

OFFICE OF THRIFT SUPERVISION

Approval of Notice of Mutual Holding Company Dividend Waiver

Order No.: 2010-66
Date: November 19, 2010
OTS Docket Nos.: H-4052
and 08063

Wawel Financial Services, MHC, Wallington, New Jersey (MHC), has filed a dividend waiver notice (Notice) pursuant to 12 C.F.R. § 575.12. The MHC proposes to waive all but \$40,000 of a \$130,415.30 dividend it would otherwise receive from its direct subsidiary, Wawel Savings Bank, Wallington, New Jersey (Savings Bank), during the fourth quarter of 2010.

The Savings Bank completed its mutual holding company reorganization in March 2004. The MHC holds 60.81 percent of the shares of the Savings Bank's common stock and other shareholders hold 39.19 percent. The Savings Bank is "well capitalized," as that term is defined under the Office of Thrift Supervision's (OTS) Prompt Corrective Action Regulations.¹


The OTS Mutual Holding Company Regulations (MHC Regulations) require the MHC to provide OTS with written notice of its proposed dividend waiver.²

Under the MHC Regulations, OTS will not object to a notice of intent to waive dividends if: (i) the waiver would not be detrimental to the safe and sound operation of the savings association; and (ii) the board of directors of the mutual holding company expressly determines that waiver of the dividend is consistent with the directors' fiduciary duties to the mutual members of the holding company.³ The dividend waiver notice must include a copy of the resolution of the board of directors of the mutual holding company, in form and substance satisfactory to OTS, together with any supporting materials relied upon by the board, concluding that the proposed dividend waiver is consistent with the board's fiduciary duties to mutual members of the mutual holding company.⁴ As required by the MHC Regulations, the board of directors of the MHC filed the required certification that its Notice is consistent with the directors' fiduciary duties. No supervisory objection has been raised to the Notice.

¹ 12 C.F.R. § 565.4(b)(1) (2010).
² 12 C.F.R. § 575.11(d) (2010).
³ 12 C.F.R. § 575.11(d)(2) (2010).
⁴ 12 C.F.R. § 575.11(d)(2)(ii) (2010).

OTS concludes that the Notice is consistent with the requirements of 12 C.F.R. § 575.11(d)(2). Accordingly, the Notice is hereby approved.

By order of the Acting Director of the Office of Thrift Supervision, or his designee, effective Nov. 19, 2010.



Grovetta N. Gardineer
Managing Director
Corporate & International Activities