

TRADEMARK ASSIGNMENT

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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	JUNE 6 2007 AMENDED AND RESTATED STOCK CHARTER OF PEOPLE'S UNITED BANK

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PEOPLE'S UNITED BANK		06/06/2007	SAVINGS BANK: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	PEOPLE'S UNITED BANK
<b>Street Address:</b>	850 MAIN ST
<b>City:</b>	BRIDGEPORT
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06604
<b>Entity Type:</b>	SAVINGS BANK: UNITED STATES

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Serial Number:	77382234	A BANK THAT REVOLVES AROUND YOU
Serial Number:	77381573	PBCT
Serial Number:	77381578	PBCT MORTGAGE
Serial Number:	77379041	A WIDER VIEW
Serial Number:	77042905	PEOPLE'S UNITED BANK
Serial Number:	77084625	PEOPLE'S UNITED
Serial Number:	77006617	PEOPLE'S UNITED
Serial Number:	77030463	PEOPLE'S UNITED FINANCIAL
Serial Number:	77084639	PEOPLE'S UNITED FINANCIAL, INC.

**CORRESPONDENCE DATA**

Fax Number: 8605275029

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

CH \$240.00 77382234

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Address Line 4: HARTFORD, CONNECTICUT 06103

ATTORNEY DOCKET NUMBER:	PUB/T06 - PUB/T14/36/US
NAME OF SUBMITTER:	NANCY KENNEDY
Signature:	/NANCY KENNEDY/
Date:	03/25/2013

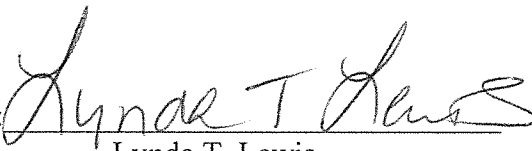
**Total Attachments: 8**

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Attached hereto is a true, complete and correct copy of the Charter of People's United Bank as amended to the date hereof.

Date: March 18, 2013

Attest:   
Lynda T. Lewis  
Assistant Secretary

[SEAL]

**AMENDED AND RESTATED STOCK CHARTER**  
**of**  
**PEOPLE'S UNITED BANK**  
**(A Federal Savings Bank)**

**ARTICLE I**  
**Name**

The name of the capital stock savings bank incorporated hereby (the "Bank") shall be "People's United Bank."

**ARTICLE II**  
**Location**

The main office of the Bank shall be located in the City of Bridgeport, Connecticut.

**ARTICLE III**  
**Duration**

The Bank shall have perpetual existence.

**ARTICLE IV**  
**Purpose and Powers**

The purpose of the Bank is to pursue any or all of the lawful objectives of a capital stock savings bank chartered pursuant to the laws of the United States, and to exercise all of the express, implied and incidental powers conferred by such laws and by all amendments or supplements to such laws, subject to all lawful and applicable rules, regulations and orders of the Office of Thrift Supervision or any other state or federal agency having the authority to supervise or regulate the Bank and the conduct of its business. Without limiting the foregoing, the Bank shall have the power to take deposits, to make loans of every type and description (whether with or without security), and generally to engage in any and all activities which constitute the business of banking.

**ARTICLE V**  
**Capital Stock**

5.1 Authorized Stock. The total number of shares of all classes of capital stock which the Bank shall have authority to issue is five hundred million (500,000,000), consisting of:

(a) Four Hundred Fifty Million (450,000,000) shares of common stock, without par value ("Common Stock"); and

(b) Fifty Million (50,000,000) shares of preferred stock, without par value ("Preferred Stock").

## 5.2 Common Stock.

(a) Except as otherwise provided by law, all capital stock voting power shall be vested exclusively in the Common Stock. A holder of Common Stock shall be entitled to one vote for each share of Common Stock owned of record by such holder on the capital stock records of the Bank.

(b) Subject to any superior rights or preferences of holders of Preferred Stock at the time outstanding, holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon any liquidation, dissolution or winding up of the affairs of the Bank, whether voluntary or involuntary, holders of Common Stock shall be entitled to receive the remaining assets of the Bank after the holders of Preferred Stock have been paid in full any sums to which they may be entitled in preference to the holders of Common Stock.

5.3 Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors, each of such series to be distinctly designated. All shares of any one series of Preferred Stock shall be identical. Shares of Preferred Stock shall not entitle the holder or holders thereof to vote, except when specifically required or permitted to vote as a class under applicable federal law or regulation. All other preferences and relative, participating, optional and other special rights of each of such series, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding; and the Board of Directors of the Bank is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, optional and other special rights, and the qualifications, limitations and restrictions, of such series including, but without limiting the generality of the foregoing, the following:

(a) The distinctive designation of and the number of shares of Preferred Stock which shall constitute such series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors;

(b) The rate and times at which, and the terms and conditions on which, dividends, if any, on Preferred Stock of such series shall be paid, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or series of the same or other classes of capital stock and whether (and the dates from which) such dividends shall be cumulative or noncumulative;

(c) The right, if any, of the holders of Preferred Stock of such series to convert the shares thereof into or exchange the same for, shares of any other class or classes or of any

series of the same or any other class or classes of capital stock of the Bank or any other corporation and the terms and conditions of such conversion or exchange;

(d) Whether or not Preferred Stock of such series shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, the shares of such series may be redeemed;

(e) The rights, if any, of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding up of the Bank; and

(f) The terms of the sinking fund or redemption or purchase account, if any, to be provided for the Preferred Stock of such series.

5.4 Vote Required. Except insofar as applicable provisions of federal law or regulation permit or require a greater percentage vote, all approvals, authorizations, ratifications and determinations of any corporate or shareholder action required by applicable law, this Charter, the Bylaws of the Bank, or an order or directive of its Board of Directors to be submitted for resolution by shareholder vote (including, but not limited to, any merger, consolidation, amendment of this Charter, sale of all or substantially all of the assets of the Bank, and dissolution of the Bank) shall be effective if authorized by the vote of, or agreed or consented to by, the holders of shares of capital stock having a majority of the voting power of all issued and outstanding shares of capital stock entitled to vote upon such approval, authorization, ratification or determination. The term "vote," as used in this Charter, shall include any vote by ballot or proxy, or otherwise and any shareholder consent, authorization, waiver or release.

5.5 Issuance. No shares of capital stock of the Bank (including shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the Bank other than as part of a general public offering or as qualifying shares to a director, unless the issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

## **ARTICLE VI** **Pre-emptive Rights**

No shareholder of the Bank shall have, by reason of his holding a share or shares of the capital stock of the Bank of any class or series of a class, now or hereafter authorized, any preemptive or preferential right to purchase or subscribe to any shares of any class of capital stock of the Bank now or hereafter to be authorized or issued, nor purchase or subscribe to any notes, debentures, bonds or other securities of the Bank (whether or not convertible into or carrying rights, options or warrants to purchase shares of any class of capital stock) now or hereafter to be authorized or issued, whether or not the issuance of such shares or other securities would adversely affect any rights or privileges of such shareholder by virtue of his

holding a share or shares of any capital stock of the Bank (or any direct or indirect interest of such shareholder in the assets, properties, business or affairs of the Bank).

## **ARTICLE VII**

### **Directors**

7.1 Board of Directors. The business and affairs of the Bank shall be managed under the direction of its Board of Directors. The number of directors of the Bank constituting the full Board of Directors shall be at least five members but no more than fifteen members, which number shall be fixed from time to time by resolution of the Board of Directors, in accordance with the Bylaws of the Bank. The Directors shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as reasonably possible, with the directors in each class to hold office until their successors, if any, are elected and qualified. At each annual meeting of the shareholders of the Bank, the successors, if any, to the class of directors whose terms expire at that meeting shall be elected to hold office for terms expiring at the later of the annual meeting of shareholders held in the third year following the year of their election or the election and qualification of the successors, if any, to such class of directors.

7.2 Nominations to Board of Directors. Nominations of candidates for election as directors may be made only by the Board of Directors or by a record owner of Common Stock. Any such holder of Common Stock, however, may nominate one or more persons for election as director at a meeting only if written notice of such holder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid to the Secretary of the Bank not later than: (a) with respect to an election to be held at an annual meeting of shareholders, one hundred twenty (120) days in advance of such meeting; and (b) with respect to an election to be held at a special meeting of shareholders for the election of directors, the close of business on the seventh day following the earlier of: (i) the date on which notice of such meeting is first given to shareholder; or (ii) the date on which a public announcement of such meeting is first made. Each such notice shall include: (1) the name and address of each shareholder of record who intends to appear in person or by proxy to make the nomination and of the person or persons to be nominated; (2) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (3) such other information regarding each nominee proposed by such shareholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission; and (4) the consent of each nominee to serve as a director of the Bank if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

7.3 Vacancy on Board of Directors. Newly created directorships resulting from any increase in the number of directors or any vacancy on the Board of Directors resulting from death, resignation, retirement, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director. Any director

elected in accordance with preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor, if any, shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

7.4 Compensation. The Board of Directors of the Bank is hereby specifically authorized to make provision for compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Bank may also serve the Bank in any other capacity and receive additional compensation therefor in any form.

## **ARTICLE VIII** **Business Combinations**

8.1 Evaluation of Business Combinations. In connection with the exercise of its judgment in determining what is in the best interests of the Bank and of the Bank's shareholders, when evaluating a Business Combination or a proposal by another person or persons acting as a group to make a Business Combination or a tender or exchange offer, the Board of Directors of the Bank shall, in addition to considering the adequacy of the amount to be paid in connection with any such transaction, consider all of the following factors and any other factors which it deems relevant: (a) the social and economic effects of the transaction on the Bank and its subsidiaries, affiliates, employees, depositors, borrowers from and other customers of the Bank, creditors, and the relevant constituencies of the communities in which the Bank and its subsidiaries and affiliates operate or are located; (b) the business and financial condition and earnings prospects (present and anticipated) of the Bank and its subsidiaries and affiliates; (c) the business and financial condition and earnings prospects of the acquiring person or group, including, but not limited to debt service and other existing financial obligations, financial obligations to be incurred in connection with the acquisition, and other foreseeable financial obligations of the acquiring person or group, and the possible effects of such conditions upon the Bank and its subsidiaries and affiliates and the relevant constituencies of the communities in which the Bank and its subsidiaries and affiliates operate or are located; and (d) the competence, experience, and integrity of the acquiring person or group and its management.

8.2 Definition. For purposes of this Article VIII, a "Business Combination" means:

(a) The sale, exchange, lease, transfer or other disposition to or with any person or group or any affiliate or associate of such person or group by the Bank or any of its subsidiaries (in a single transaction or a series of related transactions) of all or substantially all, or any substantial part, of its or their assets or businesses (including, without limitation, any securities issued by a subsidiary of the Bank);

(b) The purchase, exchange, lease or other acquisition by the Bank or any of its subsidiaries (in a single transaction or a series of related transactions) of all or substantially



all, or any substantial part, of the assets or business of any person or group or any affiliate or associate of such person or group;

(c) Any merger or consolidation of the Bank or any subsidiary thereof into or with any person or group or any affiliate or associate of such person or group, irrespective of which person or group is the surviving entity in such merger or consolidation; or

(d) The acquisition upon the issuance thereof, of beneficial ownership by any person or group of Common Stock or securities convertible into Common Stock or any voting securities or securities convertible into voting securities of any subsidiary of the Bank, or the acquisition, upon the issuance thereof, of beneficial ownership by any person or group of any rights, warrants or options to acquire any of the foregoing or any combination of the foregoing if such person or group prior to such acquisition owned, or as a result of such acquisition would own, more than five percent (5%) of the Common Stock or more than five percent (5%) of the voting securities of a subsidiary then issued and outstanding (assuming full conversion of all securities owned or to be acquired by such person or group which are or would be convertible into Common Stock or into voting securities of a subsidiary).

As used in this Charter (i) a "series of related transactions" shall be deemed to include not only a series of transactions with the same person or group, but also a series of separate transactions with any person or group or any affiliate or associate of such person or group; (ii) "affiliate," "associate," "subsidiary," and "voting securities," shall have the meanings defined in 17 CFR 230.405; (iii) "person," and "security" shall have the meaning defined in 15 U.S.C. §78c; and (iv) "beneficial ownership" shall have the meaning defined in 17 CFR 240.13d-3.

## **ARTICLE IX** **Indemnification**

9.1 The Bank shall indemnify its directors, officers, employees, agents, and all other persons eligible for indemnification by the Bank, to the fullest extent permitted or required by Section 33-770 through 33-778 (inclusive) of the Connecticut General Statutes, as the same may be amended or recodified from time to time to provide for indemnification on an equivalent or expanded (but not more limited) basis, and as provided by the Bylaws of the Bank.

9.2 No director of the Bank shall be personally liable to the Bank or its stockholders for monetary damages for breach of duty as a director in any amount in excess of the compensation received by the director for serving the Bank in that capacity during the year such violation occurred, unless such breach (1) involves a knowing and culpable violation of law by the director, (2) enables the director or an associate of such director, (as defined in subdivision (2) of Section 33-840 of the Connecticut General Statutes, as the same may be amended or recodified from time to time), to receive an improper personal economic gain, (3) shows a lack of good faith and a conscious disregard for the duty of the director to the Bank under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Bank, (4) constitutes a sustained and unexcused

pattern of inattention that amounted to an abdication of the director's duty to the Bank, or (5) creates liability under Section 36a-58 of the Connecticut General Statutes, as the same may be amended or recodified from time to time. Any repeal or modification of this Article 9.2 by the stockholders of the Bank shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Bank existing at the time of such repeal or modification.

**ARTICLE X**  
**Amendment**

Consistent with applicable laws and regulations, this Charter may be amended upon (i) the approval of a majority of the Bank's Board of Directors; (ii) the approval of a majority of the holders of the issued and outstanding common stock of the Bank; and (iii) the approval or pre-approval of the Office of Thrift Supervision.

**ARTICLE XI**  
**Liquidation Account**

Under Office of Thrift Supervision regulations, the Bank must establish and maintain a liquidation account for the benefits of its savings account holders as of June 30, 2005, and December 31, 2006. If the Bank undergoes a complete liquidation, it must comply with OTS regulations with respect to the amount and priorities on liquidation of each of the savings account holder's interests in the liquidation account. A savings account holder's interest in the liquidation account does not entitle the savings account holder to any voting rights.