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April 17, 2006

Regulation Comments  
Chief Counsel's Office  
Office of Thrift Supervision  
1700 G St., NW  
Washington, DC 20552

RE: Docket No. 2006-05 (Federal Savings Association Bylaws)

Pursuant to notice published in the *Federal Register* of February 14, 2006, Butera & Andrew takes this opportunity to submit the following comments on the Notice of Proposed Rulemaking regarding the above-captioned matter.

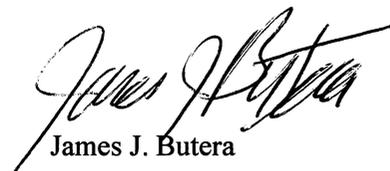
Our firm has a substantial practice in the area of insured depository institutions. We agree with and wholeheartedly commend the Office of Thrift Supervision (OTS) for its ongoing effort to ensure that directors of savings associations meet the highest standards of professional qualifications and business ethics. As such, we endorse the additional flexibility that would be accorded, under the proposed rule, for savings institutions to voluntarily specify qualification and disqualification criteria in their bylaws.

As we understand the proposed changes, they would not substitute, of course, for the independent authority which the OTS retains to approve or disapprove individual directors. In that connection, we would want to ensure any language sanctioned by OTS is carefully tailored in terms of its potential impact even if it is only intended for optional adoption by the industry.

For example, the proposed rule would disqualify any person who has been subject to certain final cease and desist (C&D) orders, which is certainly appropriate. However, the banking agencies will on occasion revoke these orders after a given period of time. In the past, our firm has been involved in administrative proceedings which have allowed individuals to reenter the banking business when their C&D Orders initially contained a ban "for life." Our point is simply that the proposed language should be cast in the present tense and be clarified so as not to be applicable to C&Ds which have been subsequently revoked by separate agency action.

We appreciate the opportunity to present these comments and ask that you contact the undersigned with respect to any follow-up questions you may have.

Very truly yours



James J. Butera