

MAINE BUREAU OF FINANCIAL INSTITUTIONS  
ORDER APPROVING APPLICATION OF PEOPLE'S UNITED FINANCIAL, INC.,  
BRIDGEPORT, CONNECTICUT TO ACQUIRE CHITTENDEN CORPORATION,  
BURLINGTON, VERMONT

**People's United Financial, Inc.**, Bridgeport, Connecticut ("People's United") applied to the Superintendent of the Maine Bureau of Financial Institutions ("the Superintendent"), pursuant to 9-B M.R.S.A. Chapter 101, to acquire 100% of the stock of **Chittenden Corporation**, Burlington, Vermont ("Chittenden ") and thereby acquire its wholly-owned subsidiaries, which include **Maine Bank & Trust Company**, Portland, Maine ("MB&T"), **Merrill Merchants Bank**, Bangor, Maine ("MMB") and **Ocean Bank**, Portsmouth, New Hampshire ("OB").

The application was accepted for processing on August 14, 2007. Public notice, as required by Title 9-B M.R.S.A. §252(2)(B), was provided by publication, posting on the Bureau's website and e-mail to interested parties affording them an opportunity to either submit written comments or request a hearing. The Bureau received no comments during the public comment period ending September 17, 2007.

A Principal Bank Examiner of the Maine Bureau of Financial Institutions conducted an investigation of this transaction. The scope of the review was limited to the impact of the acquisition of Chittenden within the State of Maine. The acquisition of Chittenden is also subject to the approval by the Office of Thrift Supervision ("OTS"). All evidence and pertinent material considered by the Examiner was also considered by the Superintendent in reaching his decision.

People's United is a diversified financial services company providing consumer and commercial banking services, in addition to insurance, trust and financial advisory services. Its principal subsidiary, People's United Bank, operates 160 branches and more than 240 ATMs throughout Connecticut. As of June 30, 2007, People's United had total deposits of \$9.2 billion.

Chittenden is a registered bank holding company offering a broad range of financial products and services to individuals, businesses and the public sector. As of Jun-30-07, Chittenden, operating through six wholly-owned subsidiary banks, had total deposits of \$5.7 billion and 133 branches in New England. MB&T has total deposits of \$ 306 million and operates 12 offices in southern Maine; MMB has total deposits of \$360 million and operates 11 offices in the greater Bangor area; OB operates seven offices in York County, Maine, holding deposits of approximately \$219 million.

Simultaneous with the merger of Chittenden into People's United, each of Chittenden's subsidiary banks will, through merger with interim federally-chartered savings banks of People's United Bank, become a federally chartered savings bank (regulated by the OTS) that is a wholly-owned subsidiary of People's United Bank.

People's United does not operate any banking offices in Maine therefore the Bureau concludes that consummation of this transaction would not have a significantly adverse effect on competition in Maine.

The financial and managerial resources of People's United and Chittenden are satisfactory and the future prospects of both companies, individually and combined, are considered satisfactory. MB&T, MMB and OB should benefit from a stronger, larger and more diverse parent and increased efficiencies produced by operating synergies and economies of scale. There will be no significant changes in the services and products offered by MB&T, MMB or OB, each of which will continue to operate as a separate institution under existing management.

The terms and conditions of the transaction appear equitable to all parties. The proposed merger should contribute to the strength of People's United, Maine Bank & Trust Company, Merrill Merchants Bank, Ocean Bank and to the banking needs of Maine. Therefore, the application of People's United Financial, Inc. to acquire Chittenden Corporation is approved, subject to the parties entering into an agreement with the Superintendent as required by Title 9-B M.R.S.A. §1013(3)(A). The transaction shall be completed within one year of the effective date of this Order, unless the Superintendent grants a written extension.

Any person aggrieved by this Order shall be entitled to a judicial review of the Order in accordance with the Maine Administrative Procedure Act, Title 5, Chapter 375, subchapter VII.

By order of the Superintendent, effective October 26, 2007.

/s/ Lloyd P. LaFountain III  
Superintendent  
Gardiner, Maine  
September 26, 2007