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. § 310a(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 246(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.

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.

Paul M. Pecci
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.

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 confidentiality treatment submitted in accordance with the Board’s “Rules Regarding Availability of Information,” 12 C.F.R. Part 281, that the Reporter and individual consent to public release of all details in the report concerning that individual.

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
RSSID ID
c.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2013

Month / Day / Year

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
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Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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.

<table>
<thead>
<tr>
<th>Not applicable</th>
</tr>
</thead>
<tbody>
<tr>
<td>Legal Title of Subsidiary Holding Company</td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
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<td>City</td>
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<td>Physical location (if different from mailing address)</td>
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12/2012
FORM FR Y-6

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.
Braintree Bancorp MHC
(mutual holding company)
* MA

Braintree Cooperative Bank
* MA

Braintree Investment Services LLC**
(wealth management subsidiary)
* DE

Bay Colony Enterprises, Inc.
(security corporation)
* MA

Braintree Cooperative Realty
(real estate holding co.)
* MA

* State of Incorporation
** Braintree Cooperative Bank is the sole member/managing member of the LLC
Result: A list of branches for your holding company: BRAINTREE BANK CORP (39416.63) 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, assign 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 keyboard format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>1756722</td>
<td>BRAINTREE CO-OPERATIVE BANK</td>
<td>1010 WASHINGTON STREET</td>
<td>BRAINTREE</td>
<td>MA</td>
<td>02184</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>353706</td>
<td>0</td>
<td>BRAINTREE CO-OPERATIVE BANK</td>
<td>175672</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>693366</td>
<td>BRAINTREE BRANCH</td>
<td>372 WASHINGTON STREET</td>
<td>BRAINTREE</td>
<td>MA</td>
<td>02184</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>353706</td>
<td>0</td>
<td>BRAINTREE CO-OPERATIVE BANK</td>
<td>175672</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3844229</td>
<td>QUINCY BRANCH</td>
<td>505 QUINCY AVENUE</td>
<td>QUINCY</td>
<td>MA</td>
<td>02169</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>480445</td>
<td>0</td>
<td>BRAINTREE CO-OPERATIVE BANK</td>
<td>175672</td>
<td></td>
</tr>
</tbody>
</table>
### BRAintree Bancorp MHC
#### Item 4: Insider Information

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

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.