

Steve Dickman
173 Route 46
Rockaway, NJ 07866
973-627-1490
Fax 973-625-2502

9A

August 30, 2006

Christopher Cox Chairman
The Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Proposed MHC Rule Changes

Dear Mr. Cox

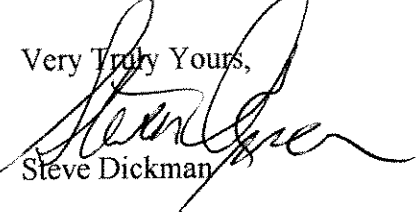
I am an individual investor and I have never written before. I feel I have no choice but to let you know what I believe will happen. The proposed rule changes which will affect stockholders of MHC's if enacted will adversely affect their value. The MHC format changes as proposed under 12 CFR Parts 563b and 575 allow the board to vote their own benefit plan. It was bad enough the stockholders of MHC's had no say as a result of their minority interest for public votes but now, the stockholder will have no say in the benefit plan for management. With the MHC holding controlling interest as defined by the definition of a MHC, a vote is a joke, a waste of time and meaningless. Where is the protection? Where is the oversight? What are you people doing?

If you don't think this is a problem just take a look at some of the stock benefit plans that are being written under your noses. I have seen Benefit Plans with Retirement for life for Board Members, High Salaries, Ridiculous Options, bonuses without links to performance. These are trying to be pushed through with shareholder votes. What do you think will happen when they can vote anything they want?

A public company needs to have oversight. You are the body responsible for that oversight. By letting the board vote their own benefit plans we the stockholders lose any and all control. Don't let this happen. I would like to attend any public forums to discuss this matter further.

Our futures are invested in these companies. Please protect us.

Very Truly Yours,


Steve Dickman

Cc:

Office of Thrift Supervision
Attn: John Reich Director
1700 G Street NJW
Washington, DC 20552

NYSE Group, Inc
Attn: Marshall Carter Chairman
20 Broad Street
NY NY 10005

NASDAQ Stock Market
Attn: Robert Greifeld President
1 Liberty Plaza
NY NY 10006

Option Plans and MRPs that applies to each Minority Stock Issuance. However, that limitation does not require reductions in otherwise permissible awards under an existing plan when there is a subsequent Minority Stock Issuance where the excess results from intervening purchases by individuals in the secondary market.

As mentioned previously, OTS proposes to move the last sentence in current § 563b.500(a)(7), pertaining to mutual holding companies, to new § 575.8(c). This sentence currently requires that a majority of the outstanding minority shares approve any Option Plan and any MRP (in addition to the requirement that a majority of all shares approve any Option Plan and any MRP). Because OTS believes the current provisions are unduly restrictive, OTS proposes two changes to the minority vote requirement proposed at § 575.8(c). First, OTS proposes to revise the provision to require a vote of the minority shareholders only during the first year after a Minority Stock Issuance that was conducted in accordance with the mutual-to-stock conversion subscription priorities. Second, OTS proposes to revise the provision to require approval (during the first year after a Minority Stock Issuance) by a majority of the minority shares voting on the issue of adoption of the plan, rather than a majority of the outstanding minority shares.

II. Maximum Purchase Limitation

OTS proposes to increase an institution's choices regarding maximum purchase limitations. Section 563b.385 addresses maximum purchase limitations for subscriptions in mutual-to-stock conversions. Currently, converting savings associations are permitted to set a maximum purchase limitation between one and five percent of the stock sold. OTS has received many requests to waive the purchase limitations. This is particularly appropriate in the case of larger offerings, where a one percent limit would constitute a very large investment. Because OTS's policy is to achieve as widespread a distribution of stock as possible (see § 563b.395), the request for a waiver to set a smaller maximum purchase limitation is often granted. OTS proposes to amend this section to permit smaller purchase limitations.

III. Solicitation of Comments

A. Solicitation of Comments on the Proposed Amendments

OTS is requesting comment on all aspects of the proposed regulation. Specifically OTS seeks comment on:

- (1) Does the proposed regulation accomplish its stated purposes?
- (2) Does the proposed regulation eliminate ambiguities regarding stock benefit plans in mutual-to-stock conversions?
- (3) Does the proposed regulation create any ambiguities that were not present in the current regulation?
- (4) Does the proposed regulation impose unnecessary regulatory burdens?

B. Solicitation of Comments Regarding the Use of Plain Language

Section 722 of GLBA requires Federal banking agencies to use "plain language" in all proposed and final rules published after January 1, 2000. OTS invites comments on how to make this proposed rule easier to understand. For example:

- (1) Have we organized the material to suit your needs? If not, how could we better organize it?
- (2) Do we clearly state the requirements in the rule? If not, how could we state the rule more clearly?
- (3) Does the rule contain technical language or jargon that is not clear? If so, what language requires clarification?
- (4) Would a different format (grouping and order of sections, use of headings, paragraphing) make the rule easier to understand? If so, what changes to the format would make the rule easier to understand?

V. Regulatory Findings

A. Paperwork Reduction Act

OTS has determined that this proposed rule does not involve a change to collections of information previously approved under the Paperwork Reduction Act (44 U.S.C. 3501 *et seq.*).

B. Executive Order 12866

The Director of OTS has determined that this proposed rule does not constitute a "significant regulatory action" for purposes of Executive Order 12866.

C. Regulatory Flexibility Act

Pursuant to section 605(b) of the Regulatory Flexibility Act (RFA) (5 U.S.C. 601), the Director certifies that this proposed rule will not have a significant economic impact on a substantial number of small entities. The proposed rule would make certain changes that should reduce burdens on all savings associations, including small

institutions. First, the proposed rule addresses the confusion surrounding compliance with OTS regulations regarding stock benefit plans in connection with mutual-to-stock conversions and Minority Stock Issuances. These clarifications will reduce the burden of complying with the OTS regulations on stock benefit plans. Second, OTS has reduced the voting requirement to adopt stock benefit plans in MHC structures, which reduces burden on institutions establishing stock benefit plans. Finally, the proposed rule will reduce burden by broadening the purchase limitations, thereby promoting a wider distribution of stock in a Conversion Offering or Minority Stock Issuance. All of the proposed changes are minor and should not have a significant impact on small institutions. Accordingly, OTS has determined that a Regulatory Flexibility Analysis is not required.

D. Unfunded Mandates Reform Act of 1995

OTS has determined that the proposed rule will not result in expenditures by state, local, or tribal governments or by the private sector of \$100 million or more and that a budgetary impact statement is not required under section 202 of the Unfunded Mandates Reform Act of 1995, Public Law 104-4 (Unfunded Mandates Act). The proposed rule would make certain changes that should reduce burdens on savings associations. First, the proposed rule clarifies OTS regulations regarding stock benefit plans in connection with mutual-to-stock conversions and Minority Stock Issuances, which should reduce the burden of complying with the OTS regulations on stock benefit plans. Second, OTS has reduced the voting requirement to adopt stock benefit plans in MHC structures, which reduces burden on institutions establishing stock benefit plans. Finally, the proposed rule will reduce burden by broadening the purchase limitations, to promote a wider distribution of stock in a Conversion Offering or Minority Stock Issuance. All of the proposed changes are minor and should not have a significant impact on small institutions. Accordingly, a budgetary impact statement is not required under section 202 of the Unfunded Mandates Act.

List of Subjects

12 CFR Part 563b

Reporting and recordkeeping requirements, Savings associations, Securities.