

BROOKLINE BANCORP INC  
Form 10-K  
February 28, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934, for the Fiscal Year Ended December 31, 2006, or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934, for the transition period from N/A to .

Commission File Number: 0-23695

## BROOKLINE BANCORP, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation of organization)

**04-3402944**

(I.R.S. Employer Identification No.)

**160 Washington Street, Brookline, Massachusetts**

(Address of principal executive offices)

**02447-0469**

(Zip Code)

**(617) 730-3500**

(Registrant's telephone number, including area code)

### Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value of \$0.01 per share	Nasdaq Global Market

### Securities registered pursuant to Section 12 (g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1934.

YES  NO

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act of 1934.

YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirement for the past 90 days.

YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer". Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act).

YES  NO

The number of shares of common stock held by nonaffiliates of the registrant as of February 23, 2007 was 60,935,492 for an aggregate market value of \$789.1 million. This excludes 629,081 shares held by Brookline Bank Employee Stock Ownership Plan and Trust.

At February 23, 2007, the number of shares of common stock, par value \$0.01 per share, issued and outstanding were 62,970,184 and 61,564,573, respectively.

**DOCUMENTS INCORPORATED BY REFERENCE**

1. Sections of the Annual Report to Stockholders for the year ended December 31, 2006 (Part I and Part II)
2. Proxy Statement for the Annual Meeting of Stockholders dated March 15, 2007 (Part III)

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**BROOKLINE BANCORP, INC. AND SUBSIDIARIES  
FORM 10-K**

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**PRIVATE SECURITIES LITIGATION REFORM ACT SAFE HARBOR STATEMENT**

This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that may be identified by the use of such words as may, could, should, will, would, believe, expect, anticipate, estimate, plan, assume or similar expressions. Examples of forward-looking statements include, but are not limited to, estimates with respect to the Company's financial condition, results of operations and business that are subject to various factors which could cause actual results to differ materially from those estimates. The following factors, among others, could cause the Company's actual performance to differ materially from the expectations, forecasts and projections expressed in the forward-looking statements: general and local economic conditions, changes in interest rates, demand for loans, real estate values, deposit flows, regulatory considerations, competition, technological developments, retention and recruitment of qualified personnel, and market acceptance of the Company's pricing, products and services.

**PART I**

**Item 1. Business**

**General**

Brookline Bancorp, Inc. (the Company) was organized in November 1997 for the purpose of acquiring all of the capital stock of Brookline Savings Bank (Brookline or the Bank) upon completion of the reorganization of Brookline from a mutual savings bank into a mutual holding company structure. In January 2003, Brookline Savings Bank changed its name to Brookline Bank. Brookline was established as a savings bank in 1871. Brookline Bancorp, MHC (the MHC), a mutual holding company, owned 15,420,350 of the Company's shares of outstanding common stock through July 9, 2002.

In June 2000, the Company commenced operations of Lighthouse Bank (Lighthouse) as New England's first-chartered internet-only bank. On July 17, 2001, Lighthouse was merged into Brookline.

The Company, the MHC, Brookline and Lighthouse converted from state to federal charters on July 16, 2001. As a result, each of these entities became subject to regulation by the Office of Thrift Supervision (OTS).

On July 9, 2002, the Boards of Directors of the MHC, the Company and Brookline completed a Plan of Conversion and Reorganization. As of that date, the 15,420,350 shares owned by the MHC were retired and the Company sold 33,723,750 shares of common stock for \$10.00 per share. After taking into consideration related expenses of \$4.5 million, net proceeds from the stock offering amounted to \$332.7 million. An additional 24,888,478 shares were issued to existing stockholders based on an exchange rate of 2.186964 new shares of common stock for each existing share, resulting in 58,612,228 total new shares outstanding. Cash was paid in lieu of fractional shares.

Upon completion of the Plan of Conversion and Reorganization, (a) Brookline Bancorp, Inc. became a Delaware corporation and the holding company parent of the Bank, (b) the MHC ceased to exist and (c) the net assets of the MHC, \$8.5 million, were transferred into Brookline.

On January 7, 2005, the Company completed the acquisition of Mystic Financial, Inc. (Mystic) for approximately \$69.1 million. That amount consisted of \$27.7 million in cash (including approximately \$3.9 million for the cancellation of Mystic stock options), issuance of 2,516,525 shares of the Company's common stock, \$1.6 million in income tax benefits related to cancellation of the Mystic stock options, \$4.7 million of direct acquisition costs, net of related tax benefits, and a credit of \$1.1 million for 70,312 shares of Company common stock obtained and placed in treasury resulting from termination of Mystic's employee stock option plan and Company common stock owned by Mystic.

Mystic was the parent of Medford Co-operative Bank, a bank headquartered in Medford, Massachusetts with seven banking offices serving customers primarily in Middlesex County in Massachusetts. The acquisition of Mystic has provided expanded commercial and retail banking opportunities in that market and enabled the Company to deploy some of its excess capital. For additional information about the acquisition, see note 2 to the consolidated financial statements in the Company's Annual Report to Stockholders for the year ended December 31, 2006 which is incorporated herein by reference.

On April 13, 2006, the Company increased its ownership interest in Eastern Funding LLC (Eastern) from approximately 28% to 87% through a payment of \$16.6 million in cash, including transaction costs. The acquisition added \$115 million to the Company's assets, \$108 million of which were loans. Eastern specializes primarily in the financing of coin-operated laundry, dry cleaning and convenience store equipment and businesses in the greater metropolitan New York area and selected other locations in the Northeast. The acquisition has enabled the Company to originate high yielding loans to small



business entities. For additional information about the acquisition, see note 2 to the consolidated financial statements in the Company's Annual Report to Stockholders for the year ended December 31, 2006 which is incorporated herein by reference.

### **Market Area and Credit Risk Concentration**

As of December 31, 2006, Brookline operated sixteen full-service banking offices in Brookline, Medford and adjacent communities in Middlesex County and Norfolk County in Massachusetts.

Brookline's deposits are gathered from the general public primarily in the communities in which its banking offices are located. Brookline's lending activities are concentrated primarily in the greater Boston metropolitan area and eastern Massachusetts. The greater Boston metropolitan area benefits from the presence of numerous institutions of higher learning, medical care and research centers and the corporate headquarters of several significant mutual fund investment companies. Eastern Massachusetts also has many high technology companies employing personnel with specialized skills. It should be noted, however, that Massachusetts has been losing population over the past few years. These factors affect the demand for residential homes, multi-family apartments, office buildings, shopping centers, industrial warehouses and other commercial properties.

Brookline's urban and suburban market area is characterized by a large number of apartment buildings, condominiums and office buildings. As a result, multi-family and commercial real estate mortgage lending has been a significant part of Brookline's activities for many years. These types of loans typically generate higher yields, but also involve greater credit risk than one-to four-family mortgage loans. Many of Brookline's borrowers have more than one multi-family or commercial real estate loan outstanding with Brookline. Moreover, the loans are concentrated in the market area described in the preceding paragraph.

In the first quarter of 2003, the Company commenced originating indirect automobile loans. In general, the success of lending in this business segment depends on many factors, the more significant of which include the policies established for loan underwriting, the monitoring of portfolio performance, and the effect of economic conditions on consumers and the automobile industry. For regulatory purposes, the Company's loan portfolio is not classified as subprime lending. Most of the Company's loans are originated through automobile dealerships in Massachusetts, Connecticut and New Hampshire.

In 2006, Brookline hired two senior officers with extensive experience in originating commercial loans for working capital and other business-related purposes. Brookline is concentrating such lending to companies located primarily in Massachusetts. As with commercial real estate mortgage loans, commercial business loans involve greater credit risk.

As previously mentioned, Eastern originates loans to finance equipment and businesses primarily in market areas outside of New England. The loans earn higher yields of interest because the borrowers are typically small businesses with limited capital. For this reason, however, the loans involve greater credit risk.

### **Economic Conditions and Governmental Policies**

The earnings and business of the Company are affected by external influences such as general economic conditions and the policies of governmental authorities, including the Federal Reserve Board. The Federal Reserve Board regulates the supply of money and bank credit to influence general economic conditions throughout the United States. The instruments of monetary policy employed by the Federal Reserve Board affect interest rates earned on investment securities and loans and interest rates paid on deposits and borrowed funds.

Repayment of multi-family and commercial real estate loans made by the Company generally is dependent on sufficient income from the properties to cover operating expenses and debt service. Repayment of commercial loans and Eastern loans generally is dependent on the demand for the borrowers' products or services and the ability of the borrower to compete and operate on a profitable basis. Repayment of indirect automobile loans generally is dependent on the financial well-being of the borrowers and their capacity to service their debt levels. The asset quality of the Company's loan portfolio, therefore, is greatly affected by the economy.

The Company net interest margin is greatly influenced by interest rates established by the Federal Open Market Committee of the Federal Reserve System. In the past two years, the combination of their rate setting actions and trends in economic indicators such as the rate of inflation, the rate of economic growth, unemployment and the housing market caused the yield curve to migrate from an upward slope to an inverted slope. Improvement in net interest margin will continue to be difficult to achieve until the slope of the yield curve starts to move upward. If interest rates rise, the ability of borrowers to service debt could be adversely affected and the value of properties and assets pledged as collateral for loans could diminish.





## Competition

The Company faces significant competition both in making loans and in attracting deposits. The Boston metropolitan area has a high density of financial institutions, many of which are branches of significantly larger institutions which have greater financial resources than the Company, and all of which are competitors of the Company to varying degrees. The Company's competition for loans comes principally from commercial banks, savings banks, savings and loan associations, mortgage banking companies, credit unions, insurance companies and other financial service companies. Its most direct competition for deposits has historically come from commercial banks, savings banks, savings and loan associations and credit unions. The Company faces additional competition for deposits from non-depository competitors such as the mutual fund industry, securities and brokerage firms and insurance companies.

Competition for loans and deposits has intensified greatly over the past two years. As a result, rates paid for deposits increased more rapidly than the increases in rates set by the Federal Reserve Board for borrowings between banks. Rates offered on new loans, however, did not increase at the same pace needed to sustain historic levels of profit margin.

## Investment Securities

The investment policy of the Company is reviewed and approved by the Board of Directors on an annual basis. The current policy states that investments should generally be of high quality and credit risk should be limited through diversification. Investment decisions are made based on the safety of the investment, expected earnings in relation to investment risk, the liquidity needs of the Company, the interest rate risk profile of the Company, and economic and market trends.

Generally, debt securities must be rated *A* or better by at least one nationally-recognized rating agency at the time of purchase. Debt securities rated *BBB* at the time of purchase are allowed provided the security has a scheduled maturity of no more than two years and the purchase is authorized by the chief executive officer of the Company. The carrying value of all debt securities in the Company's investment portfolio that are not rated or rated *BBB* or lower are not to exceed 10.0% of stockholders' equity, excluding unrealized gains on securities available for sale (core capital). At December 31, 2006, \$524,000 of debt securities were rated *BBB* or lower, an amount equal to 0.1% of core capital.

### *U.S. Government-Sponsored Enterprises*

The Company invests in debt securities issued by U.S. Government-sponsored enterprises. Such investments include debt securities issued by the Federal Home Loan Banks, Fannie Mae, Freddie Mac, Ginnie Mae and the Federal Farm Credit Bank. Except for Ginnie Mae securities, none of those obligations is backed by the full faith and credit of the U.S. Government. The aggregate carrying value of such debt securities is not to exceed 60% of the Company's stockholders' equity. The aggregate carrying value of debt securities issued by the Federal Home Loan Banks is not to exceed 30% of the Company's stockholders' equity and the aggregate carrying value of debt securities issued by any other U.S. Government-sponsored enterprise is not to exceed 15% of the Company's stockholders' equity. Also, the aggregate carrying value of all debt securities and discount notes issued by U.S. Government-sponsored enterprise is not to exceed 75% of the Company's stockholders' equity and the amount invested in discount notes issued by U.S. Government-sponsored enterprise is not to be more than 20% of the Company's stockholders' equity. Discount notes are debt instruments that mature in 90 days or less.

In 2006, most of the Company's investment purchases were debt securities issued by U.S. Government-sponsored enterprises with maturities primarily in the eighteen month to two year range. The Company concentrated on acquiring debt securities with short maturities to reduce interest rate risk during a period of uncertainty as to the direction of interest rates. The aggregate carrying value of debt securities issued by U.S. Government-sponsored enterprises was \$213.4 million, or 36.6% of the Company's stockholders' equity at December 31, 2006. At that date, the Company was in compliance with all of its investment policy limits.

### *Corporate Obligations*

Regarding investments in corporate obligations, no more than \$5.0 million of any debt security should mature beyond one year at the time of purchase, no investment of more than \$3.0 million in any debt security can be made without the prior approval of the chief executive officer of the Company and no investment of over \$8.0 million can be made without the prior approval of the Executive Committee of the Board of Directors. To maintain diversification in the portfolio, the aggregate carrying value of debt securities issued by one company (excluding short-term investments) must not exceed \$15.0 million and the aggregate carrying value of debt securities issued by companies considered to be in the same industry must not exceed \$75.0 million. The latter limit is allowed provided the aggregate value of investments rated less than *AA* does not exceed \$50.0 million. At December 31, 2006, the total of corporate obligations was \$6.5 million and the total amount of debt securities issued by corporate entities in the same industry was \$2.0 million.



### *Mortgage Securities*

The Company also invests in mortgage related securities, including collateralized mortgage obligations ( CMOs ). These securities are considered attractive investments because they (a) generate positive yields with minimal administrative expense, (b) impose minimal credit risk as a result of the guarantees usually provided, (c) can be utilized as collateral for borrowings, (d) generate cash flows useful for liquidity management and (e) are qualified thrift investments for purposes of the thrift lender test that the Company is obliged to meet for regulatory purposes.

Mortgage related securities are created by the pooling of mortgages and the issuance of a security with an interest rate that is less than the average interest rate on the underlying mortgages. Mortgage related securities purchased by the Company generally are comprised of a pool of single-family mortgages. The issuers of such securities are generally U.S. Government-sponsored enterprises such as Fannie Mae, Freddie Mac and Ginnie Mae who pool and resell participation interests in the form of securities to investors and guarantee the payment of principal and interest to the investors. Occasionally, the Company purchases mortgage related securities that are not issued by U.S. Government-sponsored enterprises. Such purchases are usually made for community reinvestment ( CRA ) purposes. Mortgage related securities generally yield less than the loans that underlie such securities because of the cost of payment guarantees and credit enhancements.

Investments in mortgage related securities generally do not entail significant credit risk. Such investments, however, are susceptible to significant interest rate and cash flow risks when actual cash flows from the investments differ from cash flows estimated at the time of purchase. Additionally, the market value of such securities can be affected adversely by market changes in interest rates. Prepayments that are faster than anticipated may shorten the life of a security and result in the accelerated expensing of any premiums paid, thereby reducing the net yield earned on the security. Although prepayments of underlying mortgages depend on many factors, the difference between the interest rates on the underlying mortgages and prevailing mortgage interest rates generally is the most significant determinant of the rate of prepayments. During periods of declining interest rates, refinancing generally increases and accelerates the prepayment of underlying mortgages and the related security. Such an occurrence can also create reinvestment risk because of the unavailability of other investments with a comparable rate of return in relation to the nature and maturity of the alternative investment. Conversely, in a rising interest rate environment, prepayments may decline, thereby extending the estimated life of the security and depriving the Company of the ability to reinvest cash flows at the higher market rates of interest.

CMOs are a type of debt security issued by a special purpose entity that aggregates pools of mortgages and mortgage related securities and creates different classes of CMO securities with varying maturities and amortization schedules as well as residual interest with each class possessing different risk characteristics. The cash flows from the underlying collateral are generally divided into tranches , or classes, whereby tranches have descending priorities with respect to the distribution of principal and interest repayment of the underlying mortgages and mortgage related securities, as opposed to pass through mortgage-backed securities where cash flows are distributed pro rata to all security holders. In contrast to mortgage-backed securities from which cash flow is received pro rata by all security holders (and hence, prepayment risk is shared), the cash flow from the mortgages or mortgage related securities underlying CMOs is paid in accordance with predetermined priority to investors holding various tranches of such securities. A particular tranche of a CMO may therefore carry prepayment risk that differs from that of both the underlying collateral and other tranches.

An analysis is performed of the characteristics of a mortgage related security under consideration prior to its purchase. The purchase of any mortgage related security with high price sensitivity (price decline of more than 10% under an adverse parallel change in interest rates) must be approved by the chief executive officer of the Company.

Generally, the Company has purchased the first tranche of CMOs so as to keep the expected maturities of its investments relatively short and to reduce the exposure to prepayment and reinvestment risks. The first tranche of CMOs are commonly classified as PAC-1-1 securities. No purchase of any mortgage related security in excess of \$5.0 million or involving payment of a premium of 2.0% or more or having an expected average life of more than three years can be made without the approval of the chief executive officer of the Company. Purchases of all mortgage related securities not classified as PAC-1-1 securities or issued by other than U.S. Government-sponsored enterprises also require approval of the chief executive officer. It is the Company's policy that aggregate unamortized premiums on all mortgage related securities in the Company's portfolio must not exceed \$4.0 million. At December 31, 2006, aggregate unamortized premiums on all mortgage related securities in the portfolio amounted to \$236,000.

The Company's investment in mortgage securities increased from \$49 million at December 31, 2005 to \$91 million at December 31, 2006. The securities acquired in 2006 were purchased mostly at a discount and were acquired because of their higher yield in relation to other investment possibilities within the Company's risk parameters.



*Municipal Obligations*

The total of municipal obligations owned by the Company at December 31, 2006 and 2005 remained unchanged at \$8.5 million. Of the total, \$7.8 million will mature within three years. Obligations owned at December 31, 2006 were issued by municipalities located throughout the United States and were rated AAA at that date, except for obligations with a carrying value of \$1.4 million that were rated AA. At December 31, 2006, the Company also owned \$12.7 million of auction rate municipal bonds. These bonds are variable rate securities with long-term maturities whose interest rates are set periodically through an auction process. The auction rate period for the bonds outstanding at December 31, 2006 ranged from 28 days to 35 days.

*Marketable Equity Securities*

At December 31, 2006, the Company owned marketable equity securities with a market value of \$2.7 million, including net unrealized gains of \$140,000. Most of the marketable equity securities include stocks of banks and utility companies. The Company's policy limits the aggregate cost of marketable equity securities issued by one company to no more than \$10.0 million without prior approval of the Executive Committee of the Board of Directors. The aggregate cost of marketable equity securities issued by companies considered to be in the same industry must not exceed \$30.0 million and the aggregate cost of the entire marketable equity securities portfolio must not exceed \$50.0 million. The Company purchases marketable equity securities as long-term investments that can provide the opportunity for capital appreciation and dividend income that is taxed on a more favorable basis than operating income. There can be no assurance that investment in marketable equity securities will achieve appreciation in value and, therefore, such investments involve higher risk.

The following table sets forth the composition of the Company's debt and equity securities portfolios at the dates indicated:

	At December 31, 2006		2005		2004				
	Amount	Percent of total	Amount	Percent of total	Amount	Percent of total			
	(Dollars in thousands)								
<b>Debt securities:</b>									
U.S. Government-sponsored enterprises	\$ 213,371	58.61	%	\$ 293,516	73.67	%	\$ 169,165	60.59	%
Municipal obligations	8,507	2.34		8,504	2.14		2,697	0.97	
Auction rate municipal obligations	12,650	3.47		12,750	3.20				
Corporate obligations	6,510	1.79		7,520	1.89		8,749	3.13	
Other obligations	500	0.14		600	0.15		1,000	0.36	
Collateralized mortgage obligations issued by U.S. Government-sponsored enterprises	51,971	14.28		210	0.05		45,935	16.45	
Mortgage-backed securities issued by U.S. Government-sponsored enterprises	39,295	10.79		48,673	12.22		24,735	8.86	
<b>Total debt securities</b>	<b>332,804</b>	<b>91.42</b>		<b>371,773</b>	<b>93.32</b>		<b>252,281</b>	<b>90.36</b>	
Auction rate preferred stock							5,000	1.79	
Other marketable equity securities	2,675	0.73		3,543	0.89		4,460	1.60	
Restricted equity securities	28,567	7.85		23,081	5.79		17,444	6.25	
<b>Total investment securities</b>	<b>\$ 364,046</b>	<b>100.00</b>	<b>%</b>	<b>\$ 398,397</b>	<b>100.00</b>	<b>%</b>	<b>\$ 279,185</b>	<b>100.00</b>	<b>%</b>
<b>Debt and equity securities available for sale</b>	<b>\$ 335,246</b>	<b>92.09</b>	<b>%</b>	<b>\$ 374,906</b>	<b>94.11</b>	<b>%</b>	<b>\$ 260,852</b>	<b>93.43</b>	<b>%</b>
Debt securities held to maturity	233	0.06		410	0.10		889	0.32	
Restricted equity securities	28,567	7.85		23,081	5.79		17,444	6.25	
<b>Total investment securities</b>	<b>\$ 364,046</b>	<b>100.00</b>	<b>%</b>	<b>\$ 398,397</b>	<b>100.00</b>	<b>%</b>	<b>\$ 279,185</b>	<b>100.00</b>	<b>%</b>

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The following table sets forth certain information regarding the amortized cost and market value of the Company's investment securities at the dates indicated:

	<b>At December 31, 2006</b>		<b>2005</b>		<b>2004</b>	
	<b>Amortized cost</b>	<b>Market value</b>	<b>Amortized cost</b>	<b>Market value</b>	<b>Amortized cost</b>	<b>Market value</b>
	<b>(Dollars in thousands)</b>					
<b>Securities available for sale:</b>						
<b>Debt securities:</b>						
U.S. Government-sponsored enterprises	\$ 213,528	\$ 213,371	\$ 295,232	\$ 293,516	\$ 169,888	\$ 169,165
Municipal obligations	8,660	8,507	8,671	8,504	2,706	2,697
Auction rate municipal obligations	12,650	12,650	12,750	12,750		
Corporate obligations	6,467	6,510	7,478	7,520	8,584	8,749
Other obligations	500	500	500	500	500	500
Collateralized mortgage obligations issued by U.S. Government-sponsored enterprises	52,126	51,971	211	210	46,016	45,935
Mortgage-backed securities issued by U.S. Government-sponsored enterprises	40,209	39,062	49,681	48,363	24,346	24,346
Total debt securities	334,140	332,571	374,523	371,363	252,040	251,392
Auction rate preferred stock					5,000	5,000
Marketable equity securities	2,535	2,675	2,881	3,543	2,940	4,460
Total securities available for sale	336,675	335,246	377,404	374,906	259,980	260,852
Net unrealized gains (losses) on securities available for sale	(1,429 )		(2,498 )		872	
Total securities available for sale, net	\$ 335,246	\$ 335,246	\$ 374,906	\$ 374,906	\$ 260,852	\$ 260,852
<b>Securities held to maturity:</b>						
Other obligations	\$	\$	\$ 100	\$ 100	500	\$ 500
Mortgage-backed securities issued by U.S. Government-sponsored enterprises	233	242	310	323	389	414
Total securities held to maturity	\$ 233	\$ 242	\$ 410	\$ 423	\$ 889	\$ 914
<b>Restricted equity securities:</b>						
Federal Home Loan Bank of Boston stock	\$ 28,193		\$ 22,707		\$ 17,070	
Massachusetts Savings Bank Life Insurance Company stock	253		253		253	
Other stock	121		121		121	
Total restricted equity securities	\$ 28,567		\$ 23,081		\$ 17,444	

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The table below sets forth certain information regarding the carrying value, weighted average yields and contractual maturities of the Company's securities portfolio at the date indicated.

	At December 31, 2006										
	One year or less		After one year through five years		After five years through ten years		After ten years		Total	Weighted	
	Carrying value	Weighted average yield	Carrying value	Weighted average yield	Carrying value	Weighted average yield	Carrying value	Weighted average yield	Carrying value	average yield	
Securities available for sale:											
Debt securities:											
U.S.											
Government-sponsored enterprises	\$ 120,877	4.47	% \$ 92,494	5.13	% \$		% \$		% \$ 213,371	4.76	%
Municipal obligations (1)	4,085	3.72	3,681	4.04	741	5.53			8,507	4.02	
Auction rate municipal obligations (2)							12,650	5.50	12,650	5.50	
Corporate obligations	495	4.04					6,015	6.69	6,510	6.49	
Other obligations			500	5.05					500	5.05	
Collateralized mortgage obligations			51,971	5.24					51,971	5.24	
Mortgage-backed securities			13,425	4.42	13,655	4.04	11,982	4.81	39,062	4.41	
Total debt securities	125,457	4.44	162,071	5.08	14,396	4.12	30,647	5.46	332,571	4.83	
Other marketable equity securities (1)									2,675	4.55	
Total securities available for sale									335,246	4.83	
Securities held to maturity:											
Mortgage-backed securities	1	7.96	37	9.11			195	6.04	233	6.54	
Restricted equity securities:											
Federal Home Loan Bank of Boston stock									28,193	5.80	
Massachusetts Savings Bank Life Insurance Company stock (1)									253	4.17	
Other stock									121		
Total restricted equity securities (1)									28,567	5.76	
Total securities	\$ 125,458	4.44	% \$ 162,108	5.08	% \$ 14,396	4.12	% \$ 30,842	5.47	% \$ 364,046	4.91	%

(1) The yields have been calculated on a tax equivalent basis.

(2) These obligations are variable rate securities whose interest rates are set periodically through an auction process. Auctions occurred on these obligations within 35 days after December 31, 2006.

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**Loans**

The following table sets forth the comparison of the Company's loan portfolio in dollar amounts and in percentages by type of loan at the dates indicated.

	At December 31, 2006		2005		2004		2003		2002	
	Amount (Dollars in thousands)	Percent of total	Amount	Percent of total	Amount	Percent of total	Amount	Percent of total	Amount	Percent of total
<b>Mortgage loans:</b>										
One-to-four family	\$ 286,623	15.38 %	\$ 287,450	16.77 %	\$ 135,995	10.32 %	\$ 122,524	11.00 %	\$ 134,445	15.94 %
Multi-family	331,106	17.77	379,767	22.15	334,884	25.42	339,998	30.53	324,755	38.50
Commercial real estate	373,744	20.05	377,462	22.02	297,014	22.55	312,647	28.08	281,952	33.43
Construction and development	37,589	2.02	36,035	2.10	35,237	2.67	24,813	2.23	16,691	1.98
Home equity	36,432	1.96	42,924	2.50	14,066	1.07	12,082	1.09	10,802	1.28
Second	16,646	0.89	22,978	1.34	53,499	4.06	43,650	3.92	36,323	4.31
Total mortgage loans	1,082,140	58.07	1,146,616	66.88	870,695	66.09	855,714	76.85	804,968	95.44
Indirect automobile loans	540,094	28.98	459,234	26.79	368,962	28.01	211,206	18.97		
Commercial loans - Eastern	127,275	6.83								
Other commercial loans	110,780	5.94	105,384	6.15	75,349	5.72	44,207	3.97	35,096	4.16
Other consumer loans	3,322	0.18	3,119	0.18	2,406	0.18	2,401	0.21	3,409	0.40
Total gross loans, excluding money market loan participations	1,863,611	100.00 %	1,714,353	100.00 %	1,317,412	100.00 %	1,113,528	100.00 %	843,473	100.00 %
<b>Less:</b>										
Unadvanced funds on loans	(85,879 )		(88,659 )		(57,205 )		(46,777 )		(39,684 )	
Deferred loan origination costs (fees):										
Indirect automobile loans	13,175		11,150		9,732		6,254			
Commercial loans - Eastern	991									
Other consumer loans	164		(89 )		(302 )		(265 )		(364 )	
Total loans, excluding money market loan participations	1,792,062		1,636,755		1,269,637		1,072,740		803,425	
Money market loan participations							2,000		4,000	
Total loans, net	\$ 1,792,062		\$ 1,636,755		\$ 1,269,637		\$ 1,074,740		\$ 807,425	

The Company's loan portfolio consists primarily of first mortgage loans secured by multi-family, commercial and one-to-four family residential real estate properties located in the Company's primary lending area, indirect automobile loans and loans made by Eastern to finance equipment used by small businesses. The Company also provides financing for construction and development projects, commercial lines of credit primarily to business entities and condominium associations, home equity and second mortgage loans, and other consumer loans.

The Company relies on community and business contacts as well as referrals from customers, attorneys and other professionals to generate loans. In addition, existing borrowers are an important source of business since many of them have more than one loan outstanding with the Company. The Company's ability to originate loans depends on the strength of the economy, trends in interest rates, customer demands and competition.



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Many of the Company's borrowers have done business with the Company for years and have more than one loan outstanding. It is the Company's current policy that the aggregate amount of loans outstanding to any one borrower or related entities may not exceed \$25.0 million. At December 31, 2006, the Company's largest borrower had a commercial loan outstanding of \$20.0 million collateralized by marketable securities. Including this borrower, there were 33 borrowers each with aggregate loans outstanding of \$5.0 million or greater at December 31, 2006. The cumulative total of those loans was \$318.6 million, or 24% of loans outstanding (excluding indirect automobile loans). Most of this cumulative amount is comprised of multi-family and commercial real estate mortgage loans.

The Company has written underwriting policies to control the inherent risks in loan origination. The policies address approval limits, loan-to-value ratios, appraisal requirements, debt service coverage ratios, loan concentration limits and other matters relevant to loan underwriting.

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### *Multi-Family and Commercial Real Estate Mortgage Loans*

A number of factors are considered in originating multi-family and commercial real estate mortgage loans. The qualifications and financial condition of the borrower (including credit history), profitability and expertise, as well as the value and condition of the underlying property, are evaluated. When evaluating the qualifications of the borrower, the Company considers the financial resources of the borrower, the borrower's experience in owning or managing similar property and the borrower's payment history with the Company and other financial institutions. Factors considered in evaluating the underlying property include the net operating income of the mortgaged premises before debt service and depreciation, the debt service coverage ratio (the ratio of net operating income to debt service) and the ratio of the loan amount to the appraised value.

Frequently, multi-family and commercial real estate mortgage loans are made for five to ten year terms, with an amortization period of twenty to twenty-five years. Many of the loans originated in the past few years have been priced at inception on a fixed-rate basis generally for periods ranging from two to seven years. To reduce risk in a rising interest rate environment, occasionally the Company has partially funded fixed-rate loans by borrowing funds from the FHLB on a fixed-rate basis for periods that approximate the fixed-rate terms of the loans. Generally, a yield maintenance fee and other fees are collected when a fixed-rate loan is paid off prior to its maturity.

Multi-family mortgage loans declined from \$380 million at December 31, 2005 to \$331 million at December 31, 2006. Commercial real estate mortgage loans declined from \$377 million to \$374 million at those respective dates. Competition for multi-family mortgage loans has been intensifying and, as a result, certain lenders have reduced the rates at which they are willing to make such loans. The Company has opted to seek loan growth in other segments that yield higher rates of interest and, accordingly, its financing of multi-family properties has diminished.

### *One-to-Four Family Mortgage Loans*

Three commissioned loan originators on the staff of the Company generate residential mortgage loan business. The Company offers both fixed-rate and adjustable-rate mortgage loans secured by one-to-four family residences. Generally, fixed-rate residential mortgage loans with maturities beyond ten years are not maintained in the Company's loan portfolio.

### *Construction and Development Loans*

At December 31, 2006, construction and development loans amounted to \$37.6 million, \$6.2 million of which had not been advanced as of that date. The \$31.4 million is comprised of \$7.4 million pertaining to construction of multi-family properties, \$8.4 million pertaining to construction of commercial properties, \$12.8 million pertaining to construction of one-to-four family residential homes and \$2.8 million pertaining to land loans. Different criteria are applied in underwriting construction loans for which the primary source of repayment is the sale of the property than in underwriting construction loans for which the primary source of repayment is the stabilized cash flow from the completed project. For those loans where the primary source of repayment is from resale of the property, in addition to the normal credit analysis performed for other loans, the Company also analyzes project costs, the attractiveness of the property in relation to the market in which it is located and demand within the market area. For those construction loans where the source of repayment is the stabilized cash flow from the completed project, the Company analyzes not only project costs but also how long it might take to achieve satisfactory occupancy and the reasonableness of projected rental rates in relation to market rental rates.

Construction and development financing is generally considered to involve a higher degree of risk than long-term financing on improved, occupied real estate. Risk of loss on a construction loan is largely dependent upon the accuracy of the initial estimate of construction costs, the estimated time to sell or rent the completed property at an adequate price or rate of occupancy, and market conditions. If the estimates and projections prove to be inaccurate, the Company may be confronted with a project which, upon completion, has a value that is insufficient to assure full loan repayment.

### *Commercial Loans - Eastern*

The Eastern loan portfolio amounted to \$127 million at December 31, 2006, an increase of \$19 million from the level which existed in April 2006 when the Company increased its ownership interest in Eastern. The portfolio is comprised primarily of loans to finance coin-operated laundry, dry cleaning and convenience store equipment and businesses. The borrowers are small businesses located primarily in the metropolitan New York area, although the customer base extends to locations throughout the United States. Typically, the loans are priced at a fixed rate of interest and require monthly payments over their three to seven year life. In some instances, the life of a loan can extend to ten years.

Eastern focuses on making loans to customers with business experience. An important part of Eastern's loan originations comes from existing customers as they expand their operations and acquire additional stores. The size of loan that Eastern is willing to make is determined by an analysis of cash flow and other characteristics pertaining to the store and equipment to



be financed. Eastern has developed a base of data of the revenue and profitability of stores it has financed. It has also accumulated data on the prices at which stores have sold. Eastern's loan policy contains limits on the multiples of revenues and earnings that can be applied to derive an estimate of the value of a store to be financed.

The yields earned on Eastern's loans are higher than those earned on commercial loans made by Brookline because they involve a higher degree of credit risk. Eastern's customers are typically small businesses who operate with limited financial resources and who are more at risk when the economy weakens or unforeseen adverse events arise. Because of these characteristics, personal guarantees of borrowers are usually obtained along with liens on available assets.

#### *Other Commercial Loans*

Other commercial loans, which amounted to \$111 million at December 31, 2006, compared to \$105 million at December 31, 2005, included loans to condominium associations of \$61.5 million and \$56.7 million, respectively. Typically, such loans are for the purpose of funding capital improvements, are made for five to ten year terms and are secured by a general assignment of the revenue of the condominium association. Among the factors considered in the underwriting of such loans are the level of owner occupancy, the financial condition and history of the condominium association, the attractiveness of the property in relation to the market in which it is located and the reasonableness of estimates of the cost of capital improvements to be made. Depending on loan size, funds are advanced as capital improvements are made and, in more complex situations, after completion of engineering inspections.

The Company also provides commercial banking services to small businesses in its market area. Product offerings include lines of credit for working capital as well as financing for capital expenditures and owner-occupied mortgage financing. Interest rates on these loans typically are tied to the prime rate and adjust when changes occur in that benchmark.

This type of commercial lending commenced with the acquisition of Mystic in January 2005. In 2006, the Company hired two senior officers with extensive experience in commercial lending. The Company expects to grow its commercial lending business in a measured way by focusing on credit fundamentals and service to established business concerns. At December 31, 2006, commercial business loans amounted to \$48.7 million, including \$11.3 million in standby letters of credit. This part of the portfolio included a \$20.0 million loan fully collateralized by marketable securities that was mentioned on the second preceding page.

#### *Indirect Automobile Loans*

The Company commenced originating indirect automobile loans in the first quarter of 2003. Such loans amounted to \$540 million at December 31, 2006 compared to \$459 million at December 31, 2005. Indirect automobile loans are loans for automobiles (both new and used) and light duty trucks primarily to individuals, but also to corporations and other organizations.

Indirect automobile loans are originated through dealerships and assigned to the Company. The senior vice president responsible for indirect automobile lending must approve the application of any dealer with whom the Company does business. The Company does business with over 200 dealerships located primarily in Massachusetts, Connecticut and New Hampshire. Dealer relationships are reviewed monthly for application quality, the ratio of loans approved to applications submitted and loan performance.

Loan applications are generated by approved dealers and data are entered into an application processing system. Two types of scorecard models are used in the underwriting process - credit bureau scorecard models and a custom scorecard model. Credit bureau scorecard models are based on data accumulated by nationally recognized credit bureaus. The models are risk assessment tools that analyze an individual's credit history and assign a numeric credit score. The models meet the requirements of the Equal Credit Opportunity Act. The custom scorecard model is a judgmentally derived scoring model that includes features selected for analysis by the Company. It does not contain any factors prohibited by the Equal Credit Opportunity Act. Management generates reports periodically to track and monitor scorecards in use and the consistency of application processing.

The indirect automobile loan policy limits the aggregate number of loans with credit scores of less than 660 to 15% of loans outstanding. At December 31, 2006, loans with credit scores below 660 were approximately 11% of loans outstanding. The average credit score of loans in the portfolio at that date was 732.

The application processing system statistically grades each application according to score ranges. Depending on the data received, an application is either approved automatically or submitted to a credit underwriter for review. Credit underwriters may override system-designated approvals. Loans approved by the underwriters must meet criteria guidelines established in the Company's loan policy. Credit profile measurements such as debt to income ratios, payment to income ratios and loan to value ratios are utilized in the underwriting process and to monitor the performance of loans falling within specified ratio



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ranges. Regarding loan to value ratios, the Company considers automobile loans to be essentially unsecured credits that are partially collateralized. When borrowers cease to make required payments, repossession and sale of the vehicle financed usually results in insufficient funds to fully pay the remaining loan balance.

Indirect automobile loans are assigned a particular tier based on the credit score determined by the credit bureau. The tier is used for pricing purposes only so as to assure consistency in loan pricing. Tier rates can be modified if certain conditions exist as outlined in the Company's loan policy. The rate paid by a borrower usually differs with the buy rate earned by the Company. A significant part of the difference between the two rates is retained by the dealer in accordance with terms agreed to between the dealer and the Company. The difference is commonly referred to as the spread. Most of the spread is paid after the end of the month in which the loan is made and is comprised of the agreed-upon rate differential multiplied by the expected average balance of the loan over its scheduled maturity. If a loan is repaid in entirety within 120 days of the loan origination date, the dealer must pay a proportionate part of the spread to the Company. If a loan is repaid after ninety days, the dealer is not obliged to repay any part of the spread amount previously received. Spread payments to dealers are amortized as a reduction of interest received from borrowers over the life of the related loans. When loans are prepaid, any remaining unamortized balance is charged to expense at that time.

Various reports are generated to monitor receipt of required loan documents, adherence to loan policy parameters, dealer performance, loan delinquencies and loan charge-offs. Summary reports are submitted to the chief executive officer, the risk management officer and the board of directors on a monthly basis.

*Loan Maturities and Repricing*

The following table shows the contractual maturity and repricing dates of the Company's gross loans, net of unadvanced funds, at December 31, 2006. The table does not include prepayments or scheduled principal amortization.

	At December 31, 2006								
	Real estate mortgage loans								
	One-to-four family	Multi-family and commercial real estate	Construction and development	Home equity and second mortgage	Commercial loans - Eastern	Other commercial loans	Indirect automobile loans	Other loans	Total loans
	(In thousands)								
Amounts due:									
Within one year	\$ 26,491	\$ 201,466	\$ 30,292	\$ 43,628	\$ 3,531	\$ 35,486	\$ 2,539	\$ 3,190	\$ 346,623
After one year:									
More than one year to three years	99,065	205,855	1,150	2,275	25,311	9,047	116,971	29	459,703
More than three years to five years	96,137	127,452		998	55,250	11,905	301,618	96	593,456
More than five years to ten years	35,980	121,530		2,178	43,464	12,404	118,966		334,522
More than ten years	28,776	15,535							44,311
Total due after one year	259,958	470,372	1,150	5,451	124,025	33,356	537,555	125	1,431,992
Total amount due	\$ 286,449	\$ 671,838	\$ 31,442	\$ 49,079	\$ 127,556	\$ 68,842	\$ 540,094	\$ 3,315	1,778,615
Add (deduct):									
Deferred loan origination costs:									
Indirect automobile loans									13,175
Commercial loans - Eastern									991
Other loans									164
Acquisition fair value adjustments									(883)
Net loans									\$ 1,792,062



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The following table sets forth at December 31, 2006 the dollar amount of gross loans, net of unadvanced funds, contractually due or scheduled to reprice after one year and whether such loans have fixed interest rates or adjustable interest rates.

	<b>Due after one year Fixed (In thousands)</b>	<b>Adjustable</b>	<b>Total</b>
<b>Mortgage loans:</b>			
One-to-four family	\$ 46,918	\$ 213,040	\$ 259,958
Multi-family	76,186	127,568	203,754
Commercial real estate	93,653	172,965	266,618
Construction and development	1,150		1,150
Home equity and second mortgage	3,363	2,088	5,451
<b>Total mortgage loans</b>	<b>221,270</b>	<b>515,661</b>	<b>736,931</b>
Commercial loans - Eastern	124,025		124,025
Other commercial loans	13,915	19,441	33,356
Indirect automobile loans	537,555		537,555
Other consumer loans	125		125
<b>Total loans</b>	<b>\$ 896,890</b>	<b>\$ 535,102</b>	<b>\$ 1,431,992</b>

### Non-Performing Assets and Allowance for Loan Losses

For information about the Company's non-performing assets and allowance for loan losses, see pages 9 through 13 of the Management's Discussion and Analysis of Financial Condition and Results of Operations section of the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference.

### Retail Deposits

Historically, retail deposits have been the Company's primary source of funds. The Company offers a variety of deposit accounts with a range of interest rates and terms. The Company's retail deposit accounts consist of non-interest-bearing checking accounts and interest-bearing NOW accounts, savings accounts and money market savings accounts (referred to in the aggregate as transaction deposit accounts) and certificate of deposit accounts. The Company offers individual retirement accounts (IRAs) and other qualified plan accounts.

The flow of deposits is influenced significantly by general economic conditions, changes in money market rates, prevailing interest rates and the relative attractiveness of competing deposit and investment alternatives. Brookline's deposits are obtained predominantly from customers in the communities in which its banking offices are located. Deposits are also gathered via the internet. The Company relies primarily on competitive pricing of its deposit products, customer service and long-standing relationships with customers to attract and retain deposits. Market interest rates and rates offered by competing financial institutions significantly affect the Company's ability to attract and retain deposits.

The following table presents the retail deposit activity of the Company for the years indicated.

	<b>Year ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
	<b>(Dollars in thousands)</b>		
Net retail deposits	\$ 6,164	\$ 371,186	\$ 82,328
Interest credited on retail deposit accounts	35,735	23,163	11,709
<b>Total increase in retail deposit accounts</b>	<b>\$ 41,899</b>	<b>\$ 394,349</b>	<b>\$ 94,037</b>

In 2004, transaction deposit accounts increased \$29.5 million, or 6.9%, and certificates of deposit increased \$64.5 million, or 25.5%. The increases were due to the opening of new branches in the fall of 2004 and 2003, marketing initiatives and a rise in interest rates in the second half of 2004 which prompted some customers to place funds in higher yielding deposit accounts.

In 2005, transaction deposit accounts increased \$65.1 million, or 14.3%, and certificates of deposit increased \$329.2 million, or 103.8%. Of the total increase in deposits, \$332 million resulted from the acquisition of Mystic. The rise in interest rates during 2005 added to the increase in certificate of deposit accounts.



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In 2006, transaction deposit accounts decreased \$53.2 million, or 10.2%, and certificates of deposit increased \$95.1 million, or 14.7%. The change to an inverted yield environment during 2006 resulted in much higher rates being offered on deposit

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accounts with shorter maturities. As a result, many customers transferred funds out of transaction deposit accounts to certificate of deposit accounts.

The following table sets forth the distribution of the Company's average retail and brokered deposit accounts for the years indicated and the weighted average interest rates on each category of deposits presented. Averages for the years presented utilize average daily balances.

	Year ended December 31, 2006			Year ended December 31, 2005		
	Average balance (Dollars in thousands)	Percent of total average retail deposits	Weighted average rate	Average balance	Percent of total average retail deposits	Weighted average rate
NOW accounts	\$ 89,008	7.62 %	0.25 %	\$ 96,853	8.53 %	0.22 %
Savings accounts	112,774	9.66	1.60	147,922	13.02	1.36
Money market savings accounts	219,533	18.80	2.43	268,026	23.59	1.62
Non-interest-bearing demand checking accounts	61,869	5.30		67,081	5.90	
Total transaction deposit accounts	483,184	41.38	1.52	579,882	51.04	1.13
Retail certificates of deposit by original maturity:						
Six months or less	102,573	8.79	3.97	89,427	7.87	2.68
Over six months through 12 months	433,928	37.16	4.45	264,447	23.28	2.90
Over 12 months through 24 months	89,728	7.68	3.38	134,708	11.86	2.73
Over 24 months	58,274	4.99	3.46	67,630	5.95	4.24
Total retail certificates of deposit	684,503	58.62	4.15	556,212	48.96	2.99
Total average retail deposits	\$ 1,167,687	100.00 %	3.07 %	\$ 1,136,094	100.00 %	2.04 %
Total average brokered certificates of deposit	\$ 49,598		5.37 %	\$		%

	Year ended December 31, 2004		
	Average balance (Dollars in thousands)	Percent of total average retail deposits	Weighted average rate
NOW accounts	\$ 62,543	8.67 %	0.14 %
Savings accounts	69,364	9.62	1.69
Money market savings accounts	279,590	38.76	1.18
Non-interest-bearing demand checking accounts	35,789	4.96	
Total transaction deposit accounts	447,286	62.01	1.02
Retail certificates of deposit by original maturity:			
Six months or less	57,721	8.00	1.52
Over six months through 12 months	78,397	10.87	1.97
Over 12 months through 24 months	88,572	12.28	3.00
Over 24 months	49,344	6.84	4.22
Total retail certificates of deposit	274,034	37.99	2.61
Total average retail deposits	\$ 721,320	100.00 %	1.62 %
Total average brokered certificates of deposit	\$		%



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At December 31, 2006, the Company had outstanding \$260.1 million in retail certificates of deposit of \$100,000 or more, maturing as follows:

Maturity Period	Amount (Dollars in thousands)	Weighted average rate
Three months or less	\$ 75,548	4.71 %
Over three months through six months	84,042	4.99
Over six months through 12 months	74,861	5.08
Over 12 months	25,693	4.74
	\$ 260,144	4.91

### Borrowed Funds

The Company utilizes advances from the FHLB to fund part of its loan growth and in connection with its management of the interest rate sensitivity of its assets and liabilities. The advances are secured by a blanket security agreement which requires the Bank to maintain as collateral certain qualifying assets, principally mortgage loans and securities in an aggregate amount at least equal to outstanding advances. The maximum amount that the FHLB will advance to member institutions, including the Company, fluctuates from time to time in accordance with the policies of the FHLB. At December 31, 2006, the Company had \$464 million in outstanding advances from the FHLB and had the capacity to increase that amount to \$695 million.

The following table sets forth certain information regarding borrowed funds for the dates indicated:

	Year ended December 31,		
	2006	2005	2004
	(Dollars in thousands)		
<b>Advances from the FHLB:</b>			
Average balance outstanding	\$ 491,946	\$ 413,555	\$ 280,739
Maximum amount outstanding at any month end during the year	534,223	430,142	320,171
Balance outstanding at end of year	463,806	411,507	320,171
Weighted average interest rate during the year	4.70	% 3.67	% 3.35
Weighted average interest rate at end of year	4.79	% 4.16	% 3.23

### Return on Equity and Assets

Return on equity and assets for the years presented is as follows:

	Year ended December 31,					
	2006		2005		2004	
Return on assets (net income divided by average total assets)	0.89	%	1.01	%	1.10	%
Return on equity (net income divided by average stockholders equity)	3.53	%	3.61	%	2.99	%
Dividend payout ratio (dividends declared per share divided by net income per share)	217.65	%	200.00	%	238.71	%
Equity to assets ratio (average stockholders equity divided by average total assets)	25.25	%	27.89	%	36.86	%

### Subsidiary Activities

Brookline is a wholly-owned subsidiary of the Company. Information as to when it was established and its activities is included elsewhere in Part I of this document.

Eastern was founded by Michael J. Fanger in 1997. Information about Eastern's activities is included elsewhere in Part I of this document. In 1999, the Company acquired a 28% ownership interest in Eastern. On April 13, 2006, the Company (through Brookline) completed a merger

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agreement increasing its ownership interest in Eastern to 86.7%. Mr. Fanger continues to serve as chief executive officer of Eastern and he, along with a family member and two executive officers of Eastern, own the 13.3% minority interest position. For more information about Eastern, see note 2 to the consolidated

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financial statements appearing on pages F-16 through F-18 in the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference.

Brookline Securities Corp. ( BSC ) is a wholly-owned subsidiary of the Company and BBS Investment Corporation ( BBS ) is a wholly-owned subsidiary of Brookline. These companies were established as Massachusetts security corporations for the purpose of buying, selling and holding investment securities on their own behalf and not as a broker. The income earned on their investment securities is subject to a significantly lower rate of state tax than that assessed on income earned on investment securities owned by the Company and Brookline. At December 31, 2006, BSC and BBS had total assets of \$103 million and \$319 million, respectively, of which \$103 million and \$317 million, respectively, were in investment securities and short-term investments.

160 Associates, Inc. ( Associates ), a wholly-owned subsidiary of Brookline established as a Massachusetts corporation primarily for the purpose of acquiring and holding stock in a subsidiary engaged in business that qualifies as a real estate investment trust, was liquidated on December 31, 2003. Brookline Preferred Capital Corporation ( BPCC ), a 99.9% owned subsidiary of Associates established as a real estate investment trust ( REIT ) engaged in the acquisition and holding of securities and mortgage loans, was also liquidated on December 31, 2003. These companies were liquidated because of a change in the Massachusetts law in 2003 that eliminated the favorable state tax treatment previously accorded to REITs.

Mystic Financial Capital Trust I ( MFCI ) and Mystic Financial Capital Trust II ( MFCII ) were formed for the purpose of issuing trust preferred securities and investing the proceeds from the sale of the securities in subordinated debentures issued by Mystic. The Company assumed the obligations related to the debentures when it acquired Mystic. Interest paid by the Company on the subordinated debentures equals the dividends paid by MFCI and MFCII to the holders of the trust preferred securities.

Proceeds from the trust preferred securities issued by MFCI were invested in \$5.0 million of floating rate subordinated debentures that mature in 2032, but are callable at the option of the Company on April 22, 2007. These debentures represent the sole asset of MFCI. The interest rate on the debentures changes semi-annually to 6-month LIBOR plus 3.70%.

Proceeds from the trust preferred securities issued by MFCII were invested in \$7.0 million of floating rate subordinated debentures that mature in 2033, but are callable at the option of the Company on April 15, 2008. These debentures represent the sole asset of MFCII. The interest rate on the debentures changes quarterly to 3-month LIBOR plus 3.25%.

## **Personnel**

As of December 31, 2006, the Company had 208 full-time employees and 40 part-time employees. The employees are not represented by a collective bargaining unit and the Company considers its relationship with its employees to be good.

## **Supervision and Regulation**

### *General*

The Bank is regulated, examined and supervised by the Office of Thrift Supervision ( OTS ) and, to a lesser extent, the Federal Deposit Insurance Corporation ( FDIC ). This regulation and supervision establishes a comprehensive framework of activities in which an institution may engage. Under this system of federal regulation, financial institutions are periodically examined to ensure that they satisfy applicable standards with respect to their capital adequacy, assets, management, earnings, liquidity and sensitivity to market interest rates. The OTS examines the Bank and prepares reports for the consideration of its board of directors on any operating deficiencies.

Any change in these laws or regulations, whether by the FDIC, the OTS or Congress, could have a material adverse impact on the Company and the Bank and their operations.

### *Federal Banking Regulation*

*Business Activities.* A federal savings bank derives its lending and investment powers from the Home Owners' Loan Act, as amended, and the regulations of the OTS. Under these laws and regulations, the Bank may invest in mortgage loans secured by residential and commercial real estate, commercial business and consumer loans, certain types of debt securities and certain other assets. The Bank also may establish subsidiaries that may engage in activities not

otherwise permissible for the Bank, including real estate investment and securities brokerage.

*Capital Requirements.* OTS regulations require federal savings banks to meet three minimum capital standards: a 1.5% tangible capital ratio, a 4% leverage ratio (3% for savings associations receiving the highest rating on the CAMELS rating system) and an 8% risk-based capital ratio.

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The risk-based capital standard for federal savings banks requires the maintenance of Tier 1 (core) and total capital (which is defined as core capital and supplementary capital) to risk-weighted assets of at least 4% and 8%, respectively. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100%, assigned by the OTS capital regulation based on the risks believed inherent in the type of asset. Core capital is defined as common stockholders' equity (including retained earnings), certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries, less intangibles other than certain mortgage servicing rights and credit card relationships. The components of supplementary capital currently include cumulative preferred stock, long-term perpetual preferred stock, mandatory convertible securities, subordinated debt and intermediate preferred stock, the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Overall, the amount of supplementary capital included as part of total capital cannot exceed 100% of core capital.

At December 31, 2006, the Bank's capital exceeded all applicable requirements.

*Loans-to-One Borrower.* A federal savings bank generally may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of unimpaired capital and surplus. An additional amount may be loaned, equal to 10% of unimpaired capital and surplus, if the loan is secured by readily marketable collateral, but generally does not include real estate. As of December 31, 2006, the Bank was in compliance with the loans-to-one borrower limitations.

*Qualified Thrift Lender Test.* As a federal savings bank, the Bank is subject to a qualified thrift lender, or QTL, test. Under the QTL test, the Bank must maintain at least 65% of its portfolio assets in qualified thrift investments in at least nine months of the most recent 12 month period. Portfolio assets generally means total assets of a federal savings bank, less the sum of specified liquid assets up to 20% of total assets, goodwill and other intangible assets, and the value of property used in the conduct of the bank's business.

Qualified thrift investments includes various types of loans made for residential and housing purposes, investments related to such purposes, including certain mortgage-backed and related securities, and loans for personal, family, household and certain other purposes up to a limit of 20% of portfolio assets. Qualified thrift investments also include 100% of a federal savings bank's credit card loans, education loans and small business loans.

A federal savings bank that fails the qualified thrift lender test must either convert to a commercial bank charter or operate under specified restrictions. At December 31, 2006, the Bank maintained 69.0% of its portfolio assets in qualified thrift investments.

*Capital Distributions.* OTS regulations govern capital distributions by a federal savings bank, which include cash dividends, stock repurchases and other transactions charged to the capital account. A federal savings bank must file an application for approval of a capital distribution if:

- the total capital distributions for the applicable calendar year exceed the sum of the bank's net income for that year to date plus the bank's retained net income for the preceding two years;
- the bank would not be at least adequately capitalized following the distribution;
- the distribution would violate any applicable statute, regulation, agreement or OTS-imposed condition; or
- the bank is not eligible for expedited treatment of its filings.

Even if an application is not otherwise required, every federal savings bank that is a subsidiary of a holding company must still file a notice with the OTS at least 30 days before the board of directors declares a dividend or approves a capital distribution.

The OTS may disapprove a notice or application if:

- the bank would be undercapitalized following the distribution;



- the proposed capital distribution raises safety and soundness concerns; or
- the capital distribution would violate a prohibition contained in any statute, regulation or agreement.

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*Liquidity.* A federal savings bank is required to maintain a sufficient amount of liquid assets to ensure its safe and sound operation.

*Community Reinvestment Act and Fair Lending Laws.* All federal savings banks have a responsibility under the Community Reinvestment Act and related regulations of the OTS to help meet the credit needs of their communities, including low and moderate-income neighborhoods. In conducting bank examinations, the OTS is required to assess a bank's record of compliance with the Community Reinvestment Act. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in those statutes. A bank's failure to comply with the provisions of the Community Reinvestment Act could, at a minimum, result in regulatory restrictions on its activities. The failure to comply with the Equal Credit Opportunity Act and the Fair Housing Act could result in enforcement actions by the OTS, as well as other federal regulatory agencies and the Department of Justice. The Bank received an outstanding Community Reinvestment Act rating in its most recent examination conducted by the OTS.

*Transactions with Related Parties.* A federal savings bank's authority to engage in transactions with its affiliates is limited by Sections 23A and 23B of the Federal Reserve Act (the FRA) and implementing regulations. The term affiliates for these purposes generally means any company that controls or is under common control with an institution. The Company and its non-savings bank subsidiaries are affiliates of the Bank. In general, transactions with affiliates must be on terms that are as favorable to the bank as comparable transactions with non-affiliates. In addition, certain types of these transactions are restricted to an aggregate percentage of the bank's unimpaired capital and surplus. In addition, OTS regulations prohibit a bank from lending to any of its affiliates that are engaged in activities that are not permissible for bank holding companies and from purchasing the securities of any affiliate, other than a subsidiary.

The Bank's authority to extend credit to its directors, executive officers and 10% or higher shareholders, as well as to entities controlled by such persons, is governed by the requirements of Sections 22(g) and 22(h) of the FRA and Regulation O of the Federal Reserve Board. Among other things, these provisions require that extensions of credit to insiders (i) be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features, and (ii) not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the Bank's unimpaired capital and surplus. In addition, extensions of credit to insiders must be approved by the Bank's board of directors.

*Enforcement.* The OTS has primary enforcement responsibility over federal savings institutions and has the authority to bring enforcement action against all institution-affiliated parties which includes officers, directors and employees of the institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order to removal of officers and/or directors of the institution, receivership, conservatorship or the termination of deposit insurance. Civil penalties cover a wide range of violations and actions, and range up to \$25,000 per day, unless a finding of reckless disregard is made, in which case penalties may be as high as \$1 million per day.

*Standards for Safety and Soundness.* The federal banking agencies adopted Interagency Guidelines Prescribing Standards for Safety and Soundness to implement safety and soundness standards required under federal law. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. If an institution fails to meet these standards, the appropriate federal banking agency may require the institution to submit a compliance plan.

*Prompt Corrective Action Regulations.* The OTS is required and authorized to take supervisory actions against undercapitalized savings institutions. For this purpose, a federal savings bank is placed in one of the following five categories based on the bank's capital:

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- well-capitalized (at least 5% leverage capital, 6% tier 1 risk-based capital and 10% total risk-based capital);
- adequately capitalized (at least 4% leverage capital, 4% tier 1 risk-based capital and 8% total risk-based capital);
- undercapitalized (less than 8% total risk-based capital, 4% tier 1 risk-based capital or 3% leverage capital);
- significantly undercapitalized (less than 6% total risk-based capital, 3% tier 1 risk-based capital or 3% leverage capital); and
- critically undercapitalized (less than 2% tangible capital).

Generally, the banking regulator is required to appoint a receiver or conservator for a bank that is critically undercapitalized . The regulation also provides that a capital restoration plan must be filed with the OTS within 45 days of the date a bank receives notice that it is undercapitalized , significantly undercapitalized or critically undercapitalized .

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In addition, numerous mandatory supervisory actions become immediately applicable to the bank, including, but not limited to, restrictions on growth, investment activities, capital distributions and affiliate transactions. The OTS may also take any one of a number of discretionary supervisory actions against undercapitalized banks, including the issuance of a capital directive and the replacement of senior executive officers and directors.

At December 31, 2006, the Bank met the criteria for being considered well-capitalized.

*Insurance of Deposit Accounts.* Deposit accounts in the Bank are insured by the Deposit Insurance Fund of the FDIC, generally up to a maximum of \$100,000 per separately insured depositor and \$250,000 for self-directed retirement accounts. The Bank's deposits therefore are subject to FDIC deposit insurance assessments.

On February 15, 2006, federal legislation to reform federal deposit insurance was enacted. This new legislation required, among other things, that the FDIC adopt regulations increasing the maximum amount of federal deposit insurance coverage per separately insured depositor beginning in 2010 (with a cost of living adjustment to become effective in five years) and modifying the deposit fund's reserve ratio for a range between 1.15% and 1.50% of estimated insured deposits.

On November 2, 2006, the FDIC adopted final regulations establishing a risk-based assessment system that will enable the FDIC to more closely tie each financial institution's premiums to the risk it poses to the deposit insurance fund. Under the new risk-based assessment system, which becomes effective in the beginning of 2007, the FDIC will evaluate the risk of each financial institution based on three primary sources of information: (1) its supervisory rating, (2) its financial ratios and (3) its long-term debt issuer rating, if the institution has one. The new rates for nearly all of the financial institution industry will vary between five and seven cents for every \$100 of domestic deposits. At the same time, the FDIC also adopted final regulations designating the reserve ratio for the deposit insurance fund during 2007 at 1.25% of estimated insured deposits.

*Prohibitions Against Tying Arrangements.* Federal savings banks are prohibited, subject to some exceptions, from extending credit to or offering any other service, or fixing or varying the consideration for such extension of credit or service, on the condition that the customer obtain some additional service from the bank or its affiliates or not obtain services of a competitor of the bank.

#### *Federal Home Loan Bank System*

The Bank is a member of the Federal Home Loan Bank System, which consists of 12 regional Federal Home Loan Banks. The Federal Home Loan Bank System provides a central credit facility primarily for member institutions. As a member of the Federal Home Loan Bank of Boston, the Bank is required to acquire and hold shares of capital stock in the Federal Home Loan Bank in an amount at least equal to 4.5% of its borrowings from the Federal Home Loan Bank. As of December 31, 2006, the Bank was in compliance with this requirement.

#### *Federal Reserve System*

**The Federal Reserve Board regulations require federal savings banks to maintain non-interest-earning reserves against their transaction accounts, such as negotiable order of withdrawal and regular checking accounts. At December 31, 2006, the Bank was in compliance with these reserve requirements. The balances maintained to meet the reserve requirements imposed by the Federal Reserve Board may be used to satisfy liquidity requirements imposed by the OTS.**

#### *Holding Company Regulation*

**The Company is a Delaware-chartered savings and loan holding company subject to regulation and supervision by the OTS. The OTS has enforcement authority over the Company and its non-savings bank subsidiaries. Among other things, this authority permits the OTS to restrict or prohibit activities that are determined to be a risk to the Bank.**

The Company became a savings and loan holding company after May 4, 1999 and, therefore, its activities are limited to the activities permissible for financial holding companies or for multiple savings and loan holding companies. A financial holding company may engage in activities that are financial in nature, including underwriting equity securities and insurance, as well as activities incidental to or complementary to a financial activity. A multiple savings and loan holding company is generally limited to activities permissible for bank holding companies

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under Section 4(c)(8) of the Bank Holding Company Act, subject to the prior approval of the OTS, and certain additional activities authorized by OTS regulations.

Federal law prohibits a savings and loan holding company, directly or indirectly, or through one or more subsidiaries, from acquiring control of another savings institution or holding company thereof, without prior written approval of the OTS. It also prohibits the acquisition or retention of, with specified exceptions, more than 5% of the equity securities of a company engaged in activities that are not closely related to banking or financial in nature or acquiring or retaining control of an

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institution that is not federally insured. In evaluating applications by holding companies to acquire savings institutions, the OTS must consider the financial and managerial resources, future prospects of the savings institution involved, the effect of the acquisition on the risk to the insurance fund, the convenience and needs of the community and competitive factors.

#### ***The USA PATRIOT Act***

On October 26, 2001, the USA PATRIOT Act was enacted. The Act gives the federal government new powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing and broadened anti-money laundering requirements. The Act also requires the federal banking regulators to take into consideration the effectiveness of controls designed to combat money-laundering activities in determining whether to approve a merger or other acquisition application of an FDIC-insured institution. As such, if the Company or the Bank were to engage in a merger or other acquisition, the effectiveness of its anti-money-laundering controls would be considered as part of the application process. The Bank has established policies, procedures and systems to comply with the applicable requirements of the law.

#### ***Sarbanes-Oxley Act of 2002***

The Sarbanes-Oxley Act of 2002 is a federal law that requires the Company's chief executive officer and chief financial officer to certify to the accuracy of periodic reports filed by the Company with the Securities and Exchange Commission, subject to civil and criminal penalties if they knowingly or willingly violate this certification requirement. The legislation accelerates the time frame for disclosures by public companies like the Company, as they must immediately disclose any material changes in their financial condition or operations. Directors and executive officers must also provide information for most changes in ownership in a company's securities within two business days of the change. Under the Act, Audit Committee members must be independent and are barred from accepting consulting, advisory or other compensatory fees from the issuer. In addition, the Act prohibits any officer or director of the Company or any other person acting under their direction from taking action to fraudulently influence, coerce, manipulate or mislead any independent accountant engaged in the audit of the Company's financial statements for the purpose of rendering the financial statements materially misleading.

The Act also requires inclusion of an internal control report and assessment by management in the annual report to shareholders. The Act requires the Company's independent registered public accounting firm that issues the audit report to attest to and report on management's assessment of the Company's internal controls.

### **Taxation**

#### ***Federal Taxation***

*General.* The Company and the Bank are subject to federal income taxation in the same general manner as other corporations, with some exceptions discussed below. The following discussion of federal taxation is intended only to summarize certain pertinent federal income tax matters and is not a comprehensive description of the tax rules applicable to the Company or the Bank.

The Company and the Bank have not had their federal income tax returns audited by the Internal Revenue Service during the past five years.

*Method of Accounting.* For federal income tax purposes, the Company reports its income and expenses on the accrual method of accounting and uses a fiscal year ending December 31 for filing its consolidated federal income tax returns.

*Taxable Distributions and Recapture.* Bad debt reserves created prior to November 1, 1988 are subject to recapture into taxable income should the Bank make certain non-dividend distributions or cease to maintain a bank charter. At December 31, 2006, the Bank's total federal pre-1988 reserve was \$1.8 million. This reserve reflects the cumulative effects of federal tax deductions by the Bank for which no federal income tax provision has been made.

*Minimum Tax.* The Code imposes an alternative minimum tax ( AMT ) at a rate of 20% on a base of regular taxable income plus certain tax preferences ( alternative minimum taxable income or AMTI ). The AMT is payable to the extent such AMT exceeds regular income tax. In general, net operating losses can offset no more than 90% of AMTI.

Certain payments of alternative minimum tax may be used as credits against regular tax liabilities in future years. The Company has not been subject to the alternative minimum tax and has no such amounts available as credits for carryover.

*Net Operating Loss Carryovers.* A financial institution may carry back net operating losses to the preceding two taxable years and forward to the succeeding 20 taxable years. At December 31, 2006, the Company had \$2.5 million of net operating loss carry forward for federal income tax purposes resulting from the Mystic acquisition.

*Corporate Dividends-Received Deduction.* The Company may exclude from its income 100% of dividends received from the Bank as a member of the same affiliated group of corporations.

#### *State and Local Taxation*

The Company and the Bank are subject to an annual excise tax imposed by the Commonwealth of Massachusetts equal to 10.5% of their taxable income. Combined reporting is not permitted under Massachusetts statutes. Massachusetts taxable income is defined as federal taxable income subject to certain modifications. The Company believes these modifications allow for a deduction for 95% of dividend payments received from subsidiaries and allow deductions from certain expenses allocated to federally tax exempt obligations. The investment subsidiaries of the Company and the Bank are not subject to the corporate excise tax, but instead are taxed on their gross income at a rate of 1.32%.

Eastern is a limited liability company and, accordingly, it does not pay federal or state income taxes. Instead, the owners of Eastern must include in their taxable income their proportionate share of Eastern's taxable earnings. Such earnings are apportioned to the states in which the income was derived. Brookline reports its share of Eastern's taxable income in tax returns that are filed with New York State, the City of New York and five other states. Tax rates range from 7.00% to 10.84% on the taxable income apportioned to the five states and the City of New York.

#### **Securities and Exchange Commission Availability of Filings on Company Web Site**

Under the Securities Exchange Act of 1934 Sections 13 and 15(d), periodic and current reports must be filed with the SEC. The public may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 450 Fifth Street, NW, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0030. The Company electronically files the following reports with the SEC: Form 10-K (Annual Report), Form 10-Q (Quarterly Report) and Form 8-K (Report of Unscheduled Material Events). The Company may file additional forms.

The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, at [www.sec.gov](http://www.sec.gov), in which all forms filed electronically may be accessed. Additionally, the Company's annual report on form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K filed with the SEC and additional shareholder information are available free of charge on the Company's website: [www.brooklinebank.com](http://www.brooklinebank.com). The Company's Code of Ethics is also available on the Company's website.

#### **Item 1A. Risk Factors**

There are several significant risk factors that affect the financial performance of financial institutions in general and the Company in particular. This Report, as well as the Management's Discussion and Analysis of Financial Condition and Results of Operations section of the Company's Annual Report to Stockholders, which is incorporated herein by reference, include comments relating to those factors.

Presented below is a summary of risk factors that are especially significant to the Company. While these factors apply to most financial institutions, the commentary which follows addresses only how those factors are significant to the Company.

*Changes in the Interest Rate Policies of the Federal Open Market Committee of the Federal Reserve System.* Interest rate changes made by the Federal Reserve since June 2004 caused the yield curve to migrate from an upward slope to an inverted slope. An inverted yield curve diminishes the profitability of the Bank. Improvement in net interest margin will continue to be difficult to achieve until the slope of the yield curve starts to move upward. Rising interest rates could have an adverse effect on the ability of borrowers to repay loans and on the value of properties and assets pledged as loan collateral.

*Changes in the Real Estate Market.* The real estate market in the area where the Company conducts most of its business is experiencing a slow down in activity and a reduction in the prices at which real estate is bought and sold. These trends could affect the volume of business the Company can achieve in the future and the value of underlying collateral related to the Company's mortgage loan portfolio. A substantial part of the Company's assets are supported by real estate.



*Changes in the Local Economy.* Most of the Company's activity is concentrated in eastern Massachusetts. Massachusetts has lost population in the past few years. Continuation of that trend could affect the ability of the Company to grow in the future. Further economic slow down could affect the ability of both business and consumer borrowers to repay their loans. Besides a significant mortgage loan portfolio, the Company had \$540 million of indirect automobile loans at December 31, 2006.

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*Competition.* Currently, pricing for loans and deposits by many competitors is very aggressive and at rates that result in lower than normal profit margins. While the Company has more than ample capital to compete with most financial institutions, continuation of existing pricing trends will have an adverse effect on the Company's profitability.

*Legislative and Regulatory Changes.* Compliance with the Sarbanes-Oxley Act of 2002 that relates to, among other things, assessment and monitoring of the Company's internal controls over financial reporting, has resulted in substantial added costs for the Company. The requirements of this Act are especially burdensome and frustrating to an entity such as the Company that has been subjected to comprehensive regulatory examination and supervision for many years. The Company has also devoted important resources to meet new regulatory requirements in areas such as domestic security and customer privacy. Continuation of the frequency and complexity of legislative and regulatory changes will place further pressure on the Company's overall profitability.

*Successful Execution of Growth Initiatives.* As described elsewhere in this Report, in 2006 the Company expanded its ownership of Eastern and hired two senior commercial loan officers. It is expected that both of these initiatives will provide profitable growth opportunities. On the other hand, expansion of activities in areas where the Company's prior history is limited involves greater risks.

#### **Item 1B. Unresolved Staff Comments**

None

#### **Item 2. Properties**

At December 31, 2006, the Bank conducted its business from its main office located in Brookline, fifteen other banking offices located in Brookline, Medford and adjacent communities in Middlesex, Norfolk and Suffolk counties in Massachusetts, an operations center of the Bank in Brookline and an office in Newton, Massachusetts used to conduct the Bank's indirect automobile lending business. In addition to its main office, the Bank owns three of its banking offices and leases all of its other locations. It also has three remote ATM locations, one of which is leased. Eastern conducts its business from leased premises in New York, New York. Refer to note 13 of the Notes to Consolidated Financial Statements in the Company's 2006 Annual Report to Stockholders, which is incorporated herein by reference, for information regarding the Company's lease commitments at December 31, 2006.

#### **Item 3. Legal Proceedings**

The Company is not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business which, in the aggregate, involve amounts which are believed by management to be immaterial to the financial condition and results of operations of the Company.

#### **Item 4. Submission of Matters to a Vote of Security Holders**

None

## **PART II**

#### **Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

(a) The common stock of the Company is traded on the Nasdaq Global Market. The approximate number of holders of common stock as of December 31, 2006, as well as a table setting forth cash dividends paid on common stock and the high and low closing prices of the common stock for each of the quarters in the years ended December 31, 2006 and 2005, appears on the inside of the back cover page of the Company's 2006 Annual Report to

Stockholders which is incorporated herein by reference.

(b) Not applicable.

(c) No repurchases of the Company's common stock were made in the fourth quarter of 2006.

**Item 6. Selected Consolidated Financial Data**

Selected Consolidated Financial Data of the Company appears on the back of the cover page and page 1 of the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Management's Discussion and Analysis of Financial Condition and Results of Operations appears on pages 1 through 17 of the Management's Discussion and Analysis of Financial Condition and Results of Operations section of the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Quantitative and Qualitative Disclosures About Market Risk appears on pages 13 through 16 of the Management's Discussion and Analysis of Financial Condition and Results of Operations section of the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference.

**Item 8. Financial Statements and Supplementary Data**

The following financial statements and supplementary data appear on the pages indicated of the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference:

Reports of Independent Registered Public Accounting Firm  
Consolidated Balance Sheets as of December 31, 2006 and 2005  
Consolidated Statements of Income for the years ended December 31, 2006, 2005 and 2004  
Consolidated Statements of Comprehensive Income for the years ended December 31, 2006, 2005 and 2004  
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2006, 2005 and 2004  
Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004  
Notes to Consolidated Financial Statements

The supplementary data required by this Item relating to selected quarterly financial data is provided in note 18 of the notes to consolidated financial statements included in Item 8 of Part II of this Report.

**Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure**

None

**Item 9A. Controls and Procedures**

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer considered that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

There has been no change in the Company's internal control over financial reporting identified in connection with the quarterly evaluation that occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting as of December 31, 2006 appears on page F-1 of the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference.

The Attestation Report of the independent registered public accounting firm on management's assessment of the Company's internal control over financial reporting appears on page F-2 of the Company's 2006 Annual Report to Stockholders which is incorporated herein by reference.

**Item 9B. Other Information**

None

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**PART III**

**Item 10. Directors and Executive Officers of the Registrant**

A listing of and information about the Company's Directors and Executive Officers appears on pages 3 through 5 of the Company's proxy statement dated March 15, 2007 which is incorporated herein by reference.

**Item 11. Executive Compensation**

The information required by this Item is presented under the heading "Proposal I - Election of Directors" on pages 3 through 18 of the Company's proxy statement dated March 15, 2007 which is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Security Ownership of Certain Beneficial Owners and Management is presented on pages 2 through 4 of the Company's proxy statement dated March 15, 2007 which is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions**

Certain Relationships and Related Transactions are presented on pages 17 and 18 of the Company's proxy statement dated March 15, 2007 which is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

The disclosure required by this Item is set forth under the heading "Proposal 2-Ratification of Appointment of Independent Registered Public Accounting Firm" on pages 18 and 19 of the Company's proxy statement dated March 15, 2007 which is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) Documents

(1) Financial Statements: All financial statements are included in Item 8 of Part II of this Report.

(2) Financial Statement Schedules: All financial statement schedules have been omitted because they are not required, not applicable or are included in the consolidated financial statements or related notes.

(3) Exhibits: The exhibits listed in paragraph (c) below are filed herewith or incorporated herein by reference to other filings.

(b) Required Exhibits

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
3.1	Certificate of Incorporation of Brookline Bancorp, Inc. (incorporated by reference to Exhibit 3.1 to a previously filed Registration Statement)*
3.2	Bylaws of Brookline Bancorp, Inc. (incorporated by reference to Exhibit 3.2 to a previously filed Registration Statement)*
4	Form of Common Stock Certificate of the Company (incorporated by reference to Exhibit 4 to a previously filed Registration Statement)*
10.1	Form of Employment Agreement (incorporated by reference to Exhibit 10.1 to a previously filed Registration Statement)**
10.2	Form of Change in Control Agreement (incorporated by reference to the Form 10-K filed on March 10, 2004)
10.3	Supplemental Retirement Income Agreement with Richard P. Chapman, Jr. (incorporated by reference to Exhibit 10.3 to a previously filed Registration Statement)**
10.3.1	Amendment No. 2 to the Supplemental Retirement Income Agreement by and between Brookline Bank and Richard P. Chapman, Jr.
10.4	Supplemental Retirement Income Agreement with Charles H. Peck (incorporated by reference to Exhibit 10.5 to a previously filed Registration Statement)**
10.4.1	Amendment No. 2 to the Supplemental Retirement Income Agreement by and between Brookline Bank and Charles H. Peck
10.5	Amended Employee Stock Ownership Plan (incorporated by reference to Exhibit 10.6 to Form 10-K filed on March 23, 2000 and Exhibit 10.6 to Form 10-Q filed on November 14, 2000)
10.6	Sixth and Seventh Amendment to Employee Stock Ownership Plan (incorporated by reference to Exhibit 10.6 to Form 10-K filed on March 25, 2002)
10.7	Amendment to Employment Agreement with Richard P. Chapman, Jr. (incorporated by reference to Exhibit 10.7 to Form 10-Q filed on May 3, 2006)
10.8	Amendment to Employment Agreement with Charles H. Peck (incorporated by reference to Exhibit 10.8 to Form 10-Q filed May 3, 2006)
10.9	Amended and Restated Employee Stock Ownership Plan effective January 1, 2006 and adopted June 15, 2006 (incorporated by reference to Exhibit 10.9 to Form 10-Q filed on August 2, 2006)
11	Statement Regarding Computation of Per Share Earnings
13	2006 Annual Report to Stockholders
14	Code of Ethics (incorporated by reference to Exhibit 14 to Form 10-K filed on March 10, 2006)
21	Subsidiaries of the Registrant - This information is presented in Part I, Item 1. Business - Subsidiary Activities of this Report.
23	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer

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\* Registration Statement on Form S-1 filed by the Company with the Securities and Exchange Commission on April 10, 2002 (Registration No. 333-85980)

\*\* Registration Statement on Form S-1 filed by the Company with the Securities and Exchange Commission on November 18, 1997 (Registration No. 333-40471)

(c) Other Required Financial Statements and Schedules

Not applicable

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BROOKLINE BANCORP, INC.**

Date: February 23, 2007

By: /s/ Richard P. Chapman, Jr.  
Richard P. Chapman, Jr.  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Richard P. Chapman, Jr.  
Richard P. Chapman, Jr., President, Chief  
Executive Officer and Director  
(Principal Executive Officer)

By: /s/ Paul R. Bechet  
Paul R. Bechet, Senior Vice President,  
Treasurer and Chief Financial Officer  
(Principal Financial and Accounting Officer)

By: /s/ Dennis S. Aronowitz  
Dennis S. Aronowitz, Director  
Date: February 12, 2007

By: /s/ Charles H. Peck  
Charles H. Peck, Director  
Date: February 15, 2007

By: /s/ George C. Caner, Jr.  
George C. Caner, Jr., Director  
Date: February 15, 2007

By: /s/ Hollis W. Plimpton, Jr.  
Hollis W. Plimpton, Jr., Director  
Date: February 12, 2007

By: /s/ David C. Chapin  
David C. Chapin, Director  
Date: February 15, 2007

By: /s/ Joseph J. Slotnik  
Joseph J. Slotnik, Director  
Date: February 12, 2007

By: /s/ William G. Coughlin  
William G. Coughlin, Director  
Date: February 15, 2007

By: /s/ William V. Tripp, III  
William V. Tripp, III, Director  
Date: February 15, 2007

By: /s/ John J. Doyle, Jr.  
John J. Doyle, Jr., Director  
Date: February 15, 2007

By: /s/ Rosamond B. Vaule  
Rosamond B. Vaule, Director  
Date: February 14, 2007

By: /s/ John L. Hall, II  
John L. Hall, II, Director  
Date: February 16, 2007

By: /s/ Peter O. Wilde  
Peter O. Wilde, Director  
Date: February 15, 2007

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By: /s/ John J. Mc Glynn  
John J. Mc Glynn, Director  
Date: February 15, 2007

By: /s/ Franklin Wyman, Jr.  
Franklin Wyman, Jr., Director  
Date: February 16, 2007

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