

**AMENDMENT TO THE AMENDMENT IN THE  
NATURE OF A SUBSTITUTE TO H.R. 10  
OFFERED BY MR. FASO OF NEW YORK**

Add at the end of title V the following new subtitle:

1 **Subtitle T—Dividend Waiver Au-**  
2 **thority for Mutual Holding Com-**  
3 **panies**

4 **SEC. 596. DIVIDEND WAIVER AUTHORITY FOR MUTUAL**  
5 **HOLDING COMPANIES.**

6 Section 10(o)(11) of the Home Owners' Loan Act (12  
7 U.S.C. 1467a(o)(11)) is amended—

8 (1) in subparagraph (D)—

9 (A) in clause (i), by adding “and” at the  
10 end;

11 (B) in clause (ii), by striking “; and” and  
12 inserting a period; and

13 (C) by striking clause (iii);

14 (2) by amending subparagraph (E) to read as  
15 follows:

16 “(E) VALUATION.—The appropriate Fed-  
17 eral banking agency may not consider waived  
18 dividends in determining an appropriate ex-

1 change ratio in the event of a full conversion to  
2 stock form.”; and

3 (3) by adding at the end the following new sub-  
4 paragraph:

5 “(F) RULE OF CONSTRUCTION.—Nothing  
6 in this paragraph shall be construed to author-  
7 ize the appropriate Federal banking agency to  
8 require a vote of members of a mutual holding  
9 company to approve one or more dividend waiv-  
10 ers or to place any additional restrictions on  
11 dividend waivers by mutual holding companies  
12 that are inconsistent with or exceed the require-  
13 ments set forth in this paragraph.”.

