

OFFICE OF THRIFT SUPERVISION

Approval of Conversion to and Acquisition of a Federal
Stock Savings Bank and Conversion to a
Federal Mutual Holding Company

Order No.: 95-209

Date: December 28, 1995

Mascoma Savings Bank, Lebanon, New Hampshire, ("Mutual Savings Bank"), a mutual savings bank with deposits insured by the Bank Insurance Fund, has applied to the Office of Thrift Supervision ("OTS"), on behalf of its proposed successor stock savings bank, to be established via a mutual holding company reorganization, for approval for the successor stock savings bank to convert to a Federal stock savings bank, to be known as Mascoma Savings Bank ("Institution"); pursuant to Sections 5(e) and 5(o) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. §§ 1464(e) and (o), and 12 C.F.R. §§ 552.3 and 552.2-6 thereunder. In addition, Mutual Savings Bank has applied to the OTS, on behalf of the proposed mutual holding company ("Holding Company"), for approval for the Holding Company to acquire the Institution, pursuant to Section 10(e) of the HOLA, 12 U.S.C. § 1467a(e), and 12 C.F.R. § 574.3, and for approval for the Holding Company to convert to a Federal mutual holding company, pursuant to Section 10(o) of the HOLA, 12 U.S.C. § 1467a(o), and 12 C.F.R. § 575.9. (The foregoing applications are referred to herein as the "Applications.")

The OTS has considered the Applications under the standards set forth at sections 5(e), 5(o), 10(e) and 10(o) of the HOLA, and at 12 C.F.R. §§ 552.2-6, 552.3, 574.7, and 575.9. In addition, the OTS has considered the Institution's proposed Community Reinvestment Act statement, a digest from the Northeast Regional Office, an opinion from the Business Transactions Division and an analysis from Corporate Activities.

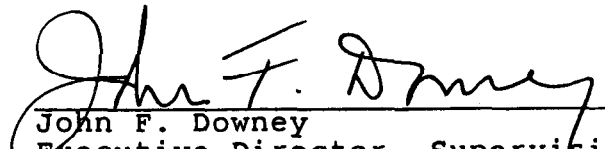
The OTS has determined that the transactions contemplated by the Applications comply with all applicable statutes and regulations. Accordingly, the Applications are hereby approved provided that the following conditions are complied with in a

manner satisfactory to the Northeast Regional Director, or his designee:

1. The Mutual Savings Bank, the Holding Company and the Institution must receive all required regulatory approvals prior to consummation of the proposed transactions, with copies of all such approvals supplied to the Northeast Regional Office;
2. There have been no substantial changes with respect to the information currently before the OTS, including but not limited to the Institution's proposed trustees, Corporators, or the business plan; and provided further, that no additional information, having an adverse bearing on any feature of the Applications, exists;
3. The Institution shall submit, within five (5) business days of the Institution's post-conversion organization meeting, a resolution by the board of trustees certifying that any and all investments and activities of the Institution which are prohibited by the HOLA will be disposed of, or discontinued, without material loss to the Institution at the earliest possible date, but no later than three years from the date of conversion, unless an extension for good cause is granted by the Northeast Regional Director.
4. On the business day prior to the date of consummation of the proposed transactions, the chief financial officer of the Mutual Savings Bank shall certify, in writing, to the Northeast Regional Director that no material adverse changes have occurred with respect to the financial condition or operations of the Mutual Savings Bank or the Holding Company since the date of the financial statements submitted with the Applications;
5. The proposed transaction must be consummated within one hundred and twenty (120) calendar days from the date of this Order or within such additional period as the OTS Northeast Regional Director, or his designee, may for good cause grant;
6. The Institution must advise the OTS Northeast Regional Office in writing within thirty (30) calendar days after the effective date of the proposed transaction: (1) of the effective date of the transaction and (2) that the

transaction was consummated in accordance with applicable laws and regulations, the Applications, and this Order.

By order of the Acting Director of the Office of Thrift Supervision, or his designee, effective ~~December~~ 28, 1995.



John F. Downey
Executive Director, Supervision