



Office of Thrift Supervision

Department of the Treasury

1700 G Street, N.W., Washington, DC 20552 • (202) 906-6000

March 21, 2011

Scott A. Brown, Esq.
Kilpatrick Stockton LLP
607 14th St., N.W., Suite 900
Washington, D.C. 20005-2018

Re: Application by Savings Institute Bank and Trust
Co., Willimantic, Connecticut (Savings Bank), OTS
No. 17978, to Amend its Charter

Dear Mr. Brown:

The Savings Bank, a federal stock savings association, has applied to the Office of Thrift Supervision (OTS) to amend its charter to include a liquidation account provision related to the conversion of SI Bancorp, MHC, Willimantic, Connecticut (MHC), from a federally chartered mutual holding company, with a mid-tier holding company, SI Financial Group, Inc., a federal corporation, Willimantic, Connecticut, holding the Savings Bank, to a stock holding company, SI Financial Group, Inc. (Holding Company) (Conversion). The Savings Bank also seeks OTS approval to amend its charter to provide that Section 8. Certain Provisions Applicable for Five Years (Section 8.) is effective beginning upon the consummation of the Conversion. (The foregoing are referred to herein as the Application.)

In the Conversion, which is described in more detail in the Conversion application, the Holding Company and the Savings Bank are required to include in their respective charters provisions for the establishment of a liquidation account. The terms of the liquidation accounts are established by the MHC's Plan of Conversion and were approved by the OTS on November 10, 2010. The Savings Bank must amend its charter to fulfill the terms of the Plan of Conversion.

The Savings Bank has proposed amendments to its charter in the form set forth in the Application. The Savings Bank proposes that the charter amendments would become effective immediately. The Savings Bank's proposed charter provisions address the establishment of the liquidation account and provides for its operation in accordance with the terms set out in the MHC's Plan of Conversion. The provision is consistent with liquidation account provisions established in similar transactions. The proposed revision to Section 8. of the Savings Bank's charter is consistent with 12 C.F.R. § 552.4.

Based on the foregoing, OTS concludes that the proposed charter amendments satisfy all applicable approval standards and criteria. Accordingly, the Application is hereby approved.

Sincerely,

_____/s/_____
Donald W. Dwyer
Director, Applications
Corporate & International Activities

_____/s/_____
Kevin A. Corcoran
Deputy Chief Counsel for
Business Transactions

cc: Regional Director
Regional Counsel
Meisha Bootman
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