



Federal Deposit Insurance Corporation

550 17th St. NW Washington DC, 20429

Division of Risk Management Supervision

May 3, 2016

CERTIFIED – RETURN RECEIPT REQUESTED

Southbridge Savings Bank
253 Main Street #257
Southbridge, Massachusetts 01550

Dear Members of the Board:

The FDIC has received Southbridge Savings Bank's (Bank) January 7, 2016, notice of the proposed mergers of Green Valley Bancorp, MHC with and into Spencer MHC and Green Valley Bancorp, Inc. with and into Spencer Mid-tier Holding Company. Thereafter, Spencer MHC and Spencer Mid-tier Holding Company, as the surviving institutions, will operate as SSB Community Bancorp, MHC and SSB Community Bancorp, Inc., respectively. In connection with these transactions, 100 percent of the Bank's stock is proposed to be transferred from Green Valley Bancorp, Inc. to Spencer Mid-tier Holding Company, such that the Bank would become a wholly owned subsidiary of SSB Community Bancorp, Inc. The Bank has requested the FDIC's nonobjection to the proposed transfer of stock in accordance with conditions in the Order dated August 11, 2008 (Order) authorizing the Bank's reorganization into the MHC structure. In connection with this request, by letter dated January 7, 2016 Spencer MHC made the following commitment to the FDIC:

Spencer MHC hereby confirms that the rights and preferences of depositors of Southbridge (Savings Bank) will be unchanged as a result of the consummation of the proposed merger, in accordance with the provisions of the Charter of Spencer MHC. Spencer MHC will be the surviving/resulting corporation as a result of the merger, and its Charter provides, in relevant part, as follows:

"All existing and future depositors of any other subsidiary bank that is acquired by the Corporation in the future and is in the mutual form or organization when so acquired shall have the same liquidation rights in the Corporation under said Chapter 167H, Section 2 as were conferred upon depositors of such acquired bank immediately prior to such acquisition, provided that if such acquired bank is merged into another subsidiary bank from which the Corporation draws members, the depositors of such acquired bank shall receive the same liquidation rights as the depositors of the subsidiary bank into which such acquired bank is merged."

Based on the review and consideration of the Bank's request, Spencer MHC's commitment, and all relevant information, the FDIC does not object to the transfer of shares of Southbridge Savings Bank to Spencer Mid-tier Holding Company.

Southbridge Savings Bank will remain subject to the Order, as modified to reflect that Spencer MHC will operate under the name SSB Community Bancorp, MHC, and the resulting mid-tier stock holding company will operate under the name SSB Community Bancorp, Inc.

Enclosed is our Modified Order and Basis for Corporation Approval (Modified Order), reflecting the new names of the acquiring entities. Our approval is subject to the conditions stated in the Modified Order.

Please notify the Boston Area Office in writing when the proposed transaction has been consummated.

Sincerely,

/s/

James C. Watkins
Senior Deputy Director

FEDERAL DEPOSIT INSURANCE CORPORATION

Southbridge Savings Bank
Southbridge, Worcester County, Massachusetts

Applications for Federal Deposit Insurance and Consent to Merge

MODIFIED ORDER AND BASIS FOR CORPORATION APPROVAL

On April 4, 2008, pursuant to Section 5 and Section 18(c) and other provisions of the Federal Deposit Insurance (FDI) Act, Southbridge Savings Bank, Southbridge, Massachusetts (Southbridge), a state-chartered, mutually-owned Deposit Insurance Fund (DIF) member with total resources of \$460,393,000 and total deposits of \$321,165,000 as of March 31, 2008, filed an application for the FDIC's consent to merge with Southbridge Interim Savings Bank, Southbridge, Massachusetts, a then-proposed new interim, state-chartered stock savings bank. Applications were filed for Federal deposit insurance for an interim Massachusetts-chartered mutual savings bank (Southbridge De Novo Savings Bank), which was reorganized into Green Valley Bancorp, MHC and Southbridge Interim Savings Bank. The FDIC approved Southbridge's applications for Federal deposit insurance and consent to merge in an Order and Basis for Corporation Approval on August 11, 2008 (2008 Order).

In 2016, Green Valley Bancorp, MHC will merge with and into Spencer MHC, and Green Valley Bancorp, Inc. will merge with and into Spencer Mid-tier Holding Company. The resulting entities will operate as SSB Community Bancorp, MHC and SSB Community Bancorp, Inc., respectively. As part of the transactions, 100 percent of Southbridge's voting stock will be transferred to Spencer Mid-tier Holding Company (to be known as SSB Community Bancorp, Inc.). Southbridge will thereafter operate as a separate wholly-owned subsidiary of SSB Community Bancorp, Inc. Condition One of the 2008 Order provided that no shares of the stock of Southbridge shall be sold, transferred, or otherwise disposed of unless prior notice is provided to, and nonobjection is received from, the FDIC. A request for nonobjection to the proposed transfer of shares was filed with the FDIC on January 7, 2016, and FDIC's nonobjection was issued on May 3, 2016. Consequently, Conditions One through Three of the 2008 Order are modified, as indicated below, solely to substitute the names of SSB Community Bancorp, MHC and SSB Community Bancorp, Inc. Conditions Four through Six of the 2008 Order are restated below, and remain in effect as of the date of the 2008 Order.

1. That, except for the proposed transfer of stock to Spencer Mid-tier Holding Company (operating as SSB Community Bancorp, Inc.), no shares of the stock of Southbridge Savings Bank shall be sold, transferred, or otherwise disposed of, to any person (including any Employee Stock Ownership Plan) unless prior notice is provided to, and non-objection is received from the FDIC;
2. That, prior to a sale, transfer, or other disposition of any shares of SSB Community Bancorp, Inc. by Spencer MHC (operating as SSB Community Bancorp, MHC) to any person (including any Employee Stock Ownership Plan), or a conversion of SSB Community Bancorp, MHC to stock form, Southbridge Savings Bank will provide written notification to the FDIC and provide the FDIC with copies of all documents

filed with the state and Federal banking and/or securities regulators in connection with any sale, transfer, disposition, or conversion;

3. That, should any shares of stock of Southbridge Savings Bank or SSB Community Bancorp, Inc. be issued to persons other than SSB Community Bancorp, MHC, any dividends waived by SSB Community Bancorp, MHC must be retained by SSB Community Bancorp, Inc. or Southbridge Savings Bank and segregated, earmarked, or otherwise identified on its books and records; such amounts must be taken into account in any valuation of the institution and factored into the calculation used in establishing a fair and reasonable basis for exchanging shares in any subsequent conversion of SSB Community Bancorp, MHC to stock form; such amounts shall not be available for payment to or the value thereof transferred to minority shareholders, by any means including through dividend payments or at liquidation;
4. That, any change in proposed management, including the board of directors, will render this approval null and void unless such proposal is approved by the FDIC prior to the consummation of the proposed transaction;
5. That, the transaction shall not be consummated sooner than fifteen calendar days after the date of this Order nor later than six months after the date of this Order, unless such period is extended for good cause by the FDIC; and
6. That, until the proposed transaction is consummated, the FDIC shall have the right to alter, suspend, or withdraw its approval should any interim development be deemed to warrant such action.

Pursuant to the delegated authority of the FDIC Board of Directors.

Dated at Washington, D.C. this 3rd day of May, 2016.

/s/

James C. Watkins
Senior Deputy Director
Division of Risk Management and Supervision