MEMO: 0076-08

MEMORANDUM

To: All Option Members, Member Organizations and ROTs

From: Market Watch Date: January 8, 2007

Subject: Chittenden Corporation (CHZ) Final Election Results

On Wednesday, November 28, 2007, the shareholders of Chittenden Corporation (CHZ) voted to approve the proposed merger with People's United Financial Inc. (PBCT). Pursuant to the merger terms each CHZ share will be converted as follows:

Stock Consideration: An amount of all outstanding CHZ Common shares will be converted into an amount of PBCT Common Shares equal to \$20.35 plus the product of 0.8775 times the PBCT closing price (as described in the

prospectus) divided by the PBCT closing price, subject to proration. Cash will be paid in lieu of fractional PBCT

Common Shares.

<u>Cash Consideration: An amount of all outstanding CHZ Common shares will be converted into an amount of cash equal to the \$20.35 plus the product of 0.8775 times the PBCT closing price (as described in the prospectus), subject to proration.</u>

Within the terms of the merger, CHZ shareholders may choose one of the following:

Cash Election: Elect to receive an amount of cash for each CHZ Common Share; OR

Stock Election: Elect to receive an amount of Common Shares for each CHZ Common Share; OF

Mixed Election: Elect to receive a combination of cash and PBCT Common Shares; OR

Non-Election: Register no preference with no respect to cash or PBCT Common Shares

All elections will be subject to prorations as described in the Proxy Statement. Electing CHZ shareholders may receive cash, PBCT Common Shares or a combination of cash and stock; while non-electing CHZ shareholders may CHZ shareholders may receive cash, stock or a combination of cash and stock (as described above).

ELECTION DEADLINE:

Elections must be submitted to the Exchange Agent prior to the election deadline, which is 5:00 P.M., New York City Time, Monday, December 24, 2007. CHZ shares MAY be delivered under "Notices of Guaranteed Delivery", which allows delivery of such shares within three (3) NYSE trading days of submission of the notice. Elections may be made under "Notices of Guaranteed Delivery", on or before the election deadline. Call option holders wishing to participate in the election must exercise their options in advance of the election deadline.

The merger became effective on Tuesday, January 1, 2008.

**The foregoing is an unofficial summary of the terms of the Merger, prepared by the PHLX for the convenience of its members. PHLX accepts no responsibility for the accuracy or completeness of the summary. Members should refer to the proxy statement for the authoritative description of the merger terms and conditions.

Pursuant to Options Clearing Corporation (OCC) By-Laws, all outstanding CHZ options will be adjusted as follows:

EFFECTIVE DATE: Wednesday, January 2, 2008

SYMBOL(s): CHZ becomes CFO

STRIKE PRICE: No Change POS/EXERCISE LIMIT: No Change

MULTIPLIER: 100*(eg., Premium of 1.00 = \$100)

NEW DELIVERABLE: The deliverable for adjusted CHZ options will be based on the merger

consideration which accrues to Non-Electing shareholders.

1) \$3,563.60 cash per contract (100 x \$35.636)

Chittenden Corporation (CHZ)						Chittenden Corporation (CFO)				
(Before - 1/2/2008) 100 shares CHZ						(Beginning - 1/2/2008) (See New Deliverable Above)				
			Calls	Puts				Calls	Puts	
CHZ	JAN	30	AF	MF	CFO	JAN	30	AF	MF	
CHZ	JAN	35	AG	MG	CFO	JAN	35	AG	MG	
CHZ	JAN	40	AH	MH	CFO	JAN	40	AH	MH	
CHZ	FEB	25	BE	NE	CFO	FEB	25	BE	NE	
CHZ	FEB	30	BF	NF	CFO	FEB	30	BF	NF	
CHZ	FEB	35	BG	NG	CFO	FEB	35	BG	NG	
CHZ	FEB	40	BH	NH	CFO	FEB	40	BH	NH	
CHZ	FEB	45	BI	NI	CFO	FEB	45	BI	NI	
CHZ	APR	25	DE	PE	CFO	APR	25	DE	PE	
CHZ	APR	30	DF	PF	CFO	APR	30	DF	PF	
CHZ	APR	35	DG	PG	CFO	APR	35	DG	PG	
CHZ	APR	40	DH	PH	CFO	APR	40	DH	PH	
CHZ	JUL	30	GF	SF	CFO	JUL	30	GF	SF	
CHZ	JUL	35	GG	SG	CFO	JUL	35	GG	SG	
CHZ	JUL	40	GH	SH	CFO	JUL	40	GH	SH	

Customers should be advised that all Good-til-Cancelled (GTC) orders not on AUTOM must be cancelled and re-entered prior to the effective date. GTC AUTOM orders will be deleted by PHLX Service Desk/AUTOM personnel.

Questions regarding this release may be directed to Market Watch at 1-800-THE-PHLX, choice #2, or (215) 496-5380.