

Board of Governors of the Federal Reserve System

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5/31/16
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Annual Report of Holding Companies—FR Y-6

Supervision, Regulation and
Credit Department

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, 2015

Month / Day / Year

FJMKG323P0YU76XURH25

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

I. William Parent

Name of the Holding Company Director and Official

President and CEO

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 Name, Street, and Mailing Address

Blue Hills Bancorp

Legal Title of Holding Company

320 Norwood Park South

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

Norwood

MA

02451

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:

Katherine Peterson

VP Controller

Name

Title

781-702-5746

Area Code / Phone Number / Extension

781-702-5728

Area Code / FAX Number

kpeterson@bluehillbank.com

E-mail Address

www.bluehillbank.com

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

Signature of Holding Company Director and Official

3/28/16

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

3742020

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

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.

I. William Parent

Name of the Holding Company Director and Official

President and CEO

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

Date of Signature

5/2/16

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 _____

C.I. _____

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

December 31, 2015

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

Blue Hills Bancorp

Legal Title of Holding Company

320 Norwood Park South

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

Norwood

MA

02062

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Katherine Peterson

VP Controller

Name

Title

781-702-5746

Area Code / Phone Number / Extension

781-702-5728

Area Code / FAX Number

kpeterson@bluehillbank.com

E-mail Address

www.bluehillbank.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."

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

City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

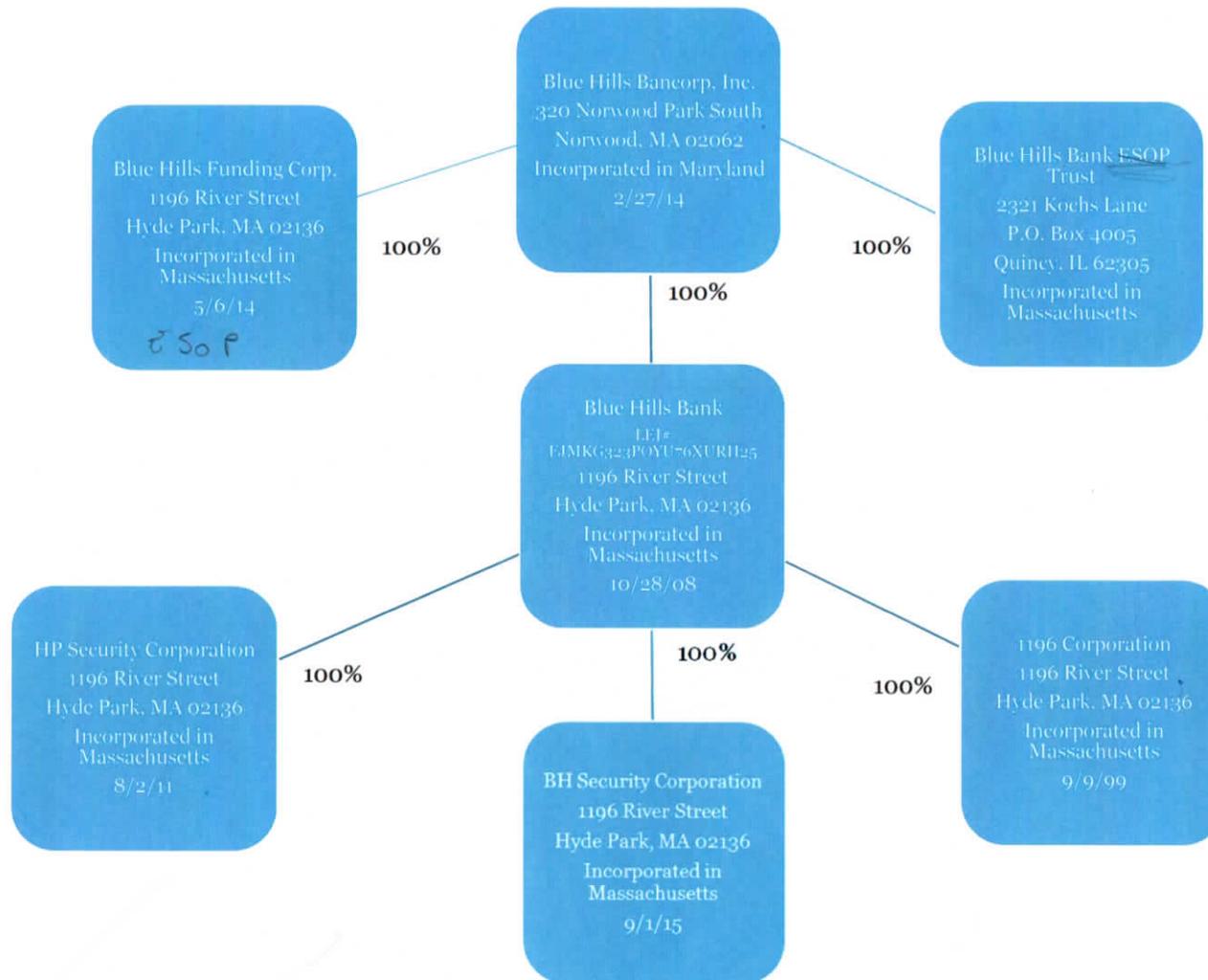
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Report Item 2a

Organization Chart



Report Item 2b

Domestic Branch Listing

Results: A list of branches for your depository institution: **BLUE HILLS BANK (ID_RSSD: 28406)**.
 This depository institution is held by **BLUE HILLS BANCORP, INC. (3742020)** of **NORWOOD, MA**.
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

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
		Full Service (Head Office)	28406	BLUE HILLS BANK	1196 RIVER STREET	HYDE PARK	MA	02136	SUFFOLK	UNITED STATES	17755	0	BLUE HILLS BANK	28406	
		Full Service	3921665	COOLIDGE CORNER BRANCH	1337 BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	463801	5	BLUE HILLS BANK	28406	
		Full Service	613709	DEDHAM BRANCH	749 PROVIDENCE HIGHWAY	DEDHAM	MA	02026	NORFOLK	UNITED STATES	249735	2	BLUE HILLS BANK	28406	
		Full Service	954505	TRUMAN PARKWAY BRANCH	1065 TRUMAN PARKWAY	HYDE PARK	MA	02136	SUFFOLK	UNITED STATES	290994	1	BLUE HILLS BANK	28406	
		Full Service	2919816	AMELIA DRIVE BRANCH	ONE AMELIA DRIVE	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	357876	8	BLUE HILLS BANK	28406	
		Full Service	1012000	ORANGE STREET BRANCH	2 ORANGE ST	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	253997	7	BLUE HILLS BANK	28406	
		Full Service	885001	PLEASANT STREET BRANCH	104 PLEASANT STREET	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	15307	6	BLUE HILLS BANK	28406	
		Full Service	2744821	NAHATAN PLACE BRANCH	111 LENOX STREET	NORWOOD	MA	02062	NORFOLK	UNITED STATES	290995	3	BLUE HILLS BANK	28406	
		Full Service	3263570	CENTRE STREET BRANCH	1920 CENTRE STREET	WEST ROXBURY	MA	02132	SUFFOLK	UNITED STATES	426810	4	BLUE HILLS BANK	28406	
		Full Service		MILTON BRANCH	480 ADAMS STREET	MILTON	MA	2186	NORFOLD	UNITED STATES			BLUE HILLS BANK	28406	ADD
		Full Service		WESTWOOD BRANCH	171 UNIVERSITY AVENUE	WESTWOOD	MA	2090	NORFOLK	UNITED STATES			BLUE HILLS BANK	28406	ADD

Form FR Y-6
Blue Hills Bancorp, Inc.
Fiscal Year Ending December 31, 2015

Schedule 3

Current securities holders with ownership control or holding 5% or more with power to vote as of fiscal year ending 12/31/15

Name	City, State, Country	Country of Incorporation	Number and Percentage of each voting class
T. Rowe Price Associates, Inc	Baltimore, Maryland 21202-1009	USA	1,933,395 7.00%
Blue Hills Bank Employee Stock Ownership Plan and Trust	Hyde Park, MA, USA	USA	2,276,670 8.00%

Form FR Y-6
Blue Hills Bancorp, Inc.
Fiscal Year Ending December 31, 2015

Director Name	Director Occupation	Director Title	Director Position	Director Business Interests	Director Ownership Percentage	Director Other Interests	Director Other Interests
David J. Houston, Jr. Weymouth, MA	Insurance Broker	Chair of The Board	Chairman of the Board		less than 1%	n/a	J.J. Houston & Co. LLC 33%, J.J. Houston & Co. LLP 75%
William M. Parent Boston, MA	n/a	President & CEO	President & CEO	Trustee Thayer Academy, Wediko Children's Service, Board Greater Boston YMCA	less than 1%	n/a	n/a
George E. Clancy Littleton, MA	Attorney	Director	Director	Non-equity partner- Fuller, Rosenberg, Palmer & Beliveau, LLP	less than 1%	n/a	n/a
David A. Powers Hingham, MA	Insurance Agent	Director	Director	Partner- Charles A Powers & Sons LLP	less than 1%	n/a	Charles A Powers & Sons 25%
Janice L. Shields Wellesley, MA		Director	Director	Managing Director, EVP Director Shields & Company Inc., Managing Director, President, Director Shields Securities Inc, Director Commodore Builders, Board of Advisors Imperial Distributors; 1993 Ryan Children Trust	less than 1%	n/a	Shields & Company- 47.5%, Inc. , Shields Securities Inc. 50%
Scott Smith Hyde Park, MA	College Professor	Director	Director		less than 1%	n/a	n/a
Brian G. Leary W. Newton, MA	Attorney	Director	Director	Attorney at Holland and Knight	less than 1%	n/a	n/a
Peter J. Manning Concord, MA	Retired -Vice Chairman of Fleet Boston Financial	Director	Director	Directorships: Safety Insurance Group	less than 1%	n/a	n/a
Ronald K. Perry Sudbury, MA	Real Estate Broker	Director	Director	President Colliers International	less than 1%	n/a	n/a
Anthony (Bud) LaCava Weston, MA	Retired CPA	Director	Director	Chairman, Business School Advisory Council, Bentley University; Director, Massachusetts Business Roundtable; Director, Jobs for Massachusetts; Board Member, Great Boston Chamber of Commerce; Member, Corporate Directors Group and Member, Board Leaders.	less than 1%	n/a	n/a
Pamela Scott North Andover, MA	President and CEO of LVCC, Inc.	Director	Director	President and CEO of LVCC, Inc.; Board of Trustees for Salem State University; Member of the Trustee Advisory Board at Beth Israel Deaconess Medical Center.	less than 1%	n/a	n/a