

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name BROOKLINE BANCORP, INC.		2 Issuer's employer identification number (EIN) 04-3402944	
3 Name of contact for additional information MS. JULIE A. GERSCHICK	4 Telephone No. of contact (617) 735-1200	5 Email address of contact JGERSCHICK@BRKL.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact P.O. BOX 470469		7 City, town, or post office, state, and Zip code of contact BROOKLINE, MA 02447	
8 Date of action 1/1/2012		9 Classification and description COMMON STOCK	
10 CUSIP number 11373M107	11 Serial number(s)	12 Ticker symbol BRKL	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On January 1, 2012, Brookline Bancorp, Inc. ("Brookline") acquired Bancorp Rhode Island ("BRI"), a Rhode Island corporation and holding company for Bank Rhode Island and its wholly-owned subsidiaries. Each outstanding share of BRI was converted into the right to receive, at the election of the shareholder, and subject to the allocation and proration procedures as described in the merger agreement, either (1)\$48.25 in cash, without interest; or (2)4.686 shares of Brookline common stock. In connection with the BRI acquisition, 10,997,840 shares of Brookline's common stock were issued to BRI along with \$112,981,766 in cash.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The value of Brookline common stock as of the date of the merger was \$8.44 per share, as agreed upon by the parties in the merger agreement.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The transaction is a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code. The treatment of the transaction to the BRI shareholders who received a mix of cash and Brookline common stock is determined by Sections 354, 356, and 358 of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ No loss would be recognized with respect to the transaction by a BRI shareholder that received a mix of cash and Brookline common stock.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year for each BRI shareholder is the shareholder's tax year that includes January 1, 2012 (2012 for a calendar year taxpayer).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Julie A. Gerschick*
Print your name ▶ JULIE A. GERSCHICK

Date ▶ 3/19/12
Title ▶ CFO / TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
PAUL COSTA	<i>Paul J. Cost</i>	3/19/12		P01212801
Firm's name ▶	Firm's address ▶		Firm's EIN ▶	Phone no.
KPMG LLP	ONE FINANCIAL PLAZA, HARTFORD, CT 06103-2608		13-5565207	860-522-3200

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Brookline Bancorp, Inc.
EIN: 04-3402944
Attachment to Form 8937
Date of Action: January 1, 2012

Form 8937, Page 1 Detail

Part II, Line 15 – Quantitative Effect of the Organizational Action on the Basis of the Security

For US Federal income tax purposes, each BRI shareholder that received a mix of cash and Brookline common stock in exchange for their BRI shares would determine their basis in the Brookline common stock as follows: The shareholder would first determine whether a gain was realized by comparing their basis in the BRI shares with the value of the total consideration received in cash and Brookline common stock. For purposes of this determination, the fair market value of each share of Brookline common stock was \$8.44. If a gain was realized, a shareholder would include the gain in income in an amount equal to the lesser of the amount of cash received or the amount of gain realized. The shareholder's aggregate basis for its Brookline common stock will equal its basis in the BRI shares increased by the amount of gain included in income and reduced by the amount of cash received. The foregoing description illustrates the basis determination methodology on the assumption that the shareholder held a single block of BRI stock rather than several blocks with differing tax basis.