

OFFICE OF THRIFT SUPERVISION

Approval of a Charter Amendment

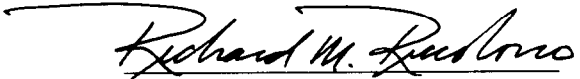
Order No. 98-91

Date: September 8, 1998

Webster Bank, Waterbury, Connecticut, has filed, pursuant to 12 C.F.R. Section 552.4(a)(2)(i), an application with the Office of Thrift Supervision ("OTS") to amend its charter to increase the size of its board of directors to twenty-five directors (the "Application").

The OTS has considered the written analysis and recommendations of the Northeast Regional Office, Corporate Activities and the Chief Counsel's Office (collectively, the "Staff Memoranda"). For the reasons set forth in the Staff Memoranda, the OTS has concluded that there is an adequate basis to approve the Application. Therefore, OTS hereby approves the Application.

By order of the Director of the Office of Thrift Supervision, or her designee, effective *Sept. 8*, 1998.


Richard M. Riccobono
Deputy Director