

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ocean National Bank		06/29/2007	FEDERALLY CHARTERED FINANCIAL INSTITUTION: UNITED STATES
RECEIVING PARTY DATA			
Name:	Ocean Bank		
Street Address:	325 State Street		
City:	Portsmouth		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03801		
Entity Type:	CHARTERED BANK: NEW HAMPSHIRE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76302955	OCEAN NATIONAL	
Serial Number:	76302956	OCEAN NATIONAL BANK	
CORRESPONDENCE DATA			
Fax Number:	(617)507-2449		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-426-5553		
Email:	hiebert@samuelsTM.com		
Correspondent Name:	Timothy H. Hiebert		
Address Line 1:	Two International Place, 23rd Floor		
Address Line 4:	Boston, MASSACHUSETTS 02110-4104		
ATTORNEY DOCKET NUMBER:	CHITTENDEN		
NAME OF SUBMITTER:	Timothy H. Hiebert		

CH \$65.00 76302955

Signature:	/Timothy H. Hiebert/
Date:	12/17/2007
Total Attachments: 4 source=Ocean Bank Conversion Document#page1.tif source=Ocean Bank Conversion Document#page2.tif source=Ocean Bank Conversion Document#page3.tif source=Ocean Bank Conversion Document#page4.tif	



PETER C. HILDRETH
BANK COMMISSIONER
ROBERT A. FLEURY
DEPUTY BANK COMMISSIONER

State of New H Banking

Filed
Date Filed: 06/27/2007
Effective Date: 06/29/2007
Business ID: 382634
William M. Gardner
Secretary of State

Concord, New Hampshire 03301
Telephone: (603) 271-3561
FAX: Banking (603) 271-1090
FAX: Consumer Credit (603) 271-0750

June 20, 2007

William E. Stern, Esq.
Goodwin Procter LLP
599 Lexington Avenue
New York, NY 10022

Dear Attorney Stern:

BTCI 2007-04: Ocean Bank

Pursuant to RSA 389, we are enclosing the Board of Trust Company Incorporation's approval of the Certificate of Directors for the establishment of Ocean Bank (formerly Ocean National Bank).

Sincerely,


Robert A. Fleury, Sr.
Deputy Bank Commissioner

RAF/bp
Enclosures

State of New Hampshire
Bank Registrations 52 Page(s)



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TDD Access: Relay NH 1-800-735-2964

TRADEMARK

REEL: 003679 FRAME: 0660



State of New Hampshire

Board of Trust Company Incorporation
64B Old Suncook Road
Concord, New Hampshire 03301

Peter C. Hildreth
Bank Commissioner

Tel: (603) 271-3561
Fax: (603) 271-1090

Catherine A. Provencher
State Treasurer

Suzan M. Lehmann
Assistant Attorney General

BTCI 2007-04: Ocean Bank

CERTIFICATE OF DIRECTORS

Examined and approved by the Board of Trust Company Incorporation pursuant to RSA 389

6/20/07
Date

Peter C. Hildreth
Peter C. Hildreth, Bank Commissioner

6/20/07
Date

Catherine Provencher
Catherine A. Provencher, State Treasurer

6/20/07
Date

Suzan M. Lehmann
Suzan M. Lehmann, Assistant Attorney General

Petition
of
Ocean National Bank
For Approval to
Convert to a New Hampshire Depository Trust Company

Ocean National Bank (the "Bank"), a national banking association with its main office in Portsmouth, New Hampshire, pursuant to Sections 389:3 and 389:4 of the New Hampshire Revised Statutes Annotated ("RSA"), hereby petitions the New Hampshire Board of Trust Company Incorporation (the "BTCI") for approval to convert from a national banking association existing under the federal laws of the United States of America to a depository trust company existing under the laws of the State of New Hampshire under the corporate title of "Ocean bank."

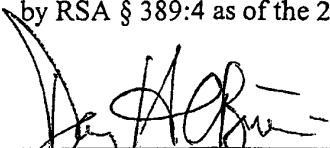
In support of this petition, the Bank hereby states that:

1. A true copy of the Plan of Conversion (the "Plan") approved by a majority of the entire Board of Directors of the Bank in the manner required by Section 214a of the National Bank Act (12 U.S.C. § 214a) is attached hereto as Exhibit A.
2. A true copy of the resolutions adopted by the Board of Directors of the Bank at a meeting duly called and held on April 25, 2007, approving the Plan, is attached hereto as Exhibit B. Said resolutions remain in full force and effect as of the date hereof and have not been amended, modified, rescinded or revoked.
3. The sole shareholder of the Bank has approved the Plan in the manner required by Section 214a of the National Bank Act.
4. A true copy of the resolutions adopted by the sole shareholder of the Bank at a meeting duly called and held on April 18, 2007, approving the Plan, is attached hereto as Exhibit C. Said resolutions remain in full force and effect as of the date hereof and have not been amended, modified, rescinded or revoked.
5. As permitted by Section 214a of the National Bank Act, the sole shareholder of the Bank has waived notice of a meeting of shareholders for the purpose of considering the Plan by publication of such notice once each week for four consecutive weeks in a newspaper of general circulation in the place where the Bank's principal office is located, and the sole shareholder has further waived notice of any such meeting by registered or certified mail.
6. A true copy of the Articles of Association approved by the sole shareholder of the Bank for the government of the Bank as a depository trust company existing under the laws of the State of New Hampshire, certified by the President of the Bank, is attached as Exhibit D.
7. The Bank has furnished additional information to the Bank Commissioner of the State of New Hampshire in support of this petition and to support a determination


of the BTCI that the Bank meets the standards as to location of office, capital structure and business experience of officers and directors for the incorporation of a state bank under the laws of the State of New Hampshire.

The Bank respectfully requests that the BTCI find that the Bank meets the standards as to location of office, capital structure and business experience of officers and directors for the incorporation of a state bank under the laws of the State of New Hampshire and authorize the conversion of the Bank from a national banking association existing under the federal laws of the United States of America to a depository trust company existing under the laws of the State of New Hampshire under the corporate title of "Ocean bank."

IN WITNESS WHEREOF, the undersigned hereby state that they are, as indicated, the President and Cashier and a majority of the entire board of directors of the Bank, and that they have signed this petition as the application signed under oath required by RSA § 389:4 as of the 25th day of April, 2007.

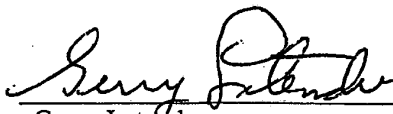


Danny H. O'Brien, President,
Chief Executive Officer and
Director

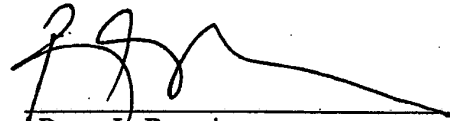


Bruce Leighton, Cashier

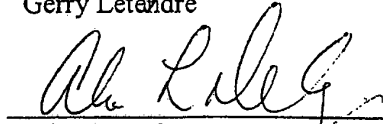
Directors:



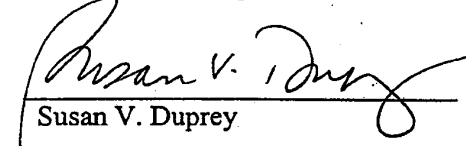
Gerry Letendre



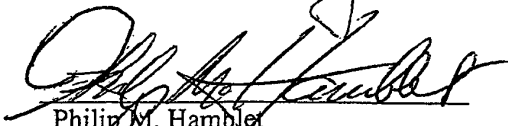
Barry J. Brensinger



Alice L. DeSouza



Susan V. Duprey



Philip M. Hamblet