

OFFICE OF THRIFT SUPERVISION

APPROVAL OF A STOCK REPURCHASE APPLICATION
BY A MID-TIER HOLDING COMPANYOrder No.: 2000-28
Date: March 15, 2000

Willow Grove Bancorp, Inc., Maple Glen, Pennsylvania, has applied, pursuant to 12 C.F.R. § 575.1(b), for a waiver of 12 C.F.R. § 575.11(c), to repurchase up to 233,051 shares of its stock from shareholders other than Willow Grove MHC. The repurchase would represent up to ten percent of the stock sold in the minority stock offering.

Section 575.1(b) provides that the Office of Thrift Supervision ("OTS") may waive provisions of the OTS mutual holding company regulations for good cause. The OTS has considered the application, and, for the reasons set forth in the Northeast Regional Office's digest, a legal opinion from the Business Transactions Division, and a summary from the Office of Examination and Supervision, has determined that good cause exists to waive 12 C.F.R. § 575.11(c) to the extent proposed in the application. Accordingly, the application is hereby approved.

By order of the Director of the Office of Thrift Supervision, or her designee, effective *March 15, 2000*.



Scott M. Albinson
Managing Director
Office of Supervision