

**HINGHAM MUTUAL FIRE INSURANCE COMPANY
AFFILIATION WITH
NEW LONDON COUNTY MUTUAL INSURANCE COMPANY
INFORMATION STATEMENT**

I. General

This Information Statement and the accompanying Notice of Special Meeting of the Members are being sent to you by the order of the Board of Directors of Hingham (the "Board") to advise you of a proposed affiliation (the "Affiliation") between Hingham Mutual Fire Insurance Company ("Hingham") and New London County Mutual Insurance Company ("NLC"). It is also to notify you that a Special Meeting of the Members of Hingham (the "Meeting") is hereby called to take place at the location and time noted above. At the Meeting, the Members of Hingham will be asked to: (i) approve the Affiliation of Hingham and NLC; (ii) amend and restate the Articles of Organization and the Bylaws of Hingham; and (iii) elect a new slate of directors for Hingham.

This description of the Affiliation provided in this Information Statement is a summary only. The description is qualified in its entirety by the Affiliation Agreement between Hingham and NLC dated June 9, 2010 (the "Affiliation Agreement"), the Reinsurance Pooling Agreement (the "Pooling Agreement") and the Intercompany Services Agreement (the "Services Agreement") to be entered into as part of the Affiliation, and certain other related documents and is not intended to be a complete review of all of the terms set forth in the Affiliation Agreement or in such related documents. If you desire to review the documents relating to the Affiliation, they can be found on the Hingham website at www.hinghammutual.com. If you prefer to receive printed copies of the documents, please contact: Cheryl E. Wigmore at (781) 804-1408 or via e-mail at cheryl.wigmore@hinghammutual.com.

II. Executive Summary

A. Background of Transaction

Hingham was formed in 1826 as a Massachusetts-domiciled insurance company and has been providing high quality personal and commercial property and casualty insurance services to its policyholders and agents for over one hundred and eighty years. In recent years, however, events in the insurance industry have had an adverse impact on Hingham. Because of its size, it has become increasingly difficult for Hingham to operate cost effectively and maintain its expense exposure at reasonable levels. Hingham has experienced a deterioration of its results of operations and its financial conditions, primarily due to overall market conditions, unfavorable loss results and the competitive environment in which larger insurers are able to offer customers a greater variety of insurance products. In December of 2009, Hingham also received a downgrade in its rating from B+ to B by A.M. Best Company, a nationally recognized statistical rating agency that assesses the financial strength of companies in the insurance industry ("A.M. Best").

While Hingham has taken steps to meet these challenges and has been working with the Massachusetts Division of Insurance to address them, management has concluded that Hingham's ability to continue to provide quality services to its policyholders and agents is dependent upon obtaining access to additional resources. Because Hingham is a mutual insurance company, it does not have the ability to sell stock to increase its capital and surplus and strengthen its financial position and associated rating from A.M. Best. As a result, management, in consultation with the Massachusetts Division of Insurance, determined that the best alternative was to affiliate with a financially solvent insurer whose insurance operations complement Hingham's by diversifying risk, creating a stronger and larger independent agency base, implementing innovative information technology systems, expanding insurance product offerings, reducing costs with economies of scale and permitting access to a larger capital pool. In the event Hingham is unable to enter into an affiliation and the negative trends continue, there could be significant adverse effects on the results of operations and the overall financial condition of Hingham which could threaten its long-term viability.

After carefully considering several proposals, management concluded that the proposed Affiliation (as described in more detail below) with NLC, is the best alternative. NLC is a regional property and casualty insurance company founded in

1840 and is based in Norwich, Connecticut. It is licensed in Connecticut, Massachusetts, Rhode Island and Washington and currently does business with over 300 independent agencies in Connecticut, Massachusetts and Rhode Island. NLC has grown to over \$65,700,000 in surplus. Homeowners insurance accounts for about 67% of NLC's writings. Other products offered by NLC include mobile homeowners, personal automobile, dwelling fire, commercial package policies and personal and commercial umbrella policies. NLC is currently rated A- "excellent" by A.M. Best.

B. Post-Closing Operations

As a result of the Affiliation, Hingham and its wholly-owned subsidiary, Danbury Insurance Company ("Danbury"), will share income, resources, expenses and liabilities with NLC and its wholly owned subsidiary, Thames Insurance Company ("Thames"). Hingham and Danbury will gain immediate access to financial resources, reinsurance markets, operational support, an expanded agency force, additional insurance product offerings and innovative information technology systems. The affiliated operation will provide the necessary resources to enable Hingham to more effectively compete for business in its traditional markets. In addition, the Affiliation will result in a better spread of risk among Hingham, Danbury, NLC and Thames (the "Group").

NLC has no present intention to alter the plans of Hingham regarding its current product offerings, but intends to provide support to Hingham in its development and pricing of new products and further anticipates making NLC products available to Hingham's independent agency network. There will be no change in the premium of any current in-force policies you have with Hingham or your rights as a Member (except for changes in the Restated Bylaws as described below) due to the Affiliation.

C. Board Recommendation

The Board and the NLC Board of Directors have voted to approve the terms of the Affiliation. Member approval and the approval of the Massachusetts Division of Insurance and Maine Bureau of Insurance are required to complete the transaction. Accordingly, a Special Meeting of the Members of Hingham will be held on August 30, 2010 to approve the Affiliation.

If the proposed Affiliation fails to gain the necessary approvals, Hingham will continue to exist as a Massachusetts-domiciled mutual insurance company not affiliated with NLC. However, if Hingham remained independent and the negative trends discussed above continue, there could be significant adverse effects on the results of operations and the overall financial condition of Hingham which could threaten its long-term viability.

The Board approved the affiliation and hopes that Members will attend the meeting. Whether or not you plan to attend, you are urged to complete, sign and return the enclosed proxy in the accompanying envelope. **THE BOARD BELIEVES THAT THIS TRANSACTION IS IN THE BEST INTERESTS OF THE MEMBERS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN FAVOR OF (YES) THE AFFILIATION.**

III. Summary of the Affiliation Agreements

The terms of the Affiliation are set forth in three main documents: (1) the Affiliation Agreement; (2) the Pooling Agreement; and (3) the Services Agreement.

A. Affiliation Agreement

The Affiliation Agreement is the governing document of the Affiliation and sets forth the basic terms and conditions of the transaction. A summary of the terms are as follows:

- **Board of Directors.** Upon the closing, subject to the terms of the Affiliation Agreement, the future business affairs of Hingham will be managed by a ten (10) member reconstituted Board (the "New Board") that will be composed of six (6) nominees who were selected by NLC (each an "NLC Director Designee") and four (4) nominees who were selected by the current Board (each a "Hingham Director Designee"). Subject to Member approval, the New Board will consist of the following persons (with selecting party indicated) each to serve in the director Class for the indicated term:

Class I Directors

Melissa J. Browne
Bruce T. Cameron
George A. Cole, III
Brian A. Williams

(Nominated as Hingham Director Designees; Terms Expiring 2011 Annual Meeting)

Class II Directors

Judy S. Jackson
Robert T. Ramsdell
Francis P. Pandolfi

(Nominated as NLC Director Designees; Terms Expiring 2012 Annual Meeting)

Class III Directors

Steve H. Chevalier
George Kowalsky
Dennis J. Nelson

(Nominated as NLC Director Designees; Terms Expiring 2013 Annual Meeting)

In the event of an NLC Director Designee vacancy, the New Board will fill such vacancy with an individual nominated by a Board committee consisting of other NLC Director Designees. In the event of a Hingham Director Designee vacancy, the New Board will fill such vacancy with an individual nominated by a Board committee consisting of other Hingham Director Designees. The Affiliation Agreement provides a nomination process that will maintain this representative balance in the New Board for the earlier of the first six (6) years following the closing of the Affiliation or the date of the termination of the Affiliation Agreement (the "Term") in accordance with the terms set forth therein, subject to the ultimate right of the Members to elect the directors.

- **Management.** Following the closing of the Affiliation, the New Board will elect the following persons as the executive officers of Hingham:
Steve H. Chevalier – Chief Executive Officer (currently President of NLC)
George A. Cole, III – President (currently President & CEO of Hingham)
Bruce M. Arnold – Senior Vice President (currently Senior Vice President of Hingham)
George Kowalsky – Vice President & Treasurer (currently Vice President & Chief Financial Officer of NLC)
Cheryl E. Wigmore – Vice President (currently Vice President & Corporate Secretary of Hingham)
Dennis J. Nelson – Vice President (currently Vice President of NLC)
Debra Cusimano – Controller & Corporate Secretary (currently Controller & Corporate Secretary of NLC)
- **Principal Office and Continued Existence.** Hingham will continue to exist as a separate Massachusetts-domiciled mutual insurance company and will be located in Plymouth County, Massachusetts. Pursuant to the Affiliation Agreement, Hingham may not be re-domesticated or relocated outside of Plymouth County for at least ten (10) years, provided that supporting functions or management positions may be provided by NLC from its Norwich, Connecticut location. NLC will continue to support Hingham's local charitable works for a period of at least six (6) years following the closing of the Affiliation at levels consistent with past practices.
- **Management and Employees.** To ensure continuity of management and staffing for Hingham, NLC and Hingham will enter into employment agreements with certain management personnel of Hingham, and other current employees of Hingham will be offered continued employment (subject to performance-based terminations), with substantially similar duties and with substantially the same wage and employee benefit programs, for at least one (1) year following the closing of the Affiliation.
- **Fees.** If Hingham receives an unsolicited proposal for a transaction with a person other than NLC and either (1) the Hingham Board terminates the Affiliation Agreement to comply with its fiduciary duties because the new proposal is more favorable to Hingham and its members than the proposed NLC transaction, or (2) the Hingham Board terminates the Affiliation Agreement and, within six months thereafter, enters into an alternate transaction with that person, Hingham will be obligated to pay NLC an amount equal to two times NLC's fees and expenses, not to exceed \$500,000.
- **No Consideration to Members.** No cash or other consideration will be paid by NLC to Hingham or any Member of Hingham in connection with the Affiliation.

B. Reinsurance Pooling Agreement

NLC currently participates in a reinsurance pool with Thames. Hingham currently participates in a reinsurance pool with Danbury. On the closing of the Affiliation, Hingham and Danbury will enter into the Pooling Agreement with NLC and Thames, which will be effective retroactively to January 1, 2010. Under the terms of the Pooling Agreement, the Group will transfer to NLC all of its premiums, losses and expenses in exchange for a stated percentage of the entire pool. Initially, NLC will retain 50% of the combined risk and Hingham will accept back 29% of the combined risk transferred to the pool by all members, Danbury will accept back 6% of the combined risk, and Thames will accept 15% of the combined risk. As a result, the companies will diversify their risk of an exposure by spreading the risk among all pool members.

C. Intercompany Services Agreement

Under the terms of the Services Agreement, NLC will allocate administrative costs, facilities, and resources amongst the Group and the Group will delegate claims services, information technology actuarial services, reinsurance purchasing, accounting and certain other administrative functions to NLC. The services provided by NLC will enhance Hingham's and Danbury's ability to compete in the insurance business and reduce their operating costs. The expenses of the Group for all services provided under the Services Agreement and other expenses related to the operations of the insurance business will be allocated among the Group in accordance with the stated percentages set forth in the Pooling Agreement (as set forth above).

D. Amended and Restated Articles of Organization

Pursuant to the terms of the Affiliation Agreement, Hingham's Articles of Organization will be amended and restated to permit the New Board to make future amendments of Hingham's Bylaws, to clarify that the meetings of Members may be held anywhere in Massachusetts, to clarify that Hingham may engage in a partnership with another entity and to otherwise update the provisions in Hingham's Articles of Organization.

E. Amended and Restated Bylaws

Hingham's Bylaws will be amended and restated ("Restated Bylaws") to make them consistent with the terms of the Affiliation Agreement. Through the earlier of the sixth (6th) anniversary of the effective date of the Affiliation Agreement or through the date of the termination of the Affiliation Agreement in accordance with the terms set forth therein, the number of the directors on the Board will be fixed at ten (10), six (6) of whom will be NLC Director Designees and four (4) of whom will be Hingham Director Designees. During the Term, any vacancy on the New Board will be filled to maintain this representative balance. Under the Restated Bylaws, unlike Hingham's current Bylaws, Members will not be entitled to propose nominees for the Board. The Members, however, will retain the ultimate right to elect the directors at each annual meeting. In addition, except as otherwise required by applicable law, the New Board, instead of the Members, will have the authority to amend the Restated Bylaws in accordance with the terms set forth therein.

During the Term, at least 40% of the directors on the Executive Committee of the New Board will consist of Hingham Director Designees. During the Term, amending certain provisions in the Restated Bylaws must be approved by an affirmative vote of at least 66.67% of the ten (10) directors. According to the Restated Bylaws, a director may be removed only for cause and by an affirmative vote of at least 60% of the ten (10) directors. Furthermore, the Restated Bylaws update the terms and procedures under which Hingham's directors and officers will be indemnified by Hingham against, and will receive advances for, expenses and liabilities incurred by or imposed upon them in connection with any threatened, pending or completed action in which such person may become involved by reason of such person serving or having served as a director or an officer.

IV. The Process

The proposed Affiliation Agreement, the Pooling Agreement and the Services Agreement (the "Transaction Documents") have all been approved by the respective Boards of Directors of Hingham and NLC.

The Hingham Board has called a Meeting of its Members to: (i) approve the Affiliation; (ii) approve the amended and restated Articles of Organization; (iii) approve the amended and restated Bylaws; and (iv) vote on a slate of candidates

for the New Board. **The proposals are interdependent and must be approved as a single unit in order for the proposals to pass. Accordingly, there is just one vote – either in favor of (yes) or not in favor of (no) the proposals.** This Meeting will be held at the time and place noted above.

This Information Statement and accompanying proxy are being mailed to all Members entitled to notice of and to vote at the Meeting. Only Members of record at the close of business on August 2, 2010, will be entitled to notice of, and to vote at, the Meeting. Subject to the foregoing record date, every person insured by Hingham, while his or her policy is in force, will be entitled to one vote in person or by proxy for each policy such person holds. **To ensure your representation at the Meeting you must either attend the meeting or complete, sign and date the enclosed proxy and return it to the Secretary of Hingham no later than August 27, 2010.**

Any Member giving a proxy has the power to revoke it at any time before it is exercised. It may be revoked by filing with the Secretary of Hingham, at the principal executive offices of Hingham, 230 Beal Street, Hingham, Massachusetts 02043, an instrument of revocation or a duly executed proxy bearing a later date. It may also be revoked by attendance at the Meeting and an election given to the Secretary to vote in person.

If not revoked, the proxy will be voted at the Meeting in accordance with the Member's instructions indicated on the Proxy. If no instructions are indicated the proxy will be voted "Yes": (i) **FOR** the Affiliation described herein; (ii) **FOR** the amended and restated Articles of Organization enclosed herein; (iii) **FOR** the Restated Bylaws enclosed herein; and (iv) **FOR** the election of the Directors described herein. The proposals are interdependent, and, therefore they will be voted upon as a single unit. The proxy will be voted in accordance with the judgment of the proxies as to any other matter that may be properly brought before the Meeting or any adjournments or postponements thereof. **If you have any questions regarding how to complete or submit your proxy by mail, Hingham will be pleased to assist you. Please call Hingham toll-free at 1-800-341-8200 and ask to speak with Cheryl E. Wigmore or Anne Evans.**

Two-thirds (2/3) of the Members entitled to vote and present or voting by proxy must vote in favor of the proposals for them to be approved.

The Massachusetts Division of Insurance must also approve this transaction and a public hearing in connection with the Division's review of the transaction will be held on August 10, 2010 at 10:00 a.m. at the Massachusetts Division of Insurance located at 1000 Washington Street, Suite 810, Boston MA 02118-6200. It is also necessary to obtain approval of the transaction from the Maine Bureau of Insurance. If the proposed Affiliation is approved by the Members, but the parties fail to complete other closing conditions as set forth in the Affiliation Agreement, including the requirement to gain the necessary approvals from regulatory authorities, the Affiliation will not be implemented and Hingham will continue to exist as a Massachusetts-domiciled mutual insurance company not affiliated with NLC.

V. Proposals to be Adopted at the Special Meeting

The proposals are interdependent and must be approved as a single unit in order for the proposals to pass. Accordingly, there is just one vote – either in favor of (yes) or not in favor of (no) the proposals. EVEN IF THE PROPOSALS ARE APPROVED BY THE MEMBERS, IF OTHER CONDITIONS TO THE AFFILIATION ARE NOT SATISFIED, INCLUDING THE REQUIREMENT TO OBTAIN THE NECESSARY REGULATORY APPROVALS, THE PROPOSALS WILL NOT BE IMPLEMENTED. THE BOARD AND MANAGEMENT RECOMMEND A VOTE IN FAVOR OF THE PROPOSALS.

PROPOSAL 1 AFFILIATION

At the Meeting, a proposal will be presented that the Members approve the Affiliation of Hingham with NLC, pursuant to which (a) the future business affairs of Hingham will be managed by a newly constituted ten (10) member board consisting of six (6) directors nominated by NLC and four (4) directors nominated by Hingham and (b) Hingham will participate in a reinsurance pool with NLC.

PROPOSAL 2 AMENDMENT AND RESTATEMENT OF THE ARTICLES OF ORGANIZATION

At the Meeting, a proposal will be presented that the Members approve the amended and restated Articles of

Organization to permit the New Board to make future amendments of Hingham's Bylaws, to clarify that the meetings of Members may be held anywhere in Massachusetts, to clarify that Hingham may engage in a partnership with another entity and to otherwise update the provisions in Hingham's Articles of Organization, which has never been amended and restated. The proposed the amended and restated Articles of Organization are enclosed.

PROPOSAL 3 AMENDMENT AND RESTATEMENT OF THE BYLAWS

At the Meeting, a proposal will be presented that the Members approve the Restated Bylaws to make them consistent with the Affiliation Agreement and to permit the New Board to make future amendments of Hingham's Bylaws. The proposed Restated Bylaws are enclosed.

PROPOSAL 4 ELECTION OF DIRECTORS

Pursuant to the terms of the Affiliation Agreement and the Restated Bylaws, assuming they are approved by the Members, a slate of ten (10) nominees have been nominated for the New Board. As before, the board is divided into three classes. One class of directors is elected each year for a three-year term.

The nominees for the Class I Directors are Melissa J. Browne, Bruce T. Cameron, George A. Cole, III and Brian A. Williams and their term will expire at Hingham's 2011 Annual Meeting of Members or when their successor is elected and qualified. The nominees for the Class II Directors are Judy S. Jackson, Francis P. Pandolfi and Robert T. Ramsdell and their term will expire at Hingham's 2012 Annual Meeting of Members or when their successor is elected and qualified. The nominees for the Class III Directors are Steve H. Chevalier, George Kowalsky and Dennis J. Nelson and their term will expire at Hingham's 2013 Annual Meeting of Members or when their successor is elected and qualified.

Biographical Information of Director Nominees

Hingham Director Designees

Melissa J. Browne. Ms. Browne has been serving as a director on the Hingham Board since 2008 and has over twenty-five years of experience in the institutional advisory services and commercial real estate industries. Most recently, Ms. Browne served as the Chief Operating Officer of NAIOP Massachusetts, a trade association representing the commercial real estate industry, from September, 2008 to December, 2009, where she was responsible for educational programming, member relations and communications, fundraising, networking and office management. Prior to joining NAIOP Massachusetts, Ms. Browne was a Partner, Senior Vice President and Director of Marketing & Research at Colliers Meredith & Grew, a full-service real estate company. She also serves as a director of Pilgrim Bank which has its headquarters in Cohasset, Massachusetts. Ms. Browne is a graduate of Georgetown University's School of Foreign Service with a bachelor's degree in Diplomacy and International Relations.

Bruce T. Cameron. Mr. Cameron has been serving as a director on the Hingham Board since 1992. Mr. Cameron has been in the financial services industry since 1969, holding various account executive and management positions with E.F. Hutton (1969-1988) and its successor Shearson (1988-1991) and handling institutional and individual accounts as a private account manager since 1991. Since 2001, Mr. Cameron has been employed by RBC Wealth Management (formerly Tucker Anthony). He is active with numerous non-profit organizations located in the South Shore area of Massachusetts. Mr. Cameron is a graduate of Boston University with a bachelor's degree in Mathematics.

George A. Cole, III. Since October 1, 2009, Mr. Cole has been serving as the President and Treasurer of the Hingham and Danbury and since 2005 he has served as a director on the Hingham Board. Mr. Cole joined Hingham in 1973 and was elected to the position of Treasurer in 1977. He is a graduate of Northeastern University in Boston with a bachelor of science degree.

Brian A. Williams. Mr. Williams has served on the Hingham Board since 2006. Mr. Williams is president of Williams Coal & Oil Company, which sells fuel oil, natural gas and propane and provides heating, plumbing and air conditioning services. Prior to joining the family business, Mr. Williams was a bank examiner with the Federal Reserve System for nine years. Mr. Williams is a former incorporator/chairman of the board of Horizon Bank & Trust

Company. Mr. Williams is a graduate Northeastern University with a bachelor of science degree and a master of business administration degree.

NLC Director Designees

Steve H. Chevalier. Mr. Chevalier began his career at NLC in 2000 when he joined NLC as Vice President and Treasurer. Since that time he has held various executive positions including Chief Financial Officer and Chief Operating Officer, before being promoted to President and joining the NLC Board of Directors in 2009. Prior to joining NLC, Mr. Chevalier worked for PricewaterhouseCoopers for eight years, where he served financial services clients as a member of the firm's insurance practice. Mr. Chevalier is a Certified Public Accountant, and is a member of the American Institute of Certified Public Accountants and the Connecticut Society of Certified Public Accountants. He is also active with the United Way of Southeastern Connecticut and is a former trustee of the William W. Backus Hospital. Mr. Chevalier graduated from the University of Massachusetts in 1991 with a bachelor's degree in Accounting and Business Administration.

Judy S. Jackson. Ms. Jackson is the immediate past President of NLC, having served in that position from 2001 until her retirement in 2009, and is currently a director on the NLC board of directors. She began her career with NLC in 1987 holding various executive positions in underwriting, information technology and operations prior to her promotion to President. Prior to joining NLC, Ms. Jackson held similar positions at Covenant Mutual Insurance Company in Hartford. Ms. Jackson is a current and past member of numerous boards including the National Association of Mutual Insurance Companies (NAMIC), an insurance trade association, and the American Association of Insurance Services, an insurance statistical reporting agency.

George Kowalsky. Mr. Kowalsky joined NLC in 2009 and is currently the Vice President and Chief Financial Officer of NLC. Prior to joining NLC, Mr. Kowalsky was employed by Direct Response Corporation of Meriden, Connecticut where he served in a similar capacity since 2000. A graduate of New York University's MBA program, Mr. Kowalsky has over 35 years experience in the insurance and financial services industry. In addition to Direct Response, he has served in various senior management positions at Reliance National, Yasuda Fire & Marine and American International Group. He is a Certified Public Accountant and holds a Chartered Property Casualty Underwriter designation.

Dennis J. Nelson. Mr. Nelson joined NLC in 2006 and has served as its Vice President of Claims since 2008. Prior to joining NLC, he was with CNA's Quincy, Massachusetts branch in a similar capacity for 15 years, and has spent his entire career in claims since starting in the insurance industry in 1976. He also holds a Chartered Property Casualty Underwriter designation. Mr. Nelson is a graduate of Bryant College in Rhode Island with a bachelor of science degree.

Francis P. Pandolfi. Mr. Pandolfi is a current director of NLC having joined the board in 2009. Mr. Pandolfi has held numerous positions in both government and industry, most recently as Chief Operating Officer of the Forest Service within the United States Department of Agriculture. Prior to his government service, Mr. Pandolfi served as the CEO of Times Mirror Magazines from 1988 until his retirement in 1995. Mr. Pandolfi received his undergraduate degree from Princeton University and his master of business administration degree from Harvard University.

Robert T. Ramsdell. Mr. Ramsdell currently serves as the Chairman of the board of directors of NLC. He joined NLC in 1978 and, in addition to serving as Chairman, was CEO until his retirement in 2001. Mr. Ramsdell has spent his entire career in the property and casualty insurance industry holding various executive positions in underwriting, finance and operations. Prior to joining NLC, Mr. Ramsdell held similar positions at Covenant Mutual Insurance Company in Hartford. He holds a Chartered Property Casualty Underwriter designation. He is a current and past member of numerous insurance industry trade association boards including the National Association of Mutual Insurance Companies (NAMIC). He currently serves as a trustee for the William W. Backus Hospital in Norwich, CT. Mr. Ramsdell is a graduate of Western New England College with a bachelor's degree in Business Administration.

OTHER MATTERS

The Board does not know of any other matter which may come before the Meeting. If any other matters are properly presented to the Meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise to act, in accordance with their best judgment on such matters.

By Order of the Board of Directors



Cheryl E. Wigmore, Secretary

Hingham, Massachusetts

August 2, 2010