

BANCORP RHODE ISLAND INC  
Form 425  
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Securities Act of 1933, as amended**

**Filer: Brookline Bancorp, Inc.**

**Subject Company: Bancorp Rhode Island, Inc.**

**Exchange Act File Number of**

**Subject Company: 001-16101**

This presentation contains statements about future events that constitute forward-looking statements, including statements regarding the parties ability to complete the pending merger, the expected timing of completion, the expected benefits of the transaction, growth opportunities, and financial performance and goals. Projections about future events are subject to risks and uncertainties that could cause actual results to differ materially. Factors that could cause such differences include, but are not limited to, (1) failure of the parties to satisfy the conditions to closing for the merger, (2) failure of the Bancorp Rhode Island, Inc. ( Bancorp Rhode Island ) shareholders to approve the proposed merger, (3) failure to obtain governmental approvals or the imposition of adverse regulatory conditions in connection with such approvals, (4) disruption to the parties businesses as a result of the announcement and pendency of the transaction, (5) difficulties in achieving cost savings as a result of the merger or in achieving such cost savings within the projected timeframe, (6) difficulties related to the integration of the businesses following the merger, (7) general economic conditions, (8) changes in the level of non-performing assets and charge-offs, (9) changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements, (10) changes in the financial performance and/or condition of borrowers, (11) changes in customer borrowing and savings habits, (12) changes in interest rates, and (13) competition.

For additional factors that may affect future results, please see the filings made by Brookline Bancorp, Inc. ( Brookline ) and Bancorp Rhode Island with the Securities and Exchange Commission (the SEC ), including Brookline s and Bancorp Rhode Island s respective Annual Reports on Form 10-K (as amended) for the year ended December 31, 2010, as supplemented by their respective Quarterly Reports on Form 10-Q. Neither Brookline nor Bancorp Rhode Island undertakes any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date of this presentation.

In connection with the proposed merger, Brookline has filed relevant documents with the SEC, including a registration statement on Form S-4 that included a proxy statement/prospectus dated July 29, 2011. The proxy statement/prospectus was mailed to Bancorp Rhode Island shareholders on or about August 5, 2011. **Investors are urged to read the proxy statement/prospectus and the other relevant materials, including any amendments or supplements to those documents, because they contain or will contain important information.** The proxy statement/prospectus and other relevant materials filed by Brookline or Bancorp Rhode Island with the SEC, may be obtained free of charge at the SEC s website at [www.sec.gov](http://www.sec.gov). In addition, investors may obtain free copies of the documents by directing a written request to Paul R. Bechet, Brookline Bancorp, Inc., 160 Washington Street, Brookline, Massachusetts 02445.



Brookline, Bancorp Rhode Island and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the security holders of Bancorp Rhode Island in connection with the proposed merger. Information about the executive officers and directors of Brookline is set forth in the proxy statement for Brookline's 2011 Annual Meeting of Stockholders, which was filed with the SEC on March 17, 2011. Information about the executive officers and directors of Bancorp Rhode Island is set forth in the proxy statement for Bancorp Rhode Island's 2011 Annual Meeting of Shareholders, which was filed with the SEC on April 15, 2011, and Bancorp Rhode Island's Annual Report on Form 10-K for the year ended December 31, 2010. Investors may obtain additional information regarding the participants in the merger by reading the proxy statement/prospectus.

This communication does not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities.

This presentation includes certain non-GAAP financial measures. Brookline believes that these non-GAAP financial measures are helpful to investors in comparing the performance of the company over different periods. These disclosures should not be viewed as a substitute for financial measures determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP measures that may be presented by other companies.

THE FOLLOWING IS AN INVESTOR PRESENTATION, DATED AUGUST 9, 2011, OF BROOKLINE BANCORP, INC.





















































