord, Hambleton Cambridge, MA 02138	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company Director, Qstream, Inc. Officer, Seraf, LLC Director, Netra, Inc. General Partner, Race Point Capital Fund II LLC	Director Launchpad Venture Group	2,450	
Millane, Jr., Martin B. Belmont, MA 02478	Executive Vice-President, Chief Lending Officer, Cambridge Trust Company		10,973	

Palandjian, Leon A. Boston, MA 02135	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Managing Member Intercontinental Capital Management, LLC Portfolio Manager Techari Global Healthcare Fund	4,584	SEE ATTACHED
Pline, Jennifer A. Wellesley, MA 02481	Executive Vice-President, Wealth Management, Cambridge Trust Company		2,387	
Pueyo, Pilar Waltham, MA 02451	Senior Vice-President, Director of Human Resources, Cambridge Trust Company		946	
Schmidt, Cathleen A. Bedford, NH 03110	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company Director, Cambridge Trust Company NH	Executive Director & CEO McLane Middleton Professional Association	1,535	
✓ Sheahan, Denis K. Scituate, MA 02066	Director, Chairman, & CEO, Cambridge Bancorp Inc. Director, Chairman, & CEO, Cambridge Trust Company Director, Massachusetts Housing Partnership Trustee - Cambridge Community Foundation		19,536	
Stone, R. Gregg Boston, MA 02109	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Manager Kestrel Management, LLC	7,244	SEE ATTACHED
Thomas, Anne M. Fernandina Beach, FL 32034	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Retired Special Counsel City of Somerville	4,688	
Thompson, Mark D. South Hamilton, MA 01982	Director, President, Cambridge Bancorp Inc. Director, President, Cambridge Trust Co		3,955	
Warner, David C. Boston, MA 02108	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company	Partner J. M. Forbes & Co. LLP	5,069	
Whitlock, Linda Newton Center, MA 02459	Director, Cambridge Bancorp, Inc. Director, Cambridge Trust Company Board Member, Saxon Ventures LLC	Principal The Whitlock Group	4,705	100%

Willis, Jennifer
Boston, MA 02114

Senior Vice-President, Chief Marketing Officer
Cambridge Trust Company

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Windham-Bannister, Susan R.
Carlisle, MA 01741

Director, Cambridge Bancorp, Inc.
Director, Cambridge Trust Company
Managing Partner, Biomedical Innovation Advisors
LLC

President & CEO
Biomedical Growth
Strategies

735

Leon A. Palandjian, M.D.

Exhibit 1

as of 1-17-18

Dates (approx)	Currently Serving	Name of Company	Director	Compensation Committee	Partnership Percentage	Title	SEC reporting/registrant?	Note
2003 - present	yes	Mount Auburn Hospital	yes	yes	0%	Trustee	no	
2000-present	yes	LAP, LLC	yes	n/a	33%	na	no	*
1995-present	yes	Intercontinental GP	yes	n/a	32%	na	no	*
1995-present	yes	Intercontinental Real Estate Advisors	yes	n/a	27%	na	no	*
2005-present	yes	Techari B IX, LLC	yes	n/a	100%	Manager	no	
2000-present	yes	Cliffon Enterprises L.P	yes	n/a	33%	Director, Secretary	no	*
2000-present	yes	Juniper Enterprises LP	yes	n/a	33%	Director, Secretary	no	*
2000-present	yes	Juniper Ventures, LP	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Redwood Enterprises LP	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	P & S Family Partnership	yes	n/a	32%	Director, Secretary	no	*
1990-present	yes	Centrebrook, Inc	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Cosmo Gp, Inc	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Eliot Square Enterprises, Inc	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Harvard 111, Inc	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Juniper Enterprises Inc	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Juniper Ventures, Inc	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Marion 49, Inc	yes	n/a	33%	Director, Secretary	no	*
1990-present	yes	Redwood Enterprises Inc	yes	n/a	33%	Director, Secretary	no	*
2006-present	yes	Intercontinental Capital Management, LLC	yes	n/a	50%	Managing Director	no	*
2006-present	yes	Intercontinental GP, LLC	yes	n/a	50%	Managing Director	no	*
2006-present	yes	Intercontinental Capital Partners Ltd.	yes	n/a	0%	Director	no	*
2012-present	yes	Holdings Loan Acquisition LLC	yes	n/a	100%	Director	no	
2014-present	yes	Techari Global Techari Fund LLC	yes	n/a	100%	Manager	no	

* Denotes Entities where brothers, Peter and Paul Palandjian hold ownership, director, and/or executive positions. Entities own commercial real estate and other investments.

R. Gregg Stone

List of Companies, Percent Ownership and Title

Title / Position with Other Companies

As of 12-2017

Title / Position with other Companies Title

Indian Spring Land Company	Director, President
Boys & Girls Club of Boston	Director
Camp Pasquaney	Director

<u>Entities</u>	<u>% Ownership</u>	<u>Title</u>
Harmon Street Investors, LLC	100% Legal Control	Co-Manager
Catbird Seat LLC	100% Legal Control	Sole Managing Member
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	