

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/28/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
State Bank of Howards Grove		02/28/2005	chartered bank: WISCONSIN

**RECEIVING PARTY DATA**

Name:	Webster Bank, National Association
Street Address:	145 Bank Street
Internal Address:	Webster Plaza
City:	Waterbury
State/Country:	CONNECTICUT
Postal Code:	06702
Entity Type:	national bank:

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Serial Number:	76565674	HSA BANK
Serial Number:	76418391	NATIONWIDE SERVICE; SMALL TOWN INTEGRITY
Serial Number:	76425441	MSABANK
Serial Number:	76425426	MSABANK

**CORRESPONDENCE DATA**

Fax Number: (860)392-5058  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (860)392-5014  
 Email: trademark@jordenusa.com  
 Correspondent Name: Diane Duhaime  
 Address Line 1: 175 Powder Forest Drive  
 Address Line 2: Suite 201  
 Address Line 4: Simsbury, CONNECTICUT 06089

CH \$115.00 76565674

NAME OF SUBMITTER:	Attorney
Signature:	/Diane Duhaime/
Date:	04/21/2005
<b>Total Attachments: 4</b> source=Webster Financial Corporation Secretary's Certificate#page1.tif source=Webster Financial Corporation Secretary's Certificate#page2.tif source=Webster Financial Corporation Secretary's Certificate#page3.tif source=Webster Financial Corporation Secretary's Certificate#page4.tif	

## WEBSTER FINANCIAL CORPORATION

### SECRETARY'S CERTIFICATE

I, Harriet Munrett Wolfe, am the duly elected, qualified and acting Executive Vice President, General Counsel and Secretary of Webster Financial Corporation, a Delaware corporation ("Webster"), and I am authorized in that capacity to execute and deliver this certificate on behalf of Webster in connection with its acquisition and integration of Eastern Wisconsin Bancshares, Inc. ("EWBI") and State Bank of Howards Grove ("State Bank") (the "EWBI Proposal"). I hereby certify as follows:

1. The following transactions relating to the EWBI Proposal were consummated on February 28, 2005 at the time indicated: (1) the merger of Beaver Acquisition Corporation, a wholly owned subsidiary of Webster, with and into EWBI, with EWBI surviving, which occurred at 4:01p.m. EST; (2) the merger of EWBI with and into Webster, with Webster surviving, which occurred at 4:15p.m. EST; and (3) the merger of State Bank (also known as HSA Bank, HSA Savings Bank, MSA Bank, Howards Grove Bank, Beaver Dam Bank, Nation Wide Service Small Town Integrity and National Leader in Health Savings Account) with and into Webster Bank, National Association ("Webster Bank"), with Webster Bank surviving, which occurred at 4:30p.m. EST.

2. The transactions identified immediately above were consummated as described herein and pursuant to regulatory approvals as evidenced by (i) the order attached hereto as Exhibit A issued by the Board of Governors of the Federal Reserve System approving transaction (1); (ii) the order attached hereto as Exhibit B issued by the Wisconsin Department of Financial Institutions approving transaction (1); (iii) the letters attached hereto as Exhibit C issued by the Office of the Comptroller of the Currency conditionally approving and certifying transaction (3); (iv) the Articles of Merger attached hereto as Exhibit D and Exhibit E, respectively, accepted and filed by the Wisconsin Department of Financial Institutions in connection with transactions (1) and (2); (v) the Merger Certificate attached hereto as Exhibit F accepted and filed by the State of Delaware Department of State in connection with transaction (2); and (vi) the certificate attached hereto as Exhibit G issued by the Wisconsin Department of Financial Institutions indicating that the charter of State Bank was cancelled as a result of consummation of transaction (3).

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the date set forth above.


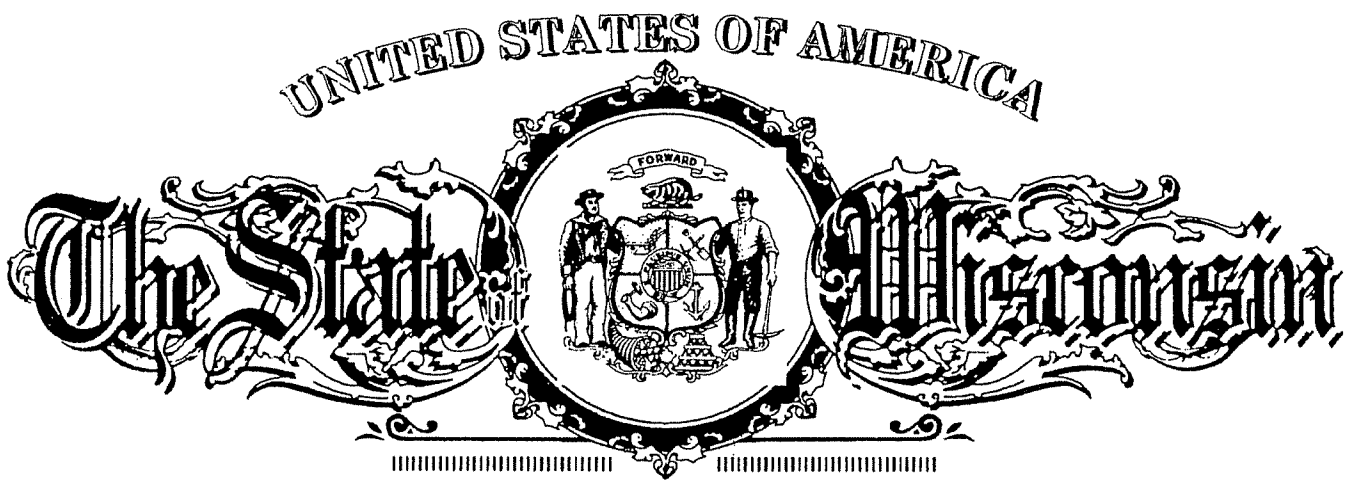
  
\_\_\_\_\_  
Harriet Munrett Wolfe  
Executive Vice President,  
General Counsel and Secretary

Exhibit G



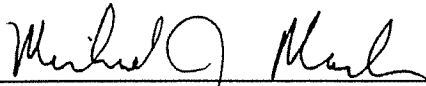
**DEPARTMENT OF FINANCIAL INSTITUTIONS**

WHEREAS, the State Bank of Howards Grove, Howards Grove, Wisconsin, has consolidated under the charter of Webster Bank, Waterbury, Connecticut.

NOW, THEREFORE, the Division of Banking under and pursuant to the provisions of Section 221.0703, Wisconsin Statutes, does hereby **cancel the charter of State Bank of Howards Grove, Howards Grove, Wisconsin, effective February 28, 2005.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused my Official Seal to be affixed. Done in the City of Madison, this 28<sup>th</sup> day of February 2005.



  
MICHAEL J. MACH, ADMINISTRATOR OF BANKING  
DEPARTMENT OF FINANCIAL INSTITUTIONS