



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, Paul M. Pecci

Reporter's Name, Street, and Mailing Address

Braintree Bancorp MHC

Legal Title of Holding Company

1010 Washington Street

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

Braintree

MA

02184

City

State

Zip Code

Name of the Holding Company Director and Official

President/CEO and Director

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.

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:

Daniel W. Brennan

Treasurer/CFO

Name

Title

781-843-1370

Area Code / Phone Number / Extension

781-848-0567

Area Code / FAX Number

dwbrennan@braintreecooperative.com

E-mail Address


Signature of Holding Company Director and Official

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

4-21-2014
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 3441613
C.I. _____

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

*2nd Review 7-9-14
by Epx*

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.

Not applicable

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

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

Braintree Bancorp MHC
Braintree, Massachusetts
Fiscal year ended December 31, 2013

REPORT ITEM

1. Annual Report to Shareholders

Braintree Bancorp MHC (the "Company") is a mutual holding company and, therefore, has no shareholders. The Company also owns directly 100% of the outstanding shares of the capital stock of its banking subsidiary, The Braintree Co-operative Bank (the "Bank"). Consequently, there is no annual report to shareholders included with this report.

2a. Organization Chart

As stated above, the Company owns 100% of the outstanding shares of the capital stock of the Bank. The Bank, in turn, owns 100% of the outstanding capital stock or other ownership interest of three additional subsidiaries, Braintree Insurance Services LLC, Bay Colony Enterprises, Inc. and Braintree Co-operative Realty, Inc. (collectively, the "Bank Subsidiaries"). A diagram reflecting this corporate structure is included as Exhibit A to this report.

The legal address for the Company, the Bank, and each of the Bank Subsidiaries is 1010 Washington Street, Braintree, MA 02184.

2b. Domestic Branch Listing

The branch listing is contained in Exhibit C to this report.

3. Securities Holders

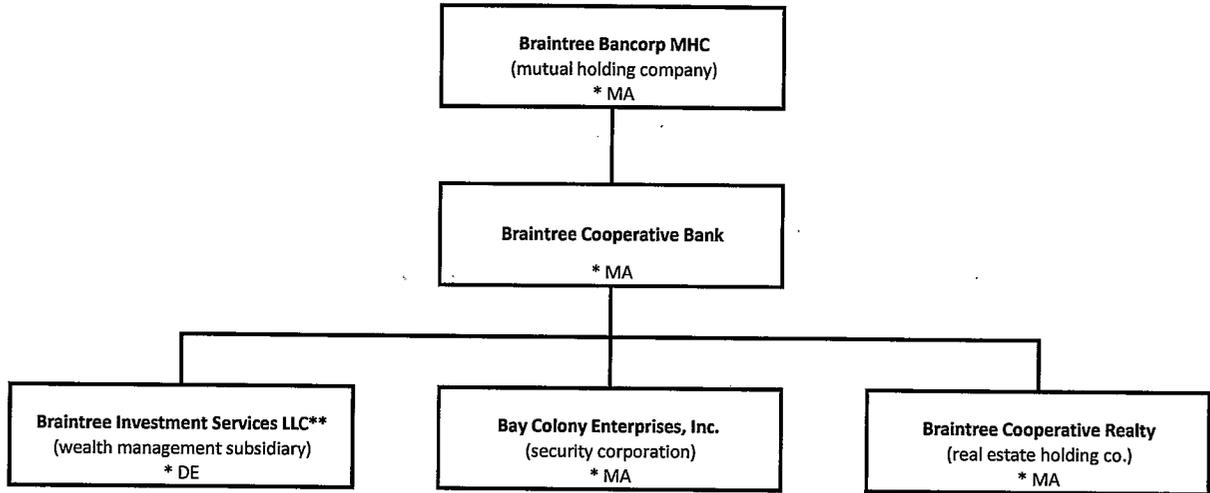
As stated above, the Company is a mutual holding company and is not authorized to issue any shares of capital stock. All of the outstanding shares of the Bank's capital stock are in turn held by the Company. Consequently, there is no information provided in response to this item.

4. Insiders

The required insider information is contained in Exhibit B to this report.

Revised

Exhibit A



* State of incorporation

** Braintree Cooperative Bank is the sole member/managing member of the LLC

Results: A list of branches for your holding company: BRAINTREE BANCORP MHC (3441613) of BRAINTREE, MA. The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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 ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		175672	BRAINTREE CO-OPERATIVE BANK	1010 WASHINGTON STREET	BRAINTREE	MA	02184	NORFOLK	UNITED STATES	35270		0	BRAINTREE CO-OPERATIVE BANK	175672
OK		693208	BRAINTREE BRANCH	372 WASHINGTON STREET	BRAINTREE	MA	02184	NORFOLK	UNITED STATES	259715	2	2	BRAINTREE CO-OPERATIVE BANK	175672
OK		3844223	QUINCY BRANCH	505 QUINCY AVENUE	QUINCY	MA	02169	NORFOLK	UNITED STATES	480443	3	3	BRAINTREE CO-OPERATIVE BANK	175672

EXHIBIT B

BRAINTREE BANCORP MHC

Item 4: Insider Information

4(1) Name and Address (City and State)	4(2) Principal Occupation (Other than with MHC)	4(3)(a) Title or Position With MHC	4(3)(b) Title or Position with Subsidiaries	4(3)(c) Title or Position with Unrelated Company	4(4)(a) Percentage of Voting Securities Held In MHC (1)	4(4)(b) Percentage of Voting Securities Held in Subsidiaries (2)	4(4)(c) Percentage of voting Securities Held in Unrelated Companies if 25% or More
Suzanne Andrade Braintree, MA	Restaurant Franchisee	Director	Director, Braintree Cooperative Bank	Owner/Operator Dunkin Donut Franchises	N/A	N/A	N/A, except for controlling interest in franchise operations N/A
Ronald M. Campanelli Braintree, MA	Retired	Director	Director, Braintree Cooperative Bank	N/A	N/A	N/A	N/A
Edward J. Corcoran Abington, MA	Retired	Chairman of the Board	Chairman of the Board Braintree Cooperative Bank	N/A	N/A	N/A	N/A
James N. Hajjar Hanover, MA	Chief Financial Officer	Director	Director, Braintree Cooperative Bank	Chief Financial Officer Alden Shoe Co.	N/A	N/A	N/A
Frank A. Marinelli Braintree, MA	Attorney	Director	Director, Braintree Cooperative Bank	Owner/Principal Marinelli Law Office	N/A	N/A	N/A, except for controlling interest in law practice N/A
David P. O'Brien Ashland, MA	Retired	Vice Chairman Director	Vice Chairman Director, Braintree Cooperative Bank	N/A	N/A	N/A	N/A
Marisa M. O'Dwyer Braintree, MA	Public relations/marketing	Director	Director, Braintree Cooperative Bank	Director of Public Relations and Marketing, F.X. Messina Enterprises	N/A	N/A	N/A
Paul M. Pecci Mashpee, MA	N/A	President/CEO, Clerk Director	President/CEO, Clerk Director, Braintree Cooperative Bank	N/A	N/A	N/A	N/A
Joseph C. Sullivan Braintree, MA	Public Servant	Director	Director, Braintree Cooperative Bank	Mayor Town of Braintree MA	N/A	N/A	N/A

(1) Braintree Bancorp MHC is a mutual holding company and, therefore, has no outstanding shares of capital stock or other voting securities.

(2) Braintree Bancorp MHC owns directly 100% of the outstanding shares of the capital stock of its banking subsidiary, The Braintree Cooperative Bank, which in turn owns directly 100% of the outstanding shares of the capital stock or other ownership interests of its subsidiaries.