



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

October 29, 2012

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

United Bank
Charter Number **717967**

95 Elm Street
West Springfield, MA 01089

Office of the Comptroller of the Currency

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NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, and should not be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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Overall CRA Rating

Institution’s CRA Rating: This institution is rated **Satisfactory**.

The following table indicates the performance level of United Bank with respect to the Lending, Investment, and Service Tests:

Performance Levels	(Name of Depository Institution) Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding		X	
High Satisfactory	X		X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

* The lending test is weighted more heavily than the investment and service tests when arriving at an overall rating.

The major factors that support this rating include:

- The bank's lending activity is good;
- A substantial majority of home mortgage loans and small loans to businesses were made within the bank's assessment areas (AAs);
- The borrower distribution of home mortgage loans by income level of the geography is adequate and distribution of small loans to businesses is excellent;
- The borrower distribution of home mortgage loans by income level of the borrower is good and distribution of small loans to businesses is excellent;
- Community development lending has a positive impact on the Lending Test;
- The bank has an excellent level of community development investments and is responsive to identified credit needs; and,
- The bank provides a high level of community development services.

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation, including the CRA tables. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

Affiliate: Any company that controls, is controlled by, or is under common control with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Aggregate Lending: The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Census Tract (CT): A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community Development: Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies.

Effective September 1, 2005, the Board of Governors of the Federal Reserve System, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have adopted the following additional language as part of the revitalize or stabilize definition of community development. Activities that revitalize or stabilize-

- (i) Low- or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
 - a. Rates of poverty, unemployment, and population loss; or
 - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

Community Reinvestment Act (CRA): the statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

Consumer Loan(s): A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male householder and no wife present) or 'female householder' (a family with a female householder and no husband present).

Full Review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include additional data on loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

Home Mortgage Loans: Such loans include home purchase, home improvement and refinancings, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

Household: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

Limited Review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

Low-Income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of a geography.

Market Share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Median Family Income (MFI): The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

Metropolitan Area (MA): Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget and any other area designated as such by the appropriate federal financial supervisory agency.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Metropolitan Statistical Area that contains a population of at least 2.5 million. A Metropolitan Division consists of one or more counties that represent an employment center or centers, plus adjacent counties associated with the main county or counties through commuting ties.

Metropolitan Statistical Area: An area, defined by the Office of Management and Budget, as having at least one urbanized area that has a population of at least 50,000. The Metropolitan Statistical Area comprises the central county or counties, plus adjacent outlying counties having a high degree of social and economic integration with the central county as measured through commuting.

Middle-Income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of a geography

Moderate-Income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of a geography.

Multifamily: Refers to a residential structure that contains five or more units.

Other Products: Includes any unreported optional category of loans for which the institution collects and maintains data for consideration during a CRA examination. Examples of such activity include consumer loans and other loan data an institution may provide concerning its lending performance.

Owner-Occupied Units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified Investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Rated Area: A rated area is a state or multi-state metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multi-state metropolitan area, the institution will receive a rating for the multi-state metropolitan area.

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

Small Loan(s) to Farm(s): A loan included in 'loans to small farms' as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$500,000 or less and are either secured by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

Tier One Capital: The total of common shareholders' equity, perpetual preferred shareholders' equity with non-cumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

Upper-Income: Individual income that is at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

Description of Institution

United Bank, headquartered in West Springfield, Massachusetts, is an intrastate federally chartered savings bank. As of June 30, 2012, the bank had total assets of \$1.6 billion. United Bank is a wholly-owned subsidiary of United Financial Bancorp, Inc., a financial service holding company with total assets of \$1.7 billion as of June 30, 2012. United Financial Bancorp, Inc. is traded on the NASDAQ Global Select Market under the symbol UBNK.

United Bank has 22 full-services branches and two express or drive-up only branches within the Massachusetts Counties of Hampden, Hampshire, and Worcester. Hampden and Hampshire counties are located in the Springfield, MA Metropolitan Statistical Area (MSA). Worcester County is located in the Worcester, MA MSA. Growth through acquisitions continues to be a strategic initiative for the institution. During the evaluation period, United Financial Bancorp, Inc. acquired CNB Financial Corp, the holding company of Commonwealth National Bank. The acquisition added six additional branches to United Bank extending its presence into Worcester County. No branches were closed during the evaluation period. Please refer to Appendices A and B for a detailed description of the bank's assessment areas (AAs).

The bank offers a wide range of traditional loan and deposit products at each of its branch locations. The bank's website, www.bankatunited.com, provides a detailed listing and description of deposit and loan services. Online and telephone banking services are also offered to both personal and business customers.

In 2005, the bank established and funded the United Bank Foundation which serves as a funding source for communities in the AAs. The foundation supports four primary areas including: education, health and human services, youth programs, and cultural programs. A review of the foundation's qualifying donations made during the evaluation period will be assessed under the Investment Test.

As of June 30, 2012, total deposits were approximately \$1.3 billion and tier one capital was \$185 million. The loan portfolio totaled \$1.2 billion as of the same date. Commercial lending remains a strategic focus of the bank. The following table provides a summary of the loan mix:

Loan Portfolio Summary by Loan Product June 30, 2012	
Loan Category	% of Gross Loans and Leases
1-4 Family Residential Mortgage – Closed End	35%
Home Equity	10%
Commercial & Industrial	13%
Commercial Real Estate	38%
Construction and Development	3%
Consumer	1%

Source: FDIC Call Report

There are no legal, financial, or other factors impeding the bank's ability to help meet the credit needs in its AAs.

The last CRA examination was dated October 13, 2009, and used intermediate small bank procedures. United Bank received a "Satisfactory" rating.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for the Lending Test, with the exception of Community Development Loans, is January 1, 2010 through December 31, 2011. Our conclusions for the bank's lending performance are based on residential mortgage loans consisting of home purchase, refinance, and home improvement loans as reported on the bank's HMDA Loan Application Register. We also reviewed reportable loans to businesses. The evaluation period for community development loans and the investment and service tests is October 13, 2009 through October 29, 2012.

The bank originated a very low volume of multifamily loans during the evaluation period; therefore, an analysis of these loans is not meaningful. There were no agricultural loans originated or purchased during the evaluation period; therefore, an analysis was not performed. Consumer loans were not evaluated as they do not constitute a substantial majority of the bank's business.

Data Integrity

Prior to this examination, we reviewed the accuracy of HMDA and small loans to businesses made in the evaluation period. Based on a sample of each loan type, we found the data to be accurate and deemed it reliable for this CRA evaluation. Community development loans, investments, and services submitted by bank management were verified to ensure they met the regulatory definition of community development.

Selection of Areas for Full-Scope Review

United Bank has two assessment areas and they meet the technical and regulatory requirements as defined by the regulation. The Springfield, MA MSA received a full-scope review and contains Hampden and Hampshire counties. This AA contains 16 full-service branches, one-drive up only branch, and one limited service branch. This AA holds 85% of the bank's deposits and 88% of the loans based on number.

The remaining AA, the Worcester, MA MSA, received a limited-scope review. The Worcester, MA MSA AA contains a portion of the towns/cities of Worcester County. This AA contains six branches, holds 15% of the deposit share, and 12% of the bank's loans. The Worcester, MA MSA AA became part of United Bank's market area due to the merger activity in late 2009.

Please refer to Appendix A for more information on the scope of the examination and Appendix B for further information regarding the market profiles of the full-scope assessment areas.

Ratings

The bank's overall rating is based on those areas that received full-scope reviews. The Lending Test was more heavily weighted than the Investment Test or the Service Test. For the Lending Test, home mortgage products received more weight than small loans to businesses. During the evaluation period, 62% of total loans originated and purchased were home mortgage loans with small loans to businesses accounting for 38%. In addition, home refinance loans received more weight when evaluating home mortgage products as they accounted for 68% of the bank's home mortgage loans during the evaluation period.

Other

We contacted a community organization in the full-scope AA whose purpose is to administer a charitable endowment that supports non-profit organizations that serve the bank's AA. The contact stated that the Western Massachusetts economy is generally weaker when compared to other parts of the state given higher unemployment rates and low/minimal access to higher education. The contact identified financial literacy, foreclosure prevention assistance, and basic services for LMI as needs in the community. Disaster relief was an additional need identified by the community contact as the area was impacted by a tornado in 2011. There are opportunities for community development lending, investments, and services particularly related to the rebuilding efforts in the AA. The contact indicated that non-profit organizations have been directly contacting financial institutions for grants and services. The community contact further indicated that local financial institutions, including United Bank, have been supportive in providing donations and services particularly to the rebuilding efforts of the area.

We reviewed two other recent community contacts made in the full-scope AA. The first community contact is an affordable housing organization that provides affordable housing opportunities, emergency and homeless shelters, first-time homebuyer, and foreclosure prevention programs. The contact indicated that unemployment, poverty and economic distress, and distress from the 2011 tornado continue to affect the area. A primary need identified by the contact was revitalization in the AA in order to attract economic development to the area. The community contact stated that local institutions have been supportive by providing financial and technical assistance to their organization.

The second community contact reviewed was a Community Development Financial Institution (CDFI). The organization works to create economic opportunities in Western Massachusetts. This CDFI's efforts are focused on job retention, job creation, and neighborhood revitalization. The contact indicated that the economy in Western Massachusetts is growing at a slower rate when compared to the rest of the state. The western Massachusetts economy has been impacted by detrimental weather events which have further challenged the economy. The contact indicated that community needs include workforce development, technical assistance for minority-owned businesses, and revitalization efforts to help attract new business to the area. The contact stated that local institutions have generally been supportive by providing some level of financial support to the CDFI.

Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. 195.28(c), in determining a Federal Savings Association's (FSA) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the FSA, or in any assessment area by an affiliate whose loans have been

considered as part of the FSA's lending performance. We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test is rated "High Satisfactory." Based on a full-scope review, United Bank's performance in the Springfield, MA MSA AA is good.

Lending Activity

Refer to Table 1 Lending Volume appendix C for the facts and data used to evaluate the bank's lending activity.

Lending activity in the Springfield, MA MSA AA is good. The bank's lending patterns are reflective of the credit needs of the community when considering the level of competition from large local lenders. During the evaluation period, 88% of the bank's loan originations were made in this AA. The loan-to-deposit ratio serves as an additional indicator of lending levels. During the evaluation period, the net loan-to-deposit ratio averaged 95%. United Bank's loan-to-deposit ratio exceeded the bank's peer group average of 86% over the same time period.

HMDA loans comprised 62% of all lending in the AA. Home refinance, purchase, and home improvement represented 68%, 17%, and 15%, respectively, of all home mortgages originated in the AA. The volume of multifamily loans made by the bank was not significant. Therefore, an analysis of these loans is not meaningful.

The 2010 HMDA Peer Mortgage Data indicates United Bank ranked 17th out of 300 mortgage lenders with market share of 1.9%. Based on the same 2010 market share data, United Bank ranked 29th out of 187 lenders with market share of 1.2% for home purchase and 19th out of 269 lenders with a market share of 2% for refinance loans. The bank ranked 7th out of 85 lenders with a market share of 4% for home improvement loans. United Bank's performance is good considering the strong competition from larger, nationwide banks. The top ten financial institutions have a combined market share of approximately 40%.

Small loans to businesses comprise 38% of all lending in the Springfield, MA MSA AA. Based on 2010 Peer Small Business Data, United Bank ranked 9th out of 55 lenders with a market share of 4%. The bank's performance is considered good given the significant competition from large nationwide lenders. The top three institutions, all nationwide lenders, have a combined market share of 51%.

United Bank has 18 branches and 85% of the deposits in this AA. As of June 30, 2012, United Bank ranked fourth with 9% deposit market share within the counties of Hampshire and Hampden that comprise the Springfield, MA MSA AA.

Distribution of Loans by Income Level of the Geography

The geographic distribution of home mortgage loans in the AA is adequate and the geographic distribution of small loans to businesses is excellent.

Our analysis took into consideration the high poverty level as well as the low percentage of owner occupied housing units in low-income geographies. We also considered the strong competition from large, nationwide financial institutions operating in the Springfield, MA MSA AA.

Home Mortgage Loans

Refer to Tables 2a, 3a, 4a, and 5a in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

Home Purchase Loans

United Bank's geographic distribution of home purchase loans is excellent. The percentage of home purchase loans made in low-income geographies exceeds the percentage of aggregate peer home purchase lending in low-income geographies. The percentage of home purchase loans made in low-income geographies also exceeds the percentage of owner occupied housing units in low-income tracts.

The bank's percentage of home purchase loans made in moderate-income geographies is near to the percentage of peer aggregate home purchase lending in moderate-income tracts. United Bank's percentage of home purchase loans made in moderate-income geographies is also near to the percentage of owner occupied housing units in moderate-income tracts.

Home Improvement Loans

The geographic distribution of home improvement loans is adequate. No home improvement loans were made in the low-income geographies. However, the bank's opportunity to make home improvement loans in low-income tracts is limited given the very low percent of owner occupied housing in low-income tracts in the AA. The percentage of aggregate home improvement lending in low-income geographies was also low at 1%.

The percentage of home improvement loans made in moderate income-geographies is lower than the percentage of aggregate lending in the tract. The percentage of home improvement loans made in moderate-income geographies is also lower than the percentage of owner occupied units located in moderate-income tracts. The bank's performance is considered adequate given the level of competition from local financial institutions as the top three lenders in the AA have a combined market share for home improvement loans of 31%. United Bank ranks seventh out of 85 lenders with a market share of 4%.

Home Refinance Loans

The geographic distribution of home refinance loans is adequate. The percentage of home refinance loans made in low-income geographies is near to the percentage of aggregate peer refinance lending in low-income geographies. The bank's percentage of home refinance loans made in low-income geographies is lower than the percentage of owner occupied units located in low-income tracts. However, the bank's opportunity to make refinance loans in low-income tracts is limited given the percent of owner occupied housing units located in low-income tracts in the AA is low at 3%.

The percentage of home refinance loans made in moderate-income geographies is lower than both the percentage of aggregate peer refinance lending in moderate-income geographies and the percentage of owner occupied housing units in moderate-income geographies. The bank's performance is adequate given lending opportunities to LMI individuals are limited due to high poverty levels in the AA. The Springfield, MA MSA poverty level is high at 13%. Furthermore, the poverty level in Hampden County, which contains 90% of the bank's moderate-income tracts in the AA, is very high at 17%.

Small Loans to Businesses

Refer to Table 6a in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The bank's geographic distribution of small loans to businesses is excellent. The percentage of small loans to businesses in low-income geographies exceeds both the percentage of aggregate peer lending in low-income tracts and the percentage of businesses located in low-income geographies. United Bank's percentage of small loans to businesses in moderate-income geographies also exceeds the percentage of aggregate peer lending in moderate-income tracts. The bank's percentage of small loans to businesses in moderate-income geographies is near to the percentage of businesses located in moderate-income tracts.

Lending Gap Analysis

Our review of the geographic distribution of loans did not detect any conspicuous or unexplained gaps in United Bank's lending patterns.

Inside/Outside Ratio

The analysis of the bank's lending within its AA was performed at the bank level as opposed to the individual AA levels. United Bank originates and purchases a substantial majority of loans in their combined AAs. During the evaluation period, 90% of the number and 82% of the dollar amount of total home mortgage and small loans to businesses were in the bank's AAs. For all home mortgage products, 90% of the number and 82% of the dollar amount were within the bank's AAs. For small loans to businesses, 88% of the number and 83% of the dollar amount were within the AAs. This performance contributes positively to the Lending Test.

Distribution of Loans by Income Level of the Borrower

The distribution of home loans reflects good penetration among borrowers of different income levels. The distribution of loans to businesses reflects excellent penetration among businesses of different sizes.

Home Mortgage Loans

Refer to Tables 8a, 9a, and 10a in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The distribution of home mortgage loans by income level of the borrower is good. Our home mortgage analysis took into consideration demographic factors, including the high poverty level within the AA. We also considered the significant market competition. United Bank ranks 17th out of 300 home mortgage lenders with a market share of less than 2%.

Home Purchase Loans

Borrower distribution for home purchase loans is adequate. The percentage of home purchase loans to low-income borrowers is near to the percentage of aggregate peer lending to low-income borrowers in the AA. However, the percentage of home purchase loans to low-income borrowers is significantly lower than the percentage of low-income families in this AA. The percentage of home purchase loans to moderate-income borrowers is significantly lower than aggregate peer lending levels. However, the percentage of home purchase loans to moderate-income borrowers exceeds the percentage of moderate-income families in the AA.

The bank's lending opportunities are limited due to the high level of households that are below the poverty level in the AA. Demographic factors indicate that 13% of households in the Springfield, MA MSA AA are below the poverty level and likely would not qualify for a home mortgage loan. Mortgage lending opportunities are further limited in Hampden County, which comprises a majority of the AA, due to a high poverty level of 17%. A community contact located within the AA indicated that poverty and economic distress as well as high unemployment remain key issues within the AA.

Market competition for home mortgage loans is strong. The 2010 peer mortgage data indicates that the top five lenders, all large nationwide financial institutions, dominated the market with 25% of the market share for mortgage loans. Specific to home purchase loans, United Bank ranked 29th out of 187 lenders with a market share of 1%. The bank's performance is considered adequate given limited lending opportunities due to a high poverty level coupled with a strong level of competition.

Home Improvement Loans

Borrower distribution for home improvement loans is good. The percentage of home improvement loans to low-income borrowers is somewhat lower than both the percentage of aggregate peer lending and the percentage of low-income families in the AA. The percentage of home improvement loans to moderate-income borrowers is near to the percentage of aggregate peer lending level. In addition, the percentage of home improvement loans to moderate-income borrowers exceeds the percentage of moderate-income families in the AA. The bank's performance is considered good given high poverty levels within the AA and the

notable market competition. For home improvement loans, United Bank ranks seventh out of 85 lenders with a market share of 4%.

Home Refinance Loans

Borrower distribution for home refinance loans is good. The percentage of home refinance loans to low-income borrowers is near to the percentage of aggregate peer lending levels. The percentage of home refinance loans to low-income borrowers is lower than the percentage of low-income families located in the AA. The percentage of refinance loans to moderate-income borrowers is near to both the percentage of aggregate peer lending and the percentage of moderate-income families in the AA. The bank's performance is considered good given heavy market competition for refinance loans. Peer market data indicates United Bank ranks 19th out of 269 lenders with a market share of only 2%. Home mortgage lending opportunities are further limited by the high level of households, 13%, that are below the poverty line in the Springfield, MA MSA AA.

Small Loans to Businesses

Refer to Table 11a in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

The distribution of the bank's small loans to businesses is excellent. The bank's lending to small businesses exceeds the percentage of small businesses in the Springfield, MA MSA AA. Small loans to small businesses (businesses with revenues of \$1 million or less) represent 78% of all small loans to businesses originated by United Bank compared to 68% of the businesses within the AA. The distribution by size of the loans shows that a majority percentage of the loan originations are for \$100,000 or less. The bank's performance is noteworthy given the significant market competition. While United Bank ranks 9th out of 55 lenders with a 4% market share, the market is primarily dominated by nationwide institutions. The top three institutions have a combined market share of 51% and the top five lenders have a combined market share of 65%.

Community Development Lending

Refer to Table 1 Lending Volume in Appendix C for the facts and data used to evaluate the bank's level of community development lending. This table includes all community development (CD) loans, including multifamily loans that also qualify as CD loans.

Community development lending is good and has a positive impact on the Lending Test. The bank originated nine loans totaling \$1.1 million during the evaluation period that qualified as CD loans. This represents 0.6% of tier one capital. The CD loans made were used to finance organizations that provide services targeted to LMI individuals or organizations that promote economic development and revitalization in LMI geographies.

- A \$50 thousand line of credit to finance working capital needs for a non-profit organization that provides education, training, counseling, and shelter to homeless veterans. The organization is located in and predominately serves low-income veterans.

- Three loans totaling \$405 thousand to provide financing to a non-profit charter school located in and serving primarily low- and moderate-income youth. The school offers tuition free academic and youth leadership development programs.
- A \$438 thousand line of credit to a non-profit business development corporation, an affiliate of an Economic Development Corporation located in Massachusetts. Loan proceeds were used to finance a Brownfield redevelopment project to spur local and regional economic activity, create jobs, and remediate environmental hazards. The project is located in a moderate-income geography within the bank's AA.
- A \$65 thousand line of credit to a non-profit organization whose purpose is to develop small business enterprises, promote job growth, and train youth interested in the construction industry. Loan proceeds were used towards the purchase and renovation of an office building located in a low-income geography in an effort to attract and retain local businesses.
- A \$24 thousand term loan to finance a vehicle for a non-profit organization that provides education, childcare, and transportation to LMI youth. The organization operates four centers, all located in low-income geographies. Programs serve the most vulnerable children in the area, including victims of abuse, neglect, and long-term homelessness.
- Two loans totaling \$150 thousand to finance working capital needs of a non-profit organization that provides youth programs, workforce development, and health and human services. Over 85% of the youth that the organization serves are LMI individuals.

Community development lending in the limited-scope review of the Worcester, MA MSA AA is weaker than CD lending in the full-scope review AA. The bank's performance is weaker than the overall performance because the dollar and number of loans was minimal. The Worcester, MA MSA was not part of the bank's assessment area until November 2009 when it acquired Commonwealth National Bank. The bank did not previously have the presence in this AA to reach anti-poverty and community development organizations.

Product Innovation and Flexibility

Flexible loan programs have a positive impact on lending performance. The bank offers standard loan products and uses some flexible/specialized loan practices in order to meet the credit needs of the assessment area. These programs promote first-time homebuyers, lending to LMI individuals, and small businesses. United Bank has offered first-time homebuyer programs in conjunction with Massachusetts Housing Financing Agency (MHFA). United Bank also participates in several government loan programs including the Small Business Administration (SBA), the Veterans Administration (VA), and the Federal Housing Authority (FHA). During the evaluation period the bank originated 41 FHA loans totaling \$7.4 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Lending Test in the Worcester, MA MSA AA is not inconsistent with the bank's overall "High Satisfactory" performance under the Lending Test. Refer to Tables 1 through 12 in Appendix C for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test is rated "Outstanding." United Bank has an excellent level of qualified investments and donations in the Springfield, MA MSA AA. The bank exhibits excellent responsiveness to credit and community economic development needs.

Refer to Table 14 in Appendix C for the facts and data used to evaluate the bank's level of qualified investments.

Qualified investments and donations total \$24.8 million or 13% of tier 1 capital. During the prior evaluation period, the bank invested in five mortgage-backed securities which provided \$1.1 million in low- and moderate-income (LMI) mortgages in United Bank's AA.

During the current evaluation period, the bank made \$23.6 million in qualified investments in the Springfield, MA MSA AA. Highlights of these investments include:

- A \$1.8 million investment in new market tax credit for the development of a new science center to promote economic development and job growth within an LMI neighborhood in the bank's AA. The fund, organized by the state housing investment corporation, allocated \$3.5 million in new market tax credits, with United Bank purchasing a little over half.
- A \$17.8 million investment in a Recovery Zone Facility Bond issued by Mass Development. The bond guidelines require funded projects to promote economic development and support the creation or retention of full-time jobs. The bond is tax exempt and funds were used to finance the construction of a medical building located in a designated recovery zone and a low-income geography in the AA.
- An investment in seven mortgage backed securities which provided \$4 million in LMI mortgages in United Bank's AA.

During the current evaluation period, United Bank and the United Charitable Foundation made 55 donations for a total of \$97 thousand to 22 different organizations that provide affordable housing and community services to low- and moderate-income individuals in the AA. While the actual level of donations made was higher, these donations met the definition of community development.

In evaluating the bank's performance under the Investment Test, we considered CD needs in the AA. Based on a review of community contacts, revitalization of the Springfield area and

workforce development are primary needs. The bank's investments are responsive to these identified needs.

Conclusions for Area Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Investment Test in the Worcester, MA MSA AA is weaker than the bank's overall "Outstanding" performance under the Investment Test. The bank's performance is weaker as the number and dollar amount of investments and donations were minimal. No investments were made during the evaluation period, only qualifying donations. The Worcester, MA MSA AA was not part of the bank's assessment area until the acquisition of Commonwealth National bank in November 2009. As such, there have been limited opportunities for investments in this AA as the bank did not have a strong presence with community development organizations in the area. However, during the current evaluation period, the bank made a \$2 million investment, of which \$225 thousand has been funded, in a statewide housing fund that invests in affordable housing receiving low-income housing tax credits. While no specific projects have yet been funded in the bank's AA, there is the potential that the investment could benefit the Worcester, MA MSA AA and/or Springfield, MA MSA AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated "High Satisfactory." Based on a full scope review, United Bank's performance in the Springfield, MA MSA AA is good.

Retail Banking Services

Refer to Table 15 in Appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Accessibility to the bank's delivery systems in the AA is good. United Bank's delivery systems are accessible to geographies and individuals of different income levels throughout the AA. The bank has 16 full-service branches in this AA. In addition to the full-service branches, the bank operates a limited service branch and a drive-up only branch in the AA. United Bank has one branch located in a low-income geography and three branches located in moderate-income geographies. The remaining 14 branches, including the limited service and drive-up facility, are located in middle-or upper-income geographies within the AA. Approximately six of the bank's branches in middle-income geographies are in close proximity to moderate-income geographies in this AA. The bank did not open or close any branches in the AA during the evaluation period.

Banking hours and services do not vary in a way that inconveniences certain portions of the AA. Hours and services are provided Monday through Friday at all branches with extended evening hours on Thursday or Friday. All branches, with the exception of one, offer Saturday hours. A large majority of the branches have drive-up facilities. There is a 24-hour automated teller machine (ATM) at each of the bank's 18 branches. In addition, the bank has a standalone ATM located in a low-income geography.

Each of the bank's full-service branches offers a full range of traditional deposit and loan products. The bank's deposit products include personal and business checking accounts that require no monthly fee. All branches also provide cashing of U.S. government checks. United Bank offers a variety of loan products including first-time homebuyer lending programs. The bank also participates in Small Business Administration (SBA) lending programs.

Other alternative delivery systems include a telephone banking system from which automated account information is available. The bank also provides 24-hour free online banking and online bill pay services for both personal and business accounts. In addition, the bank offers account access through a mobile banking program. We could not place significant weight on the alternative delivery systems when drawing conclusions as the bank could not provide data on the impact of these services to low- or moderate-income individuals.

Community Development Services

United Bank provides a high level of community development (CD) services. The bank is responsive to the needs of the community. Bank management and employees have provided services to 13 different qualified community development organizations or programs.

Highlights of CD service activities in the full-scope Springfield, MA MSA AA during the evaluation period include:

- A senior bank officer provides financial and technical expertise to four organizations. The first organization's mission is to stimulate economic growth and revitalization within a city that serves predominately LMI individuals. The bank officer serves as Board treasurer for the organization. The bank officer also serves as a board member for an affordable housing organization. The bank officer is a board member and member of the finance committee for a non-profit organization that oversees workforce development initiatives primarily for low-income adults. In addition, this bank officer serves as a board member and on the finance committee of a non-profit organization that provides human services for LMI individuals.
- A senior bank officer serves as a board member to a non-profit organization that promotes economic development by assisting area businesses to expand and relocate. The organization is located in and serves an LMI area.
- A bank employee serves on two affordable housing organizations. Both organizations are focused on affordable housing within the AA and providing technical assistance to non-profits to facilitate the development of affordable housing. The employee serves as a board member and treasurer for one of the organizations and treasurer for the second organization.
- Two bank employees serve as board members and assist with fundraising for a non-profit organization that provides assistance to low-income women trying to enter the workforce.

- Two bank employees are a board member or member of the advisory committee of two non-profit organizations dedicated to providing affordable housing opportunities to LMI individuals.
- Another employee assists in raising funds for a non-profit organization that provides shelter, services, and housing for the homeless. The organization operates 110 low-income housing units.
- An employee serves on the board of an organization that promotes economic development by providing free services, including counseling and training, to small businesses.
- A bank employee serves as a board member of a local community service agency that provides youth programs, tax counseling, and home and credit counseling to low- and moderate-income individuals.
- Another employee serves on the fundraising committee of a non-profit organization that provides free shelter, counseling, and education to women and children affected by domestic violence.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Service Test in the Worcester, MA MSA AA is not inconsistent with the bank's overall "High Satisfactory" performance under the Service Test. Refer to Table 15 in appendix C for the facts and data that support these conclusions.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and nonmetropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

Time Period Reviewed	Lending Test (excludes CD Loans): (01/01/2010 to 12/31/2011) Investment and Service Tests and CD Loans: (10/13/2009 to 10/29/2012)	
Financial Institution	Products Reviewed	
United Bank, West Springfield, MA	Home Mortgage Loans (includes home purchase, home improvement, and home mortgage refinance loans) reported on the HMDA Loan Application Register, as well as small loans to businesses as reported on the CRA Loan Register. Community development loans, investments, and services.	
Affiliate(s)	Affiliate Relationship	Products Reviewed
United Charitable Foundation		Community Development Donations
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Springfield, MA MSA (includes Hampden and Hampshire counties)	Full-Scope	See Market Profile in Appendix B.
Worcester, MA MSA (includes portions of Worcester County)	Limited-Scope	

Appendix B: Market Profiles for Full-Scope Areas

Springfield, MA MSA AA

Demographic Information for Full-Scope Area: Springfield, MA MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	124	13.71	16.13	43.55	25.81	0.81
Population by Geography	608,479	9.42	17.94	46.94	25.70	0.00
Owner-Occupied Housing by Geography	144,891	2.61	11.22	54.68	31.49	0.00
Businesses by Geography	49,624	11.05	14.91	45.70	28.34	0.00
Farms by Geography	1,169	1.28	6.93	53.29	38.49	0.00
Family Distribution by Income Level	150,449	21.81	17.13	21.95	39.11	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	58,586	16.89	23.49	45.23	14.39	0.00
Median Family Income	= \$51,150					
HUD Adjusted Median Family Income for 2011	= \$69,300					
Households Below the Poverty Level	= 13%					
			Median Housing Value**	= \$208,145		
			Unemployment Rate***	= 7.8%		

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 U.S. Census, and 2011 HUD updated MFI.

(**) Data from Zillow.com

(***) Data from U.S. Bureau of Labor Statistics Unemployment Rates for Metropolitan Areas as of August 2012 (not seasonally adjusted) for Springfield, MA Metropolitan area.

United Bank's operations, within the Springfield, MA MSA AA, are in the county of Hampshire and Hampden, where the bank's headquarters is located. This AA contains 18 branches, 19 ATMs, and 85% of the bank's total deposits. The AA is comprised of 124 census tracts. There are 17 low-income tracts (14%), 20 moderate-income tracts (16%), 54 middle-income tracts (43%), and 32 upper-income tracts (26%). There is one tract in the AA in which the geography has not been assigned an income classification. The 2000 U.S. Census Data indicates that 39% of the families in the AA are considered low- or moderate-income. Bank management and community contacts indicated that poverty and economic distress remain a key concern in the Springfield area. Approximately 13% of the households are below the poverty level. Furthermore, 17% of the households in Hampden County, which contains the majority of the bank's census tracts in the AA, are below the poverty line.

Economic indicators reveal that the Springfield economy remains significantly weaker than the remainder of the state of Massachusetts. Competition from nearby cities contributes to the weaker economic growth in the AA. Based on data from the U.S. Bureau of Labor Statistics, as of August 2012, the unemployment rate for the state of Massachusetts (not seasonally adjusted) was 6.4% compared to the national rate of 8.2%. The unemployment rate for the Springfield, MA metropolitan area was 7.8%. While the unemployment rate in the Springfield, MA MSA trended below national levels, the unemployment rate in the AA was more than a

percentage point above the state level. Furthermore, the unemployment rate in Hampden County trended above both national and state levels at 8.3% in August 2012. The high unemployment rate in the AA is due to the lack of high-tech industries in the area. Due to the absence of high-tech employers, economic indicators reveal that there has been a departure of skilled workforce from the area. Major employers in the area include: Baystate Health, Big Y Supermarkets, University of Massachusetts, and MassMutual Financial Group. Bank management and community contacts identified workforce development as a need in the AA due to the labor shortage of skilled workers.

The housing market in the Springfield area remains affordable. Based on data from Zillow.com, as September 2012, the average median cost of housing for the towns and cities that comprise the Springfield, MA MSA AA is \$208 thousand. This is below the median housing cost in the state of Massachusetts of \$282 thousand. While housing in the area remains affordable, economic indicators reveal that the weak labor market has a negative impact on the demand for housing.

Competition within the AA is strong. The Federal Deposit Corporation's Institutions Deposit Market Share Report as of June 30, 2012, indicates 24 institutions operate within the Springfield, MA MSA. United Bank ranks fourth with deposit market share of 8%. The top two financial institutions, TD Bank, National Association and Bank of America, have a combined deposit market share of 25%. Additional competitors include: Peoples Bank; Florence Savings Bank; Easthampton Savings Bank; Westfield Bank; and, Peoples United Bank. Nationwide institutions that provide further competition for mortgage and business loans include: American Express Bank FSB; GE Money Bank; JP Morgan Chase Bank, National Association; and, Wells Fargo Funding, Inc.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

The following is a listing and brief description of the tables:

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table

also presents market share information based on the most recent aggregate market data available.

- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.
- Table 12. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and

purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL) - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

Table 14. Qualified Investments - Presents the number and dollar amount of qualified investments made by the bank in each MA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings - Compares the percentage distribution of the number of the bank's branches in low-, moderate-, middle-, and upper-income geographies to the percentage of the population within each geography in each MA/AA. The table also presents data on branch openings and closings in each MA/AA.

Institution ID:
 UNITED BANK (40000017967) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: United Bank AA						Evaluation Period: January 01, 2010 TO December 31, 2011				
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Springfield MSA AA	87.66	851	128,858	522	35,943	0	0	9	1,131	1,382	165,932	84.99
Limited Review:												
Worcester MSA AA	12.32	118	19,965	75	7,975	0	0	1	148	194	28,088	15.01

* Loan Data as of December 31 2011. Rated area refers to either state or multi-state MA rating area.
 ** The evaluation period for Community Development Loans is from October 13, 2009 to October 29, 2012
 *** Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Institution ID: UNITED BANK (40000017967) (Included)

Table 1. Other Products

LENDING VOLUME		Geography: United Bank AA						Evaluation Period: January 01, 2010 TO December 31, 2011						
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA	Total Optional Loans		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:														
Springfield MSA AA	0.00	0	0	0	0	0	0	0	0	0	0	0	0	84.99
Limited Review:														
Worcester MSA AA	0.00	0	0	0	0	0	0	0	0	0	0	0	0	15.01

* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Optional Product Line(s) is from January 01, 2010 to December 31, 2011.

*** Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Institution ID: UNITED BANK (40000017967) (Included)

Table 1. Other Products

LENDING VOLUME		Geography: United Bank AA		Evaluation Period: January 01, 2010 TO December 31, 2011	
Assessment Area (2011):	Other Unsecured Consumer Loans		Other Optional Loans*		
	#	\$ (000's)	#	\$ (000's)	
Full Review:					
Springfield MSA AA	0	0	0	0	
Limited Review:					
Worcester MSA AA	0	0	0	0	

* The evaluation period for Optional Product Line(s) is from January 01, 2010 to December 31, 2011.

Institution ID: UNITED BANK (40000017967) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: United Bank AA						Evaluation Period: January 01, 2010 TO December 31, 2011						
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income			
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Springfield MSA AA	145	86.83	2.61	4.14	11.22	11.03	54.68	46.21	31.49	38.62	3.03	12.00	56.79	28.17
Limited Review:														
Worcester MSA AA	22	13.17	2.19	9.09	8.45	50.00	49.99	31.82	39.97	9.09	3.22	10.95	47.94	37.88

* Based on 2010 Peer Mortgage Data (USPR)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Institution ID: UNITED BANK (40000017967) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT												Geography: United Bank AA				Evaluation Period: January 01, 2010 to December 31, 2011			
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*								
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp					
Full Review:																			
Springfield MSA AA	124	91.18	2.61	0.00	11.22	4.03	54.68	58.06	31.49	37.90	1.00	7.37	55.55	36.08					
Limited Review:																			
Worcester MSA AA	12	8.82	2.19	0.00	8.45	0.00	49.99	75.00	39.37	25.00	1.53	6.69	49.23	42.54					

* Based on 2010 Peer Mortgage Data (USPR)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Institution ID: UNITED BANK (40000017967) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: United Bank AA								Evaluation Period: January 01, 2010 TO December 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income			
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Springfield MSA AA	576	87.94	2.61	0.35	11.22	3.13	54.68	45.83	31.49	50.69	0.79	6.30	51.75	41.16
Limited Review:														
Worcester MSA AA	79	12.06	2.19	3.80	8.45	11.39	49.99	46.84	39.37	37.97	0.86	3.78	40.30	55.06

* Based on 2010 Peer Mortgage Data (USPR)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Institution ID: UNITED BANK (40000017967) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: United Bank AA						Evaluation Period: January 1, 2010 TO December 31, 2011						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income			
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Springfield MSA AA	6	54.55	28.37	16.67	20.76	33.33	39.32	33.33	11.55	16.67	13.70	13.70	53.42	19.18
Limited Review:														
Worcester MSA AA	5	45.45	22.71	100.0	24.56	0.00	34.60	0.00	18.13	0.00	40.82	24.49	26.53	8.16

* Based on 2010 Peer Mortgage Data (USPR)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Institution ID: UNITED BANK (40000017967) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES														Geography: United Bank AA				Evaluation Period: January 1, 2010 TO December 31, 2011			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income										
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses**	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Low	Mod	Mid	Upp							
Full Review:																					
Springfield MSA AA	522	87.44	11.05	14.37	14.91	13.60	45.70	39.85	28.34	32.18	9.26	11.62	45.81	33.31							
Limited Review:																					
Worcester MSA AA	75	12.56	8.36	12.00	14.58	28.00	41.62	32.00	35.44	28.00	4.98	15.15	49.14	30.73							

* Based on 2010 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2011).

Institution ID: UNITED BANK (40000017967) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: United Bank AA						Evaluation Period: January 01, 2010 TO December 31, 2011						
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Springfield MSA AA	0	0.00	1.28	0.00	6.93	0.00	53.29	0.00	38.49	0.00	5.26	2.63	44.74	47.37
Limited Review:														
Worcester MSA AA	0	0.00	2.16	0.00	4.95	0.00	45.29	0.00	47.60	0.00	0.00	5.88	50.00	44.12

* Based on 2010 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2011).

Institution ID: UNITED BANK (40000017967) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: United Bank AA						Evaluation Period: January 01, 2010 TO December 31, 2011						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families ¹	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Springfield MSA AA	145	86.83	21.81	8.18	17.13	18.18	21.95	29.09	39.11	44.55	9.87	32.53	27.32	30.29
Limited Review:														
Worcester MSA AA	22	13.17	20.67	50.00	16.91	0.00	21.25	12.50	41.17	37.50	10.51	30.63	25.99	32.86

* Based on 2010 Peer Mortgage Data (USPR)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 29.3% of loans originated and purchased by BANK.

¹ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

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Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: United Bank AA						Evaluation Period: January 01, 2010 TO December 31, 2011						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families ²	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Springfield MSA AA	124	91.18	21.81	5.88	17.13	19.33	21.95	29.41	39.11	45.38	8.02	20.86	27.84	43.28
Limited Review:														
Worcester MSA AA	12	8.82	20.67	0.00	16.91	9.09	21.25	36.36	41.17	54.55	7.59	18.25	29.49	44.67

* Based on 2010 Peer Mortgage Data (USPR)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 4.4% of loans originated and purchased by BANK.

² Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

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Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME REFINANCE			Geography: United Bank AA				Evaluation Period: January 01, 2010 TO December 31, 2011				Aggregate Lending Data			
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upp
	#	% of Total**	% Families***	% BANK Loans****	% Families ³	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****				
Full Review:														
Springfield MSA AA	576	87.94	21.81	4.38	17.13	16.42	21.95	25.00	39.11	54.20	4.79	18.43	27.96	48.83
Limited Review:														
Worcester MSA AA	79	12.06	20.67	3.70	16.91	11.11	21.25	27.78	41.17	57.41	3.78	14.20	25.08	56.94

* Based on 2010 Peer Mortgage Data (USPR)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 8.1% of loans originated and purchased by BANK.

³ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

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Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: United Bank AA			Evaluation Period: January 01, 2010 TO December 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Springfield MSA AA	522	87.44	67.85	78.16	84.87	10.34	4.79	7,875	2,383
Limited Review:									
Worcester MSA AA	75	12.56	66.83	54.67	74.67	14.67	10.67	9,520	2,628

* Based on 2010 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.00% of small loans to businesses originated and purchased by the bank.

Institution ID: UNITED BANK (40000017967) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: United Bank AA			Evaluation Period: January 01, 2010 TO December 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Springfield MSA AA	0	0.00	97.09	0.00	0.00	0.00	0.00	39	20
Limited Review:									
Worcester MSA AA	0	0.00	96.14	0.00	0.00	0.00	0.00	37	25

* Based on 2010 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

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Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: United Bank AA				Evaluation Period: October 13, 2009 TO October 29, 2012			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Springfield MSA AA	5	1,113	64	23,725	69	24,838	98.99	0	0
Limited Scope									
Worcester MSA AA	0	0	33	29	33	29	0.11	0	0

Statewide/Regional with potential to benefit the AAs:									
Statewide	0	0	1	225	1	225	0.90	0	0

* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

** 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

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Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: United Bank AA Evaluation Period: January 01, 2010 TO December 31, 2011																	
Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Springfield MSA AA	84.99	18	75.00	5.56	16.67	61.11	16.67	0	0	0	0	0	0	9.42	17.94	46.94	25.70
Limited Review:																	
Worcester MSA AA	15.01	6	25.00	0.00	33.33	66.67	0.00	6	0	0	2	4	0	9.99	14.95	43.56	31.50

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Distribution of Branch and ATM Delivery System

DISTRIBUTION OF Branch and ATM Delivery System		Geography: United Bank AA						Evaluation Period: January 01, 2010 TO December 31, 2011									
Assessment Area:	Deposits	Branches						ATMs				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Springfield MSA AA	84.99	18	75.00	5.56	16.67	61.11	16.67	19	73.08	2	3	11	3	9.42	17.94	46.94	25.70
Limited Review:																	
Worcester MSA AA	15.01	6	25.00	0.00	33.33	66.67	0.00	7	26.92	0	3	4	0	9.99	14.95	43.56	31.50

