

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
United Cooperative Bank		08/21/2003	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	United Bank		
Street Address:	95 Elm Street		
City:	West Springfield		
State/Country:	MASSACHUSETTS		
Postal Code:	010909020		
Entity Type:	CORPORATION: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2216136	PERSONALBANK	
CORRESPONDENCE DATA			
Fax Number:	(413)785-4658		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	413-732-2301		
Email:	dvaron@robinson-donovan.com		
Correspondent Name:	Dorothy Varon, Robinson Donovan P.C.		
Address Line 1:	1500 Main Street		
Address Line 4:	Springfield, MASSACHUSETTS 01115		
NAME OF SUBMITTER:	Dorothy Varon		
Signature:	/Dorothy Varon/		
Date:	03/16/2005		

Total Attachments: 4

**TRADEMARK
 REEL: 003047 FRAME: 0328**

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**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
UNITED CO-OPERATIVE BANK**

WHEREAS, on August 21, 2003, the Board of Directors of United Co-operative Bank (the "Co-operative Bank") adopted a Plan of Reorganization from Mutual Co-operative Bank to Mutual Holding Company, which included a Plan of Charter Conversion (collectively, the "Plan") pursuant to which the United Co-operative Bank would be converted from a Massachusetts state-chartered co-operative bank to a federally-chartered mutual savings bank to be known as United Bank (the "Bank") (the "Charter Conversion"); and

WHEREAS, the Office of Thrift Supervision ("OTS") approved the Plan by Order No. 2004-1 dated January 16, 2004 (the "Order") and the shareholders of the Co-operative Bank adopted the Plan of Charter Conversion at a special meeting of shareholders held on February 11, 2004, (the "Special Meeting"); and

WHEREAS, the Plan provided for the current directors of the Co-operative Bank to serve as directors of the federal mutual savings bank and that such directors will serve as directors of the Bank until its next annual meeting; and

WHEREAS, the Board of Directors of the Co-operative Bank have determined to effectuate the Charter Conversion on February 19, 2004 and the Co-operative Bank has provided to the OTS the necessary documents to satisfy the pre-closing conditions imposed by the Order on the Charter Conversion; and

WHEREAS, pursuant to the Plan, the following individuals will serve as the directors of the Bank until its next annual meeting:

Robert W. Bozenhard, Jr.
Richard B. Collins
Michael F. Crowley
Carol Moore Cutting
Donald G. Helliwell
George W. Jones
Carol A. Leary
G. Todd Marchant
Kevin E. Ross
Robert A. Stewart, Jr.
Michael F. Werenski

and

WHEREAS, the Board of Directors of the Bank must hold an organizational meeting to complete the organization of the co-operative bank as a federally-chartered mutual savings bank:

RESOLVED, the following persons are elected to the offices set forth opposite their respective names, to serve at the pleasure of the Board of Directors or until their successors are elected and qualified:

Richard B. Collins, President and Chief Executive Officer
Donald F.X. Lynch, Executive Vice President, Chief Financial Officer and Secretary
Keith E. Harvey, Executive Vice President
Robert D. Piper, Executive Vice President
J. Jeffrey Sullivan, Executive Vice President
John E. Briggs, Senior Vice President
John J. Patterson, Senior Vice President
Eileen R. Casey, Senior Vice President and Internal Auditor
William Clark, Vice President
Deborah M. Gebo, Vice President
Miriam J. Siegel, Vice President
Laurie J. Rollins, Treasurer

and

FURTHER RESOLVED, that each other individual who served as an officer of the Bank immediately prior to the Charter Conversion shall continue to serve in the same capacity and with the same title and authority as held with the Co-operative Bank; and

FURTHER RESOLVED, that the Federal Mutual Savings Bank Bylaws of the Bank are hereby ratified, approved and adopted; and

FURTHER RESOLVED, that the President and Chief Executive Officer, the Chief Financial Officer and the Secretary shall each have and shall exercise the powers and duties incident to the office each occupies as set forth in the Bank's Bylaws, and that the remaining officers shall have and shall exercise all the powers and duties incident to their offices and as may be set forth in the Bank's Bylaws; and

FURTHER RESOLVED, that the Committees of the Board of Directors of the Co-operative Bank will continue as the Committees of the Bank and consist of the same members; and

FURTHER RESOLVED, that the Bank will indemnify its directors, officers and employees against actions brought or threatened because such person is or was a director, officer or employee of the Bank to the extent permitted by applicable federal law and regulation; and

FURTHER RESOLVED, that the Bank's officers be, and they hereby are, authorized to pay all costs and expenses incurred in connection with the organization and commencement of business of the Bank and that all actions previously taken in furtherance of the organization and

commencement of business of the Bank are hereby ratified and adopted; and

FURTHER RESOLVED, that the executive and branch offices of the Bank are the same offices that served as the executive and branch offices of the Co-operative Bank immediately prior to the Charter Conversion, as set forth in the Plan; and

FURTHER RESOLVED, that the fiscal year of the Bank begins on the first day of January in each year; and

FURTHER RESOLVED, the depository of funds of the Co-operative Bank will continue to be the depository of the funds of the Bank and that the Chief Executive Officer of the Bank, or his designee, shall take appropriate action to designate each such account as an account of the Bank; and

FURTHER RESOLVED, that the banking resolutions required by the Bank in order to open an ordinary checking account and such other accounts as the Chief Executive Officer or his designee shall deem appropriate be, and they hereby are, adopted as the resolutions of this Board of Directors as if fully set forth herein; and that the Chief Executive Officer or his designee be, and hereby is, authorized to designate signatories to execute checks and other documents on behalf of the Bank with respect to such accounts; and that the officers of the Bank be, and they hereby are, authorized and directed to execute and deliver, in the name and on behalf of the Bank and under its corporate seal or otherwise, all certificates, agreements, undertakings, authorizations, and other instruments or documents as the Bank may require and as shall be necessary or appropriate to carry out the intent and accomplish the purposes of this resolution; and

FURTHER RESOLVED, that all prior actions taken by the Board of Directors of the Co-operative Bank are hereby ratified, approved and adopted as actions of the Bank and that the proper officers of the Bank be, and each of them hereby is, authorized and directed, for and on behalf of the Bank, to take all actions and to execute all agreements, instruments and other documents as they consider necessary or advisable to effectuate any resolutions previously adopted by the Board of the Co-operative Bank as actions of the Bank; and

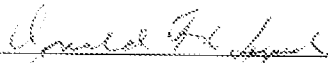
FURTHER RESOLVED, that the proper officers or their designees are hereby authorized and directed to take all necessary and appropriate steps to continue the insurance of accounts of the Bank by the Federal Deposit Insurance Corporation and to continue the Bank's membership in the Federal Home Loan Bank of Boston; and

FURTHER RESOLVED, that the proper officers of the Bank be, and each of them hereby is, authorized and directed, for and on behalf of the Bank, to take all actions and to execute all agreements, instruments and other documents as they consider necessary or advisable to effectuate each of the foregoing resolutions and to carry out the purposes thereof.

SECRETARY'S CERTIFICATION

The undersigned hereby certifies that he is the Secretary of United Bank; that the foregoing is a true and correct copy of resolutions adopted at a meeting of the Board of Directors of United Bank held on February 19, 2004, at which meeting a quorum was at all times present and acting.

Dated: August 4, 2004



Donald F.X. Lynch
Secretary