

October 26, 2005

Ms. Kay W. McCurdy, Esquire
Lord Bissell Brook LLP
115 S. LaSalle Street
Chicago, Illinois 60603-3901

Dear Ms. McCurdy:

We received your letter dated May 13, 2005 on behalf of Woronoco Savings Charitable Foundation (Foundation), requesting the Federal Deposit Insurance Corporation's (FDIC) confirmation that the conditions imposed on the Foundation by the FDIC, pursuant to the FDIC's initial letter of intent not to object dated January 12, 1999, in conjunction with the conversion of Woronoco Savings Bank, Westfield, Massachusetts, will lapse upon completion of the merger between Berkshire Hills Bancorp, Inc. and Woronoco Bancorp, Inc.

The commitments that the Foundation made to the FDIC in conjunction with Woronoco Savings Bank's mutual-to-stock conversion remain in effect until waived or modified by the FDIC at its sole discretion. In light of the information provided and the circumstances involved in this instance, the FDIC waives the conditions that were imposed on the Foundation when Woronoco Savings Bank converted from a mutual savings bank to the stock form of organization in 1999.

Should you have any questions, please contact Associate Director Lisa K. Roy at (202) 898-3764 or Section Chief John P. Henrie at (202) 898-6692.

Sincerely,

/s/

Christopher J. Spoth
Acting Director

cc: Steven L. Antonakes
Massachusetts Commissioner of Banks