

OFFICE OF THRIFT SUPERVISION

Notice of Intent by Mutual Holding Company  
to Waive Dividend from Subsidiary Savings Bank

Order No. 96-28

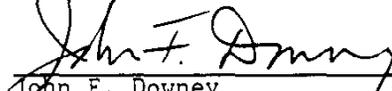
Date: March 28, 1996

Commonwealth Mutual Holding Company, Valley Forge, Pennsylvania (the "MHC"), has filed with the Office of Thrift Supervision ("OTS"), pursuant to Section 10(o) of the Home Owners' Loan Act and 12 C.F.R. Section 575.11(d), a notice (the "Notice") of the MHC's intent to waive its right to receive a quarterly cash dividend to be paid by its subsidiary savings association, Commonwealth Savings Bank, Valley Forge, Pennsylvania (the "Savings Bank"), on April 9, 1996.

The OTS has considered the written analyses and recommendations of the Northeast Regional Office, the Chief Counsel's Office and Corporate Activities and has determined that the waiver by the MHC of the quarterly cash dividend to be paid by the Savings Bank on April 9, 1996, is not detrimental to the safe and sound operation of the Savings Bank, provided that the conditions set forth below are satisfied. Accordingly, the OTS does not object to the waiver of dividends by the MHC as proposed in the Notice subject to the following conditions:

1. For as long as the Savings Bank is controlled by the MHC, the dollar amount of dividends waived by the MHC must be considered a restriction on the retained earnings of the Savings Bank. Such restriction, if material, must be disclosed in the public financial statements of the Savings Bank as a note to the financial statements. The amount of any dividend waived by the MHC shall be available for declaration as a dividend solely to the MHC. In accordance with Statement of Financial Accounting Standards No. 5, where the Savings Bank determines that the payment of such dividend to the MHC is probable, an appropriate dollar amount shall be recorded as a liability; and
2. The amount of any waived dividend must be considered as having been paid by the Savings Bank (and the Savings Bank's capital ratios adjusted accordingly) in evaluating any proposed dividend under 12 C.F.R. §§ 563.134 and 565.6(a)(1), or any successor regulations.

By Order of the Director of the Office of Thrift Supervision, or his designee, effective March 28, 1996.

  
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John F. Downey  
Executive Director, Supervision