

Kearny Financial Corp.  
Form DEF 14A  
September 20, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.       )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

KEARNY FINANCIAL CORP.  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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September 20, 2010

Dear Fellow Shareholder:

You are cordially invited to attend the 2010 Annual Meeting of Shareholders of Kearny Financial Corp. to be held at our corporate headquarters located at 120 Passaic Avenue in Fairfield, New Jersey on Thursday, October 21, 2010 at 10:00 a.m., Eastern Time. The attached notice and proxy statement describe the formal business to be transacted at the meeting.

Whether or not you plan to attend the meeting, please sign and date the enclosed proxy card and return it in the accompanying postage-paid return envelope as quickly as possible. This will not prevent you from voting at the meeting in person, but will assure that your vote is counted if you are unable to attend.

On behalf of the Board of Directors and the officers and employees of Kearny Financial Corp. and its subsidiary Kearny Federal Savings Bank, I would like to take this opportunity to thank our shareholders for their continued support of Kearny Financial Corp. We look forward to seeing you at the meeting.

Sincerely

/s/ John N. Hopkins

John N. Hopkins  
Chief Executive Officer

120 Passaic Avenue, Fairfield, NJ 07004



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KEARNY FINANCIAL CORP.  
120 Passaic Avenue  
Fairfield, New Jersey 07004  
(973) 244-4500

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

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NOTICE IS HEREBY GIVEN that the 2010 Annual Meeting of Shareholders (the "Annual Meeting") of Kearny Financial Corp. (the "Company") will be held at the Company's offices located at 120 Passaic Avenue, Fairfield, New Jersey on Thursday, October 21, 2010 at 10:00 a.m., Eastern Time. The Annual Meeting is for the purpose of considering and acting upon the following matters:

1. The election of three directors; and
2. The ratification of the appointment of ParenteBeard LLC ("ParenteBeard") as the Company's independent auditor for the fiscal year ending June 30, 2011.

Such other business as may properly come before the Annual Meeting or any adjournments thereof may also be acted upon. The Board of Directors is not aware of any other business to come before the Annual Meeting.

The Board of Directors of the Company has determined that the matters to be considered at the Annual Meeting, described in this Notice of Annual Meeting and the accompanying Proxy Statement, are in the best interest of the Company and its shareholders. For the reasons set forth in the Proxy Statement, the Board of Directors unanimously recommends a vote "FOR" each of its nominees and "FOR" the ratification of ParenteBeard LLC as independent auditors.

Any action may be taken on any one of the foregoing proposals at the Annual Meeting on the date specified above, or on any date or dates to which, by original or later adjournment, the Annual Meeting may be adjourned. Pursuant to the Company's Bylaws, the Board of Directors has fixed the close of business on September 3, 2010 as the record date for determination of the shareholders entitled to notice of and to vote at the Annual Meeting and any adjournments thereof.

Whether or not you plan to attend the Annual Meeting, you are requested to sign, date and return the accompanying proxy in the enclosed postage-paid envelope. You may revoke your proxy by filing a written revocation or a duly executed proxy bearing a later date with the Corporate Secretary. If you are present at the Annual Meeting, you may revoke your proxy and vote in person on each matter brought before the Annual Meeting. To obtain directions to attend the Annual Meeting and vote in person, please visit our website at <http://www.sn1.com/irweblinkx/corporateprofile.aspx?IID=4072225>. However, if you are a shareholder whose shares are not registered in your own name, you will need additional documentation from your record holder to vote in person at the Annual Meeting.

BY ORDER OF THE BOARD OF DIRECTORS  
/s/ Sharon Jones  
Sharon Jones  
Corporate Secretary

Fairfield, New Jersey  
September 20, 2010

Important Notice Regarding Internet  
Availability of Proxy Materials  
For the Shareholder Meeting to be  
Held on October 21, 2010

The Proxy Statement and Annual Report to  
Shareholders are available at

<http://www.sn1.com/IRWebLinkX/GenPage.aspx?IID=4072225&gkp=203675>

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KEARNY FINANCIAL CORP.  
120 Passaic Avenue  
Fairfield, New Jersey 07004

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PROXY STATEMENT  
FOR THE  
2010 ANNUAL MEETING OF SHAREHOLDERS

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GENERAL

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This Proxy Statement is being furnished to the shareholders of Kearny Financial Corp. (the “Company”) in connection with the solicitation by the Board of Directors of proxies for use at the 2010 Annual Meeting of Shareholders, to be held at the Company’s offices located at 120 Passaic Avenue, Fairfield, New Jersey on Thursday, October 21, 2010 at 10:00 a.m., Eastern Time (the “Annual Meeting”). This Proxy Statement and the accompanying form of proxy are first being mailed to shareholders on or about September 20, 2010.

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VOTING AND PROXY PROCEDURES

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Who Can Vote at the Annual Meeting

You are only entitled to vote at the Annual Meeting if our records show that you held shares of our common stock, \$.10 par value (the “Common Stock”), as of the close of business on September 3, 2010 (the “Record Date”). If your shares are held by a broker or other intermediary, you can only vote your shares in person at the Annual Meeting if you have a properly executed proxy from the record holder of your shares (or their designee). As of the Record Date, a total of 68,000,777 shares of Common Stock were outstanding.

Voting by Proxy

The Board of Directors is sending you this Proxy Statement for the purpose of requesting that you allow your shares of Common Stock to be represented at the Annual Meeting by the persons named in the enclosed Proxy Card. All shares of Common Stock represented at the Annual Meeting by properly executed and dated proxies will be voted according to the instructions indicated on the Proxy Card. If you sign, date and return the Proxy Card without giving voting instructions, your shares will be voted as recommended by the Company’s Board of Directors. The Board of Directors recommends a vote “FOR” each of its nominees for director and a vote “FOR” ratification of the appointment of ParenteBeard LLC as the Company’s independent auditor for the 2011 fiscal year.

If any matters not described in this Proxy Statement are properly presented at the Annual Meeting, the persons named in the Proxy Card will vote your shares as determined by a majority of the Board of Directors. If the Annual Meeting is postponed or adjourned, your Common Stock may be voted by the persons named in the Proxy Card on the new Annual Meeting dates as well, unless you have revoked your proxy. The Company does not know of any other matters

to be presented at the Annual Meeting.

You may revoke your proxy at any time before the vote is taken at the Annual Meeting. To revoke your proxy you must either advise the Company's Secretary in writing before your Common

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Stock has been voted at the Annual Meeting, deliver a later-dated proxy, or attend the Annual Meeting and vote your shares in person. Attendance at the Annual Meeting will not in itself revoke your proxy.

If you hold your Common Stock in “street name,” you will receive instructions from your broker, bank or other nominee that you must follow in order to have your shares voted. Your broker, bank or other nominee may allow you to deliver your voting instructions via the telephone or the Internet. Please see the instruction form provided by your broker, bank or other nominee that accompanies this Proxy Statement. If you wish to change your voting instructions after you have returned a voting instruction form to your broker, bank or other nominee, you must contact your broker, bank or other nominee.

#### Internet Access to Proxy Materials

Copies of this Proxy Statement and the 2010 Annual Report to Stockholders are available on the internet at <http://www.snl.com/IRWebLinkX/GenPage.aspx?IID=4072225&gkp=203675>. Stockholders can elect to receive future proxy statements and annual reports over the Internet rather than in printed form. Stockholders of record can make this election by calling toll free to 1-800-273-3406 or sending an e-mail to [cmontanaro@kearnyfederalsavings.net](mailto:cmontanaro@kearnyfederalsavings.net). If you hold your shares in street name, please refer to the information provided by your broker, bank or other nominee for instructions on how to elect to access future proxy materials over the Internet.

#### Participants in the Kearny Federal Savings Bank Employee Stock Ownership Plan and Employees’ Savings and Profit Sharing Plan

If you are a participant in the Kearny Federal Savings Bank Employee Stock Ownership Plan (the “ESOP”) or hold Common Stock through the Kearny Federal Savings Bank Employees’ Savings and Profit Sharing Plan (the “401(k) Plan”), you will receive a voting instruction form from each plan that reflects all shares you may vote under these plans. Under the terms of the ESOP, all shares held by the ESOP are voted by the ESOP trustees, but each participant in the ESOP may direct the trustees on how to vote the shares of Common Stock allocated to his or her account. Unallocated shares and allocated shares for which no timely voting instructions are received will be voted by the ESOP trustees as directed by the ESOP Committee consisting of the outside directors of the Board. Under the terms of the 401(k) Plan, you are entitled to direct the trustee how to vote the shares of Common Stock credited to your account in the 401(k) Plan. The 401(k) Plan trustee will vote all shares for which it does not receive timely instructions from participants at the direction of the Company’s Board of Directors or the Plan Committee of the Board. The deadline for returning your voting instruction form to the trustees of the ESOP and 401(k) Plan is October 15, 2010.

#### Vote Required

The Annual Meeting can only transact business if a majority of the outstanding shares of Common Stock entitled to vote is represented at the Annual Meeting. If you return a valid proxy or attend the Annual Meeting in person, your shares will be counted for purposes of determining whether there is a quorum even if you abstain or withhold your vote or do not vote your shares at the Annual Meeting. Broker non-votes will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not have discretionary voting power with respect to the agenda item and has not received voting instructions from the beneficial owner.

In voting on the election of directors, you may vote in favor of all nominees, withhold votes as to all nominees, or vote in favor of all nominees except nominees you specify as to which you withhold your vote. There is no cumulative voting in the election of directors. Directors must be elected by a plurality of



the votes cast at the Annual Meeting. This means that the nominees receiving the greatest number of votes will be elected. Votes that are withheld and broker non-votes will have no effect on the outcome of the election.

In voting to ratify the appointment of ParenteBeard LLC as independent auditors for the 2011 fiscal year, you may vote in favor of the proposal, against the proposal or abstain from voting. To be approved, this proposal requires the affirmative vote of a majority of the votes cast at the Annual Meeting. Broker non-votes and abstentions will not be counted as votes cast on the proposal and therefore will have no effect on the outcome of the voting on this proposal.

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**PRINCIPAL HOLDERS OF OUR COMMON STOCK**

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The following table sets forth, as of the Record Date, certain information as to those persons who were known to be the beneficial owners of more than five percent (5%) of the Company's outstanding shares of Common Stock and as to the shares of Common Stock beneficially owned by all executive officers and directors of the Company as a group.

| Name and Address of Beneficial Owner                            | Amount and Nature of<br>of Beneficial<br>Ownership (1) | Percent of Shares<br>of Common Stock<br>Outstanding (2) |
|---|--|---|
| Kearny MHC<br>120 Passaic Avenue<br>Fairfield, New Jersey 07004 | 50,916,250   | 74.9%   |
| All directors and executive officers as a<br>group (16 persons) | 3,780,869 (3)  | 5.56%   |

- (1) For purposes of this table, a person is deemed to be the beneficial owner of shares of Common Stock if he or she has or shares voting or investment power with respect to such shares or has a right to acquire beneficial ownership at any time within 60 days from the Record Date. As used herein, "voting power" is the power to vote or direct the voting of shares and "investment power" is the power to dispose or direct the disposition of shares. Except as otherwise noted, ownership is direct, and the named persons or group exercise sole voting and investment power over the shares of the Common Stock.
- (2) In calculating the percentage ownership of an individual or group, the number of shares outstanding is deemed to include any shares which the individual or group have the right to acquire through the exercise of options or otherwise within 60 days of the Record Date.
- (3) Includes 26,731 shares which directors and executive officers have the right to acquire pursuant to options issued under the 2005 Stock Compensation and Incentive Plan which are or will become exercisable within 60 days of the Record Date, 10,692 shares of restricted stock which will vest within 60 days of the Record Date under the 2005 Stock Compensation and Incentive Plan, 103,812 shares held in the accounts of executive officers in the 401(k) Plan, and 93,861 shares allocated to the accounts of

executive officers in the ESOP. Includes 3,313 shares pledged by directors and executive officers as security. Excludes 1,054,224 shares held by the ESOP which have not been allocated to participant accounts. The non-employee directors of the Bank serve as the ESOP trustees and vote such shares as directed by the ESOP Committee, subject to such trustees' fiduciary duties.

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**PROPOSAL I – ELECTION OF DIRECTORS**


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The Company's Bylaws provide that the Board of Directors shall be divided into three classes, as nearly equal in number as possible. Each class serves for a three-year period, with approximately one-third of the directors standing for election each year. The Board of Directors currently consists of nine members. Three directors will be elected at the Annual Meeting to serve for a three-year term and until their successors have been elected and qualified.

John J. Mazur, Jr., Matthew T. McClane and John F. McGovern have been nominated by the Board of Directors for election to a three-year term to expire in 2013. Each of the nominees has consented to be named in the proxy statement and agreed to serve, if elected. It is intended that proxies solicited by the Board of Directors will, unless otherwise specified, be voted for the election of Messrs. Mazur, Jr., McClane and McGovern. If any of the nominees are unable to serve, the shares represented by all valid proxies will be voted for the election of such substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why any of the nominees might be unavailable to serve.

The following table sets forth for each nominee, continuing director and executive officer of the Company and the Bank: name, positions with the Company, age, year of election or appointment, expiration of current term if a director, and beneficial ownership of the Common Stock as of the Record Date.

| Name and Positions with Company                       | Age as of June 30, 2010 | Year First Elected or Appointed(1) | Current Term to Expire | Number of Shares Beneficially Owned as of Record Date(2) |
|---|-------------------------|------------------------------------|------------------------|--|
| <b>BOARD NOMINEES FOR TERM TO EXPIRE IN 2013</b>      |                         |                                    |                        |  |
| John J. Mazur, Jr.<br>Chairman of the Board, Director | 56                      | 1996                               | 2010                   | 248,500 (4)  |
| Matthew T. McClane<br>Director                        | 73                      | 1994                               | 2010                   | 199,116 (4)  |
| John F. McGovern<br>Director                          | 49                      | 1999                               | 2010                   | 251,311 (4)  |
| <b>DIRECTORS CONTINUING IN OFFICE</b>                 |                         |                                    |                        |  |
| Theodore J. Aanensen<br>Director                      | 65                      | 1986                               | 2011                   | 208,508 (4)  |
| Joseph P. Mazza<br>Director                           | 66                      | 1993                               | 2011                   | 239,616 (4)  |
| John F. Regan<br>Director                             | 65                      | 1999                               | 2011                   | 225,654 (4)  |
| Leopold W. Montanaro<br>Director                      | 70                      | 2003                               | 2012                   | 262,116 (4)  |
| John N. Hopkins                                       | 63                      | 1994                               | 2012                   | 732,269 (3)  |

Chief Executive Officer and  
Director  
Henry S. Parow  
Director

87

1976

2012

262,116 (4)

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| Name and Positions with Company   | Age as of June 30, 2010 | Year First Elected or Appointed(1) | Current Term to Expire | Number of Shares Beneficially Owned as of Record Date(2) |
|---|-------------------------|------------------------------------|------------------------|--|
| <b>EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS</b>                                       |                         |                                    |                        |  |
| Craig L. Montanaro<br>President and Chief Operating Officer                           | 44                      | 2003                               | N/A                    | 219,276 (5)  |
| William C. Ledgerwood<br>Executive Vice President, Chief Financial Officer            | 57                      | 2002                               | N/A                    | 189,959 (5)  |
| Albert E. Gossweiler<br>Senior Vice President, Chief Investment Officer and Treasurer | 62                      | 1999                               | N/A                    | 217,315 (5)  |
| Sharon Jones<br>Senior Vice President, Corporate Secretary                            | 56                      | 1997                               | N/A                    | 176,368 (5)  |
| Patrick M. Joyce<br>Senior Vice President, Chief Lending Officer                      | 45                      | 2002                               | N/A                    | 152,198 (5)  |
| Erika K. Parisi<br>Senior Vice President, Branch Administrator                        | 45                      | 2002                               | N/A                    | 186,547 (5)  |
| Eric B. Heyer<br>First Vice President and Chief Accounting Officer                    | 48                      | 2010                               | N/A                    | 10,000   |

(1) Refers to the year the individual first became a director or officer of either the Company or the Bank. All current directors, except Mr. Leopold W. Montanaro who joined the Board in 2003, became directors of the Company on its incorporation in 2001.

(2) Beneficial ownership includes shares of common stock held directly as well as shares held by spouses or minor children, in trust, and other indirect beneficial ownership. Includes 3,313 shares pledged by Mr. Craig L. Montanaro. Each director and executive officer, with the exception of CEO and Director John N. Hopkins who beneficially owns 1.07% of shares outstanding, beneficially owned less than 1.0% of shares outstanding.

(3) Includes 480,000 shares which may be acquired pursuant to the exercise of options.

(4) Includes 133,655 shares which may be acquired pursuant to the exercise of options and 10,692 shares of restricted stock scheduled to vest within 60 days of Record Date.

(5) Includes 112,000 shares which may be acquired pursuant to the exercise of options.

#### Business Experience and Qualifications of Directors

The Board believes that the many years of service that our directors have had at the Company and the Bank or at other financial institutions is one of the directors' most important qualifications for service on the Board. This service has

given them extensive knowledge of the banking business and the Company. Furthermore, their service on Board committees, especially in areas of audit, compliance and compensation is critical to their ability to oversee the management of the Bank by our executive officers. Service on the Board by the Chief Executive Officer (the “CEO”) is critical to aiding the outside directors to understand the crucial and complicated issues that are common in the banking business. Each outside director brings special skills, experience and expertise to the Board as a result of their other business activities and associations.

The biographies of each of the nominees and continuing directors below contains information regarding the person’s service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the

Nominating Committee and the Board to determine that the person should serve as a director for the Company beginning in 2010.

John J. Mazur, Jr. is the sole owner and president/chief executive officer of Elegant Desserts, a wholesale bakery located in Lyndhurst, New Jersey, that sells gourmet cakes nationally and on QVC. A 1976 graduate of Villanova University, he opened this business in 1994. From 1976 to 2003, he was also a partner and general manager of Mazur's Bakery, in Lyndhurst, New Jersey, that operated from 1936 until it was sold in 2003. He became chairman of the Board of Directors of Kearny MHC, Kearny Financial Corp. and Kearny Federal Savings Bank in January 2004. He also serves on the Board of the Meadowlands Chamber of Commerce and is Chairman of the Council of Regents for Felician College. His participation in our local community for over 30 years brings knowledge of the local economy and business opportunities for the Bank.

Matthew T. McClane retired in 2002 as president and chief executive officer of Kearny Federal Savings Bank after serving in that position since 1994 and as president and chief executive officer of Kearny MHC and Kearny Financial Corp. after serving in those positions since 2001. He was employed by Kearny Federal Savings Bank from 1967 to 2002. He currently serves on the Board of Directors of Kearny Federal Savings Bank, Kearny MHC and Kearny Financial Corp. His many years of service in many areas of operations at the Bank and other financial institutions and duties as Chief Executive Officer of the Company and the Bank bring a special knowledge of the financial, economic and regulatory challenges the Company faces and makes him well-suited to educating the Board on these matters.

John F. McGovern has worked as a self-employed Certified Public Accountant and Certified Financial Planner since 1984 and holds the designation of Personal Financial Specialist from the American Institute of Certified Public Accountants. Since 2001, he has been a federally registered investment advisor. Mr. McGovern is also the owner of McGovern Monuments, Inc. a monument sales and lettering company located in North Arlington, New Jersey that has been in business since 1924. He currently serves on the Board of Directors of Kearny Federal Savings Bank, Kearny MHC and Kearny Financial Corp. His participation in our local community for 24 years brings knowledge of the local economy and business opportunities for the Bank.

Theodore J. Aanensen is an owner and president of Aanensen's, a luxury home remodeling and custom cabinetry company established in Kearny in 1951. A graduate of Upsala College in 1966, he has been president of Aanensen's since 1982. He served as Chairman of the Board of Kearny Federal Savings Bank from January 19, 2000 through January 18, 2004 and as Chairman of the Board of Kearny Financial Corp. and Kearny MHC from March 30, 2001 through January 18, 2004. He currently serves on the Board of Directors of Kearny Federal Savings Bank, Kearny MHC and Kearny Financial Corp. His participation in our local community for 40 years brings knowledge of the local economy and business opportunities for the Bank.

Joseph P. Mazza is the sole owner of a dental practice in Rutherford, NJ since 1971. A graduate of Seton Hall University and the University of Pennsylvania, he currently serves on the Board of Directors of Kearny Federal Savings Bank, Kearny MHC and Kearny Financial Corp. He also serves on the Board of Directors of the Rutherford Senior Citizens Center (55 Kip). Dr. Mazza has been active in both professional and charitable organizations His participation in our local community for 40 years brings knowledge of the local economy and business opportunities for the Bank.

John F. Regan, now retired, was the majority shareholder and president of two automobile sales and service companies, DeMassi Pontiac, Buick and GMC, located in Riverdale, New Jersey and Regan Pontiac, Buick and GMC, located in Long Island City, New York since 1995. Both companies closed in March of 2009 and in July of 2009 both companies filed for bankruptcy. He currently serves on the Board



of Directors of Kearny Federal Savings Bank, Kearny MHC and Kearny Financial Corp. His participation in our local community for 40 years brings knowledge of the local economy and business opportunities for the Bank.

Leopold W. Montanaro is retired and was the chairman, previously president and chief executive officer of West Essex Bancorp, Inc. and West Essex Bank, located in Caldwell, New Jersey, until that bank was acquired by Kearny Financial Corp. on July 1, 2003. He was employed by West Essex Bank from 1972 until the completion of the merger with Kearny Federal Savings Bank. He serves as a director of Kearny Federal Savings Bank, Kearny Financial Corp. and Kearny MHC. His past service as president of a financial institution, director on the Board of the Federal Home Loan Bank of New York, Chairman of the Board of Directors of the New Jersey Thrift and Bankers Association and his participation in our local community for 40 years brings special knowledge of the financial, economic and regulatory challenges the Company faces as well as knowledge of the local economy and business opportunities for the Bank. He is the father of Craig L. Montanaro, President and Chief Operating Officer for Kearny Federal Savings Bank and Kearny Financial Corp.

John N. Hopkins is the Chief Executive Officer of Kearny MHC, Kearny Financial Corp. and Kearny Federal Savings Bank. Prior to March 31, 2010, he had served as president and chief executive officer of Kearny MHC, Kearny Financial Corp. and Kearny Federal Savings Bank, positions he had held since 2002 and had served the Bank as executive vice president from 1994 to 2002 and as chief financial officer from 1994 to 1999. He has been employed by Kearny Federal Savings Bank since 1975. He is a graduate of Fairleigh Dickinson University. Active in professional and charitable organizations, he serves on several committees of the New Jersey Bankers Association, the board of directors of TICIC, Inc. a consortium that provides long term financing for affordable and senior housing in New Jersey, chairman of the board of trustees of Clara Maass Medical Center and the board of directors of the Rutherford Senior Citizens Center (55 Kip Center). His many years of service in the operations of the Bank and his duties as Chief Executive Officer of the Company and the Bank bring a special knowledge of the financial, economic and regulatory challenges the Company faces and makes him well-suited to counseling the Board on these matters.

Henry S. Parow is a graduate of Seton Hall University. He has been a licensed funeral director in the state of New Jersey since 1950. He is the original owner, director and manager of the Parow Funeral Home, North Arlington, New Jersey, since 1957. He currently is on the Board of Directors of Kearny Federal Savings Bank, Kearny MHC and Kearny Financial Corp. His participation in our local community for over 50 years brings knowledge of the local economy and business opportunities for the Bank.

#### Business Background of Our Executive Officers Who Are Not Directors

The business experience for the past five years of each of the Company's executive officers is set forth below. Unless otherwise indicated, the executive officer has held his or her position for the past five years.

Craig L. Montanaro was named President and Chief Operating Officer April 1, 2010 after having served as Senior Vice President and Director of Strategic Planning for Kearny Federal Savings Bank and Kearny Financial Corp. since 2005 and as vice president and regional branch administrator from 2003 to 2004. He was formerly employed by West Essex Bank as senior vice president and chief operating officer and joined Kearny when that bank was acquired by Kearny Federal Savings Bank in 2003. He had been employed by West Essex Bank from 1988 until the completion of the merger with Kearny Federal Savings Bank. He is the son of Director Leopold W. Montanaro.

Albert E. Gossweiler became senior vice president, chief investment officer and treasurer of Kearny Federal Savings Bank and Kearny Financial Corp. in December 2006. Previously he had served as senior vice president and chief financial officer of Kearny Federal Savings Bank since 1999 and of Kearny Financial Corp. upon its formation in 2001. He was previously employed by South Bergen Savings Bank and joined Kearny when such bank was acquired by Kearny Federal Savings Bank in 1999. He was employed by South Bergen Savings Bank from 1981 until the completion of the merger with Kearny Federal Savings Bank.

William C. Ledgerwood was named Executive Vice President and Chief Financial Officer on April 1, 2010 after serving as senior vice president and chief financial officer of Kearny Federal Savings Bank and Kearny Financial Corp. since December 2006. Previously he had served as senior vice president, treasurer and chief accounting officer of Kearny Federal Savings Bank and Kearny Financial Corp. since 2002 and has been employed by Kearny Federal Savings Bank since 1998. He was previously the chief financial officer for The Jersey Bank for Savings, which opened as a de novo stock bank in 1989 and was acquired by Interchange Bank in 1998.

Sharon Jones is the corporate secretary of Kearny MHC, Kearny Financial Corp. and Kearny Federal Savings Bank. She was appointed to the office of corporate secretary in 1997 and became a senior vice president in 2002. She has been employed by Kearny Federal Savings Bank since 1972.

Patrick M. Joyce became the senior vice president and chief lending officer of Kearny Federal Savings Bank in 2002 and was previously vice president of loan originations from 1999 to 2002. He was formerly employed by South Bergen Savings Bank as an assistant corporate secretary and as a loan originator starting in 1989. He joined Kearny when South Bergen Savings Bank was acquired by Kearny Federal Savings Bank in 1999 and was employed by such bank from 1985 until the completion of the merger with Kearny Federal Savings Bank.

Erika K. Parisi has been the senior vice president and branch administrator of Kearny Federal Savings Bank since 2002 and was previously a vice president and branch administrator from 1999 to 2002. She was formerly employed by South Bergen Savings Bank as a vice president and branch administrator and joined Kearny when that bank was acquired by Kearny Federal Savings Bank in 1999. She had been employed by South Bergen Savings Bank from 1991 until the completion of the merger with Kearny Federal Savings Bank.

Eric B. Heyer was appointed First Vice President and Chief Accounting Officer of the Company in October 2009 after joining Kearny Federal Savings Bank in that capacity in July 2009. Mr. Heyer had previously served as Senior Vice President, Treasurer and Chief Financial Officer of American Bancorp of New Jersey, Inc. from 1997 until its acquisition by Investors Bancorp in May 2009.

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## CORPORATE GOVERNANCE

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### Related Party Transactions

Since the beginning of the last fiscal year, no directors, officers or their immediate family members have had a direct or indirect material interest in any transactions in which the Company or any subsidiary was a participant involving an amount in excess of \$120,000 (other than loans from the Bank).

The Bank makes loans to its officers, directors and employees in the ordinary course of business. Kearny Federal Savings Bank has adopted written policies governing these loans. In accordance with federal regulations, all such loans or extensions of credit must be made on substantially the same terms,



including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to the lender and do not involve more than the normal risk of collectibility or present other unfavorable features. All such loans are approved in advance by the board of directors with any interested director abstaining. Loans to insiders are monitored on a monthly basis to ensure continued compliance with the Bank's lending policies.

#### Code of Ethics

Kearny Financial Corp. and Kearny Federal Savings Bank have adopted a Code of Ethics, available in the Governance Documents section of the "Investor Relations" page of our website at [www.kearnyfederalsavings.com](http://www.kearnyfederalsavings.com), which applies to all directors, officers and employees of the Company and the Bank. It is expected that all directors, officers and employees act, in all matters, in accordance with the highest standards of personal and professional conduct in all aspects of their employment and association with the Company and the Bank, to comply with all applicable laws, rules and regulations and to adhere to all policies and procedures adopted by the Company and the Bank.

#### Director Independence

The Board of Directors has determined that Directors Aanensen, Mazza, Regan, Parow, Mazur, McClane and McGovern are independent directors within the meaning of the rules of The Nasdaq Stock Market. In making this determination, the Board of Directors considered various deposit and loan relationships and past employment relationships that the independent directors have with the Bank but determined that these relationships did not impair their independence.

#### Board Leadership Structure and Role in Risk Management

Under the Board of Directors' current leadership structure, the offices of Chairman of the Board and Chief Executive Officer are held by separate individuals. John J. Mazur, Jr. serves as Chairman of the Board of Directors. Mr. Mazur is an independent director and does not serve in any executive capacity with the Company. The Company's Chief Executive Officer is Mr. John N. Hopkins.

The Board of Directors has general authority over the Company's risk oversight function with authority delegated to various board committees to review risk management policies and practices in specific areas of the Company's business. The Audit Committee is primarily responsible for overseeing the Company's risk management. The Audit Committee works closely with officers involved in the risk management function including the internal audit staff who report directly to the Audit Committee.

#### Operation of the Board of Directors

During the fiscal year ended June 30, 2010, the boards of directors of Kearny MHC, Kearny Financial Corp. and Kearny Federal Savings Bank held seven, eight and fifteen meetings, respectively. No director attended fewer than 75% of the total meetings of the Board of Directors and committees on which he served during the year ended June 30, 2010. The Board maintains an Audit & Compliance Committee, a Budget Committee, an Executive Committee, an Interest Rate Risk Management Committee, an Asset Quality Committee, a Nominating Committee and a Compensation Committee, as well as a Building & Grounds Committee, a Governance Committee, a Planning & Marketing Committee, an Electronic Data Processing Committee and a Benefits Equalization Plan Administrative Committee. Also during the fiscal year ended June 30, 2010, all independent directors attended two executive sessions of Kearny Financial Corp.





Compensation Committee. This committee consists of Directors Aanensen (Chair), Mazur, Mazza and Parow. Each member of the Compensation Committee is independent in accordance with the listing standards of The Nasdaq Stock Market. The Board of Directors has adopted a written charter for the Compensation Committee which is available in the Governance Documents section of the “Investor Relations” page of our website at [www.kearnyfederalsavings.com](http://www.kearnyfederalsavings.com). The responsibilities of this committee include appraisal of the performance of officers, administration of management compensation plans and review of directors’ compensation. This committee reviews industry compensation surveys and reviews the recommendations of management on employee compensation matters. This committee meets as needed and met four times during the year ended June 30, 2010.

Audit & Compliance Committee. This committee consists of Directors McGovern (Chair), Mazur, Mazza and Regan. Each member of the Audit Committee is independent in accordance with the listing standards of The Nasdaq Stock Market, including those standards specifically applicable to audit committee members. The Board of Directors has determined that John F. McGovern is an audit committee financial expert within the meaning of the rules of the Securities and Exchange Commission. This committee’s responsibilities include oversight of the internal audit and regulatory compliance activities and monitoring management and employee compliance with the Board’s audit policies and applicable laws and regulations. This committee is directly responsible for the appointment, compensation, retention and oversight of the work of the external auditors. The Board of Directors has adopted a written charter for the Audit Committee, which governs its composition, responsibilities and operation. A copy of this charter is available in the Governance Documents section of the “Investor Relations” page of our website at [www.kearnyfederalsavings.com](http://www.kearnyfederalsavings.com). This committee meets monthly and also periodically with the internal auditor, the compliance officer and the external auditors and met twelve times during the year ended June 30, 2010.

Report of the Audit Committee. For the fiscal year ended June 30, 2010, the Audit Committee: (i) reviewed and discussed the Company’s audited financial statements with management; (ii) discussed with the Company’s independent auditor, ParenteBeard LLC, all matters required to be discussed under Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and (iii) received the written disclosures and the letter from ParenteBeard as required by applicable requirements of the Public Company Accounting Oversight Board regarding ParenteBeard’s communications with the Audit Committee concerning independence and discussed with ParenteBeard its independence. Based on the foregoing review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2010.

Audit Committee: John F. McGovern (Chair),  
John J. Mazur, Jr., Joseph P. Mazza, John F. Regan

Nominating Committee. This committee consists of Directors Mazza, Aanensen and Regan and is responsible for the annual selection of nominees for election as directors. Each member of the Nominating Committee is independent in accordance with the listing standards of The Nasdaq Stock Market. This committee operates under a written charter, which governs its composition, responsibilities and operations. A copy of this charter is available in the Governance Documents section of the “Investor Relations” page of our website at [www.kearnyfederalsavings.com](http://www.kearnyfederalsavings.com). The committee meets as needed and met one time during the year ended June 30, 2010.

The Company does not pay fees to any third party to identify or evaluate or assist in identifying or evaluating potential nominees. The process for identifying and evaluating potential nominees of the Board includes soliciting recommendations from directors and officers of the Company and the Bank.



Additionally, the Board may consider persons recommended by shareholders of the Company in selecting nominees of the Board for election as directors. The manner of evaluation for all potential nominees is the same.

The charter states that the Committee will seek nominees with excellent decision-making ability, business experience, personal integrity and a favorable reputation, who are knowledgeable about the business activities and market areas in which the Company and its subsidiaries engage. The Committee may consider diversity in market knowledge, background, experience, qualifications, and other factors as part of its evaluation of each candidate.

The Committee's process for identifying and evaluating potential nominees will include soliciting recommendations from directors and officers of the Company and the Bank. Additionally, the Committee will consider persons recommended by shareholders of the Company in selecting the individuals the Committee recommends to the Board for selection as the Board's nominees. The Committee will evaluate persons recommended by directors or officers of the Company or the Bank and persons recommended by shareholders in the same manner.

To be considered in the Committee's selection of individuals the Committee recommends to the Board for selection as the Board's nominees, recommendations from shareholders must be received by the Company in writing by at least 120 days prior to the date the proxy statement for the previous year's annual meeting was first distributed to shareholders. Recommendations should identify the submitting shareholder, the person recommended for consideration and the reasons the submitting shareholder believes such person should be considered.

The Company's Bylaws provide that any shareholder wishing to make a nomination for the election of directors or a proposal for new business at a meeting of shareholders must send written notice to the Secretary of the Company at least five days before the date of the annual meeting. The bylaws further provide that if a shareholder wishing to make a nomination or a proposal for new business does not follow the prescribed procedures, the proposal will not be considered until an adjourned, special, or annual meeting of the shareholders taking place thirty days or more thereafter. Management believes that it is in the best interests of the Company and its shareholders to provide enough time for management to disclose to shareholders information about any competing slate of director nominations. This advance notice requirement may also give management time to solicit its own proxies in an attempt to defeat any dissident slate of nominations if management thinks it is in the best interest of shareholders generally. Similarly, adequate advance notice of shareholder proposals will give management time to study such proposals and to determine whether to recommend to the shareholders that such proposals be adopted.

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## COMPENSATION DISCUSSION AND ANALYSIS

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### General Policy

The objective of the Company's executive compensation program is to offer competitive short-term and long-term compensation opportunities that will attract, motivate and retain qualified and talented executives who will help facilitate improved financial performance and earnings growth in order to enhance long-term value for the Company's shareholders. The Company's executive compensation program is intended to align the interests of its executive officers with shareholders by rewarding performance measured against the approved annual corporate budget, and by rewarding strong executive leadership and superior individual performance. Compensation levels for executives are established after considering factors that include, but are not limited to, the financial performance of the Company and



competitive labor market conditions. Furthermore, qualitative factors such as overall job performance, individual leadership, teamwork, and community involvement are considered in compensation deliberations.

### Components of Compensation

In establishing and evaluating executive compensation, the Compensation Committee concentrates on several fundamental pay components: base salary, bonus compensation, retirement income opportunity and equity based compensation.

**Base Salary:** Salary levels for senior executives and other officers are reviewed by the Compensation Committee on an annual basis. Salary levels reflect an individual's job responsibilities, career experience and job performance and the Compensation Committee's analysis of competitive marketplace conditions for similar positions.

**Bonus Compensation:** We seek to reward the achievement of the Company's and the Bank's business objectives by providing bonus compensation to those individuals who play an instrumental role in defining and then achieving or exceeding specific previously determined organizational business objectives of the Company. Although the Compensation Committee's decisions are discretionary, the general factors that are used to determine bonuses are: (1) the actual Company performance achieved as detailed in the annual operating budget, and (2) an individual's contribution to the Company's and the Bank's achievement of its goals as detailed in its business plan and the annual operating budget since the executive's last evaluation, and (3) the individual's demonstrated capacity to adapt to changing business needs. No specific weightings of these factors were used to calculate bonuses. The Committee reviews the corporate performance following the end of the planning year and the corporate budget approved by the Board for such year. The aggregate bonus pool accrued during the 2010 fiscal year was equal to 5% of total employee base compensation. While the Committee considers actual corporate performance as measured against its corporate budget, aggregate bonus compensation and individual bonus awards are not directly tied to that measure.

**Retirement Income Opportunity:** Another component of the executive compensation strategy of the Company and the Bank is retirement income opportunity. Presently, such retirement income opportunity involves the Bank's defined benefit pension plan, the Benefits Equalization Plan related to the defined benefit plan (each of which have been frozen as of July 1, 2007 so that future service or salary changes will not increase retirement benefits), the Bank's 401(k) plan and the Bank's Employee Stock Ownership Plan ("ESOP") and related ESOP Benefits Equalization Plan. Such retirement income programs provide a significant inducement for retention of high-performing executives.

**Equity Based Compensation:** The Company's shareholders approved the Company's Stock Compensation and Incentive Plan in 2005. Through this plan, senior executives and other officers may be awarded stock options and restricted stock awards that will offer them the possibility of future compensation opportunity depending on the executive's continued employment with the Company and the Bank and the long-term price appreciation of the Company's common stock. During the fiscal year ended June 30, 2006, awards were made to the Company's chief executive officer and other executive officers. A determination related to such award of stock options and stock awards was made by the Committee after reviewing the Company's other compensation programs for its executive officers and the stock compensation awards made by other financial institutions having completed a stock offering of at least \$50 million within the prior three years.

The long-term value of these equity awards is reviewed annually by the Compensation Committee in conjunction with the value of the other components of compensation in order to evaluate

the overall value of each compensation component to senior executive and other officers. Although the stock options previously awarded to the executive officers do not currently represent a significant component of the overall compensation program, it is anticipated that such options will provide meaningful compensation opportunity in the longer term in conjunction with long-term increases in shareholder value as measured by anticipated future appreciation in the market value of the Company's stock. Therefore, it is anticipated that such equity awards will provide the senior executive and other officers with long term performance and retention incentives consistent with the Company's objective of enhancing long-term value for the Company's shareholders.

**Other Important Components of the Compensation Program:** In addition to these components of the compensation program, the Company also maintains employment agreements, including change in control severance protection for the executive officers, insurance programs and other benefit programs, and perquisites and other personal benefits, all consistent with industry practices in our market areas. All of these components of the compensation program are intended to maintain a competitive compensation program necessary to reward our executive officers for achieving our corporate goals and objectives and to provide the necessary job security and protections so that they may focus on achieving improved financial performance for the Company and its shareholders and to permit us to recruit new professional staff from time to time as necessary. Compensation payable to the executive officers related to any change in control transaction of the Company is anticipated to be tax-deductible payments in accordance with Section 280G of the Internal Revenue Code.

#### Administration of Compensation Program

The Compensation Committee of the Company is responsible for the administration of the compensation program for the Chief Executive Officer and the other executive officers. The Compensation Committee meets periodically throughout the fiscal year, including November of each year to determine annual salary adjustments, cash bonus and any equity awards for senior executive and other officers. The Company does not have a formal policy addressing each specific type of compensation. The Committee does consider a variety of factors as it evaluates compensation for each officer, including:

- \* Overall company financial performance as compared to budget and prior year's performance;
- \* Bank regulatory compliance and examination results;
- \* Bank performance metrics compared to other financial services companies in our market area, including return on assets, return on equity, level of non-performing loans and efficiency ratio;
- \* The individual achievements of each officer in their respective areas of responsibility; and
- \* The market competitiveness of the Company's compensation and benefits programs applicable to its executive management.

The Compensation Committee does not assign a specific weight to any given factor, and no factor has more specific weight than another factor considered. Annual salary increases are generally made in amounts deemed necessary to maintain the competitiveness of the salary structure. Absent a material increase in duties performed by an executive or a significant change in the economic or competitive environment, salaries are not increased materially from year to year.

Mr. Hopkins meets with the Compensation Committee to discuss the performance evaluations of each of the executive officers, excluding himself, and presents his recommendations. Mr. Hopkins is not present for any discussion involving his personal compensation.

The Compensation Committee awards specific bonus amounts for each executive officer after reviewing the Company's most recently completed fiscal year results and individual performance. The Company has never been required to materially adjust or restate its reported earnings, and it does not have a policy regarding the adjustment or recovery of bonuses in such an event.

The Board of Directors believes that equity-based compensation is important in aligning the interests of management with those of shareholders and has established the Kearny Federal Savings Bank ESOP and the Company's 2005 Stock Compensation and Incentive Plan to help facilitate this objective. Although each of the executive officers has a substantial personal investment in the Company's Common Stock, the Board of Directors does not have formal equity ownership requirements or guidelines for executive officers.

#### Committee Review of Executive Compensation

In making its recommendations regarding executive compensation at calendar year-end 2009, the Compensation Committee considered various factors, including the financial condition and performance of the Company compared to the Company's operating budget, the current economic conditions and interest rate environment, and the executive officers efforts to generate revenues and implement cost reduction strategies. The Compensation Committee also considers the individual performance of the executive officers, attainment of strategic business initiatives and regulatory compliance. The Compensation Committee has considered the potential risks that the incentive compensation programs may expose to the Company, and the established policies, controls and procedures of the Company and the Bank that exist to protect against such risks to the Company (See Compensation Risk Assessment).

The Committee utilizes publicly available information to gather information related to compensation practices for executive officers of financial services companies in order to determine market competitive levels of compensation as well as reviewing internal pay levels within the executive group. The Committee's review of such information includes an analysis of the compensation practices for executive officers of financial services companies with assets of between \$1.5 billion and \$4.0 billion located in New Jersey and in the adjacent states of New York and Pennsylvania within approximately 100 miles of Fairfield, New Jersey. These companies consisted of Beneficial Mutual Bancorp, Inc., Dime Community Bancshares, Inc., First of Long Island Corporation, First National Community Bancorp, Inc., Flushing Financial Corporation, Hudson Valley Holding Corp., Intervest Bancshares Corporation, Lakeland Bancorp, Incorporated, Northfield Bancorp, Inc., OceanFirst Financial Corp., Oritani Financial Corp, Peapack-Gladstone Financial Corp, Provident New York Bancorp, Roma Financial Corporation, Royal Bancshares of PA, Inc., Smithtown Bancorp, Inc., State Bancorp, Inc., Sterling Bancorp, Suffolk Bancorp, Sun Bancorp, Inc. and Uninvest Corporation of PA. In November 2009, the Committee reviewed the total salary plus cash bonus payments received by the Chief Executive Officer, the Chief Financial Officer and the Chief Lending Officer for the companies in this comparative group as reported in the summary compensation table of such companies as set forth in the most recent annual meeting proxy statements as filed with the Securities and Exchange Commission. The Committee reviewed the reported compensation for the comparable group's 25th percentile, median and 75th percentile with respect to total salary and total salary plus cash bonus paid by this group of companies for each executive position reviewed. The Committee reviewed such data prior to making its salary and cash bonus decisions in late 2009 with respect to the executive officers included in the Summary Compensation Table. The Company does not engage in any specific benchmarking of total compensation or specific elements of compensation to a predetermined peer group of companies when determining compensation levels for its executive officers. The comparison companies and the elements of compensation that are compared are reviewed annually and may change from year-to-year. The Compensation Committee makes decisions regarding each individual executive's target total compensation opportunity with consideration of the goal of motivating and retaining an experienced and effective management team.





In June 2010, the Committee reviewed updated total salary and total salary plus cash bonus compensation information received by the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer and the Chief Lending Officer for the companies in this comparative group as reported in the summary compensation table of such companies. The Committee reviewed updated compensation information with respect to the comparable group's 25th percentile, median and 75th percentile with respect to total salary and total salary plus cash bonus paid by this group of companies for each executive position reviewed. The Committee determined that the compensation decisions made in December 2009 were consistent with the updated market data available.

The Committee has not, in the past several years, retained any compensation experts or consultants to specifically advise the committee or formulate recommendations. The Committee has access to the public disclosures of comparable companies and available trade compensation surveys through the Company's internal resources and its business and legal advisors. However, the Committee formulates its own compensation decisions based upon its review and analysis of such data, rather than relying on the analysis and recommendations of third-party consultants.

The Committee is responsible for conducting periodic reviews of the executive compensation of senior executives, including Chief Executive Officer John N. Hopkins. The Committee determines salary levels for senior executives and other officers and amounts of cash bonuses to be distributed to those individuals, if and as appropriate. Awards to senior management and key employees under the Company's 2005 Stock Compensation and Incentive Plan are determined by the Compensation Committee.

The Compensation Committee met during November and December 2009 and determined not to make any salary changes for the named executive officers at that time. The Compensation Committee did approve a cash bonus of \$12,300 for certain named executive officers (Ledgerwood, Montanaro, Joyce and Parisi) to be paid in December 2009. Such cash bonuses awarded in December 2009 related to performance for the fiscal year ended June 30, 2009. As part of the Company's previously determined succession plan for the planned retirement of its President and CEO in 2011, upon the promotion of Craig Montanaro to the position of President and Chief Operating Officer effective April 1, 2010, he received a salary increase of \$14,000 to a new salary of \$260,000 per year.

#### Compensation of the Chief Executive Officer

In assessing appropriate types and amounts of compensation for the CEO, the Board evaluates both corporate and individual performance. Individual factors include the CEO's initiation and implementation of successful business strategies; maintenance of an effective management team and management succession planning; and various personal qualities, including leadership, commitment, and professional and community standing.

In November 2009, the Compensation Committee reviewed the Company's fiscal year 2009 operating results, as well as the job performance of CEO, John N. Hopkins. The Compensation Committee believes that Mr. Hopkins has made significant contributions to the ongoing success of the Company and the Bank, including his efforts in managing the Company's executive team, corporate succession planning for senior executive officers and implementing cost-control initiatives. The Compensation Committee did not approve any increase in salary or bonus award for the CEO for the fiscal year 2009 performance.

### Tax Deductibility of Executive Compensation

Under Section 162(m) of the Internal Revenue Code, companies are subject to limits on the deductibility of executive compensation. Deductible compensation is limited to \$1 million per year for the CEO and the three most highly paid executive officers listed in the summary compensation table. Compensation that is “performance-based” under the Internal Revenue Code’s definition is exempt from this limit. Stock option grants by the Company are intended to qualify as performance-based compensation.

The Compensation Committee does not have a formal policy with respect to the payment of compensation in excess of the deduction limit. The Compensation Committee’s practice is to structure compensation programs offered to the executive officers with a view to providing incentives necessary to attract, retain and reward its executive officers. In most instances, such compensation satisfies the requirements for tax-deductibility. The Committee may determine to authorize payments, all or part of which would be nondeductible for federal tax purposes. Approximately \$329,753 of the restricted stock awards that were earned by the CEO for the fiscal year ended June 30, 2010 will be a non-deductible expense for tax purposes in accordance with Section 162(m) of the Internal Revenue Code. It is anticipated that similar amounts will exceed the deductibility limits for fiscal year 2011.

### Compensation Committee Report

Pursuant to rules and regulations of the Securities and Exchange Commission, this Compensation Committee Report shall not be deemed incorporated by reference to any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and otherwise shall not be deemed “soliciting material” or to be “filed” with the Securities and Exchange Commission subject to Regulation 14A or 14C of the Securities and Exchange Commission or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended.

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussion, the Compensation Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

### The Compensation Committee

Theodore J. Aanensen (Chair), John J. Mazur, Jr., Joseph P. Mazza and Henry S. Parow

### Compensation Committee Interlocks and Insider Participation

The Compensation Committee consists of Directors Aanensen, Mazur, Mazza and Parow. Members of the Compensation Committee are non-employee directors of the Company and the Bank. No member of the Committee or any other director is, or was during fiscal year 2010, an executive officer of another company whose board of directors has a comparable committee on which one of the Company’s executive officers serves. None of the executive officers of the Company is, or was during fiscal year 2010, a member of the board of directors or a comparable compensation committee of a company of which any of the directors of the Company is an executive officer.

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 COMPENSATION RISK ASSESSMENT
 

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Senior management has conducted a Compensation Risk Assessment which was presented to and reviewed by the Compensation Committee. This Compensation Risk Assessment concluded the Company's compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

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 EXECUTIVE COMPENSATION
 

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Summary Compensation Table. The following table sets forth for the past three fiscal years the total compensation of the principal executive officer, the principal financial officer and the three other most highly compensated executive officers of the Company and the Bank during fiscal year 2010.

| Name and Principal Position   | Year | Salary (1) | Bonus    | Stock Awards (2) | Option Awards (3) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (4) | All Other Compensation (5) | Total                |
|---|------|------------|----------|------------------|-------------------|---|----------------------------|----------------------|
| John N. Hopkins<br>Chief Executive Officer  | 2010 | \$682,976  | \$ 0     | \$ 0             | \$ 0              | \$ 451,000  | \$ 173,995                 | <del>1,307,971</del> |
|   |      | 666,256    | 32,750   | 0                | 0                 | 506,000   | 214,283                    | 1,419,289            |
|   | 2009 |            |          |                  |                   |   |                            |                      |
|   | 2008 | 642,500    | 0        | 0                | 0                 | 92,000  | 226,255                    | 960,755              |
| C r a i g L .<br>Montanaro<br>President and<br>Chief Operating<br>Officer                 | 2010 | \$247,548  | \$12,300 | \$ 0             | \$ 0              | \$ 13,000   | \$ 46,209                  | <del>\$19,057</del>  |
|   | 2009 | 230,024    | 10,925   | 0                | 0                 | 17,000  | 58,463                     | 316,412              |
|   | 2008 | 204,275    | 9,503    | 0                | 0                 | 1,000   | 55,561                     | 270,339              |
| William C.<br>Ledgerwood<br>Executive Vice<br>President<br>and Chief<br>Financial Officer | 2010 | \$243,495  | \$12,300 | \$ 0             | \$ 0              | \$ 46,000   | \$ 55,477                  | <del>\$57,272</del>  |
|   | 2009 | 238,149    | 11,738   | 0                | 0                 | 66,000  | 67,381                     | 383,268              |
|   | 2008 | 230,250    | 11,288   | 0                | 0                 | 13,000  | 69,911                     | 324,449              |
| Albert E.<br>Gossweiler<br>Senior Vice  | 2010 | \$243,495  | \$12,300 | \$ 0             | \$ 0              | \$ 47,000   | \$ 54,916                  | <del>\$57,711</del>  |
|   | 2009 | 238,149    | 11,738   | 0                | 0                 | 70,000  | 68,637                     | 388,524              |

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|  |      |           |          |      |      |           |           |                     |
|--|------|-----------|----------|------|------|-----------|-----------|---------------------|
| President,<br>Chief Investment<br>Officer<br>and Treasurer | 2008 | 230,250   | 11,288   | 0    | 0    | 18,000    | 72,057    | 331,595             |
| Patrick M. Joyce   | 2010 | \$243,495 | \$12,300 | \$ 0 | \$ 0 | \$ 30,000 | \$ 50,004 | <del>\$35,799</del> |
| Senior Vice<br>President and                               | 2009 | 238,149   | 11,738   | 0    | 0    | 42,000    | 65,703    | 357,590             |
| Chief Lending<br>Officer                                   | 2008 | 230,250   | 11,288   | 0    | 0    | 4,000     | 68,145    | 313,683             |

- (1) Salary amounts for officers for the year 2008 have been corrected to reflect fiscal year salary amounts. Previously reported salaries for officers, Hopkins \$655,000, Ledgerwood \$234,750, Gossweiler \$234,750, and Joyce \$234,750 reflected the base salaries for the 2008 calendar year.

(footnotes continued on next page)

- (2) Based on the aggregate grant date fair value of the award computed in accordance with FASB ASC Topic 718. For assumptions used in determining the grant date for value of the stock awards see Note 13 of Notes to the Consolidated Financial Statements in the 2010 Annual Report to Shareholders.
- (3) Based on the aggregate grant date fair value of the award computed in accordance with FASB ASC Topic 718. For assumptions used in determining the grant date for value of the options see Note 13 of Notes to the Consolidated Financial Statements in the 2010 Annual Report to Shareholders.
- (4) Includes for each individual the increase (if any) for the fiscal year in the present value of the individual's accrued benefit (whether not vested) under each tax-qualified and non-qualified actuarial or defined benefit plan calculated by comparing the present value of each individual's accrued benefit under each such plan in accordance with FASB ASC Topic 715 as of the plan's measurement date in such fiscal year to the present value of the individual's accrued benefit as of the plan's measurement date in the prior fiscal year.
- (5) For fiscal year 2010, all other compensation included the following:

| Name                     | 401(k) Plan<br>Employer<br>Contribution | Bank<br>Owned<br>Life<br>Insurance<br>(taxable) | Allocation of<br>Shares Under<br>the<br>Employee<br>Stock<br>Ownership<br>Plan | Long-Term<br>Care<br>Insurance<br>Premium | Accrued<br>Dividends<br>on<br>Unvested<br>Stock<br>Awards | Auto      | Country<br>Club<br>Dues |
|--------------------------|---|---|--|---|---|-----------|-------------------------|
| John N. Hopkins          | \$ 7,280                                | \$ 3,364  | \$ 60,743  | \$ 4,475                                  | \$ 56,487   | \$ 16,966 | \$ 24,680               |
| Craig L. Montanaro       | \$ 0                                    | \$ 370  | \$ 25,773  | \$ 2,311                                  | \$ 16,005   | \$ 1,750  | \$ 0                    |
| William<br>C. Ledgerwood | \$ 6,609                                | \$ 899  | \$ 26,797  | \$ 3,417                                  | \$ 16,005   | \$ 1,750  | \$ 0                    |
| Albert<br>E. Gossweiler  | \$ 6,609                                | \$ 1,241  | \$ 26,797  | \$ 4,264                                  | \$ 16,005   | \$ 0      | \$ 0                    |
| Patrick M. Joyce         | \$ 4,843                                | \$ 426  | \$ 26,796  | \$ 1,936                                  | \$ 16,003   | \$ 0      | \$ 0                    |

\*For Mr. Hopkins, includes regular Employee Stock Ownership Plan Compensation of \$26,998 and compensation under the related ESOP Benefits Equalization Plan of \$33,745.

Outstanding Equity Awards at Fiscal Year End. The following table provides information regarding options and restricted stock awards held by the named officers as of June 30, 2010.

| Number of | Option Awards<br>Number of | Stock Awards |                    |
|-----------|----------------------------|--------------|--------------------|
|           |                            | Number of    | Market<br>Value of |

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| Name                        | Securities<br>Underlying<br>Unexercised<br>Options<br>Exercisable | Securities<br>Underlying<br>Unexercised<br>Options<br>Unexercisable(1) | Option<br>Exercise<br>Price | Option<br>Expiration<br>Date | Shares or<br>Units of<br>Stock That<br>Have Not<br>Vested(1) | Shares or<br>Units of<br>Stock That<br>Have Not<br>Vested |
|-----------------------------|---|--|-----------------------------|------------------------------|--|---|
| John N. Hopkins<br>Craig L. | 480,000   | 120,000  | \$ 12.71                    | 12/5/2015                    | 60,000   | \$ 549,600  |
| Montanaro<br>William C.     | 112,000   | 28,000   | \$ 12.71                    | 12/5/2015                    | 17,000   | \$ 155,720  |
| Ledgerwood<br>Albert E.     | 112,000   | 28,000   | \$ 12.71                    | 12/5/2015                    | 17,000   | \$ 155,720  |
| Gossweiler                  | 112,000   | 28,000   | \$ 12.71                    | 12/5/2015                    | 17,000   | \$ 155,720  |
| Patrick M. Joyce            | 112,000   | 28,000   | \$ 12.71                    | 12/5/2015                    | 17,000   | \$ 155,720  |

(1) Such awards were made on December 5, 2005 and vest at the rate of 20% per year, beginning on the one-year anniversary of the date of the award.

Vesting of Stock Awards During the Last Fiscal Year. The following table sets forth information regarding the vesting of restricted stock awards to the named officers during the fiscal year ended June 30, 2010.

| Name                  | Number of<br>Shares<br>Acquired<br>on Vesting | Value Realized<br>on Vesting (1) |
|-----------------------|---|----------------------------------|
| John N. Hopkins       | 60,000  | \$ 603,000                       |
| Craig L. Montanaro    | 17,000  | \$ 170,850                       |
| William C. Ledgerwood | 17,000  | \$ 170,850                       |
| Albert E. Gossweiler  | 17,000  | \$ 170,850                       |
| Patrick M. Joyce      | 17,000  | \$ 170,850                       |

(1) Based upon the fair market value of the stock on the date of vesting, December 5, 2009.

Pension Benefits. The Bank is a participating employer in a multiple-employer pension plan sponsored by the Financial Institutions Retirement Fund (the "Pension Plan"). All full-time employees of the Bank are eligible to participate after one year of service and attainment of age 21. A qualifying employee becomes fully vested in the Pension Plan upon the earlier of completion of five years service or attainment of the normal retirement age of 65. The Pension Plan is intended to comply with the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Pension Plan provides for monthly payments to each participating employee at normal retirement age. A participant who is vested in the Pension Plan may take an early retirement and elect to receive a reduced monthly benefit beginning as early as age 45. The Pension Plan also provides for payments in the event of disability or death. The annual benefit amount upon retirement at age 65 equals 2% of the participant's highest five-year average salary times years of service. Benefits are payable in the form of a monthly retirement benefit and a death benefit or an alternative form that is actuarially equivalent. Effective July 1, 2007, the Bank "froze" all future enrollments and benefit accruals under its non-contributory defined benefit pension plan and related benefits equalization plan.

The Bank has adopted a Benefit Equalization Plan related to the Pension Plan. The purpose of this plan is to provide a pension benefit based upon the actual earnings of senior officers of the Bank in the event that their average annual earnings exceeds the permissible pensionable earnings level under the Pension Plan as required by the limitations of Sections 401(a)(17) and 415 of the Internal Revenue Code. The supplemental pension for such officers will reflect years in which earnings exceed the limits of Sections 401(a)(17) and 415 of the Internal Revenue Code with the supplemental benefit based upon the difference between their average earnings taking into effect this maximum pensionable earnings limitation and their average earnings without regard to such limitation, multiplied by 2% times their years of service at retirement. The benefits payment under the Benefit Equalization Plan for the Pension Plan will be in the form of an annual benefit payable for life and a death benefit. Effective July 1, 2007, the Bank "froze" all future enrollments and benefit accruals under its non-contributory defined benefit pension plan and related benefits equalization plan.

The following table provides information with respect to each defined benefit pension plan in which the named officers may receive payments or other benefits at, following, or in connection with retirement.



| Name                  | Plan Name   | Number of Years Credited Service | Present Value of Accumulated Benefit (1) | Payments During Last Fiscal Year |
|-----------------------|-------------|----------------------------------|--|----------------------------------|
| John N. Hopkins       | Pension     | 33                               | \$ 1,598,000                             | \$ 0                             |
|                       | Pension BEP | 33                               | \$ 2,054,000                             | \$ 0                             |
| Craig L. Montanaro    | Pension     | 4                                | \$ 53,000                                | \$ 0                             |
| William C. Ledgerwood | Pension     | 11                               | \$ 286,000                               | \$ 0                             |
| Albert E. Gossweiler  | Pension     | 9                                | \$ 368,000                               | \$ 0                             |
| Patrick M. Joyce      | Pension     | 9                                | \$ 132,000                               | \$ 0                             |

(1) Assumes retirement at normal retirement age as defined in the Plan. Present value is calculated using assumptions set forth in Note 13 of Notes to Consolidated Financial Statements in the 2010 Annual Report to Shareholders.

Nonqualified Deferred Compensation. The Bank has implemented for its senior officers a Benefits Equalization Plan related to the Employee Stock Ownership Plan. This plan constitutes a defined contribution plan providing for deferral of compensation on a non tax-qualified basis. The purpose of this plan is to provide a benefit to senior officers of the Bank whose benefits under the Employee Stock Ownership Plan are limited by Sections 401(a)(17) and 415 of the Internal Revenue Code. For example, this plan provides participants with a benefit for any compensation that they may earn in excess of \$245,000 (as indexed) comparable to the benefits earned by all participants under the employee stock ownership plan for compensation earned below that level. The Bank may utilize a grantor trust in connection with this plan in order to set aside funds that ultimately may be used to pay benefits under the plan. The assets of the grantor trust will remain subject to the claims of the Bank’s general creditors in the event of insolvency, until paid to a participant following termination of employment according to the terms of the plan. Benefits under the plan will be paid in a lump sum in the form of shares of common stock of the Company to the extent permissible under applicable regulations, or in the alternative, benefits will be paid in cash based upon the value of such shares at the time that such benefit payments are made. The actual value of benefits under this plan and the annual financial reporting expense associated with this plan are calculated annually based upon a variety of factors, including the actual value of benefits for participants determined under the Employee Stock Ownership Plan each year, the applicable limitations under the Internal Revenue Code that are subject to adjustment annually and the compensation of each participant at such time. Generally, benefits under the plan are taxable to each participant at the time of receipt of such payment, and the Bank will recognize a tax-deductible compensation expense at such time.

The following table sets forth information with respect to the Benefits Equalization Plan related to the Employee Stock Ownership Plan. Mr. Hopkins is the only officer at present with an accumulated benefit under the Benefits Equalization Plan for the Employee Stock Ownership Plan.

| Name                        | Executive Contributions in Last Fiscal Year | Registrant Contributions in Last Fiscal Year | Aggregate Earnings in Last Fiscal Year | Aggregate Withdrawals/ Distributions | Aggregate Balance at Last Fiscal Year End |
|-----------------------------|---|--|--|--------------------------------------|---|
| John N. Hopkins<br>ESOP BEP | \$-0-                                       | \$33,745                                     | \$3,163                                | \$-0-                                | \$180,961                                 |

Employment Agreements. Effective June 30, 2009, the Company and the Bank entered into employment agreements with Mr. Hopkins, pursuant to which his minimum base salary is \$690,000. The salary payable under Mr. Hopkins's agreement with the Company, however, is reduced dollar-for-dollar for any salary payments made by the Bank. Mr. Hopkins' employment agreements have a term of three years, and may be extended on or before each anniversary of the effective date upon determination of the

Board of Directors that his performance has met the requirements and standards of the Board. Pursuant to the terms of Mr. Hopkins' employment agreement, he is generally entitled to participate in all discretionary bonuses, pension and other retirement benefit plans, welfare benefit plans and other equity, incentive and benefit plans and perquisites applicable to senior management of the Bank. Upon his termination of employment at any time on or after attainment of age 62 and until he becomes eligible for Medicare coverage, Mr. Hopkins is permitted to continue to participate, at the Bank's expense, in the group medical plan sponsored by the Bank.

If the Bank terminates Mr. Hopkins without "cause" as defined in the agreement, he will be entitled to (i) a continuation of his salary from the date of termination through the remaining term of the agreement, and (ii) during the same period, the cost of obtaining health, life, disability and other benefits at levels substantially equal to those provided on the date of termination of employment. If Mr. Hopkins' employment is terminated involuntarily during the term of the agreement following a "change in control" of the Company or the Bank, as defined in the agreement, or without cause within twenty-four months following a change in control, he will be paid an amount equal to 2.999 times his five-year average annual taxable cash compensation in a lump sum and be entitled to continued medical and dental coverage for the remainder of the term. Mr. Hopkins will also be entitled to the foregoing change in control severance payment and benefits if he voluntarily terminates his employment within 120 days following certain events during the term of the agreement following a change in control of the Company or the Bank. All amounts payable as severance in respect of a change in control will be reduced to the extent necessary such that neither the payments under the employment agreement, nor any other payments, constitute "excess parachute payments" under Section 280G of the Internal Revenue Code. If a change in control payment had been made under Mr. Hopkins agreement as of June 30, 2010, the payment would have equaled approximately \$3,943,848.

Effective June 30, 2009, the Bank also entered into amended and restated employment agreements with the other named officers (President Montanaro, Executive Vice President Ledgerwood and Senior Vice Presidents Gossweiler and Joyce) providing for a minimum base salary of \$260,000 for President Montanaro and \$246,000 each of the other officers. These agreements each have a term of two years, and each provides for extension of the term on or before each anniversary of the effective date upon determination of the Board of Directors of the Bank that the officer's performance has met its requirements and standards. Pursuant to the terms of the employment agreements, each officer is generally entitled to participate in all discretionary bonuses, pension and other retirement benefit plans, welfare benefit plans and other equity, incentive and benefit plans and perquisites applicable to senior management of the Bank. Upon termination of employment at any time on or after attainment of age 62, each of the officers and his or her dependent family is also permitted to continue to participate, at the Bank's expense, in the group medical plan sponsored by the Bank until such time that the officer and his or her spouse become eligible for Medicare coverage. If terminated without cause, each of these officers will be entitled to (i) a continuation of his or her salary through the remaining term of the agreement, and (ii) during the same period, the cost of obtaining health, life, disability and other benefits at levels substantially equal to those provided on the date of termination of employment. As of June 30, 2010, the remaining term of the agreement for each of these officers was approximately two years, so a continuation of salary through the end of the term would equal \$520,000 for President Montanaro and \$492,000 for Executive Vice President Ledgerwood and Senior Vice Presidents Gossweiler and Joyce if the officer were terminated without cause as of that date. The value of the continuation of health, life disability and other benefits through the end of the term for each officer would equal approximately \$50,335 based on the Bank's current cost of providing those benefits.

If terminated involuntarily during the term of the agreement following a "change in control" of the Company or the Bank, as defined in the agreement, or without cause within twenty-four months following a change in control, each of these officers will be paid an amount equal to 2.0 times his or her

most recent total annual compensation (including the value of deferred compensation and retirement plans) in a lump sum and be entitled to continued medical and dental coverage for the remainder of the term. Each of the officers will also be entitled to the foregoing change in control severance payment and benefits upon a voluntary termination of employment within 120 days following certain events during the term of the agreement following a change in control of the Company or the Bank. All amounts payable to any of the officers as severance in respect of a change in control will be reduced to the extent necessary such that neither the payments under the employment agreement, nor any other payments, constitute “excess parachute payments” under Section 280G of the Internal Revenue Code. If change in control payments had been made under these agreements as of June 30, 2010, President Montanaro would have received a payment of approximately \$884,854 and Executive Vice President Ledgerwood and Senior Vice Presidents Gossweiler and Joyce would each have received a payment of approximately \$886,021.

Potential Payments Upon Resignation, Retirement or Termination. The table below reflects the amount of compensation payable to each of the named officers in accordance with each individual’s employment agreement and other benefit plans and agreements as discussed in the preceding sections in the event of termination of such executive’s employment. The amounts shown assume that such termination was effective as of June 30, 2010, and thus includes amounts earned through such time and are estimates of the amounts which would be paid out to the executives upon their termination. The amounts shown relating to unvested stock options and stock awards are based on the fair market value of the Common Stock on June 30, 2010 of \$9.16. The actual amounts to be paid out can only be determined at the time of such executive’s termination of employment.

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| Name and Plan             | Voluntary<br>Resignation | Early<br>Retirement<br>(at age 62) | Normal<br>Retirement<br>(at age<br>65) | Termination<br>w/o Cause<br>No Change<br>in<br>Control | Termination<br>w/o Cause<br>With<br>Change in<br>Control | Death        | Disability   |
|---------------------------|--------------------------|------------------------------------|--|--|--|--------------|--------------|
| <b>John N. Hopkins</b>    |                          |                                    |  |  |  |              |              |
| Salary                    | \$ 0                     | \$ 0                               | \$ 0                                   | \$ 2,070,000   | \$ 3,943,848   | \$ 57,500    | \$ 1,587,000 |
| Incentive/Bonus           | 0                        | 0                                  | 0                                      | 0  | 0  | 0            | 0            |
| Total Cash Payments       | 0                        | 0                                  | 0                                      | 2,070,000  | 3,943,848  | 57,500       | 1,587,000    |
| <b>Benefits</b>           |                          |                                    |  |  |  |              |              |
| Medical/Vision            | 0                        | 50,315                             | 0                                      | 50,315   | 50,315   | 0            | 50,315       |
| Dental                    | 0                        | 0                                  | 0                                      | 4,717  | 4,717  | 0            | 4,717        |
| Life Insurance            | 0                        | 499                                | 166                                    | 499  | 0  | 0            | 499          |
| LTD/LTC                   | 0                        | 0                                  | 0                                      | 16,215   | 0  | 0            | 16,215       |
| Accident                  | 0                        | 0                                  | 0                                      | 792  | 0  | 0            | 792          |
| Pension BEP               |                          |                                    |  |  |  |              |              |
| Benefits                  | 2,054,000                | 2,054,000                          | 2,054,000                              | 2,054,000  | 2,054,000  | 2,054,000    | 2,054,000    |
| ESOP                      |                          |                                    |  |  |  |              |              |
| BEP Benefits              | 180,961                  | 180,961                            | 180,961                                | 180,961  | 180,961  | 180,961      | 180,961      |
| Total Benefits            | 2,234,961                | 2,285,775                          | 2,235,127                              | 2,307,499  | 2,289,993  | 2,234,961    | 2,307,499    |
| Total Cash & Benefits     | 2,234,961                | 2,285,775                          | 2,235,127                              | 4,377,499  | 6,233,841  | 2,292,461    | 3,894,499    |
| Value Unvested Options    |                          |                                    |  |  |  |              |              |
| Acceleration              | 0                        | 0                                  | 0                                      | 0  | 0  | 0            | 0            |
| Value Unvested Awards     |                          |                                    |  |  |  |              |              |
| Acceleration              | 0                        | 0                                  | 0                                      | 0  | 549,600  | 549,600      | 549,600      |
| Total                     | \$ 2,234,961             | \$ 2,285,775                       | \$ 2,235,127                           | \$ 4,377,499   | \$ 6,783,441   | \$ 2,842,061 | \$ 4,444,099 |
| <b>Craig L. Montanaro</b> |                          |                                    |  |  |  |              |              |
| Salary                    | \$ 0                     | \$ 0                               | \$ 0                                   | \$ 520,000   | \$ 532,300   | \$ 21,667    | \$ 429,000   |
| Incentive/Bonus           | 0                        | 0                                  | 0                                      | 12,300   | 0  | 0            | 12,300       |
| Total Cash Payments       | 0                        | 0                                  | 0                                      | 532,300  | 532,300  | 21,667       | 441,300      |
| <b>Benefits</b>           |                          |                                    |  |  |  |              |              |
| Medical/Vision            | 0                        | 67,843                             | 0                                      | 45,229   | 45,229   | 0            | 45,229       |
| Dental                    | 0                        | 0                                  | 0                                      | 3,145  | 3,145  | 0            | 3,145        |
| Life Insurance            | 0                        | 499                                | 166                                    | 332  | 0  | 0            | 332          |
| LTD/LTC                   | 0                        | 0                                  | 0                                      | 6,147  | 0  | 0            | 6,147        |
| Accident                  | 0                        | 0                                  | 0                                      | 520  | 0  | 0            | 520          |

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|                        |      |           |        |            |            |            |            |   |
|------------------------|------|-----------|--------|------------|------------|------------|------------|---|
| Pension BEP            |      |           |        |            |            |            |            |   |
| Benefits               | 0    | 0         | 0      | 0          | 0          | 0          | 0          | 0 |
| ESOP                   |      |           |        |            |            |            |            |   |
| BEP Benefits           | 0    | 0         | 0      | 0          | 0          | 0          | 0          | 0 |
| Total Benefits         | 0    | 68,342    | 166    | 55,373     | 48,374     | 0          | 55,373     |   |
| Total Cash & Benefits  | 0    | 68,342    | 166    | 587,673    | 580,674    | 21,667     | 496,673    |   |
| Value Unvested Options |      |           |        |            |            |            |            |   |
| Acceleration           | 0    | 0         | 0      | 0          | 0          | 0          | 0          | 0 |
| Value Unvested Awards  |      |           |        |            |            |            |            |   |
| Acceleration           | 0    | 0         | 0      | 0          | 155,720    | 155,720    | 155,720    |   |
| Total                  | \$ 0 | \$ 68,342 | \$ 166 | \$ 587,673 | \$ 736,394 | \$ 177,387 | \$ 652,393 |   |
| William C. Ledgerwood  |      |           |        |            |            |            |            |   |
| Salary                 | \$ 0 | \$ 0      | \$ 0   | \$ 492,000 | \$ 504,300 | \$ 20,500  | \$ 405,900 |   |
| Incentive/Bonus        | 0    | 0         | 0      | 12,300     | 0          | 0          | 12,300     |   |
| Total Cash Payments    | 0    | 0         | 0      | 504,300    | 504,300    | 20,500     | 418,200    |   |
| Benefits               |      |           |        |            |            |            |            |   |
| Medical/Vision         | 0    | 50,315    | 0      | 33,544     | 33,544     | 0          | 33,544     |   |
| Dental                 | 0    | 0         | 0      | 3,145      | 3,145      | 0          | 3,145      |   |
| Life Insurance         | 0    | 499       | 166    | 332        | 0          | 0          | 332        |   |
| LTD/LTC                | 0    | 0         | 0      | 8,360      | 0          | 0          | 8,360      |   |
| Accident               | 0    | 0         | 0      | 520        | 0          | 0          | 520        |   |
| Pension BEP            |      |           |        |            |            |            |            |   |
| Benefits               | 0    | 0         | 0      | 0          | 0          | 0          | 0          |   |
| ESOP                   |      |           |        |            |            |            |            |   |
| BEP Benefits           | 0    | 0         | 0      | 0          | 0          | 0          | 0          |   |
| Total Benefits         | 0    | 50,814    | 166    | 45,901     | 36,689     | 0          | 45,901     |   |
| Total Cash & Benefits  | 0    | 50,814    | 166    | 550,201    | 540,989    | 20,500     | 464,101    |   |
| Value Unvested Options |      |           |        |            |            |            |            |   |
| Acceleration           | 0    | 0         | 0      | 0          | 0          | 0          | 0          | 0 |
| Value Unvested Awards  |      |           |        |            |            |            |            |   |
| Acceleration           | 0    | 0         | 0      | 0          | 155,720    | 155,720    | 155,720    |   |
| Total                  | \$ 0 | \$ 50,814 | \$ 166 | \$ 550,201 | \$ 696,709 | \$ 176,220 | \$ 619,821 |   |

## Potential Payments Upon Resignation, Retirement or Termination (continued)

| Name and Plan             | Voluntary<br>Resignation | Early<br>Retirement<br>(at age 62) | Normal<br>Retirement<br>(at age 65) | Termination<br>w/o Cause<br>No Change<br>in<br>Control | Termination<br>w/o Cause<br>With<br>Change in<br>Control | Death      | Disability |
|---------------------------|--------------------------|------------------------------------|-------------------------------------|--|--|------------|------------|
| Albert E.<br>Gossweiler   |                          |                                    |                                     |  |  |            |            |
| Salary                    | \$ 0                     | \$ 0                               | \$ 0                                | \$ 492,000   | \$ 504,300   | \$ 20,500  | \$ 405,900 |
| Incentive/Bonus           | 0                        | 0                                  | 0                                   | 12,300   | 0  | 0          | 12,300     |
| Total Cash<br>Payments    | 0                        | 0                                  | 0                                   | 504,300  | 504,300  | 20,500     | 418,200    |
| Benefits                  |                          |                                    |                                     |  |  |            |            |
| Medical/Vision            | 0                        | 47,091                             | 0                                   | 31,394   | 31,394   | 0          | 31,394     |
| Dental                    | 0                        | 0                                  | 0                                   | 3,145  | 3,145  | 0          | 3,145      |
| Life Insurance            | 0                        | 499                                | 166                                 | 332  | 0  | 0          | 332        |
| LTD/LTC                   | 0                        | 0                                  | 0                                   | 10,052   | 0  | 0          | 10,052     |
| Accident                  | 0                        | 0                                  | 0                                   | 520  | 0  | 0          | 520        |
| Pension BEP<br>Benefits   | 0                        | 0                                  | 0                                   | 0  | 0  | 0          | 0          |
| ESOP<br>BEP Benefits      | 0                        | 0                                  | 0                                   | 0  | 0  | 0          | 0          |
| Total Benefits            | 0                        | 47,590                             | 166                                 | 45,443   | 34,539   | 0          | 45,443     |
| Total Cash &<br>Benefits  | 0                        | 47,590                             | 166                                 | 549,743  | 538,839  | 20,500     | 463,643    |
| Value Unvested<br>Options |                          |                                    |                                     |  |  |            |            |
| Acceleration              | 0                        | 0                                  | 0                                   | 0  | 0  | 0          | 0          |
| Value Unvested<br>Awards  |                          |                                    |                                     |  |  |            |            |
| Acceleration              | 0                        | 0                                  | 0                                   | 0  | 155,720  | 155,720    | 155,720    |
| Total                     | \$ 0                     | \$ 47,590                          | \$ 166                              | \$ 549,743   | \$ 694,559   | \$ 176,220 | \$ 619,363 |
| Patrick M.<br>Joyce       |                          |                                    |                                     |  |  |            |            |
| Salary                    | \$ 0                     | \$ 0                               | \$ 0                                | \$ 492,000   | \$ 504,300   | \$ 20,500  | \$ 405,900 |
| Incentive/Bonus           | 0                        | 0                                  | 0                                   | 12,300   | 0  | 0          | 12,300     |
| Total Cash<br>Payments    | 0                        | 0                                  | 0                                   | 504,300  | 504,300  | 20,500     | 418,200    |
| Benefits                  |                          |                                    |                                     |  |  |            |            |
| Medical/Vision            | 0                        | 67,843                             | 0                                   | 45,229   | 45,229   | 0          | 45,229     |
| Dental                    | 0                        | 0                                  | 0                                   | 3,145  | 0  | 0          | 3,145      |
| Life Insurance            | 0                        | 499                                | 166                                 | 332  | 0  | 0          | 332        |
| LTD/LTC                   | 0                        | 0                                  | 0                                   | 5,398  | 0  | 0          | 5,398      |

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|  |      |           |        |            |            |            |            |
|--|------|-----------|--------|------------|------------|------------|------------|
| Accident Pension BEP Benefits ESOP BEP Benefits Total Benefits                               | 0    | 0         | 0      | 520        | 0          | 0          | 520        |
|  | 0    | 0         | 0      | 0          | 0          | 0          | 0          |
|  | 0    | 0         | 0      | 0          | 0          | 0          | 0          |
|  | 0    | 68,342    | 166    | 54,624     | 45,229     | 0          | 54,624     |
| Total Cash & Benefits Value Unvested Options Acceleration Value Unvested Awards Acceleration | 0    | 68,342    | 166    | 558,924    | 549,529    | 20,500     | 472,824    |
|  | 0    | 0         | 0      | 0          | 0          | 0          | 0          |
|  | 0    | 0         | 0      | 0          | 155,720    | 155,720    | 155,720    |
| Total  | \$ 0 | \$ 68,342 | \$ 166 | \$ 558,924 | \$ 705,249 | \$ 176,220 | \$ 628,544 |



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 DIRECTOR COMPENSATION
 

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Set forth below is a table providing information concerning the compensation of the non-employee directors of the Company for the fiscal year ended June 30, 2010.

| Name                    | Fees<br>Earned<br>or Paid<br>in Cash | Stock<br>Awards(1) | Option<br>Awards(2) | Change in<br>Pension Value(3) | All Other<br>Compensation(4) | Total     |
|-------------------------|--------------------------------------|--------------------|---------------------|-------------------------------|------------------------------|-----------|
| John J. Mazur, Jr.      | \$104,330                            | \$0                | \$0                 | \$101,000                     | \$35,453                     | \$240,783 |
| Matthew T. McClane      | \$ 93,350                            | 0                  | 0                   | \$ 39,000                     | \$32,993                     | \$165,343 |
| John F. McGovern        | \$ 96,300                            | 0                  | 0                   | \$ 64,000                     | \$31,994                     | \$192,294 |
| Theodore J. Aanensen    | \$ 93,350                            | 0                  | 0                   | \$ 71,000                     | \$31,965                     | \$196,315 |
| Joseph P. Mazza         | \$ 97,350                            | 0                  | 0                   | \$ 55,000                     | \$33,423                     | \$185,773 |
| John F. Regan           | \$ 96,350                            | 0                  | 0                   | \$ 51,000                     | \$20,876                     | \$168,226 |
| Henry S. Parow          | \$ 94,350                            | 0                  | 0                   | \$ 18,000                     | \$30,898                     | \$143,248 |
| Leopold W.<br>Montanaro | \$ 82,450                            | 0                  | 0                   | \$ 32,000                     | \$25,850                     | \$140,300 |

(1)Based on the aggregate grant date fair value of the restricted stock award computed in accordance with FASB ASC Topic 718. For assumptions used in determining the grant date for value of the stock awards see Note 13 of Notes to the Consolidated Financial Statements in the 2010 Annual Report to Shareholders. This amount does not reflect dividends paid on unvested restricted stock, which is included under "All Other Compensation."

(2)Based on the aggregate grant date fair value of the award computed in accordance with FASB ASC Topic 718. For assumptions used in determining the grant date for value of the stock options see Note 13 of Notes to the Consolidated Financial Statements in the 2010 Annual Report to Shareholders. Each director currently holds options to purchase 133,655 shares of Common Stock at an option exercise price of \$11.55 per share. These options were granted on October 24, 2005 and vest at the rate of 20% per year, beginning on the one-year anniversary of the date of the award.

(3)For more information concerning the Directors Consultation and Retirement Plan, please see Note 13 of Notes to Consolidated Financial Statements in the 2010 Annual Report to Shareholders.

(4) For fiscal year 2010, all other compensation included the following:

| Name                  | Health Care<br>and Dental<br>Premiums | Long Term<br>Care<br>Premiums | Bank<br>Owned<br>Life<br>Insurance* | Bonus ** | Accrued<br>Dividends on<br>Unvested Stock<br>Awards | Total<br>All Other<br>Compensation |
|-----------------------|---------------------------------------|-------------------------------|-------------------------------------|----------|---|------------------------------------|
| John J. Mazur, Jr.    | \$20,947                              | \$3,124                       | \$ 877                              | \$0      | \$10,505  | \$35,453                           |
| Matthew T.<br>McClane | \$11,849                              | \$2,488                       | \$8,151                             | \$0      | \$10,505  | \$32,993                           |
| John F. McGovern      | \$20,947                              | \$ 0                          | \$ 542                              | \$0      | \$10,505  | \$31,994                           |
|                       | \$14,571                              | \$4,980                       | \$1,909                             | \$0      | \$10,505  | \$31,965                           |

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Theodore J.  
Aanensen

|                         |          |         |         |     |          |          |
|-------------------------|----------|---------|---------|-----|----------|----------|
| Joseph P. Mazza         | \$15,668 | \$5,110 | \$2,140 | \$0 | \$10,505 | \$33,423 |
| John F. Regan           | \$ 5,896 | \$2,566 | \$1,909 | \$0 | \$10,505 | \$20,876 |
| Henry S. Parow          | \$11,849 | \$8,544 | \$ 0    | \$0 | \$10,505 | \$30,898 |
| Leopold W.<br>Montanaro | \$11,849 | \$2,311 | \$1,185 | \$0 | \$10,505 | \$25,850 |

\*For each director other than Mr. Parow, the Company maintains life insurance arrangements providing for a death benefit of \$500,000 for each director.

\*\*Payments under the Directors Incentive Compensation Plan. The Board determined to suspend payments under the Directors Incentive Compensation Plan for the fiscal year ended June 30, 2010 and for the calendar year 2010.

Board Fees. Directors are currently paid a fee of \$1,250.00 per Bank board meeting attended, \$600.00 per Company meeting attended and \$600.00 per Kearny MHC meeting attended. The chairman receives a higher fee of \$1,500.00, \$720.00 and \$720.00, for bank, holding company and mutual holding company meetings, respectively. Directors are also paid a fee for participation in special meetings of the Board of Directors. Participation in a special meeting by means of a conference telephone or similar communications device through which all persons participating can hear each other at the same time constitutes presence in person for all purposes. Attendance in person is required in order to be paid for regularly scheduled board meetings.

Members of the Kearny Federal Savings Bank Executive Committee are currently paid \$1,200.00 per committee meeting attended; the chairman receives a higher fee of \$1,440.00 for Executive Committee meetings. Each member of the Kearny Federal Savings Bank Board of Directors is also a member of the Executive Committee. Members of the Audit & Compliance Committee and the chairman of this committee are paid \$250 and \$350, respectively, for each meeting attended. Members of the Compensation Committee and the chairman of this committee are paid \$250 and \$300, respectively, for each meeting attended.

Directors also receive an annual retainer as follows: \$32,000 for service on Kearny Federal Savings Bank's board, \$9,000 for service on Kearny Financial Corp.'s board and \$9,000 for service on Kearny MHC's board. Directors who also serve as employees do not receive compensation as directors.

Directors Consultation and Retirement Plan. Kearny Financial Corp. maintains a Directors Consultation and Retirement Plan (the "DCRP"). The DCRP provides retirement benefits to the directors of Kearny Financial Corp., Kearny MHC and Kearny Federal Savings Bank based upon the number of years of service as a director. To be eligible to receive benefits under the DCRP, a director generally must have completed at least 5 years of service and must not retire from the board prior to reaching 60 years of age. If a director agrees to become a consulting director upon retirement, he will receive a monthly payment equal to 2.5% of the total retainer plus fees paid for attendance at regular and special meetings and meetings of the executive committee paid to him by Kearny Financial Corp., Kearny MHC and Kearny Federal Savings Bank during the 12-month period prior to the date of retirement multiplied by the number of years of service as a director, not to exceed 80% of board compensation. Benefits under the DCRP begin upon a director's retirement and are paid for life; provided, however, that in the event of a director's death prior to the receipt of 120 monthly payments, payments shall continue to the director's surviving spouse or estate until 120 payments have been made. In the event there is a change in control (as defined in the DCRP), all directors will be presumed to be eligible to receive benefits under the DCRP and each director will receive a lump sum payment equal to the present value of future benefits payable. Benefits under the DCRP are unvested and forfeitable until retirement at or after age 60 with at least 5 years of service, termination of service following a change in control, disability following at least 5 years of service or death.

Directors Incentive Compensation Plan. In December 2005, the Board of Directors adopted the Directors Incentive Compensation Plan which provides a cash payment to each non-employee director each time a cash dividend on the Company's common stock is paid, in an amount equivalent to the cash dividend payable as if the director had exercised all stock options held by the director as of the dividend record date whether or not such options held as of the dividend record date are exercisable. Payment of compensation based upon stock options held expires with the expiration or exercise of the underlying options. This plan may be amended, modified, suspended or canceled by the Board of Directors at any time. The Board determined in December 2006 to suspend payments under this plan. The Board has not made any determination regarding whether future payments will be made under this plan in 2011 or in later years.



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PROPOSAL II - RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

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The Audit Committee of Board of Directors of the Company has appointed ParenteBeard LLC as the Company's independent auditor for the fiscal year ending June 30, 2011. This appointment is being submitted to the Company's shareholders for ratification. ParenteBeard was the Company's independent auditor for the fiscal year ended June 30, 2010. A representative of ParenteBeard is expected to be present at the Annual Meeting, will have the opportunity to make a statement if he or she so desires, and is expected to be available to respond to appropriate questions.

The Company's financial statements for the fiscal year ended June 30, 2009 were audited by Beard Miller Company, LLP ("Beard"). On October 1, 2009, the Company was notified that the audit practice of Beard had been combined with Parente Randolph, LLC to form ParenteBeard LLC. On October 1, 2009, Beard resigned as the Company's auditors and with the approval of the Audit Committee of the Company's Board of Directors on October 5, 2009, ParenteBeard was engaged as its independent registered public accounting firm.

Prior to engaging ParenteBeard, the Company did not consult with ParenteBeard regarding the application of accounting principles to a specific completed or contemplated transaction or regarding the type of audit opinions that might be rendered by ParenteBeard on the Company's financial statements, and ParenteBeard did not provide any written or oral advice that was an important factor considered by the Company in reaching a decision as to any such accounting, auditing or financial reporting issue.

Beard's reports regarding the Company's consolidated financial statements for the fiscal years ended June 30, 2009 and 2008 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended June 30, 2009 and 2008, and during the interim period from the end of the most recently completed fiscal year through the date of their resignation, there were no disagreements with Beard on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Beard would have caused it to make reference to such disagreement in its reports.

Ratification of the appointment of the independent auditor requires the affirmative vote of a majority of the votes cast, in person or by proxy, by the shareholders of the Company at the Annual Meeting. The Board of Directors recommends that shareholders vote "FOR" the ratification of the appointment of ParenteBeard LLC as the Company's independent auditor for the 2011 fiscal year.

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INFORMATION REGARDING INDEPENDENT AUDITOR

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**Principal Accounting Fees and Services.** Under the Sarbanes-Oxley Act of 2002, all auditing services and non-audit services provided by an issuer's independent auditor must be approved by the issuer's audit committee prior to such services being rendered or be approved pursuant to pre-approval policies and procedures established by the issuer's audit committee. The Company's Audit Committee approves each service prior to the engagement of the auditor for all audit and non-audit services. All of the services listed below were approved by the Audit Committee prior to the service being rendered. There were no non-audit services described below that were not recognized as non-audit services at the time of engagement that were approved after the fact pursuant to the de minimus exception under the Sarbanes-Oxley Act.

**Audit Fees.** Audit fees consist of fees for professional services rendered for the audit of the Company's annual consolidated financial statements and for the review of the quarterly consolidated financial statements. The aggregate audit fees billed by ParenteBeard for the year ended June 30, 2010 and 2009 were \$274,236 and \$275,700, respectively.

**Audit-Related Fees.** Audit-related fees consist principally of assurance and related services normally provided by the independent auditor in connection with statutory and regulatory filings. The aggregate audit related fees billed by ParenteBeard for the year ended June 30, 2010 and 2009 were \$52,865 and \$50,064, respectively.

**Tax Fees.** The aggregate fees billed by ParenteBeard for professional services rendered for tax compliance, tax advice and tax planning totaled \$27,000 and \$24,300 for the years ended June 30, 2010 and 2009, respectively. Tax-related services consisted of tax return preparation and consultation.

**All Other Fees.** The aggregate fees billed by ParenteBeard for professional services rendered for services or products other than those listed under the captions "Audit Fees," "Audit-Related Fees," and "Tax Fees" totaled \$24,000 for the year ended June 30, 2010 and \$-0- for the year ended June 30, 2009.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than ten percent of the Common Stock, to file reports of ownership and changes in ownership of the Common Stock with the Securities and Exchange Commission and to provide copies of those reports to the Company. The Company is not aware of any beneficial owner, as defined under Section 16(a), of more than ten percent of the outstanding common stock, other than Kearny MHC. Based solely on its review of these reports or representations from the reporting persons that no filings are due, the Company believes that all Section 16(a) filing requirements applicable to its officers and directors were complied with during the 2010 fiscal year.

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SHAREHOLDER COMMUNICATIONS TO THE BOARD  
AND SHAREHOLDER PROPOSALS

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The Board of Directors does not have a formal process for shareholders to send communications to the Board. In view of the infrequency of shareholder communications to the Board of Directors, the Board does not believe that a formal process is necessary. Written communications received by the Company from shareholders are shared with the full Board no later than the next regularly scheduled Board meeting.

In order to be considered for inclusion in the Company's proxy materials for the 2011 annual meeting of shareholders, all shareholder proposals must be received at the Company's executive office at 120 Passaic Avenue, Fairfield, New Jersey 07004 no later than May 24, 2011.

Under the Company's bylaws, any new business to be taken up at the annual meeting shall be stated in writing and filed with the secretary of the Company at least five days before the date of the annual meeting, and all business so stated, proposed and filed shall be considered at the annual meeting; but no other proposal shall be acted upon at the annual meeting.

Unless unable to attend due to illness or other unforeseen circumstances; each member of the Board of Directors is present at annual meetings. Nine directors attended the 2009 Annual Meeting of Shareholders.

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SHAREHOLDERS SHARING A SINGLE ADDRESS

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Only one copy of this proxy statement and the accompanying annual report to shareholders is being delivered to multiple shareholders sharing an address unless the Company has previously received contrary instructions from one or more of such shareholders. On written or oral request to the Secretary of Kearny Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey 07004 (973) 244-4500, the Company will deliver promptly a separate copy of this proxy statement and the Annual Report to a shareholder at a shared address to which a single copy of the documents was delivered. Shareholders sharing an address who wish, in the future, to receive separate copies or a single copy of our proxy statements and annual reports should provide written or oral notice to the Secretary at the address and telephone number set forth above.

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OTHER MATTERS

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The Board of Directors is not aware of any other matters to come before the Annual Meeting. However, if any other matters should properly come before the Annual Meeting or any adjournments, it is intended that proxies in the accompanying form will be voted in respect thereof in accordance with the judgment of the persons named in the accompanying proxy.





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MISCELLANEOUS

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The Company will bear the cost of soliciting proxies. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses that they incur in forwarding proxy materials to the beneficial owners of Common Stock. In addition to soliciting proxies by mail, directors, officers, and regular employees of the Company may solicit proxies personally or by telephone without additional compensation.

The Company's 2010 Annual Report to Shareholders, which includes a copy of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2010, accompanies this proxy statement. Except in the extent specifically incorporated by reference, the Annual Report is not to be treated as part of the proxy solicitation material nor as having been incorporated by reference herein.

# REVOCABLE PROXY

KEARNY FINANCIAL CORP.

/X/ PLEASE MARK VOTES

AS IN THIS EXAMPLE

|                                |       |                          |        |
|--------------------------------|-------|--------------------------|--------|
|                                | WITH- | FOR ALL                  |        |
| ANNUAL MEETING OF SHAREHOLDERS | FOR   | HOLD                     | EXCEPT |
| October 21, 2010               | 1.    | The election as director | ..     |

The undersigned hereby appoints the Board of Directors of the nominees listed of Kearny Financial Corp. (the "Company"), or ~~it~~ except as marked to the designee, with full powers of substitution, to act as contrary below):

attorneys and proxies for the undersigned, to vote all shares of common stock of the Company, which the John J. Mazur, Jr. undersigned is entitled to vote at the Annual Meeting of Matthew T. McClane Shareholders (the "Annual Meeting"), to be held at the John F. McGovern offices of Kearny Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey on October 21, 2010, at 10:00 a.m.

INSTRUCTION: To withhold authority to vote for any and at any and all adjournments thereof, in the following individual nominee, mark "FOR ALL EXCEPT" and write that nominee's name in the space provided below.

|     |                     |         |    |
|-----|---------------------|---------|----|
| FOR | AGAINST             | ABSTAIN |    |
| 2.  | Ratification of the | ..      | .. |
|     | ..                  | ..      |    |

appointment of  
ParenteBeard LLC  
as the Company's  
independent auditor  
for the fiscal year ending  
June 30, 2011

THIS PROXY WILL BE VOTED AS DIRECTED, BUT IF NO INSTRUCTIONS ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR THE LISTED NOMINEES AND FOR PROPOSAL 2. IF ANY OTHER BUSINESS IS PRESENTED AT THE ANNUAL MEETING, THIS PROXY WILL BE VOTED BY THOSE NAMED IN THIS PROXY IN ACCORDANCE WITH THE DETERMINATION OF THE BOARD OF DIRECTORS. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE ANNUAL MEETING. THIS PROXY CONFERS DISCRETIONARY AUTHORITY ON THE HOLDERS THEREOF TO VOTE WITH RESPECT TO THE ELECTION OF ANY PERSON AS DIRECTOR WHERE THE NOMINEE IS UNABLE TO SERVE OR FOR GOOD CAUSE WILL NOT SERVE AND MATTERS INCIDENT TO THE

CONDUCT OF THE ANNUAL MEETING.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.

Please be sure to date and sign this proxy card in the box below

Shareholder sign above.

Co-holder (if any) sign above.

Detach above card, sign, date and mail in postage paid envelope provided.

KEARNY FINANCIAL CORP.  
120 PASSAIC AVENUE  
FAIRFIELD, NEW JERSEY 07004

PLEASE ACT PROMPTLY

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE

Should the above shareholder be present and elect to vote at the Annual Meeting or at any adjournment thereof and after notification to the Secretary of the Company at the Annual Meeting of the shareholder's decision to terminate this proxy, then the power of said attorneys and proxies shall be deemed terminated and of no further force and effect. The above shareholder acknowledges receipt from the Company prior to the execution of this proxy of notice of the Annual Meeting, a Proxy Statement therefor and the 2010 Annual Report to Shareholders. Please sign exactly as your name appears on this proxy card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

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TO: Participants in the Employees' Savings and Profit Sharing Plan and Trust ("401K Plan")  
for Kearny Federal Savings Bank

Date: September 20, 2010

As described in the enclosed materials, your voting instructions are being requested as a participant under the Kearny Federal Savings Bank Employees' Savings and Profit Sharing Plan and Trust ("401K Plan") in connection with an upcoming Annual Meeting of Stockholders of Kearny Financial Corp. ("Company"). The Annual Meeting is for the purpose of considering and acting upon the following matters:

1. The election of three directors of Kearny Financial Corp.;
2. The ratification of the appointment of ParenteBeard LLC as the Company's independent auditor for the fiscal year ending June 30, 2011.

We hope you will take advantage of the opportunity to direct the manner in which shares of Company Common stock allocated to your account under the 401K Plan will be voted.

Enclosed with this letter are a Proxy Statement, the Company's Annual Report for the fiscal year ended June 30, 2010, and a 401K Plan Voting Instruction Form, which will permit you to vote the shares allocated to your 401K Plan account. After you have reviewed these materials, we urge you to vote your shares held pursuant to the 401K Plan by marking, dating, signing the enclosed 401K Plan Voting Instruction Form and returning it to the 401K Plan Trustee in the enclosed envelope. The Trustees will certify the totals to the Company for the purpose of having those shares voted.

We urge each of you to vote, as a means of participating in the governance of the affairs of Company. If your voting instructions for the 401K Plan are not received in a timely manner, the shares allocated to your account will be voted by the 401K Plan Trustees at the direction of the Company's Board of Directors, serving as the 401(k) Plan Administrator. While I hope that you will vote in the manner recommended by the Board of Directors, the most important thing is that you vote in whatever manner you deem appropriate. Please take a moment to do so.

Please note the enclosed material relates only to those shares that have been allocated to your account under the 401K Plan. You will receive other voting material for those shares owned by you individually and not under the 401K Plan.

Sincerely,

/s/ John N. Hopkins

John N. Hopkins  
Chief Executive Officer

VOTING INSTRUCTION FORM  
KEARNY FINANCIAL CORP.

/X/ PLEASE MARK VOTES  
AS IN THIS EXAMPLE

|                    |      |                          |         |
|--------------------|------|--------------------------|---------|
|                    | 4    | WITH                     | FOR ALL |
| ANNUAL MEETING OFF | OR   | HOLD                     | EXCEPT  |
| SHAREHOLDERS       | 0 1. | The election as director | "       |
| OCTOBER 21, 2010   | "    | "                        | "       |
|                    | 1    | of the nominees listed   |         |
|                    | K    | (except as marked to the |         |

The undersigned hereby instructs the Trustee of the Kearnycontrary below):

Federal Savings Bank Employees' Savings and Profit Sharing  
Plan and Trust ("401(k) Plan") to vote, as designated below, John J. Mazur, Jr.  
the shares of Common Stock of Kearny Financial Corp. Matthew T. McClane  
("Company") allocated to the 401(k) Plan account of the John F. McGovern  
undersigned as of September 3, 2010 at the Annual Meeting

of Shareholders (the "Annual Meeting"), to be held at the office of  
of Kearny Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey on October 21, 2010, at 10:00 a.m. and at any and  
all adjournments thereof, in the following manner:

INSTRUCTION: To withhold authority to vote for  
any individual nominee, mark "For All Except" and  
write the nominee's name in the space provided  
below.

|     |                              |                             |
|-----|------------------------------|-----------------------------|
| FOR | AGAINST                      | ABSTAIN                     |
| 1.  | Ratification of the appoint- |                             |
| "   | "                            | "                           |
|     | ment of Parente              | Beard LLC                   |
|     | as the Company's independent | auditor for the fiscal year |
|     | ending June 30, 2011.        |                             |

\_\_\_\_\_  
Please be sure to sign and date  
this form in the box below

DATE

If you return this 401(k) Plan Voting Instruction  
Form, properly signed, but you do not otherwise  
specify, shares allocated to your 401(k) Plan  
account will be voted "FOR" the above listed  
nominees and proposals. If you do not return this  
Voting Instruction Form, your shares will be voted  
by the Trustees at the direction of the Company's  
Board of Directors serving as the 401(k) Plan  
Administrator.

\_\_\_\_\_  
Sign above

The Company's Board of Directors recommends a  
vote "FOR" the above listed nominees and  
proposals. It is anticipated that the Company's  
Board of Directors, serving as the 401(k) Plan  
Administrator, will (subject to its fiduciary duty)  
instruct the 401(k) Plan Trustee to vote all shares  
for which no timely voting direction is received  
"FOR" the above listed nominees and proposals.

Detach above form, sign, date and mail in postage paid envelope

KEARNY FINANCIAL CORP.  
120 PASSAIC AVENUE  
FAIRFIELD, NEW JERSEY 07004  
PLEASE ACT PROMPTLY

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS VOTING INSTRUCTION FORM PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

The above 401(k) Plan participant acknowledges receipt from the Company prior to the execution of this proxy of notice of the Annual Meeting, a Proxy Statement therefor and the 2010 Annual Report to Shareholders. Please sign exactly as your name appears on this form. When signing as attorney, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE FORM IN THE ENVELOPE PROVIDED.

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TO: Participants in the Employee Stock Ownership Plan of Kearny Federal Savings Bank

Date: September 20, 2010

As described in the enclosed materials, your voting instructions are being requested as a participant under the Kearny Federal Savings Bank Employee Stock Ownership Plan (the "ESOP") in connection with an upcoming Annual Meeting of Stockholders of Kearny Financial Corp. ("Company"). The Annual Meeting is for the purpose of considering and acting upon the following matters:

1. The election of three directors of Kearny Financial Corp.;
2. The ratification of the appointment of ParenteBeard LLC as the Company's independent auditor for the fiscal year ending June 30, 2011.

We hope you will take advantage of the opportunity to direct the manner in which shares of Company Common stock allocated to your account under the ESOP will be voted.

Enclosed with this letter are a Proxy Statement, the Company's Annual Report for the fiscal year ended June 30, 2010, and an ESOP Voting Instruction Form, which will permit you to vote the shares allocated to your ESOP account. After you have reviewed these materials, we urge you to vote your shares held pursuant to the ESOP by marking, dating, signing the enclosed ESOP Voting Instruction Form and returning it to the ESOP Trustee in the enclosed envelope. The Trustees will certify the totals to the Company for the purpose of having those shares voted.

We urge each of you to vote, as a means of participating in the governance of the affairs of Company. If your voting instructions for the ESOP are not received in a timely manner, the shares allocated to your account will be voted by the ESOP Trustees at the direction of the Company's Board of Directors or the ESOP Committee of the Board. While I hope that you will vote in the manner recommended by the Board of Directors, the most important thing is that you vote in whatever manner you deem appropriate. Please take a moment to do so.

Please note the enclosed material relates only to those shares that have been allocated to your account under the ESOP. You will receive other voting material for those shares owned by you individually and not under the ESOP.

Sincerely,

/s/ John N. Hopkins

John N. Hopkins  
Chief Executive Officer

VOTING INSTRUCTION FORM

KEARNY FINANCIAL CORP.

/X/ PLEASE MARK VOTES  
AS IN THIS EXAMPLE

|              |                    |                              |             |
|--------------|--------------------|------------------------------|-------------|
|              |                    | E WITH                       | FOR ALL     |
| SHAREHOLDERS | ANNUAL MEETING OFF | FOR                          | HOLD EXCEPT |
|              | OCTOBER 21, "      | S1. The election as director | "           |
| 2010         |                    | Of the nominees listed       |             |
|              |                    | P(except as marked to the    |             |

The undersigned hereby instructs the Trustee of the Kearnycontrary below):

Federal Savings Bank Employee Stock Ownership Plan  
("ESOP") to vote, as designated below, all the shares of John J. Mazur, Jr.  
Common Stock of Kearny Financial Corp. ("Company") Matthew T. McClane  
allocated to the ESOP account of the undersigned as of John F. McGovern  
September 3, 2010 at the Annual Meeting of Shareholders

(the "Annual Meeting"), to be held at the offices of Kearny INSTRUCTION: To withhold authority to vote for  
Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey any individual nominee, mark "For All Except" and  
on October 21, 2010, at 10:00 a.m. and at any and all write the nominee's name in the space provided  
adjournments thereof, in the following manner: below.

|                                 |         |         |
|---------------------------------|---------|---------|
| FOR                             | AGAINST | ABSTAIN |
| 1. Ratification of the appoint- | "       | "       |
| ment of ParenteBeard LLC        |         |         |
| as the Company's independent    |         |         |
| auditor for the fiscal year     |         |         |
| ending June 30, 2011.           |         |         |

If you return the form properly signed, but you do not otherwise specify, shares will be voted "FOR" the above listed nominees and proposals. If you do not return this form, your shares will be voted by the Trustees as directed by the ESOP Committee consisting of the outside directors of the Company's Board of Directors.

\_\_\_\_\_  
Please be sure to sign and date DATE  
this form in the box below

\_\_\_\_\_  
Sign above

Detach above form, sign, date and mail in postage paid envelope  
KEARNY FINANCIAL CORP.  
120 PASSAIC AVENUE



FAIRFIELD, NEW JERSEY 07004

PLEASE ACT PROMPTLY

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS VOTING INSTRUCTION FORM PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

The above participant acknowledges receipt from the Company prior to the execution of this proxy of notice of the Annual Meeting, a Proxy Statement therefor and the 2010 Annual Report to Shareholders. Please sign exactly as your name appears on this form. When signing as attorney, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE FORM IN THE ENVELOPE PROVIDED.

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