

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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MAR 30 2015

Report at the close of business as of the end of fiscal year 2014 Division, Regulation and Credit Department

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, 2014

Month / Day / Year

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.

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

Reporter's Name, Street, and Mailing Address

Brookline Bancorp, Inc.

Legal Title of Holding Company

131 Clarendon St

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

Boston

MA

02117

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jennifer St. Pierre

VP & Controller

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

03/26/2015

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

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.

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

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City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

Brookline Bancorp, Inc.

Boston, MA 02117

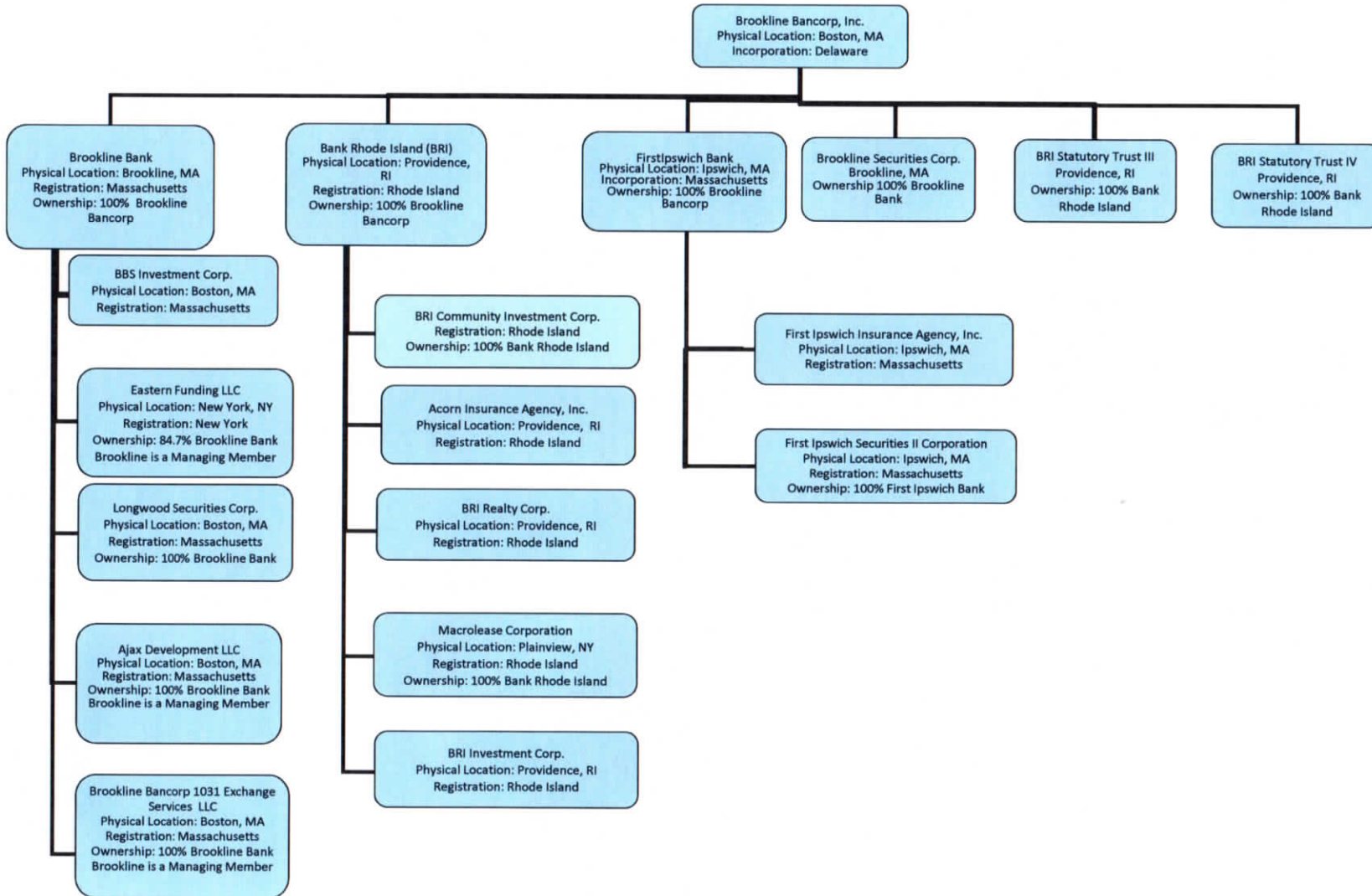
Fiscal Year Ending December 31, 2014

Report Item

- 1: The bank holding company is registered with the SEC.**
- 2a: See organization chart attached.**
- 2b: Submitted via email on March 26, 2015.**
- 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, 2014

2a. Organizational Chart



Results: A list of branches for your holding company: **BROOKLINE BANCORP, INC. (2631510) of BOSTON, MA.**
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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 Service Type	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		Full Service (Head Office)	2434113	BANK RHODE ISLAND	ONE TURKS HEAD PLACE	PROVIDENCE	RI	02903	PROVIDENCE	UNITED STATES	56292		0	BANK RHODE ISLAND	2434113
OK		Full Service	4461328	COVENTRY PARK BRANCH	3 COVENTRY SHOPPERS PARK	COVENTRY	RI	02816	KENT	UNITED STATES	535373		22	BANK RHODE ISLAND	2434113
OK		Full Service	2211770	ATWOOD AVENUE BRANCH	383 ATWOOD AVENUE	CRANSTON	RI	02920	PROVIDENCE	UNITED STATES	274309		11	BANK RHODE ISLAND	2434113
OK		Full Service	2211761	PARK AVENUE BRANCH	1047 PARK AVENUE	CRANSTON	RI	02910	PROVIDENCE	UNITED STATES	274311		12	BANK RHODE ISLAND	2434113
OK		Full Service	4282578	PLAINFIELD PIKE BRANCH	2104 PLAINFIELD PIKE	CRANSTON	RI	02921	PROVIDENCE	UNITED STATES	364252		17	BANK RHODE ISLAND	2434113
OK		Full Service	3534243	SOUTH COUNTY TRAIL BRANCH	1269 SOUTH COUNTY TRAIL	EAST GREENWICH	RI	02818	KENT	UNITED STATES	441409		20	BANK RHODE ISLAND	2434113
OK		Full Service	931001	EAST PROVIDENCE BRANCH	195 TAUNTON AVE	EAST PROVIDENCE	RI	02914	PROVIDENCE	UNITED STATES	249305		2	BANK RHODE ISLAND	2434113
OK		Full Service	2211798	SOUTH BROADWAY BRANCH	999 SOUTH BROADWAY	EAST PROVIDENCE	RI	02914	PROVIDENCE	UNITED STATES	249319		9	BANK RHODE ISLAND	2434113
OK		Full Service	9305009	JOHNSTON BRANCH	1450 HARTFORD AVE	JOHNSTON	RI	02919	PROVIDENCE	UNITED STATES	249306		3	BANK RHODE ISLAND	2434113
OK		Full Service	3534261	GEORGE WASHINGTON HIGHWAY BRANCH	625 GEORGE WASHINGTON HIGHWAY	LINCOLN	RI	02865	PROVIDENCE	UNITED STATES	440003		19	BANK RHODE ISLAND	2434113
OK		Full Service	3534270	TEN ROD ROAD BRANCH	1140 TEN ROD ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	427992		18	BANK RHODE ISLAND	2434113
OK		Full Service	3650303	PAWTUCKET BRANCH	499 SMITHFIELD AVENUE	PAWTUCKET	RI	02860	PROVIDENCE	UNITED STATES	468988		21	BANK RHODE ISLAND	2434113
OK		Full Service	3534289	EAST SIDE BRANCH	137 PITMAN STREET	PROVIDENCE	RI	02906	PROVIDENCE	UNITED STATES	249308		4	BANK RHODE ISLAND	2434113
OK		Full Service	808505	SMITHFIELD BRANCH	445 PUTNAM PIKE	SMITHFIELD	RI	02917	PROVIDENCE	UNITED STATES	249311		6	BANK RHODE ISLAND	2434113
OK		Full Service	4721134	WAKEFIELD BRANCH	290 MAIN STREET	WAKEFIELD	RI	02879	WASHINGTON	UNITED STATES	Not Required	Not Required			
OK		Full Service	2211734	CENTERVILLE BRANCH	1062 CENTREVILLE ROAD	WARWICK	RI	02886	KENT	UNITED STATES	274312		13	BANK RHODE ISLAND	2434113
OK		Full Service	992703	WARWICK AVENUE BRANCH	1300 WARWICK AVENUE	WARWICK	RI	02888	KENT	UNITED STATES	249309		5	BANK RHODE ISLAND	2434113
OK		Full Service	3534298	WEST SHORE ROAD BRANCH	2975 WEST SHORE ROAD	WARWICK	RI	02886	KENT	UNITED STATES	334302		16	BANK RHODE ISLAND	2434113
OK		Full Service	2658544	WOONSOCKET BRANCH	177 CUMBERLAND HILL ROAD	WOONSOCKET	RI	02895	PROVIDENCE	UNITED STATES	290417		15	BANK RHODE ISLAND	2434113
OK		Full Service (Head Office)	782306	BROOKLINE BANK	2 HARVARD STREET	BROOKLINE	MA	02445	NORFOLK	UNITED STATES	11747		0	BROOKLINE BANK	782306
OK		Full Service	2926001	ARLINGTON BRANCH	856 MASSACHUSETTS AVE	ARLINGTON	MA	02476	MIDDLESEX	UNITED STATES	334338		13	BROOKLINE BANK	782306
OK		Full Service	3127663	BEDFORD GREAT ROAD BRANCH	168 GREAT ROAD	BEDFORD	MA	01730	MIDDLESEX	UNITED STATES	364320		14	BROOKLINE BANK	782306
OK		Full Service	4502324	CLARENDON STREET BRANCH	131 CLARENDON STREET	BOSTON	MA	02117	SUFFOLK	UNITED STATES	541133		23	BROOKLINE BANK	782306
OK		Full Service	4759632	STATE STREET BRANCH	33 STATE ST.	BOSTON	MA	02109	SUFFOLK	UNITED STATES	Not Required	Not Required			
OK		Full Service	167408	COOLIDGE CORNER BRANCH	1340 BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	242811		1	BROOKLINE BANK	782306
OK		Full Service	812904	LONGWOOD BRANCH	1016 BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	242813		3	BROOKLINE BANK	782306
OK		Full Service	722209	WASHINGTON SQUARE BRANCH	1661 BEACON STREET	BROOKLINE	MA	02445	NORFOLK	UNITED STATES	242814		4	BROOKLINE BANK	782306
OK		Full Service	4184681	BURLINGTON CAMBRIDGE STREET BRANCH	34 CAMBRIDGE STREET	BURLINGTON	MA	01803	MIDDLESEX	UNITED STATES	512620		21	BROOKLINE BANK	782306
OK		Full Service	4176314	BURLINGTON MALL BRANCH	72 BURLINGTON MALL ROAD	BURLINGTON	MA	01803	MIDDLESEX	UNITED STATES	495387		19	BROOKLINE BANK	782306
OK		Full Service	721707	SOUTH BROOKLINE BRANCH	1018 WEST ROXBURY PARKWAY	CHESTNUT HILL	MA	02467	NORFOLK	UNITED STATES	242812		2	BROOKLINE BANK	782306
OK		Full Service	2748874	LEXINGTON BRANCH	1793 MASSACHUSETTS AVE	LEXINGTON	MA	02420	MIDDLESEX	UNITED STATES	259719		12	BROOKLINE BANK	782306
OK		Full Service	3212420	MALDEN BRANCH	196 COMMERCIAL STREET	MALDEN	MA	02148	MIDDLESEX	UNITED STATES	423055		15	BROOKLINE BANK	782306
OK		Full Service	67777	MEDFORD SQUARE OFFICE	60 HIGH STREET	MEDFORD	MA	02155	MIDDLESEX	UNITED STATES	35272		9	BROOKLINE BANK	782306
OK		Full Service	2372886	SALEM STREET BRANCH	201 SALEM STREET	MEDFORD	MA	02155	MIDDLESEX	UNITED STATES	259718		11	BROOKLINE BANK	782306
OK		Full Service	683300	WEST MEDFORD BRANCH	430 HIGH ST	MEDFORD	MA	02155	MIDDLESEX	UNITED STATES	259716		10	BROOKLINE BANK	782306
OK		Full Service	4176323	NEEDHAM HEIGHTS BRANCH	902 HIGHLAND AVENUE	NEEDHAM HEIGHTS	MA	02494	NORFOLK	UNITED STATES	491845		16	BROOKLINE BANK	782306
OK		Full Service	2956277	NEWTON CENTRE BRANCH	TEN LANGLEY ROAD	NEWTON	MA	02459	MIDDLESEX	UNITED STATES	361300		7	BROOKLINE BANK	782306
OK		Full Service	3449226	NEWTON HIGHLANDS BRANCH	1160 WALNUT STREET	NEWTON	MA	02461	MIDDLESEX	UNITED STATES	495385		18	BROOKLINE BANK	782306
OK		Full Service	3380909	NEWTONVILLE BRANCH	323 WALNUT STREET	NEWTONVILLE	MA	02460	MIDDLESEX	UNITED STATES	495384		17	BROOKLINE BANK	782306
OK		Full Service	4586472	WALTHAM BRANCH	456 MAIN STREET	WALTHAM	MA	02453	MIDDLESEX	UNITED STATES	Not Required	Not Required			
OK		Full Service	4414061	WELLESLEY HILLS BRANCH	448 WASHINGTON STREET	WELLESLEY	MA	02482	NORFOLK	UNITED STATES	532126		22	BROOKLINE BANK	782306
OK		Full Service	4184663	WELLESLEY LOWER FALLS BRANCH	5 WASHINGTON STREET	WELLESLEY HILLS	MA	02481	NORFOLK	UNITED STATES	512619		20	BROOKLINE BANK	782306
OK		Full Service	4176332	WEST ROXBURY BRANCH	1808 CENTRE STREET	WEST ROXBURY	MA	02132	SUFFOLK	UNITED STATES	432054		8	BROOKLINE BANK	782306
OK		Full Service (Head Office)	442806	FIRST IPSWICH BANK	31 MARKET STREET	IPSWICH	MA	01938	ESSEX	UNITED STATES	1683		0	FIRST IPSWICH BANK	442806
OK		Full Service	534505	ESSEX OFFICE	8-10 MARTIN STREET	ESSEX	MA	01929	ESSEX	UNITED STATES	193532		1	FIRST IPSWICH BANK	442806
OK		Full Service	534907	GLOUCESTER BRANCH	207 MAIN STREET	GLOUCESTER	MA	01930	ESSEX	UNITED STATES	193535		4	FIRST IPSWICH BANK	442806
OK		Full Service	2505273	NEWBURYPORT BRANCH	155 STATE STREET	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	193537		6	FIRST IPSWICH BANK	442806
OK		Full Service	2727945	ROWLEY #2 BRANCH	144 NEWBURYPORT TURNPIKE	ROWLEY	MA	01969	ESSEX	UNITED STATES	193538		7	FIRST IPSWICH BANK	442806

Form FR Y-6
Brookline Bancorp, Inc.
Boston, Massachusetts
Fiscal Year Ending December 31, 2014

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 12/31/2014

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 12/31/2014.

(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	6,489,839 - 9.3% common stock	N/A		
The Vanguard Group, Inc. Malvern, PA USA	USA	4,849,516 - 6.92% common stock			
DePrince, Race & Zollo, Inc. Winter Park, FL USA	USA	4,528,706 - 6.47% common stock			
Dimensional Fund Advisors Austin, TX USA	USA	4,489,671 - 6.41% common stock	N/A		

All information on security holders based on Schedule 13G filings with the Securities and Exchange Commission for the fiscal year ended 12/31/2014.

Form FR Y-6
Brookline Bancorp, Inc.
Boston, Massachusetts
Fiscal Year Ending December 31, 2014

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	0.03%	N/A	N/A
Margaret Boles Fitzgerald Wellesley, MA USA	Volunteer	Director	N/A	N/A	0.02%	N/A	N/A
John A. Hackett Stoneham, MA USA	Controller, JJ Rudy Insurance	Director	N/A	N/A	0.06%	N/A	N/A
John L. Hall II Brookline, MA USA	President, Hall Properties, Inc.	Director	N/A	N/A	0.25%	N/A	Hall Properties, Inc. 100%
Thomas J. Hollister Boston, MA USA	Managing Director, Governance & Leadership Advisors, LLC	Director	N/A	N/A	0.03%	N/A	N/A
Bogdan Nowak E. Greenwich, RI USA	President, Rhode Island Novelty	Director	N/A	N/A	0.14%	N/A	Rhode Island Novelty, 100%
Charles Peck Weston, MA USA	Retired	Director	N/A	N/A	0.51%	N/A	N/A
Merrill W. Sherman Providence, RI USA	Owner, Sherman Consulting LLC	Director	N/A	N/A	0.03%	N/A	Sherman Consulting, LLC 100%

(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
Joseph J. Slotnik Fisher Island, FL USA	Retired	Director	N/A	N/A	0.27%	N/A	N/A
Rosamond B. Vaule Boston, MA USA	Volunteer	Director	N/A	N/A	0.17%	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	0.55%	N/A	N/A
Carl M. Carlson Wellesley, MA USA	N/A	Chief Financial Officer	N/A	N/A	0.06%	N/A	N/A
James M. Cosman Hingham, MA USA	N/A	Chief Operations Officer	N/A	N/A	0.09%	N/A	N/A
Michael W. McCurdy Wellesley, MA USA	N/A	General Counsel, CRO & Secretary	N/A	N/A	0.04%	N/A	N/A
Sarah P. Merritt Brookline, MA USA	N/A	Chief Human Resources Officer	N/A	N/A	0.05%	N/A	N/A
M. Robert Rose Wellesley, MA USA	N/A	Chief Credit Officer	N/A	N/A	0.10%	N/A	N/A
Mark J. Meiklejohn South Kingstown, RI USA	N/A	N/A	President & CEO, Bank Rhode Island	N/A	0.08%	N/A	N/A
Russell G. Cole Ipswich, MA USA	N/A	N/A	President & CEO, First Ipswich Bank	N/A	0.03%	N/A	N/A