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.

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.

I, Paul A. Perrault
Name of the Holding Company Director and Official
President and 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.

Signature of Holding Company Director and Official
03/19/2014

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

RSSID ID: 2463510
C.I.

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

December 31, 2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address
Brookline Bancorp, Inc.
Legal Title of Holding Company
131 Clarendon Street
(Mailing Address of the Holding Company) Street / P.O. Box
Boston MA 02117
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Jennifer St. Pierre Reporting Officer
Name Title
617-927-4885 Area Code / Phone Number / Extension
617-425-4662 Area Code / FAX Number
jstpierre@brkl.com E-mail Address
www.brooklinebank.com Address (URL) for the Holding Company's web page

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."
Form FR Y-6

Brookline Bancorp, Inc.

Boston, MA 02117

Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company is registered with the SEC.

2a: See organization chart attached.


3: See a listing of securities holders attached.

4: See a listing of insiders attached.
Report Item 3: Securities Holders  
(1)(a)(b)(c) and 2(a)(b)(c)  

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013  

Securities holders 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 ended 12/31/2013.

<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>BlackRock, Inc. New York, NY USA</td>
<td>USA</td>
<td>6,607,150 - 9.4% common stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>The Vanguard Group, Inc. Malvern, PA USA</td>
<td>USA</td>
<td>4,449,281 - 6.34% common stock</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>DePrince, Race &amp; Zollo, Inc. Winter Park, FL USA</td>
<td>USA</td>
<td>4,442,231 - 6.33% common stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dimensional Fund Advisors LP Austin, TX USA</td>
<td>USA</td>
<td>3,991,865 - 5.69% common stock</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

All information on security holders based on Schedule 13G filings with the Securities and Exchange Commission for the fiscal year ended 12/31/2013.
<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with other businesses</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List names of other companies if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>David C. Chapin Wellesley, MA USA</td>
<td>Principal, Chapin Properties</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.19%</td>
<td>N/A</td>
<td>Chapin Properties, 100%</td>
</tr>
<tr>
<td>John J. Doyle, Jr. Weston, MA USA</td>
<td>Retired</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.02%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Margaret Boles Fitzgerald Wellesley, MA USA</td>
<td>Director of Corporate and Foundational Relations, Boston Health Care for the Homeless Program</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.01%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>John A. Hackett Stoneham, MA USA</td>
<td>Controller, JJ Rudy Insurance</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.05%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>John L. Hall II Brookline, MA USA</td>
<td>President, Hall Properties, Inc.</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.24%</td>
<td>N/A</td>
<td>Hall Properties, Inc. 100%</td>
</tr>
<tr>
<td>Thomas J. Hollister Boston, MA USA</td>
<td>Retired</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.03%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
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<tr>
<td>Sarah P. Merritt Brookline, MA USA</td>
<td>N/A</td>
<td>Chief Human Resources Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>0.04%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas J. Meshako Chestnut Hill, MA USA</td>
<td>N/A</td>
<td>Principal Financial Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>0.01%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>M. Robert Rose Wellesley, MA USA</td>
<td>N/A</td>
<td>Chief Credit Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>0.08%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Mark J. Meiklejohn South Kingstown, RI USA</td>
<td>N/A</td>
<td>N/A</td>
<td>President &amp; CEO, Bank Rhode Island</td>
<td>N/A</td>
<td>0.07%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Russell G. Cole Ipswich, MA USA</td>
<td>N/A</td>
<td>N/A</td>
<td>President &amp; CEO, First Ipswich Bank</td>
<td>N/A</td>
<td>0.02%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>