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SUPERVISOR
DISSEMINATION
2000 NOV 27 P 12:00

11/26/00

ATTN: OTS, docket #2000-56

via fax 202-906-7755

To Whom This May Concern:

After having read many of the comments to the above Proposed Rules, I am compelled to prepare a follow-up comment. I realize that technically this comes after the deadline for comments, but I hope it will be considered anyhow.

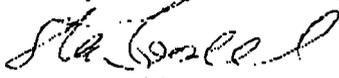
Many of the comments applaud the simplification and efforts of the OTS to make MHC conversions more desirable, especially for the long term, to the thrifts themselves. However, they naively omit consideration to investors.

Frankly, especially as evidenced in the past year or two, MHC's are not desirable to investors, many deals have been extended in order to sell the necessary amount of stock (including Hudson City), most initially traded below issue price, and some are still under issue price. Also, many second step conversions have also been extended, and still trade below issue price. While MHC's may be desirable for management -- raising capital with no accountability -- those uneducated investors who do subscribe will likely lose their money, and as more get educated, it will become more and more difficult to raise the capital.

It is worthy to note that few of the much disparaged "professional" depositors have been investing in MHC or second step deals -- they have learned that these deals are not good investments. So, it is the local depositors who are investing and losing their money. I am amazed that this is what the OTS, and many of the commentators see as a desired outcome!

As I stated in my previous comments, the MHC is an inherently flawed structure. The company takes capital from investors with no accountability, and I cannot imagine how this is a good thing.

Respectfully submitted,


Stan Gold