

**STATE OF NEW HAMPSHIRE
INSURANCE DEPARTMENT**

In re: Brookline Bank

Consent Order and Agreement

Docket No.: INS NO. 10-039-EP

Brookline Bank stipulates, consents and agrees with the New Hampshire Insurance Department ("NHID") as follows:

1. Brookline Bank is a federal savings bank located at 160 Washington Street, Brookline, Massachusetts 02445. In conjunction with its banking services, Brookline Bank also sells insurance to its customers. Brookline Bank holds an insurance producer license in Massachusetts.
2. During the process of obtaining its producer license in Massachusetts, Brookline Bank determined that it may have engaged in insurance activities in the State of New Hampshire which may have required a non-resident insurance producer license. Through Brookline Bank's indirect auto financing program, automobile dealers would offer insurance through Brookline Bank to New Hampshire customers as a part of financing the vehicle purchase through the bank.
3. Brookline Bank contacted the NHID of its intent to obtain a non-resident insurance producer license in New Hampshire and disclosed the insurance activity.
4. Pursuant to RSA 406:3, a financial institution conducting insurance sales in the state is required to comply with the licensing requirements of RSA 402-J.
5. RSA 402-J:3 provides that "a person shall not sell, solicit or negotiate insurance in this state...unless the person is licensed...."
6. RSA 402-J:12 states, pertinent part, that:

The commissioner may...refuse to issue...an insurance producer's license, or may levy a penalty in accordance with RSA 400-A:15, III or any combination of actions for any one or more of the following causes:

(b) Violating any insurance laws, or violating any rule, regulation, subpoena, or order of the commissioner or of another state's insurance commissioner.
7. The NHID takes the position that Brookline Bank's insurance activities through its indirect auto financing program require that Brookline Bank obtain a non-resident insurance producer license from the NHID.

8. If proven at a hearing, the above actions of Brookline Bank may constitute a violation of above stated laws.
9. For the purpose of resolving this matter without a formal hearing and without admitting the allegations contained herein, Brookline Bank agrees to the following terms and conditions:
 - a. Waive its statutory right to notice and a hearing on the above alleged violations.
 - b. Pay an administrative penalty of Two Thousand Five Hundred Dollars (\$2,500) to the Department. This fine shall be paid by check or money order made payable to the Treasurer, State of New Hampshire. The administrative penalty shall be payable upon the execution of this Consent Order and Agreement ("Order") by Brookline Bank.
 - c. No later than 30 days from the execution of this Order, take all necessary steps to become a licensed insurance producer in New Hampshire. Brookline Bank shall cease any and all insurance sales activity in New Hampshire until the non-resident producer license is issued.
10. Brookline Bank and the NHID agree that all insurance regulatory issues relating to the aforementioned alleged violations are fully resolved. However, nothing herein shall prohibit the use of this Order in any future enforcement actions brought by the NHID based upon subsequent matters relative to Brookline Bank's compliance with applicable insurance law and/or regulation.
11. This Order shall be fully enforceable in any Superior Court in the state of New Hampshire.

IT IS SO ORDERED.

New Hampshire Insurance Department

Dated: 10-5-10

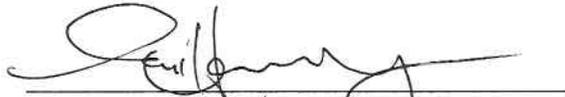


Roger Sevigny, Commissioner

AGREED

Brookline Bank

Dated: 10/22/10



By: Mark Hennessy
(Print Name)

Title: Vice President