

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Port Financial Corp.

- Individual(s)
- General Partnership
- Corporation-State
- Other Massachusetts ↗
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 07/31/2003

2. Name and address of receiving party(ies)

Name: Cambridgeport Bank

Internal

Address:

Street Address: 1380 Soldier's Field Road

City: Brighton State: MA Zip: 02135

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Massachusetts savings bank

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/210,819

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert M. O'Connell, Jr.

Internal Address: Goodwin Procter LLP

Street Address: Exchange Place

53 State Street, 23rd Floor

City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1700

DO NOT USE THIS SPACE

9. Signature.

Robert M. O'Connell, Jr.

Name of Person Signing


Signature

February 17, 2003

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 071700 76210819

CAPITAL CONTRIBUTION AGREEMENT

This CAPITAL CONTRIBUTION AGREEMENT (*Agreement*) is made and entered into as of July 31, 2003 by and between Port Financial Corp., a Massachusetts corporation (*Port Financial*), and Cambridgeport Bank, a Massachusetts savings bank (*Cambridgeport*).

WITNESSETH

WHEREAS, Cambridgeport is a direct, wholly owned subsidiary of Port Financial;

WHEREAS, Port Financial is the owner of all of the outstanding shares of common stock of Cambridgeport (the *Stock*) and certain other assets; and

WHEREAS, Port Financial desires to transfer to Cambridgeport, as a contribution to the capital of Cambridgeport, all of Port Financial's assets other than the Stock (the *Assets*), and Cambridgeport desires to accept the Assets from Port Financial;

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, subject to the terms and conditions set forth in this Agreement, Cambridgeport and Port Financial each hereby agree as follows:

1. Port Financial hereby unconditionally conveys, assigns, transfers and delivers to Cambridgeport, and Cambridgeport hereby unconditionally accepts, assumes and agrees to perform and abide by, all of Port Financial's right, title, interest and obligations in, to and under the Assets from and after the date hereof.
2. This Agreement shall be binding upon, and inure to the benefit of, Port Financial and Cambridgeport and their respective successors and assigns, effective immediately upon its execution.
3. This Agreement shall be governed by and construed and enforced in accordance with the laws of the Commonwealth of Massachusetts without regard to the conflict of law rules thereof.
4. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement and shall become effective when counterparts have been signed by each of the parties hereto and delivered to other party, it being understood that all parties need not sign the same counterpart.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first set forth above.

PORT FINANCIAL CORP.

By: 

Name: Thomas J. Hollister

Title: President

CAMBRIDGEPORT BANK

By: _____

Name: James B. Keegan

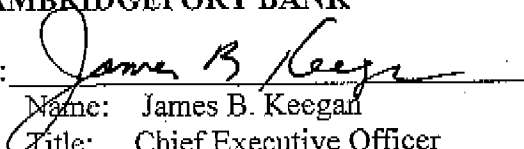
Title: Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first set forth above.

PORT FINANCIAL CORP.

By: _____
Name: Thomas J. Hollister
Title: President

CAMBRIDGEPORT BANK

By:  _____
Name: James B. Keegan
Title: Chief Executive Officer