BROOKLINE BANCORP INC
Form 10-K
February 29, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934,
for the Fiscal Year Ended December 31, 2015,
or
o 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.)
131 Clarendon Street, Boston, Massachusetts (Address of principal executive offices)	02116 (Zip Code)

(617) 425-4600
(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 Select 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 o NO x
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 o NO x
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 x NO o
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) 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. o
Indicate by check mark whether the registrant (1) has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12-b of the Exchange Act (Check one).

Large accelerated filer x	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES o NO x

As of June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the shares of common stock held by nonaffiliates, based upon the closing price per share of the registrant's common stock as reported on NASDAQ, was approximately $776.8 million.
As of February 29, 2016, there were 75,744,445 and 70,396,856 shares of the registrant's common stock, par value $0.01 per share, issued and outstanding, respectively.

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FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Report on Form 10-K that are not historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties. These statements, which are based on certain assumptions and describe Brookline Bancorp, Inc.'s (the "Company's") future plans, strategies and expectations, can generally be identified by the use of the words "may," "will," "should," "could," "would," "plan," "potential," "estimate," "project," "believe," "intend," "anticipate," "expect," "target" and similar expressions. These statements include, among others, statements regarding the Company's intent, belief or expectations with respect to economic conditions, trends affecting the Company's financial condition or results of operations, and the Company's exposure to market, liquidity, interest-rate and credit risk. Forward-looking statements are based on the current assumptions underlying the statements and other information with respect to the beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions of Management and the financial condition, results of operations, future performance and business are only expectations of future results. Although the Company believes that the expectations reflected in the Company's forward-looking statements are reasonable, the Company's actual results could differ materially from those projected in the forward-looking statements as a result of, among other factors, adverse conditions in the capital and debt markets; changes in interest rates; competitive pressures from other financial institutions; weakness in general economic conditions on a national basis or in the local markets in which the Company operates, including changes which adversely affect borrowers' ability to service and repay their loans and leases; changes in the value of securities and other assets in the Company's investment portfolio; changes in loan and lease default and charge-off rates; the adequacy of allowances for loan and lease losses; deposit levels necessitating increased borrowing to fund loans and investments; changes in government regulation; the risk that goodwill and intangibles recorded in the Company's financial statements will become impaired; and changes in assumptions used in making such forward-looking statements, as well as the other risks and uncertainties detailed in Item 1A, "Risk Factors." Forward-looking statements speak only as of the date on which they are made. The Company does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made.

PART I

Item 1. Business

General

Brookline Bancorp, Inc. (the "Company"), a Delaware corporation, operates as a multi-bank holding company for Brookline Bank and its subsidiaries, Bank Rhode Island ("BankRI") and its subsidiaries, First Ipswich Bank ("First Ipswich") and its subsidiaries, and Brookline Securities Corp.

Brookline Bank, which includes its wholly-owned subsidiaries, BBS Investment Corp. and Longwood Securities Corp., and its 84.5%-owned subsidiary, Eastern Funding LLC ("Eastern Funding"), operates 25 full-service banking offices in the greater Boston metropolitan area. Brookline Bank was established as a savings bank in 1871 under the name Brookline Savings Bank. The Company was organized in November 1997 for the purpose of acquiring all of the capital stock of Brookline Savings Bank on completion of the reorganization of Brookline Savings Bank from a mutual savings bank into a mutual holding company structure and partial public offering. In 2002, the Company became fully public. In January 2003, Brookline Savings Bank changed its name to Brookline Bank.

On February 28, 2011, the Company acquired First Ipswich Bancorp, the holding company for First Ipswich, headquartered in Ipswich, Massachusetts. First Ipswich, which includes its wholly-owned subsidiaries, First Ipswich Insurance Agency and First Ipswich Securities II Corp. , operates 5 full-service banking offices on the north shore of eastern Massachusetts. In June 2012, the First National Bank of Ipswich changed its name to First Ipswich Bank.

On January 1, 2012, the Company acquired Bancorp Rhode Island, Inc., a Rhode Island corporation and holding company for BankRI, headquartered in Providence, Rhode Island. BankRI, which includes its wholly-owned subsidiaries, Acorn Insurance Agency, BRI Realty Corp., Macrolease Corporation ("Macrolease"), and BRI Investment Corp. and its wholly-owned subsidiary, BRI MSC Corp., operates 19 full-service banking offices in the greater Providence, Rhode Island area.

As a commercially-focused financial institution with 49 full-service banking offices throughout greater Boston, the north shore of Massachusetts, and Rhode Island, the Company, through Brookline Bank, BankRI and First Ipswich (individually and collectively, the "Banks"), offers a wide range of commercial, business and retail banking services, including a full complement of cash management products, on-line banking services, consumer and residential loans and investment services, designed to

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meet the financial needs of small- to mid-sized businesses and individuals throughout central New England. Specialty lending activities including equipment financing are focused primarily in the New York and New Jersey metropolitan area.

The Company focuses its business efforts on profitably growing its commercial lending businesses, both organically and through acquisitions. The Company's customer focus, multi-bank structure, and risk management are integral to its organic growth strategy and serve to differentiate the Company from its competitors. As full-service financial institutions, the Banks and their subsidiaries focus on the continued addition of well-qualified customers, the deepening of long-term banking relationships through a full complement of products and excellent customer service, and strong risk management. The Company's multi-bank structure retains the local-bank orientation while relieving local bank management of the responsibility for most back-office functions, which are consolidated at the holding company level. Branding and decision-making, including credit decisions and pricing, remain largely local in order to better meet the needs of bank customers and further motivate the Banks' commercial, business and retail bankers.

The Company, has, from time to time, acquired other business lines or financial institutions that it believes share the Company's relationship and customer service orientations and provide access to complementary markets, customers, products and services. The Company expanded its geographic footprint with the acquisitions of First Ipswich in February 2011 and BankRI in January 2012.

The Company's headquarters and executive management are located at 131 Clarendon Street, Boston, Massachusetts 02116 and its telephone number is 617-425-4600.

The loan and lease portfolio grew $172.9 million, or 3.6%, to $5.0 billion as of December 31, 2015 from $4.8 billion as of December 31, 2014. The Company's commercial loan portfolios, which are comprised of commercial real estate loans and commercial loans and leases, continued to exhibit growth. The $403.8 million increase in the commercial loan portfolios in 2015 was partially offset by a $303.3 million decrease in the indirect automobile portfolio due to the sale in the first quarter of 2015 of more than 90% of the indirect automobile portfolio. The Company's commercial loan portfolios, which totaled $4.0 billion, or 80.8% of total loans and leases, as of December 31, 2015, increased $403.8 million, or 11.1%, from $3.6 billion, or 75.4% of total loans and leases, as of December 31, 2014.

Total deposits increased $347.9 million, or 8.8%, to $4.3 billion as of December 31, 2015 from $4.0 billion as of December 31, 2014. Core deposits, which include demand checking, NOW, money market and savings accounts, increased 6.9% to $3.2 billion as of December 31, 2015. The Company's core deposits decreased as a percentage of total deposits to 74.7% as of December 31, 2015 from 76.1% as of December 31, 2014.

Throughout 2015, the Company added $7.4 million to its allowance for loan and lease losses and experienced net charge-offs of $4.3 million to bring the balance to $56.7 million as of December 31, 2015. The ratio of the allowance for loan and lease losses to total loans and leases was 1.14% as of December 31, 2015 compared to 1.11% as of December 31, 2014. Excluding the loans acquired from BankRI and First Ipswich, the ratio of the allowance for loan and lease losses related to originated loans and leases was 1.20% as of December 31, 2015 and 1.20% as of December 31, 2014 respectively. Nonperforming assets as of December 31, 2015 were $20.7 million, up from $15.2 million at the end of 2014. Nonperforming assets were 0.34% and 0.26% of total assets as of December 31, 2015 and December 31, 2014, respectively. The Company's credit quality compares favorably to its peers, and remains a top priority within the Company.

Net interest income increased in 2015 $5.3 million, or 2.8%, to $194.4 million compared to $189.1 million in 2014. The net interest margin decreased 7 basis points to 3.54% in 2015 from 3.61% in 2014. Net income for 2015 increased $6.5 million, or 15.0%, to $49.8 million from $43.3 million for 2014. Basic and fully diluted earnings per common share ("EPS") increased to $0.71 for 2015 from $0.62 for 2014.

Competition

The Company provides banking alternatives in the greater Boston, Massachusetts, and Providence, Rhode Island, metropolitan marketplaces, each of which is dominated by several large national banking institutions. Based on total deposits at June 30, 2015, the Company ranks eighteenth in deposit market share among bank holding companies in the Massachusetts market area and fifth in deposit market share among bank holding companies in the Rhode Island market area. The Company faces considerable competition in its market area for all aspects of banking and related service activities. Competition from both bank and non-bank organizations is expected to continue with the Company

facing strong competition in generating loans and attracting deposits.
In addition to other commercial banks, the Company's main competition for generating loans includes savings banks, credit unions, mortgage banking companies, insurance companies, and other financial services companies. Competitive factors considered for loan generation include product offerings, interest rates, terms offered, services provided and geographic locations. Lending services for the Company are concentrated in the greater Boston, Massachusetts, and Providence, Rhode

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Island, metropolitan areas, eastern Massachusetts, southern New Hampshire, and other Rhode Island areas, while the Company's equipment financing activities are primarily concentrated in the greater New York and New Jersey metropolitan markets.

The Company's primary competitors for attracting deposits are savings banks, commercial banks, credit unions, and other non-depository institutions such as securities and brokerage firms and insurance companies. Competitive factors considered in attracting and retaining deposits include product offerings and rate of return, convenient branch locations and automated teller machines and online access to accounts. Deposit customers are generally in communities where banking offices are located.

Market Area and Credit Risk Concentration

As of December 31, 2015, the Company, through its Banks, operated 49 full-service banking offices in greater Boston, Massachusetts, and greater Providence, Rhode Island. The Banks' deposits are gathered from the general public primarily in the communities in which the banking offices are located. The deposit market in Massachusetts and Rhode Island is highly concentrated. Based on June 30, 2015 FDIC statistics, the five largest banks in Massachusetts have an aggregate market share of approximately 66%, and the three largest banks in Rhode Island have an aggregate deposit market share of approximately 73%. The Banks' lending activities are concentrated primarily in the greater Boston, Massachusetts, and Providence, Rhode Island, metropolitan areas, eastern Massachusetts, southern New Hampshire and other Rhode Island areas. In addition, the Company, through subsidiaries of Brookline Bank and BankRI, conducts equipment financing activities in the greater New York and New Jersey metropolitan area and elsewhere in the United States.

Commercial real estate loans. Multi-family and commercial real estate mortgage loans typically generate higher yields, but also involve greater credit risk. In addition, many of the Banks' borrowers have more than one multi-family or commercial real estate loan outstanding. The Banks manage this credit risk by prudent underwriting: conservative debt service coverage, and LTV ratios at origination, lending to seasoned real estate owners/managers, using reasonable capitalization ratios, cross-collateralizing loans to one borrower when deemed prudent, and limiting the amount and types of construction lending. As of December 31, 2015, the largest commercial real estate relationship in the Company’s portfolio was $57.0 million. Many of the Banks’ commercial real estate customers have other commercial borrowing relationships with the Banks.

Commercial loans and equipment leasing. Brookline Bank and First Ipswich originate commercial loans and leases for working capital and other business-related purposes, and concentrate such lending to companies located primarily in Massachusetts, and, in the case of Eastern Funding, in New York and New Jersey. BankRI originates commercial loans and lines of credit for various business-related purposes, for businesses located primarily in Rhode Island, and engages in equipment financing through its wholly-owned subsidiary, Macrolease, in New York and New Jersey. Because commercial loans are typically made on the basis of the borrower's ability to make repayment from the cash flow of the business, the availability of funds for the repayment of commercial and industrial loans may be significantly dependent on the success of the business itself. Further, the collateral securing the loans may be difficult to value, may fluctuate in value based on the success of the business and may deteriorate over time. For this reason, these loans and leases involve greater credit risk. Loans and leases originated by Eastern Funding generally earn higher yields because the borrowers are typically small businesses with limited capital such as laundries, dry cleaners, fitness centers, convenience stores and tow truck operators. The Macrolease equipment financing portfolio is comprised of small- to medium-sized businesses such as fitness centers, restaurants and other commercial equipment. The Banks manage the credit risk inherent in commercial lending by requiring strong debt service coverage ratios; limiting loan-to-value ratios; securing personal guarantees from borrowers; limiting industry concentrations; franchisee concentrations and duration of loan maturities; and employing adjustable rates without interest rate caps. As of December 31, 2015, the largest commercial relationship in the Company’s portfolio was $21.5 million.

Indirect auto loans. As of December 2014, Management ceased the origination of indirect automobile loans. Until December 2014, most of Brookline Bank's indirect automobile loans were originated through automobile dealerships located in Massachusetts, Connecticut, Rhode Island and New Hampshire. In March 2015, the Company made the decision and sold $255.2 million of the indirect automobile portfolio. As of December 31, 2015, the largest indirect automobile loan in Brookline Bank's portfolio was $42.0 thousand. For regulatory purposes, Brookline Bank's indirect automobile loan portfolio is not classified as "subprime lending". Prior to Management's decision to cease originating indirect automobile loans, Brookline Bank had in place policies and procedures for loan underwriting and monitoring. Brookline Bank continues to carefully monitor the remaining indirect auto loan portfolio performance and the effect of economic conditions on consumers and the automobile industry. First Ipswich and BankRI do not engage in indirect automobile lending.

Consumer loans. Retail customers of Brookline Bank and First Ipswich live and work in the Boston metropolitan area and eastern Massachusetts, are financially active and value personalized service and easy branch access. Retail customers of BankRI live and work throughout Rhode Island and value easy branch access, personalized service, and knowledge of local communities. The Banks' consumer loan portfolios, which include residential mortgage loans, home equity loans and lines of credit, and other consumer loans, cater to the borrowing needs of this customer base. Credit risk in these portfolios is managed by limiting loan-to-value ratios at loan origination and by requiring borrowers to demonstrate strong credit histories. As of December 31, 2015, the largest consumer relationship in the Company’s portfolio was $8.3 million.

Economic Conditions and Governmental Policies

Repayment of multi-family and commercial real estate loans is generally dependent on the properties generating sufficient income to cover operating expenses and debt service. Repayment of commercial loans and equipment financing loans and leases generally is dependent on the demand for the borrowers' products or services and the ability of borrowers to compete and operate on a profitable basis. Repayment of residential mortgage loans, home equity loans and 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 and lease portfolio, therefore, is greatly affected by the economy.

Economic activity in the United States has shown continuous improvement since the latter half of 2009 after slowing significantly as a result of the 2008 financial crisis. According to the Department of Labor, the national unemployment rate peaked at 10.0% in October 2009. In December 2015, the unemployment rate was 5.0% nationally, down from 5.6% at the end of 2014.

The Company's primary geographic footprints are the Boston, Massachusetts, and Providence, Rhode Island, metropolitan areas. According to the Bureau of Labor Statistics, the largest employment sectors in both Massachusetts and Rhode island are, in order: education and health services; business and professional services; and trade; transportation and utilities, a sector that includes wholesale and retail trade. The unemployment rate in Massachusetts decreased to 4.7% in December 2015 from 5.5% in December 2014, slightly lower than the national average. The unemployment rate in Rhode Island decreased to 5.1% in December 2015 from 6.8% in December 2014, slightly higher than the national average.

Should there be any setback in the economy or increase in the unemployment rates in the Boston, Massachusetts, or Providence, Rhode Island, metropolitan areas, the resulting negative consequences could affect occupancy rates in the properties financed by the Company and cause certain individual and business borrowers to be unable to service their debt obligations.

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 Board of Governors of the Federal Reserve System (the "FRB"). The FRB regulates the supply of money and bank credit to influence general economic conditions throughout the United States of America. The instruments of monetary policy employed by the FRB affect interest rates earned on investment securities and loans and interest rates paid on deposits and borrowed funds. The rate-setting actions of the Federal Open Market Committee of the FRB have a significant effect on the Company's operating results and the level of growth in its loans and leases and deposits.

Personnel

As of December 31, 2015, the Company had 675 full-time employees and 43 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.

Access to Information

As a public company, Brookline Bancorp, Inc. is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith, files reports, proxy and information statements and other information with the Securities and Exchange Commission (the “SEC”). The Company makes available on or through its internet website, www.brooklinebancorp.com, without charge, its annual reports on Form 10-K, proxy, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. The Company’s reports filed with, or furnished to, the SEC are also available at the SEC’s website at www.sec.gov . Press releases are also maintained on the Company’s website. Additional information for Brookline Bank, BankRI and First Ipswich can be found at www.brooklinebank.com, www.bankri.com and www.firstipswich.com, respectively. Information on the Company’s and any subsidiary's website is not incorporated by reference into this document and should not be considered part of this Report.

The Company’s common stock is traded on the Nasdaq Global Select Market[SM] under the symbol “BRKL.”

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Supervision and Regulation

The following discussion addresses elements of the regulatory framework applicable to bank holding companies and their subsidiaries. This regulatory framework is intended primarily for the protection of the safety and soundness of depository institutions, the federal deposit insurance system, and depositors, rather than for the protection of shareholders of a bank holding company such as the Company.

As a bank holding company, the Company is subject to regulation, supervision and examination by the FRB under the Bank Holding Company Act of 1956, as amended (the "BHCA"), and by the Massachusetts Division of Banks (the "MDOB") under Massachusetts General Laws Chapter 167A. The FRB is also the primary federal regulator of the Banks. In addition, Brookline Bank and First Ipswich are subject to regulation, supervision and examination by the MDOB, and BankRI is subject to regulation, supervision and examination by the Banking Division of the Rhode Island Department of Business Regulation (the "RIBD").

The following is a summary of certain aspects of various statutes and regulations applicable to the Company and its subsidiaries. This summary is not a comprehensive analysis of all applicable law, and is qualified by reference to the applicable statutes and regulations.

Regulation of the Company

The Company is subject to regulation, supervision and examination by the FRB, which has the authority, among other things, to order bank holding companies to cease and desist from unsafe or unsound banking practices; to assess civil money penalties; and to order termination of non-banking activities or termination of ownership and control of a non-banking subsidiary by a bank holding company.

Source of Strength

Pursuant to the BHCA, as amended by the Dodd-Frank Act, the Company is required to serve as a source of financial strength for the Banks in the event of the financial distress of the Banks. This provision of the Dodd-Frank Act codifies the longstanding policy of the FRB. This support may be required at times when the bank holding company may not have the resources to provide the additional financial support required by its subsidiary banks. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a bank subsidiary will be assumed by the bankruptcy trustee and entitled to priority of payment.

Acquisitions and Activities

The BHCA prohibits a bank holding company, without prior approval of the FRB, from acquiring all or substantially all the assets of a bank, acquiring control of a bank, merging or consolidating with another bank holding company, or acquiring direct or indirect ownership or control of any voting shares of another bank or bank holding company if, after such acquisition, the acquiring bank holding company would control more than 5% of the voting shares of such other bank or bank holding company. Further, as a Massachusetts bank holding company, the Company must obtain the prior approval of the Massachusetts Board of Bank Incorporation to acquire ownership or control of more than 5% of any voting stock in any other banking institution, acquire substantially all the assets of a bank, or merge with another bank holding company.

The BHCA prohibits a bank holding company from engaging directly or indirectly in activities other than those of banking, managing or controlling banks or furnishing services to its subsidiary banks. However, a bank holding company may engage in and may own shares of companies engaged in certain activities that the FRB determines to be so closely related to banking or managing and controlling banks as to be a proper incident thereto.

Limitations on Acquisitions of Company Common Stock

The Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of a bank holding company unless the FRB has been notified and has not objected to the transaction. Under a rebuttable presumption established by the FRB, the acquisition of 10% or more of a class of voting securities of a bank holding company, such as the Company, with a class of securities registered under Section 12 of the Exchange Act, would, under the circumstances set forth in the presumption, constitute the acquisition of control of a bank holding company. In addition, the BHCA prohibits any company from acquiring control of a bank or bank holding company without first having obtained the approval of the FRB. Pursuant to the BHCA, a company is deemed to have control of a bank or bank holding company in a number of ways including: if the company owns, controls or holds with power to vote

25% or more of a class of voting securities of the bank or bank holding company; controls in any manner the election of a majority of directors or trustees of the bank or bank holding company; or the

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FRB has determined, after notice and opportunity for hearing, that the company has the power to exercise a controlling influence over the management or policies of the bank or bank holding company.

Regulation of the Banks

Brookline Bank and First Ipswich are subject to regulation, supervision and examination by the FRB and the MDOB. BankRI is subject to regulation, supervision and examination by the FRB and the RIBD. The enforcement powers available to federal and state banking regulators include, among other things, the ability to issue cease and desist or removal orders to terminate insurance of deposits; to assess civil money penalties; to issue directives to increase capital; to place the bank into receivership; and to initiate injunctive actions against banking organizations and institution-affiliated parties.

Deposit Insurance

Deposit obligations of the Banks are insured up to applicable limits by the FDIC's Deposit Insurance Fund and are subject to deposit insurance assessments to maintain the Deposit Insurance Fund. The Dodd-Frank Act permanently increased the FDIC deposit insurance limit to $250,000 per depositor for deposits maintained in the same right and capacity at a particular insured depository institution. The Federal Deposit Insurance Act (the "FDIA"), as amended by the Federal Deposit Insurance Reform Act and the Dodd-Frank Act, requires the FDIC to take steps as may be necessary to cause the ratio of deposit insurance reserves to estimated insured deposits - the designated reserve ratio - to reach 1.35% by September 30, 2020, and it mandates that the reserve ratio designated by the FDIC for any year may not be less than 1.35%. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level and supervisory rating ("CAMELS rating"). CAMELS ratings reflect the applicable bank regulatory agencies' evaluation of the financial institution's capital, asset quality, management, earnings, liquidity and sensitivity to risk. Assessment rates may also vary for certain institutions based on long-term debt issuer ratings, issuance of unsecured debt and levels of brokered deposits. Pursuant to the Dodd-Frank Act, deposit premiums are based on assets rather than insurable deposits. To determine their actual deposit insurance premiums, each of the Banks computes its base amount on its average consolidated assets less its average tangible equity (defined as the amount of Tier 1 capital) and its applicable assessment rate. The Company's FDIC deposit insurance costs totaled $3.5 million in 2015. The FDIC has the power to adjust the assessment rates at any time.

Under the FDIA, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

Cross-Guarantee

Similar to the source of strength doctrine discussed above in "Regulation of the Company-Source of Strength," under the cross-guarantee provisions of the FDIA, the FDIC can hold any FDIC-insured depository institution liable for any loss suffered or anticipated by the FDIC in connection with (i) the "default" of a commonly controlled FDIC-insured depository institution; or (ii) any assistance provided by the FDIC to a commonly controlled FDIC-insured depository institution "in danger of default."

Acquisitions and Branching

The Banks must seek prior regulatory approval from the FRB to acquire another bank or establish a new branch office. Brookline Bank and First Ipswich must also seek prior regulatory approval from the MDOB to acquire another bank or establish a new branch office and BankRI must also seek prior regulatory approval from the RIBD to acquire another bank or establish a new branch office. Well capitalized and well managed banks may acquire other banks in any state, subject to certain deposit concentration limits and other conditions, pursuant to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as amended by the Dodd-Frank Act. In addition, the Dodd-Frank Act authorizes a state-chartered bank to establish new branches on an interstate basis to the same extent a bank chartered by the host state may establish branches.

Activities and Investments of Insured State-Chartered Banks

Section 24 of the FDIA generally limits the types of equity investments that FDIC-insured state-chartered banks, such as the Banks, may make and the kinds of activities in which such banks may engage, as a principal, to those that are permissible for national banks. Further, the Gramm-Leach-Bliley Act of 1999 (the "GLBA") permits state banks, to the extent permitted under state law, to engage through “financial subsidiaries” in certain activities which are permissible for subsidiaries of a financial holding company. In order to form a financial subsidiary, a state-chartered bank must be well capitalized, and must comply with certain capital deduction, risk management and affiliate transaction rules, among other requirements.

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Brokered Deposits

Section 29 of the FDIA and federal regulations generally limit the ability of an insured depository institution to accept, renew or roll over any brokered deposit unless the institution's capital category is "well capitalized" or, with regulatory approval, "adequately capitalized." Depository institutions, other than those in the lowest risk category, that have brokered deposits in excess of 10% of total deposits will be subject to increased FDIC deposit insurance premium assessments. Additionally, depository institutions considered "adequately capitalized" that need regulatory approval to accept, renew or roll over any brokered deposits are subject to additional restrictions on the interest rate they may pay on deposits. As of December 31, 2015, none of the Banks had brokered deposits in excess of 10% of total deposits.

The Community Reinvestment Act

The Community Reinvestment Act ("CRA") requires the FRB to evaluate each of the Banks with regard to their performance in helping to meet the credit needs of the communities each of the Banks serve, including low and moderate-income neighborhoods, consistent with safe and sound banking operations, and to take this record into consideration when evaluating certain applications. The FRB's CRA regulations are generally based upon objective criteria of the performance of institutions under three key assessment tests: (i) a lending test, to evaluate the institution's record of making loans in its service areas; (ii) an investment test, to evaluate the institution's record of investing in community development projects, affordable housing, and programs benefiting low or moderate income individuals and businesses; and (iii) a service test, to evaluate the institution's delivery of services through its branches, ATMs, and other offices. Failure of an institution to receive at least a "Satisfactory" rating could inhibit the Banks or the Company from undertaking certain activities, including engaging in activities permitted as a financial holding company under GLBA and acquisitions of other financial institutions. Each Bank has achieved a rating of "Satisfactory" on its most recent CRA examination. Both Massachusetts and Rhode Island have adopted specific community reinvestment requirements which are substantially similar to those of the FRB.

Lending Restrictions

Federal law limits a bank's authority to extend credit to its directors, executive officers and holders of more than 10% of the Company's common stock, as well as to entities controlled by such persons. Among other things, extensions of credit to insiders are required to 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. Also, the terms of such extensions of credit may not involve more than the normal risk of repayment or present other unfavorable features and may 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 capital. The Dodd-Frank Act explicitly provides that an extension of credit to an insider includes credit exposure arising from a derivatives transaction, repurchase agreement, reverse repurchase agreement, securities lending transaction or securities borrowing transaction. Additionally, the Dodd-Frank Act requires that asset sale transactions with insiders must be on market terms, and if the transaction represents more than 10% of the capital and surplus of the bank, be approved by a majority of the disinterested directors of the bank.

Capital Adequacy and Safety and Soundness

Regulatory Capital Requirements

The FRB has issued risk-based and leverage capital rules applicable to U.S. banking organizations such as the Company and the Banks. These guidelines are intended to reflect the relationship between the banking organization's capital and the degree of risk associated with its operations based on transactions recorded on-balance sheet as well as off-balance sheet items. The FRB may from time to time require that a banking organization maintain capital above the minimum levels discussed below, due to the banking organization's financial condition or actual or anticipated growth.

The capital adequacy rules define qualifying capital instruments and specify minimum amounts of capital as a percentage of assets that banking organizations are required to maintain. Common equity Tier 1 capital generally includes common stock and related surplus, retained earnings and, in certain cases and subject to certain limitations, minority interest in consolidated subsidiaries, less goodwill, other non-qualifying intangible assets and certain other deductions. Tier 1 capital for banks and bank holding companies generally consists of the sum of common equity Tier 1 elements, non-cumulative perpetual preferred stock, and related surplus in certain cases and subject to limitations, minority interests in consolidated subsidiaries that do not qualify as common equity Tier 1 capital, less certain deductions. Tier 2 capital generally consists of hybrid capital instruments, perpetual debt and mandatory convertible debt securities, cumulative perpetual preferred stock, term subordinated debt and intermediate-term preferred stock, and, subject to limitations, allowances for loan losses. The sum of Tier 1 and Tier 2 capital less certain required deductions represents qualifying total risk-based capital. Prior to the effectiveness of certain provisions of the Dodd-Frank Act, bank holding companies were permitted to include trust preferred securities and cumulative perpetual

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preferred stock in Tier 1 capital, subject to limitations. However, the FRB’s capital rule applicable to bank holding companies permanently grandfathers nonqualifying capital instruments, including trust preferred securities, issued before May 19, 2010 by depository institution holding companies with less than $15 billion in total assets as of December 31, 2009, subject to a limit of 25% of Tier 1 capital. In addition, under rules that became effective January 1, 2015, accumulated other comprehensive income (positive or negative) must be reflected in Tier 1 capital; however, the Company was permitted to make a one-time, permanent election to continue to exclude accumulated other comprehensive income from capital. The Company has made this election.

Under the capital rules, risk-based capital ratios are calculated by dividing common equity Tier 1, Tier 1, and total risk-based capital, respectively, by risk-weighted assets. Assets and off-balance sheet credit equivalents are assigned to one of several categories of risk-weights, based primarily on relative risk. Under the FRB's rules, the Company and the Banks are each required to maintain a minimum common equity Tier 1 capital ratio requirement of 4.5%, a minimum Tier 1 capital ratio requirement of 6%, a minimum total capital requirement of 8% and a minimum leverage ratio requirement of 4%. Additionally subject to a transition schedule, these rules require an institution to establish a capital conservation buffer of common equity Tier 1 capital in an amount above the minimum risk-based capital requirements for "adequately capitalized" institutions equal to 2.5% of total risk weighted assets, or face restrictions on the ability to pay dividends, pay discretionary bonuses, and to engaged in share repurchases.

A bank holding company, such as the Company, is considered "well capitalized" if the bank holding company (i) has a total risk based capital ratio of at least 10%, (ii) has a Tier 1 risk-based capital ratio of at least 6%, and (iii) is not subject to any written agreement order, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. In addition, under the FRB's prompt corrective action rules, a state member bank is considered “well capitalized” if it (i) has a total risk-based capital ratio of 10.0% or greater; (ii) a Tier 1 risk-based capital ratio of 8.0% or greater; (iii) a common Tier 1 equity ratio of at least 6.5% or greater, (iv) a leverage capital ratio of 5.0% or greater; and (iv) is not subject to any written agreement, order, capital directive, or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. The FRB also considers: (i) concentrations of credit risk; (ii) interest rate risk; and (iii) risks from non-traditional activities, as well as an institution’s ability to manage those risks. When determining the adequacy of an institution’s capital, this evaluation is a part of the institution’s regular safety and soundness examination. Each of the Banks is currently considered well-capitalized under all regulatory definitions.

Generally, a bank, upon receiving notice that it is not adequately capitalized (i.e., that it is “undercapitalized”), becomes subject to the prompt corrective action provisions of Section 38 of FDIA that, for example, (i) restrict payment of capital distributions and management fees, (ii) require that the FRB monitor the condition of the institution and its efforts to restore its capital, (iii) require submission of a capital restoration plan, (iv) restrict the growth of the institution’s assets and (v) require prior regulatory approval of certain expansion proposals. A bank that is required to submit a capital restoration plan must concurrently submit a performance guarantee by each company that controls the bank. A bank that is “critically undercapitalized” (i.e., has a ratio of tangible equity to total assets that is equal to or less than 2.0%) will be subject to further restrictions, and generally will be placed in conservatorship or receivership within 90 days.

The Banks are considered “well capitalized” under the FRB's prompt corrective action rules and the Company is considered “well capitalized” under the FRB's rules applicable to bank holding companies.

Safety and Soundness Standards

The FDIA requires the federal bank regulatory agencies to prescribe standards, by regulations or guidelines, relating to internal controls, information systems and internal audit systems, risk management, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings, stock valuation and compensation, fees and benefits, and such other operational and managerial standards as the agencies deem appropriate. Guidelines adopted by the federal bank regulatory agencies establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, these guidelines require, among other things, appropriate systems and practices to identify and manage the risk and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal stockholder. In addition, the federal banking agencies adopted regulations that authorize, but do not require, an agency to order an institution that has been given notice by an agency that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan or fails in any material respect to implement an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the "prompt corrective action" provisions of FDIA. See "Regulatory Capital Requirements" above. If an institution fails to comply with such an order, the agency may seek to enforce such order in judicial proceedings and to impose civil money penalties.

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Dividend Restrictions

The Company is a legal entity separate and distinct from the Banks. The revenue of the Company (on a parent company only basis) is derived primarily from dividends paid to it by the Banks. The right of the Company, and consequently the right of shareholders of the Company, to participate in any distribution of the assets or earnings of the Banks through the payment of such dividends or otherwise is necessarily subject to the prior claims of creditors of the Banks (including depositors), except to the extent that certain claims of the Company in a creditor capacity may be recognized.

Restrictions on Bank Holding Company Dividends

The FRB has authority to prohibit bank holding companies from paying dividends if such payment is deemed to be an unsafe or unsound practice. The FRB has indicated generally that it may be an unsafe or unsound practice for bank holding companies to pay dividends unless the bank holding company’s net income for the prior year is sufficient to fund the dividends and the expected rate of earnings retention is consistent with the organization’s capital needs, asset quality and overall financial condition. Further, the Company's ability to pay dividends will be restricted if it does not maintain the required capital conservation buffer. See “Capital Adequacy and Safety and Soundness-Regulatory Capital Requirements” above.

Restrictions on Bank Dividends

The FRB has the authority to use its enforcement powers to prohibit a bank from paying dividends if, in its opinion, the payment of dividends would constitute an unsafe or unsound practice. Federal law also prohibits the payment of dividends by a bank that will result in the bank failing to meet its applicable capital requirements on a pro forma basis. Payment of dividends by a bank is also restricted pursuant to various state regulatory limitations.

Certain Transactions by Bank Holding Companies with their Affiliates

There are various statutory restrictions on the extent to which bank holding companies and their non-bank subsidiaries may borrow, obtain credit from or otherwise engage in “covered transactions” with their insured depository institution subsidiaries. The Dodd-Frank Act amended the definition of affiliate to include an investment fund for which the depository institution or one of its affiliates is an investment adviser. An insured depository institution (and its subsidiaries) may not lend money to, or engage in covered transactions with, its non-depository institution affiliates if the aggregate amount of covered transactions outstanding involving the bank, plus the proposed transaction, exceeds the following limits: (i) in the case of any one such affiliate, the aggregate amount of covered transactions of the insured depository institution and its subsidiaries cannot exceed 10% of the capital stock and surplus of the insured depository institution; and (ii) in the case of all affiliates, the aggregate amount of covered transactions of the insured depository institution and its subsidiaries cannot exceed 20% of the capital stock and surplus of the insured depository institution. For this purpose, “covered transactions” are defined by statute to include a loan or extension of credit to an affiliate, a purchase of or investment in securities issued by an affiliate, a purchase of assets from an affiliate unless exempted by the FRB, the acceptance of securities issued by an affiliate as collateral for a loan or extension of credit to any person or company, the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate, securities borrowing or lending transactions with an affiliate that creates a credit exposure to such affiliate, or a derivatives transaction with an affiliate that creates a credit exposure to such affiliate. Covered transactions are also subject to certain collateral security requirements. Covered transactions as well as other types of transactions between a bank and a bank holding company must be on market terms and not otherwise unduly favorable to the holding company or an affiliate of the holding company. As of December 31, 2015, there were no such transactions. Moreover, Section 106 of the BHCA provides that, to further competition, a bank holding company and its subsidiaries are prohibited from engaging in certain tying arrangements in connection with any extension of credit, lease or sale of property of any kind, or furnishing of any service. As of December 31, 2015, there were no such transactions.

Consumer Protection Regulation

The Company and the Banks are subject to a number of federal and state laws designed to protect consumers and prohibit unfair or deceptive business practices. These laws include the Equal Credit Opportunity Act, Fair Housing Act, Home Ownership Protection Act, Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act of 2003 (the “FACT Act”), GLBA, Truth in Lending Act, the CRA, the Home Mortgage Disclosure Act, Real Estate Settlement Procedures Act, National Flood Insurance Act and various state law counterparts. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must interact with customers when taking deposits, making loans, collecting loans and providing other services. Further, the Dodd-Frank Act established the Consumer Financial Protection Bureau ("CFPB"), which has the responsibility for making rules and regulations under the federal consumer protection laws relating to financial products and services. The CFPB also has a broad mandate to prohibit unfair or deceptive acts and practices and is specifically empowered to require certain disclosures to consumers and draft model disclosure forms. Failure to comply with consumer protection laws and regulations can subject financial institutions to enforcement actions, fines and other penalties. The FRB examines the Banks for compliance with CFPB rules and enforce CFPB rules with respect to the Banks.

Mortgage Reform

The Dodd-Frank Act prescribes certain standards that mortgage lenders must consider before making a residential mortgage loan, including verifying a borrower’s ability to repay such mortgage loan, and allows borrowers to assert violations of certain provisions of the Truth-in-Lending Act as a defense to foreclosure proceedings. Under the Dodd-Frank Act, prepayment penalties are prohibited for certain mortgage transactions and creditors are prohibited from financing insurance policies in connection with a residential mortgage loan or home equity line of credit. In addition, the Dodd-Frank Act prohibits mortgage originators from receiving compensation based on the terms of residential mortgage loans and generally limits the ability of a mortgage originator to be compensated by others if compensation is received from a consumer. The Dodd-Frank Act requires mortgage lenders to make additional disclosures prior to the extension of credit, in each billing statement and for negative amortization loans and hybrid adjustable rate mortgages. Additionally, the CFPB’s qualified mortgage rule, (the “QM Rule”), requires creditors, such as the Banks, to make a reasonable good faith determination of a consumer's ability to repay any consumer credit transaction secured by a dwelling prior to making the loan.

Privacy and Customer Information Security

The GLBA requires financial institutions to implement policies and procedures regarding the disclosure of nonpublic personal information about consumers to nonaffiliated third parties. In general, the Banks must provide their customers with an annual disclosure that explains their policies and procedures regarding the disclosure of such nonpublic personal information, and, except as otherwise required or permitted by law, the Banks are prohibited from disclosing such information except as provided in such policies and procedures. If the financial institution only discloses information under exceptions from the GLBA that do not require an opt out to be provided and if there has been no change in the financial institutions privacy policies and practices since its most recent disclosures provide to customers, an annual disclosure is not required to be provided by the financial institution. The GLBA also requires that the Banks develop, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information (as defined under GLBA), to protect against anticipated threats or hazards to the security or integrity of such information and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer. The Banks are also required to send a notice to customers whose “sensitive information” has been compromised if unauthorized use of this information is “reasonably possible.” Most of the states, including the states where the Banks operate, have enacted legislation concerning breaches of data security and the duties of the Banks in response to a data breach. Congress continues to consider federal legislation that would require consumer notice of data security breaches. Pursuant to the FACT Act, the Banks must also develop and implement a written identity theft prevention program to detect, prevent, and mitigate identity theft in connection with the opening of certain accounts or certain existing accounts. Additionally, the FACT Act amends the Fair Credit Reporting Act to generally prohibit a person from using information received from an affiliate to make a solicitation for marketing purposes to a consumer, unless the consumer is given notice and a reasonable opportunity and a reasonable and simple method to opt out of the making of such solicitations.

Anti-Money Laundering

The Bank Secrecy Act

Under the Bank Secrecy Act (“BSA”), a financial institution is required to have systems in place to detect certain transactions, based on the size and nature of the transaction. Financial institutions are generally required to report to the United States Treasury any cash transactions involving more than $10,000. In addition, financial institutions are required to file suspicious activity reports for any transaction or series of transactions that involve more than $5,000 and which the financial institution knows, suspects or has reason to suspect involves illegal funds, is designed to evade the requirements of the BSA or has no lawful purpose. The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the “USA PATRIOT Act”), which amended the BSA, is designed to deny terrorists and others the ability to obtain anonymous access to the U.S.

financial system. The USA PATRIOT Act has significant implications for financial institutions and businesses of other types involved in the transfer of money. The USA PATRIOT Act, together with the implementing regulations of various federal regulatory agencies, has caused financial institutions, such as the Banks, to adopt and implement additional policies or amend existing policies and procedures with respect to, among other things, anti-money laundering compliance, suspicious activity, currency transaction reporting, customer identity verification and customer risk analysis. In evaluating an application under Section 3 of the BHCA to acquire a bank or an application under the Bank Merger Act to merge banks or effect a purchase of assets and assumption of deposits and other liabilities, the applicable federal banking regulator must consider the anti-money laundering compliance record of both the applicant and the target. In addition, under the USA PATRIOT Act, financial institutions are required to take steps to monitor their correspondent banking and private banking relationships as well as, if applicable, their relationships with “shell banks.”

Office of Foreign Assets Control (“OFAC”)

The U.S. has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others. These sanctions, which are administered by the U.S. Treasury’s Office of Foreign Assets Control (“OFAC”), take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on “U.S. persons” engaging in financial or other transactions relating to a sanctioned country or with certain designated persons and entities; (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons); and (iii) restrictions on transactions with or involving certain persons or entities. Blocked assets (for example, property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences for the Company. As of December 31, 2015, the Company did not have any transactions with sanctioned countries, nationals, and others.

Regulation of Other Activities

Volcker Rule Restrictions on Proprietary Trading and Sponsorship of Hedge Funds and Private Equity Funds

The Dodd-Frank Act prohibits banking organizations, such as the Company and the Banks, from engaging in proprietary trading and from sponsoring and investing in hedge funds and private equity funds, except as permitted under certain limited circumstances, in a provision commonly referred to as the “Volcker Rule.” Under the Dodd-Frank Act, proprietary trading generally means trading by a banking entity or its affiliate for its trading account. Hedge funds and private equity funds are described by the Dodd-Frank Act as funds that would be registered under the Investment Company Act but for certain enumerated exemptions. The Volcker Rule restrictions apply to the Company, the Banks and all of their subsidiaries and affiliates.

Item 1A. Risk Factors

Before deciding to invest in us or deciding to maintain or increase your investment, you should carefully consider the risks described below, in addition to the other information contained in this report and in our other filings with the SEC. The risks and uncertainties described below and in our other filings are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. If any of these known or unknown risks or uncertainties actually occur, our business, financial condition and results of operations could be seriously harmed. In that event, the market price for our common stock could decline and you may lose your investment.

We operate in a highly regulated industry, and laws and regulations, or changes in them, could limit or restrict our activities and could have an adverse impact in our operations.

We and our banking subsidiaries are subject to regulation and supervision by the FRB. Our banking subsidiaries are also subject to regulation and supervision by state banking regulators and the FRB. Federal and state laws and regulations govern numerous matters affecting us, including changes in the ownership or control of banks and bank holding companies, maintenance of adequate capital and the financial condition of a financial institution, permissible types, amounts and terms of extensions of credit and investments, permissible non-banking activities, the level of reserves against deposits and restrictions on dividend payments. The FRB and the state banking regulators have the power to issue cease and desist orders to prevent or remedy unsafe or unsound practices or violations of law by banks subject to their regulation, and the FRB possesses similar powers with respect to bank holding companies. These and other restrictions limit the manner in which we and our banking subsidiaries may conduct business and obtain financing.

Our business is also affected by the monetary policies of the FRB. Changes in monetary or legislative policies may affect the interest rates that our banking subsidiaries must offer to attract deposits and the interest rates it must charge on loans, as well as the manner in which it offers deposits and makes loans. These monetary policies have had, and are expected to continue to have, significant effects on the operating results of depository institutions generally, including

our banking subsidiaries.
As a highly regulated business, the laws, rules, regulations, and supervisory guidance and policies applicable to us are subject to regular modification and change. It is impossible to predict the competitive impact that any such changes would have on the banking and financial services industry in general, or on our business in particular. Such changes may, among other

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things, increase the cost of doing business, limit permissible activities, or affect the competitive balance between banks and other financial institutions. The Dodd-Frank Act instituted major changes to the banking and financial institutions regulatory regimes in light of government intervention in the financial services sector following the 2008 financial crisis. Other changes to statutes, regulations, or regulatory policies, including changes in interpretation or implementation of statutes, regulations, or policies, or supervisory guidance could affect in enforcement and other legal actions by federal or state authorities, including criminal and civil penalties, the loss of FDIC insurance, revocation of a banking charter, other sanctions by regulatory agencies, civil money penalties, and/or reputational damage, which could have a material adverse effect on our business, financial condition, and results of operations. See the "Supervision and Regulation" section of Item 1, "Business."

We have become subject to more stringent capital requirements.

The federal banking agencies issued a joint final rule, or the “Final Capital Rule,” that implemented the Basel III capital standards and established the minimum capital levels required under the Dodd-Frank Act. As of January 1, 2015 we are required to comply with the Final Capital Rule. The Final Capital Rule requires banks and bank holding companies to maintain a minimum common equity Tier 1 capital ratio of 4.5% of risk-weighted assets, a minimum Tier 1 capital ratio of 6% of risk-weighted assets, a total capital ratio of 8% of risk-weighted assets, and a leverage ratio of 4%. In addition, in connection with implementing the Final Capital Rule, the FDIC revised its prompt corrective action regulations for state nonmember banks to require a minimum common equity Tier 1 capital ratio of 6.5% of risk-weighted assets for a “well capitalized” institution and increased the minimum Tier 1 capital ratio for a “well capitalized” institution from 6% to 8%. Additionally, subject to a transition period, the Final Capital Rule requires banks and bank holding companies to maintain a 2.5% common equity Tier 1 capital conservation buffer above the minimum risk-based capital requirements for adequately capitalized institutions to avoid restrictions on the ability to pay dividends, discretionary bonuses, and to engage in share repurchases. The Company and the Banks met these requirements as of December 31, 2015. The Final Capital Rule permanently grandfathered trust preferred securities issued before May 19, 2010 for institutions with less than $15 billion in total assets as of December 31, 2009, subject to a limit of 25% of Tier 1 capital. The Final Capital Rule increased the required capital for certain categories of assets, including high volatility construction real estate loans and certain exposures related to securitizations; however, the Final Capital Rule retained the previous capital treatment of residential mortgages. Under the Final Capital Rule, the Company was permitted to make a one-time, permanent election to continue to exclude accumulated other comprehensive income from capital. The Company has made this election. Implementation of these standards, or any other new regulations, may adversely affect our ability to pay dividends, or require us to reduce business levels or raise capital, including in ways that may adversely affect our results of operations or financial condition.

We face significant legal risks, both from regulatory investigations and proceedings and from private actions brought against us.

From time to time we are named as a defendant or are otherwise involved in various legal proceedings, including class actions and other litigation or disputes with third parties. There is no assurance that litigation with private parties will not increase in the future. Actions against us may result in judgments, settlements, fines, penalties or other results adverse to us, which could materially adversely affect our business, financial condition or results of operations, or cause serious reputational harm to us. As a participant in the financial services industry, it is likely that we could continue to experience a high level of litigation related to our businesses and operations.

Our businesses and operations are also subject to increasing regulatory oversight and scrutiny, which may lead to additional regulatory investigations or enforcement actions. These and other initiatives from federal and state officials may subject us to further judgments, settlements, fines or penalties, or cause us to be required to restructure our operations and activities, all of which could lead to reputational issues, or higher operational costs, thereby reducing our revenue.

We may incur fines, penalties and other negative consequences from regulatory violations, possibly even inadvertent or unintentional violations.

We maintain systems and procedures designed to ensure that we comply with applicable laws and regulations. However, some legal/regulatory frameworks provide for the imposition of fines or penalties for noncompliance even though the noncompliance was inadvertent or unintentional and even though there was in place at the time systems and procedures designed to ensure compliance. For example, we are subject to regulations issued by the Office of Foreign Assets Control, or “OFAC,” that prohibit financial institutions from participating in the transfer of property belonging to the governments of certain foreign countries and designated nationals of those countries and certain other persons or entities whose interest in property is blocked by OFAC-administered sanctions. OFAC may impose penalties for inadvertent or unintentional violations even if reasonable processes are in place to prevent the violations. There may be other negative consequences resulting from a finding of noncompliance, including restrictions on certain activities. Such a finding may also damage our reputation as described below and could restrict the ability of institutional investment managers to invest in our securities.

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Our business may be adversely affected by conditions in the financial markets and by economic conditions generally.
Weakness in the U.S. economy may adversely affect our business. While in recent years there has been a gradual improvement in the U.S. economy, the outlook remains uncertain amid concerns about short- and long-term interest rates, debt and equity capital markets and financial market conditions generally. A deterioration of business and economic conditions could adversely affect the credit quality of our loans, results of operations and financial condition. Increases in loan delinquencies and default rates could adversely impact our loan charge-offs and provision for loan and lease losses. Deterioration or defaults made by issuers of the underlying collateral of our investment securities may cause additional credit-related other-than-temporary impairment charges to our income statement. Our ability to borrow from other financial institutions or to access the debt or equity capital markets on favorable terms or at all could be adversely affected by disruptions in the capital markets or other events, including actions by rating agencies and deteriorating investor expectations.
Deterioration in local economies or real estate market may adversely affect our business.
We primarily serve individuals and businesses located in the greater Boston metropolitan area, eastern Massachusetts, New York, New Jersey, and Rhode Island. Our success is largely dependent on the economic conditions, including employment levels, population growth, income levels, savings trends and government policies, in those market areas. Weaker economic conditions caused by recession, unemployment, inflation, a decline in real estate values or other factors beyond our control may adversely affect the ability of our borrowers to service their debt obligations, and could result in higher loan and lease losses and lower net income for us.
If our allowance for loan and lease losses is not sufficient to cover actual loan and lease losses, our earnings may decrease.
We are exposed to the risk that our borrowers may default on their obligations. A borrower's default on its obligations under one or more loans or leases may result in lost principal and interest income and increased operating expenses as a result of the allocation of management time and resources to the collection and work-out of the loan or lease. In certain situations, where collection efforts are unsuccessful or acceptable work-out arrangements cannot be reached, we may have to write off the loan or lease in whole or in part. In such situations, we may acquire real estate or other assets, if any, that secure the loan or lease through foreclosure or other similar available remedies, and often the amount owed under the defaulted loan or lease exceeds the value of the assets acquired.
We periodically make a determination of an allowance for loan and lease losses based on available information, including, but not limited to, the quality of the loan and lease portfolio as indicated by loan risk ratings, economic conditions, the value of the underlying collateral and the level of nonaccruing and criticized loans and leases. Management relies on its loan officers and credit quality reviews, its experience and its evaluation of economic conditions, among other factors, in determining the amount of provision required for the allowance for loan and lease losses. Provisions to this allowance result in an expense for the period. If, as a result of general economic conditions, previously incorrect assumptions, or an increase in defaulted loans or leases, we determine that additional increases in the allowance for loan and lease losses are necessary, additional expenses may be incurred.
Determining the allowance for loan and lease losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and trends, all of which may undergo material changes. At any time, there are likely to be loans and/or leases in our portfolio that will result in losses but that have not been identified as nonperforming or potential problem credits. We cannot be sure that we will be able to identify deteriorating credits before they become nonperforming assets or that we will be able to limit losses on those loans and leases that are identified. We have in the past been, and in the future may be, required to increase our allowance for loan and lease losses for any of several reasons. State and federal regulators, in reviewing our loan and lease portfolio as part of a regulatory examination, may request that we increase the allowance for loan and lease losses. Changes in economic conditions or individual business or personal circumstances affecting borrowers, new information regarding existing loans and leases, identification of additional problem loans and leases and other factors, both within and outside of our control, may require an increase in the allowance for loan and lease losses. In addition, if charge-offs in future periods exceed the allowance for loan and lease losses, we will need additional increases in its allowance for loan and lease losses. Any increases in the allowance for loan and lease losses may result in a decrease in our net income and, possibly, our capital, and could have an adverse effect on our financial condition and results of operations.

Our loan and lease portfolios include commercial real estate mortgage loans and commercial loans and leases, which are generally riskier than other types of loans.

Our commercial real estate and commercial loan and lease portfolios currently comprise 80.8% of total loans and leases. Commercial loans and leases generally carry larger balances and involve a higher risk of nonpayment or late payment than residential mortgage loans. Most of the commercial loans and leases are secured by borrower business assets such as accounts receivable, inventory, equipment and other fixed assets. Compared to real estate, these types of collateral are more difficult to monitor, harder to value, may depreciate more rapidly and may not be as readily saleable if repossessed. Repayment of commercial loans and leases is largely dependent on the business and financial condition of borrowers. Business cash flows are dependent on the demand for the products and services offered by the borrower's business. Such demand may be reduced when economic conditions are weak or when the products and services offered are viewed as less valuable than those offered by competitors. Because of the risks associated with commercial loans and leases, we may experience higher rates of default than if the portfolio were more heavily weighted toward residential mortgage loans. Higher rates of default could have an adverse effect on our financial condition and results of operations.

Environmental liability associated with our lending activities could result in losses.

In the course of business, we may acquire, through foreclosure, properties securing loans originated or purchased that are in default. Particularly in commercial real estate lending, there is a risk that material environmental violations could be discovered on these properties. In this event, we might be required to remedy these violations at the affected properties at our sole cost and expense. The cost of remedial action could substantially exceed the value of affected properties. We may not have adequate remedies against the prior owner or other responsible parties and could find it difficult or impossible to sell the affected properties. These events could have an adverse effect on our financial condition and results of operations.

Competition in the financial services industry could make it difficult for us to sustain adequate profitability.

We face significant competition for loans, leases and deposits from other banks and financial institutions both within and beyond our local marketplace. Many of our competitors have substantially greater resources and higher lending limits than we do and may offer products and services that we do not, or cannot, provide. There is also increased competition by out-of-market competitors through the internet. The ability of non-banking financial institutions to provide services previously limited to commercial banks has intensified competition. Because non-banking financial institutions are not subject to the same regulatory restrictions as banks and bank holding companies, they can often operate with greater flexibility and lower cost structures. Securities firms and insurance companies that elect to become financial holding companies may acquire banks and other financial institutions. This may significantly change the competitive environment in which we conduct our business. As a result of these various sources of competition, we could lose business to competitors or could be forced to price products and services on less advantageous terms to retain or attract clients, either of which would adversely affect our profitability.

Market changes may adversely affect demand for our services and impact results of operations.

Channels for servicing our customers are evolving rapidly, with less reliance on traditional branch facilities, more use of online and mobile banking, and increased demand for universal bankers and other relationship managers who can service multiples product lines. We compete with larger providers who are rapidly evolving their service channels and escalating the costs of evolving the service process. We have a process for evaluating the profitability of our branch system and other office and operational facilities. The identification of unprofitable operations and facilities can lead to restructuring charges and introduce the risk of disruptions to revenues and customer relationships.

Changes to interest rates could adversely affect our results of operations and financial condition.

Our consolidated results of operations depend, on a large part, on net interest income, which is the difference between (i) interest income on interest-earning assets, such as loans, leases and securities, and (ii) interest expense on interest-bearing liabilities, such as deposits and borrowed funds. As a result, our earnings and growth are significantly affected by interest rates, which are subject to the influence of economic conditions generally, both domestic and foreign, to events in the capital markets and also to the monetary and fiscal policies of the United States and its agencies, particularly the FRB. The nature and timing of any changes in such policies or general economic conditions and their effect on us cannot be controlled and are extremely difficult to predict. An increase in interest rates could also have a negative impact on our results of operations by reducing the ability of borrowers to repay their current loan obligations, which could not only result in increased loan defaults, foreclosures and charge-offs, but also necessitate further increases to our allowances for loan losses. A decrease in interest rates may trigger loan prepayments, which may serve to reduce net interest income if we are unable to lend those funds to other borrowers or invest the funds at the same or higher interest rates.

Our securities portfolio performance in difficult market conditions could have adverse effects on our results of operations.

Unrealized losses on investment securities result from changes in credit spreads and liquidity issues in the marketplace, along with changes in the credit profile of individual securities issuers. Under GAAP, we are required to review our investment portfolio periodically for the presence of other-than-temporary impairment of our securities, taking into consideration current market conditions, the extent and nature of changes in fair value, issuer rating changes and trends, volatility of earnings, current analysts' evaluations, our ability and intent to hold investments until a recovery of fair value, as well as other factors. Adverse developments with respect to one or more of the foregoing factors may require us to deem particular securities to be other-than-temporarily impaired, with the credit-related portion of the reduction in the value recognized as a charge to our earnings.

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Subsequent valuations, in light of factors prevailing at that time, may result in significant changes in the values of these securities in future periods. Any of these factors could require us to recognize further impairments in the value of our securities portfolio, which may have an adverse effect on our results of operations in future periods.

Wholesale funding sources may prove insufficient to replace deposits at maturity and support our operations and future growth.

We and our banking subsidiaries must maintain sufficient funds to respond to the needs of depositors and borrowers. To manage liquidity, we draw upon a number of funding sources in addition to core deposit growth and repayments and maturities of loans and investments. These sources include Federal Home Loan Bank advances, proceeds from the sale of investments and loans, and liquidity resources at the holding company. Our ability to manage liquidity will be severely constrained if we are unable to maintain access to funding or if adequate financing is not available to accommodate future growth at acceptable costs. In addition, if we are required to rely more heavily on more expensive funding sources to support future growth, our revenues may not increase proportionately to cover our costs. In this case, operating margins and profitability would be adversely affected. Turbulence in the capital and credit markets may adversely affect our liquidity and financial condition and the willingness of certain counterparties and customers to do business with us.

The soundness of other financial institutions could adversely affect us.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to many different counterparties, and we routinely execute transactions with counterparties in the financial industry, including brokers and dealers, other commercial banks, investment banks, mutual and hedge funds, and other financial institutions. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, could lead to market-wide liquidity problems and losses or defaults by us or by other institutions and organizations. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be liquidated or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due to us. There is no assurance that any such losses would not materially and adversely affect our results of operations.

Damage to our reputation could significantly harm our business, including our competitive position and business prospects.

We are dependent on our reputation within our market area, as a trusted and responsible financial company, for all aspects of our relationships with customers, employees, vendors, third-party service providers, and others, with whom we conduct business or potential future business. Our ability to attract and retain customers and employees could be adversely affected if our reputation is damaged. Our actual or perceived failure to address various issues could give rise to reputational risk that could cause harm to us and our business prospects. These issues also include, but are not limited to, legal and regulatory requirements; properly maintaining customer and employee personal information; record keeping; money-laundering; sales and trading practices; ethical issues; appropriately addressing potential conflicts of interest; and the proper identification of the legal, reputational, credit, liquidity and market risks inherent in our products. Failure to appropriately address any of these issues could also give rise to additional regulatory restrictions and legal risks, which could, among other consequences, increase the size and number of litigation claims and damages asserted or subject us to enforcement actions, fines and penalties and incur related costs and expenses.

Our ability to service our debt and pay dividends is dependent on capital distributions from our subsidiary banks, and these distributions are subject to regulatory limits and other restrictions.

We are a legal entity that is separate and distinct from the Banks. Our revenue (on a parent company only basis) is derived primarily from dividends paid to us by the Banks. Our right, and consequently the right of our shareholders, to participate in any distribution of the assets or earnings of the Banks through the payment of such dividends or otherwise is necessarily subject to the prior claims of creditors of the Banks (including depositors), except to the extent that certain claims of ours in a creditor capacity may be recognized. It is possible, depending upon the financial condition of our subsidiary banks and other factors, that applicable regulatory authorities could assert that payment of dividends or other payments is an unsafe or unsound practice. If one or more of our subsidiary banks is unable to pay dividends to us, we may not be able to service our debt or pay dividends on our common stock. Further, as a result of the capital conservation buffer requirement of the Final Capital Rule, our ability to pay dividends on our common stock or service our debt could be restricted if we do not maintain a capital conservation buffer. A reduction or elimination of dividends could adversely affect the market price of our common stock and would adversely affect our business, financial condition, results of operations and prospects. See Item 1, “Business-Supervision and Regulation-Dividend Restrictions” and “Business-Supervision and Regulation-Capital Adequacy and Safety and Soundness-Regulatory Capital Requirements.”

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To the extent that we acquire other companies, our business may be negatively impacted by certain risks inherent with such acquisitions.

We have acquired and will continue to consider the acquisition of other financial services companies. To the extent that we acquire other companies in the future, our business may be negatively impacted by certain risks inherent with such acquisitions. Some of these risks include the following:

•The risk that the acquired business will not perform in accordance with Management's expectations;
•The risk that difficulties will arise in connection with the integration of the operations of the acquired business with the operations of our businesses;
•The risk that Management will divert its attention from other aspects of our business;
•The risk that we may lose key employees of the combined business; and
•The risks associated with entering into geographic and product markets in which we have limited or no direct prior experience.

We may be required to write down goodwill and other acquisition-related identifiable intangible assets.

When we acquire a business, a portion of the purchase price of the acquisition may be allocated to goodwill and other identifiable intangible assets. The excess of the purchase price over the fair value of the net identifiable tangible and intangible assets acquired determines the amount of the purchase price that is allocated to goodwill acquired. As of December 31, 2015, goodwill and other identifiable intangible assets were $148.5 million. Under current accounting guidance, if we determine that goodwill or intangible assets are impaired, we would be required to write down the value of these assets. We conduct an annual review to determine whether goodwill and other identifiable intangible assets are impaired. We conduct a quarterly review for for indicators of impairment of goodwill and other identifiable intangible assets. The Company's Management recently completed these reviews and concluded that no impairment charge was necessary for the year ended December 31, 2015. We cannot provide assurance whether we will be required to take an impairment charge in the future. Any impairment charge would have a negative effect on stockholders' equity and financial results and may cause a decline in our stock price.

Systems failures, interruptions or breaches of security and other cyber security risks could have an adverse effect on our financial condition and results of operations.

We are subject to certain operational risks, including, but not limited to, data processing system failures and errors, cyber security breaches, inadequate or failed internal processes, customer or employee fraud and catastrophic failures resulting from terrorist acts or natural disasters. We depend upon data processing, software, communication, and information exchange on a variety of computing platforms and networks and over the Internet, and we rely on the services of a variety of vendors to meet our data processing and communication needs. Despite instituted safeguards, we cannot be certain that all of our systems are entirely free from vulnerability to attack or other technological difficulties or failures. Information security risks have increased significantly due to the use of online, telephone and mobile banking channels by clients and the increased sophistication and activities of organized crime, hackers, terrorists and other external parties. Our technologies, systems, networks and our clients’ devices have been subject to, and are likely to continue to be the target of, cyber-attacks, computer viruses, malicious code, phishing attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of our or our clients’ confidential, proprietary and other information, the theft of client assets through fraudulent transactions or disruption of our or our clients’ or other third parties’ business operations. If information security is breached or other technology difficulties or failures occur, information may be lost or misappropriated, and services and operations may be interrupted. A security breach could result in violations of applicable privacy and other laws, financial loss to us or to our customers, loss of confidence in our security measures, significant litigation exposure, and harm to our reputation. While we maintain a system of internal controls and procedures, any of these results could have a material adverse effect on our business, financial condition, results of operations or liquidity.

We rely on other companies to provide key components of our business infrastructure.

Third party vendors provide key components of our business infrastructure such as internet connections, network access and core application processing. While we have selected these third party vendors carefully, we do not control their actions. Any problems caused by these third parties, including as a result of their not providing us their services for any reason or their performing their services poorly, could adversely affect our ability to deliver products and services to our customers or otherwise conduct our business efficiently and effectively. Replacing these third party vendors could also entail significant delay and expense.

Our internal controls, procedures and policies may fail or be circumvented.

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Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well-designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations and financial condition.

If our risk management framework does not effectively identify or mitigate our risks, we could suffer losses.

Our risk management framework seeks to mitigate risk and appropriately balance risk and return. We have established processes and procedures intended to identify, measure, monitor and report the types of risk to which we are subject, including credit risk, operations risk, compliance risk, reputation risk, strategic risk, market risk and liquidity risk. We seek to monitor and control our risk exposure through a framework of policies, procedures and reporting requirements. Management of our risks in some cases depends upon the use of analytical and/or forecasting models. If the models used to mitigate these risks are inadequate, we may incur losses. In addition, there may be risks that exist, or that develop in the future, that we have not appropriately anticipated, identified or mitigated. If our risk management framework does not effectively identify or mitigate our risks, we could suffer unexpected losses and could be materially adversely affected.

We may be unable to attract and retain qualified key employees, which could adversely affect our business prospects, including our competitive position and results of operations.

Our success is dependent upon our ability to attract and retain highly skilled individuals. There is significant competition for those individuals with the experience and skills required to conduct many of our business activities. We may not be able to hire or retain the key personnel that we depend upon for success. The unexpected loss of services of one or more of these or other key personnel could have a material adverse impact on our business because of their skills, knowledge of the markets in which we operate, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

Our financial statements are based in part on assumptions and estimates, which, if wrong, could cause unexpected losses in the future.

Pursuant to accounting principles generally accepted in the U.S., we are required to use certain assumptions and estimates in preparing our financial statements, including in determining loan loss and litigation reserves, goodwill impairment and the fair value of certain assets and liabilities, among other items. If assumptions or estimates underlying our financial statements are incorrect, we may experience material losses. See the "Critical Accounting Policies" section in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Changes in generally accepted accounting principles can be difficult to predict and can materially impact how we record and report our financial condition and results of operations.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. From time to time, the Financial Accounting Standards Board changes the financial accounting and reporting principles that govern the preparation of our financial statements. These changes can be hard to anticipate and implement, and can materially impact how we record and report our financial condition and results of operations.

Future capital offerings may adversely affect the market price of our common stock.

In the future, we may attempt to increase our capital resources or, if our or our banking subsidiaries' capital ratios fall below required minimums, we could be forced to raise additional capital by making additional offerings of debt, common or preferred stock, trust preferred securities, and senior or subordinated notes. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock, or both. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Moreover, we cannot assure you that such capital will be available to us on acceptable terms or at all. Our inability to raise sufficient additional capital on acceptable terms when needed could adversely affect our businesses, financial condition and results of operations.

The market price and trading volume of our common stock may be volatile.

The market price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. We cannot assure you that the market price of our common stock will not fluctuate or decline significantly in the future. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

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- quarterly variations in our operating results or the quality of our assets;
- operating results that vary from the expectations of Management, securities analysts and investors;
- changes in expectations as to our future financial performance;
- announcements of innovations, new products, strategic developments, significant contracts, acquisitions and other material events by us or our competitors;
- the operating and securities price performance of other companies that investors believe are comparable to us;
- our past and future dividend practices;
- future sales of our equity or equity-related securities; and
- changes in global financial markets and global economies and general market conditions, such as interest rates, stock, commodity or real estate valuations or volatility.

Anti-takeover provisions could negatively impact our stockholders.

Provisions of Delaware law and provisions of our certificate of incorporation and by-laws could make it more difficult for a third party to acquire control of us or have the effect of discouraging a third party from attempting to acquire control of us, even if an acquisition might be in the best interest of our stockholders.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Company’s executive administration offices are located at 131 Clarendon Street, Boston, Massachusetts, which is owned by Brookline Bank, as well as its corporate operations center in Lincoln, Rhode Island, which is owned by BankRI, with other administrative and operations functions performed at several different locations.

Brookline Bank conducts its business from 25 banking offices, 4 of which are owned and 21 of which are leased. Brookline Bank's main banking office is leased and located in Brookline, Massachusetts. Brookline Bank also has 2 remote ATM locations, both of which are leased. Eastern Funding conducts its business from leased premises in New York City, New York and in Melville, New York.

BankRI conducts its business from 19 banking offices, 6 of which are owned and 13 of which are leased. BankRI's main banking office, is leased and located in Providence, Rhode Island. BankRI also has 3 remote ATM locations, all of which are leased. Macrolease conducts its business from leased premises in Plainview, New York.

First Ipswich conducts its business from 5 banking offices, 1 of which is owned and 4 of which are leased. First Ipswich's main banking office, is owned and located in Ipswich, Massachusetts. First Ipswich also has 1 remote ATM location which is leased.

Refer to Note 13, "Commitments and Contingencies," to the consolidated financial statements for information regarding the Company's lease commitments as of December 31, 2015.

Item 3. Legal Proceedings

During the fiscal year ended December 31, 2015, the Company was not involved in any legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Management believes that those routine legal proceedings involve, in the aggregate, amounts that are immaterial to the Company's financial condition and results of operations.

Item 4. Mine Safety Disclosures

Not applicable.

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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 NASDAQ under the symbol BRKL. The approximate number of registered holders of common stock as of February 29, 2016 was 2,021. Market prices for the Company's common stock and dividends paid per quarter during 2015 and 2014 follow.

	Market Prices		Dividend Paid
	High	Low	Per Share
2015			
First Quarter	$10.05	$9.29	$0.085
Second Quarter	11.54	10.10	0.090
Third Quarter	11.66	10.09	0.090
Fourth Quarter	11.89	10.19	0.090
2014			
First Quarter	$9.70	$8.66	$0.085
Second Quarter	9.63	8.83	0.085
Third Quarter	9.51	8.55	0.085
Fourth Quarter	10.15	8.56	0.085

Five-Year Performance Comparison

The following graph compares total shareholder return on the Company's common stock over the last five years with the the S&P 500 Index, the Russell 2000 Index and the SNL Index of Banks with assets between $5 billion and $10 billion. Index values are as of December 31 of each of the indicated years.

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	At December 31,					
Index	2010	2011	2012	2013	2014	2015
Brookline Bancorp, Inc.	100.00	113.22	91.41	95.69	111.62	121.67
Russell 2000	100.00	126.86	121.56	141.43	196.34	205.95
SNL Bank $5B-$10B	100.00	108.48	107.66	126.64	195.38	201.25
S&P 500	100.00	115.06	117.49	136.30	180.44	205.14

The graph assumes $100 invested on December 31, 2010 in each of the Company's common stock, the S&P 500 Index, the Russell 2000 Index and the SNL Index of Banks with assets between $5 billion and $10 billion. The graph also assumes reinvestment of all dividends.

(b) Not applicable.

(c) There were no purchases made during the year ended December 31, 2015 by or on behalf of the Company of the Company's common stock. As of December 31, 2015, the Company was authorized to repurchase $10.0 million of total outstanding shares of the Company's common stock.

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Item 6. Selected Financial Data

The selected financial and other data of the Company set forth below are derived in part from, and should be read in conjunction with, the Consolidated Financial Statements of the Company and Notes thereto presented elsewhere herein.

	At or for the year ended December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands, Except Per Share Data)				
FINANCIAL CONDITION DATA					
Total assets (*)	$6,042,338	$5,800,948	$5,325,651	$5,147,450	$3,299,417
Total loans and leases	4,995,540	4,822,607	4,362,465	4,175,712	2,720,821
Allowance for loan and lease losses	56,739	53,659	48,473	41,152	31,703
Investment securities available-for-sale	513,201	550,761	492,428	481,323	217,431
Goodwill and identified intangible assets	148,523	151,434	154,777	159,400	51,013
Total deposits	4,306,018	3,958,106	3,835,006	3,616,259	2,252,331
Core deposits (1)	3,218,146	3,011,398	2,900,338	2,605,318	1,446,659
Certificates of deposit	1,087,872	946,708	934,668	1,010,941	805,672
Total borrowed funds	983,029	1,126,404	812,555	853,969	506,919
Stockholders' equity (*)	667,485	641,818	614,412	612,013	504,006
Tangible stockholders' equity (*)(**)	518,962	490,384	459,635	452,613	452,993
Nonperforming loans and leases (2)	19,333	13,714	16,501	22,246	7,530
Nonperforming assets (3)	20,676	15,170	18,079	23,737	8,796
EARNINGS DATA					
Interest and dividend income	$226,910	$218,482	$206,384	$213,200	$140,535
Interest expense	32,545	29,414	30,166	35,832	30,336
Net interest income	194,365	189,068	176,218	177,368	110,199
Provision for credit losses	7,451	8,477	10,929	15,888	3,631
Non-interest income (*)	20,184	20,180	15,619	18,782	5,715
Non-interest expense (*)	125,377	129,160	122,442	119,858	62,907
Provision for income taxes (*)	29,353	26,286	20,664	22,523	20,581
Net income (*)	49,782	43,288	36,015	36,654	27,800
Operating earnings (**)	49,782	43,288	36,610	40,626	29,102
PER COMMON SHARE DATA					
Earnings per share - Basic (*)	$0.71	$0.62	$0.52	$0.53	$0.47
Earnings per share - Diluted (*)	0.71	0.62	0.52	0.53	0.47
Dividends paid per common share	0.36	0.34	0.34	0.34	0.34
Book value per share (end of period) (*)	9.51	9.16	8.79	8.77	8.59
Tangible book value per share (*)(**)	7.39	7.00	6.58	6.49	7.72
Stock price (end of period)	11.50	10.03	9.55	8.50	8.44
PERFORMANCE RATIOS					
Net interest margin	3.54 %	3.61 %	3.64 %	3.85 %	3.76 %
Return on average assets (*)	0.85 %	0.78 %	0.70 %	0.73 %	0.91 %
Operating return on average assets (*)(**)	0.85 %	0.78 %	0.71 %	0.81 %	0.95 %
Return on average tangible assets (*)(**)	0.87 %	0.80 %	0.72 %	0.76 %	0.92 %

Operating return on average tangible assets (*)(**)	0.87 %	0.80 %	0.73 %	0.84 %	0.97 %
Return on average stockholders' equity (*)	7.57 %	6.86 %	5.84 %	6.04 %	5.55 %
Operating return on average stockholders' equity (*)(**)	7.57 %	6.86 %	5.94 %	6.69 %	5.81 %

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	At or for the year ended December 31,									
	2015		2014		2013		2012		2011	
	(Dollars in Thousands, Except Per Share Data)									
Return on average tangible stockholders' equity (*)(**)	9.80	%	9.06	%	7.84	%	8.28	%	6.17	%
Operating return on average tangible stockholders' equity (*)(**)	9.80	%	9.06	%	7.97	%	9.18	%	6.46	%
Dividend payout ratio (*)(**)	50.15	%	55.16	%	66.20	%	64.87	%	72.20	%
Efficiency ratio (4)(*)	58.44	%	61.73	%	63.83	%	61.11	%	54.27	%
GROWTH RATIOS										
Total loan and lease growth (5)	3.59	%	10.55	%	4.47	%	53.47	%	20.74	%
Organic loan and lease growth (6)	3.59	%	10.55	%	4.47	%	11.73	%	11.72	%
Total deposit growth (5)	8.79	%	3.21	%	6.05	%	60.56	%	24.38	%
Organic deposit growth (6)	8.79	%	3.21	%	6.05	%	10.24	%	12.66	%
ASSET QUALITY RATIOS										
Net loan and lease charge-offs as a percentage of average loans and leases	0.09	%	0.07	%	0.08	%	0.16	%	0.08	%
Nonperforming loans and leases as a percentage of total loans and leases	0.39	%	0.28	%	0.38	%	0.53	%	0.28	%
Nonperforming assets as a percentage of total assets (*)	0.34	%	0.26	%	0.34	%	0.46	%	0.27	%
Total allowance for loan and lease losses as a percentage of total loans and leases	1.14	%	1.11	%	1.11	%	0.99	%	1.17	%
Allowance for loan and lease losses related to originated loans and leases as a percentage of originated loans and leases (**)	1.20	%	1.20	%	1.32	%	1.32	%	1.26	%
CAPITAL RATIOS										
Stockholders' equity to total assets (*)	11.05	%	11.06	%	11.54	%	11.89	%	15.28	%
Tangible equity ratio (*)(**)	8.81	%	8.68	%	8.89	%	9.07	%	13.95	%
Tier 1 leverage capital ratio	9.37	%	9.01	%	9.36	%	9.44	%	14.37	%
Tier 1 risk-based capital ratio	10.91	%	10.55	%	11.01	%	10.85	%	15.91	%
Total risk-based capital ratio	13.54	%	13.24	%	12.15	%	11.83	%	17.05	%
Common equity Tier 1 capital ratio (***)	10.62	%	N/A		N/A		N/A		N/A	

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(1) Core deposits consist of demand checking, NOW, money market and savings accounts.

(2) Nonperforming loans and leases consist of nonaccrual loans and leases.

(3) Nonperforming assets consist of nonperforming loans and leases, other real estate owned and other repossessed assets.

(4) The efficiency ratio is calculated by dividing non-interest expense by the sum of net interest income and non-interest income for the period.

(5) Total growth is calculated by dividing the change in the balance during the period by the balance at the beginning of the period.

(6) Organic growth is calculated by dividing the change in the balance during the period less the fair value of acquired loan and deposit balances at the date of acquisition by the balance at the beginning of the period.

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

(**) Refer to Non-GAAP Financial Measures and Reconciliation to GAAP.

(***) Common equity tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015.

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

Introduction

Brookline Bancorp, Inc. (the "Company"), a Delaware corporation, operates as a multi-bank holding company for Brookline Bank and its subsidiaries; Bank Rhode Island ("BankRI") and its subsidiaries; First Ipswich Bank ("First Ipswich") and its subsidiaries; and Brookline Securities Corp.

As a commercially-focused financial institution with 49 full-service banking offices throughout greater Boston, the north shore of Massachusetts and Rhode Island, the Company, through Brookline Bank, BankRI and First Ipswich (the “Banks”), offers a wide range of commercial, business and retail banking services, including a full complement of cash management products, on-line and mobile banking services, consumer and residential loans and investment services, designed to meet the financial needs of small- to mid-sized businesses and individuals throughout central New England. Specialty lending activities include equipment financing primarily in the New York and New Jersey metropolitan area.

The Company focuses its business efforts on profitably growing its commercial lending businesses, both organically and through acquisitions. The Company’s customer focus, multi-bank structure, and risk management are integral to its organic growth strategy and serve to differentiate the Company from its competitors. As full-service financial institutions, the Banks and their subsidiaries focus on the continued acquisition of well-qualified customers, the deepening of long-term banking relationships through a full complement of products and excellent customer service, and strong risk management.

The Company manages the Banks under uniform strategic objectives, with one set of uniform policies consistently applied by one executive management team. Within this environment, the Company believes that the ability to make customer decisions locally enhances Management's motivation, service levels and, as a consequence, the Company's financial results. As such, while most back-office functions are consolidated at the holding company level, branding and decision-making, including credit decisions and pricing, remain largely local in order to better meet the needs of bank customers and further motivate the Banks’ commercial, business and retail bankers.

The competition for loans and leases and deposits remains intense. While there are signs that the economy has improved in 2015, the Company expects the operating environment in 2016 to remain challenging. The volume of loan and lease originations and loan and lease losses will depend, to a large extent, on how the economy performs. Loan and lease growth and deposit growth are also greatly influenced by the rate-setting actions of the Board of Governors of the Federal Reserve System (“FRB”). The low interest rate environment has had and may continue to have a negative impact on the Company's yields and net interest margin. Conversely, rising rates in the future could cause changes in the mix and volume of the Company's deposits and make it more difficult for certain borrowers to be eligible for new loans or leases or to service their existing debt. The future operating results of the Company will depend on its ability to maintain net interest margin, while minimizing exposure to credit risk, along with increasing sources of non-interest income, while controlling the growth of non-interest or operating expenses.

The Company and the Banks are supervised, examined and regulated by the FRB. As a Massachusetts-chartered savings bank and trust company, respectively, Brookline Bank and First Ipswich are also subject to regulation under the laws of the Commonwealth of Massachusetts and the jurisdiction of the Massachusetts Division of Banks. As a Rhode Island-chartered financial institution, BankRI is also subject to regulation under the laws of the State of Rhode Island and the jurisdiction of the Banking Division of the Rhode Island Department of Business Regulation. The Federal Deposit Insurance Corporation ("FDIC") continues to insure each of the Banks’ deposits up to $250,000 per depositor. Additionally, as a Massachusetts-chartered savings bank, Brookline Bank is also insured by the Depositors Insurance Fund (“DIF”), a private industry-sponsored company. The DIF insures savings bank deposits in excess of the FDIC insurance limits. As such, Brookline Bank offers 100% insurance on all deposits as a result of a combination of insurance from the FDIC and the DIF.

The Company’s common stock is traded on the Nasdaq Global Select MarketSM under the symbol “BRKL.”

Executive Overview

Growth

Total assets of $6.0 billion as of December 31, 2015 increased $241.4 million, or 4.2%, from December 31, 2014. The increase was primarily driven by increases in investment securities and loans and leases, partly offset by decreases in cash and cash equivalents.

Total loans and leases of $5.0 billion as of December 31, 2015 increased $172.9 million, or 3.6%, from December 31, 2014. The Company's commercial loan portfolios, which are comprised of commercial real estate loans and commercial loans and leases, continued to exhibit growth. The Company's commercial loan portfolios, which totaled $4.0 billion, or 80.8%, of total loans and leases as of December 31, 2015, increased $403.8 million, or 11.1%, from $3.6 billion, or 75.4% of total loans and leases, as of December 31, 2014. The $403.8 million increase in the commercial loan portfolios was partially offset by the $303.3 million decrease in the indirect automobile portfolio in 2015 due to the sale during the first quarter of 2015 of over 90% of the indirect automobile portfolio.

Total deposits of to $4.3 billion as of December 31, 2015 increased $347.9 million, or 8.8%, from $4.0 billion as of December 31, 2014. Core deposits, which include demand checking, NOW, money market and savings accounts, increased to $3.2 billion to 6.9% as of December 31, 2015.

Asset Quality

The ratio of the allowance for loan and lease losses to total loans and leases was 1.14% as of December 31, 2015, compared to 1.11% as of December 31, 2014. The allowance for loan and lease losses related to originated loans and leases as a percentage of the total originated loan and lease portfolio, was 1.20% as of December 31, 2015 and December 31, 2014. The Company continued to employ its historical ALLL methodology and in the third quarter 2014, incorporated a loss emergence period ("LEP") to its ALLL methodology. The LEP incorporates a study of the time period from the first indication of elevated risk of repayment (or other early event indicating a problem) to eventual charge-off to support the LEP considered in the ALLL calculation. During the third quarter of 2015, the Company enhanced and refined its general allowance methodology to provide further quantification of probable losses in the portfolio. Under this enhanced methodology, Management combined the historical loss histories of the Banks to generate a single set of ratios.

Nonperforming assets as of December 31, 2015 totaled $20.7 million, or 0.34% of total assets, compared to $15.2 million, or 0.26% of total assets, as of December 31, 2014. Net charge-offs for the year ended December 31, 2015 were $4.3 million, or 0.09% of average loans and leases, compared to $3.1 million, or 0.07%, for the year ended December 31, 2014.

Capital Strength

The Company is a "well-capitalized" bank holding company as defined in the Federal Reserve Board's Regulation Y. The Company's common equity tier 1 capital ratio was 10.62% as of December 31, 2015. Common equity tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015. The Company's Tier 1 leverage ratio was 9.37% as of December 31, 2015, up from 9.01% as of December 31, 2014. As of December 31, 2015, the Company's Tier 1 risk-based ratio was 10.91% as of December 31, 2015, compared to 10.55% as of December 31, 2014. The Company's Total risk-based ratio was 13.54% as of December 31, 2015, compared to 13.24% as of December 31, 2014. The ratio of stockholders' equity to total assets was 11.05% and 11.06% as of December 31, 2015 and December 31, 2014, respectively. The Company's tangible equity ratio was 8.81% and 8.68% as of December 31, 2015 and December 31, 2014, respectively.

Net Income

For the year ended December 31, 2015, the Company reported net income of $49.8 million, or $0.71 per basic and diluted share, an increase of $6.5 million, or 15.0%, from $43.3 million, or $0.62 per basic and diluted share for the year ended December 31, 2014. The increase in net income is primarily the result of an increase in net interest income of $5.3 million, a decrease in the provision for credit losses of $1.0 million, a decrease in non-interest expense of $3.8 million offset by an increase in provision for income taxes of $3.1 million.

The return on average assets was 0.85% for the year ended December 31, 2015, compared to 0.78% for the year ended December 31, 2014. The return on average stockholders' equity was 7.57% for the year ended December 31, 2015, compared to 6.86% for the year ended December 31, 2014.

The net interest margin was 3.54% for the year ended December 31, 2015 down from 3.61% for the year ended December 31, 2014. The compression in the net interest margin is a result of a decrease in the yield on interest-earning assets by 7 basis points to 4.12% in 2015 from 4.19% in 2014, and an increase of 3 basis points in the Company's overall cost of funds to 0.63% in 2015 from 0.60% in 2014. The decrease in the yield on interest-earning assets was largely due to continued rate pressures on the loan portfolio. The Company continued to experience competitive pressure in all categories in 2015 including the continuation of a low interest-rate environment and the Company's diminishing ability to reduce its costs, all of which contributed to the decline in the net interest margin.

Despite these challenges, the Company’s net interest income increased $5.3 million due to growth in interest earning assets and a shift in the mix of those assets from lower yielding indirect auto loans to higher yielding commercial loans.
Results for 2015 included a $7.5 million provision for credit losses, discussed in the "Allowance for Credit Losses—Allowance for Loan and Lease Losses" section below.

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Non-interest income remained consistent at $20.2 million for the year ended December 31, 2015 and December 31, 2014. Several factors contributed to the year over year increase, including an increase of $2.5 million in loan level derivative income, an increase of $0.6 million in gain on sales of loans and leases held-for-sale, offset by a decrease of $1.5 million in gain on sale of premises and equipment, and a decrease of $1.7 million in other non-interest income.

Non-interest expense decreased $3.8 million, to $125.4 million for the year ended December 31, 2015 from $129.2 million for the year ended December 31, 2014. The decrease was largely attributable to a decrease of $2.2 million in equipment and data processing, a decrease of $1.2 million in professional services, and a decrease of $0.5 million in compensation and employee benefit expense.

Critical Accounting Policies

The accounting policies described below are considered critical to understanding the Company's financial condition and operating results. Such accounting policies are considered to be especially important because they involve a higher degree of complexity and require Management to make difficult and subjective judgments which often require assumptions or estimates about matters that are inherently uncertain. The use of different judgments, assumptions and estimates could result in material differences in the Company's operating results or financial condition.

Investment Securities

Investment securities classified as available-for-sale are carried at estimated fair value, with any unrealized gains and losses, net of taxes, reported as accumulated other comprehensive income or loss in stockholders' equity. Debt securities that the Company has the positive intent and ability to hold to maturity are classified as "held-to-maturity" and are carried at amortized cost.

The market values of the Company's investment securities, particularly its fixed-rate securities, are affected by changes in market interest rates as determined by the term structure of risk-free rates and the credit spreads associated with different investment categories. In general, as interest rates rise, the fair value of fixed-rate securities will decrease; as interest rates fall, the fair value of fixed-rate securities will increase. On a quarterly basis, the Company reviews and evaluates fair value based on market data obtained from independent sources or, in the absence of active market data, from model-derived valuations based on market assumptions. If the Company deems any decline to be other-than-temporary, the amount of impairment loss recorded in earnings for a debt security is the entire difference between the security's cost and its fair value if the Company intends to sell the debt security prior to recovery or it is more likely than not that the Company will have to sell the debt security prior to recovery. If, however, the Company does not intend to sell the debt security or it concludes that it is more likely than not that the Company will not have to sell the debt security prior to recovery, the credit loss component of an other-than-temporary impairment of a debt security is recognized as a charge to earnings and the remaining portion of the impairment loss is recognized as a reduction in comprehensive income. The credit loss component of an other-than-temporary loss is determined based on the Company's best estimate of cash flows expected to be collected. There were no impairment losses charged to earnings in 2015, 2014 and 2013.

See Note 21, "Fair Value of Financial Instruments" to the consolidated financial statements for additional information on how Management determines the fair value of its financial instruments.

Acquired Loans

Loans that the Company acquired are initially recorded at fair value with no carryover of the related allowance for loan and lease losses. Determining the fair value of the acquired loans involves estimating the amount and timing of principal and interest cash flows initially expected to be collected on the loans and discounting those cash flows at an appropriate market rate of interest. The Company continues to evaluate the reasonableness of expectations for the timing and the amount of cash to be collected. Subsequent decreases in expected cash flows may result in changes in the amortization or accretion of fair market value adjustments, and in some cases may result in a loan being considered impaired.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses represents Management's estimate of probable losses inherent in the loan and lease portfolio. Additions to the allowance for loan and lease losses are made by charges to the provision for credit losses. Losses on loans and leases are deducted from the allowance when all or a portion of a loan or lease is considered uncollectable. The determination of the loans on which full collectability is not reasonably assured, the estimates of the fair value of the underlying collateral, and the assessment of economic and other conditions are subject to assumptions and judgments by Management. Valuation allowances could differ materially as a result of changes in, or different interpretations of, these assumptions and judgments.

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Management evaluates the adequacy of the allowance on a quarterly basis and reviews its conclusion as to the amount to be established with the Audit Committee and the Board of Directors.
See Note 7, "Allowance for Loan and Lease Losses," to the consolidated financial statements for additional information on how Management determines the balance of the allowance for loan and lease losses for each portfolio and class of loans.
Goodwill
Goodwill is presumed to have an indefinite useful life and is tested at least annually for impairment. Impairment exists when the carrying amount of goodwill exceeds its implied fair value. If fair value exceeds the carrying amount at the time of testing, goodwill is not considered impaired. Quoted market prices in active markets are the best evidence of fair value and are considered to be used as the basis for measurement, when available. Other acceptable valuation methods include present-value measurements based on multiples of earnings or revenues, or similar performance measures. Differences in valuation techniques could result in materially different evaluations of impairment. In September 2011, the FASB issued Accounting Standards Update ("ASU") 2011-08 which provides guidance for companies when testing goodwill for impairment. The objective of the ASU is to simplify how entities test goodwill for impairment. Pursuant to the ASU, entities may now assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50%.
To determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, an entity should consider the extent to which each of the adverse events or circumstances identified could affect the comparison of a reporting unit's fair value with its carrying amount.
Pursuant to the ASU, an entity should place more weight on the events and circumstances that have the greatest impact on a reporting unit's fair value or the carrying amount of its net assets; and may affect its determination of whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount.
Qualitative factors that have been assessed to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount including goodwill: general economic conditions, regulatory environment, share price, real estate values, lending concentrations, interest-rate environment, asset quality, capital, financial performance, integration of acquired companies and conversion to a new data processing system.
The Company has evaluated the qualitative factors discussed above and assessed the effect identified adverse events or circumstances could have, and based on this analysis has concluded there was no indication of goodwill impairment as of December 31, 2015. Further analysis of the Company’s goodwill can be found in Note 9 “Goodwill and Other Intangible Assets” within notes to the consolidated financial statements.
Identified Intangible Assets
Identified intangible assets are assets resulting from acquisitions that are being amortized over their estimated useful lives. The recoverability of identified intangible assets is evaluated for impairment at least annually. If impairment is deemed to have occurred, the amount of impairment is charged to expense when identified.
Income Taxes
Certain areas of accounting for income taxes require Management's judgment, including determining the expected realization of deferred tax assets and the adequacy of liabilities for uncertain tax positions. Judgments are made regarding various tax positions, which are often subjective and involve assumptions about items that are inherently uncertain. If actual factors and conditions differ materially from estimates made by Management, the actual realization of the net deferred tax assets or liabilities for uncertain tax positions could vary materially from the amounts previously recorded.
Deferred tax assets arise from items that may be claimed as a tax deduction or credit in future income tax returns, for which a financial statement tax benefit has been recognized. The Company’s realization of the deferred tax asset depends upon future levels of its taxable income and the existence of prior years' taxable income for which claims for refunds can be carried back. Where necessary, valuation allowances are recorded against those deferred tax assets which a Company has determined will not be realized. Deferred tax liabilities represent items that will require a future tax payment. Deferred tax liabilities generally represent tax expense recognized in the Company's financial statements

for which payment has been deferred, or a deduction claimed on the Company's tax return but not yet recognized as an expense in the Company's financial statements. Deferred tax liabilities are also recognized for certain non-cash items such as goodwill.

Recent Accounting Developments

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See Note 1, “Basis of Presentation” within notes to the consolidated financial statements for information regarding recent accounting developments.

Non-GAAP Financial Measures and Reconciliation to GAAP

In addition to evaluating the Company's results of operations in accordance with GAAP, Management periodically supplements this evaluation with an analysis of certain non-GAAP financial measures, such as operating earnings metrics, the return on tangible assets or equity, the tangible equity ratio, tangible book value per share, dividend payout ratio and the ratio of the allowance for loan and lease losses related to originated loans and leases as a percentage of originated loans and leases. Management believes that these non-GAAP financial measures provide useful information to investors for understanding the Company's underlying operating performance and trends. These non-GAAP financial measures may also aid investors in facilitating comparisons with the performance assessment of the Company's financial performance, including non-interest expense control, while the tangible equity ratio and tangible book value per share are used to analyze the relative strength of the Company's capital position.

In light of diversity in presentation among financial institutions, the methodologies used by the Company for determining the non-GAAP financial measures discussed above may differ from those used by other financial institutions.

Operating Earnings

Operating earnings exclude compensation-related and acquisition-related items from net income. By excluding such items, the Company's results can be measured and assessed on a more consistent basis from period to period. Items excluded from operating earnings are also excluded when calculating the operating return and operating efficiency ratios.

The following table summarizes the Company's operating earnings and operating earnings per share ("EPS") as of the dates indicated:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands, Except Per Share Data)				
Net income, as reported*	$49,782	$43,288	$36,015	$36,654	$27,800
Adjustments to arrive at operating earnings:					
Compensation-related expenses (1)	—	—	911	—	—
Acquisition-related expenses (2)	—	—	—	5,396	2,201
Total pre-tax adjustments	—	—	911	5,396	2,201
Tax effect:					
Compensation-related expenses (1)	—	—	(316)	—	—
Acquisition-related expenses (2)	—	—	—	(1,424)	(899)
Total adjustments, net of tax	—	—	595	3,972	1,302
Operating earnings*	$49,782	$43,288	$36,610	$40,626	$29,102
Earnings per share, as reported*	$0.71	$0.62	$0.52	$0.53	$0.47
Adjustments to arrive at operating earnings per share:					
Compensation-related expenses (1)	—	—	0.01	—	—
Acquisition-related expenses (2)	—	—	—	0.06	0.02
Total adjustments per share	—	—	0.01	0.06	0.02
Operating earnings per share*	$0.71	$0.62	$0.53	$0.59	$0.49

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

(1) Compensation-related expenses include expense related to the departure of the Company's Chief Financial Officer in 2013.

(2) Acquisition-related expenses include expenses related to the acquisition of BankRI in January 2012 and First Ipswich in February 2011.

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The following table summarizes the Company's operating return on average assets, operating return on average tangible assets, operating return on average stockholders' equity and operating return on average tangible stockholders' equity as of the dates indicated:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands)				
Operating earnings (*)	$49,782	$43,288	$36,610	$40,626	$29,102
Average total assets (*)	$5,840,749	$5,556,224	$5,174,232	$4,992,952	$3,062,151
Less: Average goodwill and average identified intangible assets, net	150,020	153,170	157,187	164,301	50,876
Average tangible assets (*)	$5,690,729	$5,403,054	$5,017,045	$4,828,651	$3,011,275
Operating return on average assets (*)	0.85 %	0.78 %	0.71 %	0.81 %	0.95 %
Operating return on average tangible assets (*)	0.87 %	0.80 %	0.73 %	0.84 %	0.97 %
Average total stockholders' equity (*)	$657,841	$630,966	$616,473	$606,821	$501,259
Less: Average goodwill and average identified intangible assets, net	150,020	153,170	157,187	164,301	50,876
Average tangible stockholders' equity (*)	$507,821	$477,796	$459,286	$442,520	$450,383
Operating return on average stockholders' equity (*)	7.57 %	6.86 %	5.94 %	6.69 %	5.81 %
Operating return on average tangible stockholders' equity (*)	9.80 %	9.06 %	7.97 %	9.18 %	6.46 %

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

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The following table summarizes the Company’s return on average tangible assets and return on average tangible stockholders’ equity:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands)				
Net income, as reported (*)	$49,782	$43,288	$36,015	$36,654	$27,800
Average total assets (*)	$5,840,749	$5,556,224	$5,174,232	$4,992,952	$3,062,151
Less: Average goodwill and average identified intangible assets, net	150,020	153,170	157,187	164,301	50,876
Average tangible assets (*)	5,690,729	5,403,054	5,017,045	4,828,651	3,011,275
Return on average tangible assets (*)	0.87 %	0.80 %	0.72 %	0.76 %	0.92 %
Average total stockholders' equity (*)	657,841	630,966	616,473	606,821	501,259
Less: Average goodwill and average identified intangible assets,net	150,020	153,170	157,187	164,301	50,876
Average tangible stockholders' equity (*)	507,821	477,796	459,286	442,520	450,383
Return on average tangible stockholders' equity (*)	9.80 %	9.06 %	7.84 %	8.28 %	6.17 %

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

The following tables summarize the Company's tangible equity ratio and tangible book value per share as of the dates indicated.

	At December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands)				
Total stockholders' equity (*)	$667,485	$641,818	$614,412	$612,013	$504,006
Less: Goodwill and identified intangible assets, net	148,523	151,434	154,777	159,400	51,013
Tangible stockholders' equity (*)	$518,962	$490,384	$459,635	$452,613	$452,993
Total assets (*)	$6,042,338	$5,800,948	$5,325,651	$5,147,450	$3,299,417
Less: Goodwill and identified intangible assets, net	148,523	151,434	154,777	159,400	51,013
Tangible assets (*)	$5,893,815	$5,649,514	$5,170,874	$4,988,050	$3,248,404
Tangible equity ratio (*)	8.81 %	8.68 %	8.89 %	9.07 %	13.95 %

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

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	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands)				
Tangible stockholders' equity (*)	$518,962	$490,384	$459,635	$452,613	$452,993
Common shares issued	75,744,445	75,744,445	75,744,445	75,749,825	64,597,180
Less:					
Treasury shares	4,861,554	5,040,571	5,171,985	5,373,733	5,373,733
Unallocated ESOP	213,066	251,382	291,666	333,918	378,215
Unvested restricted stocks	486,035	419,702	409,068	295,055	185,291
Common shares outstanding	70,183,790	70,032,790	69,871,726	69,747,119	58,659,941
Tangible book value per share (*)	$7.39	$7.00	$6.58	$6.49	$7.72

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

The following table summarizes the Company's dividend payout ratio:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands)				
Dividends paid	$24,967	$23,876	$23,841	$23,777	$20,072
Net income, as reported (*)	$49,782	$43,288	$36,015	$36,654	$27,800
Dividend payout ratio (*)	50.15 %	55.16 %	66.20 %	64.87 %	72.20 %

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

The following table summarizes the Company’s allowance for loan and lease losses related to originated loans and leases as a percentage of total originated loans and leases:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Allowance for loan and lease losses	$56,739	$53,659	$48,473	$41,152	$31,703
Less: Allowance for acquired loan and lease losses	1,752	2,848	1,629	—	—
Allowance for originated loan and lease losses	$54,987	$50,811	$46,844	$41,152	$31,703
Total loans and leases	$4,995,540	$4,822,607	$4,362,465	$4,175,712	$2,720,821
Less: Total acquired loans and leases	422,652	590,654	815,412	1,059,611	198,936
Total originated loan and leases	$4,572,888	$4,231,953	$3,547,053	$3,116,101	$2,521,885
Allowance for loan and lease losses related to originated loans and leases as a percentage of originated loan and leases	1.20 %	1.20 %	1.32 %	1.32 %	1.26 %

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Financial Condition
Loans and Leases
The following table summarizes the Company's portfolio of loans and leases receivables at the dates indicated:

	At December 31,									
	2015		2014		2013		2012		2011	
	Balance	Percent of Total	Balance	Percent of Total	Balance	Percent of Total	Balance	Percent of Total	Balance	Percent of Total
	(Dollars in Thousands)									
Commercial real estate loans:										
Commercial real estate	$1,875,592	37.5 %	$1,680,082	34.8 %	$1,461,985	33.5 %	$1,301,233	31.1 %	$748,736	27.5 %
Multi-family mortgage	658,480	13.2 %	639,706	13.2 %	627,933	14.4 %	606,533	14.5 %	481,459	17.7 %
Construction	130,322	2.6 %	148,013	3.1 %	113,705	2.6 %	98,197	2.3 %	40,798	1.5 %
Total commercial real estate loans	2,664,394	53.3 %	2,467,801	51.1 %	2,203,623	50.5 %	2,005,963	47.9 %	1,270,993	46.7 %
Commercial loans and leases:										
Commercial	592,531	11.9 %	514,077	10.7 %	407,792	9.3 %	382,277	9.1 %	150,895	5.5 %
Equipment financing	721,890	14.5 %	601,424	12.5 %	513,024	11.8 %	420,991	10.1 %	246,118	9.1 %
Condominium association	59,875	1.2 %	51,593	1.1 %	44,794	1.0 %	44,187	1.1 %	46,953	1.7 %
Total commercial loans and leases	1,374,296	27.6 %	1,167,094	24.3 %	965,610	22.1 %	847,455	20.3 %	443,966	16.3 %
Indirect automobile	13,678	0.3 %	316,987	6.6 %	400,531	9.2 %	542,344	13.0 %	573,350	21.1 %
Consumer loans:										
Residential mortgage	616,449	12.3 %	571,920	11.9 %	528,185	12.1 %	511,109	12.3 %	350,213	12.9 %
Home equity	314,553	6.3 %	287,058	5.9 %	257,461	5.9 %	261,562	6.3 %	76,527	2.8 %
Other consumer	12,170	0.2 %	11,747	0.2 %	7,055	0.2 %	7,279	0.2 %	5,772	0.2 %
Total consumer loans	943,172	18.8 %	870,725	18.0 %	792,701	18.2 %	779,950	18.8 %	432,512	15.9 %
Total loans and leases	4,995,540	100.0%	4,822,607	100.0%	4,362,465	100.0%	4,175,712	100.0%	2,720,821	100.0%
Allowance for loan and lease losses	(56,739)		(53,659)		(48,473)		(41,152)		(31,703)	

Net loans and leases	$4,938,801	$4,768,948	$4,313,992	$4,134,560	$2,689,118

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

The Company employs seasoned commercial lenders and retail bankers who rely on community and business contacts as well as referrals from customers, attorneys and other professionals to generate loans and deposits. Existing borrowers are also 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, and levels of customer demand and market competition.

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The Company's current policy is that the aggregate amount of loans outstanding to any one borrower or related entities may not exceed $35.0 million unless approved by the Board Credit Committee, a committee of the Company's Board of Directors.

As of December 31, 2015, there were two borrowers with aggregated loans outstanding of $35.0 million or greater. The total of those loans was $95.1 million or 1.90% of total loans outstanding as of December 31, 2015.

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.

Commercial Real Estate Loans

The commercial real estate portfolio is comprised of commercial real estate loans, multi-family mortgage loans, and construction loans and is the largest component of the Company's overall loan portfolio, representing 53.3% of total loans and leases outstanding as of December 31, 2015.

Typically, commercial real estate loans are larger in size and involve a greater degree of risk than owner-occupied residential mortgage loans. Loan repayment is usually dependent on the successful operation and management of the properties and the value of the properties securing the loans. Economic conditions can greatly affect cash flows and property values.

A number of factors are considered in originating commercial real estate and multi-family mortgage loans. The qualifications and financial condition of the borrower (including credit history), as well as the potential income generation and 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 cash flow before debt service to debt service), the use of conservative capitalization rates, and the ratio of the loan amount to the appraised value. Generally, personal guarantees are obtained from commercial real estate loan borrowers.

Commercial real estate and multi-family mortgage loans are typically originated for terms of five years with amortization periods of 20 to 30 years. Many of the loans are priced at inception on a fixed-rate basis generally for periods ranging from two to five years with repricing periods for longer-term loans. When possible, prepayment penalties are included in loan covenants on these loans. For commercial customers who are interested in loans with terms longer than five years, the Company offers interest rate swaps to accommodate customer need.

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

The commercial real estate portfolio was composed primarily of loans secured by apartment buildings ($679.4 million), office buildings ($628.5 million), retail stores ($511.4 million), industrial properties ($299.2 million) and mixed-use properties ($201.5 million) as of December 31, 2015. At that date, over 97% of the commercial real estate loans outstanding were secured by properties located in New England.

Construction and development financing is generally considered to involve a higher degree of risk than long-term financing on improved, occupied real estate and thus has lower concentration limits than do other commercial credit classes. 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.

Criteria applied in underwriting construction loans for which the primary source of repayment is the sale of the property are different from the criteria applied 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

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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.

Commercial Loans

The commercial loan and lease portfolio is comprised of commercial loans, equipment financing loans and leases and condominium association loans and represented 27.6% of total loans outstanding as of December 31, 2015.

The Company provides commercial banking services to companies in its market area. Over 50% of the commercial loans outstanding as of December 31, 2015 were made to borrowers located in New England. Over 17% of the outstanding balances were made to borrowers in New York and New Jersey by the Company's equipment financing divisions. The remaining 50% of the commercial loans outstanding were made to borrowers in other areas in the United States of America. Product offerings include lines of credit, term loans, letters of credit, deposit services and cash management. These types of credit facilities have as their primary source of repayment cash flows from the operations of a business. Interest rates offered are available on a floating basis tied to the prime rate or a similar index or on a fixed-rate basis referenced on the Federal Home Loan Bank of Boston ("FHLBB") index.

Credit extensions are made to established businesses on the basis of loan purpose and assessment of capacity to repay as determined by an analysis of their financial statements, the nature of collateral to secure the credit extension and, in most instances, the personal guarantee of the owner of the business as well as industry and general economic conditions. The Company also participates in U.S. Government programs such as the Small Business Administration (the "SBA") in both the 7A program and as an SBA preferred lender.

The Company’s equipment financing divisions focus on market niches in which its lenders have deep experience and industry contacts, and on making loans to customers with business experience. An important part of the Company’s equipment financing loan origination volume comes from equipment manufacturers and existing customers as they expand their operations. The equipment financing portfolio is composed primarily of loans to finance laundry, tow trucks, fitness, dry cleaning and convenience store equipment. The borrowers are located primarily in the greater New York and New Jersey metropolitan 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. The yields earned on equipment financing loans are higher than those earned on the commercial loans made by the Banks because they involve a higher degree of credit risk. Equipment financing customers are typically small-business owners who operate with limited financial resources and who face greater risks 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. The size of loan is determined by an analysis of cash flow and other characteristics pertaining to the business and the equipment to be financed, based on detailed revenue and profitability data of similar operations.

Loans to condominium associations are for the purpose of funding capital improvements, are made for five- to ten-year terms and are secured by a general assignment of condominium association revenues. 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.

Consumer Loans

The consumer loan portfolio is comprised of residential mortgage loans, home equity loans and lines of credit, other consumer loans, and indirect automobile loans and represented 19.1% of total loans outstanding as of December 31, 2015. The Company focuses its mortgage loans on existing and new customers within its branch networks in its urban and suburban marketplaces in the greater Boston and Providence metropolitan areas. Loans outstanding in the indirect automobile portfolio totaled $13.7 million as of December 31, 2015, down from $317.0 million as of December 31, 2014. In December 2014, the Company ceased the origination of indirect automobile loans and in March 2015 sold $255.2 million of the indirect automobile loan portfolio. As of December 31, 2015, the Company continues to service the remaining portfolio.The Company originates adjustable- and fixed-rate residential mortgage loans secured by one- to four-family residences. Each residential mortgage loan granted is subject to a satisfactorily completed application, employment verification, credit history and a demonstrated ability to repay the debt. Generally, loans are not made when the loan-to-value ratio exceeds 80% unless private mortgage insurance is obtained and/or there is a financially strong guarantor. Appraisals are performed by outside independent fee appraisers.

In general, the Company maintains three-, five- and seven-year adjustable-rate mortgage loans and ten-year fixed-rate fully amortizing mortgage loans in its portfolio. Fixed-rate mortgage loans with maturities beyond ten years, such as 15- and 30-year fixed-rate mortgages, are generally sold into the secondary market on a servicing-released basis. The Banks act as

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correspondent banks in these secondary-market transactions. Loan sales in the secondary market provide funds for additional lending and other banking activities.

Underwriting guidelines for home equity loans and lines of credit are similar to those for residential mortgage loans. Home equity loans and lines of credit are limited to no more than 80% of the appraised value of the property securing the loan including the amount of any existing first mortgage liens.

Other consumer loans have historically been a modest part of the Company's loan originations. As of December 31, 2015, other consumer loans equaled $12.2 million, or 0.2% of total loans outstanding. Consumer equity and debt securities were pledged as collateral for a substantial part of the total of those loans.

Loans to Insiders

Refer to Note 6, “Loans and Leases” within Notes to Consolidated Financial Statements for information regarding loans to insiders.

Loan Maturities and Repricing

The following table shows the contractual maturity and repricing dates of the Company's loans as of December 31, 2015. The table does not include projected prepayments or scheduled principal amortization.

	Amount due at December 31, 2015						
	Within One Year	More than One Year to Three Years	More than Three Years to Five Years	More than Five Years to Fifteen Years	More than Fifteen Years	Total after One Year	Total
	(In Thousands)						
Commercial real estate	$540,646	$520,253	$637,176	$172,909	$4,608	$1,334,946	$1,875,592
Multi-family mortgage	225,190	198,207	178,979	54,528	1,576	433,290	658,480
Construction	93,165	28,281	4,871	4,005	—	37,157	130,322
Commercial	209,289	100,904	124,785	92,772	64,781	383,242	592,531
Equipment financing	94,057	160,157	328,341	139,335	—	627,833	721,890
Condominium association	5,869	8,517	20,376	25,113	—	54,006	59,875
Indirect automobile	910	6,843	5,882	43	—	12,768	13,678
Residential mortgage	148,059	138,814	180,884	99,930	48,762	468,390	616,449
Home equity	185,043	1,982	3,778	68,032	55,718	129,510	314,553
Other consumer	5,935	380	40	—	5,815	6,235	12,170
Total	$1,508,163	$1,164,338	$1,485,112	$656,667	$181,260	$3,487,377	$4,995,540

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The following table sets forth as of December 31, 2015 the dollar amount of loans contractually due or scheduled to reprice after one year and whether such loans have fixed interest rates or adjustable interest rates.

	Due after One Year		
	Fixed	Adjustable	Total
	(In Thousands)		
Originated:			
Commercial real estate	$319,238	$889,551	$1,208,789
Multi-family mortgage	78,352	334,592	412,944
Construction	9,548	27,379	36,927
Commercial	207,081	163,907	370,988
Equipment financing	535,185	84,879	620,064
Condominium association	22,533	31,473	54,006
Indirect automobile	12,768	—	12,768
Residential mortgage	48,197	369,470	417,667
Home equity	26,310	21,232	47,542
Other consumer	471	5,761	6,232
Total originated	$1,259,683	$1,928,244	$3,187,927
Acquired:			
Commercial real estate	$43,088	$83,068	$126,156
Multi-family mortgage	11,162	9,184	20,346
Construction	—	230	230
Commercial	6,197	6,058	12,255
Equipment financing	7,768	—	7,768
Residential mortgage	29,915	20,808	50,723
Home equity	37,465	44,504	81,969
Other consumer	3	—	3
Total acquired	$135,598	$163,852	$299,450
Total loans	$1,395,281	$2,092,096	$3,487,377

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Asset Quality

Criticized and Classified Assets

The Company's Management rates certain loans and leases as "other assets especially mentioned ("OAEM")", "substandard" or "doubtful" based on criteria established under banking regulations. Refer to Note 7, "Allowance for Loan and Lease Losses," to the consolidated financial statements for more information on the Company's risk rating system. These loans and leases are collectively referred to as "criticized" assets. Loans and leases rated OAEM have potential weaknesses that deserve Management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects of the loan or lease at some future date. Loans and leases rated as substandard are inadequately protected by the payment capacity of the obligor or of the collateral pledged, if any. Substandard loans and leases have a well-defined weakness or weaknesses that jeopardize the liquidation of debt and are characterized by the distinct possibility that the Company will sustain some loss if existing deficiencies are not corrected. Loans and leases rated as doubtful have well-defined weaknesses that jeopardize the orderly liquidation of debt and partial loss of principal is likely. As of December 31, 2015, the Company had $49.0 million of total assets, including acquired assets, that were designated as criticized. This compares to $71.4 million of assets designated as criticized as of December 31, 2014.

Nonperforming Assets

"Nonperforming assets" consist of nonperforming loans and leases, other real estate owned ("OREO") and other repossessed assets. Under certain circumstances, the Company may restructure the terms of a loan or lease as a concession to a borrower, except for acquired loans and leases which are individually evaluated against expected performance on the date of acquisition. These restructured loans and leases are generally considered "nonperforming loans and leases" until a history of collection of at least six months on the restructured terms of the loan or lease has been established. OREO consists of real estate acquired through foreclosure proceedings and real estate acquired through acceptance of a deed in lieu of foreclosure. Other repossessed assets consist of assets that have been acquired through foreclosure that are not real estate and are included in other assets on the Company's consolidated balance sheets.

Accrual of interest on loans generally is discontinued when contractual payment of principal or interest becomes past due 90 days or, if in Management's judgment, reasonable doubt exists as to the full timely collection of interest. Exceptions may be made if the loan has matured and is in the process of renewal or is well-secured and in the process of collection. When a loan is placed on nonaccrual status, interest accruals cease and uncollected accrued interest is reversed and charged against current interest income. Interest payments on nonaccrual loans are generally applied to principal. If collection of the principal is reasonably assured, interest payments are recognized as income on the cash basis. Loans are generally returned to accrual status when principal and interest payments are current, full collectability of principal and interest is reasonably assured and a consistent record of at least six months of performance has been achieved.

In cases where a borrower experiences financial difficulties and the Company makes certain concessionary modifications to contractual terms, the loan is classified as a troubled debt restructured loan. In determining whether a debtor is experiencing financial difficulties, the Company considers, among other factors, if the debtor is in payment default or is likely to be in payment default in the foreseeable future without the modification, the debtor declared or is in the process of declaring bankruptcy, there is substantial doubt that the debtor will continue as a going concern, the debtor's entity-specific projected cash flows will not be sufficient to service its debt, or the debtor cannot obtain funds from sources other than the existing creditors at market terms for debt with similar risk characteristics.

As of December 31, 2015, the Company had nonperforming assets of $20.7 million, representing 0.34% of total assets, compared to nonperforming assets of $15.2 million, or 0.26% of total assets, as of December 31, 2014.

The Company evaluates the underlying collateral of each nonperforming loan and lease and continues to pursue the collection of interest and principal. Management believes that the current level of nonperforming assets remains manageable relative to the size of the Company's loan and lease portfolio. If economic conditions were to worsen or if the marketplace were to experience prolonged economic stress, Management believes it is likely that the level of nonperforming assets would increase, as would the level of charged-off loans.

Past Due and Accruing

Accrual of interest on loans generally is discontinued when contractual payment of principal or interest becomes past due 90 days or, if in Management's judgment, reasonable doubt exists as to the full timely collection of interest. Exceptions may be made if the loan has matured and is in the process of renewal or is well-secured and in the process of collection. When a loan is placed on nonaccrual status, interest accruals cease and uncollected accrued interest is reversed and charged against current interest income. Interest payments on nonaccrual loans are generally applied to principal. If collection of the principal is reasonably assured, interest payments are recognized as income on the cash basis. Loans are generally returned to accrual status

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when principal and interest payments are current, full collectability of principal and interest is reasonably assured and a consistent record of at least six consecutive months of performance has been achieved.

As of December 31, 2015, the Company had loans and leases greater than 90 days past due and accruing of $8.7 million, or 0.17% of total loans and leases, compared to $6.0 million, or 0.12% of total loans and leases, as of December 31, 2014, representing an increase of $2.7 million. The increase was related primarily to one loan which was over 90 days past due and accruing with an outstanding balance of $2.8 million as of December 31, 2015.

The following table sets forth information regarding nonperforming assets as of the dates indicated:

	At December 31,				
	2015	2014	2013	2012	2011
	(Dollars in Thousands)				
Nonperforming loans and leases:					
Nonaccrual loans and leases:					
Commercial real estate	$5,482	$1,009	$1,098	$4,014	$1,608
Multi-family mortgage	291	—	—	4,233	1,380
Construction	—	—	—	—	352
Total commercial real estate loans	5,773	1,009	1,098	8,247	3,340
Commercial	6,264	5,196	6,148	5,454	5
Equipment financing	2,610	3,223	4,115	3,873	1,925
Condominium association	—	—	1	8	15
Total commercial loans and leases	8,874	8,419	10,264	9,335	1,945
Indirect automobile	675	645	259	99	111
Residential mortgage	2,225	1,682	2,875	3,804	1,979
Home equity	1,757	1,918	1,987	716	145
Other consumer	29	41	18	45	10
Total consumer loans	4,011	3,641	4,880	4,565	2,134
Total nonaccrual loans and leases	19,333	13,714	16,501	22,246	7,530
Other real estate owned	729	953	577	903	845
Other repossessed assets	614	503	1,001	588	421
Total nonperforming assets	$20,676	$15,170	$18,079	$23,737	$8,796
Loans and leases past due greater than 90 days and accruing	$8,690	$6,008	$10,913	$17,581	$4,769
Total nonperforming loans and leases as a percentage of total loans and leases	0.39 %	0.28 %	0.38 %	0.53 %	0.28 %
Total nonperforming assets as a percentage of total assets	0.34 %	0.26 %	0.34 %	0.46 %	0.27 %

Troubled Debt Restructured Loans and Leases

As of December 31, 2015, restructured loans included $5.6 million of commercial real estate loans, $0.9 million of multi-family mortgage loans, $10.6 million of commercial loans, $2.3 million of equipment financing loans and leases, $2.0 million of residential mortgage loans and $1.5 million of home equity loans. As of December 31, 2014, restructured loans included $8.9 million of commercial real estate loans, $0.9 million of multi-family mortgage loans, $8.4 million of commercial loans,

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$2.7 million of equipment financing loans and leases, $2.7 million of residential mortgage loans and $0.9 million of home equity loans. A restructured loan is a loan for which the maturity date was extended, the principal was reduced, and/or the interest rate was modified to drop the required monthly payment to a more manageable amount for the borrower.

The following table sets forth information regarding troubled debt restructured loans and leases at the dates indicated:

	At December 31, 2015	At December 31, 2014
	(Dollars in Thousands)	
Troubled debt restructurings:		
On accrual	$17,953	$14,815
On nonaccrual	4,965	5,625
Total troubled debt restructurings	$22,918	$20,440

Changes in troubled debt restructured loans and leases were as follows for the periods indicated:

	Year ended December 31,	
	2015	2014
	(Dollars in Thousands)	
Balance at beginning of period	$20,440	$18,348
Additions	6,873	8,657
Net charge-offs (recoveries)	(135)	(391)
Repayments	(4,260)	(195)
Other reductions [1]	—	(5,979)
Balance at end of period	$22,918	$20,440

[1] Other reductions include transfers to OREO and change in troubled debt restructuring status.

Allowances for Credit Losses

Allowance for Loan and Lease Losses

The allowance for loan and lease losses consists of general and specific allowances and reflects Management's estimate of probable loan and lease losses inherent in the loan portfolio at the balance sheet date. Management uses a consistent and systematic process and methodology to evaluate the adequacy of the allowance for loan and lease losses on a quarterly basis. The allowance is calculated by loan type: commercial real estate loans, commercial loans and leases, and consumer loans, each category of which is further segregated. A formula-based credit evaluation approach is applied to each group that is evaluated collectively, primarily by loss factors, which includes estimates of incurred losses over an estimated LEP, assigned to each risk rating by type, coupled with an analysis of certain loans individually evaluated for impairment. Management continuously evaluates and challenges inputs and assumptions in the allowance for loan and lease loss.

The process to determine the allowance for loan and lease losses requires Management to exercise considerable judgment regarding the risk characteristics of the loan portfolios and the effect of relevant internal and external factors. While Management evaluates currently available information in establishing the allowance for loan and lease losses, future adjustments to the allowance for loan and lease losses may be necessary if conditions differ substantially from the assumptions used in making the evaluations. Management performs a comprehensive review of the allowance for loan and lease losses on a quarterly basis. In addition, various regulatory agencies, as an integral part of their examination process, periodically review a financial institution's allowance for loan and lease losses and carrying amounts of other real estate owned. Such agencies may require the financial institution to recognize additions to the allowance based on their judgments about information available to them at the time of their examination. See Note 1, "Basis of Presentation," and Note 7, "Allowance for Loan and Lease Losses," to the consolidated financial statements for descriptions of how Management determines the balance of the allowance for loan and lease losses for each portfolio and class of loans.

During the third quarter of 2015, the Company enhanced and refined its general allowance methodology to provide further quantification of probable losses in the portfolio. Under the enhanced methodology, Management combined the historical loss histories of the Banks to generate a single set of ratios. Management believes it is appropriate to aggregate the ratios as the Banks share common environmental factors, operate in similar geographic markets, and utilize common underwriting standards in accordance with the Company's Credit Policy. In prior periods, a historical loss history applicable to each Bank was used.

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Management employed a similar analysis for the consolidation of the qualitative factors as it did for the quantitative factors. Again, Management believes the combination of the existing nine qualitative factors used at each of the Banks into a single group of nine factors used across the Company is appropriate based on the commonality of environmental factors, markets and underwriting standards among the Banks. In prior periods each of the Banks utilized a set of qualitative factors applicable to each Bank.

The Company's December 31, 2015 allowance calculation included a further segmentation of the commercial loans and leases to reflect the increased risk in the Company's taxi medallion portfolio. As of December 31, 2015, this portfolio is approximately $35.8 million. Based on industry conditions, Management established a specific loss factor for this portfolio that best represents the changing risks associated with it.

Based on the refinements to the Company's allowance methodology discussed above, Management determined that the potential risks anticipated by the unallocated allowance are now incorporated into the qualitative and quantitative components, making the unallocated allowance unnecessary. In prior years, the unallocated allowance was used to recognize the estimated risk associated with the allocated general and specific allowances. It incorporated Management's evaluation of existing conditions that were not included in the allocated allowance determinations and provided for losses that arise outside of the ordinary course of business.
The following tables present the changes in the allowance for loan and lease losses by portfolio category for the years ended December 31, 2015, 2014, 2013, 2012, and 2011, respectively.

	Year Ended December 31, 2015					
	Commercial Real Estate	Commercial	Indirect Automobile	Consumer	Unallocated	Total
	(In Thousands)					
Balance at December 31, 2014	$29,594	$15,957	$2,331	$3,359	$2,418	$53,659
Charge-offs	(550)	(3,634)	(1,788)	(582)	—	(6,554)
Recoveries	—	667	1,442	102	—	2,211
Provision (credit) for loan and lease losses	1,107	9,028	(1,716)	1,422	(2,418)	7,423
Balance at December 31, 2015	$30,151	$22,018	$269	$4,301	$—	$56,739
Total loans and leases	$2,664,394	$1,374,296	$13,678	$943,172	N/A	$4,995,540
Total allowance for loan and lease losses as a percentage of total loans and leases	1.13%	1.60%	1.97%	0.46%	N/A	1.14%

	Year Ended December 31, 2014					
	Commercial Real Estate	Commercial	Indirect Automobile	Consumer	Unallocated	Total
	(In Thousands)					
Balance at December 31, 2013	$23,022	$15,220	$3,924	$3,375	$2,932	$48,473
Charge-offs	(130)	(2,507)	(1,163)	(650)	—	(4,450)
Recoveries	4	801	434	158	—	1,397
Provision (credit) for loan and lease losses	6,698	2,443	(864)	476	(514)	8,239
	$29,594	$15,957	$2,331	$3,359	$2,418	$53,659

Balance at December 31, 2014						
Total loans and leases	$2,467,801	$1,167,094	$316,987	$870,725	N/A	$4,822,607
Total allowance for loan and lease losses as a percentage of total loans and leases	1.20 %	1.37 %	0.74 %	0.39 %	N/A	1.11 %

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	Year Ended December 31, 2013					
	Commercial Real Estate (In Thousands)	Commercial	Indirect Automobile	Consumer	Unallocated	Total
Balance at December 31, 2012	$20,018	$10,655	$5,304	$2,545	$2,630	$41,152
Charge-offs	(88)	(2,077)	(1,714)	(909)	—	(4,788)
Recoveries	13	657	501	263	—	1,434
Provision (credit) for loan and lease losses	3,079	5,985	(167)	1,476	302	10,675
Balance at December 31, 2013	$23,022	$15,220	$3,924	$3,375	$2,932	$48,473
Total loans and leases	$2,203,623	$965,610	$400,531	$792,701	N/A	$4,362,465
Allowance for loan and lease losses as a percentage of total loans and leases	1.04 %	1.58 %	0.98 %	0.43 %	N/A	1.11 %

	Year Ended December 31, 2012					
	Commercial Real Estate (In Thousands)	Commercial	Indirect Automobile	Consumer	Unallocated	Total
Balance at December 31, 2011	$15,477	$5,997	$5,604	$1,577	$3,048	$31,703
Charge-offs	—	(5,347)	(2,153)	(592)	—	(8,092)
Recoveries	118	417	969	26	—	1,530
Provision (credit) for loan and lease losses	4,423	9,588	884	1,534	(418)	16,011
Balance at December 31, 2012	$20,018	$10,655	$5,304	$2,545	$2,630	$41,152
Total loans and leases	$2,005,963	$847,455	$542,344	$779,950	N/A	$4,175,712
Allowance for loan and lease losses as a percentage of total loans and leases	1.00 %	1.26 %	0.98 %	0.33 %	N/A	0.99 %

	Year Ended December 31, 2011					
	Commercial Real Estate (In Thousands)	Commercial	Indirect Automobile	Consumer	Unallocated	Total
Balance at December 31, 2010	$12,398	$5,293	$6,952	$1,638	$3,414	$29,695
Charge-offs	(30)	(773)	(2,076)	(12)	—	(2,891)
Recoveries	—	330	605	8	—	943
Provision (credit) for loan and lease losses	3,109	1,147	123	(57)	(366)	3,956
Balance at December 31, 2011	$15,477	$5,997	$5,604	$1,577	$3,048	$31,703

Total loans and leases	$1,270,993	$443,966	$573,350	$432,512	N/A	$2,720,821
Allowance for loan and lease losses as a percentage of total loans and leases	1.22 %	1.35 %	0.98 %	0.36 %	N/A	1.17 %

The allowance for loan and lease losses was $56.7 million as of December 31, 2015, or 1.14% of total loans and leases outstanding. This compared to an allowance for loan and lease losses of $53.7 million, or 1.11% of total loans and leases outstanding, as of December 31, 2014. The increase in the allowance for loan and lease losses and in the allowance for loan and lease losses as a percentage of total loans and leases from December 31, 2014 to December 31, 2015 is due to loan growth of $172.9 million during the year, a specific reserve recorded for a commercial relationship which was downgraded in the first

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quarter, and an increase in reserves for taxi medallion loans, which were partially offset by the release of reserves related to the sale of the indirect automobile portfolio during the first quarter and a reduction of the reserves for the acquired loan portfolios.

Management believes that the allowance for loan and lease losses as of December 31, 2015 is appropriate based on the facts and circumstances discussed further below.

Commercial Real Estate Loans

The allowance for commercial real estate loan losses was $30.2 million, or 1.13% of total commercial real estate loans outstanding, as of December 31, 2015. This compared to an allowance for commercial real estate loan losses of $29.6 million, or 1.20% of total commercial real estate loans outstanding, as of December 31, 2014. Specific reserves on commercial real estate loans were $2.3 million and $0.1 million as of December 31, 2015 and December 31, 2014, respectively. The $0.6 million increase in the allowance for commercial real estate loan losses during 2015 was primarily driven by originated loan growth of $287.2 million, or 13.4% from December 31, 2014 and the deterioration of one relationship in the commercial real estate loan portfolio during the first quarter of 2015, partially offset by the improved credit quality of other commercial real estate loans.

The ratio of total criticized and classified commercial real estate loans to total commercial real estate loans decreased to 1.03% as of December 31, 2015 from 1.81% as of December 31, 2014. The ratio of originated commercial real estate loans on nonaccrual to total originated commercial real estate loans increased to 0.13% as of December 31, 2015 from 0.05% as of December 31, 2014.

Net charge-offs was $0.6 million, or 0.02% of average commercial real estate loans, for the year ended December 31, 2015. As a percentage of average commercial real estate loans, net charge-offs for the year ended December 31, 2014 was negligible. Provisions for commercial real estate loans recorded in these periods more than adequately covered charge-offs during those periods. See the "Results of Operations—Provision for Credit Losses" section below for additional information.

Commercial Loans and Leases

The allowance for commercial loan and lease losses was $22.0 million, or 1.60% of total commercial loans and leases outstanding, as of December 31, 2015, compared to $16.0 million, or 1.37% of total commercial loans and leases outstanding, as of December 31, 2014. Specific reserves on commercial loans and leases increased from $1.0 million as of December 31, 2014 to $1.3 million as of December 31, 2015. The $6.1 million increase in the allowance for commercial loans and lease losses during 2015 was primarily driven by originated loan growth of $247.6 million, or 22.5%, and the deterioration of one relationship in the commercial loans and leases portfolio during the first quarter of 2015.

The ratio of total criticized and classified commercial loans and leases to total commercial loans and leases was 1.57% as of December 31, 2015, compared to 2.28% as of December 31, 2014. The ratio of originated commercial loans and leases on nonaccrual to total originated commercial loans and leases decreased to 0.46% as of December 31, 2015 from 0.54% as of December 31, 2014.

Net charge-offs increased $1.3 million to $3.0 million, or 0.23% of average commercial loans and leases, for the year ended December 31, 2015, compared with net charge-offs of $1.7 million, or 0.16% of average commercial loans and leases, for the year ended December 31, 2014. Provisions for commercial loans recorded in these periods more than adequately covered charge-offs during those periods. See the "Results of Operations—Provision for Credit Losses" section below for additional information.

Indirect Automobile Loans

The allowance for indirect automobile loan losses was $0.3 million, or 1.97% of total indirect automobile loans outstanding, as of December 31, 2015, compared to $2.3 million, or 0.74% of the indirect automobile portfolio outstanding, as of December 31, 2014. The $2.0 million decrease in the allowance for indirect automobile loan losses was primarily a result of the sale of the majority of the indirect automobile portfolio in the first quarter of 2015. Loans outstanding decreased $303.3 million, or 95.7%, to $13.7 million as of December 31, 2015 from $317.0 million as of December 31, 2014. Based on a review of the credit metrics of the remaining indirect automobile portfolio, and a change in the reserve factor, the allowance ratio increased for the remaining portfolio. There were no loans individually evaluated for impairment in the indirect automobile portfolio as of December 31, 2015 and December 31,

2014.
The ratio of indirect automobile loans with borrower credit scores below 660 to the total indirect automobile portfolio increased to 45.5% as of December 31, 2015 from 3.1% as of December 31, 2014. The ratio of indirect automobile loans on nonaccrual to total indirect automobile loans increased to 4.93% as of December 31, 2015 compared to 0.20% as of December 31, 2014.

Net charge-offs in the indirect automobile portfolio totaled $0.3 million, or 0.36% of average indirect automobile loans, for the year ended December 31, 2015, compared with net charge-offs of $0.7 million, or 0.20% of average indirect automobile loans, for the year ended December 31, 2014. Provisions for indirect automobile loans recorded in these periods covered charge-offs during those periods. See the "Results of Operations—Provision for Credit Losses" section below for additional information.

Consumer Loans

The allowance for consumer loan losses, including residential loans and home equity loans and lines of credit, was $4.3 million, or 0.46% of total consumer loans outstanding, as of December 31, 2015, compared to $3.4 million, or 0.39% of consumer loans outstanding, as of December 31, 2014. There was nominal reserve for loans individually evaluated for impairment as of December 31, 2015 and 2014. The $0.9 million increase in the allowance for consumer loans during 2015 was primarily driven by originated loan growth of $109.4 million, or 16.4%, from December 31, 2014. The ratio of originated consumer loans on nonaccrual to total originated consumer loans increased to 0.29% as of December 31, 2015 from 0.23% as of December 31, 2014. The risk of loss on a home equity loan is higher since the property securing the loan has often been previously pledged as collateral for a first mortgage loan. The Company gathers and analyzes delinquency data, to the extent that data are available on these first liens, for purposes of assessing the collectability of the second liens held by the Company even if these home equity loans are not delinquent. This data are further analyzed for performance differences between amortizing and non-amortizing home equity loans, the percentage borrowed to total loan commitment and by the amount of payments made by the borrowers. The loss exposure is not considered to be high due to the combination of current property values, the historically low loan-to-value ratios, the low level of losses experienced in the past few years and the low level of loan delinquencies as of December 31, 2015. If the local economy weakens, however, a rise in losses in those loan classes could occur. Historically, losses in these classes have been low.

Net charge-offs in the consumer loan portfolio totaled $0.5 million, or 0.05% of average consumer loans, for the year ended December 31, 2015, compared with net charge-offs of $0.5 million, or 0.06% of average consumer loans, for the year ended December 31, 2014.

Unallocated Allowance

As a result of the changes to the methodology described above, the reserve for unallocated allowance for loan and lease losses as of December 31, 2015 was reduced to zero, as compared to $2.4 million as of December 31, 2014.

The following tables set forth the Company's percent of allowance for loan and lease losses to the total allowance for loan and lease losses and the percent of loans to total loans for each of the categories listed at the dates indicated.

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	At December 31, 2015				2014				2013			
	Amount	Percent of Allowance to Total Allowance		Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance		Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance		Percent of Loans in Each Category to Total Loans
	(Dollars in Thousands)											
Commercial real estate	$21,100	37.3	%	37.5 %	$20,858	38.9	%	34.8 %	$14,883	30.7	%	33.5 %
Multi-family mortgage	6,376	11.2	%	13.2 %	5,057	9.4	%	13.2 %	4,890	10.1	%	14.4 %
Construction	2,675	4.7	%	2.6 %	3,679	6.9	%	3.1 %	3,249	6.7	%	2.6 %
Total commercial real estate loans	30,151	53.2	%	53.3 %	29,594	55.2	%	51.1 %	23,022	47.5	%	50.5 %
Commercial	12,745	22.5	%	11.9 %	7,463	13.9	%	10.7 %	6,724	13.9	%	9.3 %
Equipment financing	8,809	15.5	%	14.5 %	8,112	15.1	%	12.5 %	8,161	16.8	%	11.8 %
Condominium association	464	0.8	%	1.2 %	382	0.7	%	1.1 %	335	0.7	%	1.0 %
Total commercial loans and leases	22,018	38.8	%	27.6 %	15,957	29.7	%	24.3 %	15,220	31.4	%	22.1 %
Indirect automobile	269	0.5	%	0.3 %	2,331	4.3	%	6.6 %	3,924	8.1	%	9.2 %
Residential mortgage	2,069	3.6	%	12.3 %	1,392	2.6	%	11.9 %	1,431	3.0	%	12.1 %
Home equity	2,149	3.8	%	6.3 %	1,846	3.5	%	5.9 %	1,324	2.7	%	5.9 %
Other consumer	83	0.1	%	0.2 %	121	0.2	%	0.2 %	620	1.3	%	0.2 %
Total consumer loans	4,301	7.5	%	18.8 %	3,359	6.3	%	18.0 %	3,375	7.0	%	18.2 %
Unallocated	—	—	%	—	2,418	4.5	%	—	2,932	6.0	%	—
Total	$56,739	100.0	%	100.0 %	$53,659	100.0	%	100.0 %	$48,473	100.0	%	100.0 %

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	At December 31, 2012			2011		
	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans
	(Dollars in Thousands)					
Commercial real estate	$12,993	31.6 %	31.1 %	$9,936	31.3 %	27.5 %
Multi-family mortgage	4,541	11.0 %	14.5 %	4,459	14.1 %	17.7 %
Construction	2,484	6.0 %	2.4 %	1,082	3.4 %	1.5 %
Total commercial real estate loans	20,018	48.6 %	48.0 %	15,477	48.8 %	46.7 %
Commercial	3,870	9.4 %	9.2 %	1,505	4.8 %	5.5 %
Equipment financing	6,454	15.7 %	10.1 %	4,128	13.0 %	9.1 %
Condominium association	331	0.8 %	1.1 %	364	1.1 %	1.7 %
Total commercial loans and leases	10,655	25.9 %	20.4 %	5,997	18.9 %	16.3 %
Indirect automobile	5,304	12.9 %	12.9 %	5,604	17.7 %	21.1 %
Residential mortgage	1,516	3.7 %	12.2 %	828	2.6 %	12.9 %
Home equity	970	2.4 %	6.3 %	696	2.2 %	2.8 %
Other consumer	59	0.1 %	0.2 %	53	0.2 %	0.2 %
Total consumer loans	2,545	6.2 %	18.7 %	1,577	5.0 %	15.9 %
Unallocated	2,630	6.4 %	—	3,048	9.6 %	—
Total	$41,152	100.0 %	100.0 %	$31,703	100.0 %	100.0 %

Liability for Unfunded Credit Commitments

The liability for unfunded credit commitments, which is included in other liabilities, was $1.3 million as of December 31, 2015, $1.3 million as of December 31, 2014 and $1.0 million as of December 31, 2013. The changes in the liability for unfunded credit commitments reflect changes in the estimate of loss exposure associated with certain credit unfunded credit commitments.

See the subsections "Comparison of Years Ended December 31, 2015 and December 31, 2014—Provision for Credit Losses" and "Comparison of Years Ended December 31, 2014 and December 31, 2013—Provision for Credit Losses" appearing elsewhere in this report for a discussion of the provision for loan and lease losses and loan and lease charge-offs recognized in the Company's consolidated financial statements during the past three years.

Investment Securities and Restricted Equity Securities

The investment portfolio exists primarily for liquidity purposes, and secondarily as sources of interest and dividend income, interest-rate risk management and tax planning as a counterbalance to loan and deposit flows. Investment securities are utilized as part of the Company's asset/liability management and may be sold in response to, or in anticipation of, factors such as changes in market conditions and interest rates, security prepayment rates, deposit outflows, liquidity concentrations and regulatory capital requirements.

The investment policy of the Company, which is reviewed and approved by the Board of Directors on an annual basis, specifies the types of investments that are acceptable, required investment ratings by at least one nationally recognized rating agency, concentration limits and duration guidelines. Compliance with the investment policy is monitored on a regular basis. In general, the Company seeks to maintain a high degree of liquidity and targets cash, cash equivalents and investment securities available-for-sale balances between 10% and 30% of total assets.

Cash, cash equivalents, and investment securities increased $68.5 million, or 11.2%, to $682.4 million as of December 31, 2015 from $614.0 million as of December 31, 2014. The increase was primarily driven by the sale of the indirect automobile portfolio, offset by growth in the loans and leases portfolio, security portfolio and the maturity of FHLBB advances. Cash, cash equivalents, and investment securities were 11.3% of total assets as of December 31, 2015, compared to 10.6% of total assets at December 31, 2014.

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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:

	At December 31, 2015 Amortized Cost	Fair Value	2014 Amortized Cost	Fair Value	2013 Amortized Cost	Fair Value
	(In Thousands)					
Investment securities available-for-sale:						
Debt securities:						
GSEs	$40,658	$40,627	$22,929	$22,988	$12,138	$12,180
GSE CMOs	198,000	193,816	238,910	234,169	254,331	243,644
GSE MBSs	230,213	229,881	249,329	250,981	202,478	199,401
Private-label CMOs	—	—	—	—	3,258	3,355
SBA commercial loan asset-backed securities	148	147	205	203	245	243
Auction-rate municipal obligations	—	—	—	—	1,900	1,775
Municipal obligations	—	—	—	—	1,068	1,086
Corporate debt obligations	46,160	46,486	39,805	40,207	27,751	28,224
Trust preferred securities and pools	1,466	1,267	1,463	1,240	1,461	1,210
Total debt securities	516,645	512,224	552,641	549,788	504,630	491,118
Marketable equity securities	956	977	947	973	1,259	1,310
Total investment securities available-for-sale	$517,601	$513,201	$553,588	$550,761	$505,889	$492,428
Investment securities held-to-maturity:						
GSEs	$34,915	$34,819	$—	$—	$—	$—
GSE MBSs	19,291	18,986	—	—	—	—
Municipal Obligations	39,051	39,390	—	—	—	—
Foreign Government Obligations	500	500	500	500	500	500
Total investment securities held-to-maturity	$93,757	$93,695	$500	$500	$500	$500
Restricted equity securities:						
FHLBB stock	$48,890		$58,326		$50,081	
FRB stock	16,752		16,003		16,003	
Other	475		475		475	
Total restricted equity securities	$66,117		$74,804		$66,559	

Total investment securities and restricted equity securities primarily consist of investment securities available-for-sale, investment securities held-to-maturity, stock in the FHLBB and stock in the FRB. The total securities portfolio increased $47.0 million, or 7.5% since December 31, 2014. As of December 31, 2015, total securities portfolio was 11.1% of total assets, compared to 10.8% of total assets as of December 31, 2014.

The fair value of investment securities is based principally on market prices and dealer quotes received from third-party, nationally-recognized pricing services for identical investment securities such as U.S. Treasury and agency securities. The Company's marketable equity securities are priced this way and are included in Level 1. These prices are validated by comparing the primary pricing source with an alternative pricing source when available. When quoted market prices for identical securities are unavailable, the Company uses market prices provided by independent pricing services based on recent trading activity and other observable information, including but not limited to market interest-rate curves, referenced credit spreads and estimated prepayment speeds where applicable. These investments include certain U.S. and government agency debt securities, municipal and corporate debt securities, GSE residential MBSs and CMOs, and trust preferred securities, all of

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which are included in Level 2. Certain fair values are estimated using pricing models (such as auction-rate municipal securities) and are included in Level 3.

Additionally, Management reviews changes in fair value from period to period and performs testing to ensure that prices received from the third parties are consistent with their expectation of the market. Changes in the prices obtained from the pricing service are analyzed from month to month, taking into consideration changes in market conditions including changes in mortgage spreads, changes in U.S. Treasury security yields and changes in generic pricing of 15-year and 30-year securities. Additional analysis may include a review of prices provided by other independent parties, a yield analysis, a review of average life changes using Bloomberg analytics and a review of historical pricing for the particular security.

During the second quarter of 2014, to better align the Company’s investment portfolio with Management’s strategic focus, the Company liquidated all private-label CMOs, auction-rate municipal obligations and municipal obligations, all of which are 100% risk weighted. Proceeds from the investment securities sales were used to reinvest in GSE securities, which are risk weighted at 20%.

Maturities, calls and principal repayments for investment securities available-for-sale and investment securities held-to-maturity totaled $107.4 million for the year ended December 31, 2015 compared to $84.6 million for the same period in 2014. There were no sales of investment securities available-for-sale in 2015, as compared to sales of $5.5 million in investment securities available-for-sale and gains of $0.1 million for 2014. For the year ended December 31, 2015, the Company purchased $63.6 million of investment securities available-for-sale and $102.8 million of investment securities held-to-maturity, compared to $139.9 million of investment securities available-for-sale and $0.5 million of investment securities held-to-maturity in 2014.

As of December 31, 2015, the fair value of all investment securities available-for-sale was $513.2 million and carried a total of $4.4 million of net unrealized losses, compared to a fair value of $550.8 million and net unrealized losses of $2.8 million as of December 31, 2014. As of December 31, 2015, $368.6 million, or 71.8%, of the portfolio, had gross unrealized losses of $6.0 million. This compares to $335.7 million, or 60.9%, of the portfolio with gross unrealized losses of $6.0 million as of December 31, 2014. The Company's unrealized loss position increased in 2015 driven by a higher year over year interest rates and a change in the portfolio mix from shorter duration MBS to longer duration agency debentures and municipal securities.

Management believes that these negative differences between amortized cost and fair value do not include credit losses, but rather differences in interest rates between the time of purchase and the time of measurement. It is more likely than not that the Company will not sell the investment securities before recovery, and, as a result, it will recover the amortized cost basis of the investment securities. As such, Management has determined that the securities are not other-than-temporarily impaired as of December 31, 2015. If market conditions for securities worsen or the creditworthiness of the underlying issuers deteriorates, it is possible that the Company may recognize additional other-than-temporary impairments in future periods. For additional discussion on how the Company validates fair values provided by the third-party pricing service, see Note 21, “Fair Value of Financial Instruments.”

Investment Securities Available-for-Sale

U.S. Government-Sponsored Enterprises

The Company invests in securities issued by U.S. Government-sponsored enterprises ("GSEs"), including GSE debt securities, mortgage-backed securities ("MBSs"), and collateralized mortgage obligations ("CMOs"). GSE securities include obligations issued by the Federal National Mortgage Association ("FNMA"), the Federal Home Loan Mortgage Corporation ("FHLMC"), the Government National Mortgage Association ("GNMA"), the Federal Home Loan Banks ("FHLB") and the Federal Farm Credit Bank. As of December 31, 2015, only GNMA MBSs and CMOs, and Small Business Administration ("SBA") commercial loan asset-backed securities with an estimated fair value of $21.8 million were backed explicitly by the full faith and credit of the U.S. Government, compared to $26.2 million as of December 31, 2014.

GSE securities are considered attractive investments because they (1) generate positive yields with minimal administrative expense, (2) impose minimal credit risk as a result of the guarantees usually provided, (3) can be utilized as collateral for borrowings, (4) generate cash flows useful for liquidity management and (5) are ‘‘qualified investments’’ as designated for regulatory purposes that the Company is obligated to meet.

As of December 31, 2015, the Company owned GSE debentures with a total fair value of $40.6 million, which approximated amortized cost. As of December 31, 2014, the Company held GSE debentures with a total fair value of $23.0 million, which approximated amortized cost. As of December 31, 2015, seven of the thirteen securities in this portfolio were in unrealized loss positions. As of December 31, 2014, four of the eight securities in this portfolio were in unrealized loss positions. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA/SBA) guarantee of the U.S Government.

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During the year ended December 31, 2015, the Company purchased a total of $24.9 million GSE debentures. This compares to $21.0 million purchased during the same period in 2014.
As of December 31, 2015, the Company owned GSE mortgage-related securities with a total fair value of $423.7 million and a net unrealized loss of $4.5 million. This compares to a total fair value of $485.2 million and a net unrealized loss of $3.1 million as of December 31, 2014. As of December 31, 2015, 101 of the 249 securities in this portfolio were in unrealized loss positions. As of December 31, 2014, 79 of the 250 securities in this portfolio were in unrealized loss positions. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S Government. During the years ended December 31, 2015 and 2014, the Company purchased a total of $29.5 million and $106.9 million, respectively, in GSE CMOs and GSE MBSs.

SBA Commercial Loan Asset-Backed

As of December 31, 2015 and December 31, 2014, the Company owned SBA securities with a total fair value of $0.1 million, which approximated amortized cost. As of December 31, 2015, six of the seven securities in this portfolio were in unrealized loss positions. As of December 31, 2014, seven of the eight securities in this portfolio were in unrealized loss positions. All securities are performing and backed by the explicit (SBA) guarantee of the U.S Government.

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 GSEs such as FNMA, FHLMC and GNMA, which pool and resell participation interests in the form of securities to investors and guarantee the payment of principal and interest to the investors.

Investments in mortgage-related securities issued and guaranteed by GSEs 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.

Private-Label CMOs

As of December 31, 2015 and 2014, the Company did not own any private-issuer CMO-related securities. All private-label CMOs were sold during the second quarter of 2014.

Auction-Rate Municipal Obligations and Municipal Obligations

As of December 31, 2015 and 2014, the Company did not own any auction-rate municipal obligations and municipal obligations. All auction-rate municipal obligations and municipal obligations were sold during the second quarter of 2014.

Corporate Obligations

From time to time, the Company will invest in high-quality corporate obligations to provide portfolio diversification and improve the overall yield on the portfolio. The Company owned fifteen corporate obligation securities with a total fair value of $46.5 million and a net unrealized gain of $0.3 million as of December 31, 2015. This compares to thirteen corporate obligation securities with a total fair value of $40.2 million and a net unrealized gain of $0.4 million as of December 31, 2014. As of December 31, 2015, two of the fifteen securities in this portfolio was in an unrealized loss position. As of December 31, 2014, one of the thirteen securities in this portfolio was in an unrealized loss

position. Full collection of the obligations is expected because the financial condition of the issuers is sound and has not defaulted on scheduled payments, the obligations are rated investment grade and the Company has the ability and intent to hold the obligations for a period of time to recover the amortized cost. During the year ended December 31, 2015, the Company purchased $9.3 million in corporate obligations compared to $12.0 million in the same period in 2014.
Trust Preferred Securities and PreTSLs

Trust preferred securities represent subordinated debt issued by financial institutions. These securities are sometimes pooled and sold to investors through structured vehicles known as trust preferred pools (“PreTSLs”). When issued, PreTSLs are divided into tranches or segments that establish priority rights to cash flows from the underlying trust preferred securities. As of December 31, 2015 and 2014, the Company owned two trust preferred securities and no PreTSL pools.

Marketable Equity Securities

As of December 31, 2015 and 2014, the Company owned marketable equity securities with a fair value of $1.0 million, which approximated amortized cost. As of December 31, 2015, none of the two securities in this portfolio was in an unrealized loss position. As of December 31, 2014, none of the four securities in this portfolio were in an unrealized loss position.

Investment Securities Held-to-Maturity

U.S. Government-Sponsored Enterprises

The Company invests in securities issued by U.S. Government-sponsored enterprises ("GSEs") including GSE debt securities, mortgage-backed securities ("MBSs"), and collateralized mortgage obligations ("CMOs"). GSE securities include obligations issued by the Federal National Mortgage Association ("FNMA"), the Federal Home Loan Mortgage Corporation ("FHLMC"), the Government National Mortgage Association ("GNMA"), the Federal Home Loan Banks ("FHLB"), and the Federal Farm Credit Bank. As of December 31, 2015, the Company owned GSE debentures and GSE MBS with a total fair value of $34.8 million and $19.0 million, respectively.

As of December 31, 2015, the Company owned GSE mortgage-related securities with a total amortized cost of $19.3 million. As of December 31, 2014, the Company did not own any GSE mortgage-related securities. During the year ended December 31, 2015, the Company purchased a total of $42.4 million and $21.3 million, in GSEs and GSE MBSs, respectively. As of December 31, 2015, 16 of the 22 securities in this portfolio were in unrealized loss positions. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S Government.

Municipal Obligations

As of December 31, 2015, the Company owned 72 municipal obligation securities with a total fair value and total amortized cost of $39.4 million and 39.1 million, respectively. As of December 31, 2014, the Company did not own any municipal obligation securities. During the years ended December 31, 2015 and 2014, the Company purchased a total of $39.2 million of municipal obligations. As of December 31, 2015, 15 of the 72 securities in this portfolio were in unrealized loss positions.

Foreign Government Obligations

As of December 31, 2015 and December 31, 2014, the Company owned 1 foreign government obligation security with a fair value and amortized cost of $0.5 million. As of December 31, 2015 and December 31, 2014, this security was not in an unrealized loss position. During the year ended December 31, 2015, the Company did not purchase any foreign government obligation securities. During the year ended December 31, 2014, the Company purchased $0.5 million of foreign government obligation securities.

Restricted Equity Securities

FHLBB Stock—The Company invests in the stock of the FHLBB as one of the requirements to borrow. The Company maintains an excess balance of capital stock of $4.3 million which allows for additional borrowing capacity at each of the Banks.

As of December 31, 2015, the Company owned stock in the FHLBB with a carrying value of $48.9 million, a decrease of $9.4 million from $58.3 million as of December 31, 2014. As of December 31, 2015, the FHLBB had total assets of $58.1 billion and total capital of $3.0 billion, of which $1.1 billion was retained earnings. The FHLBB stated that it remained in compliance with all regulatory capital ratios as of December 31, 2015 and was classified as "adequately capitalized" by its regulator, based on the FHLBB's financial information as of September 30, 2015. See Note 5, "Restricted Equity Securities" to the consolidated financial statements for further information about the FHLBB.

Federal Reserve Bank Stock—The Company invests in the stock of the Federal Reserve Bank of Boston, as a condition of the membership for the Banks in the Federal Reserve System. In 2015, the Company maintained its investment in the stock of the Federal Reserve Bank of Boston to adjust for deposit growth. The FRB is now the primary federal regulator for the Company and the Banks.

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Carrying Value, Weighted Average Yields, and Contractual Maturities of Investment and Restricted Equity Securities
The table below sets forth certain information regarding the carrying value, weighted average yields and contractual maturities of the Company's investment and restricted equity securities portfolio at the date indicated.

	Balance at December 31, 2015									
	One Year or Less		After One Year Through Five Years		After Five Years Through Ten Years		After Ten Years		Total	
	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield
	(Dollars in Thousands)									
Investment securities available-for-sale:										
Debt securities:										
GSEs	$—	— %	$12,697	1.72 %	$27,930	2.30 %	$—	— %	$40,627	2.12 %
GSE CMOs	—	—	1,895	1.51 %	34	5.19 %	191,887	1.83 %	193,816	1.82 %
GSE MBSs	6	0.02 %	8,416	3.98 %	66,489	1.87 %	154,970	2.16 %	229,881	2.15 %
SBA commercial loan asset- backed securities	—	—	—	— %	130	0.88 %	17	0.60 %	147	0.85 %
Corporate debt obligations	2,997	2.09 %	37,241	2.18 %	6,248	2.85 %	—	—	46,486	2.27 %
Trust preferred securities	—	—	—	—	—	—	1,267	1.13 %	1,267	1.13 %
Total debt securities	$3,003	2.09 %	$60,249	2.32 %	$100,831	2.05 %	$348,141	1.97 %	512,224	2.03 %
Marketable equity securities									977	1.77 %
Total investment securities available-for-sale									$513,201	2.03 %
Investment securities held-to-maturity:										
GSEs	$—	—	$9,500	2.01 %	$25,415	2.28 %	$—	—	$34,915	2.21 %
GSE MBSs	151	1.82 %	—	—	—	—	19,140	1.82 %	19,291	1.82 %
Municipal Obligations	—	—	14,389	1.19 %	24,662	1.70 %	—	—	39,051	1.52 %
Foreign Government Obligations	500	1.30 %	—	—	—	—	—	—	500	1.30 %
Total investment securities held-to-maturity	$651	1.42 %	$23,889	1.52 %	$50,077	2.00 %	$19,140	1.82 %	$93,757	1.83 %
Restricted equity securities:										
FHLBB stock									$48,890	2.54 %
FRB stock									16,752	6.00 %

Other stock	475	—	%
Total restricted equity securities	$66,117	3.42	%

(1) Yields have been calculated on a tax-equivalent basis.

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Deposits

The following table presents the Company's deposit mix at the dates indicated.

	At December 31,																	
	2015					2014						2013						
	Amount	Percent of Total		Weighted Average Rate		Amount	Percent of Total		Weighted Average Rate			Amount	Percent of Total		Weighted Average Rate			
	(Dollars in Thousands)																	
Non-interest-bearing deposits:																		
Demand checking accounts	$799,117	18.6	%	—	%	$726,118	18.3	%	—	%		$707,023	18.4	%	—	%		
Interest-bearing deposits:																		
NOW accounts	283,972	6.6	%	0.07	%	235,063	6.0	%	0.07	%		210,602	5.5	%	0.07	%		
Savings accounts	540,788	12.6	%	0.25	%	531,727	13.4	%	0.21	%		494,734	12.9	%	0.25	%		
Money market accounts	1,594,269	37.0	%	0.44	%	1,518,490	38.4	%	0.52	%		1,487,979	38.8	%	0.54	%		
Certificate of deposit accounts	1,087,872	25.3	%	0.93	%	946,708	23.9	%	0.88	%		934,668	24.4	%	0.91	%		
Total interest-bearing deposits	3,506,901	81.4	%	0.53	%	3,231,988	81.7	%	0.54	%		3,127,983	81.6	%	0.57	%		
Total deposits	$4,306,018	100.0	%	0.43	%	$3,958,106	100.0	%	0.43	%		$3,835,006	100.0	%	0.47	%		

The Company seeks to increase its core (non-certificate of deposit) deposits and decrease its loan-to-deposit ratio over time, while continuing to increase deposits as a percentage of total funding sources. The Company's loan-to-deposit ratio decreased to 116.0% as of December 31, 2015, from 121.8% as of December 31, 2014.

Total deposits increased $0.3 billion, or 8.8%, to $4.3 billion as of December 31, 2015, compared to $4.0 billion as of December 31, 2014. Deposits as a percentage of total assets increased from 68.2% as of December 31, 2014 to 71.3% as of December 31, 2015. The increase in deposits as a percentage of total assets is primarily due to the growth in brokered deposits, non-interest-bearing accounts and the maturity of FHLBB advances using the excess liquidity generated by the sale of the indirect auto loans in the first quarter of 2015.

As of December 31, 2015, the Company had $252.3 million of brokered deposits compared to $62.0 million as of December 31, 2014. Brokered deposits allow the Company to seek additional funding by attracting deposits from outside the Company's core market. The Company's investment policy limits the amount of brokered deposits to 15% of total assets. Brokered deposits are included in the certificate of deposit balance, which increased $141.2 million, or 14.9%, during 2015. Certificates of deposit have also increased as a percentage of total deposits to 25.3% as of December 31, 2015 from 23.9% as of December 31, 2014.

In 2015, core deposits increased $206.7 million, or 6.9%. The ratio of core deposits to total deposits decreased from 76.1% as of December 31, 2014 to 74.7% as of December 31, 2015, primarily due to the shift in deposit mix and increase in brokered deposits.

The Company's growth in deposits and the shift in the mix of deposits in 2015 and 2014 were due in part to expansion of the Company's cash management services and increased efforts in seeking deposits from existing customer relationships. A rise in interest rates could cause a shift from core deposit accounts to certificate of deposit accounts with longer maturities. Generally, the rates paid on certificates of deposit are higher than those paid on core deposit accounts.

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

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	Year Ended December 31,								
	2015			2014			2013		
	Average Balance	Percent of Total Average Deposits	Weighted Average Rate	Average Balance	Percent of Total Average Deposits	Weighted Average Rate	Average Balance	Percent of Total Average Deposits	Weighted Average Rate
	(Dollars in Thousands)								
Core deposits:									
Non-interest-bearing demand checking accounts	$770,045	18.5 %	— %	$700,815	18.1 %	— %	$648,852	17.5 %	— %
NOW accounts	249,204	6.0 %	0.07 %	220,377	5.7 %	0.08 %	205,922	5.6 %	0.09 %
Savings accounts	532,496	12.8 %	0.21 %	518,741	13.4 %	0.23 %	509,436	13.7 %	0.25 %
Money market accounts	1,560,437	37.5 %	0.44 %	1,526,915	39.3 %	0.51 %	1,370,195	37.0 %	0.60 %
Total core deposits	3,112,182	74.9 %	0.26 %	2,966,848	76.5 %	0.31 %	2,734,405	73.8 %	0.35 %
Certificate of deposit accounts	1,045,328	25.1 %	0.78 %	911,072	23.5 %	0.86 %	971,044	26.2 %	0.94 %
Total deposits	$4,157,510	100.0 %	0.44 %	$3,877,920	100.0 %	0.51 %	$3,705,449	100.0 %	0.61 %

As of December 31, 2015 and 2014, the Company had outstanding certificate of deposit of $250,000 or more, maturing as follows:

	At December 31,			
	2015		2014	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate
	(Dollars in Thousands)			
Maturity period:				
Six months or less	$67,361	0.67 %	$81,937	0.66 %
Over six months through 12 months	54,135	1.03 %	33,602	0.93 %
Over 12 months	46,856	1.52 %	43,298	1.30 %
Total certificate of deposit of $250,000 or more	$168,352	1.02 %	$158,837	0.89 %

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Borrowed Funds

The following table sets forth certain information regarding FHLBB advances, subordinated debentures and notes and other borrowed funds for the dates indicated:

	Year Ended December 31,					
	2015		2014		2013	
	(Dollars in Thousands)					
Borrowed funds:						
Average balance outstanding	$957,437		$994,734		$808,007	
Maximum amount outstanding at any month end during the year	1,094,459		1,132,957		838,588	
Balance outstanding at end of year	983,029		1,126,404		812,555	
Weighted average interest rate for the period	1.55	%	1.22	%	1.39	%
Weighted average interest rate at end of period	1.55	%	1.37	%	1.36	%

Advances from the FHLBB

On a long-term basis, the Company intends to continue to increase its core deposits. The Company also uses FHLBB borrowings and other wholesale borrowing as part of the Company's overall strategy to fund loan growth and manage interest-rate risk and liquidity. The advances are secured by a blanket security agreement which requires the Banks to maintain certain qualifying assets as collateral, principally mortgage loans and securities in an aggregate amount at least equal to outstanding advances. The maximum amount that the FHLBB will advance to member institutions, including the Company, fluctuates from time to time in accordance with the policies of the FHLBB. The Company may also borrow from the FRB's "discount window" as necessary.

FHLBB borrowings decreased by $142.2 million to $0.9 billion as of December 31, 2015 from the December 31, 2014 balance of $1.0 billion. The decrease in FHLBB borrowings was primarily due to maturities of advances from the FHLBB.

Repurchase Agreements

The Company periodically enters into repurchase agreements with its larger deposit and commercial customers as part of its cash management services which are typically overnight borrowings. Short-term borrowings and repurchase agreements with Company customers decreased $1.4 million to $38.2 million as of December 31, 2015 from $39.6 million as of December 31, 2014.

Subordinated Debentures and Notes

In connection with the acquisition of Bancorp Rhode Island, Inc., the Company assumed three subordinated debentures issued by a subsidiary of Bancorp Rhode Island, Inc. One of these subordinated debenture in the amount of $3.0 million was called in the first quarter of 2013 due to its high fixed rate.

On September 15, 2014, the Company offered $75.0 million of 6.0% fixed-to-floating subordinated notes due September
15, 2029. The Company is obligated to pay 6.0% interest semiannually between September 2014 and September 2024. Subsequently, the Company is obligated to pay 3-month LIBOR plus 3.315% quarterly until the notes mature in September 2029. As of December 31, 2015, the Company capitalized $1.4 million in relation to the issuance of these subordinated notes.

The following table summarizes the Company's subordinated debentures and notes at the dates indicated.

Issue Date	Rate	Maturity Date	Next Call Date	Carrying Amount December 31, 2015	Carrying Amount December 31, 2014
	(Dollars in Thousands)				
June 26, 2003	Variable; 3-month LIBOR + 3.10%	June 26, 2033	March 28, 2016	$4,725	$4,696
March 17, 2004	Variable; 3-month LIBOR + 2.79%	March 17, 2034	March 17, 2016	$4,589	$4,543
	6.0% Fixed-to-Variable;	September 15, 2029	September 15, 2024	$73,624	$73,524

September 15, 2014	3-month LIBOR + 3.315%

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Derivative Financial Instruments

The Company has entered into interest-rate swaps with certain of its commercial customers and concurrently enters into offsetting swaps with third-party financial institutions. The Company did not have derivative fair value hedges or derivative cash flow hedges at December 31, 2015 or 2014. The following table summarizes certain information concerning the Company's interest-rate swaps at December 31, 2015 and 2014:

	At December 31, 2015	At December 31, 2014
	(Dollars in Thousands)	
Notional principal amounts	$490,632	$109,362
Fixed weighted average interest rate from the Company to counterparty	4.30 %	4.72 %
Floating weighted average interest rate from counterparty to the Company	2.40 %	2.12 %
Weighted average remaining term to maturity (in months)	100	100
Fair value:		
Recognized as an asset	$8,656	$2,676
Recognized as a liability	$8,781	$2,714

Stockholders' Equity and Dividends

The Company's total stockholders' equity was $667.5 million as of December 31, 2015, representing a $25.7 million increase compared to $641.8 million at December 31, 2014. The increase is due to net income of $49.8 million for the year ended December 31, 2015, which was partially offset by dividends paid by the Company of $25.0 million in 2015.

For the year ended December 31, 2015, the dividend payout ratio was 50.2%, compared to 55.2% for the year ended December 31, 2014. The dividends paid in the fourth quarter of 2015 represented the Company's 67th consecutive quarter of dividend payments. Additionally, the Company increased the quarterly dividend distribution from $0.085 per share to $0.09 per share in the second quarter of 2015.

In 2015, 2014 and 2013, no shares of the Company's common stock were repurchased by the Company. On October 29, 2014, the Company’s Board of Directors authorized a stock repurchase program to acquire up to $10.0 million of total outstanding shares of the Company's common stock over a period of fourteen months ending on December 31, 2015. As of December 31, 2015, no shares were repurchased under the stock repurchase program.

On February 4, 2016, the Company's Board of Directors authorized a stock repurchase program to acquire up to $10.0 million of total outstanding shares of the Company's common stock over a period of twelve months ending on January 31, 2017. Repurchases may be made from time to time depending on market conditions and other factors, and will be conducted through open market or private transactions, through block trades, and pursuant to any trading plan that may be adopted in accordance with the Securities and Exchange Commission Rule 10b5-1. There is no guarantee as to the exact number of shares, if any, to be repurchased by the Company.

Stockholders' equity represented 11.05% of total assets as of December 31, 2015 and 11.06% of total assets as of December 31, 2014. Tangible stockholders' equity (total stockholders' equity less goodwill and identified intangible assets, net) represented 8.81% of tangible assets (total assets less goodwill and identified intangible assets, net) as of December 31, 2015 and 8.68% as of December 31, 2014.

Results of Operations

The primary drivers of the Company's net income are net interest income, which is strongly affected by the net yield on and growth of interest-earning assets and liabilities ("net interest margin"), the quality of the Company's assets, its levels of non-interest income and non-interest expense, and its tax provision.

The Company's net interest income represents the difference between interest income earned on its investments, loans and leases, and its cost of funds. Interest income is dependent on the amount of interest-earning assets outstanding during the period and the yield earned thereon. Cost of funds is a function of the average amount of deposits and borrowed money outstanding during the year and the interest rates paid thereon. The net interest margin is calculated by dividing net interest income by average interest-earning assets. Net interest spread is the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. The increases or decreases, as applicably in the components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate, are

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summarized under "Rate/Volume Analysis" below. Information as to the components of interest income, interest expense and average rates is provided under "Average Balances, Net Interest Income, Interest-Rate Spread and Net Interest Margin" below.

Because the Company's assets and liabilities are not identical in duration and in repricing dates, the differential between the two is vulnerable to changes in market interest rates as well as the overall shape of the yield curve. These vulnerabilities are inherent to the business of banking and are commonly referred to as "interest-rate risk." How interest-rate risk is measured and, once measured, how much interest-rate risk is taken are based on numerous assumptions and other subjective judgments. See the discussion in the "Measuring Interest-Rate Risk" section of Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" below.

The quality of the Company's assets also influences its earnings. Loans and leases that are not paid on a timely basis and exhibit other weaknesses can result in the loss of principal and/or interest income. Additionally, the Company must make timely provisions to the allowance for loan and lease losses based on estimates of probable losses inherent in the loan and lease portfolio. These additions, which are charged against earnings, are necessarily greater when greater probable losses are expected. Further, the Company incurs expenses as a result of resolving troubled assets. These variables reflect the "credit risk" that the Company takes on in the ordinary course of business and are further discussed under "Financial Condition—Asset Quality" above.

Average Balances, Net Interest Income, Interest-Rate Spread and Net Interest Margin

The following table sets forth information about the Company's average balances, interest income and interest rates earned on average interest-earning assets, interest expense and interest rates paid on average interest-bearing liabilities, interest-rate spread and net interest margin for the years ended December 31, 2015, 2014 and 2013. Average balances are derived from daily average balances and yields include fees, costs and purchase-accounting-related premiums and discounts which are considered adjustments to coupon yields in accordance with GAAP. Certain amounts previously reported have been reclassified to conform to the current presentation.

	Year Ended December 31,								
	2015			2014			2013		
	Average Balance	Interest (1)	Average Yield/ Cost	Average Balance	Interest (1)	Average Yield/ Cost	Average Balance	Interest (1)	Average Yield/ Cost
	(Dollars in Thousands)								
Assets:									
Interest-earning assets:									
Debt securities	$583,921	$11,521	1.97 %	$518,920	$9,531	1.84 %	$476,387	$7,983	1.68 %
Marketable and restricted equity securities	73,808	2,793	3.78 %	72,151	2,112	2.93 %	68,306	1,223	1.79 %
Short-term investments	56,520	128	0.23 %	45,560	102	0.22 %	62,258	111	0.18 %
Total investments	714,249	14,442	2.02 %	636,631	11,745	1.84 %	606,951	9,317	1.54 %
Commercial real estate loans (2)	2,529,566	106,447	4.21 %	2,324,934	103,324	4.42 %	2,091,860	98,245	4.67 %
Commercial loans (2)	636,084	26,590	4.13 %	522,208	21,341	4.04 %	435,184	20,580	4.68 %
Equipment financing (2)	650,376	44,468	6.84 %	554,240	39,807	7.18 %	452,601	31,076	6.87 %
Indirect automobile loans (2)	83,218	2,686	3.23 %	366,217	11,812	3.23 %	475,387	17,355	3.65 %
Residential mortgage loans (2)	600,072	21,455	3.58 %	551,481	19,957	3.62 %	511,348	19,926	3.90 %
Other consumer loans (2)	311,855	11,792	3.78 %	280,663	11,189	3.98 %	263,955	10,624	4.02 %
Total loans and leases	4,811,171	213,438	4.44 %	4,599,743	207,430	4.51 %	4,230,335	197,806	4.68 %
Total interest-earning assets	5,525,420	227,880	4.12 %	5,236,374	219,175	4.19 %	4,837,286	207,123	4.28 %
Allowance for loan and lease losses	(55,950)			(51,480)			(44,008)		
Non-interest-earning assets	371,279			371,330			380,954		
Total assets	$5,840,749			$5,556,224			$5,174,232		
Liabilities and Stockholders' Equity:									
Interest-bearing liabilities:									
Interest-bearing deposits:									
NOW accounts	$249,204	179	0.07 %	$220,377	171	0.08 %	$205,922	173	0.08 %
Savings accounts	532,496	1,094	0.21 %	518,741	1,197	0.23 %	509,436	1,288	0.25 %
Money market accounts	1,560,437	6,935	0.44 %	1,526,915	7,846	0.51 %	1,370,195	8,220	0.60 %
Certificate of deposit	1,045,328	9,272	0.78 %	911,072	7,846	0.86 %	971,044	9,092	0.94 %
Total interest-bearing deposits (3)	3,387,465	17,480	0.52 %	3,177,105	17,060	0.54 %	3,056,597	18,773	0.61 %

Advances from the FHLBB	840,123	9,950	1.17 %	935,400	10,535	1.11 %	759,640	10,886	1.43 %
Subordinated debentures and notes	82,846	5,001	6.04 %	30,766	1,740	5.66 %	9,548	439	4.60 %
Other borrowed funds	34,468	114	0.33 %	28,568	79	0.28 %	38,819	68	0.18 %
Total borrowed funds	957,437	15,065	1.55 %	994,734	12,354	1.22 %	808,007	11,393	1.39 %
Total interest-bearing liabilities	4,344,902	32,545	0.75 %	4,171,839	29,414	0.71 %	3,864,604	30,166	0.78 %
Non-interest-bearing liabilities:									
Non-interest-bearing demand checking accounts (3)	770,045			700,815			648,852		
Other non-interest-bearing liabilities	62,914			48,378			40,574		
Total liabilities	5,177,861			4,921,032			4,554,030		
Brookline Bancorp, Inc. stockholders' equity	657,841			630,966			616,473		
Noncontrolling interest in subsidiary	5,047			4,226			3,729		
Total liabilities and equity	$5,840,749			$5,556,224			$5,174,232		
Net interest income (tax-equivalent basis) / Interest-rate spread (4)		195,335	3.37 %		189,761	3.48 %		176,957	3.50 %
Less adjustment of tax-exempt income		970			693			739	
Net interest income		$194,365			$189,068			$176,218	
Net interest margin (5)			3.54 %			3.61 %			3.64 %

(1) Tax-exempt income on debt securities, equity securities and revenue bonds included in commercial real estate loans is included on a tax-equivalent basis.
(2) Loans on nonaccrual status are included in the average balances.
(3) Including non-interest-bearing checking accounts, the average interest rate on total deposits was 0.42%, 0.44% and 0.51% in the years ended December 31, 2015, 2014 and 2013, respectively.
(4) Interest-rate spread represents the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities.
(5) Net interest margin represents net interest income (tax equivalent basis) divided by average interest-earning assets.

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See "Comparison of Years Ended December 31, 2015 and December 31, 2014" and "Comparison of Years Ended December 31, 2014 and December 31, 2013" below for a discussion of average assets and liabilities, net interest income, interest-rate spread and net interest margin.

Rate/Volume Analysis

The following table presents, on a tax-equivalent basis, the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (changes in volume multiplied by prior rate), (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume), and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

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	Year Ended December 31, 2015 Compared to Year Ended December 31, 2014			Year Ended December 31, 2014 Compared to Year Ended December 31, 2013		
	Increase (Decrease) Due To			Increase (Decrease) Due To		
	Volume	Rate	Net Change	Volume	Rate	Net Change
	(In Thousands)					
Interest and dividend income:						
Investments:						
Debt securities	$1,196	$794	1,990	$749	$799	$1,548
Marketable and restricted equity securities	49	632	681	72	817	889
Short-term investments	24	2	26	(32)	23	(9)
Total investments	1,269	1,428	2,697	789	1,639	2,428
Loans and leases:						
Commercial real estate loans	9,045	(5,922)	3,123	10,458	(5,379)	5,079
Commercial loans and leases	4,601	648	5,249	3,752	(2,991)	761
Equipment financing	6,903	(2,242)	4,661	7,255	1,476	8,731
Indirect automobile loans	(9,141)	15	(9,126)	(3,691)	(1,852)	(5,543)
Residential mortgage loans	1,759	(261)	1,498	1,502	(1,471)	31
Other consumer loans	1,241	(638)	603	677	(112)	565
Total loans	14,408	(8,400)	6,008	19,953	(10,329)	9,624
Total change in interest and dividend income	15,677	(6,972)	8,705	20,742	(8,690)	12,052
Interest expense:						
Deposits:						
NOW accounts	23	(15)	8	8	(10)	(2)
Savings accounts	32	(135)	(103)	24	(115)	(91)
Money market accounts	171	(1,082)	(911)	905	(1,279)	(374)
Certificate of deposit	724	702	1,426	(537)	(709)	(1,246)
Total deposits	950	(530)	420	400	(2,113)	(1,713)
Borrowed funds:						
Advances from the FHLBB	(1,058)	473	(585)	2,293	(2,644)	(351)
Subordinated debentures and notes	2,948	313	3,261	1,179	122	1,301
Other borrowed funds	17	18	35	(21)	32	11
Total borrowed funds	1,907	804	2,711	3,451	(2,490)	961
Total change in interest expense	2,857	274	3,131	3,851	(4,603)	(752)
Change in tax-exempt income	—	(277)	(277)	—	46	46
Change in net interest income	$12,820	$(7,523)	$5,297	$16,891	$(4,041)	$12,850

See "Comparison of Years Ended December 31, 2015 and December 31, 2014" and "Comparison of Years Ended December 31, 2014 and December 31, 2013" below for a discussion of changes in interest income, interest-rate spread and net interest margin resulting from changes in rates and volumes.

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Comparison of Years Ended December 31, 2015 and December 31, 2014

Net Interest Income

Net interest income increased $5.3 million to $194.4 million for the year ended December 31, 2015 from $189.1 million for the year ended December 31, 2014. The increase year over year reflects a $5.8 million increase in interest income on loans and leases, a $1.9 million increase in interest income on debt securities, offset by a $3.1 million increase in interest expense on deposit and borrowings, which is reflective of the various portfolios repricing and replacing balances into the current low interest rate environment.

Net interest margin decreased by 7 basis points, to 3.54% in 2015 from 3.61% in 2014. Competitive pressures on loan pricing resulted in decreases in the Company's weighted average interest rate on loans (prior to purchase accounting adjustments) to 4.44% for the year ended December 31, 2015 from 4.51% for the year ended December 31, 2014. Interest amortization and accretion on acquired loans totaled $4.5 million and contributed 9 basis points to 2015 loan yields, compared to $8.4 million and 16 basis points in 2014. The decrease in the net interest margin is the result of repricing interest-earning assets in a lower interest rate environment without a comparable offset in lower funding costs.

The yield on interest-earning assets decreased to 4.12% for the year ended December 31, 2015 from 4.19% for the year ended December 31, 2014. This decrease is the result of the continued pricing pressure due to the low interest rate environment and the intense competition in most loan categories, as well as a decrease in accretion on acquired loans and leases, offset by an increase in prepayment penalties and late charges. During the year ended December 31, 2015, the Company recorded $3.2 million in prepayment penalties and late charges, which contributed 6 basis points to yields on interest-earning assets, in the year ended December 31, 2015, compared to $2.2 million, or 4 basis points, for the year ended December 31, 2014.

The overall cost of funds (including non-interest-bearing demand checking accounts) increased 4 basis points to 0.75% for the year ended December 31, 2015 from 0.71% for the year ended December 31, 2014. The increase was primarily driven by the issuance of the $75.0 million subordinated notes in September 2014. Refer to "Financial Condition - Borrowed Funds" above for more details.

Future net interest income, net interest spread and net interest margin may continue to be negatively affected by a number of factors including: the low interest-rate environment, ongoing pricing pressures in both loan and deposit portfolios, the ability of the Company to increase its core deposit ratio, the ability of the Company to increase its non-interest-bearing deposits as a percentage of total deposits, decrease its loan-to-deposit ratio, or decrease its reliance on FHLBB advances. It may also be negatively affected by changes in the amount of purchase accounting accretion and amortization included in interest income and interest expense.

Interest Income—Loans and Leases

	Year Ended December 31, 2015	2014	Dollar Change	Percent Change
	(Dollars in Thousands)			
Interest income—loans and leases:				
Commercial real estate loans	$106,447	$102,852	$3,595	3.5 %
Commercial loans	25,756	21,164	4,592	21.7 %
Equipment financing	44,468	39,807	4,661	11.7 %
Indirect automobile loans	2,686	11,812	(9,126)	(77.3)%
Residential mortgage loans	21,455	19,957	1,498	7.5 %
Other consumer loans	11,792	11,189	603	5.4 %
Total interest income—loans and leases	$212,604	$206,781	$5,823	2.8 %

Interest income from loans and leases was $212.6 million for 2015, and represented a yield on total loans of 4.44%. This compares to $206.8 million of interest on loans and a yield of 4.51% for 2014. This $5.8 million increase in interest income from loans and leases was attributable to an increase of $14.4 million of increased origination volume, which was offset by a decrease of $8.4 million due to the changes in interest rates. The $9.1 million decrease in interest income from the indirect automobile portfolio was the result of the sale of most of the portfolio in the first quarter of 2015 and Management's decision to cease origination indirect automobile loans in December 31, 2014.

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Accretion on acquired loans and leases of $4.5 million contributed 9 basis points to the Company's net interest margin for the year ended December 31, 2015, compared to 8.4 million and 16 basis points for the year ended December 31, 2014. This decrease was due to a reforecast of certain acquired loans in the equipment financing portfolio, improved credit quality and expected cash flows on certain acquired commercial real estate loans and leases as well as higher amount of loan payoffs during 2014.

Interest Income—Investments

	Year Ended December 31, 2015	2014	Dollar Change	Percent Change
	(Dollars in Thousands)			
Interest income—investments:				
Debt securities	$11,416	$9,527	$1,889	19.8 %
Marketable and restricted equity securities	2,762	2,072	690	33.3 %
Short-term investments	128	102	26	25.5 %
Total interest income—investments	$14,306	$11,701	$2,605	22.3 %

Total investment income was $14.3 million for the year ended December 31, 2015 compared to $11.7 million for the year ended December 31, 2014. As of December 31, 2015, the yield on total investments was 2.02% as compared to 1.84% as of December 31, 2014. This year over year increase in total investment income of $2.6 million, or 22.3%, was driven by a $1.3 million increase due to rates and a $1.4 million increase due to volume. In 2015, the yield on total investments was 2.02% as compared to 1.84% in 2014.

Interest Expense—Deposits and Borrowed Funds

	Year Ended December 31, 2015	2014	Dollar Change	Percent Change
	(Dollars in Thousands)			
Interest expense:				
Deposits:				
NOW accounts	$179	$171	$8	4.7 %
Savings accounts	1,094	1,197	(103)	(8.6)%
Money market accounts	6,935	7,846	(911)	(11.6)%
Certificate of deposit	9,272	7,846	1,426	18.2 %
Total interest expense—deposits	17,480	17,060	420	2.5 %
Borrowed funds:				
Advances from the FHLBB	9,950	10,535	(585)	(5.6)%
Subordinated debentures and notes	5,001	1,740	3,261	187.4 %
Other borrowed funds	114	79	35	44.3 %
Total interest expense—borrowed funds	15,065	12,354	2,711	21.9 %
Total interest expense	$32,545	$29,414	$3,131	10.6 %

Deposits

Except for certificate of deposits, ongoing declines in the interest rates paid on deposits contributed to reductions in the Company’s overall cost of deposits.

In 2015, interest paid on deposits increased $0.4 million, or 2.5%, as compared to 2014. Interest expense increased $1.0 million due to the growth in deposits, offset by a $0.5 million decrease in deposit-related interest expense driven by a decrease in interest rates. Purchase accounting accretion on acquired deposits was $0.2 million for the year ended December 31, 2015, compared to $0.2 million for the year ended December 31, 2014. Purchase accounting accretion did not impact the Company's net interest margin in either year.

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Borrowed Funds

As of December 31, 2015 the Company's borrowed funds include: $0.9 billion in FHLBB advances, $82.9 million in subordinated debentures and notes, and $38.2 million in other borrowed funds. In 2015, the average balance of FHLBB advances decreased $95.3 million, or 10.2%, while the average balance of subordinated debentures and notes increased $52.1 million, or 169.3%. Other borrowed funds, which include repurchase agreements, increased $5.9 million, or 20.7% for the year ended December 31, 2015.

During the year ended December 31, 2015, interest paid on borrowed funds increased $2.7 million, or 21.9% year over year, primarily driven by liabilities on subordinated notes issued during the third quarter of 2014. The cost of borrowed funds was 1.55% for the year ended December 31, 2015 as compared to 1.22% for the year ended December 31, 2014. This change was driven by an increase of $0.8 million due to borrowing rates and an increase of $1.9 million in interest expense due to volume. For the years ended December 31, 2015 and 2014, the purchase accounting accretion on acquired borrowed funds was $2.8 million which contributed 5 basis points to the Company's net interest margin in both years.

Provision for Credit Losses

The provisions for credit losses are set forth below:

	Originated Year Ended December 31,		Acquired Year Ended December 31,		Total Year Ended December 31,	
	2015	2014	2015	2014	2015	2014
	(In Thousands)					
Provision for loan and lease losses:						
Commercial real estate	$1,459	$5,009	$(352)	$1,689	$1,107	$6,698
Commercial	9,077	2,030	(49)	413	9,028	2,443
Indirect automobile	(1,716)	(864)	—	—	(1,716)	(864)
Consumer	953	417	469	59	1,422	476
Unallocated	(2,418)	(514)	—	—	(2,418)	(514)
Total provision for loan and lease losses	7,355	6,078	68	2,161	7,423	8,239
Unfunded credit commitments	28	238	—	—	28	238
Total provision for credit losses	$7,383	$6,316	$68	$2,161	$7,451	$8,477

For the year ended December 31, 2015, the provision for credit losses decreased $1.0 million, or 12.1%, to $7.5 million from $8.5 million for the year ended December 31, 2014. The decrease in the provision for credit losses for the year ended December 31, 2015 was primarily driven by a decrease in the provision related to improved credit characteristics and the continued strong credit quality of the portfolio, as well as a decrease in the provision for the indirect automobile portfolio related to the sale of most of the indirect automobile portfolio in the first quarter of 2015, all of which were partially offset by an increase in the specific reserves for one commercial loan relationship and increases in the reserves for taxi medallion loans as well as net charge offs. See Management's discussion in "Allowances for Credit Losses-Allowance for Loan and Lease Losses" and Note 7, "Allowance for Loan and Lease Losses," to the consolidated financial statements for a description of how Management determined the allowance for loan and lease losses for each portfolio and class of loans.

The liability for unfunded credit commitments, which is included in other liabilities, was $1.3 million as of December 31, 2015 and December 31, 2014 respectively. For the year ended December 31, 2015, the provision for unfunded credit commitments decreased by $0.2 million related to changes in the estimate of loss exposure associated with certain unfunded credit commitments. No credit commitments were charged off against the Company's liability account for the years ended December 31, 2015 and 2014.

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Non-Interest Income

The following table sets forth the components of non-interest income:

	Year Ended December 31, 2015	2014	Dollar Change	Percent Change
	(Dollars in Thousands)			
Deposit fees	$8,730	$8,692	$38	0.4 %
Loan fees	1,186	1,010	176	17.4 %
Loan level derivative income, net	3,397	946	2,451	259.1 %
Gain on sales of loans and leases held-for-sale	2,208	1,651	557	33.7 %
Gain on sales of investment securities, net	—	65	(65)	(100.0)%
Gain on sale/disposals of premises and equipment, net	—	1,502	(1,502)	(100.0)%
Other	4,663	6,314	(1,651)	(26.1)%
Total non-interest income	$20,184	$20,180	$4	— %

Total non-interest income remained consistent at $20.2 million for the years ended December 31, 2015 and 2014.

Loan level derivative income, net increased $2.5 million for the year ended December 31, 2015 primarily driven by new loan level interest rate swap agreements completed in the year.

Gain on sale/disposals of premises and equipment decreased $1.5 million for the year ended December 31, 2015 primarily due to the sale of a building in 2014 which resulted in a gain of $1.6 million.

Other income decreased $1.7 million for the year ended December 31, 2015 primarily driven by a $1.4 million legal settlement the Company received from an insurance carrier in relation to litigation in 2014.

Non-Interest Expense

The following table sets forth the components of non-interest expense:

	Year Ended December 31, 2015	2014	Dollar Change	Percent Change
	(Dollars in Thousands)			
Compensation and employee benefits	$71,272	$71,801	$(529)	(0.7)%
Occupancy	13,926	14,294	(368)	(2.6)%
Equipment and data processing	14,837	17,020	(2,183)	(12.8)%
Professional services	4,192	5,357	(1,165)	(21.7)%
FDIC insurance	3,510	3,362	148	4.4 %
Advertising and marketing	3,352	3,058	294	9.6 %
Amortization of identified intangible assets	2,911	3,343	(432)	(12.9)%
Other	11,377	10,925	452	4.1 %
Total non-interest expense	$125,377	$129,160	$(3,783)	(2.9)%

For the year ended December 31, 2015, non-interest expense decreased $3.8 million, or 2.9%, to $125.4 million as compared to the same period in 2014. This decrease is primarily due to a $2.2 million decrease in equipment and data processing expense, a $1.2 million decrease in professional service expense, and a $0.5 million decrease in compensation and employee benefits expense.

The efficiency ratio decreased to 58.44% for the year ended December 31, 2015 from 61.73% for the year ended December 31, 2014. The efficiency ratio improved in 2015 due to a decrease in non-interest expense and an increase in net interest income as a result of continued efforts to drive revenue growth while controlling expenses.

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Equipment and data processing expense for the year ended December 31, 2015 decreased $2.2 million compared to the same period in 2014. This decrease was primarily driven by the decrease of core processing system expenses resulting from the sale of the indirect automobile loan portfolio in the first quarter of 2015.
Expenses related to Professional Services for the year ended December 31, 2015 decreased $1.2 million compared to the same period in 2014. The decrease was largely due to lower audit, tax and legal fees incurred in 2015.
Compensation and employee benefits expense for the year ended December 31, 2015 decreased $0.5 million compared to the same period in 2014. The decrease was primarily driven by a decrease in the Company's liability related to a supplemental executive retirement plan and a decrease in employee headcount in 2015.
Provision for Income Taxes

	Year Ended December 31,		Dollar Change	Percent Change
	2015	2014		
	(Dollars in Thousands)			
Income before provision for income taxes	$81,721	$71,611	$10,110	14.1 %
Provision for income taxes	29,353	26,286	3,067	11.7 %
Net income, before non-controlling interest in subsidiary	$52,368	$45,325	$7,043	15.5 %
Effective tax rate *	35.9 %	36.7 %	N/A	(2.1)%

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01.
The Company recorded income tax expense of $29.4 million for 2015, compared to $26.3 million for 2014. This represents a total effective tax rates of 35.9% and 36.7% for 2015 and 2014, respectively. The decrease in the Company's effective tax rate from 2014 was primarily driven by investments in municipal bonds and the formation of a new security corporation in Massachusetts.
Comparison of Years Ended December 31, 2014 and December 31, 2013
Net Interest Income
For the year ended December 31, 2014, net interest income increased $12.9 million to $189.1 million from $176.2 million for the year ended December 31, 2013. The year over year increase reflects a $9.7 million increase in interest income on loans and leases, a $1.6 million increase in interest income on debt securities, and lower interest expense on deposits and borrowings of $0.8 million which is reflective of the various portfolios repricing and replacing balances in the current low interest rate environment.
Net interest margin decreased by 3 basis points to 3.61% in 2014 from 3.64% in 2013. Competitive pressures on loan pricing resulted in a decrease in the Company's weighted average interest rate on loans (prior to purchase accounting adjustments) to 4.49% for the year ended December 31, 2014 from 4.66% for the year ended December 31, 2013. Interest amortization and accretion on acquired loans totaled $8.4 million and contributed 16 basis points to loan yields in 2014, compared to $4.7 million and 10 basis points in 2013, primarily due to changes in expected cash flows. The decrease in asset yields in 2014 was offset by a decrease in the total cost of interest-bearing liabilities of 7 basis points, the Company's total cost of interest-bearing liabilities was 0.71% in 2014 compared to 0.78% in 2013. The decrease in the cost of interest-bearing liabilities was driven by a reduction in replacement rates on FHLB borrowings and the interest rates provided for certain deposit products. The cost of interest-bearing deposits decreased 8 basis points to 0.54% in 2014 from 0.62% in 2013 as customers continued to shift funds from certificates of deposits to non-maturity deposit products. For the year ended December 31, 2014, interest amortization and accretion on purchase accounting marks on borrowed funds and certificates of deposits totaled $3.1 million and contributed 5 basis points to the 2014 net interest margin compared to $3.8 million and 8 basis points in 2013.
Future net interest income, net interest spread and net interest margin may continue to be negatively affected by the low interest-rate environment, ongoing pricing pressures in both loan and deposit portfolios, and the ability of the Company to increase its core deposit ratio, increase its non-interest-bearing deposits as a percentage of total deposits, decrease its loan-to-deposit ratio, or decrease its reliance on FHLBB advances. It may also be negatively affected by

changes in the amount of purchase accounting accretion and amortization included in interest income and interest expense.

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Interest Income—Loans and Leases

	Year Ended December 31, 2014	2013	Dollar Change	Percent Change
	(Dollars in Thousands)			
Interest income—loans:				
Commercial real estate loans	$102,852	$97,550	$5,302	5.4 %
Commercial loans	21,164	20,567	597	2.9 %
Equipment financing	39,807	31,076	8,731	28.1 %
Indirect automobile loans	11,812	17,355	(5,543)	(31.9)%
Residential mortgage loans	19,957	19,926	31	0.2 %
Other consumer loans	11,189	10,624	565	5.3 %
Total interest income—loans	$206,781	$197,098	$9,683	4.9 %

Except for equipment financing, declines in the yields on all portfolios reflect the high rate of loan refinancings in a low rate environment and the intense pricing competition which affected the Company's lending markets.

For the year ended December 31, 2014, interest income from loans and leases was $206.8 million , and represented a yield on total loans of 4.49% as compared to $197.1 million or 4.66% for 2013. The $9.7 million increase in interest income from loans and leases in 2014 was attributable to an increase of $20.0 million in origination volume which was offset by a decrease of $10.4 million due to the lower rate environment. The $5.5 million decrease in interest income from the indirect automobile portfolio is related to a run off of the indirect automobile loans and the shift to a higher yielding portfolio mix.

Accretion on acquired loans and leases of $8.4 million contributed 16 basis points to net interest margin for the year ended December 31, 2014, compared to $4.7 million and 10 basis points for the year ended December 31, 2013. This increase was primarily due to a reforecast of certain acquired loans in the equipment financing portfolio, improved credit quality, and expected cash flows on certain acquired commercial real estate loans and leases.

Interest Income—Investments

	Year Ended December 31, 2014	2013	Dollar Change	Percent Change
	(Dollars in Thousands)			
Interest income—investments:				
Debt securities	$9,527	$7,963	$1,564	19.6 %
Marketable and restricted equity securities	2,072	1,212	860	71.0 %
Short-term investments	102	111	(9)	(8.1)%
Total interest income—investments	$11,701	$9,286	$2,415	26.0 %

In 2014, the total investment income was $11.7 million compared to $9.3 million in 2013. The increase in total investment income of $2.4 million, or 26.0%, was driven by a $1.6 million increase due to rates and a $0.8 million increase due to volume. The yield on total investments was 1.88% for 2014 as compared to 1.57% for 2013.

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Interest Expense—Deposits and Borrowed Funds

	Year Ended December 31, 2014	2013	Dollar Change	Percent Change
	(Dollars in Thousands)			
Interest expense:				
Deposits:				
NOW accounts	$171	$173	$(2)	(1.2)%
Savings accounts	1,197	1,288	(91)	(7.1)%
Money market accounts	7,846	8,220	(374)	(4.5)%
Certificates of deposit	7,846	9,092	(1,246)	(13.7)%
Total interest expense—deposits	17,060	18,773	(1,713)	(9.1)%
Borrowed funds:				
Advances from the FHLBB	10,535	10,886	(351)	(3.2)%
Subordinated debentures and notes	1,740	439	1,301	296.4%
Other borrowed funds	79	68	11	16.2%
Total interest expense—borrowed funds	12,354	11,393	961	8.4%
Total interest expense	$29,414	$30,166	$(752)	(2.5)%

Deposits

Ongoing declines in the interest rates paid on deposits and continued declines in certificate of deposit balances as a percentage of total deposits contributed to reductions in the Company's overall cost of deposits.

Interest paid on deposits decreased $1.7 million, or 9.1%, in 2014 as compared to 2013. In 2014, interest expense increased $0.4 million due to the growth in deposits, which was offset by a $2.1 million decrease in deposit-related interest expense resulting from decreases in interest rates. Accretion on acquired deposits was $0.2 million for the year ended December 31, 2014. Accretion did not impact the Company's net interest margin during the same period. While interest-bearing deposit balances increased during this period, the increases in interest expense on deposits due to volume were offset by decreases in interest expense due to deposit offering rates.

For the year ended December 31, 2014, interest-bearing deposit average balances grew $120.4 million, or 3.9%, which was attributable to increases in money market accounts, NOW accounts, and savings accounts of $156.7 million, or 11.4%; $14.4 million, or 7.2% and $9.3 million, or 1.8%, respectively, offset by a decline in certificate of deposit of $60.0 million, or 6.2%. The reduction in rates offered on certificate of deposit accounts contributed significantly to the reduction in the cost of interest-bearing deposits to 0.54% in 2014 from 0.62% in 2013.

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Borrowed Funds

The Company's funds as of December 31, 2014 included $1.0 billion in FHLBB advances, $9.2 million in subordinated debt acquired in the BankRI acquisition, $73.5 million in newly issued subordinated debt, and $39.6 million in repurchase agreements. The average balance of FHLBB advances increased $175.8 million, or 23.1%, in 2014, average balance of subordinated debentures and notes increased $21.2 million, or 222.2%, while other borrowed funds, which include repurchase agreements, decreased $10.3 million, or 26.4% in 2014.

For the year ended December 31, 2014, interest paid on borrowed funds increased $1.0 million, or 8.4%,compared to the year ended December 31, 2013. The increase was primarily due to the new subordinated notes issued during the third quarter of 2014. Debt-related interest expenses decreased $2.4 million as a result of decreases in the Company's borrowing rates from 1.41% in 2013 to 1.24% in 2014, which was offset by an increase in interest expense due to an increase of $3.4 million in the debt levels in 2014 . The decrease in the cost of borrowed funds was driven by maturing borrowings which were replaced at lower costs due to the current low rate environment. Interest amortization and accretion on acquired borrowed funds totaled $2.8 million and contributed 5 basis points to the 2014 net interest margin as compared to $3.4 million and 7 basis points in 2013.

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Provision for Credit Losses

The provisions for credit losses are set forth below:

	Originated Year Ended December 31,		Acquired Year Ended December 31,		Total Year Ended December 31,	
	2014	2013	2014	2013	2014	2013
	(In Thousands)					
Provision for loan and lease losses:						
Commercial real estate	$5,009	$2,563	$1,689	$516	$6,698	$3,079
Commercial	2,030	4,917	413	1,068	2,443	5,985
Indirect automobile	(864)	(167)	—	—	(864)	(167)
Consumer	417	286	59	1,190	476	1,476
Unallocated	(514)	302	—	—	(514)	302
Total provision for loan and lease losses	6,078	7,901	2,161	2,774	8,239	10,675
Unfunded credit commitments	238	254	—	—	238	254
Total provision for credit losses	$6,316	$8,155	$2,161	$2,774	$8,477	$10,929

The provision for credit losses in 2014 and 2013 was $8.5 million and $10.9 million, respectively. The provision of loan and lease losses decreased approximately $2.5 million in 2014 compared to 2013 primarily due to the continued favorable trends in the credit characteristics of the commercial construction, equipment financing and indirect automobile portfolios. The decrease was partially offset by additional reserves required for loan growth in the originated portfolios and credit deterioration in the acquired portfolios in 2014. See Management's discussion in "Allowances for Credit Losses—Allowance for Loan and Lease Losses" and Note 7, "Allowance for Loan and Lease Losses," to the consolidated financial statements for a description of how Management determined the allowance for loan and lease losses for each portfolio and class of loans.

The liability for unfunded credit commitments, which is included in other liabilities, was $1.3 million as of December 31, 2014 and $1.0 million as of December 31, 2013. For the year ended December 31, 2014, the liability for unfunded credit commitments increased by $0.3 million to reflect changes in the estimate of loss exposure associated with certain unfunded credit commitments which increased the provision for credit losses by the same amount in 2014. No credit commitments were charged off against the Company's liability account for the years ended December 31, 2014 or 2013.

Non-Interest Income

The following table sets forth the components of non-interest income:

	Year Ended December 31,		Dollar Change	Percent Change
	2014	2013		
	(Dollars in Thousands)			
Deposit fees	$8,692	$8,172	$520	6.4 %
Loan fees	1,010	1,415	(405)	(28.6)%
Loan level derivative income, net	946	—	946	100.0 %
Gain on sales of loans and leases held-for-sale	1,651	794	857	107.9 %
Gain on sales of investment securities, net	65	397	(332)	(83.6)%
Gain on sale/disposals of premises and equipment, net	1,502	—	1,502	100.0 %
Other	6,314	4,841	1,473	30.4 %
Total non-interest income	$20,180	$15,619	$4,561	29.2 %

For the year ended December 31, 2014, non-interest income increased $4.6 million, or 29.2%, to $20.2 million from $15.6 million for the year ended December 31, 2013.

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Loan level derivative income, net increased $0.9 million for the year ended December 31, 2014 primarily driven by the execution of new loan level interest rate swap agreements completed in the year.
Gain on sales of loans and leases held for sale increased $0.9 million for the year ended December 31, 2014 primarily driven by the participation sale of certain pools of equipment financing to manage concentration risk.
Gain on sale/disposals of premises and equipment increased $1.5 million for the year ended December 31, 2014 primarily due to the sale of a building in 2014 which resulted in a gain of $1.6 million.
Other income increased $1.5 million to $6.3 million for the year ended December 31, 2014 primarily due to a $1.4 million legal settlement the company received from an insurance carrier in relation to litigation in 2014.

Non-Interest Expense
The following table sets forth the components of non-interest expense:

	Year Ended December 31, 2014	2013	Dollar Change	Percent Change
	(Dollars in Thousands)			
Compensation and employee benefits	$71,801	$65,261	$6,540	10.0 %
Occupancy	14,294	12,616	1,678	13.3 %
Equipment and data processing	17,020	16,899	121	0.7 %
Professional services	5,357	5,673	(316)	(5.6)%
FDIC insurance	3,362	3,102	260	8.4 %
Advertising and marketing	3,058	3,003	55	1.8 %
Amortization of identified intangible assets	3,343	4,623	(1,280)	(27.7)%
Other	10,925	11,265	(340)	(3.0)%
Total non-interest expense	$129,160	$122,442	$6,718	5.5 %

For the year ended December 31, 2014, non-interest expense increased 5.5% to $129.2 million, primarily due to increases in compensation and employee benefits expenses. The efficiency ratio decreased to 61.73% for the year ended December 31, 2014 from 63.83% for the year ended December 31, 2013. Improvements in the efficiency ratio in 2014 were driven by increases in net interest income and non-interest income which were primarily offset by increases in non-interest expense.
In 2014, compensation and employee benefits expense increased $6.5 million, or 10.0%. Several factors contributed to the increase. The Company recorded an additional $3.6 million in incentive plan expenses in 2014. Supplemental Employee Retirement Plan expenses increased $1.3 million due to a decrease in the discount rate. Additionally, the Company suspended the indirect automobile lending line of business during the fourth quarter of 2014 and recognized a $0.2 million severance charge. There were also increases in overall compensation and employee benefits expense for additional staffing for the opening of the Wakefield, Rhode Island, branch of BankRI during the second quarter of 2014 and to support the growth in equipment financing.
Occupancy expense increased $1.7 million, or 13.3%, compared to 2013. The increase was primarily due to additional expenses associated with the newly opened branch in Wakefield, Rhode Island, as well as the recognition of future lease obligation associated with the consolidation of an operations center, offices for indirect automobile operations and two discontinued branch properties.
The increases in occupancy cost were offset by decreases in amortization of identified intangible assets due to the accelerated method of amortization for certain intangible assets and that several intangible assets that were fully amortized as of December 31, 2013.

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Provision for income taxes

	Year Ended December 31, 2014	2013	Dollar Change	Percent Change
	(Dollars in Thousands)			
Income before provision for income taxes	$71,611	$58,466	$13,145	22.5 %
Provision for income taxes	26,286	20,664	5,622	27.2 %
Net income	$45,325	$37,802	$7,523	19.9 %
Effective tax rate	36.7 %	35.3 %	N/A	3.9 %

The Company recorded income tax expense of $26.3 million for 2014, compared to $20.7 million for 2013 which represents a total effective tax rates of 36.7% and 35.3%, respectively. The increase in the effective tax rate was primarily due to the tax credit received in 2013 for the rehabilitation of the Company's headquarters.

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Liquidity and Capital Resources

Liquidity

Liquidity is defined as the ability to meet current and future financial obligations of a short-term nature. The Company further defines liquidity as the ability to respond to the needs of depositors and borrowers, as well as to earnings enhancement opportunities, in a changing marketplace. Liquidity management is monitored by an Asset/Liability Committee ("ALCO"), consisting of members of Management, which is responsible for establishing and monitoring liquidity targets as well as strategies and tactics to meet these targets.

The primary source of funds for the payment of dividends and expenses by the Company is dividends paid to it by the Banks and Brookline Securities Corp. The primary sources of liquidity for the Banks consist of deposit inflows, loan repayments, borrowed funds and maturing investment securities.

Deposits, which are considered the most stable source of liquidity, totaled $4.3 billion as of December 31, 2015 and represented 81.4% of total funding (the sum of total deposits and total borrowings), compared to deposits of $4.0 billion, or 77.8% of total funding, as of December 31, 2014. Core deposits, which consist of demand checking, NOW, savings and money market accounts, totaled $3.2 billion as of December 31, 2015 and represented 74.7% of total deposits, compared to core deposits of $3.0 billion, or 76.1% of total deposits, as of December 31, 2014. Additionally, the Company had $252.3 million of brokered deposits as of December 31, 2015, which represented 5.9% of total deposits, compared to $62.0 million or 1.6% of total deposits, as of December 31, 2014. The Company offers attractive interest rates based on market conditions to increase deposits balances, while managing cost of funds.

Borrowings are used to diversify the Company's funding mix and to support asset growth. When profitable lending and investment opportunities exist, access to borrowings provides a means to grow the balance sheet. Borrowings totaled $1.0 billion as of December 31, 2015, representing 18.6% of total funding, compared to $1.1 billion, or 22.2% of total funding, as of December 31, 2014. The decrease was due to decreased FHLBB borrowings of $142.2 million using the excess liquidity generated by the sale of the indirect automobile portfolio.

As members of the FHLBB, the Banks have access to both short- and long-term borrowings. As of December 31, 2015, the Company's total borrowing limit from the FHLBB for advances and repurchase agreements was $1.3 billion as compared to $1.5 billion as of December 31, 2014, based on the level of qualifying collateral available for these borrowings.

As of December 31, 2015, the Banks also have access to funding through certain uncommitted lines of credit of $119.0 million. The Company had a $12.0 million committed line of credit for contingent liquidity as of December 31, 2015.

The Company has access to the Federal Reserve Bank "discount window" to supplement its liquidity. The Company has $81.0 million of borrowing capacity at the Federal Reserve Bank as of December 31, 2015. As of December 31, 2015, the Company did not have any borrowings with the Federal Reserve Bank outstanding.

Additionally, the Banks have access to liquidity through repurchase agreements and brokered deposits.

In general, the Company seeks to maintain a high degree of liquidity and targets cash, cash equivalents and investment securities available-for-sale balances of between 10% and 30% of total assets. As of December 31, 2015, cash, cash equivalents and investment securities available-for-sale totaled $588.7 million, or 9.7% of total assets. This compares to $613.5 million, or 10.6% of total assets as of December 31, 2014.

While Management believes that the Company has adequate liquidity to meet its commitments, and to fund the Banks' lending and investment activities, the availabilities of these funding sources are subject to broad economic conditions and could be restricted in the future. Such restrictions would impact the Company's immediate liquidity and/or additional liquidity needs.

Capital Resources

As of December 31, 2015 and 2014, the Company and the Banks were under the primary regulation of and required to comply with the capital requirements of the FRB. At those dates, the Company, Brookline Bank, BankRI and First Ipswich exceeded all regulatory capital requirements and the banks were considered "well-capitalized." See details in "Supervision and Regulation" in Item 1.

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The Company's and the Banks' actual and required capital amounts and ratios were as follows:

		Actual			Minimum Required for Capital Adequacy Purposes			Minimum Required To Be Considered "Well-Capitalized" Under Prompt Corrective Action Rules		
		Amount	Ratio		Amount	Ratio		Amount	Ratio	
		(Dollars in Thousands)								
At December 31, 2015:										
Brookline Bancorp, Inc.										
Common equity Tier 1 capital ratio	(1)	$530,505	10.62	%	$225,214	4.50	%	N/A	N/A	
Tier 1 leverage capital ratio	(2)	545,035	9.37	%	231,930	4.00	%	N/A	N/A	
Tier 1 risk-based capital ratio	(3)	545,035	10.91	%	300,019	6.00	%	N/A	N/A	
Total risk-based capital ratio	(4)	676,709	13.54	%	401,013	8.00	%	N/A	N/A	
Brookline Bank										
Common equity Tier 1 capital ratio	(1)	$374,002	11.89	%	$141,548	4.50	%	$204,459	6.50	%
Tier 1 leverage capital ratio	(2)	380,003	10.78	%	141,003	4.00	%	176,254	5.00	%
Tier 1 risk-based capital ratio	(3)	380,003	12.08	%	188,743	6.00	%	251,658	8.00	%
Total risk-based capital ratio	(4)	417,270	13.27	%	251,557	8.00	%	314,446	10.00	%
BankRI										
Common equity Tier 1 capital ratio	(1)	$171,967	10.63	%	$72,799	4.50	%	$105,154	6.50	%
Tier 1 leverage capital ratio	(2)	171,967	8.51	%	80,831	4.00	%	101,038	5.00	%
Tier 1 risk-based capital ratio	(3)	171,967	10.63	%	97,065	6.00	%	129,420	8.00	%
Total risk-based capital ratio	(4)	189,953	11.74	%	129,440	8.00	%	161,800	10.00	%
First Ipswich										
Common equity Tier 1 capital ratio	(1)	$32,831	13.87	%	$10,652	4.50	%	$15,386	6.50	%
Tier 1 leverage capital ratio	(2)	32,831	9.26	%	14,182	4.00	%	17,727	5.00	%
Tier 1 risk-based capital ratio	(3)	32,831	13.87	%	14,202	6.00	%	18,936	8.00	%
Total risk-based capital ratio	(4)	35,617	15.05	%	18,933	8.00	%	23,666	10.00	%
At December 31, 2014:										
Brookline Bancorp, Inc.										
Tier 1 leverage capital ratio	(1)	$504,964	9.01	%	$224,179	4.00	%	N/A	N/A	
Tier 1 risk-based capital ratio	(2)	504,964	10.55	%	191,456	4.00	%	N/A	N/A	
Total risk-based capital ratio	(3)	633,421	13.24	%	382,732	8.00	%	N/A	N/A	
Brookline Bank										
Tier 1 leverage capital ratio	(1)	$336,513	9.60	%	$140,214	4.00	%	$175,267	5.00	%
Tier 1 risk-based capital ratio	(2)	336,513	10.72	%	125,565	4.00	%	188,347	6.00	%
Total risk-based capital ratio	(3)	373,312	11.90	%	250,966	8.00	%	313,708	10.00	%
BankRI										
Tier 1 leverage capital ratio	(1)	$150,403	8.43	%	$71,366	4.00	%	$89,207	5.00	%
Tier 1 risk-based capital ratio	(2)	150,403	10.70	%	56,225	4.00	%	84,338	6.00	%
Total risk-based capital ratio	(3)	166,135	11.82	%	112,443	8.00	%	140,554	10.00	%
First Ipswich										
Tier 1 leverage capital ratio	(1)	$29,962	9.27	%	$12,929	4.00	%	$16,161	5.00	%
Tier 1 risk-based capital ratio	(2)	29,962	12.40	%	9,665	4.00	%	14,498	6.00	%
Total risk-based capital ratio	(3)	32,375	13.40	%	19,328	8.00	%	24,160	10.00	%

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(1) Common equity tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015.
(2) Tier 1 leverage capital ratio is calculated by dividing Tier 1 capital by average assets.
(3) Tier 1 risk-based capital ratio is calculated by dividing Tier 1 capital by risk-weighted assets.
(4) Total risk-based capital ratio is calculated by dividing total capital by risk-weighted assets.

Off-Balance-Sheet Arrangements

The Company is party to off-balance sheet financial instruments in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include loan commitments, standby and commercial letters of credit and interest rate swaps. According to GAAP, these financial instruments are not recorded in the financial statements until they are funded or related fees are incurred or received. The effect of such activity on the Company's financial condition and results of operations, such as recorded liability for unfunded credit commitment, is immaterial. See Note 13, "Commitments and Contingencies," to the consolidated financial statements for a description of off-balance-sheet financial instruments.

Contractual Obligations

A summary of contractual obligations by the expected payment period for the date indicated follows.

	Payment Due by Period				
	Less Than One Year	One to Three Years	More than Three Years to Five Years	Over Five Years	Total
	(In Thousands)				
At December 31, 2015:					
Advances from the FHLBB	$575,749	$264,898	$5,433	$15,786	$861,866
Subordinated debentures and notes	—	—	—	82,936	82,936
Other borrowed funds	38,227	—	—	—	38,227
Loan commitments(1)	1,089,038	—	—	—	1,089,038
Occupancy lease commitments(2)	4,933	8,543	5,884	13,521	32,881
Service provider contracts(3)	7,516	22,904	2,212	1,069	33,701
Postretirement benefit obligations(4)	451	1,329	959	18,157	20,896
	$1,715,914	$297,674	$14,488	$131,469	$2,159,545

(1) These amounts represent commitments made by the Company to extend credit to borrowers as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses. Since some of the commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.
(2) The Company leases certain office space under various noncancellable operating leases. These leases have original terms ranging from 5 years to over 25 years. Certain leases contain renewal options and escalation clauses for real estate taxes and other expenditures which can increase rental expenses based principally on the consumer price index and fair market rental value provisions.
(3) Payments to service providers under most of the existing contracts are based on the volume of accounts served or transactions processed. Some contracts also call for higher required payments when there are increases in the Consumer Price Index. The expected payments shown in this table are based on an estimate of the number of accounts to be served or transactions to be processed, but do not include any projection of the effect of changes in the Consumer Price Index.
(4) These amounts represent commitments made by the Company for a Supplemental Executive Retirement Plan as part of the acquisition of BankRI and a Postretirement Benefits Plan, at Brookline Bank, that provides part of the annual expense of health insurance premiums for retired employees and their dependents.

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Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Market Risk

Market risk is the risk that the market value or estimated fair value of the Company's assets, liabilities, and derivative financial instruments will decline as a result of changes in interest rates or financial market volatility, or that the Company's net income will be significantly reduced by interest-rate changes.

Interest-Rate Risk

The principal market risk facing the Company is interest-rate risk, which can occur in a variety of forms, including repricing risk, yield-curve risk, basis risk and prepayment risk. Repricing risk occurs when the change in the average yield of either interest-earning assets or interest-bearing liabilities is more sensitive than the other to changes in market interest rates. Such a change in sensitivity could reflect a number of possible mismatches in the repricing opportunities of the Company's assets and liabilities. Yield-curve risk reflects the possibility that changes in the shape of the yield curve could have different effects on the Company's assets and liabilities. Basis risk occurs when different parts of the balance sheet are subject to varying base rates reflecting the possibility that the spread from those base rates will deviate. Prepayment risk is associated with financial instruments with an option to prepay before the stated maturity, often a disadvantage to person selling the option; this risk is most often associated with the prepayment of loans, callable investments, and callable borrowings.

Asset/Liability Management

Market risk and interest-rate risk management is governed by the Company's Asset/Liability Committee ("ALCO"). The ALCO establishes exposure limits that define the Company's tolerance for interest-rate risk. The ALCO and the Company's Treasury Group measure and manage the composition of the balance sheet over a range of possible changes in interest rates while remaining responsive to market demand for loan and deposit products. The ALCO monitors current exposures versus limits and reports those results to the Board of Directors. The policy limits and guidelines serve as benchmarks for measuring interest-rate risk and for providing a framework for evaluation and interest-rate risk-management decision-making. The Company measures its interest-rate risk by using an asset/liability simulation model. The model considers several factors to determine the Company's potential exposure to interest-rate risk, including measurement of repricing gaps, duration, convexity, value-at-risk, market value of portfolio equity under assumed changes in the level of interest rates, the shape of yield curves, and general market volatility.

Management controls the Company's interest-rate exposure using several strategies, which include adjusting the maturities of securities in the Company's investment portfolio, limiting or expanding the terms of loans originated, limiting fixed-rate deposits with terms of more than five years, and adjusting maturities of FHLBB advances. The Company limits this risk by restricting the types of MBSs it invests in to those with limited average life changes under certain interest-rate-shock scenarios, or securities with embedded prepayment penalties. The Company also places limits on holdings of fixed-rate mortgage loans with maturities greater than five years. The Company may also use derivative instruments, principally interest-rate swaps, to manage its interest-rate risk; however, the Company had no derivative fair value hedges or derivative cash flows hedges as of December 31, 2015 or 2014. See Note 16, "Derivatives and Hedging Activities," to the consolidated financial statements.

Measuring Interest-Rate Risk

As noted above, interest-rate risk can be measured by analyzing the extent to which the repricing of assets and liabilities are mismatched to create an interest-rate sensitivity gap. An asset or liability is said to be interest-rate sensitive within a specific period if it will mature or reprice within that period. The interest-rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that same time period. A gap is considered positive when the amount of interest-rate-sensitive assets exceeds the amount of interest-rate-sensitive liabilities. A gap is considered negative when the amount of interest-rate-sensitive liabilities exceeds the amount of interest-rate-sensitive assets. During a period of falling interest rates, therefore, a positive gap would tend to adversely affect net interest income. Conversely, during a period of rising interest rates, a positive gap position would tend to result in an increase in net interest income.

The Company's interest-rate risk position is measured using both income simulation and interest-rate sensitivity "gap" analysis. Income simulation is the primary tool for measuring the interest-rate risk inherent in the Company's balance sheet at a given point in time by showing the effect on net interest income, over a twelve-month period, of a variety of interest-rate shocks. These simulations take into account repricing, maturity, and prepayment characteristics of individual products. The ALCO reviews simulation results to determine whether exposure resulting from changes in market interest rates remains within established tolerance levels over a twelve-month horizon, and develops appropriate strategies to manage this exposure. The Company's interest-rate risk analysis remains modestly asset-sensitive as of December 31, 2015.

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The assumptions used in the Company’s interest-rate sensitivity simulation discussed above are inherently uncertain and, as a result, the simulations cannot precisely measure net interest income or precisely predict the impact of changes in interest rates.

As of December 31, 2015, net interest income simulation indicated that the Company's exposure to changing interest rates was within tolerance. The ALCO reviews the methodology utilized for calculating interest-rate risk exposure and may periodically adopt modifications to this methodology. The following table presents the estimated impact of interest-rate changes on the Company's estimated net interest income over the twelve-month periods indicated:

	Estimated Exposure to Net Interest Income over Twelve-Month Horizon Beginning			
	December 31, 2015		December 31, 2014	
Gradual Change in Interest Rate Levels	Dollar Change	Percent Change	Dollar Change	Percent Change
	(Dollars in Thousands)			
Up 300 basis points	$11,616	5.9 %	$1,882	1.0 %
Up 200 basis points	8,144	4.2 %	1,327	0.7 %
Up 100 basis points	4,246	2.2 %	693	0.4 %
Down 100 basis points	(8,852)	(4.5)%	(2,828)	(1.5)%

The estimated impact of a 300 basis points increase in market interest rates on the Company's estimated net interest income over a twelve-month horizon was a positive 5.9% as of December 31, 2015, compared to a positive 1.0% as of December 31, 2014, the increase in asset sensitivity was due to a change in the funding mix, as deposits replaced wholesale funding.

Economic Value of Equity ("EVE") at Risk Simulation is conducted in tandem with net interest income simulations to ascertain a longer term view of the Company’s interest-rate risk position by capturing longer-term repricing risk and options risk embedded in the balance sheet. It measures the sensitivity of the economic value of equity to changes in interest rates. The EVE at Risk Simulation values only the current balance sheet and does not incorporate growth assumptions. As with the net interest income simulation, this simulation captures product characteristics such as loan resets, repricing terms, maturity dates, and rate caps and floors. Key assumptions include loan prepayment speeds, deposit pricing elasticity, and non-maturity deposit attrition rates. These assumptions can have significant impacts on valuation results as the assumptions remain in effect for the entire life of each asset and liability. The Company conducts non-maturity deposit behavior studies on a periodic basis to support deposit assumptions used in the valuation process. All key assumptions are subject to a periodic review.

EVE at Risk is calculated by estimating the net present value of all future cash flows from existing assets and liabilities using current interest rates as well as parallel shocks to the current interest-rate environment. The following table sets forth the estimated percentage change in the Company’s EVE at Risk, assuming various shifts in interest rates. Given the interest rate environment as of December 31, 2015, simulations for interest rate declines of more than 100 basis points were not deemed to be meaningful.

	Estimated Percent Change in Economic Value of Equity	
Parallel Shock in Interest Rate Levels	At December 31, 2015	At December 31, 2014
Up 300 basis points	7.1 %	(2.6)%
Up 200 basis points	4.2 %	(2.5)%
Up 100 basis points	2.0 %	(1.0)%
Down 100 basis points	(7.7)%	(5.4)%

The Company also uses interest-rate sensitivity "gap" analysis to provide a more general overview of its interest-rate risk profile. The interest-rate sensitivity gap is defined as the difference between interest-earning assets and interest-bearing liabilities maturing or repricing within a given time period. The table below shows the Company's interest-rate sensitivity gap position as of December 31, 2015.

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	One Year or Less	More than One Year to Two Years	More than Two Years to Three Years	More than Three Years to Five Years	More than Five Years	Total
	(Dollars in Thousands)					
Interest-earning assets(1):						
Short-term investments	$46,736	$—	$—	$—	$—	$46,736
Weighted average rate	—	—	—	—	—	—
Investment securities(1) (3)	97,566	65,373	77,667	123,358	242,994	606,958
Weighted average rate	1.97 %	1.96 %	2.02 %	1.85 %	2.08 %	2.00 %
Commercial real estate loans(1)	1,261,145	488,896	384,988	465,273	64,092	2,664,394
Weighted average rate	3.57 %	4.25 %	4.26 %	4.38 %	4.61 %	3.96 %
Commercial loans and leases(1)	794,541	263,850	172,593	138,325	4,987	1,374,296
Weighted average rate	5.35 %	6.20 %	5.92 %	5.61 %	(16.55)%	5.53 %
Indirect automobile loans(1)	8,604	3,420	1,148	298	208	13,678
Weighted average rate	5.09 %	5.35 %	4.91 %	4.28 %	— %	5.04 %
Consumer loans(1)	524,446	128,595	100,041	119,059	71,031	943,172
Weighted average rate	3.46 %	3.82 %	3.78 %	3.87 %	3.26 %	3.58 %
Total interest-earning assets	2,733,038	950,134	736,437	846,313	383,312	5,649,234
Weighted average rate	3.95 %	4.58 %	4.35 %	4.14 %	2.48 %	4.04 %
Interest-bearing liabilities(1):						
NOW accounts	—	—	—	—	283,972	283,972
Weighted average rate	—	—	—	—	0.06 %	0.06 %
Savings accounts	—	—	—	—	540,788	540,788
Weighted average rate	—	—	—	—	0.25 %	0.25 %
Money market savings accounts	1,589,076	—	—	—	5,193	1,594,269
Weighted average rate	0.44 %	—	—	—	—	0.44 %
Certificates of deposit(1)	718,317	227,297	61,279	77,981	2,998	1,087,872
Weighted average rate	0.75 %	1.02 %	1.40 %	1.99 %	— %	0.93 %
Borrowed funds(1)	639,696	211,916	42,730	2,909	85,778	983,029
Weighted average rate	0.92 %	2.91 %	2.50 %	4.17 %	5.70 %	1.85 %
Total interest-bearing liabilities	2,947,089	439,213	104,009	80,890	918,729	4,489,930
Weighted average rate	0.62 %	1.93 %	1.85 %	2.06 %	0.70 %	0.82 %
Interest sensitivity gap(2)	$(214,051)	$510,921	$632,428	$765,423	$(535,417)	$1,159,304
Cumulative interest sensitivity gap	$(214,051)	$296,870	$929,298	$1,694,721	$1,159,304	
Cumulative interest sensitivity gap as a percentage of total assets	(3.54)%	4.91 %	15.38 %	28.05 %	19.19 %	
Cumulative interest sensitivity gap as a percentage of total	(3.79)%	5.26 %	16.45 %	30.00 %	20.52 %	

interest-earning assets

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(1) Interest-earning assets and interest-bearing liabilities are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments and contractual maturities.
(2) Interest sensitivity gap represents the difference between interest-earning assets and interest-bearing liabilities.
(3) Investment securities include all debt, equity and restricted equity securities and unrealized gains and losses on investment securities.

As of December 31, 2015, interest-earning assets maturing or repricing within one year amounted to $2.7 billion and interest-bearing liabilities maturing or repricing within one year amounted to $2.9 billion, resulting in a cumulative one-year negative gap position of $214.1 million or 3.79% of total interest-earning assets. As of December 31, 2014, the Company had a cumulative one-year negative gap position of $371.2 million, or 6.88% of total interest-earning assets. The change in the cumulative one-year gap position from December 31, 2014 was due to increased FHLB borrowings.

Interest rates paid on NOW accounts, savings accounts and money market accounts are subject to change at any time and such deposits are available for immediate withdrawal. A review of rates paid on these deposit categories over the last several years indicated that the amount and timing of rate changes did not coincide with the amount and timing of rate changes on other deposits when the FRB adjusted its benchmark federal funds rate.

Management views NOW and savings accounts to be less sensitive to interest rates than money market accounts and these accounts are therefore characterized as stable long-term funding sensitive beyond five years. Management views money

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market accounts to be more volatile deposits and these accounts are therefore characterized as sensitive to changes in interest rates within the first year.

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Item 8. Financial Statements and Supplementary Data

The following financial statements and supplementary data required by this item are presented on the following pages which appear elsewhere herein:

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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 (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), the Company has evaluated the effectiveness 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 concluded 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 (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's Management, including its Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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 and detrimentally affected, or is reasonably likely to materially and detrimentally affect, the Company's internal control over financial reporting.

The Company's Management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control system was designed to provide reasonable assurance to its Management and the Board of Directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. The Company's Management assessed the effectiveness of its internal control over financial reporting as of the end of the period covered by this report. In addition, the effectiveness of the Company's internal control over financial reporting as of the end of the period covered by this report has been audited by KPMG LLP, an independent registered public accounting firm as stated in its report which is included in Item 8 of this Annual Report on Form 10-K.

On May 14, 2013, the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) issued an updated version of its Internal Control - Integrated Framework, referred to as the 2013 COSO Framework. Management assessed the Company’s system of internal control over financial reporting as of December 31, 2014, in relation to criteria for effective internal control over financial reporting as described in “Internal Control - Integrated Framework (1992),” issued by COSO. Management has adopted the 2013 COSO Framework and deemed the change from the 1992 COSO Framework to the 2013 COSO Framework not significant to the Company’s system of internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting as of December 31, 2015 appears on page F-1 herein and the related Report of Independent Registered Public Accounting Firm thereon appears on page F-2 herein.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with the Annual Meeting of Stockholders ("Proxy Statement").

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to Proxy Statement.

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

The information required by this item is incorporated herein by reference to Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to Proxy Statement.

Item 14. Principal Accounting Fees and Services

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The information required by this item is incorporated herein by reference to Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Financial Statements

All financial statements are included in Item 8 of Part II of this Annual Report on Form 10-K.

(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 (b) below are filed herewith or incorporated herein by reference to other filings.

(b) Exhibits

EXHIBIT INDEX

Exhibit	Description
1.1	Underwriting Agreement, dated September 11, 2014, by and among Brookline Bancorp, Inc., Sterne, Agee & Leach, Inc. and Sandler O’Neil + Partners, L.P., as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.1 of the Company’s Current Report on Form 8-K filed on September 12, 2014)
2.1	Agreement and Plan of Merger, dated as of April 19, 2011, by and between Brookline Bancorp, Inc. and Bancorp Rhode Island, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed on April 22, 2011)
3.1	Certificate of Incorporation of Brookline Bancorp, Inc. (incorporated by reference to Exhibit 3.1 (included in Exhibit 2) of the Registration Statement on Form S-1 filed by the Company on April 10, 2002 (Registration No. 333-85980))
3.2	Amended and Restated Bylaws of Brookline Bancorp, Inc. (incorporated by reference to Exhibit 3.02 of the Company's Current Report on Form 8-K filed on January 10, 2013)
4	Form of Common Stock Certificate of the Company (incorporated by reference to Exhibit 4 of the Registration Statement on Form S-1 filed by the Company on April 10, 2002 (Registration No. 333-85980))
4.1	Subordinated Indenture, dated as of September 16, 2014, between Brookline Bancorp, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K filed on September 17, 2014)
4.2	First Supplemental Indenture, dated as of September 16, 2014, between Brookline Bancorp, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 of the Company’s Current Report on Form 8-K filed on September 17, 2014)
4.3	Form of Global Note to represent the 6.000% Fixed-to-Floating Rate Subordinated Notes due September 15, 2029 (incorporated by reference to Exhibit 4.3 of the Company’s Current Report on Form 8-K filed on September 17, 2014)
10.1+	Brookline Bancorp, Inc. Deferred Compensation Plan effective January 1, 2011 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed on September 16, 2010)
10.2+	Brookline Bancorp, Inc. 2003 Stock Option Plan (incorporated by reference to Exhibit A of the Company's Proxy Statement filed on July 23, 2003)
10.3+	Brookline Bancorp, Inc. 2003 Recognition and Retention Plan (incorporated by reference to Exhibit B of the Company's Proxy Statement filed on July 23, 2003)
10.4+	Brookline Bancorp, Inc. 2011 Restricted Stock Plan (incorporated by reference to Appendix A of the Company's Proxy Statement filed on March 17, 2011)
10.5+	Brookline Bancorp, Inc. 2014 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed on May 9, 2014)
10.6+	Employment Agreement, dated as of April 11, 2011, by and among Brookline Bancorp, Inc., Brookline Bank and Paul A. Perrault (incorporated by reference to Exhibit 10.10 of the Company's Current Report

on Form 8-K filed on April 15, 2011)

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Exhibit	Description
10.7+	Retirement Agreement, dated as of December 23, 2010, by and between Brookline Bancorp, Inc., Brookline Bank and Charles H. Peck (incorporated by reference to Exhibit 10.11 of the Company's Current Report on Form 8-K filed on December 27, 2010)
10.8+	Employment Letter Agreement, dated as of April 19, 2011, by and between Brookline Bancorp, Inc. and Mark J. Meiklejohn (incorporated by reference to Exhibit 10.3 of Pre-effective Amendment No. 2 of the Registration Statement on Form S-4 filed by the Company on July 25, 2011 (Registration Number 333-174731))
10.9+	Form of Amended Change in Control Agreement (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed May 9, 2014)
14.1	Code of Ethics for Financial Professionals (incorporated by reference to Exhibit 14 to Form 10-K filed on March 10, 2006)
21	Subsidiaries of the Registrant (incorporated by reference in Part I, Item 1. "Business—General" of this Annual Report on Form 10-K)
23*	Consent of Independent Registered Public Accounting Firm
31.1*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Rule 13a-14(b) Certifications of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Rule 13a-14(b) Certifications of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following materials from Brookline Bancorp, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2014 were formatted in xBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2014 and 2013, (ii) Consolidated Statements of Income for the years ended December 31, 2014, 2013 and 2012, (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2014, 2013 and 2012, (iv) Consolidated Statements of Changes in Equity for the years ended December 31, 2014, 2013 and 2012, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012 and (vi) Notes to Consolidated Financial Statements.

* Filed herewith
** Furnished herewith
\+ Management contract or compensatory plan or agreement

(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.

Date: February 29, 2016

BROOKLINE BANCORP, INC.
By: /s/ PAUL A. PERRAULT
Paul A. Perrault
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/ PAUL A. PERRAULT Paul A. Perrault, President and Chief Executive Officer (Principal Executive Officer) Date: February 29, 2016	By:	/s/ CARL M. CARLSON Carl M. Carlson, Chief Financial Officer (Principal Financial Officer) Date: February 29, 2016
By:	/s/ MARGARET BOLES FITZGERALD Margaret Boles Fitzgerald, Director Date: February 29, 2016	By:	/s/ CHARLES H. PECK Charles H. Peck, Director Date: February 26, 2016
By:	/s/ DAVID C. CHAPIN David C. Chapin, Director Date: February 29, 2016	By:	/s/ JOHN M. PEREIRA John M. Pereira, Director Date: February 29, 2016
By:	/s/ JOHN J. DOYLE, JR. John J. Doyle, Jr., Director Date: February 29, 2016	By:	/s/ MERRILL W. SHERMAN Merrill W. Sherman, Director Date: February 29, 2016
By:	/s/ JOHN A. HACKETT John A. Hackett, Director Date: February 29, 2016	By:	/s/ JOSEPH J. SLOTNIK Joseph J. Slotnik, Chairman and Director Date: February 29, 2016
By:	/s/ JOHN L. HALL, II John L. Hall, II, Director Date: February 29, 2016	By:	/s/ ROSAMOND B. VAULE Rosamond B. Vaule, Director Date: February 29, 2016
By:	/s/ THOMAS J. HOLLISTER Thomas J. Hollister, Director Date: February 29, 2016	By:	/s/ PETER O. WILDE Peter O. Wilde, Director Date: February 29, 2016
By:	/s/ BOGDAN NOWAK Bogdan Nowak, Director Date: February 29, 2016		

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Management of Brookline Bancorp, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Brookline Bancorp Inc.'s internal control system was designed to provide reasonable assurance to the Company's Management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well-designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Brookline Bancorp, Inc.'s Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013). Based on our assessment, we believe that, as of December 31, 2015, the Company's internal control over financial reporting is effective based on those criteria.

Brookline Bancorp, Inc.'s independent registered public accounting firm has issued an audit report on the effectiveness of the Company's internal control over financial reporting. This report appears on page F-2.

/s/ PAUL A. PERRAULT	/s/ CARL M. CARLSON
Paul A. Perrault	Carl M. Carlson
Chief Executive Officer	Chief Financial Officer
(Principal Executive Officer)	(Principal Financial Officer)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Brookline Bancorp, Inc.:

We have audited Brookline Bancorp, Inc.'s (the Company) internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's Management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Brookline Bancorp, Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and our report dated February 29, 2016 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP
Boston, Massachusetts
February 29, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Brookline Bancorp, Inc.:

We have audited the accompanying consolidated balance sheets of Brookline Bancorp, Inc. and subsidiaries (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Brookline Bancorp, Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 29, 2016 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP
Boston, Massachusetts
February 29, 2016

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BROOKLINE BANCORP, INC. AND SUBSIDIARIES
Consolidated Balance Sheets

	At December 31,	
	2015	2014
	(In Thousands Except Share Data)	
ASSETS		
Cash and due from banks	$28,753	$36,893
Short-term investments	46,736	25,830
Total cash and cash equivalents	75,489	62,723
Investment securities available-for-sale	513,201	550,761
Investment securities held-to-maturity (fair value of $93,695 and $500, respectively)	93,757	500
Total investment securities	606,958	551,261
Loans held-for-sale	13,383	1,537
Loans and leases:		
Commercial real estate loans	2,664,394	2,467,801
Commercial loans and leases	1,374,296	1,167,094
Indirect automobile loans	13,678	316,987
Consumer loans	943,172	870,725
Total loans and leases	4,995,540	4,822,607
Allowance for loan and lease losses	(56,739)	(53,659)
Net loans and leases	4,938,801	4,768,948
Restricted equity securities	66,117	74,804
Premises and equipment, net of accumulated depreciation of $51,722 and $44,668, respectively	78,156	80,619
Deferred tax asset	26,817	27,687
Goodwill	137,890	137,890
Identified intangible assets, net of accumulated amortization of $29,149 and $26,238, respectively	10,633	13,544
Other real estate owned ("OREO") and repossessed assets, net	1,343	1,456
Other assets*	86,751	80,479
Total assets	$6,042,338	$5,800,948
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits:		
Non-interest-bearing deposits:		
Demand checking accounts	$799,117	$726,118
Interest-bearing deposits:		
NOW accounts	283,972	235,063
Savings accounts	540,788	531,727
Money market accounts	1,594,269	1,518,490
Certificate of deposit accounts	1,087,872	946,708
Total interest-bearing deposits	3,506,901	3,231,988
Total deposits	4,306,018	3,958,106
Borrowed funds:		
Advances from the Federal Home Loan Bank of Boston ("FHLBB")	861,866	1,004,026
Subordinated debentures and notes	82,936	82,763
Other borrowed funds	38,227	39,615
Total borrowed funds	983,029	1,126,404
Mortgagors' escrow accounts	7,516	8,501

Accrued expenses and other liabilities	72,289	61,332
Total liabilities	5,368,852	5,154,343
Commitments and contingencies (Note 13)		
Stockholders' Equity:		
Brookline Bancorp, Inc. stockholders' equity:		
Common stock, $0.01 par value; 200,000,000 shares authorized; 75,744,445 shares issued	757	757
Additional paid-in capital	616,899	617,475
Retained earnings, partially restricted*	109,675	84,860
Accumulated other comprehensive loss	(2,476)	(1,622)
Treasury stock, at cost; 4,861,554 shares and 5,040,571 shares, respectively	(56,208)	(58,282)
Unallocated common stock held by Employee Stock Ownership Plan ("ESOP"); 213,066 shares and 251,382 shares, respectively	(1,162)	(1,370)
Total Brookline Bancorp, Inc. stockholders' equity*	667,485	641,818
Noncontrolling interest in subsidiary	6,001	4,787
Total stockholders' equity*	673,486	646,605
Total liabilities and stockholders' equity*	$6,042,338	$5,800,948

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

See accompanying notes to consolidated financial statements.

BROOKLINE BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Income

	Year Ended December 31,		
	2015	2014	2013
	(In Thousands Except Share Data)		
Interest and dividend income:			
Loans and leases	$212,604	$206,781	$197,098
Debt securities	11,416	9,527	7,963
Marketable and restricted equity securities	2,762	2,072	1,212
Short-term investments	128	102	111
Total interest and dividend income	226,910	218,482	206,384
Interest expense:			
Deposits	17,480	17,060	18,773
Borrowed funds	15,065	12,354	11,393
Total interest expense	32,545	29,414	30,166
Net interest income	194,365	189,068	176,218
Provision for credit losses	7,451	8,477	10,929
Net interest income after provision for credit losses	186,914	180,591	165,289
Non-interest income:			
Deposit fees	8,730	8,692	8,172
Loan fees	1,186	1,010	1,415
Loan level derivative income, net	3,397	946	—
Gain on sales of investment securities, net	—	65	397
Gain on sales of loans and leases held-for-sale	2,208	1,651	794
Gain on sale/disposals of premises and equipment, net	—	1,502	—
Other	4,663	6,314	4,841
Total non-interest income*	20,184	20,180	15,619
Non-interest expense:			
Compensation and employee benefits	71,272	71,801	65,261
Occupancy	13,926	14,294	12,616
Equipment and data processing	14,837	17,020	16,899
Professional services	4,192	5,357	5,673
FDIC insurance	3,510	3,362	3,102
Advertising and marketing	3,352	3,058	3,003
Amortization of identified intangible assets	2,911	3,343	4,623
Other	11,377	10,925	11,265
Total non-interest expense	125,377	129,160	122,442
Income before provision for income taxes*	81,721	71,611	58,466
Provision for income taxes*	29,353	26,286	20,664
Net income before noncontrolling interest in subsidiary*	52,368	45,325	37,802
Less net income attributable to noncontrolling interest in subsidiary	2,586	2,037	1,787
Net income attributable to Brookline Bancorp, Inc.*	$49,782	$43,288	$36,015
Earnings per common share:			
Basic	$0.71	$0.62	$0.52
Diluted	0.71	0.62	0.52
Weighted average common shares outstanding during the year:			
Basic	70,098,561	69,945,028	69,808,164
Diluted	70,235,868	70,054,815	69,883,924
Dividends declared per common share	$0.355	$0.340	$0.340

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

See accompanying notes to consolidated financial statements.

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BROOKLINE BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income

	Year Ended December 31,		
	2015	2014	2013
	(In Thousands)		
Net income before noncontrolling interest in subsidiary*	$52,368	$45,325	$37,802
Other comprehensive income (loss), net of taxes:			
Investment securities available-for-sale:			
Unrealized securities holding (losses) gains	(1,573)	10,699	(18,710)
Income tax benefit (expense)	479	(4,058)	7,275
Net unrealized securities holding (losses) gains before reclassification adjustments	(1,094)	6,641	(11,435)
Less reclassification adjustments for securities gains included in net income:			
Gain on sales of securities, net	—	65	397
Income tax expense	—	(23)	(142)
Net reclassification adjustments for securities gains included in net income	—	42	255
Net unrealized securities holding (losses) gains	(1,094)	6,599	(11,690)
Postretirement benefits:			
Adjustment of accumulated obligation for postretirement benefits	353	(498)	468
Income tax (expense) benefit	(113)	192	(176)
Net adjustment of accumulated obligation for postretirement benefits	240	(306)	292
Other comprehensive (loss) income, net of taxes	(854)	6,293	(11,398)
Comprehensive income*	51,514	51,618	26,404
Net income attributable to noncontrolling interest in subsidiary	2,586	2,037	1,787
Comprehensive income attributable to Brookline Bancorp, Inc.*	$48,928	$49,581	$24,617

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

See accompanying notes to consolidated financial statements.

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BROOKLINE BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity
Year Ended December 31, 2015, 2014 and 2013

	Common Stock	Additional Paid-in Capital	Retained Earnings*	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity*	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity*
	(In Thousands)								
Balance at December 31, 2014	$757	$617,475	$84,860	$(1,622)	$(58,282)	$(1,370)	$641,818	$4,787	$646,605
Net income attributable to Brookline Bancorp, Inc.	—	—	49,782	—	—	—	49,782	—	49,782
Net income attributable to noncontrolling interest in subsidiary	—	—	—	—	—	—	—	2,586	2,586
Issuance of noncontrolling units	—	—	—	—	—	—	—	65	65
Other comprehensive income	—	—		(854)	—	—	(854)	—	(854)
Common stock dividends of $0.355 per share	—	—	(24,967)	—	—	—	(24,967)	—	(24,967)
Dividend distribution to owners of noncontrolling interest in subsidiary	—	—	—	—	—	—	—	(1,437)	(1,437)
Compensation under recognition and retention plan	—	(763)	—	—	2,074	—	1,311	—	1,311
Common stock held by ESOP committed to be released (38,316 shares)	—	187	—	—	—	208	395	—	395
Balance at December 31, 2015	$757	$616,899	$109,675	$(2,476)	$(56,208)	$(1,162)	$667,485	$6,001	$673,486

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

See accompanying notes to consolidated financial statements.

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BROOKLINE BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity (Continued)
Year Ended December 31, 2015, 2014 and 2013

	Common Stock	Additional Paid-in Capital	Retained Earnings*	Accumulated Other Comprehensive Income (loss)	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity*	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity*
	(In Thousands)								
Balance at December 31, 2013	$757	$617,538	$65,448	$ (7,915)	$(59,826)	$(1,590)	$614,412	$ 4,304	$ 618,716
Net income attributable to Brookline Bancorp, Inc.	—	—	43,288	—	—	—	43,288	—	43,288
Net income attributable to noncontrolling interest in subsidiary	—	—	—	—	—	—	—	2,037	2,037
Issuance of non-controlling interest	—	—	—	—	—	—	—	60	60
Other comprehensive loss	—	—	—	6,293	—	—	6,293	—	6,293
Common stock dividends of $0.34 per share	—	—	(23,876)	—	—	—	(23,876)	—	(23,876)
Dividend distribution to owners of noncontrolling interest in subsidiary	—	—	—	—	—	—	—	—	(1,195)
Compensation under recognition and retention plans	—	(339)	—	—	1,544	—	1,205	(1,614)	(409)
Common stock held by ESOP committed to be released (40,284 shares)	—	276	—	—	—	220	496	—	496
Balance at December 31, 2014	$757	$617,475	$84,860	$ (1,622)	$(58,282)	$(1,370)	$641,818	$ 4,787	$ 646,605

(*) Previously reported amounts prior to January 1, 2015 have been restated to reflect a retrospective change in accounting principle for investments in qualified affordable housing projects, in accordance with ASU 2014-01. Refer to Note 10, "Other Assets".

See accompanying notes to consolidated financial statements.

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BROOKLINE BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity (Continued)
Year Ended December 31, 2015, 2014 and 2013

	Common Stock	Additional Paid-in Capital	Retained Earnings*	Accumulated Other Comprehensive Income	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity*	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity*
	(In Thousands)								
Balance at December 31, 2012	$757	$618,426	$53,274	$ 3,483	$(62,107)	$(1,820)	$612,013	$ 3,712	$ 615,725
Net income attributable to Brookline Bancorp, Inc.	—	—	36,015	—	—	—	36,015	—	36,015
Net income attributable to noncontrolling interest in subsidiary	—	—	—	—	—	—	—	1,787	1,787
Issuance of shares of common stock (10,997,840 shares)	—	—	—	—	—	—	—	—	—
Other comprehensive income	—	—	—	(11,398)	—	—	(11,398)	—	(11,398)
Common stock dividends of $0.34 per share	—	—	(23,841)	—	—	—	(23,841)	—	(23,841)
Dividend distribution to owners of noncontrolling interest in subsidiary	—	—	—	—	—	—	—	(1,195)	(1,195)
Compensation under recognition and retention plans	—	1,393	—	—	—	—	1,393	—	1,393
Restricted stock awards issued, net of awards surrendered	—	(2,281)	—	—	2,281	—			