



Comptroller of the Currency
Administrator of National Banks

Northeastern District Office
340 Madison Avenue, 5th Floor
New York, New York 10173-0002

Licensing Division
Telephone No.: 212.790.4055
Fax No.: 301.333.7015

March 14, 2013

Conditional Approval #1063
April 2013

Ms. Christina M. Gattuso
Kilpatrick Townsend
Attorneys at Law
Suite 900 607 14th St., NW
Washington, DC 20005-2018

Re: Application by Connecticut Community Bank, N.A., Westport, Connecticut to purchase certain assets and assume certain liabilities of InsurBanc, Farmington, Connecticut
Control No.: 2012 NE 02 0024

Dear Ms. Gattuso:

The Office of the Comptroller of the Currency (“OCC”) hereby conditionally approves the application, filed on behalf of Connecticut Community Bank, N.A., Westport, Connecticut, to acquire certain assets and assume certain liabilities of InsurBanc, Farmington, Connecticut and operate Insurbanc’s “Main Office Branch” as a branch of the resulting bank. This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, purchase and assumption agreement, and those of your representatives.

The OCC’s approval is subject to the condition that the holding company, Associated Community Bancorp, Inc. abide by the commitments made in its letter, dated March 8, 2013, addressed to Licensing Director Steven Maggio. This condition is a condition, "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

The OCC reviewed the proposed purchase and assumption transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. The OCC considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, the risk of the transaction to the stability of the US banking system, and their effectiveness in combating money laundering activities. We considered these factors and found them consistent with approval.

The Northeastern District Office must be advised in writing in advance of the desired effective date for the purchase and assumption, so it may issue the necessary certification letter.

The effective date must follow the applicable Department of Justice's injunction period and any other required regulatory approval.

If the purchase and assumption is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how the OCC handled your application. We would appreciate your response so we may continue to improve our service.

All correspondence regarding this application should reference the control number. If you have any questions, contact Licensing Analyst Kerry T. Rice at (212) 790-4055.

Sincerely,

Stephen A. Lybarger

Stephen A. Lybarger
Deputy Comptroller of Licensing

Enclosure: Survey Letter