



# 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 A. Perrault**

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

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.

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:

**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

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**

RSSD ID \_\_\_\_\_ **2631510**

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



**Form FR Y-6**

**Brookline Bancorp, Inc.**

**Boston, MA 02117**

**Fiscal Year Ending December 31, 2013**

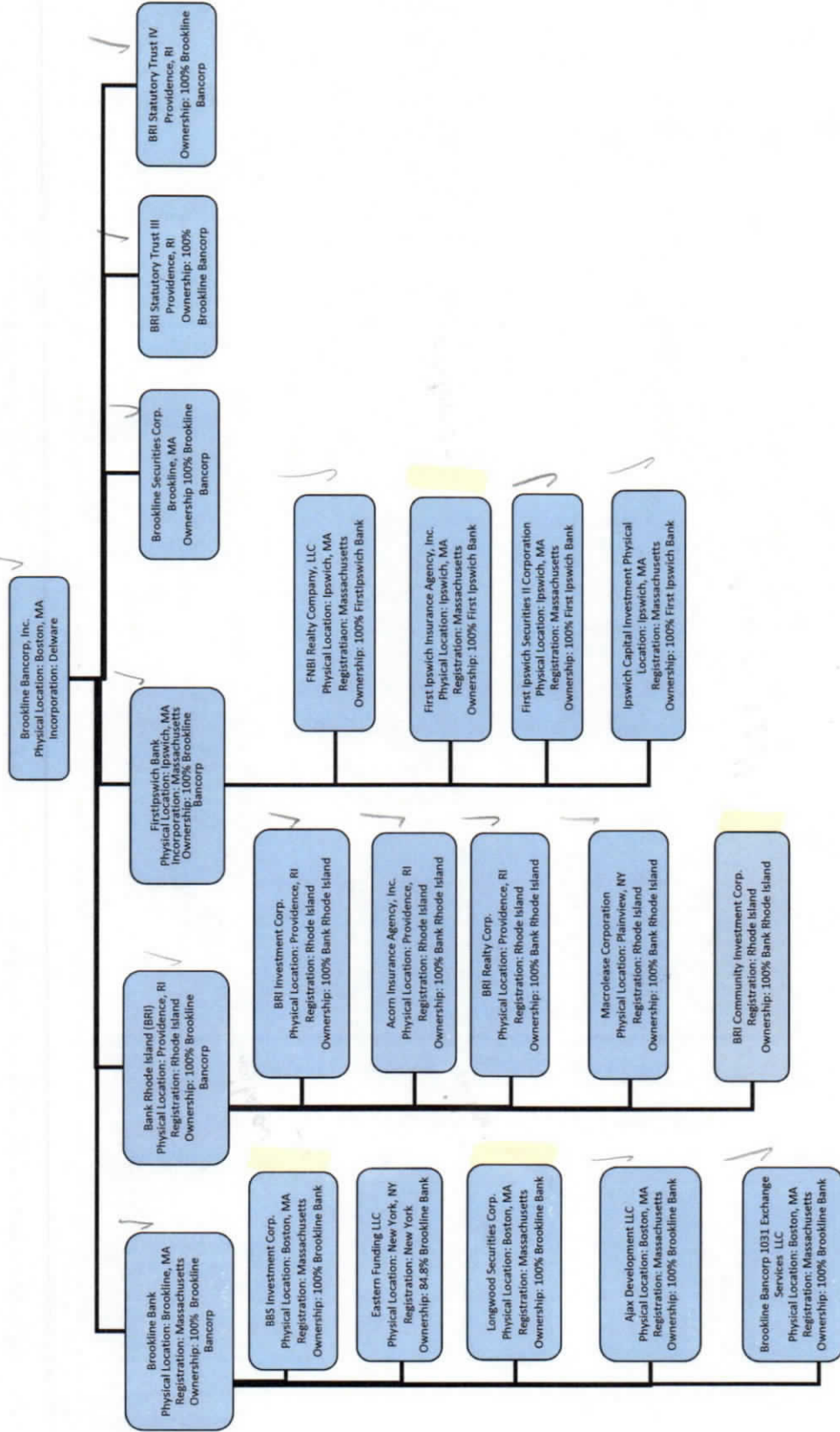
Report Item

- 1: The bank holding company is registered with the SEC.
- 2a: See organization chart attached.
- 2b: Submitted via email on March 25, 2014.
- 3: See a listing of securities holders attached.
- 4: See a listing of insiders attached.



Form FR Y-6  
 Brookline Bancorp, Inc.  
 Boston, Massachusetts  
 Fiscal Year Ending December 31, 2013

2a: Organizational Chart



\*Current as of December 31, 2013



**Form FR Y-6**  
**Brookline Bancorp, Inc.**  
**Boston, Massachusetts**  
**Fiscal Year Ending December 31, 2013**

**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.

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





**Form FR Y-6**  
**Brookline Bancorp, Inc.**  
**Boston, Massachusetts**  
**Fiscal Year Ending December 31, 2013**

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)**

(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
David C. Chapin Wellesley, MA USA	Principal, Chapin Properties	Director	N/A	N/A	0.19%	N/A	Chapin Properties, 100%
John J. Doyle, Jr. Weston, MA USA	Retired	Director	N/A	N/A	0.02%	N/A	N/A
Margaret Boles Fitzgerald Wellesley, MA USA	Director of Corporate and Foundational Relations, Boston Health Care for the Homeless Program	Director	N/A	N/A	0.01%	N/A	N/A
John A. Hackett Stoneham, MA USA	Controller, JJ Rudy Insurance	Director	N/A	N/A	0.05%	N/A	N/A
John L. Hall II Brookline, MA USA	President, Hall Properties, Inc.	Director	N/A	N/A	0.24%	N/A	Hall Properties, Inc. 100%
Thomas J. Hollister Boston, MA USA	Retired	Director	N/A	N/A	0.03%	N/A	N/A



(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Bogdan Nowak E. Greenwich, RI USA	President, Rhode Island Novelty	Director	N/A	N/A	0.10%	N/A	Rhode Island Novelty, 100%
Charles Peck Weston, MA USA	Retired	Director	N/A	N/A	0.56%	N/A	N/A
Merrill W. Sherman Providence, RI USA	Owner, Sherman Consulting LLC	Director	N/A	N/A	0.02%	N/A	Sherman Consulting, LLC 100%
Joseph J. Slotnik Fisher Island, FL USA	Retired	Director	N/A	N/A	0.26%	N/A	N/A
Rosamond B. Vaule Boston, MA USA	Volunteer	Director	N/A	N/A	0.15%	N/A	N/A
Peter O. Wilde Chestnut Hill, MA USA	Retired	Director	N/A	N/A	0.22%	N/A	N/A
Paul A. Perrault Chestnut Hill, MA USA	N/A	President & CEO	N/A	N/A	0.48%	N/A	N/A
James M. Cosman Hingham, MA USA	N/A	Chief Operations Officer	N/A	N/A	0.08%	N/A	N/A
Michael W. McCurdy Wellesley, MA USA	N/A	General Counsel, CRO & Secretary	N/A	N/A	0.03%	N/A	N/A



(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Sarah P. Merritt Brookline, MA USA	N/A	Chief Human Resources Officer	N/A	N/A	0.04%	N/A	N/A
Thomas J. Meshako Chestnut Hill, MA USA	N/A	Principal Financial Officer	N/A	N/A	0.01%	N/A	N/A
M. Robert Rose Wellesley, MA USA	N/A	Chief Credit Officer	N/A	N/A	0.08%	N/A	N/A
Mark J. Meiklejohn South Kingstown, RI USA	N/A	N/A	President & CEO, Bank Rhode Island	N/A	0.07%	N/A	N/A
Russell G. Cole Ipswich, MA USA	N/A	N/A	President & CEO, First Ipswich Bank	N/A	0.02%	N/A	N/A

