

BERKSHIRE HILLS BANCORP INC  
Form S-4  
December 24, 2014

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As filed with the Securities and Exchange Commission on December 24, 2014

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BERKSHIRE HILLS BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6036**  
(Primary Standard Industrial  
Classification Code Number)  
**24 North Street**  
**Pittsfield, Massachusetts 01201**  
**(413) 443-5601**

**04-3510455**  
(I.R.S. Employer  
Identification Number)

(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)

**Michael P. Daly**  
**President and Chief Executive Officer**  
**24 North Street**  
**Pittsfield, Massachusetts 01201**  
**(413) 443-5601**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**Copies to:**

**Lawrence M. F. Spaccasi, Esq.**  
**Marc Levy, Esq.**  
**Luse Gorman Pomerenk & Schick, P.C.**  
**5335 Wisconsin Avenue, N.W., Suite 780**  
**Washington, D.C. 20015**  
**Phone: (202) 274-2000**

**Samantha M. Kirby, Esq.**  
**Joseph L. Johnson III, Esq.**  
**Goodwin Procter LLP**  
**53 State Street**  
**Boston, MA 02109**  
**Phone: (617) 570-1000**

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**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this registration statement becomes effective.**

If the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.01 par value per share	4,796,735 shares(1)	N/A	\$123,175,396(2)	\$14,313

(1) Represents the estimated maximum number of shares of Berkshire Hills Bancorp, Inc. common stock estimated to be issuable upon the completion of the merger to which this Registration Statement relates.

(2) Pursuant to Rule 457(f), the registration fee was computed on the basis of \$20.80, the market value of the common stock of Hampden Bancorp, Inc. to be exchanged or cancelled in the merger, computed in accordance with Rule 457(c), multiplied by the number of shares of common stock of Hampden Bancorp, Inc. that may be received by the registrant and/or cancelled upon consummation of the merger.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**PRELIMINARY SUBJECT TO COMPLETION DATED DECEMBER 24, 2014**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Hampden Bancorp, Inc. Stockholder:

On November 3, 2014, the board of directors of Hampden Bancorp, Inc. unanimously approved a merger agreement between Hampden Bancorp, Inc. and Berkshire Hills Bancorp, Inc. Hampden Bancorp, Inc. is holding a special meeting for its stockholders to vote on the proposals necessary to complete the merger. If the merger agreement is approved and the merger is subsequently completed, Hampden Bancorp, Inc. will merge with and into Berkshire Hills Bancorp, Inc., Hampden Bancorp, Inc.'s separate corporate existence will thereupon cease and Berkshire Hills Bancorp, Inc. will continue as the surviving corporation.

Under the terms of the merger agreement, each outstanding share of Hampden Bancorp, Inc. common stock will be converted into the right to receive 0.81 shares of Berkshire Hills Bancorp, Inc. common stock. Berkshire Hills Bancorp, Inc.'s common stock is listed on the New York Stock Exchange under the symbol "BHLB." On [ ], the closing price of Berkshire Hills Bancorp, Inc. common stock was \$[ ] per share.

Completion of the merger is subject to the receipt of regulatory approvals and the approval of the stockholders of Hampden Bancorp, Inc., as well as customary conditions.

**Hampden Bancorp, Inc.'s board of directors has unanimously determined that the merger and the merger agreement are in the best interests of Hampden Bancorp, Inc. and its stockholders and unanimously recommends that you vote "FOR" the approval of the merger agreement and "FOR" the advisory, non-binding proposal to approve the merger-related executive compensation payable to Hampden Bancorp, Inc.'s named executive officers.** The merger cannot be completed unless a majority of the shares of common stock of Hampden Bancorp, Inc. outstanding and entitled to vote at the special meeting vote to approve the merger agreement. Whether or not you plan to attend the special meeting, please take the time to vote by completing the enclosed proxy card and mailing it in the enclosed envelope. **If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote "FOR" the approval of the merger agreement, "FOR" the advisory, non-binding proposal to approve the merger-related executive compensation payable to Hampden Bancorp, Inc.'s named executive officers, and "FOR" the approval of the adjournment of the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the merger agreement or to approve the merger-related executive compensation payable to Hampden Bancorp, Inc.'s named executive officers. If you fail to vote, or you do not instruct your broker how to vote any shares held for you in "street name," it will have the same effect as voting "AGAINST" the merger agreement, but will have no impact on the advisory, non-binding proposal to approve the merger-related executive compensation or the proposal to approve an adjournment of the special meeting.**

The accompanying document is being delivered to Hampden Bancorp, Inc. stockholders as Berkshire Hills Bancorp, Inc.'s prospectus for its offering of Berkshire Hills Bancorp, Inc. common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from Hampden Bancorp, Inc. stockholders to vote for the approval of the merger agreement.

This Proxy Statement/Prospectus provides you with detailed information about the proposed merger. It also contains or references information about Berkshire Hills Bancorp, Inc. and Hampden Bancorp, Inc. and related matters. You are encouraged to read this document carefully. **In particular, you should read the "Risk Factors" section beginning on page 13 for a discussion of certain risks you should consider in evaluating the proposed merger and how it will affect you.**

**Voting procedures are described in this Proxy Statement/Prospectus. Your vote is important and I urge you to cast it promptly.**

Sincerely,

Glenn S. Welch  
*President and Chief Executive Officer*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger or the securities to be issued under this Proxy Statement/Prospectus or determined if this Proxy Statement/Prospectus is accurate or adequate. Any representation to the contrary is a criminal offense. The securities we are offering through this document are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either of our companies, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

Proxy Statement/Prospectus dated [ ]  
and first mailed to stockholders on or about [ ]

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**WHERE YOU CAN FIND MORE INFORMATION**

Both Berkshire Hills Bancorp, Inc. and Hampden Bancorp, Inc. file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the "SEC"). You may read and copy any materials that either Berkshire Hills Bancorp, Inc. or Hampden Bancorp, Inc. files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, Berkshire Hills Bancorp, Inc. and Hampden Bancorp, Inc. file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from Berkshire Hills Bancorp, Inc. at <https://www.berkshirebank.com> under the "Investor Relations" tab or from Hampden Bancorp, Inc. at <https://www.hampdenbank.com> under the "Investors Relations" tab.

Berkshire Hills Bancorp, Inc. has filed a registration statement on Form S-4 to register with the SEC up to [ ] shares of Berkshire Hills Bancorp, Inc. common stock. This Proxy Statement/Prospectus is a part of that registration statement. As permitted by SEC rules, this Proxy Statement/Prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You should read the registration statement and can obtain a copy of this Proxy Statement/Prospectus, including any amendments, schedules and exhibits, at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this Proxy Statement/Prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This Proxy Statement/Prospectus incorporates by reference documents that Berkshire Hills Bancorp, Inc. and Hampden Bancorp, Inc. have previously filed with the SEC. They contain important information about the companies and their financial condition. See "Where You Can Find More Information" on page 153. These documents are available without charge to you upon written or oral request to the applicable company's principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below:

Berkshire Hills Bancorp, Inc.  
24 North Street  
Pittsfield, Massachusetts 01201  
Attention: Investor Relations Department  
(413) 443-5601

Hampden Bancorp, Inc.  
19 Harrison Ave.  
Springfield, Massachusetts 01102  
Attention: Investor Relations  
(413) 736-1812

**To obtain timely delivery of these documents, you must request the information no later than [ ] in order to receive them before Hampden Bancorp, Inc.'s special meeting of stockholders.**

Berkshire Hills Bancorp, Inc. common stock is traded on the New York Stock Exchange under the symbol "BHLB," and Hampden Bancorp, Inc. common stock is traded on the NASDAQ Global Market under the symbol "HBNK."

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**HAMPDEN BANCORP, INC.**

19 HARRISON AVENUE  
SPRINGFIELD, MASSACHUSETTS 01102

**NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON [            ]**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of Hampden Bancorp, Inc. will be held on [            ] at [            ] [            ] .m., Eastern Time, at [            ], for the following purposes:

1. To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of November 3, 2014, by and between Berkshire Hills Bancorp, Inc. and Hampden Bancorp, Inc. (the "Merger Agreement");
2. To consider and vote upon an advisory, non-binding proposal to approve the compensation payable to the named executive officers of Hampden Bancorp, Inc. in connection with the transactions contemplated by the Merger Agreement (the "Merger-Related Executive Compensation");
3. To approve one or more adjournments of the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation; and
4. To transact any other business which may properly come before the special meeting or any adjournment or postponement thereof.

The merger is described in more detail in this Proxy Statement/Prospectus, which you should read carefully in its entirety before voting. A copy of the Merger Agreement is attached as Appendix A to this Proxy Statement/Prospectus. Only Hampden Bancorp, Inc. stockholders of record as of the close of business on [            ] are entitled to notice of and to vote at the special meeting of stockholders or any adjournments or postponements of the special meeting.

**To ensure your representation at the special meeting of stockholders, please follow the voting procedures described in the accompanying Proxy Statement/Prospectus and on the enclosed proxy card.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Your proxy may be revoked at any time before it is voted by following the instructions provided in the Proxy Statement/Prospectus.

BY ORDER OF THE BOARD OF DIRECTORS

Glenn S. Welch  
*President and Chief Executive Officer*

Springfield, Massachusetts  
[            ]

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**HAMPDEN BANCORP, INC.'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF THE MERGER AGREEMENT, "FOR" THE APPROVAL OF THE MERGER-RELATED EXECUTIVE COMPENSATION, AND "FOR" THE APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT OR TO APPROVE THE MERGER-RELATED EXECUTIVE COMPENSATION.**

**YOUR VOTE IS IMPORTANT!**

**WHETHER OR NOT YOU EXPECT TO ATTEND THE HAMPDEN BANCORP, INC. SPECIAL MEETING IN PERSON, HAMPDEN BANCORP, INC. URGES YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE BY COMPLETING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED.** If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished to you by such record holder.

If you have any questions concerning the merger or other matters to be considered at the Hampden Bancorp, Inc. special meeting, would like additional copies of this Proxy Statement/Prospectus or need help voting your shares, please contact Hampden Bancorp, Inc.'s proxy solicitor:

D.F. King  
48 Wall Street  
New York, New York 10005  
(877) 896-3192 (for stockholders)  
(212) 269-5550 (for banks and brokers)  
hampden@dfking.com

**PLEASE DO NOT SEND STOCK CERTIFICATES WITH THE PROXY CARD. YOU WILL BE SENT SEPARATE INSTRUCTIONS REGARDING THE SURRENDER OF YOUR STOCK CERTIFICATES.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following are answers to certain questions that you may have regarding the Merger and the special meeting. We urge you to read carefully the remainder of this Proxy Statement/Prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this Proxy Statement/Prospectus.*

**Q: WHY AM I RECEIVING THIS DOCUMENT?**

A. Berkshire Hills Bancorp, Inc. ("BHLB") and Hampden Bancorp, Inc. ("Hampden Bancorp") have agreed to combine under the terms of a merger agreement by and between BHLB and Hampden Bancorp, dated as of November 3, 2014 (the "Merger Agreement"), that is described in this Proxy Statement/Prospectus. A copy of the Merger Agreement is attached to this Proxy Statement/Prospectus as Appendix A. In order to complete the merger of Hampden Bancorp with and into BHLB (the "Merger"), the stockholders of Hampden Bancorp must vote to approve the Merger Agreement. Hampden Bancorp will hold a special meeting of its stockholders to obtain these approvals. This Proxy Statement/Prospectus contains important information about the Merger, the Merger Agreement, the special meeting of Hampden Bancorp stockholders, and other related matters, and you should read it carefully.

**Q: WHO IS BEING ASKED TO APPROVE MATTERS IN CONNECTION WITH THE MERGER?**

A. Hampden Bancorp stockholders are being asked to vote to approve the merger-related proposals.

Under Delaware law, which governs the Merger, the Merger cannot be completed unless Hampden Bancorp stockholders vote to approve the Merger Agreement. With this Proxy Statement/Prospectus, Hampden Bancorp's board of directors is soliciting proxies from Hampden Bancorp stockholders to obtain these approvals at the special meeting of Hampden Bancorp stockholders discussed below.

**Q: WHAT WILL HAMPDEN BANCORP STOCKHOLDERS RECEIVE IN THE MERGER?**

A. If the merger-related proposals are approved and the Merger is subsequently completed, each outstanding share of Hampden Bancorp common stock will be converted into the right to receive 0.81 shares of BHLB common stock.

**Q: WHAT WILL HAPPEN TO HAMPDEN BANCORP AS A RESULT OF THE MERGER?**

A. If the Merger is completed, Hampden Bancorp will merge with and into BHLB, and Hampden Bancorp's separate corporate existence will cease to exist. At a time to be determined following the Merger, Hampden Bank, a Massachusetts savings bank and wholly owned subsidiary of Hampden Bancorp, will merge with and into Berkshire Bank, a Massachusetts trust company and wholly owned subsidiary of BHLB, with Berkshire Bank being the surviving bank.

**Q: WHEN WILL THE MERGER BE COMPLETED?**

A. We expect the Merger will be completed when all of the conditions to completion contained in the Merger Agreement are satisfied or waived, including the receipt of required regulatory approvals and the approval of the Merger Agreement by Hampden Bancorp stockholders at the Hampden Bancorp special meeting. We currently expect to complete the Merger early in the second quarter of 2015. However, because fulfillment of some of the conditions to completion of the Merger, such as the receipt of required regulatory approvals, is not entirely within our control, we cannot predict the actual timing of the completion of the Merger.



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**Q: WHAT HAPPENS IF THE MERGER IS NOT COMPLETED?**

A: If the Merger is not completed, Hampden Bancorp stockholders will not receive any consideration for their shares of common stock in connection with the Merger. Instead, Hampden Bancorp will remain an independent company and its common stock will continue to be listed and traded on the NASDAQ Global Market. Under specified circumstances, Hampden Bancorp may be required to pay to BHLB a fee with respect to the termination of the Merger Agreement. For more information, please review the sections entitled "Terminating the Merger Agreement" and "Termination Fee" beginning on page 69.

**Q: WHERE CAN I FIND MORE INFORMATION ABOUT BHLB AND HAMPDEN BANCORP?**

A: You can find more information about BHLB and Hampden Bancorp from the various sources described under the section entitled "Where You Can Find More Information" at the end of this Proxy Statement/Prospectus.

**Q: WHEN AND WHERE WILL HAMPDEN BANCORP STOCKHOLDERS MEET?**

A: Hampden Bancorp will hold a special meeting of its stockholders on [ ], at [ ] [ ] .m., Eastern Time, at [ ].

**Q: WHO CAN VOTE AT THE HAMPDEN BANCORP SPECIAL MEETING?**

A: Holders of record of Hampden Bancorp common stock at the close of business on [ ], the record date for the Hampden Bancorp special meeting, are entitled to vote at the special meeting.

**Q: HOW MANY VOTES MUST BE REPRESENTED IN PERSON OR BY PROXY AT THE HAMPDEN BANCORP SPECIAL MEETING TO HAVE A QUORUM?**

A: The holders of a majority of all of the shares of Hampden Bancorp common stock entitled to vote at the special meeting, present in person or represented by proxy, will constitute a quorum at the special meeting.

**Q: WHAT MATTERS ARE HAMPDEN BANCORP STOCKHOLDERS BEING ASKED TO APPROVE AT THE HAMPDEN BANCORP SPECIAL MEETING PURSUANT TO THIS PROXY STATEMENT/PROSPECTUS?**

A: Hampden Bancorp stockholders are being asked to approve the Merger Agreement. We refer to the proposal to approve the Merger Agreement as the "Hampden Bancorp Merger Agreement proposal."

Hampden Bancorp stockholders are also being asked to vote in favor of an advisory, non-binding proposal to approve the Merger-Related Executive Compensation.

Finally, Hampden Bancorp stockholders are being asked to approve one or more adjournments of the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation, which we refer to as the "Hampden Bancorp adjournment proposal."

**Q: WHAT VOTE BY HAMPDEN BANCORP STOCKHOLDERS IS REQUIRED TO APPROVE THE HAMPDEN BANCORP SPECIAL MEETING PROPOSALS?**

A:

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Assuming a quorum is present at the Hampden Bancorp special meeting, approval of the Merger Agreement requires the affirmative vote of a majority of the outstanding shares of Hampden

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Bancorp common stock entitled to vote on the Merger Agreement. Abstentions and broker non-votes will have the same effect as a vote against the Merger Agreement.

Approval of the Hampden Bancorp Merger-Related Executive Compensation requires the affirmative vote of a majority of the votes cast on the proposal. Abstentions and broker non-votes will not affect whether the proposal is approved.

Approval of the Hampden Bancorp adjournment proposal requires the affirmative vote of a majority of the votes cast on the proposal. Abstentions and broker non-votes will not affect whether the proposal is approved.

As of the record date for the special meeting, directors and executive officers of Hampden Bancorp, together with their affiliates, had sole or shared voting power over approximately [ ]% of the Hampden Bancorp common stock outstanding and entitled to vote at the special meeting. Pursuant to the terms of the Merger Agreement, each of the directors and three of the executive officers of Hampden Bancorp, who own in aggregate [ ] shares of Hampden Bancorp common stock, have entered into voting agreements with BHLB to vote their respective shares of Hampden Bancorp common stock **"FOR"** the Hampden Bancorp Merger Agreement proposal at the special meeting. As of the same date, BHLB and its subsidiaries and its directors and executive officers owned [ ] shares of Hampden Bancorp common stock. This equals [ ]% of the outstanding shares of Hampden Bancorp common stock. BHLB and its subsidiaries and its directors and executive officers intend to vote their shares **"FOR"** the Hampden Bancorp Merger Agreement proposal at the special meeting.

**Q: HOW MAY THE HAMPDEN BANCORP STOCKHOLDERS VOTE THEIR SHARES FOR THE SPECIAL MEETING PROPOSALS PRESENTED IN THIS PROXY STATEMENT/PROSPECTUS?**

A: Hampden Bancorp stockholders may vote by completing, signing, dating and returning the proxy card in the enclosed prepaid return envelope, or by following the telephone or Internet voting instructions on the proxy card as soon as possible, or by attending the special meeting and voting in person. This will enable your shares to be represented and voted at the special meeting. If your stock is held in "street name," you will receive instructions from your broker, bank or other nominee that you must follow to have your shares voted. Your broker, bank or other nominee may allow you to deliver your voting instructions via the telephone or the Internet. Please review the proxy card or instruction form provided by your broker, bank or other nominee that accompanies this Proxy Statement/Prospectus.

**Q: WILL A BROKER OR BANK HOLDING SHARES IN "STREET NAME" FOR A HAMPDEN BANCORP STOCKHOLDER AUTOMATICALLY VOTE THOSE SHARES FOR THE STOCKHOLDER AT THE HAMPDEN BANCORP SPECIAL MEETING?**

A: No. A broker or bank **WILL NOT** be able to vote your shares with respect to the Merger Agreement without first receiving instructions from you on how to vote. If your shares are held in "street name," you will receive separate voting instructions with your proxy materials. It is important that you provide timely instruction to your broker or bank to ensure that all shares of Hampden Bancorp common stock that you own are voted at the special meeting. The failure of a Hampden Bancorp stockholder whose shares of Hampden Bancorp common stock are held in "street name" to give voting instructions to the broker or bank will have the same effect as a vote **"AGAINST"** the Hampden Bancorp Merger Agreement proposal.

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**Q: WILL HAMPDEN BANCORP STOCKHOLDERS BE ABLE TO VOTE THEIR SHARES AT THE HAMPDEN BANCORP SPECIAL MEETING IN PERSON?**

A: Yes. Submitting a proxy will not affect the right of any stockholder to vote in person at the special meeting. If you hold shares in "street name" and wish to attend the special meeting, you must ask your broker or bank how to vote those shares in person at the special meeting.

**Q: MAY A HAMPDEN BANCORP STOCKHOLDER CHANGE OR REVOKE HIS OR HER VOTE AFTER SUBMITTING A PROXY?**

A: Yes. If you have not voted through your broker, you can change your vote by:

providing written notice of revocation to Tara G. Corthell, Chief Financial Officer of Hampden Bancorp, which must be provided to the Chief Financial Officer by the time the special meeting begins;

submitting a new proxy card (any earlier proxies will be revoked automatically); or

attending the special meeting and voting in person. Any earlier proxy will be revoked. However, simply attending the special meeting without voting will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow your broker's directions to change your vote.

**Q: WHAT SHOULD A HAMPDEN BANCORP STOCKHOLDER DO IF HE OR SHE RECEIVES MORE THAN ONE SET OF VOTING MATERIALS?**

A: As a Hampden Bancorp stockholder, you may receive more than one set of voting materials, including multiple copies of this Proxy Statement/Prospectus and multiple Hampden Bancorp proxy cards or voting instruction cards. For example, if you hold your Hampden Bancorp shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold Hampden Bancorp shares. In addition, if you are a holder of record and your Hampden Bancorp shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions set forth in this Proxy Statement/Prospectus in the section entitled "Special Meeting of Hampden Bancorp, Inc. Stockholders."

**Q: DO HAMPDEN BANCORP STOCKHOLDERS HAVE DISSENTERS' OR APPRAISAL RIGHTS?**

A: No. Under the Delaware General Corporation Law (the "DGCL"), Hampden Bancorp stockholders do not have appraisal rights in connection with the Merger.

**Q: WHAT DOES HAMPDEN BANCORP'S BOARD OF DIRECTORS RECOMMEND WITH RESPECT TO THE THREE PROPOSALS?**

A: Hampden Bancorp's board of directors unanimously (i) determined that the Merger Agreement and the Merger are in the best interests of Hampden Bancorp and its stockholders, (ii) approved the Merger Agreement and recommended that the Hampden Bancorp stockholders approve the Merger Agreement, and (iii) directed that the Merger Agreement be submitted for consideration by the Hampden Bancorp stockholders. Accordingly, the Hampden Bancorp board of directors unanimously recommends that Hampden Bancorp stockholders vote **"FOR"** the Hampden Bancorp Merger Agreement proposal, **"FOR"** the advisory, non-binding proposal to

approve the Merger-Related Executive Compensation and "**FOR**" the Hampden Bancorp adjournment proposal.

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**Q: DID THE BOARD OF DIRECTORS OF HAMPDEN BANCORP RECEIVE AN OPINION FROM A FINANCIAL ADVISOR WITH RESPECT TO THE MERGER?**

A: Yes. On November 3, 2014, Sterne, Agee & Leach, Inc. ("Sterne Agee") rendered an opinion to the Hampden Bancorp board of directors that as of such date, and based upon and subject to the various factors, assumptions and limitations set forth in its opinion, the consideration offered in the Merger was fair, from a financial point of view, to the Hampden Bancorp stockholders. The full text of Sterne Agee's written opinion is attached as Appendix B to this Proxy Statement/Prospectus. Hampden Bancorp stockholders are urged to read Sterne Agee's written opinion carefully.

**Q: WHAT WILL HAMPDEN BANCORP STOCKHOLDERS RECEIVE IN THE MERGER?**

A: If the merger-related proposals are approved and the Merger is subsequently completed, Hampden Bancorp stockholders will receive 0.81 shares of BHLB common stock for each share of Hampden Bancorp common stock held immediately prior to the Merger. BHLB will not issue any fractional shares of BHLB common stock in the merger. Hampden Bancorp stockholders who would otherwise be entitled to a fractional share of BHLB common stock upon the completion of the Merger will instead receive an amount in cash equal to the product of (i) the fraction of a share of BHLB common stock to which such stockholder would otherwise be entitled multiplied by (ii) the average of the daily closing sale prices of BHLB common stock as reported on the New York Stock Exchange for the five consecutive trading days immediately preceding the closing date of the Merger.

**Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO HAMPDEN BANCORP STOCKHOLDERS?**

A: The Merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and holders of Hampden Bancorp common stock are not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of Hampden Bancorp common stock for shares of BHLB common stock in the Merger, except with respect to any cash received instead of fractional shares of BHLB common stock.

For a more detailed discussion of the material United States federal income tax consequences of the Merger, please see the section "Proposal 1 The Merger Material Tax Consequences of the Merger" beginning on page 50.

**The consequences of the Merger to any particular stockholder will depend on that stockholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine your tax consequences from the Merger.**

**Q: ARE THERE RISKS THAT I SHOULD CONSIDER IN DECIDING WHETHER TO VOTE FOR APPROVAL OF THE MERGER-RELATED PROPOSALS?**

A: Yes. You should read and carefully consider the risk factors set forth in the section of this Proxy Statement/Prospectus entitled "Risk Factors" beginning on page 13.



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**Q: WHY ARE HAMPDEN BANCORP STOCKHOLDERS BEING ASKED TO APPROVE, ON AN ADVISORY, NON-BINDING BASIS, CERTAIN MERGER-RELATED EXECUTIVE COMPENSATION?**

A: U.S. federal securities laws require Hampden Bancorp to seek an advisory, non-binding vote with respect to certain payments that may be made to Hampden Bancorp's named executive officers in connection with the Merger.

**Q: WHAT WILL HAPPEN IF HAMPDEN BANCORP STOCKHOLDERS DO NOT APPROVE CERTAIN MERGER-RELATED EXECUTIVE COMPENSATION AT THE SPECIAL MEETING?**

A: The vote with respect to the Merger-Related Executive Compensation is an advisory vote and will not be binding on Hampden Bancorp. Therefore, if the Merger Agreement is approved by Hampden Bancorp's stockholders, the Merger-Related Executive Compensation may still be paid to the Hampden Bancorp named executive officers if and to the extent required or allowed under applicable law even if Hampden Bancorp's stockholders do not approve the Merger-Related Executive Compensation.

**Q: WILL THE MERGER-RELATED EXECUTIVE COMPENSATION BE PAID IF THE MERGER IS NOT CONSUMMATED?**

A: No. Payment of the Merger-Related Executive Compensation is contingent upon the consummation of the Merger.

**Q: SHOULD HAMPDEN BANCORP STOCKHOLDERS SEND IN THEIR STOCK CERTIFICATES NOW?**

A: No. Hampden Bancorp stockholders **SHOULD NOT** send in any stock certificates now. If the Merger is approved, transmittal materials, with instructions for their completion, will be provided to Hampden Bancorp stockholders under separate cover and the stock certificates should be sent at that time.

**Q: WHAT HAPPENS IF I SELL MY SHARES OF HAMPDEN BANCORP COMMON STOCK BEFORE THE SPECIAL MEETING?**

A: The record date for Hampden Bancorp stockholders entitled to vote at the special meeting is earlier than both the date of the special meeting and the completion of the Merger. If you transfer your shares of Hampden Bancorp common stock after the record date but before the special meeting, you will, unless special arrangements are made, retain your right to vote at the special meeting but will transfer the right to receive the merger consideration to the person to whom you transfer your shares.

**Q: WHAT DO HAMPDEN BANCORP STOCKHOLDERS NEED TO DO NOW?**

A: After carefully reading and considering the information contained in this Proxy Statement/Prospectus, we are requesting you vote by mail, by telephone, by Internet or by attending the special meeting and voting in person. If you choose to vote by mail, you should complete, sign, date and promptly return the enclosed proxy card. The proxy card will instruct the persons named on the proxy card to vote your Hampden Bancorp shares at the special meeting as you direct. If you sign and send in a proxy card and do not indicate how you wish to vote, your proxy will be voted "**FOR**" each of the special meeting proposals. Alternatively, you can follow the telephone or Internet voting instructions on your proxy card.

**Q: WHO CAN HELP ANSWER MY QUESTIONS?**

A: If you have any questions about the Merger or the special meeting, or if you need additional copies of this Proxy Statement/Prospectus or the enclosed proxy card, you should contact Hampden Bancorp's proxy solicitor, D.F. King & Co., at (877) 896-3192 (for

stockholders) or (212) 269-5550 (for banks and brokers).

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**SUMMARY**

*This summary highlights selected information in this Proxy Statement/Prospectus and may not contain all of the information important to you. To understand the Merger more fully, you should read this entire document carefully, including the documents attached to this Proxy Statement/Prospectus.*

**The Companies**

***Berkshire Hills Bancorp, Inc.***

24 North Street  
Pittsfield, Massachusetts 01201  
(413) 443-5601

Berkshire Hills Bancorp, Inc., a Delaware corporation, is a bank holding company headquartered in Pittsfield, Massachusetts that was incorporated and commenced operations in 2000. BHLB's common stock is listed on the New York Stock Exchange under the symbol "BHLB." BHLB conducts its operations primarily through Berkshire Bank, a Massachusetts trust company with 91 full service branch offices in Massachusetts, Connecticut, New York and Vermont. Berkshire Bank, America's Most Exciting Bank(SM), is one of Massachusetts' oldest and largest independent banks and is the largest banking institution based in Western Massachusetts. Berkshire Bank provides personal and business banking, insurance, and wealth management services. BHLB is also the holding company for Berkshire Insurance Group, an insurance agency in Western Massachusetts. At September 30, 2014, BHLB had total assets of \$6.4 billion, total deposits of \$4.6 billion and total stockholders' equity of \$696.9 million.

***Hampden Bancorp, Inc.***

19 Harrison Ave.  
Springfield, Massachusetts 01102  
(413) 736-1812

Hampden Bancorp, Inc. a Delaware corporation, is a bank holding company headquartered in Springfield, Massachusetts that was incorporated and commenced operations in 2007. Hampden Bancorp's common stock is quoted on the NASDAQ Global Market under the symbol "HBNK." Hampden Bancorp conducts its operations primarily through Hampden Bank, a Massachusetts savings bank that offers products and services to meet the financial needs of its customers through its ten branch offices in Hampden County, Massachusetts. Hampden Bank's business consists primarily of offering a variety of loan and deposit products, and as well as insurance and investment products through its Financial Services Division. At September 30, 2014, Hampden Bancorp had total assets of \$705.7 million, total deposits of \$489.6 million and total stockholders' equity of \$85.7 million.

**Special Meeting of Hampden Bancorp Stockholders; Required Vote (page 26)**

A special meeting of Hampden Bancorp stockholders is scheduled to be held on [ ] at [ ] [ ].m., Eastern Time, at [ ]. At the special meeting, you will be asked to vote on a proposal to approve the Merger Agreement between Hampden Bancorp and BHLB. You will also be asked to vote on an advisory, non-binding proposal to approve the Merger-Related Executive Compensation. You may also be asked to vote to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation.

Only Hampden Bancorp stockholders of record as of the close of business on [ ] are entitled to notice of, and to vote at, the Hampden Bancorp special meeting and any adjournments or postponements of the special meeting.

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Approval of the Merger Agreement requires the affirmative vote of a majority of the outstanding shares of Hampden Bancorp common stock entitled to vote on the Merger Agreement. Abstentions and broker non-votes will have the same effect as a vote against the Merger Agreement.

Approval of the Merger-Related Executive Compensation proposal requires the affirmative vote of a majority of the votes cast on the proposal. Abstentions and broker non-votes will not affect whether these proposals are approved.

As of the record date, there were [ ] shares of Hampden Bancorp common stock outstanding and entitled to vote. The directors and executive officers of Hampden Bancorp, as a group, beneficially owned [ ] shares of Hampden Bancorp common stock, representing approximately [ ]% of the outstanding shares of Hampden Bancorp common stock as of the record date. Each of the directors and three of the executive officers of Hampden Bancorp, who own in aggregate [ ] shares of Hampden Bancorp common stock, have agreed to vote their shares in favor of the Merger Agreement at the special meeting. As of the same date, BHLB and its subsidiaries and its directors and executive officers owned [ ] shares of Hampden Bancorp common stock. This equals [ ]% of the outstanding shares of Hampden Bancorp common stock. BHLB and its subsidiaries and its directors and executive officers intend to vote their shares in favor of the Merger Agreement at the special meeting.

**The Merger and the Merger Agreement (page 29)**

BHLB's acquisition of Hampden Bancorp is governed by the Merger Agreement. The Merger Agreement provides that if all of the conditions to the Merger contained in the Merger Agreement are satisfied or waived, Hampden Bancorp will be merged with and into BHLB, with BHLB as the surviving entity. **We encourage you to read the Merger Agreement, which is included as Appendix A to this Proxy Statement/Prospectus.**

**In the Merger, Hampden Bancorp Stockholders Will Receive Shares of BHLB Common Stock (page 49)**

Under the Merger Agreement, each outstanding share of Hampden Bancorp common stock will be exchanged for 0.81 shares of BHLB common stock (the "exchange ratio"), plus a cash payment for any fractional shares in an amount equal to the product of (i) the fraction of a share of BHLB common stock to which a Hampden Bancorp stockholder otherwise would be entitled multiplied by (ii) the average of the daily closing sales prices of BHLB common stock as reported on the New York Stock Exchange for the five consecutive trading days immediately preceding the closing date of the Merger.

**Comparative Market Prices (page 25)**

The following table shows the closing price per share of BHLB common stock and the equivalent price per share of Hampden Bancorp common stock, after giving effect to the Merger, on November 3, 2014, which is the last day on which shares of BHLB common stock traded preceding the public announcement of the Merger, and on [ ], the most recent practicable date prior to the mailing of this Proxy Statement/Prospectus. The equivalent price per share of Hampden Bancorp common stock was computed by multiplying the price of a share of BHLB common stock by the exchange ratio. See "Proposal 1 The Merger Consideration to be Received in the Merger" on page 48.

	Berkshire Hills Bancorp, Inc. Common Stock	Equivalent Price Per Share of Hampden Bancorp, Inc. Common Stock
November 3, 2014	\$ 25.73	\$ 20.84
[ ]	\$	\$

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**Recommendation of Hampden Bancorp board of directors (page 34)**

The Hampden Bancorp board of directors has unanimously approved the Merger Agreement. The Hampden Bancorp board believes that the Merger Agreement and the Merger are in the best interests of Hampden Bancorp and its stockholders, and therefore **unanimously recommends that Hampden Bancorp stockholders vote "FOR" the proposal to approve the Merger Agreement.** In reaching this decision, Hampden Bancorp's board of directors considered a variety of factors, which are described in the section captioned "Proposal 1 The Merger Hampden Bancorp's Reasons for the Merger" beginning on page 34.

In addition, the Hampden Bancorp board of directors unanimously recommends that Hampden Bancorp stockholders vote **"FOR"** the advisory, non-binding proposal to approve the Merger-Related Executive Compensation and **"FOR"** the approval of the adjournment of the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation.

**Opinion of Hampden Bancorp's Financial Advisor (page 37)**

On November 3, 2014, Sterne Agee, rendered an opinion to the Hampden Bancorp board of directors that as of such date, and based upon and subject to the various factors, assumptions and limitations set forth in its opinion, the consideration offered in the Merger was fair, from a financial point of view, to the holders of Hampden Bancorp common stock. **We encourage you to read the full text of Sterne Agee's written opinion, which is included as Appendix B to this Proxy Statement/Prospectus.**

**Regulatory Matters Relating to the Merger (page 52)**

Under the terms of the Merger Agreement, the Merger cannot be completed unless it is first approved by the Federal Deposit Insurance Corporation ("FDIC"), the Massachusetts Commissioner of Banks (the "Commissioner"), the Massachusetts Board of Bank Incorporation ("BBI"), and the Board of Governors of the Federal Reserve System (the "Federal Reserve"). BHLB intends to file the required applications. As of the date of this Proxy Statement/Prospectus, BHLB has not received any approvals from these regulators. While BHLB does not know of any reason why it would not obtain approval in a timely manner, BHLB cannot be certain when or if it will receive regulatory approval.

**Conditions to Completing the Merger (page 60)**

The completion of the Merger is subject to the fulfillment of a number of conditions, including:

approval of the Merger Agreement by Hampden Bancorp stockholders;

receipt of all required regulatory approvals and the expiration of all statutory waiting periods;

authorization for listing on the New York Stock Exchange of the shares of BHLB common stock to be issued in the merger;

effectiveness of the registration statement of which this Proxy Statement/Prospectus is a part of;

the absence of any order, decree, injunction, statute, rule or regulation that enjoins or prohibits the consummation of the Merger;

performance in all material respects by each of BHLB and Hampden Bancorp of its obligations under the Merger Agreement unless waived by the other party;

receipt by each of BHLB and Hampden Bancorp of an opinion from its respective legal counsel to the effect that the Merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal

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Revenue Code of 1986, as amended;

subject to the materiality standards provided in the Merger Agreement, the continued accuracy of representations and warranties made on the date of the Merger Agreement; and

no material adverse effect with respect to either party has occurred.

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**Terminating the Merger Agreement (page 69)**

The Merger Agreement may be terminated by mutual written agreement of BHLB and Hampden Bancorp at any time prior to the completion of the Merger. Additionally, subject to the conditions and circumstances described in the Merger Agreement, either BHLB or Hampden Bancorp may terminate the Merger Agreement if, among other things, any of the following occur:

the Merger has not been consummated by November 3, 2015, or such later date as shall have been agreed to in writing by BHLB and Hampden Bancorp, unless the failure to complete the Merger by that time was due to such party's material breach of any representation, warranty, covenant or other agreement contained in the Merger Agreement;

Hampden Bancorp stockholders do not approve the Merger Agreement at the Hampden Bancorp special meeting;

a required regulatory approval, consent or waiver is denied or any governmental entity prohibits the consummation of the Merger or the transactions contemplated by the Merger Agreement; or

there is a material breach by the other party of any representation, warranty, covenant or agreement contained in the Merger Agreement, which breach cannot be cured prior to the closing date, or has not been cured within 30 days after the giving of written notice to such party of such breach.

Hampden Bancorp may terminate the Merger Agreement if BHLB's stock price falls below thresholds set forth in the Merger Agreement and BHLB does not increase the exchange ratio pursuant to a prescribed formula.

BHLB may terminate the Merger Agreement if (i) Hampden Bancorp receives a superior proposal and has entered into an acquisition agreement with respect to the superior proposal in accordance with the provisions of the Merger Agreement, (ii) the board of directors of Hampden Bancorp submits the Merger Agreement to the Hampden Bancorp stockholders without a recommendation for approval, or (iii) the board of directors of Hampden Bancorp withdraws, modifies or changes its recommendation to stockholders for approval of the Merger Agreement, after having consulted with and considered the advice of its financial and legal advisors.

Hampden Bancorp may also terminate the Merger Agreement if Hampden Bancorp has received a superior proposal and the board of directors of Hampden Bancorp had made a determination to accept such superior proposal and complied with the provisions of the Merger Agreement.

**Termination Fee (page 70)**

Under certain circumstances described in the Merger Agreement, in connection with the termination of the Merger Agreement, Hampden Bancorp will pay BHLB a \$3.6 million termination fee if the termination occurs 45 days from November 3, 2014 or a \$4.7 million termination fee if the termination occurs thereafter. See "Proposal 1 The Merger Termination Fee" for a list of the circumstances under which a termination fee is payable.

**Interests of Certain Persons in the Merger that are Different from Yours (page 53)**

Officers and directors of Hampden Bancorp have employment and other compensation agreements or economic interests that give them interests in the Merger that are different from, or in addition to, their interests as Hampden Bancorp stockholders. These interests include certain payments and benefits that may be provided to directors and executive officers of Hampden Bancorp upon completion of the Merger, including acceleration of stock options and restricted stock awards, payments under change in control agreements to certain executive officers of Hampden Bancorp, payment of stay bonuses to certain executive officers of Hampden Bancorp that remain employed through the closing of the

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Merger, and other benefits upon termination of their employment under specified circumstances at the time of or following the Merger, including cash severance and continued health insurance benefits. The Hampden Bancorp board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the Merger Agreement, and in recommending to the Hampden Bancorp stockholders that the Merger Agreement be approved.

**Accounting Treatment of the Merger (page 50)**

The Merger will be accounted for using the acquisition method in accordance with U.S. generally accepted accounting principles.

**Comparison of Rights of Stockholders (page 145)**

The rights of Hampden Bancorp stockholders will change as a result of the Merger due to differences in BHLB's and Hampden Bancorp's governing documents. The rights of Hampden Bancorp stockholders are governed by Delaware law and by Hampden Bancorp's certificate of incorporation and bylaws, each as amended to date. Upon the completion of the Merger, Hampden Bancorp stockholders will become stockholders of BHLB, as the continuing legal entity after the Merger, and the rights of Hampden Bancorp stockholders will therefore be governed by BHLB's certificate of incorporation and bylaws. See "Comparison of Rights of Stockholders" beginning on page 145 for a summary of the material differences between the respective rights of Hampden Bancorp and BHLB stockholders.

**No Dissenters' or Appraisal Rights (page 28)**

Under the DGCL, Hampden Bancorp stockholders will not be entitled to any appraisal rights or dissenters' rights in connection with the Merger. See "No Dissenters' or Appraisal Rights" on page 28.

**Material Tax Consequences of the Merger (page 50)**

The Merger will be treated as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and it is a condition to the respective obligations of each of BHLB and Hampden Bancorp to complete the Merger that it receives a legal opinion to that effect. Subject to the limitations and qualifications described in "Material U.S. Federal Income Tax Consequences of the Merger," the Merger generally will be tax-free to a holder of Hampden Bancorp common stock for U.S. federal income tax purposes as to the shares of BHLB common stock he or she receives in the Merger, except for any gain or loss that may result from the receipt of cash instead of fractional shares of BHLB common stock that such holder of Hampden Bancorp common stock would otherwise be entitled to receive.

**This tax treatment may not apply to all Hampden Bancorp stockholders. Determining the actual tax consequences of the Merger to Hampden Bancorp stockholders can be complicated. Hampden Bancorp stockholders should consult their own tax advisor for a full understanding of the Merger's tax consequences that are particular to each stockholder.**

For further information, please see the section "Proposal 1 The Merger Material Tax Consequences of the Merger" beginning on page 50.

**Risk Factors (page 13)**

You should consider all the information contained in or incorporated by reference into this Proxy Statement/Prospectus in deciding how to vote for the proposals presented in the Proxy Statement/Prospectus. In particular, you should consider the factors described under "Risk Factors."



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**RISK FACTORS**

*In addition to the other information contained in or incorporated by reference into this Proxy Statement/Prospectus, including the matters addressed under the section "Caution About Forward-Looking Statements" beginning on page 18, you should consider carefully the risk factors described below, in deciding how to vote. You should also read and consider the risk factors associated with the business of BHLB because these risk factors may affect the operations and financial results of the combined company. These risk factors may be found in the BHLB Quarterly Report on Form 10-Q for the nine months ended September 30, 2014 and the BHLB Annual Report on Form 10-K for the fiscal year ended December 31, 2013.*

***Because the market price of BHLB common stock will fluctuate, Hampden Bancorp stockholders cannot be certain of the market value of the merger consideration they will receive.***

Upon completion of the Merger, each share of Hampden Bancorp common stock will be converted into the right to receive 0.81 shares of BHLB common stock. There will be no adjustment to the exchange ratio (except for adjustments to reflect the effect of any stock split, reverse stock split, stock dividend, recapitalization, reclassification or other similar transaction with respect to Hampden Bancorp common stock), and Hampden Bancorp does not have a right to terminate the Merger Agreement based upon changes in the market price of BHLB common stock, subject to the limited exception described below. Accordingly, the dollar value of BHLB common stock that Hampden Bancorp stockholders will receive upon completion of the Merger will depend upon the market value of BHLB common stock at the time of completion of the Merger, which may be lower or higher than the closing price of BHLB common stock on the last full trading day preceding public announcement that BHLB and Hampden Bancorp entered into the Merger Agreement, the last full trading day prior to the date this Proxy Statement/Prospectus was mailed or the date of the Hampden Bancorp special meeting. The market values of BHLB common stock and Hampden Bancorp common stock have varied since BHLB and Hampden Bancorp entered into the Merger Agreement and will continue to vary in the future due to changes in the business, operations or prospects of BHLB and Hampden Bancorp, market assessments of the Merger, regulatory considerations, market and economic considerations, and other factors, most of which are beyond Hampden Bancorp's control. Accordingly, at the time of the Hampden Bancorp special meeting, Hampden Bancorp stockholders will not necessarily know or be able to calculate the value of the stock consideration they would be entitled to receive upon completion of the Merger. You should obtain current market quotations for shares of BHLB common stock and for shares of Hampden Bancorp common stock. See "Market Price and Dividend Information" on page 25 for ranges of historic market prices of Hampden Bancorp and BHLB common stock.

If, on the date on which all regulatory approvals for the Merger have been received, the average closing price of BHLB common stock for the ten-trading day period ending on such date is less than \$20.62, and since the date of the Merger Agreement the percentage decrease in the market price of BHLB common stock is more than 20% greater than any percentage decrease in the average market price of a prescribed index, Hampden Bancorp may elect to terminate the Merger Agreement. If Hampden Bancorp provides notice of its intent to terminate, BHLB will have the option of paying additional consideration, as specified in the Merger Agreement, in order to proceed with the Merger.

***Hampden Bancorp will be subject to business uncertainties and contractual restrictions while the Merger is pending.***

Uncertainty about the effect of the Merger on employees and customers may have an adverse effect on Hampden Bancorp. These uncertainties may impair Hampden Bancorp's ability to attract, retain and motivate key personnel until the Merger is completed, and could cause customers and others who deal with Hampden Bancorp to seek to change existing business relationships with Hampden Bancorp. Hampden Bancorp employee retention and recruitment may be particularly challenging prior

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to the effective time of the Merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company.

The pursuit of the Merger and the preparation for the integration may place a significant burden on management and internal resources. Any significant diversion of management attention away from ongoing business and any difficulties encountered in the transition and integration process could affect Hampden Bancorp's financial results. In addition, the Merger Agreement requires that Hampden Bancorp operate in the usual, regular and ordinary course of business and restricts Hampden Bancorp from taking certain actions prior to the effective time of the Merger or termination of the Merger Agreement without BHLB's consent in writing. These restrictions may prevent Hampden Bancorp from pursuing attractive business opportunities that may arise prior to the completion of the Merger.

***Failure to complete the Merger could negatively impact the stock price and future business and financial results of Hampden Bancorp.***

Hampden Bancorp has already incurred substantial expenses in connection with the Merger. If the Merger is not completed, the ongoing business of Hampden Bancorp may be adversely affected and Hampden Bancorp will be subject to several risks and consequences, including the following:

If the Merger Agreement is terminated under specified circumstances, Hampden Bancorp will be required to pay a termination fee of \$3.6 million if Hampden Bancorp terminates the Merger Agreement and accepts a superior proposal within 45 days after signing the Merger Agreement, or \$4.7 million if Hampden Bancorp terminates the Merger Agreement and accepts a superior proposal thereafter;

Hampden Bancorp will be required to pay certain costs relating to the Merger, whether or not the Merger is completed, such as legal, accounting, financial advisory and printing fees;

under the Merger Agreement, Hampden Bancorp is subject to certain restrictions on the conduct of its business prior to completing the Merger, which may adversely affect its operating results;

matters relating to the Merger may require substantial commitments of time and resources by Hampden Bancorp management, which could otherwise have been devoted to other opportunities that may have been beneficial to Hampden Bancorp as an independent company;

Hampden Bancorp may experience negative reactions from the financial markets and from its customers and employees; and

Hampden Bancorp could be subject to litigation related to any failure to complete the Merger or to enforcement proceedings to perform its obligations under the Merger Agreement.

If the Merger is not completed, Hampden Bancorp cannot assure its stockholders that the risks described above will not materialize and will not materially affect the business, financial results and stock prices of Hampden Bancorp.

***The termination fee and the restrictions on solicitation contained in the Merger Agreement may discourage other companies from trying to acquire Hampden Bancorp.***

Until the completion of the Merger, with some exceptions, Hampden Bancorp is prohibited from soliciting, initiating, knowingly encouraging or participating in any discussion of or otherwise considering any inquiry or proposal that may lead to an acquisition proposal, such as a merger or other business combination transaction, with any person other than BHLB. In addition, Hampden Bancorp has agreed to pay a termination fee of \$3.6 million if Hampden Bancorp accepts a superior proposal within 45 days after signing the Merger Agreement, or \$4.7 million if Hampden Bancorp accepts a superior proposal thereafter, to BHLB in the event that the Merger Agreement is terminated under

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certain circumstances, including involving Hampden Bancorp's failure to abide by certain obligations not to solicit acquisition proposals. See "Proposal 1 The Merger Termination Fee". These provisions could discourage other companies that might have an interest in acquiring all or a significant part of Hampden Bancorp from considering or proposing such an acquisition even though those other companies might be willing to offer greater value to Hampden Bancorp stockholders than BHLB has offered in the Merger. The payment of the termination fee could also have a material adverse effect on Hampden Bancorp's financial condition.

***Certain of Hampden Bancorp's officers and directors have interests that are different from, or in addition to, interests of Hampden Bancorp stockholders generally.***

You should be aware that the directors and officers of Hampden Bancorp have interests in the Merger that are different from, or in addition to, the interests of Hampden Bancorp stockholders generally, including the acceleration of unvested stock options and restricted stock awards, and provisions in the Merger Agreement relating to indemnification of directors and officers and insurance for directors and officers of Hampden Bancorp for events occurring before the Merger. Two current Hampden Bancorp board members will join the BHLB board of directors upon completion of the Merger. Glenn S. Welch, Hampden Bancorp's President and Chief Executive Officer, Tara G. Corthell, Hampden Bancorp's Chief Financial Officer, and Luke D. Kettles, Hampden Bancorp's Chief Lending Officer, have executed employment compensation proposals with BHLB that provide for, among other things, stay bonuses. In addition, Mr. Welch will join the management team of BHLB. Certain officers of Hampden Bancorp may receive severance payments under existing employment or change-in-control agreements. For a more detailed discussion of these interests, see "Proposal 1 The Merger Interests of Certain Persons in the Merger that are Different from Yours" beginning on page 53.

***Hampden Bancorp stockholders will have a reduced ownership and voting interest after the Merger and will exercise less influence over management of the combined organization.***

Hampden Bancorp stockholders currently have the right to vote in the election of the Hampden Bancorp board of directors and on various other matters affecting Hampden Bancorp. Upon the completion of the Merger, each Hampden Bancorp stockholder will become a stockholder of BHLB with a percentage ownership of the combined organization that is significantly smaller than the stockholder's percentage ownership of Hampden Bancorp. It is expected that the former stockholders of Hampden Bancorp as a group will receive shares in the Merger constituting approximately [ ]% of the outstanding shares of BHLB common stock immediately after the Merger, representing less than a majority of the ownership and voting power of BHLB. As a result, Hampden Bancorp stockholders will have significantly less influence on the management and policies of BHLB than they now have on the management and policies of Hampden Bancorp.

***The shares of BHLB common stock to be received by Hampden Bancorp stockholders receiving the stock consideration as a result of the Merger will have different rights from shares of Hampden Bancorp common stock.***

Following completion of the Merger, Hampden Bancorp stockholders will no longer be stockholders of Hampden Bancorp but will instead be stockholders of BHLB. Although Hampden Bancorp and BHLB are each incorporated under Delaware law, there will be important differences between the current rights of Hampden Bancorp stockholders and the rights of BHLB stockholders that may be important to Hampden Bancorp stockholders. See "Comparison of Rights of Stockholders" beginning on page 145 for a discussion of the material differences between the rights associated with BHLB common stock and Hampden Bancorp common stock.

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***The fairness opinion received by Hampden Bancorp's board of directors from Hampden Bancorp's financial advisor does not reflect changes in circumstances subsequent to the date of the fairness opinion.***

Sterne Agee, Hampden Bancorp's financial advisor in connection with the Merger, delivered to the board of directors of Hampden Bancorp its opinion dated November 3, 2014. The opinion does not speak as of the time the Merger will be completed or any date other than the date of such opinion. The opinion does not reflect changes that may occur or may have occurred after the date of the opinion, including changes to the operations and prospects of BHLB or Hampden Bancorp, changes in general market and economic conditions or regulatory or other factors. Any such changes may materially alter or affect the relative values of BHLB and Hampden Bancorp.

***There is no assurance when or even if the Merger will be completed.***

Completion of the Merger is subject to satisfaction or waiver of a number of conditions. See "Proposal 1 The Merger Conditions to Completing the Merger" on page 60. There can be no assurance that BHLB and Hampden Bancorp will be able to satisfy the closing conditions or that closing conditions beyond their control will be satisfied or waived.

BHLB and Hampden Bancorp can agree at any time to terminate the Merger Agreement, even if Hampden Bancorp stockholders have already voted to approve the Merger Agreement. BHLB and Hampden Bancorp can also terminate the Merger Agreement under other specified circumstances. See "Proposal 1 The Merger Termination of the Merger Agreement" on page 69.

***Regulatory approvals may not be received, may take longer than expected or impose conditions that are not presently anticipated.***

Before the Merger may be completed, certain approvals or consents must be obtained from the various bank regulatory and other authorities in the United States and the Commonwealth of Massachusetts. There can be no assurance as to whether the federal or state regulatory approval will be received or the timing of the approvals. BHLB is not obligated to complete the Merger if the regulatory approvals received in connection with the completion of the Merger include any conditions or restrictions that would constitute a "Material Adverse Effect" as defined in the Merger Agreement. While Hampden Bancorp does not currently expect that any such conditions or restrictions would be imposed, there can be no assurance that they will not be, and such conditions or restrictions could have the effect of delaying or preventing completion of the Merger.

***Goodwill incurred in the Merger may negatively affect BHLB's financial condition.***

To the extent that the merger consideration, consisting of the number of shares of BHLB common stock issued or to be issued in the Merger, exceeds the fair value of the net assets, including identifiable intangibles of Hampden Bancorp, that amount will be reported as goodwill by BHLB. In accordance with current accounting guidance, goodwill will not be amortized but will be evaluated for impairment annually. A failure to realize expected benefits of the Merger could adversely impact the carrying value of the goodwill recognized in the Merger, and in turn negatively affect BHLB's financial condition.

***Hampden Bancorp stockholders do not have dissenters' or appraisal rights in the Merger.***

Under the DGCL, stockholders may, in the case of a merger or consolidation, obtain a judicial appraisal of the fair value of their shares if they have neither voted in favor of nor consented in writing to the merger or consolidation. The DGCL provides that no appraisal rights are available for shares of any class or series of stock, which stock, at the record date fixed to determine the stockholders entitled to receive notice of and vote at a meeting of stockholders to act upon an agreement and plan of merger, was either listed on a national securities exchange or held of record by more than 2,000

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holders. However, the DGCL permits a corporation to provide appraisal rights in its certificate of incorporation in the case of a charter amendment, any merger or consolidation in which the corporation is a constituent corporation or a sale of all or substantially all of the assets of the corporation. Section 262 of the DGCL provides certain other exceptions to this rule, but none are applicable to the Merger.

Because Hampden Bancorp common stock is listed on the NASDAQ Global Market, a national securities exchange, and is expected to continue to be so listed on the record date, and Hampden Bancorp's certificate of incorporation does not grant appraisal rights in addition to those provided by the DGCL, holders of Hampden Bancorp common stock will not be entitled to dissenters' or appraisal rights in the Merger with respect to their shares of Hampden Bancorp common stock.

***BHLB may be unable to successfully integrate Hampden Bancorp's operations or otherwise realize the expected benefits from the Merger, which would adversely affect BHLB's results of operations and financial condition.***

The Merger involves the integration of two companies that have previously operated independently. The difficulties of combining the operations of the two companies include:

integrating personnel with diverse business backgrounds;

combining different corporate cultures; and

retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the business and the loss of key personnel. The integration of the two companies will require the experience and expertise of certain key employees of Hampden Bancorp who are expected to be retained by BHLB. BHLB may not be successful in retaining these employees for the time period necessary to successfully integrate Hampden Bancorp's operations with those of BHLB. The diversion of management's attention and any delay or difficulty encountered in connection with the Merger and the integration of the two companies' operations could have an adverse effect on the business and results of operation of BHLB following the Merger.

The success of the Merger will depend, in part, on BHLB's ability to realize the anticipated benefits and cost savings from combining the business of BHLB with Hampden Bancorp. If BHLB is unable to successfully integrate Hampden Bancorp, the anticipated benefits and cost savings of the Merger may not be realized fully or may take longer to realize than expected. For example, BHLB may fail to realize the anticipated increase in earning and cost savings anticipated to be derived from the acquisition. In addition, as with regard to any merger, a significant decline in asset valuations or cash flows may also cause BHLB not to realize expected benefits.

***The price of BHLB common stock might decrease after the Merger.***

Upon completion of the Merger, holders of Hampden Bancorp common stock will become stockholders of BHLB. BHLB common stock could decline in value after the Merger. The market value of BHLB common stock fluctuates based upon various factors, including changes in the business, operations or prospects of BHLB, market assessments of the Merger, regulatory considerations, market and economic considerations, and other factors. Further, the market price of BHLB common stock after the Merger may be affected by factors different from those currently affecting the common stock of BHLB or Hampden Bancorp. The businesses of Hampden Bancorp and BHLB differ and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations and market prices of common stock of each of Hampden Bancorp and BHLB. For a discussion of the businesses of Hampden Bancorp and BHLB and of certain factors to consider in connection with those businesses, see "Hampden Bancorp's Business," "Hampden Bancorp's Management's Discussion and Analysis of Financial Condition and Results of Operations," and the documents incorporated by reference in this Proxy Statement/Prospectus and referred to under "Where You Can Find More Information" beginning on page 153.

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**CAUTION ABOUT FORWARD-LOOKING STATEMENTS**

Certain statements contained in this document that are not historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (referred to as the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (referred to as the Securities Exchange Act), and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can often identify these statements from the use of the words "may," "will," "should," "could," "would," "plan," "potential," "estimate," "project," "believe," "intend," "anticipate," "expect," "target" and similar expressions.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including among other things, changes in general economic and business conditions and the risks and other factors set forth in the "Risk Factors" section beginning on page 13.

Additional factors that could cause the results of BHLB or Hampden Bancorp to differ materially from those described in the forward-looking statements can be found in the filings made by BHLB and Hampden Bancorp with the Securities and Exchange Commission, including the BHLB Quarterly Report on Form 10-Q for the nine months ended September 30, 2014, the BHLB Annual Report on Form 10-K for the fiscal year ended December 31, 2013, the Hampden Bancorp Quarterly Report on Form 10-Q for the three months ended September 30, 2014, and the Hampden Bancorp Annual Report on Form 10-K for the fiscal year ended June 30, 2014.

Because of these and other uncertainties, BHLB's and Hampden Bancorp's actual results, performance or achievements, or industry results, may be materially different from the results indicated by these forward-looking statements. In addition, BHLB's and Hampden Bancorp's past results of operations do not necessarily indicate BHLB's and Hampden Bancorp's combined future results. You should not place undue reliance on any of the forward-looking statements, which speak only as of the dates on which they were made. Neither BHLB nor Hampden Bancorp is undertaking an obligation to update these forward-looking statements, even though its situation may change in the future, except as required under the federal securities laws. All forward-looking statements contained in this document are qualified by these cautionary statements.

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION**

The following tables show summarized historical financial data for BHLB and Hampden Bancorp. You should read this summary financial information in connection with BHLB's historical financial information, which is incorporated by reference into this document, and in connection with Hampden Bancorp's historical financial information, including Hampden Bancorp's consolidated financial statements beginning on page F-1 of this Proxy Statement/Prospectus.

**SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF BERKSHIRE HILLS BANCORP, INC.**

(In thousands, except per share data)	At September 30,			At December 31,			
	2014	2013	2013	2012	2011	2010	2009
<b>Selected Financial Data:</b>							
Total assets	\$ 6,352,158	\$ 5,450,256	\$ 5,672,799	\$ 5,296,809	\$ 3,992,257	\$ 2,882,298	\$ 2,700,991
Loans(1)	4,552,782	4,023,843	4,180,523	3,988,654	2,956,570	2,142,162	1,961,658
Allowance for loan losses	(34,966)	(33,248)	(33,323)	(33,208)	(32,444)	(31,898)	(31,816)
Securities	1,170,952	789,313	870,091	573,871	533,181	405,953	420,966
Goodwill and other intangible assets	277,294	271,901	270,662	274,258	223,364	173,079	176,100
Total Deposits	4,563,333	3,882,025	3,848,529	4,100,409	3,101,175	2,204,441	1,986,762
Borrowings and subordinated notes	1,040,835	829,685	1,064,107	448,088	237,402	260,301	306,668
Total stockholders' equity	696,937	673,195	678,062	667,265	551,808	387,323	385,148
Non-accrual loans	22,887	28,267	27,455	25,512	24,234	13,712	38,700
<b>Selected Operating Data:</b>							
	For the Nine Months Ended September 30,			For the Years Ended December 31,			
	2014	2013	2013	2012	2011	2010	2009
Total interest and dividend income	\$ 153,026	\$ 155,082	\$ 203,741	\$ 175,939	\$ 138,260	\$ 112,277	\$ 115,476
Total interest expense	20,982	26,172	34,989	32,551	31,740	35,330	45,880
Net interest income	132,044	128,910	168,752	143,388	106,520	76,947	69,596
Service charges and fee income	40,434	39,430	50,525	51,265	33,727	29,859	28,181
All other non-interest income (loss)	(6,864)	3,088	7,707	2,791	2,076	(108)	(3,004)
Total non-interest income	33,570	42,518	58,232	54,056	35,803	29,751	25,177
Total net revenue	165,614	171,428	226,984	197,444	142,323	106,698	94,773
Provision for loan losses	11,070	8,278	11,378	9,590	7,563	8,526	47,730
Total non-interest expense	124,309	120,202	157,359	140,806	116,442	82,137	78,571
Income tax expense (benefit) continuing operations	7,888	12,342	17,104	13,223	1,884	2,420	(15,597)
Net (loss) income from discontinued operations				(637)	914		
Net income (loss)	\$ 22,347	\$ 30,606	\$ 41,143	\$ 33,188	\$ 17,348	\$ 13,615	\$ (15,931)
Less: Cumulative preferred stock dividend and accretion							1,030
							2,954

Less: Deemed dividend from  
preferred stock repayment

<b>Net income (loss) available to common stockholders</b>	\$ 22,347	\$ 30,606	\$ 41,143	\$ 33,188	\$ 17,348	\$ 13,615	\$ (19,915)
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	At or For the Nine Months Ended September 30,		At or For the Years Ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
<b>Selected Operating Ratios and Other Data:</b>							
<b>Performance Ratios:</b>							
Return on average assets(2)	0.49%	0.78%	0.78%	0.73%	0.50%	0.50%	(0.74)%
Return on average equity(3)	4.31	6.07	6.09	5.66	3.64	3.55	4.83
Net Interest rate spread (tax equivalent)(4)	3.17	3.61	3.47	3.47	3.38	3.01	2.61
Net interest margin (tax equivalent)(5)	3.27	3.76	3.63	3.62	3.57	3.28	3.00
Non-interest income/total net revenue	20.27	24.80	25.65	27.38	27.16	27.88	26.57
Non-interest expense/average assets	2.04	2.29	2.97	3.11	3.34	2.99	2.93
<b>Capital Ratios:</b>							
Stockholders' equity/total assets	10.97	12.35	11.95	12.60	13.82	13.44	14.26
Tier 1 capital to average assets Berkshire Bank	7.30	8.10	7.99	7.46	8.41	8.04	7.86
Total capital to risk-weighted assets Berkshire Bank	11.00	11.90	11.62	11.79	11.29	10.61	10.71
<b>Asset Quality Ratios:</b>							
Net loans charged-off/average total loans	0.30	0.28	0.29	0.26	0.27	0.42	1.96
Allowance for loan losses/total loans	0.77	0.83	0.80	0.83	1.10	1.49	1.62
<b>Share Data:</b>							
Basic earnings per common share	\$ 0.90	\$ 1.23	\$ 1.66	\$ 1.49	\$ 0.97	\$ 0.98	\$ (1.51)
Diluted earnings per common share	0.90	1.22	1.65	1.49	0.97	0.98	(1.51)
Dividends per common share	0.54	0.54	0.72	0.69	0.65	0.64	0.64
Book value per share	27.69	26.98	27.08	26.53	26.09	27.52	27.68
Market price at (period) year end	23.49	25.11	27.27	23.86	22.19	22.11	20.68
Weighted average common shares outstanding basic	24,721	24,835	24,802	22,201	17,885	13,862	13,189
Weighted average common shares outstanding diluted	24,835	25,001	24,965	22,329	17,952	13,896	13,189

Note: All performance ratios are based on average balance sheet amounts where applicable. All quarter to date information is annualized where applicable.

- (1) Loans do not include loans held for sale, which are not material for all years except the year ended December 31, 2012 when loans held for sale totaled \$85.4 million.
- (2) Net income (loss) divided by average total assets.
- (3) Net income (loss) divided by average total equity.
- (4) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (5)

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Net interest margin represents net interest income as a percentage of average interest-earning assets for the year.

Note: Generally accepted accounting principles require that acquired loans be recorded at fair value, whereas historical loans are recorded at cost. In recent years, BHLB has acquired loans as a result of its acquisitions of Rome Bancorp and Legacy Bancorp. The fair value of acquired loans includes expected loan losses, and there is no loan loss allowance recorded for acquired loans at the time of acquisition. Accordingly, the ratio of the loan loss allowance to total loans is reduced as a result of the existence of acquired loans, and this measure is not directly comparable to prior periods. Similarly, net loan charge-offs are normally reduced for acquired loans since these loans are recorded net of expected loan losses. Therefore, the ratio of net loan charge-offs to average loans is reduced as a result of the existence of acquired loans, and this measure is not directly comparable to prior periods. Other institutions may have acquired loans, and therefore there may be no direct comparability of these ratios between and among other institutions.

Table of Contents**SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF HAMPDEN BANCORP, INC.**

(In thousands, except per share data)	At September 30,		At June 30,				
	2014	2013	2014	2013	2012	2011	2010
<b>Selected Financial Data:</b>							
Total assets	\$ 705,681	\$ 696,150	\$ 701,497	\$ 652,962	\$ 615,957	\$ 573,326	\$ 585,575
Loans(1)	513,298	487,566	513,616	457,035	412,419	403,581	419,861
Allowance for loan losses	(5,769)	(5,477)	(5,651)	(5,414)	(5,148)	(5,473)	(6,314)
Securities	148,660	145,873	149,886	143,822	148,810	117,152	116,612
Total deposits	489,618	485,669	491,732	474,798	434,832	417,255	420,060
Borrowings	123,778	120,333	116,446	86,992	79,661	47,478	58,196
Total stockholders' equity	85,657	83,983	87,159	83,659	87,160	93,516	94,773
Non-accrual loans	6,580	3,619	5,179	3,979	2,282	6,215	5,692

	For the Three Months Ended September 30,		For the Years Ended June 30,				
	2014	2013	2014	2013	2012	2011	2010
<b>Selected Operating Data:</b>							
Total interest income	\$ 6,615	\$ 6,149	\$ 25,512	\$ 24,348	\$ 24,833	\$ 25,547	\$ 27,557
Total interest expense	1,283	1,261	5,170	5,485	5,764	7,631	9,740
Net interest income	5,332	4,888	20,342	18,863	19,069	17,916	17,817
Service charges and fee income	550	570	2,168	1,989	1,712	1,862	1,914
All other non-interest income (loss)	419	533	1,470	2,213	1,528	1,074	821
Total non-interest income	969	1,103	3,638	4,202	3,240	2,936	2,735
Total net revenue	6,301	5,991	23,980	23,065	22,309	20,852	20,552
Provision for loan losses	150	100	550	675	425	1,900	4,337
Total non-interest expense	4,321	4,005	16,371	17,639	17,085	17,079	17,101
Income tax expense (benefit)	659	679	2,544	1,777	1,783	559	(533)
Net income (loss)	\$ 1,171	\$ 1,207	\$ 4,515	\$ 2,974	\$ 3,016	\$ 1,314	\$ (353)

*(footnotes begin on next page)*

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	At or For the Three Months Ended September 30,			At or For the Years Ended June 30,			
	2014	2013	2014	2013	2012	2011	2010
<b>Selected Operating Ratios and Other Data:</b>							
<b>Performance Ratios:</b>							
Return on average assets(2)	0.66%	0.72%	0.65%	0.46%	0.52%	0.23%	(0.06)%
Return on average equity(3)	5.36	5.77	5.30	3.41	3.37	1.40	(0.37)
Net interest rate spread(4)	2.97	2.91	2.91	2.91	3.21	3.02	2.81
Net interest margin(5)	3.17	3.08	3.10	3.14	3.50	3.38	3.29
Non-interest income/total net revenue	15.38	18.41	15.17	18.22	14.52	14.08	13.31
Non-interest expense/average assets	2.44	2.38	2.36	2.75	2.94	2.98	2.98
<b>Capital Ratios:</b>							
Stockholders' equity/total assets	12.14	12.06	12.42	12.81	14.15	16.31	16.23
Tier 1 capital to average assets Hampden Bank	12.10	12.50	12.20	12.70	13.90	15.80	15.80
Total capital to risk-weighted assets Hampden Bank	17.60	18.00	18.30	19.10	21.20	23.90	23.40
<b>Asset Quality Ratios:</b>							
Net loans charged-off/average total loans	0.01	0.01	0.06	0.09	0.19	0.68	0.43
Allowance for loan losses/total loans	1.13	1.13	1.11	1.20	1.26	1.37	1.52
<b>Share Data:</b>							
Basic earnings per common share	\$ 0.22	\$ 0.23	\$ 0.85	\$ 0.55	\$ 0.52	\$ 0.21	\$ (0.05)
Diluted earnings per common share	0.22	0.22	0.83	0.54	0.51	0.21	(0.05)
Dividends per common share	0.08	0.06	0.24	0.18	0.14	0.12	0.12
Book value per share	15.49	14.87	15.43	14.86	14.60	13.75	13.32
Market price at (period) year end	17.19	16.00	16.86	14.91	12.94	13.27	9.50
Weighted average common shares outstanding basic	5,315	5,275	5,304	5,415	5,807	6,247	6,528
Weighted average common shares outstanding diluted	5,442	5,402	5,436	5,548	5,889	6,392	6,528

*(continuation from previous page)*

Note: All quarter to date information is annualized where applicable.

- (1) Includes loans held for sale and deferred loan costs.
- (2) Net income (loss) divided by average total assets.
- (3) Net income (loss) divided by average total equity.
- (4) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (5) Net interest margin represents net interest income as a percentage of average interest-earning assets for the period.

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**COMPARATIVE PRO FORMA PER SHARE DATA**

The following table summarizes selected share and per share information about BHLB and Hampden Bancorp giving effect to the Merger (which is referred to as "pro forma" information). The data in the table is based on and should be read together with the financial information and the financial statements of BHLB and Hampden Bancorp incorporated by reference or included in this Proxy Statement/Prospectus. The unaudited pro forma information is presented as an illustration only. The data does not indicate the combined book value per share or combined net income per share that would have been reported if the Merger had occurred when indicated, nor is the data a forecast of the combined book value per share or combined net income per share for any future period. In addition to the Merger, BHLB accounted for the purchase of twenty New York branches as a business combination, which was completed in January 2014. The impact of this transaction is included in BHLB's 2014 historical financial information and in the pro forma net income per share for the year 2013. Further information about this branch acquisition and the related pro forma analysis is disclosed in the notes to BHLB's financial statements.

The pro forma information is based on available information and certain assumptions that BHLB and Hampden Bancorp management believe are reasonable. The pro forma information about book value per share assumes that the Merger took place as of December 31, 2013. The pro forma information about dividends and net income per share assumes that the Merger took place as of January 1, 2013.

The pro forma financial information includes estimated adjustments related to accounting for business combinations. This information includes scheduled amortization and accretion of purchase accounting adjustments estimated as of September 30, 2014. These adjustments would have been different if they had been recorded on January 1, 2013, and they do not include the impact of expected prepayments. Adjustments are estimated after tax, assuming a tax rate of 40.46% for income and expense related adjustments. The pro forma information also includes the pro forma gain to be recorded on Hampden Bancorp stock already owned by BHLB.

No adjustments were made to adjust Hampden Bancorp's credit losses or loan loss provision that may not have been necessary had the acquired loans been recorded at fair value as of the beginning of 2013. No pro forma adjustments have been included in this information which reflect potential effects of the Merger related to integration expenses, cost savings, balance sheet changes, or operational synergies which are expected to be obtained by combining the operations of BHLB and Hampden Bancorp, or the costs of combining the companies and their operations.

Nonrecurring costs directly attributable to the Merger are excluded from the pro forma net income per share. These costs, estimated at \$8.1 million are reflected, after taxes, as an adjustment in the pro forma combined book value per share. Pro forma amounts per common share were calculated based on BHLB's actual shares outstanding for the periods presented together with an estimate of BHLB shares to be issued as consideration for the Merger utilizing amounts calculated as of September 30, 2014. It is further assumed that BHLB's cash dividend is based on an annual rate of \$0.72 per share. The actual payment of dividends is subject to numerous factors, and no assurance can be given that BHLB will

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pay dividends following the completion of the Merger or that dividends will not be reduced in the future.

	<b>BHLB Historical</b>	<b>Hampden Bancorp Historical</b>	<b>NY Branch Purchase Historical(1)</b>	<b>Pro Forma Combined(2)(3)(4)</b>	<b>Equivalent Pro Forma Hampden Bancorp(5)</b>
(Shares and Stockholders' Equity in Thousands)					
<b>Basic Net Income Per Common Share</b>					
Nine Months Ended September 30, 2014	\$ 0.90	\$ 0.65	\$	\$ 1.04	\$ 0.84
Year Ended December 31, 2013	\$ 1.66	\$ 0.69	\$	\$ 1.64	\$ 1.33
<b>Diluted Net Income Per Common Share</b>					
Nine Months Ended September 30, 2014	\$ 0.90	\$ 0.64	\$	\$ 1.03	\$ 0.83
Year Ended December 31, 2013	\$ 1.65	\$ 0.67	\$	\$ 1.62	\$ 1.31
<b>Dividends Declared Per Common Share</b>					
Nine Months Ended September 30, 2014	\$ 0.54	\$ 0.20	\$	\$ 0.54	\$ 0.44
Year Ended December 31, 2013	\$ 0.72	\$ 0.22	\$	\$ 0.72	\$ 0.58
<b>Book Value Per Common Share</b>					
September 30, 2014	\$ 27.69	\$ 15.49	\$	\$ 26.78	\$ 21.69
December 31, 2013	\$ 27.08	\$ 14.98	\$	\$ 26.19	\$ 21.21
<b>Note:</b>					
Common Shares Outstanding:					
September 30, 2014	25,172	5,528		29,330	
December 31, 2013	25,036	5,649		29,194	
Stockholders' Equity:					
September 30, 2014	\$ 696,937	\$ 85,657	\$	\$ 785,457	
December 31, 2013	\$ 678,062	\$ 84,614	\$	\$ 764,591	

- (1) The New York branch transaction included the acquisition of certain assets and assumption of certain liabilities, and therefore no equity or per share data is applicable on a historical basis.
- (2) The pro forma combined book value per share of BHLB common stock is based on the pro forma common stockholders' equity divided by total pro forma common shares.
- (3) Pro forma dividends per share represent BHLB's historical dividends per share.
- (4) The pro forma combined diluted net income per share of BHLB common stock is based on the pro forma combined diluted net income for the merged entities divided by total pro forma diluted common shares of the combined entities.
- (5) Represents the pro forma combined information multiplied by the 0.81 exchange ratio.

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BHLB common stock is listed on the New York Stock Exchange under the symbol "BHLB." Hampden Bancorp common stock is quoted on the NASDAQ Global Market under the symbol "HBNK." The following table lists the high and low prices per share for BHLB common stock and Hampden Bancorp common stock and the cash dividends declared by each company for the periods indicated.

Quarter Ended	BHLB Common Stock			Hampden Bancorp Common Stock		
	High	Low	Dividends	High	Low	Dividends
December 31, 2014 (through 2014)	\$	\$	\$	\$	\$	\$
September 30, 2014	\$ 25.11	\$ 22.37	\$ 0.18	\$ 18.40	\$ 16.15	\$ 0.08
June 30, 2014	\$ 26.64	\$ 22.06	\$ 0.18	\$ 16.90	\$ 15.41	\$ 0.06
March 31, 2014	\$ 27.28	\$ 23.95	\$ 0.18	\$ 16.80	\$ 15.65	\$ 0.06
December 31, 2013	\$ 27.86	\$ 24.50	\$ 0.18	\$ 18.42	\$ 15.37	\$ 0.06
September 30, 2013	\$ 29.38	\$ 24.34	\$ 0.18	\$ 16.84	\$ 15.02	\$ 0.06
June 30, 2013	\$ 27.84	\$ 24.62	\$ 0.18	\$ 16.95	\$ 14.78	\$ 0.05
March 31, 2013	\$ 26.01	\$ 23.38	\$ 0.18	\$ 18.13	\$ 14.66	\$ 0.05
December 31, 2012	\$ 24.26	\$ 20.89	\$ 0.18	\$ 15.73	\$ 12.26	\$ 0.04
September 30, 2012	\$ 23.66	\$ 21.19	\$ 0.17	\$ 13.49	\$ 12.44	\$ 0.04

You should obtain current market quotations for BHLB and Hampden Bancorp common stock, as the market price of BHLB common stock will fluctuate between the date of this document and the date on which the Merger is completed, and thereafter. You can get these quotations on the Internet, from a newspaper or by calling your broker.

As of [ ], there were approximately [ ] holders of record of Hampden Bancorp common stock. These numbers do not reflect the number of persons or entities who may hold their stock in nominee or "street name" through brokerage firms.

Following the Merger, the declaration of dividends will be at the discretion of BHLB's board of directors and will be determined after consideration of various factors, including earnings, cash requirements, the financial condition of BHLB, applicable state law and government regulations and other factors deemed relevant by BHLB's board of directors.

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**SPECIAL MEETING OF HAMPDEN BANCORP, INC. STOCKHOLDERS**

**Date, Place, Time and Purpose**

Hampden Bancorp's board of directors is sending you this Proxy Statement/Prospectus to request that you allow your shares of Hampden Bancorp common stock to be represented at the special meeting by the persons named in the enclosed proxy card. At the special meeting, the Hampden Bancorp board of directors will ask you to vote on a proposal to approve the Merger Agreement, as well as a proposal to approve the Merger-Related Executive Compensation. You may also be asked to vote to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Merger Agreement or to approve the Merger-Related Executive Compensation. The special meeting will be held on [ ] at [ ] [ ].m., Eastern time, at [ ].

**Who Can Vote at the Special Meeting**

You are entitled to vote if the records of Hampden Bancorp show that you held shares of Hampden Bancorp common stock as of the close of business on [ ]. As of the close of business on that date, a total of [ ] shares of Hampden Bancorp common stock were outstanding. Each share of common stock has one vote. If you are a beneficial owner of shares of Hampden Bancorp common stock held by a broker, bank or other nominee (*i.e.*, in "street name") and you want to vote your shares in person at the special meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

**Quorum; Vote Required**

The special meeting will conduct business only if a majority of the issued and outstanding shares of Hampden Bancorp common stock entitled to vote is represented in person or by proxy at the special meeting. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes also will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares of Hampden Bancorp common stock for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

**Proposal 1: Approval of the Merger Agreement.** Approval of the Merger Agreement requires the affirmative vote of a majority of the outstanding shares of Hampden Bancorp common stock entitled to vote on the Merger Agreement. Failure to return a properly executed proxy card or to vote in person will have the same effect as a vote against the Merger Agreement. Abstentions and broker non-votes will have the same effect as voting against the Merger Agreement.

**Proposal 2: Approval of the Merger-Related Executive Compensation.** Approval of the Merger-Related Executive Compensation proposal requires the affirmative vote of a majority of the votes cast on the proposal. Abstentions and broker non-votes will not affect whether the proposal is approved.

**Proposal 3: Approval of the adjournment of the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation.** The affirmative vote of a majority of the votes cast on the proposal is required to approve the proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation. Abstentions and broker non-votes will not affect whether the proposal is approved.



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**Shares Held by Hampden Bancorp Officers and Directors and by BHLB**

As of [ ], directors and executive officers of Hampden Bancorp beneficially owned [ ] shares of Hampden Bancorp common stock, not including shares that may be acquired upon the exercise of stock options. This equals [ ]% of the outstanding shares of Hampden Bancorp common stock. The directors and three executive officers of Hampden Bancorp, who own in aggregate [ ] shares of Hampden Bancorp common stock, have agreed to vote their shares in favor of the Merger Agreement at the special meeting. As of [ ], BHLB and its subsidiaries and its directors and executive officers owned [ ] shares of Hampden Bancorp common stock. This equals [ ]% of the outstanding shares of Hampden Bancorp common stock. BHLB and its subsidiaries and its directors and executive officers intend to vote their shares in favor of the Merger Agreement at the special meeting.

**Voting and Revocability of Proxies**

You may vote in person at the special meeting or by proxy. To ensure your representation at the special meeting, Hampden Bancorp recommends that you vote by proxy even if you plan to attend the special meeting. You can always change your vote at the special meeting.

Hampden Bancorp stockholders whose shares are held in "street name" by their broker, bank or other nominee must follow the instructions provided by their broker, bank or other nominee to vote their shares. Your broker or bank may allow you to deliver your voting instructions via the telephone or the Internet.

Voting instructions are included on your proxy form. If you properly complete and timely submit your proxy, your shares will be voted as you have directed. You may vote for, against, or abstain with respect to the approval of the Merger Agreement, the Merger-Related Executive Compensation and the proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation. If you are the record holder of your shares of Hampden Bancorp common stock and submit your proxy without specifying a voting instruction, your shares of Hampden Bancorp common stock will be voted "**FOR**" the proposal to approve the Merger Agreement, "**FOR**" the advisory, non-binding proposal to approve the Merger-Related Executive Compensation, and "**FOR**" the proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation. Hampden Bancorp's board of directors recommends a vote "**FOR**" approval of the Merger Agreement, "**FOR**" the Merger-Related Executive Compensation and "**FOR**" approval of the proposal to adjourn the special meeting if necessary or appropriate to solicit additional of proxies if there are not sufficient votes to approve the Merger Agreement or to approve the Merger-Related Executive Compensation.

You may revoke your proxy before it is voted by:

filing with the Chief Financial Officer of Hampden Bancorp a duly executed revocation of proxy;

submitting a new proxy with a later date; or

voting in person at the special meeting.

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Attendance at the special meeting will not, in and of itself, constitute a revocation of a proxy. All written notices of revocation and other communication with respect to the revocation of proxies should be addressed to:

Hampden Bancorp, Inc.  
Tara G. Corthell, Chief Financial Officer  
19 Harrison Avenue  
Springfield, Massachusetts 01102

If any matters not described in this document are properly presented at the special meeting, the persons named in the proxy card will use their own judgment to determine how to vote your shares. Hampden Bancorp does not know of any other matters to be presented at the meeting.

**Solicitation of Proxies**

Hampden Bancorp will pay for this proxy solicitation. In addition to soliciting proxies by mail, D.F. King & Co., a proxy solicitation firm, will assist Hampden Bancorp in soliciting proxies for the special meeting. Hampden Bancorp will pay \$20,000, plus expenses, for these services. Hampden Bancorp will, upon request, reimburse brokers, banks and other nominees for their expenses in sending proxy materials to their customers who are beneficial owners and obtaining their voting instructions. Additionally, directors, officers and employees of Hampden Bancorp may solicit proxies personally and by telephone. None of these persons will receive additional or special compensation for soliciting proxies.

**NO DISSENTERS' OR APPRAISAL RIGHTS**

Hampden Bancorp stockholders do not have dissenters' or appraisal rights under the DGCL because, at the record date fixed to determine the stockholders entitled to receive notice of the Hampden Bancorp special meeting, Hampden Bancorp's common stock was listed on a national securities exchange and Hampden Bancorp's certificate of incorporation does not grant appraisal rights in addition to those provided by the DGCL.

The DGCL provides that stockholders may, in the case of a merger or consolidation, obtain a judicial appraisal of the fair value of their shares if they have neither voted in favor of nor consented in writing to the merger or consolidation. Under the DGCL, unless a corporation's certificate of incorporation contains provisions to the contrary (and Hampden Bancorp's certificate of incorporation does not), Section 262 of the DGCL provides that no appraisal rights are available for shares of any class or series of stock, which stock, at the record date fixed to determine the stockholders entitled to receive notice of and vote at a meeting of stockholders to act upon an agreement and plan of merger, was either listed on a national securities exchange or held of record by more than 2,000 holders. Section 262 of the DGCL provides certain exceptions to this rule, but none are applicable to the Merger. Hampden Bancorp's common stock is listed on the NASDAQ Global Market, which is a national securities exchange. Consequently, Hampden Bancorp stockholders do not have appraisal rights in connection with the Merger.

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**PROPOSAL 1 THE MERGER**

*The following summary of the Merger Agreement is qualified by reference to the complete text of the Merger Agreement. A copy of the Merger Agreement is attached as Appendix A to this Proxy Statement/Prospectus and is incorporated by reference into this Proxy Statement/Prospectus. You should read the Merger Agreement completely and carefully as it, rather than this description, is the legal document that governs the Merger.*

**General**

The Merger Agreement provides for the merger of Hampden Bancorp with and into BHLB, with BHLB continuing as the surviving entity. Following the merger of Hampden Bancorp with and into BHLB, BHLB will merge Hampden Bank with and into Berkshire Bank, with Berkshire Bank continuing as the surviving bank.

**Background of the Merger**

From time to time, the Hampden Bancorp Board of Directors (the "Hampden Bancorp Board") has considered various strategic alternatives to enhance stockholder value, including potential acquisitions, strategic partnerships and merger transactions. In this regard, on November 4, 2013, Hampden Bancorp engaged Sterne Agee to act as its exclusive financial advisor to assist the Hampden Bancorp Board in its evaluation of its business plan and its review of its strategic options. In its capacity as exclusive financial advisor to Hampden Bancorp, Sterne Agee made presentations to Hampden Bancorp management in November 2013 and the Hampden Bancorp Board in February 2014 and September 2014 on various topics, including a market and financial analysis of Hampden Bancorp, a discussion of the banking market and the mergers and acquisitions ("M&A") environment generally, and an analysis of potential strategic partnerships or mergers for Hampden Bancorp. Following these presentations, the Hampden Bancorp Board discussed the various strategic alternatives available to Hampden Bancorp, including remaining independent, pursuing potential acquisitions or pursuing a strategic partnership or merger. During this period of time, Glenn Welch, President and Chief Executive Officer ("CEO") of Hampden Bancorp, had discussions with the CEOs of several potential strategic partners (including Michael Daly, President and CEO of BHLB) concerning the banking market and M&A environment generally and the possibility of a strategic transaction with Hampden Bancorp. These discussions were general in nature and no specific deal terms were discussed.

Clover Partners, L.P. ("Clover") has been a stockholder of Hampden Bancorp since August 2012. Since that time, Clover has engaged in an active dialogue with Hampden Bancorp regarding a variety of topics, including whether or not Hampden Bancorp should consider a potential sale. At Hampden Bancorp's 2013 Annual Meeting of Stockholders, Clover engaged in a proxy contest to, among other things, elect two of its candidates to the Hampden Bancorp Board. This contest was unsuccessful and the Hampden Bancorp Board's nominees were reelected at the 2013 Annual Meeting of Stockholders. On August 4, 2014, Clover nominated two candidates (Johnny Guerry and Garold Base) for election to the Hampden Bancorp Board at Hampden Bancorp's 2014 Annual Meeting of Stockholders (the "2014 Annual Meeting"). In September 2014, Clover filed proxy solicitation materials with the Securities and Exchange Commission (the "SEC") and began soliciting proxies from Hampden Bancorp's stockholders to elect Clover's two nominees instead of the candidates nominated by the Hampden Bancorp Board. The 2014 Annual Meeting was scheduled to be held on November 4, 2014.

On October 21, 2014, Mr. Welch and Mr. Daly met at Mr. Daly's invitation. At this meeting, Mr. Daly indicated BHLB's interest in acquiring Hampden Bancorp in a stock-for-stock transaction. In this discussion, Mr. Daly stated that BHLB would not participate in an auction process, and would only proceed with a potential transaction if Hampden Bancorp agreed to negotiate with BHLB on an exclusive basis.

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On October 22, 2014, Mr. Welch informed various members of the Hampden Bancorp Board and Sterne Agee about his meeting with Mr. Daly and BHLB's potential interest in acquiring Hampden Bancorp in a stock-for-stock transaction. Following these discussions, it was agreed that Sterne Agee would contact Mr. Daly to determine BHLB's level of interest in a potential transaction and to request that BHLB formalize its interest in a written proposal which could then be considered by the Hampden Bancorp Board.

On October 23, 2014, Sterne Agee had a call with Mr. Daly in which Mr. Daly confirmed BHLB's interest in acquiring Hampden Bancorp in a stock-for-stock transaction in which each outstanding share of Hampden Bancorp common stock would be exchanged for between 0.80 and 0.84 shares of BHLB common stock.

On October 24, 2014, Sterne Agee had an additional call with Mr. Daly and encouraged Mr. Daly to submit a written proposal with an exchange ratio of 0.84 rather than a range of between 0.80 and 0.84. Later that day, BHLB submitted to the Hampden Bancorp Board a written proposal (the "October 24th Proposal") to acquire Hampden Bancorp at a fixed exchange ratio of 0.84 of a share of BHLB common stock for each share of Hampden Bancorp common stock, subject to the completion of due diligence and the negotiation and execution of a mutually satisfactory definitive merger agreement. In its proposal, BHLB also stated that, among other things, it was willing to add up to two Hampden Bancorp directors to the BHLB Board of Directors and to offer Mr. Welch, Tara Corthell (the Chief Financial Officer and Treasurer of Hampden Bancorp) and Luke Kettles (the Chief Lending Officer of Hampden Bancorp) employment positions with BHLB following the closing of the transaction. In connection with the October 24th Proposal, BHLB also requested a 30-day exclusivity period and indicated it would work to finalize its due diligence of Hampden Bancorp and sign definitive documentation for the transaction by November 3, 2014.

On October 27, 2014, the Hampden Bancorp Board held a meeting to consider BHLB's proposal. At this meeting, Sterne Agee provided the Hampden Bancorp Board with, among other things, a valuation analysis of the proposed BHLB offer. Sterne Agee also discussed with the Hampden Bancorp Board the advantages and disadvantages of an exclusive negotiated transaction with BHLB as opposed to an auction process, and also provided the directors with an overview of BHLB. Additionally, Sterne Agee reviewed with the Hampden Bancorp Board a list of 13 other potential merger partners as well as an analysis of the potential prices per share of Hampden Bancorp common stock that the 13 other potential merger partners could theoretically pay in both a stock and cash scenario and in an all-stock scenario based on assumed constraints related to earnings per share accretion, tangible book value dilution, tangible book value dilution earnback and internal rate of return. Sterne Agee advised the Hampden Bancorp Board that, in Sterne Agee's view based on its extensive market knowledge, it was unlikely that any other potential acquiror would offer a proposal superior to BHLB's. Sterne Agee also advised that the October 24th Proposal also was attractive because the proposed transaction was tax free and would provide Hampden Bancorp stockholders with additional liquidity in the event they sought to sell their shares in the future. Sterne Agee also noted that Hampden Bancorp stockholders would benefit in any future appreciation in the value of BHLB common stock. After Sterne Agee's presentation, Mr. Daly joined the meeting and made a presentation to the Hampden Bancorp Board about BHLB and the benefits to Hampden Bancorp stockholders of the proposed transaction. After Mr. Daly left the meeting, the members of the Hampden Bancorp Board discussed the various strategic alternatives available to Hampden Bancorp, the various advantages and disadvantages of the October 24th Proposal, including that BHLB was demanding that Hampden Bancorp enter into an exclusivity agreement with BHLB. The Hampden Bancorp Board also discussed that Hampden Bancorp was likely to lose the proxy contest at the 2014 Annual Meeting and the potential consequences associated with this loss. In this regard, the Hampden Bancorp Board noted that given Clover's public statements, its candidates would likely request that the Hampden Bancorp Board actively consider a sale of the company. The Hampden Bancorp Board discussed its concerns about the potential adverse consequences to Hampden Bancorp's business of a sale process (e.g., the potential for diversion of

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management and employee attention and for increased employee attrition during such a process) and Sterne Agee's advice that such a process may not result in a superior proposal to the current BHLB offer. During this discussion, the Hampden Bancorp Board asked various questions of Sterne Agee concerning its analysis which Sterne Agee addressed. Following this discussion, the Hampden Bancorp Board authorized management to proceed with due diligence and the negotiation of definitive documentation for a potential transaction with BHLB.

On October 27, 2014, Luse Gorman Pomerenk & Schick, P.C. ("Luse"), outside lead counsel for BHLB, sent drafts of a mutual confidentiality agreement and an exclusivity agreement to Goodwin Procter LLP ("Goodwin"), outside legal counsel for Hampden Bancorp. On behalf of Hampden Bancorp, Goodwin noted that Hampden Bancorp had not had any substantive discussion with any other party concerning a potential merger and thus requested that BHLB drop its demand that Hampden Bancorp enter into an exclusivity agreement before beginning due diligence and negotiating definitive documentation for a potential transaction. Goodwin also requested that the definitive documentation for the transaction contain a "go-shop" provision which would permit Hampden Bancorp to actively solicit competing proposals for 30 days following the execution of the definitive documentation with BHLB. On behalf of its client, Luse responded that BHLB would only proceed if Hampden Bancorp agreed to a 30-day exclusivity period. Luse also indicated that BHLB was not prepared to move forward with a transaction that included a go-shop provision in the definitive documentation.

Thereafter, the parties entered into a mutual confidentiality agreement and an exclusivity agreement (the "Exclusivity Agreement") which provided that unless otherwise agreed to by the parties, the exclusivity period would terminate on the earlier of (i) the execution of a definitive agreement with respect to a transaction between Hampden Bancorp and BHLB, (ii) any material change in the terms and conditions of the transaction set forth in the October 24th Proposal, (iii) the termination of negotiations with respect to the transaction, or (iv) 30 days after the date of the Exclusivity Agreement. During the afternoon of October 28, 2014, Luse sent Goodwin the initial draft of the Merger Agreement for the transaction. On that day, Hampden Bancorp also executed an engagement letter with Sterne Agee pursuant to which Sterne Agee would act as its exclusive financial advisor on the proposed transaction.

Also, on October 28, 2014, the parties began their respective due diligence reviews of the other party and on-site due diligence meetings were held on October 29th and October 30th, 2014.

On the evening of October 29, 2014, Goodwin provided comments on the draft Merger Agreement and related documentation to Luse. In these comments, Goodwin reiterated its client's request that the Merger Agreement include a 30-day go-shop provision and that the termination fee to be paid by Hampden Bancorp for accepting a superior proposal be reduced from 4% to 2% of the total merger consideration. The comments also focused on, among other things, narrowing the representations, warranties and covenants applicable to Hampden Bancorp, narrowing and clarifying the no-shop provision and expanding and clarifying the termination provisions.

On October 31, 2014, Luse provided Goodwin with a revised draft of the Merger Agreement. In this new draft agreement, BHLB again refused to grant a go-shop provision to Hampden Bancorp but proposed a termination fee of 3% of the total merger consideration for 30 days following the execution of the definitive agreement and 4% of the total merger consideration thereafter.

On October 31, 2014, the Hampden Bancorp Board held a meeting to, among other things, receive an update on the progress of due diligence and the negotiation of definitive documentation for the transaction. Representatives of Goodwin began the meeting by discussing the fiduciary duties of the directors in considering this type of transaction under Delaware law and advising the Hampden Bancorp Board with respect to various other legal aspects of the process and the documentation for the transaction. Management and representatives of Goodwin and Sterne Agee also updated the Hampden Bancorp Board on the results of their due diligence review of BHLB. Mr. Welch then informed the

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Hampden Bancorp Board that he had received a call from Mr. Daly prior to the meeting in which Mr. Daly informed him that, as a result of BHLB's due diligence findings concerning costs associated with branch closings and certain other closing expenses for the transaction, BHLB was reducing its proposed exchange ratio from 0.84 to 0.80. Representatives of Goodwin advised the Hampden Bancorp Board that this proposed price reduction resulted in the termination of the Exclusivity Agreement. After a discussion of this proposed reduction in the exchange ratio, the Hampden Bancorp Board directed Sterne Agee to inform BHLB that Hampden Bancorp would not proceed with a transaction unless the exchange ratio remained at 0.84. Sterne Agee then informed BHLB of the Hampden Bancorp Board's decision and engaged in a discussion with BHLB and its financial advisors concerning these potential closing costs and the exchange ratio. Given the disagreement on price between the parties, the lawyers for both parties terminated their negotiation of the Merger Agreement.

On November 1, 2014, representatives of Sterne Agee updated the Hampden Bancorp Board on the results of its discussions with BHLB concerning the exchange ratio. Sterne Agee advised the Hampden Bancorp Board that BHLB had indicated that it would not move from the 0.80 exchange ratio and was prepared to walk away from the deal. Mr. Welch indicated that he had discussed the exchange ratio in general terms with Mr. Daly and believed he could convince Mr. Daly to increase the exchange ratio to 0.81. Sterne Agee again advised the Hampden Bancorp Board that, in Sterne Agee's view based on its extensive market knowledge, it was unlikely that any other potential acquiror would offer a proposal superior to BHLB's. The Hampden Bancorp directors asked Sterne Agee numerous questions about its advice and also asked Goodwin a variety of questions about their fiduciary duties under Delaware law, which were addressed by Sterne Agee and Goodwin, respectively. After this discussion, the Hampden Bancorp Board instructed Mr. Welch to ask BHLB for an exchange ratio of 0.815, but authorized him to settle for an exchange ratio of 0.81. After a call between Mr. Welch and Mr. Daly, the parties agreed to an exchange ratio of 0.81.

From November 1, 2014 through November 3, 2014, the parties completed their respective due diligence reviews and negotiated the final terms of the Merger Agreement, including the termination rights of the parties, the ability of Hampden Bancorp to respond to a superior proposal and the amount of the termination fee to be paid by Hampden Bancorp to accept a superior proposal. The parties ultimately agreed to a termination fee of \$3.6 million if Hampden Bancorp accepted a superior proposal within 45 days after signing of the Merger Agreement and \$4.7 million if Hampden Bancorp accepted a superior proposal thereafter. The parties also negotiated various provisions relating to the treatment of existing employment and change-in-control agreements and how the treatment of certain rights related to the exercise of stock options and certain payments which could be received by Hampden Bancorp employees would be treated under these provisions and the employees' employment or change-in-control agreements.

On November 1, 2014, BHLB also began negotiating the terms of the agreements with Mr. Welch, Robert Massey, Mr. Kettles, Robert Michel, Sheryl Shinn and Ms. Corthell which would (i) provide for their employment with BHLB following the transaction and (ii) modify in certain respects the terms of severance and certain other benefits to which they could be entitled under their existing agreements with Hampden Bancorp. Mr. Welch agreed to the terms of an agreement to be executed concurrently with the execution of the Merger Agreement. This agreement provided for the general framework for Mr. Welch's continued employment with BHLB following the transaction. Under this agreement, Mr. Welch agreed, among other things, that he would be eligible for severance payments and benefits under BHLB's change in control severance plan and not under his existing employment agreement (with the same severance multiple as under his existing employment agreement), that any compensation and benefits he may receive will be cut back to the extent necessary to avoid the imposition of the excise tax and loss of deduction under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, that he will be eligible to receive certain retention awards from BHLB, and that certain of his existing compensation arrangements will be terminated in connection with the transactions. During this period, Mr. Massey, Mr. Michel and Ms. Shinn informed BHLB that they would not enter into the

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proposed agreements nor would they execute agreements agreeing to vote in favor of the Merger Agreement. BHLB continued to have discussions with Ms. Corthell and Mr. Kettles about entering into new agreements in connection with the execution of the Merger Agreement.

On November 3, 2014, the Hampden Bancorp Board met with members of its management, Sterne Agee and Goodwin. All of the members of the Hampden Bancorp Board attended this meeting in person or by teleconference. Representatives of Goodwin advised the Hampden Bancorp Board regarding its fiduciary duties with respect to the Board's consideration of the proposed merger. Representatives of Sterne Agee provided the Hampden Bancorp Board with various financial analysis of the merger consideration, a pro forma impact analysis of the Merger and an overview of BHLB. Sterne Agee then delivered to the Hampden Bancorp Board a fairness opinion, dated November 3, 2014, to the effect that, as of that date and based on and subject to various assumptions and limitations described in its opinion, the merger consideration was fair from a financial point of view to the holders of Hampden Bancorp common stock. Goodwin also reviewed with the Hampden Bancorp Board the key provisions of the Merger Agreement, including timing considerations, closing conditions, non-solicitation provisions and the exceptions thereto that would permit Hampden Bancorp to negotiate and accept an unsolicited superior proposal, termination provisions, the termination fee to be paid by Hampden Bancorp, and the circumstances under which the termination fee would be payable. The Hampden Bancorp Board then analyzed the various strategic reasons for the transaction, the prospects of Hampden Bancorp as a standalone company focusing on its existing business, the fact that Hampden Bancorp was going to lose its pending proxy contest with Clover and the potential consequences of this event as delineated in the October 27th Board meeting. Members of the Hampden Bancorp Board then engaged in an extensive discussion and consideration of the financial and legal aspects of the proposed transaction and asked various questions of its legal and financial advisors which were addressed.

During the Board meeting, Luse informed Goodwin that BHLB would not sign the Merger Agreement unless Mr. Kettles signed an agreement with BHLB concerning the terms of his employment with BHLB following the transaction and modifying, in certain respects, the severance and certain other benefits to which Mr. Kettles was entitled under his existing agreements with Hampden Bancorp. Given this open issue, the Hampden Bancorp Board decided to adjourn the meeting and reconvene later that evening.

Following the meeting, BHLB continued to negotiate the terms of its agreement with Mr. Kettles, and BHLB revised the terms of its offer to Mr. Kettles to preserve, in certain respects, certain benefits available to him under the terms of his existing agreements with Hampden Bancorp. Similar to the agreement with Mr. Welch, the agreement with Mr. Kettles provided that any compensation and benefits he may receive will be cut back to the extent necessary to avoid the imposition of the excise tax and loss of deduction under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, and that certain of his existing compensation arrangements will be terminated in connection with the transactions.

Later in the evening on November 3, 2014, the Board of Directors reconvened via teleconference. Mr. Welch informed the Hampden Bancorp Board that he had discussions with each of Mr. Kettles and Mr. Daly in which they had each informed him that progress in their negotiations of an agreement had been made, and that the parties were close to reaching a final resolution on the terms of the written documentation of an agreement for Mr. Kettles. Goodwin then advised the Hampden Bancorp Board on the terms of Mr. Kettles' proposed agreement, and informed the Hampden Bancorp Board that all of the other documentation for the transaction had been finalized and that there were no other outstanding issues between the parties. Given the status of the negotiations between BHLB and Mr. Kettles, the Hampden Bancorp Board then unanimously: (i) determined that the Merger Agreement and the Merger were in the best interests of Hampden Bancorp and its stockholders, (ii) approved the Merger Agreement, and recommended that the Hampden Bancorp stockholders

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approve the Merger Agreement and (iv) directed that the Merger Agreement be submitted for consideration by the Hampden Bancorp stockholders at a special meeting of Hampden Bancorp's stockholders. The Hampden Bancorp Board conditioned its approvals on Mr. Kettles executing an agreement regarding his employment with BHLB.

Later in the evening of November 3, 2014, Mr. Kettles and Mr. Welch executed their respective agreements with BHLB. Hampden Bancorp and BHLB also executed the Merger Agreement and BHLB entered into voting agreements with each of the directors of the Hampden Bancorp Board and Mr. Kettles, Mr. Welch and Ms. Corthell.

On November 4, 2014, Hampden Bancorp and BHLB issued a joint press release announcing the execution of the Merger Agreement before the opening of trading.

**Recommendation of the Hampden Bancorp Board of Directors**

Following a review and discussion of all relevant information regarding the Merger, at a meeting held on November 3, 2014, the Hampden Bancorp Board unanimously (1) determined that the Merger Agreement and the Merger are in the best interests of Hampden Bancorp and its stockholders; (2) approved the Merger Agreement and recommended that the Hampden stockholders approve the Merger Agreement, and (3) directed that the Merger Agreement be submitted for consideration by the Hampden Bancorp stockholders at the Hampden Bancorp special meeting.

**ACCORDINGLY, THE HAMPDEN BANCORP BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE PROPOSAL TO APPROVE THE MERGER AGREEMENT.**

**Hampden Bancorp's Reasons for the Merger**

From time to time, Hampden Bancorp has considered various strategic alternatives to enhance stockholder value. In this regard, on November 4, 2013, Hampden Bancorp engaged Sterne Agee to act as its exclusive financial advisor to assist the Hampden Bancorp Board with its evaluation of its business plan and its review of strategic options. Sterne Agee made presentations to the Hampden Bancorp Board in November 2013, February 2014 and September 2014 on various topics, including a market and financial analysis of Hampden Bancorp, a discussion of the banking market and M&A environment generally, and an analysis of potential strategic partnerships or mergers for Hampden Bancorp. Following receipt of a written acquisition proposal from BHLB on October 24, 2014, the Hampden Bancorp Board actively considered its strategic alternatives and actively negotiated with BHLB before entering into the Merger Agreement.

In the course of its evaluation of the Merger and the Merger Agreement, the Hampden Bancorp Board held numerous meetings, consulted with its senior management as well as its legal counsel and financial advisor. In reaching its decision to approve the Merger and the Merger Agreement and recommend the approval of the Merger Agreement by its stockholders, the Hampden Bancorp Board considered a number of factors, including, among others, the following:

the Hampden Bancorp Board's and management's knowledge of Hampden Bancorp's business, operations, properties, assets, financial condition, operating results, historical market prices and prospects, and its and their understanding of BHLB's business, operations, properties, assets, financial condition, operating results, historical market prices and prospects, including the information obtained through due diligence;

Hampden Bancorp's business and financial prospects if it were to remain an independent banking institution, including the Hampden Bancorp Board's determination, based on Hampden Bancorp management's projections, that BHLB's offer price is comparable to the upper end of the range of present values of after-tax cash flows that Hampden Bancorp could provide to its stockholders through fiscal year 2019 on a stand-alone basis, and would exceed the range of



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present values of after-tax cash flows that Hampden Bancorp could provide to its stockholders if Hampden Bancorp achieved only 90% of management's estimated earnings during the same period;

a review of the potential risks and prospects of Hampden Bancorp remaining independent, including the uncertainty regarding the potential for higher capital requirements and an increase in the cost of regulatory compliance as a consequence of the Dodd-Frank Wall Street Reform and Consumer Protection Act that was enacted on July 21, 2010, and the regulations expected to be adopted pursuant to that Act, all of which would likely impede Hampden Bancorp's ability to develop the scale necessary to achieve the premium to Hampden Bancorp's trading price that BHLB's offer price presented;

the Hampden Bancorp Board's determination, based upon the November 3, 2014 financial presentation of Sterne Agee, that BHLB's offer price represented a 25.2x multiple to Hampden Bancorp's last twelve months earnings per share, which equaled or exceeded the multiple in comparable transactions;

the fact that the Hampden Bancorp stockholders will receive registered shares of BHLB common stock pursuant to the Merger and the potential that the value of BHLB common stock will increase after the signing of the Merger Agreement;

the November 3, 2014 financial presentation of Sterne Agee (including the assumptions and methodologies underlying the analyses in connection therewith) and the written opinion of Sterne Agee delivered to the Hampden Bancorp Board on November 3, 2014, a copy of which is attached to this Proxy Statement/Prospectus as Appendix B, to the effect that, as of November 3, 2014 and based upon and subject to the assumptions made, procedures followed, matters considered and limitations on the review undertaken in preparing such opinion, the merger consideration was fair, from a financial point of view, to the holders of Hampden Bancorp common stock, as more fully described under "Opinion of Hampden Bancorp, Inc.'s Financial Advisor";

the ability of Hampden Bancorp under the terms of the Merger Agreement to negotiate with third parties concerning certain unsolicited competing acquisition proposals if Hampden Bancorp were to receive such a proposal prior to the approval of the Merger Agreement by Hampden Bancorp stockholders, and to terminate the Merger Agreement upon the payment to BHLB of a termination fee of \$3.6 million, if the termination fee is paid within 45 days following the date of the Merger Agreement, or \$4.7 million, if the termination fee is paid thereafter, and the belief of the Hampden Bancorp Board that a transaction involving a superior proposal could be consummated within the 45-day period following the date of the Merger Agreement;

the efforts made to negotiate a Merger Agreement favorable to Hampden Bancorp and its stockholders and the terms and conditions of the Merger Agreement, including the termination fees and circumstances under which such fees are payable to Hampden Bancorp; and

the fact that two representatives from the Hampden Bancorp Board will be directors of BHLB following the closing of the Merger.

The Hampden Bancorp Board also weighed the factors described above against certain factors and potential risks associated with entering into the Merger Agreement, including, among others, the following:

the fact that the exchange ratio is fixed, which means that Hampden Bancorp stockholders could be adversely affected by a decrease in the trading price of BHLB common stock following the signing of the Merger Agreement;

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the possibility of costs and delays resulting from seeking the regulatory approvals necessary to complete the transactions contemplated by the Merger Agreement, the possibility that the Merger may not be completed if such approvals are not obtained, and the potential negative impacts on Hampden Bancorp, its business and the price of Hampden Bancorp common stock if such approvals are not obtained;

the fact that the integration of Hampden Bancorp and BHLB may be complex and time consuming and may require substantial resources and effort, and the risk that if the combined bank is not successfully integrated, the anticipated benefits of the Merger may not be realized fully or at all or may take longer to realize than expected;

the possibility that the anticipated strategic and other benefits to Hampden Bancorp and the combined bank following the completion of the Merger, including the expected synergies, will not be realized or will take longer to realize than expected;

the potential for diversion of management and employee attention and for increased employee attrition during the period prior to the completion of the Merger, and the potential effect of the Merger on Hampden Bancorp's customers and business relationships;

the restrictions on the conduct of Hampden Bancorp's business prior to the completion of the Merger, requiring Hampden Bancorp to conduct its business only in the ordinary course, subject to specific limitations, which could delay or prevent Hampden Bancorp from undertaking business opportunities that may arise pending completion of the Merger and could negatively impact Hampden Bancorp's customers and business relationships;

the fact that the Merger Agreement contains certain restrictions on the ability of Hampden Bancorp to solicit proposals for alternative transactions or engage in discussions regarding such proposals, including the requirement for Hampden Bancorp to pay BHLB a termination fee of up to \$4.7 million in certain circumstances;

the transaction costs to be incurred by Hampden Bancorp in connection with the Merger;

the interests of Hampden Bancorp's directors and executive officers in the Merger described in " Interests of Certain Persons in the Merger that are Different from Yours"; and

the various other applicable risks associated with Hampden Bancorp, BHLB and the Merger, including the risks described in "Caution About Forward-Looking Statements" and "Risk Factors."

In considering the recommendation of the Hampden Bancorp Board with respect to the proposal to approve the Merger Agreement, you should be aware that certain of Hampden Bancorp's directors and executive officers may have interests in the Merger that are different from yours. The Hampden Bancorp Board was aware of and considered these interests, among other matters, in evaluating the Merger Agreement and the transactions contemplated by the Merger Agreement and in recommending that the Merger Agreement be approved by the Hampden Bancorp stockholders. See " Interests of Certain Persons in the Merger that are Different from Yours."

The foregoing discussion of the information and factors considered by the Hampden Bancorp Board in reaching its conclusions and recommendations is not intended to be exhaustive, but includes the material factors considered by the Hampden Bancorp Board. In view of the wide variety of factors considered in connection with its evaluation of the Merger Agreement and the transactions contemplated by the Merger Agreement, and the complexity of these matters, the Hampden Bancorp Board did not find it practicable to, and did not attempt to, quantify, rank or otherwise assign any relative or specific weights to the various specific factors considered in reaching its determination and making its recommendation. The Hampden Bancorp Board considered all of the foregoing factors as a whole and based its recommendation on the totality of the information presented.



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**Opinion of Hampden Bancorp, Inc.'s Financial Advisor**

Pursuant to an engagement letter dated October 28, 2014, the Hampden Bancorp Board engaged Sterne Agee to render financial advisory and investment banking services to Hampden Bancorp in connection with the Merger with BHLB. Sterne Agee agreed to assist Hampden Bancorp in analyzing, structuring and negotiating the Merger with BHLB and was also engaged to render a written opinion to the Hampden Bancorp Board as to whether the merger consideration pursuant to the Merger Agreement was fair, from a financial point of view, to Hampden Bancorp's stockholders. The Hampden Bancorp Board selected Sterne Agee because Sterne Agee is a nationally recognized investment banking firm with substantial experience in transactions similar to the Merger and is familiar with Hampden Bancorp and its business. As part of its investment banking business, Sterne Agee is continually engaged in the valuation of financial services companies and their securities in connection with mergers and acquisitions.

Prior to being engaged by the Hampden Bancorp Board with respect to the proposed Merger, Sterne Agee was also engaged by Hampden Bancorp on November 4, 2013 to assist Hampden Bancorp in the evaluation of its business plan. In connection with that engagement, Sterne Agee assisted Hampden Bancorp in evaluating various potential strategic partnerships and mergers for Hampden Bancorp.

As part of its engagement, representatives of Sterne Agee attended the meeting of the Hampden Bancorp Board held on November 3, 2014, at which the Hampden Bancorp Board evaluated the proposed Merger with BHLB. At this meeting, Sterne Agee reviewed the financial aspects of the proposed Merger with BHLB and rendered an opinion that, as of such date, and based upon and subject to the various factors, assumptions and limitations set forth in its opinion, the consideration offered in the Merger was fair, from a financial point of view, to the holders of Hampden Bancorp common stock. Following extensive review and discussion, the Hampden Bancorp Board approved the Merger Agreement and the consideration offered to Hampden Bancorp stockholders at this meeting.

The full text of Sterne Agee's written opinion dated November 3, 2014 is attached as Appendix B to this Proxy Statement/Prospectus and is incorporated herein by reference. Sterne Agee's opinion was approved by Sterne Agee's fairness opinion committee. Hampden Bancorp stockholders are urged to read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Sterne Agee. The description of the opinion set forth herein is qualified in its entirety by reference to the full text of such opinion. Sterne Agee has consented to the inclusion of this summary of its opinion in this Proxy Statement/Prospectus.

**Sterne Agee's opinion speaks only as of the date of the opinion. The opinion is for the information of and is directed to the Hampden Bancorp Board in connection with its consideration of the proposed Merger and addresses only the fairness, from a financial point of view, of the merger consideration offered to the Hampden Bancorp stockholders. Sterne Agee's opinion neither addressed the underlying business decision to proceed with the Merger nor constituted a recommendation to the Hampden Bancorp Board to approve the Merger and does not constitute a recommendation to any Hampden Bancorp stockholder as to how such stockholder should vote in connection with the Merger or any related matter.**

In rendering its opinion, Sterne Agee reviewed, among other things:

a draft of the Merger Agreement dated as of November 3, 2014;

certain publicly-available financial and business information of Hampden Bancorp, BHLB and their affiliates which Sterne Agee deemed to be relevant;

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certain information, including financial forecasts, relating to the business, earnings, cash flow, assets, liabilities, liquidity and prospects of Hampden Bancorp and BHLB;

certain merger-related information prepared and provided by Hampden Bancorp, BHLB and their affiliates and by their legal and accounting advisors, including the estimated amount and timing of restructuring charges and the estimated cost savings and synergies expected to result from the Merger (the "synergies");

the comparison of certain financial metrics of Hampden Bancorp and BHLB to other selected banks and thrifts that Sterne Agee deemed to be relevant, in whole or in part, to the proposed Merger;

the potential pro forma financial impact of the Merger on the future financial performance of the combined company, including the potential effect on Hampden Bancorp's and BHLB's estimated earnings per share and tangible book value per share after giving effect to the exchange ratio;

the aggregate ownership percentage of BHLB common stock by Hampden Bancorp stockholders on a pro forma basis following the closing of the Merger;

the recent publicly reported trading prices of Hampden Bancorp and BHLB;

the overall environment for depository institutions in the United States; and

such other financial studies, analyses and investigations and such other matters as Sterne Agee deemed appropriate for purposes of Sterne Agee's opinion, including its assessment of general economic, market and monetary conditions.

Sterne Agee also held several discussions with certain members of senior management and representatives of both Hampden Bancorp and BHLB with respect to certain aspects of the Merger, as well as their respective businesses and prospects before and after giving effect to the Merger, and certain other matters Sterne Agee believed necessary or appropriate to its inquiry.

Sterne Agee, in conducting its review and arriving at its opinion, relied upon the accuracy and completeness of the information provided to it by Hampden Bancorp, BHLB and their affiliates. In addition, where appropriate, Sterne Agee relied upon publicly available information, without independent verification, that Sterne Agee believes to be reliable, accurate, and complete; however, Sterne Agee cannot guarantee the reliability, accuracy, or completeness of any such publicly available information. In connection with its October 28, 2014 engagement, Sterne Agee was not engaged to express, and is not expressing, any opinion with respect to any other transaction, including any alternative transaction between Hampden Bancorp and BHLB. With respect to the financial forecasts, including the synergies and restructuring charges, supplied to Sterne Agee, Sterne Agee assumed, with Hampden Bancorp's consent, that the forecasts were reasonably prepared and reflected, as of the date of Sterne Agee's opinion, the best currently available estimates and judgments of Hampden Bancorp and BHLB as to future operating and financial performance of Hampden Bancorp, BHLB and the combined company.

Sterne Agee did not make an independent evaluation of the assets or liabilities (contingent or otherwise) of Hampden Bancorp, BHLB or their affiliates, including, but not limited to, any derivative or off-balance sheet assets or liabilities. Nor did Sterne Agee conduct any review of individual credit files of Hampden Bancorp or BHLB, evaluate the adequacy of the loan or lease loss reserves of Hampden Bancorp or BHLB, or evaluate the solvency of Hampden Bancorp or BHLB under any state or federal laws relating to bankruptcy, insolvency or similar matters. Sterne Agee rendered no opinion or evaluation on the collectability of any asset or the future performance of any loan of Hampden Bancorp or BHLB. Sterne Agee and its employees are not experts in the evaluation of loan or lease portfolios for assessing the adequacy of the allowances for losses with respect thereto and, accordingly,

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Sterne Agee did not make an independent evaluation of the adequacy of the allowance for loan and lease losses of Hampden Bancorp or BHLB or on the credit mark assumed taken in the Merger. Sterne Agee has assumed, with Hampden Bancorp's consent, that the respective allowances for loan and lease losses for both Hampden Bancorp and BHLB, respectively, as well as the credit mark are adequate to cover such losses and will be adequate on a pro forma basis for the combined company. Sterne Agee has relied upon and assumed, without assuming any responsibility for independent verification, the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by Sterne Agee by Hampden Bancorp, BHLB or their respective affiliates.

The internal Hampden Bancorp earnings and balance sheet projections furnished to Sterne Agee and used by it in certain of its analyses were prepared by Hampden Bancorp's management team (the "Hampden Bancorp Projections"). Hampden Bancorp does not publicly disclose internal management projections of the type provided to Sterne Agee in connection with its review of the Merger. As a result, such projections were not prepared with an expectation of public disclosure. The Hampden Bancorp Projections were based on numerous variables and assumptions, which are inherently uncertain, including, without limitation, factors related to general economic and competitive conditions. Accordingly, actual results could vary significantly from those set forth in the Hampden Bancorp Projections.

For purposes of rendering its opinion, Sterne Agee assumed that, in all respects material to its analyses:

the Merger will be completed substantially in accordance with the terms set forth in the Merger Agreement with no additional payments or adjustments to the merger consideration;

the representations and warranties of each party in the Merger Agreement and in all related documents and instruments referred to in the Merger Agreement are true and correct;

each party to the Merger Agreement and all related documents will perform all of the covenants and agreements required to be performed by such party under such documents;

all conditions to the completion of the Merger will be satisfied without any waiver; and

in the course of obtaining the necessary regulatory, contractual, or other consents or approvals for the Merger, no restrictions, including any divestiture requirements, termination or other payments or amendments or modifications, will be imposed that will have a material adverse effect on the future results of operations or financial condition of the combined entity or the contemplated benefits of the Merger, including the cost savings and related expenses expected to result from the Merger.

Sterne Agee further assumed that the Merger will be accounted for as a purchase transaction under generally accepted accounting principles, and that the Merger will qualify as a tax-free reorganization for United States federal income tax purposes. Sterne Agee's opinion is not an expression of an opinion as to the prices at which shares of BHLB common stock will trade following the announcement of the Merger, the actual value of the shares of common stock of the combined company when issued pursuant to the Merger, or the price at which the shares of common stock of the combined company will trade following the completion of the Merger.

In performing its analyses, Sterne Agee made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, which are beyond the control of Sterne Agee, Hampden Bancorp and BHLB. Any estimates contained in the analyses performed by Sterne Agee are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices

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at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. In addition, the Sterne Agee opinion was among several factors taken into consideration by the Hampden Bancorp Board in making its determination to approve the Merger Agreement. The type and amount of consideration payable in the Merger were determined through negotiation between Hampden Bancorp and BHLB, and the decision to enter into the Merger Agreement was solely that of the Hampden Bancorp Board.

Sterne Agee's opinion was necessarily based upon conditions as they existed and could be evaluated on November 3, 2014, the date of such opinion, and the information made available to Sterne Agee through such date. Developments subsequent to the date of Sterne Agee's opinion may have affected, and may affect, the conclusion reached in Sterne Agee's opinion, and Sterne Agee did not and does not have an obligation to update, revise or reaffirm its opinion.

The following is a summary of the material financial analyses performed and presented by Sterne Agee to the Hampden Bancorp Board on November 3, 2014, in connection with its fairness opinion. The summary is not a complete description of all of Sterne Agee's analyses underlying the opinion or the presentation made by Sterne Agee to the Hampden Bancorp Board on November 3, 2014, but summarizes the material analyses performed and presented in connection with such opinion. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. A fairness opinion is thus not susceptible to partial analysis or summary description. In arriving at its opinion, Sterne Agee did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized below include information presented in tabular format. The tables alone do not constitute a complete description of the financial analyses. Accordingly, Sterne Agee believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a potentially misleading or incomplete view of the process underlying its analyses and opinion.

*Summary of Proposal.* Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, each outstanding share of Hampden Bancorp common stock, par value \$0.01 per share, shall be converted into the right to receive 0.81 shares of BHLB common stock, par value \$0.01 per share. Based on BHLB's closing price on October 31, 2014, of \$25.78, the merger consideration was equivalent to a price of \$20.88 per share of Hampden Bancorp common stock to Hampden Bancorp stockholders. Based on this deemed value per share to Hampden Bancorp stockholders and based on an aggregate of 5,498,111 shares Hampden Bancorp common stock outstanding and 423,783 options outstanding with a weighted average exercise price of \$11.37 per share, the aggregate merger consideration to holders of Hampden Bancorp common stock and options was approximately \$118.8 million.

*Selected Companies Analysis.* Using publicly available information, Sterne Agee compared the financial performance, financial condition, and market performance of Hampden Bancorp to nine selected bank holding companies headquartered in New England with total assets between \$400 million

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and \$1.0 billion and last twelve months return on average assets between 0.00% and 1.00%. The companies included in this group were:

Company	Ticker	State
Northway Financial, Inc.	NWYF	NH
Salisbury Bancorp, Inc.	SAL	CT
Northeast Bancorp	NBN	ME
Katahdin Bankshares Corporation	KTHN	ME
Community Bancorp.	CMTV	VT
Wellesley Bancorp, Inc.	WEBK	MA
Ledyard Financial Group, Inc.	LFGP	NH
Guaranty Bancorp, Inc.	GUAA	NH
SBT Bancorp, Inc.	SBTB	CT

Using publicly available information, Sterne Agee compared the financial performance, financial condition, and market performance of BHLB to twelve selected publicly traded bank holding companies and savings and loan holding companies headquartered in the Mid-Atlantic and New England with total assets between \$5.0 billion and \$10.0 billion. The companies included in this group were:

Company	Ticker	State
National Penn Bancshares, Inc.	NPBC	PA
Provident Financial Services, Inc.	PFS	NJ
NBT Bancorp Inc.	NBTB	NY
Northwest Bancshares, Inc.	NWBI	PA
Community Bank System, Inc.	CBU	NY
Sterling Bancorp	STL	NY
Independent Bank Corp.	INDB	MA
Customers Bancorp, Inc.	CUBI	PA
First Commonwealth Financial Corporation	FCF	PA
Brookline Bancorp, Inc.	BRKL	MA
United Financial Bancorp, Inc.	UBNK	CT
Tompkins Financial Corporation	TMP	NY

To perform this analysis, Sterne Agee used financial information as of the twelve month period ended September 30, 2014 (or as of the most recently available quarter). Market price information was as of October 31, 2014. Earnings estimates for 2014 and 2015 for BHLB and other selected companies were taken from a nationally recognized earnings estimate consolidator, SNL Financial. No company used as a comparison in the analysis below is identical to Hampden Bancorp or BHLB. Accordingly, an analysis of these results is not mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies.

Sterne Agee's analysis showed the following concerning Hampden Bancorp's and BHLB's market performance:

	Hampden Bancorp	Hampden Bancorp Group Minimum	Hampden Bancorp Group Median	Hampden Bancorp Group Mean	Hampden Bancorp Group Maximum
Stock Price / Tangible Book Value per Share	110.9%	53.0%	97.2%	106.2%	207.7%
Stock Price / Last Twelve Months EPS	20.6x	5.9x	13.6x	14.4x	24.6x
Dividend Yield	1.9%	0.0%	3.2%	2.5%	4.6%



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	BHLB	BHLB	BHLB	BHLB
	Group	Group	Group	Group
	Minimum	Median	Mean	Maximum
Stock Price / Tangible Book Value per Share	154.6%	120.9%	167.4%	268.9%
Stock Price / Last Twelve Months EPS	19.5x	13.6x	16.1x	19.1x
Stock Price / 2014 Est. EPS	14.1x	13.0x	15.4x	20.4x
Stock Price / 2015 Est. EPS	13.3x	10.7x	14.1x	19.1x
Dividend Yield	2.8%	0.0%	3.2%	4.3%

*Comparable Transaction Analysis.* Sterne Agee reviewed certain publicly available information related to ten selected acquisitions of banks and bank holding companies as well as thrifts and thrift holding companies with headquarters in the New England and Mid-Atlantic regions announced after September 30, 2012, where deal value was available and the buyer was a bank or bank holding company or a thrift or thrift holding company, the seller had assets between \$300 million and \$1.0 billion, last twelve months return on average assets between 0.25% and 0.85% and nonperforming assets to assets less than 4.0%. The transactions included in the group were:

Acquiror	Acquiree
Independent Bank Corp.	Peoples Federal Bancshares, Inc.
National Penn Bancshares, Inc.	TF Financial Corporation
Bryn Mawr Bank Corporation	Continental Bank Holdings, Inc.
CB Financial Services, Inc.	FedFirst Financial Corporation
F.N.B. Corporation	OBA Financial Services, Inc.
Provident Financial Services, Inc.	Team Capital Bank
F.N.B. Corporation	BCSB Bancorp, Inc.
SI Financial Group, Inc.	Newport Bancorp, Inc.
F.N.B. Corporation	Annapolis Bancorp, Inc.
Penns Woods Bancorp, Inc.	Luzerne National Bank Corporation

Transaction multiples for the Merger were derived from an offer price of \$20.88 per share for Hampden Bancorp based on BHLB's October 31, 2014, closing price of \$25.78. For each precedent transaction, Sterne Agee derived and compared, among other things, the implied ratio of price per common share paid for the acquired company to:

tangible book value per share of the acquired company based on the latest financial statements of the company available prior to the announcement of the acquisition;

core tangible book value per share (defined as tangible common equity to tangible assets of 8.0%) of the acquired company based on the latest financial statements of the company available prior to the announcement of the acquisition;

tangible equity premium to core deposits (total deposits less time deposits greater than \$100,000) based on the financial statements of the company available prior to the announcement of the acquisition;

the last twelve months earnings per share based on the financial statements of the company available prior to the announcement of the acquisition; and

the price per share paid for the acquired company as a percentage of the closing price of the acquired company one day prior to the announcement of the acquisition.

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The results of the analysis are set forth in the following table:

<b>Transaction Price to:</b>	<b>BHLB / Hampden Bancorp Merger</b>	<b>Comparable Transactions Minimum</b>	<b>Comparable Transactions Median</b>	<b>Comparable Transactions Mean</b>	<b>Comparable Transactions Maximum</b>
Tangible Book Value	135%	107%	141%	145%	191%
Core Tangible Book Value	153%	117%	167%	160%	191%
Core Deposit Premium	8.5%	2.4%	7.4%	7.4%	13.2%
LTM Earnings Per Share	25.2x	18.6x	19.2x	20.5x	25.2x
One-Day Market Premium	22.1%	6.5%	32.6%	33.1%	75.4%

No company or transaction used as a comparison in the above analysis is identical to Hampden Bancorp, BHLB or the Merger. Accordingly, an analysis of these results is not mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies involved in such transactions.

*Financial Impact Analysis.* Sterne Agee performed pro forma merger analyses that combined projected income statement and balance sheet information of Hampden Bancorp and BHLB. Assumptions regarding the accounting treatment, acquisition adjustments and cost savings and other synergies were used to calculate the financial impact that the Merger would have on certain projected financial results of BHLB. In the course of this analysis, Sterne Agee used earnings estimates for Hampden Bancorp for 2014, 2015 and 2016 (including assumed cost savings and other synergies) as provided by BHLB's management and for BHLB used median research analyst estimates for 2014 and 2015. This analysis indicated that the Merger is expected to be accretive to BHLB's estimated earnings per share in 2015 and 2016. The analysis also indicated that the Merger is expected to be dilutive to tangible book value per share for BHLB with an earnback of 3.0 years and accretive to BHLB's tangible common equity to tangible assets ratio, leverage ratio and total risk based capital ratio. For all of the above analyses, the actual results achieved by BHLB following the Merger will vary from the projected results, and the variations may be material.

*Discounted Cash Flow Analysis.* Sterne Agee performed a discounted cash flow analysis to estimate a range of the present values of after-tax cash flows that Hampden Bancorp could provide to equity holders through fiscal year 2019 on a stand-alone basis. In performing this analysis, Sterne Agee used the Hampden Bancorp Projections for fiscal years 2015 through 2018 and with respect to fiscal year 2019 applied Hampden Bancorp management's earnings and balance sheet growth assumptions to derive projected after-tax cash flows. The analysis assumed discount rates ranging from 11.0% to 13.0%, which were assumed deviations, both up and down, as selected by Sterne Agee based on the Hampden Bancorp discount rate of 11.9% as determined by Sterne Agee. The discount rate was determined by adding the 20-year Treasury Bond rate (2.8%), the published Ibbotson equity risk premium (6.7%) multiplied by the adjusted beta for small composite commercial banks as published by Morningstar (0.46), and the published Ibbotson size premium (6.0%). The range of values for the discounted cash flow analysis was determined by adding (1) the present value of projected cash flows to Hampden Bancorp's stockholders from fiscal years 2015 to 2019 and (2) the present value of the terminal value of Hampden Bancorp's common stock. In determining cash flows available to Hampden Bancorp stockholders, Sterne Agee assumed that Hampden Bancorp would maintain a tangible common equity to tangible asset ratio of 8.00% and would retain sufficient earnings to maintain these levels. Any earnings in excess of what would need to be retained were assumed to be distributed as dividends to Hampden Bancorp stockholders. In calculating the terminal value of Hampden Bancorp, Sterne Agee applied multiples ranging from 10.0 times to 14.0 times fiscal year 2019 estimated earnings. These multiples were selected based on a review of trading multiples of common stocks of the selected bank holding companies headquartered in New England with total assets between \$400 million and \$1.0 billion specified above. This resulted in a range of values of Hampden Bancorp from \$16.29 to

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\$20.96 per share. In addition, Sterne Agee performed a second discounted cash flow analysis that examined the after-tax cash flows that Hampden Bancorp could provide to Hampden Bancorp stockholders through fiscal year 2019 if Hampden Bancorp achieved only 90% of estimated earnings for the 2015 to 2019 period. Utilizing a discount rate of 11.9% and a range of multiples from 10.0 times to 14.0 times fiscal year 2019 estimated earnings resulted in a range of values of Hampden Bancorp from \$15.38 to \$18.67.

Sterne Agee also performed a discounted cash flow analysis to estimate a range of the present values of after-tax cash flows that BHLB could provide to equity holders through fiscal year 2019 on a stand-alone basis and on a pro forma basis. In performing this analysis, Sterne Agee used publicly available earnings estimates by research analysts covering BHLB as discussed with senior management of BHLB for fiscal years 2014 and 2015 and with respect to fiscal years 2016 through 2019 applied an earnings growth rate of 7.0% to derive projected after-tax cash flows. The analysis assumed discount rates ranging from 10.0% to 12.0%, which were assumed deviations, both up and down, as selected by Sterne Agee based on the BHLB discount rate of 11.2% as determined by Sterne Agee. The discount rate was determined by adding the 20-year Treasury Bond rate (2.8%), the published Ibbotson equity risk premium (6.7%) multiplied by the adjusted beta for median composite commercial banks as published by Morningstar (0.89), and the published Ibbotson size premium (2.5%). The range of values for the discounted cash flow analysis was determined by adding (1) the present value of projected cash flows to BHLB's stockholders from fiscal years 2014 to 2019 and (2) the present value of the terminal value of BHLB's common stock. In determining cash flows available to stockholders, Sterne Agee assumed that BHLB would maintain a tangible common equity to tangible asset ratio of 7.00% and would retain sufficient earnings to maintain these levels. Any earnings in excess of what would need to be retained were assumed to be distributed as dividends to BHLB stockholders. In calculating the terminal value of BHLB, Sterne Agee applied multiples ranging from 13.0 times to 15.0 times fiscal year 2019 estimated earnings. These multiples were selected based on a review of trading multiples of the twelve publicly traded bank holding companies and savings and loan holding companies headquartered in the Mid-Atlantic and New England with total assets between \$5.0 billion and \$10.0 billion specified above. This resulted in a range of values of BHLB on a stand-alone basis from \$23.06 to \$28.12 per share and on a pro forma basis from \$23.78 to \$28.88 per share.

Sterne Agee stated that the discounted cash flow present value analysis is a widely used valuation methodology but noted that it relies on numerous assumptions, including asset and earnings growth rates, terminal values and discount rates. The analysis did not purport to be indicative of the actual values or expected values of Hampden Bancorp and BHLB.

*Other Analyses.* Among other things, Sterne Agee also reviewed earnings estimates, balance sheet composition and other financial data for Hampden Bancorp and BHLB. With respect to BHLB's public price, Sterne Agee reviewed the public price targets of research analysts covering BHLB as provided by a nationally recognized research price target consolidator, SNL Financial, which ranged from \$26.00 to \$27.00.

The Hampden Bancorp Board retained Sterne Agee on October 28, 2014 as an independent contractor to act as financial adviser to Hampden Bancorp regarding the Merger. As part of its investment banking business, Sterne Agee is continually engaged in the valuation of banking businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. As specialists in the securities of banking companies, Sterne Agee has experience in, and knowledge of, the valuation of banking enterprises.

*Sterne Agee's Compensation and Other Relationships with Hampden Bancorp.* Hampden Bancorp and Sterne Agee have entered into an agreement dated October 28, 2014 relating to the services to be provided by Sterne Agee in connection with the Merger. Pursuant to the agreement, Hampden

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Bancorp agreed to pay Sterne Agee (a) a fee of \$250,000 upon the delivery to the Hampden Bancorp Board of the written Sterne Agee opinion, which fee will be credited against the transaction fee; and (b) contingent upon closing of the Merger, a transaction fee equal to 1.30% of the aggregate consideration offered in exchange for the outstanding Hampden Bancorp common stock and options in the Merger. Based on the estimated aggregate consideration to holders of Hampden Bancorp common stock and options at the announcement of the Merger of \$118.8 million, total fees payable to Sterne Agee at the close of the transaction are expected to be approximately \$1.5 million. Pursuant to the Sterne Agee engagement agreement, Hampden Bancorp also agreed to reimburse Sterne Agee for reasonable out-of-pocket expenses and disbursements incurred in connection with its retention. Hampden Bancorp has also agreed to indemnify Sterne Agee against certain liabilities, including liabilities under the federal securities laws, arising out of its engagement. Additionally, Sterne Agee received a fee of \$20,000 for services rendered in connection with the evaluation of Hampden Bancorp's business plan per the engagement letter dated November 4, 2013.

Other than Sterne Agee's engagement by Hampden Bancorp in connection with the Merger and in connection with the evaluation of Hampden Bancorp's business plan, Sterne Agee has not provided any other material investment banking or financial advisory services to Hampden Bancorp, BHLB or their affiliates during the past two years; however, Sterne Agee may do so in the future. In the ordinary course of Sterne Agee's business as a broker-dealer, Sterne Agee may, from time to time, purchase securities from and sell securities to Hampden Bancorp, BHLB or their affiliates.

**Certain Prospective Financial Information Reviewed by the Hampden Bancorp Board and Hampden Bancorp's Financial Advisor**

Neither Hampden Bancorp nor BHLB make public disclosures of detailed forecasts or projections of its expected financial performance for extended periods because of, among other things, the inherent difficulty of accurately predicting financial performance for future periods and the likelihood that the underlying assumptions and estimates may prove incorrect.

In connection with the evaluation of the Merger, however, Hampden Bancorp management prepared unaudited prospective financial information for Hampden Bancorp on a stand-alone basis, without giving effect to the Merger (the "Hampden Bancorp Projections") and provided the Hampden Bancorp Projections to the Hampden Bancorp board, BHLB and Hampden Bancorp's financial advisor for purposes of considering and evaluating the Merger. The Hampden Bancorp Projections summarized below were not prepared for purposes of public disclosure, nor were they prepared on a basis designed to comply with published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of projections. Hampden Bancorp's independent registered public accounting firm, which is listed as an expert in the section entitled "Experts," and any other independent accountants, did not compile, examine or perform any procedures with respect to the Hampden Bancorp Projections summarized below, and has not expressed any opinion or any other form of assurance on this information or its achievability, and assumes no responsibility for, the Hampden Bancorp Projections. The report of Hampden Bancorp's independent registered public accounting firm, which begins on page F-2 of this Proxy Statement/Prospectus, relates to Hampden Bancorp's historical financial information. It does not extend to any prospective financial information or to the Hampden Bancorp Projections and should not be seen to do so.

In connection with the evaluation of the Merger, BHLB management also provided certain prospective financial information for BHLB on a stand-alone basis, without giving effect to the Merger, as well as financial information regarding potential cost savings, deposit run-offs and asset growth and estimated synergies (the "BHLB Merger Estimates") to Hampden Bancorp's financial advisor for purposes of preparing financial analyses of the impact of the Merger on the combined company. The BHLB Merger Estimates summarized below were not prepared for purposes of public disclosure, nor

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were they prepared on a basis designed to comply with published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of projections. BHLB's independent registered public accounting firm, which is listed as an expert in the section entitled "Experts," and any other independent accountants, did not compile, examine or perform any procedures with respect to the BHLB Merger Estimates summarized below, and has not expressed any opinion or any other form of assurance on this information or its achievability, and assumes no responsibility for, the BHLB Merger Estimates. The report of BHLB's independent registered public accounting firms, which is incorporated by reference in this Proxy Statement/Prospectus, relates to BHLB's historical financial information. It does not extend to any prospective financial information or to the BHLB Merger Estimates and should not be seen to do so.

Although presented with numerical specificity, the Hampden Bancorp Projections and the BHLB Merger Estimates were prepared in the context of numerous variables, estimates, and assumptions that are inherently uncertain and may be beyond the control of Hampden Bancorp or BHLB, and which may prove not to have been, or to no longer be, accurate. The Hampden Bancorp Projections and the BHLB Merger Estimates included below cover multiple years, and this information by its nature becomes subject to greater uncertainty with each successive year. The Hampden Bancorp Projections and the BHLB Merger Estimates are subject to many risks and uncertainties. Important factors that may affect actual results and cause actual results to differ materially from the Hampden Bancorp Projections or the BHLB Merger Estimates include risks and uncertainties relating to Hampden Bancorp's and BHLB's businesses (including the ability of each of Hampden Bancorp and BHLB to achieve strategic goals, objectives and targets over the applicable periods), industry performance, the regulatory environment, general business and economic conditions, market and financial conditions, various risks set forth in Hampden Bancorp's and BHLB's reports filed with the SEC, and other factors described or referenced in the section entitled "Caution About Forward-Looking Statements."

The Hampden Bancorp Projections and the BHLB Merger Estimates also reflect assumptions that are subject to change and are susceptible to multiple interpretations and periodic revisions based on actual results, revised prospects for Hampden Bancorp's and BHLB's businesses, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the Hampden Bancorp Projections and the BHLB Merger Estimates were prepared. In addition, the Hampden Bancorp Projections and the BHLB Merger Estimates do not take into account any circumstances, transactions or events occurring after the respective dates the Hampden Bancorp Projections and the BHLB Merger Estimates were prepared. Accordingly, actual results will likely differ, and may differ materially, from those contained in the Hampden Bancorp Projections or the BHLB Merger Estimates. We do not assure you that the financial results in the Hampden Bancorp Projections and the BHLB Merger Estimates will be realized or that future financial results will not materially vary from those in the Hampden Bancorp Projections or the BHLB Merger Estimates.

The inclusion of a summary of the Hampden Bancorp Projections and the BHLB Merger Estimates should not be regarded as an indication that any of Hampden Bancorp, BHLB or their respective affiliates, officers, directors, or other representatives consider the Hampden Bancorp Projections or the BHLB Merger Estimates to be necessarily predictive of actual future events, and neither the Hampden Bancorp Projections nor the BHLB Merger Estimates should be relied upon as such. None of Hampden Bancorp, BHLB or their respective affiliates, officers, directors, or other representatives gives any stockholder of Hampden Bancorp or other person any assurance that actual results will not differ materially from the Hampden Bancorp Projections or the BHLB Merger Estimates, and, except as otherwise required by law, none of them undertakes any obligation to update or otherwise revise or reconcile the Hampden Bancorp Projections or the BHLB Merger Estimates to reflect circumstances existing after the respective dates the Hampden Bancorp Projections and the BHLB Merger Estimates were generated or to reflect the occurrence of future events, even in the

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event that any or all of the assumptions and estimates underlying the Hampden Bancorp Projections or the BHLB Merger Estimates are shown to be in error.

The following table presents a summary of the Hampden Bancorp historical financial information at or for the year ended June 30, 2014 and the Hampden Bancorp Projections for the years ending June 30, 2015 through June 30, 2018 as prepared by Hampden Bancorp management and provided to the Hampden Bancorp board, the BHLB board and Hampden Bancorp's financial advisor in connection with the evaluation of the Merger.

**Hampden Bancorp Management Forecasts for Hampden Bancorp  
Projected Balance Sheet  
(Stand-Alone, Pre-Merger Basis)**

(in thousands, unaudited)

	At June 30,		At June 30,		
	2014(1)	2015	2016	2017	2018
Total Assets	701,497	736,916	780,079	823,205	866,599
Total Liabilities	614,338	650,298	689,575	728,211	766,675
Total Stockholders' Equity	87,159	86,618	90,504	94,994	99,925
Total Liabilities & Stockholders' Equity	701,497	736,916	780,079	823,205	866,599
Borrowings/Total Assets	17%	16%	15%	14%	13%

**Hampden Bancorp Management Forecasts for Hampden Bancorp June 2014  
Projected Income Statement  
(Stand-Alone, Pre-Merger Basis)**

(in thousands, unaudited)

	Year Ended June 30,	Year Ending June 30,			
	2014(1)	2015	2016	2017	2018
Total Interest Income	25,512	27,110	30,036	33,026	35,969
Total Interest Expense	5,170	4,912	5,740	6,192	6,491
Net Interest Income	20,342	22,197	24,296	26,834	29,478
Provision for Loan Losses	550	600	700	775	875
Total Non-interest Income	3,638	3,505	3,716	3,863	4,057
Total Non-interest Expense	16,371	17,189	18,258	18,991	19,940
Income Before Income Taxes	7,059	7,913	9,054	10,931	12,719
Net Income	4,515	5,141	5,878	7,056	8,178

(1) Represents historical financial information.

The following table presents a summary of the BHLB Merger Estimates for the calendar year ending June 30, 2015 and the calendar years ending December 31, 2015 through December 31, 2017 as

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prepared by BHLB management and provided to Hampden Bancorp's financial advisor for purposes of preparing financial analyses of the impact of the merger on the combined company.

	BHLB Stand- Alone (June 30, 2015)	Closing June 30, 2015	Projected December 31, 2015	Projected December 31, 2016	Projected December 31, 2017
<b>GAAP Earnings Excluding Impact of Transaction</b>					
<b>Related Expenses:</b>					
BHLB Stand-Alone EPS			\$ 1.91	\$ 2.04	\$ 2.19
Hampden Bancorp Stand-Alone EPS			\$ 1.05	\$ 1.19	\$ 1.28
Pro Forma EPS Excluding Transaction Expenses			\$ 1.92	\$ 2.12	\$ 2.27
<b>BHLB EPS Accretion / (Dilution) Excluding Transaction Expenses</b>			<b>0.5%</b>	<b>3.6%</b>	<b>3.6%</b>
<b>Tangible Book Value:</b>					
BHLB Stand-Alone TBV		\$ 17.68	\$ 18.38	\$ 19.83	\$ 21.40
Hampden Bancorp Stand-Alone TBV		\$ 16.12	\$ 16.60	\$ 17.66	\$ 18.82
Pro Forma TBV		\$ 17.67	\$ 18.16	\$ 19.70	\$ 21.35
<b>BHLB TBV Accretion / (Dilution)</b>		<b>(0.1)%</b>	<b>(1.2)%</b>	<b>(0.7)%</b>	<b>(0.2)%</b>
<b>BHLB Tangible Book Value Earnback Period</b>					
					<b>Year 3.00</b>
<b>Pro Forma Capital Ratios:</b>					
Tang. Common Equity / Tang. Assets	7.08%	7.41%	7.40%	7.62%	7.88%
Tier 1 Leverage Ratio	7.26%	7.67%	7.76%	7.99%	8.23%
Tier 1 Risk Based Capital Ratio	9.53%	10.09%	10.13%	10.48%	10.89%
Total Risk Based Capital Ratio	11.91%	12.24%	12.27%	12.60%	12.99%
Intangibles / Total Equity	38.1%	37.0%	36.2%	34.1%	32.0%
<b>Performance:</b>					
Pro Forma Return on Avg. Common Equity	6.63%		5.65%	7.27%	7.41%
Pro Forma Return on Avg. Tang. Equity	10.75%		9.05%	11.21%	11.06%
Pro Forma Return on Avg. Assets	0.73%		0.62%	0.81%	0.83%
<b>Balance Sheet:</b>					
Assets	\$ 6,558	\$ 7,310	\$ 7,515	\$ 7,896	\$ 8,255
Net Loans	4,655	5,178	5,335	5,590	5,823
Deposits	4,717	5,225	5,344	5,625	5,885
Equity	719	824	836	878	923

**Consideration to be Received in the Merger**

Each share of Hampden Bancorp common stock issued and outstanding immediately prior to the completion of the Merger, except for specified shares of Hampden Bancorp common stock held in the treasury of Hampden Bancorp or by BHLB, will be converted into the right to receive 0.81 shares of BHLB common stock.

If the number or kind of shares of BHLB common stock outstanding or Hampden Bancorp common stock is changed as a result of a stock split, stock dividend, recapitalization, reclassification, reorganization or similar transaction, then the merger consideration will be adjusted proportionately to account for such change.

Hampden Bancorp stockholders will not receive fractional shares of BHLB common stock. Instead, Hampden Bancorp stockholders will receive a cash payment for any fractional shares in an amount equal to the product of (i) the fraction of a share of BHLB common stock to which such stockholder otherwise would be entitled, multiplied by (ii) the average of the daily closing sales prices of BHLB common stock as reported on the New York Stock Exchange for the five consecutive trading days immediately preceding the closing date of the Merger.

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**Treatment of Hampden Bancorp, Inc. Stock Options**

Immediately prior to the effective time of the Merger, each option to purchase shares of Hampden Bancorp common stock will be terminated and the holder thereof shall be paid an amount in cash determined by multiplying (i) the excess, if any, of the average of the daily closing sales prices of a share of Hampden Bancorp common stock as reported on the NASDAQ Global Market for the five consecutive trading days immediately preceding the effective time of the Merger over the applicable per share exercise price of that option by (ii) the number of shares of Hampden Bancorp common stock that the holder could have purchased (assuming full vesting of that option) had that holder exercised that option immediately before the effective time of the Merger, less applicable tax withholding.

**Treatment of Hampden Bancorp, Inc. Restricted Stock**

At the effective time of the Merger, each outstanding Hampden Bancorp restricted share that was granted under the Hampden Bancorp, Inc. 2008 Equity Incentive Plan will become fully vested, and the restrictions thereon shall lapse, and convert into the right to receive the merger consideration.

**Surrender of Stock Certificates**

Hampden Bancorp stockholders will receive instructions from the transfer agent on where to surrender their Hampden Bancorp stock certificates after the Merger is completed. **Hampden Bancorp stockholders should not send their Hampden Bancorp stock certificates with their proxy cards.**

**Letter of Transmittal.** Not later than five business days after the effective time of the Merger, the exchange agent will mail to each holder of record of Hampden Bancorp common stock a letter of transmittal and instructions on how to surrender certificates representing shares of Hampden Bancorp common stock in exchange for the merger consideration and cash in lieu of fractional shares that the holder is entitled to receive under the Merger Agreement.

After completion of the Merger, there will be no further transfers on the stock transfer books of Hampden Bancorp of shares of Hampden Bancorp common stock that were issued and outstanding immediately prior to the effective time. If, after the effective time of the Merger, certificates representing such shares are presented for transfer to the exchange agent, they shall be exchanged for the merger consideration and cash in lieu of fractional shares and cancelled.

**Withholding.** BHLB or the exchange agent will be entitled to deduct and withhold from the consideration otherwise payable, pursuant to the Merger Agreement or the transactions contemplated thereby, to any holder of Hampden Bancorp common stock such amounts as BHLB or the exchange agent are required to deduct and withhold under the Internal Revenue Code of 1986, as amended, or any provision of federal, state, local or foreign tax law. If any such amounts are properly withheld, those amounts will be treated for all purposes of the Merger Agreement as having been paid to the stockholder in respect of whom such deduction and withholding were made.

**Dividends and Distributions.** No dividends or other distributions declared after the effective time of the Merger with respect to BHLB common stock will be paid to the holder of any unsurrendered certificates of Hampden Bancorp common stock until the holder surrenders such certificate in accordance with the Merger Agreement. After the surrender of a certificate in accordance with the Merger Agreement, the record holder thereof will be entitled to receive any such dividends or other distributions, without any interest, which had previously become payable with respect to the shares of BHLB common stock represented by such certificate.



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**Accounting Treatment of the Merger**

In accordance with current accounting guidance, the Merger will be accounted for using the acquisition method. The result of this is that the recorded assets and liabilities of BHLB will be carried forward at their recorded amounts, the historical operating results will be unchanged for the prior periods being reported on and the assets and liabilities of Hampden Bancorp will be adjusted to fair value at the date of the Merger. In addition, all identified intangible assets will be recorded at fair value and included as part of the net assets acquired. To the extent that the purchase price, consisting of the number of shares of BHLB common stock to be issued to Hampden Bancorp stockholders at fair value, exceeds the fair value of the net assets including identifiable intangibles of Hampden Bancorp at the date of completion of the Merger, that amount will be reported as goodwill. In accordance with current accounting guidance, goodwill will not be amortized but will be evaluated for impairment annually. Identified intangibles will be amortized over their estimated lives. Further, the acquisition method of accounting results in the operating results of Hampden Bancorp being included in the operating results of BHLB beginning from the date of completion of the Merger.

**Material Tax Consequences of the Merger**

**General.** The following summary discusses the material anticipated U.S. federal income tax consequences of the Merger applicable to a holder of shares of Hampden Bancorp common stock who surrenders all of the stockholder's common stock for shares of BHLB common stock in the Merger. This discussion is based upon the Internal Revenue Code of 1986, as amended, Treasury Regulations, judicial authorities, published positions of the Internal Revenue Service ("IRS"), and other applicable authorities, all as in effect on the date of this document and all of which are subject to change or differing interpretations (possibly with retroactive effect). This discussion is limited to U.S. residents and citizens who hold their shares as capital assets for U.S. federal income tax purposes (generally, assets held for investment). This discussion does not cover all U.S. federal income tax consequences of the Merger and related transactions that may be relevant to holders of shares of Hampden Bancorp common stock. This discussion also does not address all of the tax consequences that may be relevant to a particular person or the tax consequences that may be relevant to persons subject to special treatment under U.S. federal income tax laws (including, among others, tax-exempt organizations, dealers in securities or foreign currencies, banks, insurance companies, financial institutions or persons who hold their shares of Hampden Bancorp common stock as part of a hedge, straddle, constructive sale or conversion transaction, persons whose functional currency is not the U.S. dollar, persons that are, or hold their shares of Hampden Bancorp common stock through, partnerships or other pass-through entities, or persons who acquired their shares of Hampden Bancorp common stock through the exercise of an employee stock option or otherwise as compensation). In addition, this discussion does not address any aspects of state, local, non-U.S. taxation or U.S. federal taxation other than income taxation. No ruling has been requested from the IRS regarding the U.S. federal income tax consequences of the Merger. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the U.S. federal income tax consequences set forth below.

**Hampden Bancorp stockholders are urged to consult their tax advisors as to the U.S. federal income tax consequences of the Merger, as well as the effects of state, local, non-U.S. tax laws and U.S. tax laws other than income tax laws.**

**Opinion Conditions.** It is a condition to the obligations of BHLB and Hampden Bancorp that each receive an opinion of counsel to the effect that the Merger will constitute a "reorganization" for U.S.

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federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code. BHLB and Hampden Bancorp both expect to be able to obtain the tax opinions if, as expected:

Each of BHLB and Hampden Bancorp are able to deliver customary representations to their respective tax counsel; and

there is no adverse change in U.S. federal income tax law.

The opinions of each party's tax counsel will not be binding on the IRS or any court.

In addition, in connection with the filing of the registration statement of which this Proxy Statement/Prospectus forms a part, Luse Gorman Pomerenk & Schick, P.C., counsel to BHLB, has delivered its opinion to BHLB, dated as of the date of this Proxy Statement/Prospectus, and Goodwin Procter LLP, counsel to Hampden Bancorp, has delivered its opinion to Hampden Bancorp, dated as of the date of this Proxy Statement/Prospectus, that the Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Such opinions have been rendered on the basis of facts, representations and assumptions set forth or referred to in such opinion and factual representations contained in certificates of officers of BHLB and Hampden Bancorp, all of which must continue to be true and accurate in all material respects as of the effective time of the Merger (collectively, the "Representations and Assumptions").

If any of the representations delivered by BHLB or Hampden Bancorp to counsel or assumptions upon which the opinions are based are inconsistent with the actual facts, the tax consequences of the Merger could be adversely affected. The determination by tax counsel as to whether the proposed Merger will be treated as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, will depend upon the facts and law existing at the effective time of the proposed Merger. Based on the Representations and Assumptions, in the opinion of Luse Gorman Pomerenk & Schick, P.C., the Merger will constitute a "reorganization" for U.S. federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, with the tax consequences described below.

**Exchange for BHLB Common Stock.** No gain or loss will be recognized by a Hampden Bancorp stockholder who receives shares of BHLB common stock (except for cash received in lieu of fractional shares, as discussed below) in exchange for all of his or her shares of Hampden Bancorp common stock. The tax basis of the shares of BHLB common stock received by a Hampden Bancorp stockholder in such exchange will be equal (except for the basis attributable to any fractional shares of BHLB common stock, as discussed below) to the basis of the Hampden Bancorp common stock surrendered in exchange for the BHLB common stock. If a Hampden Bancorp stockholder purchased or acquired Hampden Bancorp common stock on different dates or at different prices, then solely for purposes of determining the basis of the BHLB common stock received in the Merger, such stockholder may designate which share of BHLB common stock is received in exchange for each particular share of Hampden Bancorp common stock. The designation must be made on or before the date on which the BHLB common stock is received. For shares held through a broker, the designation is made by giving written notice to the broker. For shares held in certificate form by the stockholder, the designation is made by a written designation in the stockholder's records. The holding period of the BHLB common stock received will include the holding period of shares of Hampden Bancorp common stock surrendered in exchange for the BHLB common stock, provided that such shares were held as capital assets of the Hampden Bancorp stockholder at the effective time of the Merger.

**Cash in Lieu of Fractional Shares.** A Hampden Bancorp stockholder who holds Hampden Bancorp common stock as a capital asset and who receives in the Merger, in exchange for such stock, BHLB common stock and cash in lieu of a fractional share interest in BHLB common stock will be treated as having received such cash in full payment for such fractional share of stock and such gain or loss generally will be treated as capital gain or loss.

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**Backup Withholding.** Unless an exemption applies under the backup withholding rules of Section 3406 of the Internal Revenue Code of 1986, as amended, the exchange agent shall be required to withhold, and will withhold, 28% of any cash payments to which a Hampden Bancorp stockholder is entitled pursuant to the Merger, unless the Hampden Bancorp stockholder signs the substitute Internal Revenue Service Form W-9 enclosed with the letter of transmittal sent by the exchange agent. Unless an applicable exemption exists and is proved in a manner satisfactory to the exchange agent, this completed form provides the information, including the Hampden Bancorp stockholder's taxpayer identification number, and certification necessary to avoid backup withholding.

**Tax Treatment of the Entities.** No gain or loss will be recognized by BHLB or Hampden Bancorp as a result of the Merger.

**Regulatory Matters Relating to the Merger**

Completion of the Merger, including the merger of Hampden Bank with and into Berkshire Bank, with Berkshire Bank as the surviving bank, is subject to the receipt of all required approvals and consents from regulatory authorities. The Merger is subject to the approval or non-objection of the Commissioner, the BBI, the FDIC, and the Federal Reserve. BHLB intends to file the required applications and notifications.

**Bank Merger.** The bank merger is subject to the approval of the FDIC under the Bank Merger Act and the Commissioner and the BBI under applicable Massachusetts law. In granting its approval under the Bank Merger Act, the FDIC must consider the financial and managerial resources and future prospects of the existing and resulting institutions, the convenience and needs of the communities to be served, competitive factors, any risk to the stability of the United States banking or financial system and the effectiveness of the institutions involved in combating money laundering activities.

The bank merger is subject to approval by the Commissioner under the bank merger provisions of the Massachusetts General Laws.

The BBI will base its decision to approve the merger on whether or not competition among banking institutions will be unreasonably affected and whether or not public convenience and advantage will be promoted by the merger. The BBI is expected to hold a public hearing as part of its consideration of the Merger and must receive confirmation from the Massachusetts Housing Partnership Fund that BHLB has made satisfactory arrangements with the Massachusetts Housing Partnership Fund with respect to any assets to be acquired that are located in Massachusetts. All of Hampden Bancorp's assets are located in Massachusetts. BHLB has filed an application with the Massachusetts Housing Partnership Fund related to the Merger. Once BHLB enters into its required lending agreement with the Massachusetts Housing Partnership Fund, it is anticipated that the Massachusetts Housing Partnership Fund will send its confirming letter to the BBI.

**Holding Company Merger.** The merger of Hampden Bancorp with and into BHLB, with BHLB as the surviving bank holding company, requires the approval or non-objection of the Federal Reserve. The Federal Reserve will consider factors such as financial and managerial resources, future prospects, the convenience and needs of the community and competitive factors.

**Anti-Competitive Matters.** In addition, a period of 15 to 30 days must expire following approval by the FDIC before completion of the Merger is allowed, within which period the United States Department of Justice may file objections to the Merger under the federal antitrust laws. While BHLB and Hampden Bancorp believe that the likelihood of objection to the Merger by the Department of Justice is remote, there can be no assurance that the Department of Justice will not initiate proceedings to block the Merger, or that the Attorney General of the Commonwealth of Massachusetts will not challenge the Merger, or if any proceeding is instituted or challenge is made, what the result of such challenge or proceeding would be.

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The Merger cannot proceed in the absence of the requisite regulatory approvals. See "Approval of the Merger Agreement Conditions to Completing the Merger" and " Terminating the Merger Agreement." There can be no assurance that the requisite regulatory approvals will be obtained, and if obtained, there can be no assurance as to the date of any approval. There also can be no assurance that any regulatory approvals will not contain a condition or requirement that causes the approvals to fail to satisfy one or more conditions set forth in the Merger Agreement and described under "Approval of the Merger Agreement Conditions to Completing the Merger." In recent similar transactions, the Federal Reserve has taken a longer time to render a decision on applications than the typical time period for approval set forth in the Federal Reserve's regulations.

The approval of any application merely implies the satisfaction of regulatory criteria for approval, which does not include review of the Merger from the standpoint of the adequacy of the exchange ratio for converting Hampden Bancorp common stock to BHLB common stock. Furthermore, regulatory approvals do not constitute an endorsement or recommendation with respect to the Merger.

**Interests of Certain Persons in the Merger that are Different from Yours**

In considering the recommendation of the Hampden Bancorp Board that you vote to approve the Merger Agreement, you should be aware that some of Hampden Bancorp's officers and directors have employment and other compensation agreements or economic interests that are different from, or in addition to, those of Hampden Bancorp stockholders generally. The Hampden Bancorp Board was aware of and considered these interests, among other matters, in evaluating and negotiating the Merger Agreement, and in recommending to the stockholders that the Merger Agreement be approved.

**Share Ownership.** On the record date for the Hampden Bancorp special meeting, Hampden Bancorp's directors and officers beneficially owned, in the aggregate, [ ] shares of Hampden Bancorp's common stock (not including shares that may be acquired upon the exercise of stock options), representing approximately [ ]% of the outstanding shares of Hampden Bancorp common stock.

**BHLB Executive Compensation Proposals.** On December 11, 2014, BHLB entered into an executive compensation proposal with each of Glenn S. Welch, President and Chief Executive Officer of Hampden Bancorp, Tara G. Corthell, Chief Financial Officer of Hampden Bancorp, and Luke D. Kettles, Chief Lending Officer of Hampden Bancorp. The executive compensation proposals with Messrs. Welch and Kettles amend, supersede and replace the executive compensation proposals entered into with BHLB on November 4, 2014. The executive compensation proposals will be effective as of the closing date of the Merger.

The executive compensation proposal for Mr. Welch provides that Mr. Welch will be employed by BHLB in an executive position as Regional President of the Springfield, Massachusetts and Connecticut Regions with an initial base salary of \$350,000. Mr. Welch will (i) receive a stay bonus of \$400,000 payable in cash, provided that he remains employed through the closing of the Merger, (ii) agree to terminate his employment agreement with Hampden Bank prior to the effective time of the Merger, and he will not receive any payments or benefits under the employment agreement, (iii) agree to enter into amendments to his salary continuation agreement to limit the amount payable under the agreement so as not to permit an excess parachute payment under Section 280G of the Internal Revenue Code, (iv) agree to the termination of his salary continuation agreement prior to the effective time of the Merger, and receive a lump sum payment equal to the present value of the benefits due under the agreement within forty-five days of the termination of the agreement, (v) receive a payment of \$400,000 if at any time during the first six months following the closing date of the Merger, Mr. Welch's employment is terminated for a reason other than cause or Mr. Welch resigns within five business days after completing six months of employment with BHLB, provided Mr. Welch will be subject to non-competition/non-solicitation restrictions for eighteen months, (vi) will receive a minimum

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annual performance bonus of \$133,333 for each of the first three years following the closing date of the Merger (for a total aggregate bonuses of \$400,000), assuming Mr. Welch is still employed by BHLB on each one-year anniversary from the closing date of the Merger, payable one half in cash and one half in time vesting restricted stock, provided that if Mr. Welch's employment is terminated during the first three years following the closing date of the Merger for a reason other than cause, Mr. Welch will receive the minimum annual performance bonus that would have been paid in such year and will forfeit any subsequent performance bonuses, and (vii) participate in BHLB's change in control severance plan on similar terms as other similarly situated officers.

The executive compensation proposal for Ms. Corthell provides that Ms. Corthell will be employed by BHLB in a Senior Finance Position with an initial base salary of \$150,000. Ms. Corthell will (i) receive a stay bonus of \$100,000 payable in cash, provided that she remains employed through the closing of the Merger, (ii) receive \$45,000 in the event Ms. Corthell's employment with Berkshire is terminated for a reason other than cause during the first six months following the closing date of the Merger or in the event Ms. Corthell resigns within five days after completing six months of employment with Berkshire, provided Ms. Corthell will be subject to non-solicitation restrictions for six months, (iii) agree to terminate her change in control agreement with Hampden Bancorp prior to the effective time of the Merger, and she will not receive any payments or benefits under the change in control agreement, (iv) receive a minimum annual performance bonus of \$50,000, payable one half in cash and one half in time vesting restricted stock, for each of the first two years following the closing date of the Merger (for total aggregate bonuses of \$100,000), assuming Ms. Corthell is still employed by BHLB on each one-year anniversary from the closing date of the Merger, provided that if Ms. Corthell's employment is terminated during the first two years following the closing date of the Merger for a reason other than cause, Ms. Corthell will received the minimum annual performance bonus that would have been paid in such year and forfeit any subsequent performance bonuses, and (v) participate in BHLB's change in control severance plan on similar terms as other similarly situated officers.

The executive compensation proposal for Mr. Kettles provides that Mr. Kettles will be employed by BHLB as Commercial Regional Leader for the Pioneer Valley with an initial base salary of \$225,000. Mr. Kettles will (i) receive a stay bonus of \$205,000 payable in cash, provided that he remains employed through the closing of the Merger, (ii) receive \$205,000 in the event Mr. Kettles' employment with Berkshire is terminated for a reason other than cause during the first six months following the closing date of the Merger or in the event Mr. Kettles resigns within five days after completing six months of employment with Berkshire, provided Mr. Kettles will be subject to non-solicitation restrictions for one year, (iii) agree to terminate his change in control agreement with Hampden Bancorp prior to the effective time of the Merger, and he will not receive any payments or benefits under the change in control agreement, (iv) agree to amend his salary continuation agreement to limit the amount payable under the agreement so as not to permit an excess parachute payment under Section 280G of the Internal Revenue Code, (iv) agree to the termination of his salary continuation agreement prior to the effective time of the Merger, and receive a lump sum payment within forty-five days of the termination of the agreement equal to the present value of the benefits due under the agreement, (v) receive a minimum annual performance bonus of \$125,000, payable one half in cash and one half in time vesting restricted stock, for each of the first two years following the closing date of the Merger (for total aggregate bonuses of \$250,000), assuming Mr. Kettles is still employed by BHLB on each one-year anniversary from the closing date of the Merger, provided that if Mr. Kettles employment is terminated during the first two years following the closing date of the Merger for a reason other than cause, Mr. Kettles will received the minimum annual performance bonus that would have been paid in such year and forfeit any subsequent performance bonuses, and (vi) participate in BHLB's change in control severance plan on similar terms as other similarly situated officers.

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It is expected that the amendments and termination of certain agreements, as outlined in the above executive compensation proposals, will be entered into by BHLB, Hampden Bancorp and the covered executive as soon as practicable and before the date of the Merger.

***Termination of Employment Agreement with Hampden Bancorp.*** The employment agreement previously entered into with Hampden Bancorp and Mr. Welch provides for a lump sum cash payment in the event of an involuntary termination without cause or a voluntary termination with good reason within two years following a change in control. The amount of the lump sum cash payment is equal to three times (i) the executive's average "annual compensation" over the prior five years, which includes all taxable and non-taxable compensation, (ii) the value of the benefits the executive would have received under any tax-qualified and non-qualified plan that the executive would have otherwise received, and (iii) continued participation in any benefit plans that provide life insurance for three years, plus (iv) up to 18 months of continued health and dental insurance at no cost to the executive. The employment agreement also provides for a lump-sum payment equal to three months' of the executive's base salary in the event that the executive is offered employment that is comparable in terms of compensation and responsibilities if the executive remains employed for six months following a change in control. Because Mr. Welch has agreed to terminate the employment agreement pursuant to the terms of the executive compensation proposal described above, no payments or benefits will be made under the agreement.

***Change in Control Agreements with Hampden Bancorp.*** The change in control agreements previously entered into by Hampden Bancorp and Mr. Kettles, Ms. Corthell, Robert A. Massey, Chief Operating Officer of Hampden Bancorp, Robert J. Michel, Senior Vice President and Division Executive for Retail and Mortgage Lending of Hampden Bancorp, Sheryl Shinn, Senior Vice President and Division Executive for IT and Operations of Hampden Bancorp and two other officers of Hampden Bancorp provide that upon an involuntary termination of employment without cause or a voluntary termination of employment for good reason (each as defined in the agreements) within two years following a change in control, each of Messrs. Kettles and Michel will receive a severance payment under the agreements equal to two times his average annual compensation for the five most recent taxable years, while Ms. Corthell, Mr. Massey and Ms. Shinn will receive a severance payment equal to one times his or her average annual compensation for the five most recent taxable years. In addition, the officer would be entitled to continued health, dental and disability coverage for up to 18 months following termination of employment. If payable, the cash severance payable under all the change in control agreements is estimated to total approximately \$1,200,000, and this amount excludes amounts payable under Mr. Kettles' and Ms. Corthell's agreements because both individuals have agreed to terminate their change in control agreements pursuant to the terms of the executive compensation proposals described above and no payment will be made under these agreements. In addition, the change in control agreements also provides for a lump-sum payment equal to three months' of each executive's base salary in the event that the executive is offered employment that is comparable in terms of compensation and responsibilities if the executive remains employed for six months following a change in control.

***Termination of Salary Continuation Agreements and Payment of Benefits.*** It is expected that the salary continuation agreements entered into by Hampden Bancorp and Messrs. Welch, Kettles, Massey, Michel and certain other former officers will be terminated prior to the effective time of the Merger in a manner intended to comply with Section 409A of the Internal Revenue Code of 1986, as amended, and within 45 days of the termination of the agreements, each individual will receive a lump sum payment equal to the present value of the benefits otherwise due under the agreements. Absent such termination, Messrs. Welch, Kettles, Michel and Massey, respectively, would be entitled to an annual benefit paid in monthly installments beginning at age 65 (62 for Mr. Massey) equal to \$60,000 for Mr. Welch, \$50,000 for Mr. Kettles, \$30,000 for Mr. Michel and \$30,000 for Mr. Massey payable for the life of the participant. Assuming the payments are made on December 31, 2014, Messrs. Welch, Kettles,

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Massey and Michel will receive approximately \$340,700, \$187,683, \$323,196 and \$355,208, respectively, upon the termination of the salary continuation agreements.

**Joint Beneficiary Designation Agreements.** BHLB will honor the terms of the joint beneficiary designation agreements that Hampden Bancorp entered into with its employees and directors. Hampden Bancorp has purchased insurance policies on the lives of Messrs. Welch, Massey, Kettles and Michel, Ms. Corthell and Ms. Shinn and certain other employees and directors, and Hampden Bancorp has entered into agreements with each of Messrs. Welch, Massey, Kettles and Michel and Ms. Shinn. The policies are owned by Hampden Bancorp, which paid the premiums due on the policies. Under the split dollar agreements, upon an executive's death while he is an executive of Hampden Bancorp, the executive's beneficiary will be paid a death benefit equal to the lesser of (i) a specified dollar amount (\$1.0 million in the case of Mr. Welch; \$350,000 in the cases of Messrs. Massey, Kettles, Michel, and Ms. Shinn; and one times annual salary for Ms. Corthell), or (ii) the net death benefit, which is the death benefit payable under the terms of the policy reduced by the aggregate premiums paid by Hampden Bancorp. Following the Merger, in the event Mr. Welch is employed by BHLB or retired from BHLB at the time of death, the executive's beneficiary shall receive the death benefit. Following the Merger, in the event Messrs. Michel or Massey's employment is subsequently terminated, except for cause, then the executive's beneficiary shall receive the death benefit provided under the agreement, and Mr. Kettles, Ms. Corthell and Ms. Shinn's beneficiary shall receive the death benefit upon the death of such individuals.

**Director Supplemental Retirement Plans.** BHLB will honor the terms of the director supplemental retirement plans that Hampden Bancorp entered into with certain directors. The director supplemental retirement plans provide for an annual benefit in an amount up to 50% of a director's annual fees payable for ten years following normal retirement age. Following the completion of the Merger, a director may be entitled to an enhanced change in control benefit, which is equal to 50% of his or her "projected fees" (current fees increased by 3% for each year until the director's normal retirement age), and the benefit will be paid at normal retirement age in monthly installments for ten years. Alternatively, the director supplemental retirement plans may be terminated in connection with the Merger with the present value of the benefits thereunder paid to the covered individuals, and a decision as to the treatment of the plans has not been made as of the date of this document.

**Cash Payment for Outstanding Options.** Under the terms of the Merger Agreement, outstanding Hampden Bancorp stock options will be terminated with a payment to the holder of the option, whether or not vested, of an amount of cash equal to (i) the excess, if any, of the value of a share of Hampden Bancorp common stock as reported on the Nasdaq for the five consecutive trading days immediately preceding the date of the Merger over the applicable per share exercise price of that option multiplied by the number of shares of Hampden Bancorp common stock that the holder could have purchased with the option if the holder had exercised the option immediately prior to the date of completion of the Merger. Outstanding Hampden Bancorp stock options may be exercised during the pendency of the Merger. Assuming the value of the Merger consideration is \$19.79 (which represents the average closing market price of Hampden Bancorp common stock over the first five business days following the first public announcement of the Merger) and that the executives do not exercise outstanding stock options before the date of completion of the Merger, Messrs. Welch, Massey and Kettles and Ms. Corthell, who hold 70,000, 28,000, 10,000 and 17,500 stock options, respectively as of December 22, 2014, will receive a cash payment of \$604,450, \$248,920, \$72,800 and \$139,475, respectively, upon the completion of the Merger and the termination of the stock options.

**Vesting of Restricted Stock.** Pursuant to the Merger Agreement, each restricted share of Hampden Bancorp that is issued and outstanding immediately before the completion of the Merger will be converted into a restricted share of BHLB common stock, on the same terms and conditions as were applicable under the Hampden Bancorp equity plan or underlying award agreement, unless the Hampden Bancorp equity incentive plan provides for acceleration of vesting or lapse of restrictions as a

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result of the Merger. The number of shares of restricted Berkshire common stock subject to each such converted restricted stock award will be equal to the product obtained by multiplying (i) the number of shares of restricted Hampden Bancorp common stock subject to the applicable Hampden Bancorp restricted stock award by (ii) the exchange ratio. The vesting of the 1,800 shares of restricted stock held by Mr. Kettles will accelerate as a result of the Merger, and assuming the value of the Merger consideration is \$19.79, such shares of restricted stock will have a value of \$35,622.

**Regulatory Requirements.** Notwithstanding the foregoing, all payments and benefits under the Hampden Bancorp plans and arrangements are subject to any required regulatory approval or satisfaction of a condition in any regulatory approval, as applicable.

The following table sets forth the estimated potential severance benefits to Hampden Bancorp's named executive officers on termination of employment in connection with a change in control. This table does not include the value of benefits that the named executive officers are vested in without regard to the occurrence of a change in control:

Executive	Cash\$(1)	Equity\$(2)	Pension/ NQDC\$(3)	Perquisites/ Benefits\$(4)	Tax Reimbursements\$(5)	Other \$(5)	Total (\$)
Glenn S. Welch	\$	\$ 28,875	\$ 340,700	\$	\$	\$ 400,000	\$ 769,575
Robert A. Massey	\$ 242,582	\$	\$ 323,196	\$ 27,000	\$	\$	\$ 592,778
Luke D. Kettles	\$	\$ 79,302	\$ 187,683	\$	\$	\$ 205,000	\$ 471,985
Robert J. Michel	\$ 590,073	\$	\$ 355,208	\$ 27,000	\$	\$	\$ 972,281
Sheryl Shinn	\$ 187,421	\$	\$	\$ 27,000	\$	\$	\$ 214,421

(1) Represents the estimated severance payments under each executive's change in control agreement. Assumes date of change in control and qualifying termination of employment is January 1, 2015, and no further payments are made under the executive's change in control agreements. Further, the estimated cash severance payable to Messrs. Massey and Michel and Ms. Shinn is considered a "double trigger" benefit, since it is triggered by a change in control of Hampden Bancorp followed by the executive's termination of employment. Notwithstanding the foregoing, all payments and benefits are subject to any required regulatory approval or satisfaction of a condition in any regulatory approval, as applicable. No cash severance will be paid under Mr. Welch's employment agreement or Mr. Kettles' change in control agreement since the executives have agreed to terminate their agreements. After Messrs. Welch and Kettles complete six months of employment with Berkshire Bank each individual will have five business days during which he may resign for any reason and be entitled to receive \$400,000, and \$205,000, respectively, provided that Mr. Welch will be subject to non-competition and non-solicitation restrictions for 18 months and Mr. Kettles will be subject to non-solicitation restrictions for one year (the "Six Month Payment"). The above table excludes the Six Month Payment because it is not known whether the executive will be entitled to the payment.

(2) Consists of unvested options to acquire 3,750 and 6,000 shares, respectively, of Hampden Bancorp common stock for Messrs. Welch and Kettles, for Mr. Kettles only, 1,800 restricted shares of Hampden Bancorp. Messrs. Massey and Michel and Ms. Shinn do not hold unvested options or restricted shares of Hampden Bancorp. For these purposes, we assumed the value of the Hampden Bancorp common stock is the average closing market price of Hampden Bancorp common stock over the first five business days following the first public announcement of the Merger, which is \$19.79. The amount shown represents the difference between \$19.79 and the exercise price of the stock options. In addition, we assumed that Messrs. Welch's and Kettles' stock option awards will be cashed out at closing; however, each executive may exercise their stock options before the date of the Merger.



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- (3) This amount represents the net present value of the salary continuation agreements as of December 31, 2014. For Mr. Michel, this amount excludes an additional \$210,000 that is payable under a salary continuation agreement dated August 18, 1999, provided that he terminates employment on the date of the Merger because this amount is fully vested prior to the occurrence of a change in control.
- (4) Consists of projected employer premium(s) of \$1,500 for 18 months for each of Messrs. Massey, Michel and Ms. Shinn of medical and dental insurance coverage continuation following a termination of employment without cause or with good reason. As employees of Berkshire Bank, Messrs. Welch and Kettles will be covered under Berkshire Bank's medical and dental plans.
- (5) Consists of a stay bonus of \$400,000 and \$205,000 payable in cash to Messrs. Welch and Kettles, respectively, on the date of the Merger provided that Messrs. Welch and Kettles remain employed through the date of the Merger. These stay bonuses are considered a "single trigger" benefit.

**Two New Directors.** In accordance with the Merger Agreement, two directors of Hampden Bancorp to be designated by BHLB and Berkshire Bank, in consultation with Hampden Bancorp, shall be appointed and elected to the BHLB and Berkshire Bank boards of directors effectively immediately after the Merger is consummated. The fees paid to this director will be the same as the fees paid to similarly situated board members of BHLB and Berkshire Bank.

**Indemnification.** Pursuant to the Merger Agreement, BHLB has agreed that it will, from and after the effective time of the Merger, to the fullest extent that would have been permitted for Hampden Bancorp under the DGCL and Hampden Bancorp's certificate of incorporation and bylaws, indemnify, defend and hold harmless each present and former officer or director of Hampden Bancorp or any subsidiary of Hampden Bancorp against all losses, claims, damages, costs, expenses (including attorney's fees), liabilities or judgments or amounts that are paid in settlement (with the approval of BHLB, which approval shall not be unreasonably withheld, conditioned or delayed) of or in connection with any claim, action, suit, proceeding or investigation, whether civil, criminal or administrative, in which such person is or is threatened to be made a party or witness in who or in part, or arising in whole or in part, out of the fact that such person is or was a director or officer of Hampden Bancorp or Hampden Bank. Any such claim must pertain to a matter of fact arising, existing or occurring before the effective time of the Merger (including, without limitation, the Merger and the other transactions contemplated in the Merger Agreement), regardless of whether such claim is asserted or claimed before or after the effective time of the Merger.

**Directors' and Officers' Insurance.** BHLB has further agreed to obtain and fully pay the premium for the extension of Hampden Bancorp's existing directors' and officers' insurance policies and fiduciary liability policies, in each case for a claims reporting or discovery period of at least six years after the effective time of the Merger. The policies must be obtained from an insurance carrier with the same or better credit rating than Hampden Bancorp's current carrier and the terms, conditions, retentions and limits of liability must be at least as favorable as Hampden Bancorp's existing policies with respect to any actual or alleged error, misstatement, misleading statement, act, omission, neglect, breach of duty or any other matter claimed that arose, existed or occurred at or prior to the effective time of the Merger (including in connection with the Merger Agreement and the transactions or actions contemplated thereby). BHLB is not required to spend more than 300% of the annual premiums currently paid by Hampden Bancorp.

**Employee Matters**

Each person who is an employee of Hampden Bank as of the closing of the Merger (whose employment is not specifically terminated upon the closing) will become an employee of Berkshire Bank and will be eligible to participate in group health, medical, dental, life, disability and other welfare plans available to similarly situated employees of Berkshire Bank on the same basis that it

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provides such coverage to BHLB employees. With respect to any welfare plan or program of Hampden Bancorp that in the determination of BHLB provides benefits of the same type as a plan maintained by BHLB, BHLB will continue the Hampden Bancorp plan until such employees become eligible for the BHLB plan so that there is no gap in coverage. Berkshire Hills will give credit to continuing Hampden Bancorp employees for purposes of Berkshire Hills's vacation and other paid leave programs for their accrued and unpaid vacation and/or leave balance with Hampden Bancorp.

Current employees of Hampden Bancorp who remain employed until the closing date will be eligible to participate in the Berkshire Bank 401(k) Plan following the date determined by BHLB on which the Hampden Bank SBERA 401(k) Plan will be terminated or replaced by such plan.

BHLB will pay each employee of Hampden Bancorp who is not otherwise covered by a specific employment agreement whose employment is terminated (other than for cause) or who resigns for good reason on or within 12 months