Kearny Financial Corp.
Form 10-K
September 15, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended June 30, 2008

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _________________ to __________________

Commission File Number: **0-51093**

KEARNY FINANCIAL CORP.
(Exact name of Registrant as specified in its Charter)

United States (State or other Jurisdiction of Incorporation or Organization)	**22-3803741** (I.R.S. Employer Identification No.)
120 Passaic Avenue, Fairfield, New Jersey (Address of Principal Executive Offices)	**07004** (Zip Code)

Registrant's telephone number, including area code: **(973) 244-4500**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $0.10 par value	**The NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. o YES x NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. o YES x NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x YES o NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o	Smaller reporting company o
(Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). o YES x NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant on December 31, 2007 (the last business day of the Registrant's most recently completed second fiscal quarter) was $198.6 million. Solely for purposes of this calculation, shares held by directors, executive officers and greater than 10% stockholders are treated as shares held by affiliates.

As of September 5, 2008 there were outstanding 70,450,703 shares of the Registrant's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the definitive Proxy Statement for the Registrant's 2008 Annual Meeting of Stockholders. (Part III)

KEARNY FINANCIAL CORP.

ANNUAL REPORT ON FORM 10-K

For the Fiscal Year Ended June 30, 2008

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SIGNATURES

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Forward-Looking Statements

Kearny Financial Corp. (the “Company” or the “Registrant”) may from time to time make written or oral “forward-looking statements,” including statements contained in the Company’s filings with the Securities and Exchange Commission (including this Annual Report on Form 10-K and the exhibits thereto), in its reports to stockholders and in other communications by the Company, which are made in good faith by the Company pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements involve risks and uncertainties, such as statements of the Company’s plans, objectives, expectations, estimates and intentions that are subject to change based on various important factors (some of which are beyond the Company’s control). In addition to the factors described under Item 1A. Risk Factors, the following factors, among others, could cause the Company’s financial performance to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements: the strength of the United States economy in general and the strength of the local economy in which the Company conducts operations; the effects of and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System, inflation, interest rates, market and monetary fluctuations; the impact of changes in financial services laws and regulations (including laws concerning taxation, banking, securities and insurance); changes in accounting policies and practices, as may be adopted by regulatory agencies, the Financial Accounting Standards Board (“FASB”) or the Public Company Accounting Oversight Board; technological changes; competition among financial services providers; and the success of the Company at managing the risks involved in the foregoing and managing its business.

The Company cautions that the foregoing list of important factors is not exclusive. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company.

PART I

Item 1. Business

General

The Company is a federally-chartered corporation that was organized on March 30, 2001 for the purpose of being a holding company for Kearny Federal Savings Bank (the “Bank”), a federally-chartered stock savings bank. On February 23, 2005, the Company completed a minority stock offering in which it sold 21,821,250 shares, representing 30% of its outstanding common stock upon completion of the offering. The remaining 70% of the outstanding common stock, totaling 50,916,250 shares, were retained by Kearny MHC (the “MHC”). The MHC is a federally-chartered mutual holding company and so long as the MHC is in existence, it will at all time own a majority of the outstanding common stock of the Company. The stock repurchase programs conducted by the Company since the offering have reduced the total number of shares outstanding. The 50,916,250 shares held by the MHC represented 72.2% of the total shares outstanding as of the Company’s June 30, 2008 fiscal year end. The MHC and the Company are regulated by the Office of Thrift Supervision.

The Company is a unitary savings and loan holding company and conducts no significant business or operations of its own. References in this Annual Report on Form 10-K to the Company or Registrant generally refer to the Company and the Bank, unless the context indicates otherwise. References to “we,” “us,” or “our” refer to the Bank or Company, or both, as the context indicates.

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The Bank was originally founded in 1884 as a New Jersey mutual building and loan association. It obtained federal insurance of accounts in 1939 and received a federal charter in 1941. The Bank's deposits are federally insured by the Deposit Insurance Fund as administered by the Federal Deposit Insurance Corporation and the Bank is regulated by the Office of Thrift Supervision and the Federal Deposit Insurance Corporation.

Our primary business is attracting retail deposits from the public and using those deposits, together with funds generated from operations, principal repayments on securities and loans and borrowed funds, for our investing and lending activities. We invest in mortgage-backed securities, U.S. government obligations, obligations of state and political subdivisions and other securities. Our loan portfolio consists of one-to-four family residential mortgage loans, multi-family and commercial mortgage loans, commercial business loans, home equity loans and lines of credit, other consumer loans and construction loans. At June 30, 2008, net loans receivable comprised 49.0% of our total assets while securities (mortgage-backed securities and non-mortgage-backed) comprised 36.7% of our total assets. By comparison, at June 30, 2007, net loans receivable comprised 44.9% of our total assets while securities comprised 38.2% of our total assets. It is our intention to continue increasing the balance of our loan portfolio relative to the size of our securities portfolio.

We operate from an administrative headquarters in Fairfield, New Jersey and as of June 30, 2008 had 28 branch offices. We also operate an Internet website at www.kearnyfederalsavings.com. As of June 30, 2008, we had 266 full-time employees and 20 part-time employees.

Market Area. Our primary market area consists of the northern New Jersey counties in which we currently operate branches: Bergen, Hudson, Passaic, Morris, Middlesex, Essex, Union and Ocean Counties. We also consider Monmouth County, New Jersey to be part of our market area. Our lending is concentrated in these nine counties and our predominant sources of deposits are the communities in which our offices are located as well as the neighboring communities.

Our primary market area is largely urban and suburban with a broad economic base as is typical within the New York metropolitan area. Service jobs represent the largest employment sector followed by wholesale/retail trade.

Our business of attracting deposits and making loans is primarily conducted within our market area. A downturn in the local economy could reduce the amount of funds available for deposit and the ability of borrowers to repay their loans. As a result, our profitability could decrease.

Competition. We operate in a market area with a high concentration of banking and financial institutions and we face substantial competition in attracting deposits and in originating loans. A number of our competitors are significantly larger institutions with greater financial and managerial resources and lending limits. Our ability to compete successfully is a significant factor affecting our growth potential and profitability.

Our competition for deposits and loans historically has come from other insured financial institutions such as local and regional commercial banks, savings institutions and credit unions located in our primary market area. We also compete with mortgage banking and finance companies for real estate loans and with commercial banks and savings institutions for consumer loans and we face competition for funds from investment products such as mutual funds, short-term money market funds and corporate and government securities. There are large competitors operating throughout our total market area, including Bank of America, TD Commerce Bank, Wachovia Bank, PNC Bank and Hudson City Savings Bank with JP Morgan Chase Bank and Citibank also expanding their presence and we face strong competition from other community-based financial institutions. Based on data compiled by the Federal Deposit Insurance

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Corporation as of June 30, 2007, the latest date for which such data is available, Kearny Federal Savings Bank was ranked 20th of 119 depository institutions operating in the eight counties in which it has branches with 0.95% of total FDIC-insured deposits.

Lending Activities

General. We have traditionally focused on the origination of one-to-four family loans, which comprise a significant majority of our total loan portfolio. Our next largest category of lending is commercial real estate, which includes multi-family dwellings, mixed-use properties and other commercial properties. We also offer consumer loans (primarily composed of home equity loans and lines of credit), construction loans (to builders and developers as well as to individual homeowners) and commercial business loans, generally secured by real estate. Substantially all of our borrowers are residents of our primary market area and would be expected to be similarly affected by economic and other conditions in that area. Since May 2007, we have been purchasing out-of-state one-to-four family first mortgage loans in states we have deemed to be minimally affected by the housing and credit crises, to supplement our in-house originations, as discussed on Page 11.

	At June 30,									
	2008		**2007**		**2006**		**2005**		**2004**	
	Amount	**Percent**	**Amount**	**Percent**	**Amount**	**Percent**	**Amount**	**Percent**	**Amount**	**Percent**
	(Dollars in Thousands)									
Real estate mortgage:										
One-to-four family	**$ 687,679**	**66.99 %**	$ 559,306	64.66 %	$ 465,822	65.80 %	$ 382,766	68.03 %	$ 358,241	70.22 %
Multi-family and commercial	**178,588**	**17.40**	159,147	18.40	107,111	15.13	96,685	17.19	83,426	16.35
Commercial business	**8,735**	**0.85**	4,205	0.48	3,208	0.45	2,930	0.52	5,161	1.01
Consumer:										
Home equity loans	**123,978**	**12.08**	113,624	13.14	93,639	13.23	54,199	9.63	37,381	7.33
Home equity lines of credit	**11,478**	**1.12**	12,748	1.47	12,988	1.83	14,850	2.64	15,677	3.07
Passbook or certificate	**2,662**	**0.26**	3,250	0.38	2,884	0.41	2,831	0.50	2,746	0.54
Other	**1,332**	**0.13**	1,391	0.16	247	0.03	264	0.05	336	0.07
Construction	**12,062**	**1.17**	11,360	1.31	22,078	3.12	8,094	1.44	7,212	1.41
Total loans	**1,026,514**	**100.00 %**	865,031	100.00 %	707,977	100.00 %	562,619	100.00 %	510,180	100.00 %
Less:										
Allowance for loan losses	**6,104**		6,049		5,451		5,416		5,144	
Deferred loan (costs) and fees, net	**(1,276)**		(1,511)		(1,087)		(815)		(758)	
	4,828		4,538		4,364		4,601		4,386	
Total loans, net	**$ 1,021,686**		$ 860,493		$ 703,613		$ 558,018		$ 505,794	

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Loan Maturity Schedule. The following table sets forth the maturities of our loan portfolio at June 30, 2008. Demand loans, loans having no stated maturity and overdrafts are shown as due in one year or less. Loans are stated in the following table at contractual maturity and actual maturities could differ due to prepayments.

	Real estate mortgage: One-to-four family	**Real estate mortgage: Multi-family and commercial**	**Commercial business**	**Home equity loans**	**Home equity lines of credit**	**Passbook or certificate**	**Other**	**Construction**	**Total**
	(In Thousands)								
Amounts Due:									
Within 1 Year	$ 303	$ 262	$ 1,342	$ 147	$ 37	$ 1,438	$ 106	$ 8,467	$ 12,102
After 1 year:									
1 to 3 years	2,135	1,189	3,402	5,303	22	123	9	3,595	15,778
3 to 5 years	18,164	3,265	457	9,487	161	8	—	—	31,542
5 to 10 years	102,384	11,645	—	36,732	5,284	10	—	—	156,055
10 to 15 years	121,819	33,584	1,554	36,782	5,068	—	—	—	198,807
Over 15 years	442,874	128,643	1,980	35,527	906	1,083	1,217	—	612,230
Total due after one year	687,376	178,326	7,393	123,831	11,441	1,224	1,226	3,595	1,014,412
Total amount due	$ 687,679	$ 178,588	$ 8,735	$ 123,978	$ 11,478	$ 2,662	$ 1,332	$ 12,062	$ 1,026,514

The following table shows the dollar amount of loans as of June 30, 2008 due after June 30, 2009 according to rate type and loan category.

	Fixed Rates	**Floating or Adjustable Rates**	**Total**
	(In Thousands)		
Real estate mortgage:			
One-to-four family	$ 604,022	$ 83,354	$ 687,376
Multi-family and commercial	155,626	22,700	178,326
Commercial business	3,162	4,231	7,393
Consumer:			
Home equity loans	123,831	—	123,831
Home equity lines of credit	2,904	8,537	11,441
Passbook or certificate	—	1,224	1,224
Other	9	1,217	1,226
Construction	—	3,595	3,595
Total	$ 889,554	$ 124,858	$ 1,014,412

One-to-Four Family Mortgage Loans. Our primary lending activity consists of the origination of one-to-four family first mortgage loans, of which approximately $618.8 million are secured by property located within New Jersey. During the year ended June 30, 2008, the Bank originated $99.1 million of one-to-four family first mortgage loans within New Jersey compared to $67.2 million in the year ended June 30, 2007. Contributing to the increase in one-to-four family first mortgage loan originations were increased marketing efforts as well as the tightening of credit standards by large mortgage originators negatively impacted by the housing and credit crisis. We also purchased one-to-four family first mortgages totaling $102.2 million during the year ended June 30, 2008, compared to $97.5 million during the year ended June 30, 2007.

We will originate a one-to-four family mortgage loan on an owner-occupied property with a principal amount of up to 95% of the lesser of the appraised value or the purchase price of the property, with private mortgage insurance required if the loan-to-value ratio exceeds 80%. Our loan-to-value limit on a non-owner-occupied property is 75%. Loans in excess of $1.0 million are handled on a case-by-case basis and are subject to lower loan-to-value limits, generally no more than 50%.

Our fixed-rate and adjustable-rate residential mortgage loans on owner-occupied properties have terms of ten to 30 years. Residential mortgage loans on non-owner-occupied properties have terms of up to 15 years for fixed-rate loans and terms up to 20 years for adjustable-rate loans. We also offer ten-year balloon mortgages with a thirty-year amortization schedule on owner-occupied properties and a twenty-year amortization schedule on non-owner-occupied properties.

Our adjustable-rate loan products provide for an interest rate that is tied to the one-year Constant Maturity U.S. Treasury index and have terms of up to 30 years with initial fixed-rate periods of one, three, five, seven, or ten years according to the terms of the loan and annual rate adjustment thereafter. We also offer an adjustable-rate loan with a term of up to 30 years with a rate that adjusts every five years to the five-year Constant Maturity U.S. Treasury index. There is a 200 basis point limit on the rate adjustment in any adjustment period and the rate adjustment limit over the life of the loan is 600 basis points.

We offer a first-time homebuyer program for persons who have not previously owned real estate and are purchasing a one-to-four family property in Bergen, Passaic, Morris, Essex, Hudson, Middlesex, Monmouth, Ocean and Union Counties, New Jersey for use as a primary residence. This program is also available outside these areas only to persons who are existing deposit or loan customers of Kearny Federal Savings Bank and/or members of their immediate families. The financial incentives offered under this program are a one-eighth of one percent rate reduction on all first mortgage loan types and the refund of the application fee at closing.

The fixed-rate mortgage loans that we originate generally meet the secondary mortgage market standards of the Federal Home Loan Mortgage Corporation. However, as our focus is on increasing the size of the loan portfolio, we generally do not sell loans in the secondary market and do not currently anticipate that we will commence doing so in any large capacity. There were no residential mortgage loan sales during the last three fiscal years.

Substantially all of our residential mortgages include “due on sale” clauses, which give us the right to declare a loan immediately payable if the borrower sells or otherwise transfers an interest in the property to a third party. Property appraisals on real estate securing our one-to-four family first mortgage loans are made by state certified or licensed independent appraisers approved by the Board of Directors. Appraisals are performed in accordance with applicable regulations and policies. We require title insurance policies on all first mortgage real estate loans originated. Homeowners, liability and fire insurance and, if applicable, flood insurance, are also required.

Multi-Family and Commercial Real Estate Mortgage Loans. We also originate mortgage loans on multi-family and commercial real estate properties, including loans on apartment buildings, retail/service properties and other income-producing properties, such as mixed-use properties combining residential and commercial space. The Bank originated $44.9 million of multi-family and commercial real estate mortgages during the year ended June 30, 2008, compared to $62.9 million during the year ended June 30, 2007. The Bank’s business plan calls for an increased emphasis on originating these types of mortgages, however, a slowing economy led to the decrease in originations year-over-year. Also, this type of loan product became somewhat less desirable due to depressed yields resulting from intense competition in our market area for quality commercial real estate loans.

We generally require no less than a 30% down payment or equity position for mortgage loans on multi-family and commercial real estate properties and we require personal guarantees on all such loans. Currently, these loans are made with a maturity of up to 20 years. We also offer a five-year balloon loan with a twenty-year amortization schedule. All of our multi-family and commercial real estate mortgage loans are on properties located in New Jersey.

Multi-family and commercial real estate mortgage loans generally are considered to entail significantly greater risk than that which is involved with one-to-four family, owner-occupied real estate lending. The repayment of these loans typically is dependent on the successful operations and income stream of the borrower and the real estate securing the loan as collateral. These risks can be significantly affected by economic conditions. In addition, multi-family and commercial real estate mortgage loans generally carry larger balances to single borrowers or related groups of borrowers than one-to-four family mortgage loans. Multi-family and commercial real estate lending typically requires substantially greater evaluation and oversight efforts compared to residential real estate lending.

Commercial Business Loans. We also originate commercial term loans and lines of credit to a variety of professionals, sole proprietorships and small businesses in our market area. During the year ended June 30, 2008, the Bank originated $7.6 million of commercial business loans compared to $4.6 million during the year ended June 30, 2007. Year-over-year, commercial business loan originations

increased despite the decrease in commercial real estate mortgage originations. Management expects a gradual increase in the origination of commercial business loans since the typical borrower may have a need for both types of loans.

These loans are normally secured by real estate and we require personal guarantees on all commercial loans. Approximately 65.6% of our commercial business loans are secured by one-to-four family properties and approximately 33.8% are secured by commercial real estate. Marketable securities may also be accepted as collateral on lines of credit, but with a loan to value limit of 50%. The loan to value limit on secured commercial lines of credit and term loans is otherwise generally limited to 70%. We also make unsecured commercial loans in the form of overdraft checking authorization up to $25,000 and unsecured lines of credit up to $25,000.

Our commercial term loans generally have terms of up to 15 years and are mostly fixed-rate loans. Our commercial lines of credit have terms of up to two years and are mostly adjustable-rate loans. We also offer a one-year, interest-only commercial line of credit with a balloon payment.

Unlike single-family, owner-occupied residential mortgage loans, which generally are made on the basis of the borrower’s ability to make repayment from his or her employment and other income and which are secured by real property whose value tends to be more easily ascertainable, commercial business loans typically are made on the basis of the borrower’s ability to make repayment from the cash flow of the borrower’s business. As a result, the availability of funds for the repayment of commercial business loans may be substantially dependent on the success of the business itself and the general economic environment. Commercial business loans, therefore, have greater credit risk than residential mortgage loans. In addition, commercial loans generally carry larger balances to single borrowers or related groups of borrowers than one-to-four family first mortgage loans. Commercial lending requires substantially greater evaluation and oversight efforts compared to residential or commercial real estate lending.

Home Equity Loans and Lines of Credit. Our home equity loans are fixed-rate loans for terms of generally up to 20 years. We also offer fixed-rate and adjustable-rate home equity lines of credit with terms of up to 15 years. During the year ended June 30, 2008, the Bank originated $45.0 million of home equity loans and lines of credit compared to $51.4 million in the year ended June 30, 2007. The decrease in originations resulted from strong competition in the marketplace for these types of loans as well as a general decline in the value of residential real estate.

Collateral value is determined through an Automated Valuation Module (AVM), specifically, Freddie Mac’s Home Valuation Explorer (HVE), or property value analysis report (FHLMC Form 704) provided by a state certified or licensed independent appraiser. In some cases, we determine collateral value by a full appraisal performed by a state certified or licensed independent appraiser. Home equity loans and lines of credit do not require title insurance but do require homeowner, liability and fire insurance and, if applicable, flood insurance.

Home equity loans and fixed-rate home equity lines of credit are primarily originated in our market area and are generally made in amounts of up to 80% of value on term loans and of up to 75% of value on home equity adjustable-rate lines of credit. We originate home equity loans secured by either a first lien or a second lien on the property.

Other Consumer Loans. In addition to home equity loans and lines of credit, our consumer loan portfolio includes loans secured by savings accounts and certificates of deposit on deposit with the Bank and unsecured personal overdraft loans. We will generally lend up to 90% of the account balance on a loan secured by a savings account or certificate of deposit.

Consumer loans entail greater risks than residential mortgage loans, particularly consumer loans that are unsecured. Consumer loan repayment is dependent on the borrower's continuing financial stability and is more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. The application of various federal laws, including federal and state bankruptcy and insolvency laws, may limit the amount that can be recovered on consumer loans in the event of a default.

Our underwriting standards for consumer loans include a determination of the applicant's credit history and an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan. The stability of the applicant's monthly income may be determined by verification of gross monthly income from primary employment and any additional verifiable secondary income.

Construction Lending. Our construction lending includes loans to individuals for construction of one-to-four family residences or for major renovations or improvements to an existing dwelling. Our construction lending also includes loans to builders and developers for multi-unit buildings or multi-house projects. All of our construction lending is in New Jersey. During the year ended June 30, 2008, construction loan originations and/or disbursements were $5.6 million compared to $6.3 million during the year ended June 30, 2007. For the second year in a row, there was a decrease in construction loan originations and/or disbursements year-over-year, due to the sluggish residential real estate market.

Construction borrowers must hold title to the land free and clear of any liens. Financing for construction loans is limited to 80% of the anticipated appraised value of the completed property. Disbursements are made in accordance with inspection reports by our approved appraisal firms. Terms of financing are limited to one year with an interest rate tied to the prime rate published in the Wall Street Journal and may include a premium of one or more points. In some cases, we convert a construction loan to a permanent mortgage loan upon completion of construction.

We have no formal limits as to the number of projects a builder has under construction or development and make a case-by-case determination on loans to builders and developers who have multiple projects under development. The Board of Directors reviews the Bank's business relationship with a builder or developer prior to accepting a loan application for processing. We generally do not make construction loans to builders on a speculative basis. There must be a contract in place. Financing is provided for up to two houses at a time in a multi-house project, requiring a contract on one of the two houses before financing for the next house may be obtained.

Construction lending is generally considered to involve a higher degree of credit risk than mortgage lending. If the initial estimate of construction cost proves to be inaccurate, we may be compelled to advance additional funds to complete the construction with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan. If we are forced to foreclose on a project prior to completion, there is no assurance that we will be able to recover the entire unpaid portion of the loan. In addition, we may be required to fund additional amounts to complete a project and may have to hold the property for an indeterminate period.

Loans to One Borrower. Federal law generally limits the amount that a savings institution may lend to one borrower to the greater of $500,000 or 15% of the institution's unimpaired capital and surplus. Accordingly, as of June 30, 2008, our loans-to-one-borrower limit was approximately $52.6 million.

At June 30, 2008, our largest single borrower had an aggregate loan balance of approximately $14.9 million, representing four mortgage loans secured by commercial real estate. Our second largest single borrower had an aggregate loan balance of approximately $10.7 million, representing nine loans secured by commercial real estate, two residential construction loans and one residential loan. Our third largest borrower had an aggregate loan balance of approximately $10.0 million, representing two loans

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secured by commercial real estate. At June 30, 2008, all of these lending relationships were current and performing in accordance with the terms of their loan agreements.

Loan Originations, Purchases, Sales, Solicitation and Processing. The following table shows total loans originated, purchased and repaid during the periods indicated.

	For the Years Ended June 30,		
	2008	**2007**	**2006**
	(In Thousands)		
Loan originations and purchases:			
Loan originations:			
Real estate mortgage:			
One-to-four family	**$ 99,113**	$ 67,158	$ 118,371
Multi-family and commercial	**44,854**	62,948	23,444
Commercial business	**7,622**	4,604	708
Construction	**5,569**	6,268	22,638
Consumer:			
Home equity loans and lines of credit	**44,992**	51,437	66,456
Passbook or certificate	**1,504**	1,802	1,578
Other	**334**	1,553	412
Total loan originations	**203,988**	195,770	233,607
Loan purchases:			
Real estate mortgage:			
One-to-four family	**102,228**	97,521	24,434
Multi-family and commercial	—	—	—
Total loan purchases	**102,228**	97,521	24,434
Loan principal repayments	**(145,959)**	(136,669)	(113,786)
Increase due to other items	**936**	258	1,340
Net increase in loan portfolio	**$ 161,193**	$ 156,880	$ 145,595

Our customary sources of loan applications include repeat customers, referrals from realtors and other professionals and "walk-in" customers. Our residential loan originations are largely advertising driven.

We primarily originate our own loans and retain them in our portfolio. As part of our loan growth strategy, we generally do not sell loans in the secondary market and do not currently anticipate that we will commence doing so in any large capacity. There were no whole loan sales during the year ended June 30, 2008. Gross loan originations totaled $204.0 million for the year ended June 30, 2008 and exceeded principal repayments by approximately $58.0 million.

The Bank maintains loan purchase and servicing agreements with two large nationwide lenders, in order to supplement the Bank's loan production pipeline. Each agreement calls for the purchase of loan pools that contain mortgages on residential properties in our lending area. We have procedures in place for purchasing these mortgages such that the underwriting guidelines are consistent with those used in our in-house loan origination process. The evaluation and approval process ensures that the purchased loans generally conform to our normal underwriting guidelines. Our due diligence process includes full credit reviews and an examination of the title policy and associated legal instruments. We recalculate debt service and loan-to-value ratios for accuracy and review appraisals for reasonableness. We expanded our loan purchase and servicing agreements with the same nationwide lenders to include mortgage loans

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secured by residential real estate located outside of New Jersey. All loan packages presented to the Bank must meet the Bank's underwriting requirements as outlined in the purchase and servicing agreements and are subject to the same review process shown above. Furthermore, there are stricter underwriting guidelines in place for out-of-state mortgages, including higher minimum credit scores. During the year ended June 30, 2008, we purchased a total of $77.7 million fixed-rate loans from these sellers.

Once we purchase the loans, we continually monitor the seller's performance by thoroughly reviewing portfolio balancing reports, remittance reports, delinquency reports and other data supplied to us on a monthly basis. We also review the seller's financial statements and documentation as to their compliance with the servicing standards established by the Mortgage Bankers Association of America.

We purchase out-of-state one-to-four family first mortgage loans in states we have judged to be minimally affected by the housing and credit crises. As of June 30, 2008, our portfolio of out-of-state loans included mortgages in 22 states and totaled $68.9 million. The largest concentration of loans at June 30, 2008 is located in the state of Georgia, totaling $7.1 million.

The Bank also enters into purchase agreements with a limited number of smaller, local mortgage companies to supplement the Bank's loan production pipeline. These agreements call for the purchase, on a flow basis, of adjustable-rate and/or 10, 15 and 30-year fixed-rate mortgage loans with servicing released to the Bank. During the year ended June 30, 2008, we purchased a total of $2.1 million adjustable-rate loans and $22.4 million of fixed-rate loans from these companies.

In addition to purchasing one-to-four family loans, we also occasionally purchase participations in loans originated by other banks and through the Thrift Institutions Community Investment Corporation of New Jersey ("TICIC"). Our TICIC participations include multi-family and commercial real estate properties. The aggregate balance of TICIC participations at June 30, 2008 was $8.5 million and the average balance of a single participation was approximately $259,000. At June 30, 2008, we had six non-TICIC participations with an aggregate balance of $14.2 million, consisting of loans on commercial real estate properties, including a medical center, a self-storage facility, a shopping plaza and commercial buildings with a combination of retail and office space and a construction loan to build townhouses. During the year ended June 30, 2008, the Bank did not purchase any participations in loans originated by other banks.

Loan Approval Procedures and Authority. Senior management recommends and the Board of Directors approves our lending policies and loan approval limits. Our Chief Lending Officer may approve loans up to $750,000. Loan department personnel of the Bank serving in the following positions may approve loans as follows: mortgage loan managers, mortgage loans up to $500,000; mortgage loan underwriters, mortgage loans up to $25,000; consumer loan managers, consumer loans up to $250,000; and consumer loan underwriters, consumer loans up to $150,000. In addition to these principal amount limits, there are established limits for different levels of approval authority as to minimum credit scores and maximum loan to value ratios and debt ratios. Our Chief Executive Officer, Chief Financial Officer and Chief Investment Officer have authorization to countersign loans for amounts that exceed $750,000 up to a limit of $1.0 million. Our Chief Lending Officer must approve loans between $750,000 and $1.0 million along with one of these designated officers. Non-conforming mortgage loans and loans over $1.0 million require the approval of the Board of Directors.

Asset Quality

Loan Delinquencies and Collection Procedures. The borrower is notified by both mail and telephone when a loan is 30 days past due. If the delinquency continues, subsequent efforts are made to contact the delinquent borrower and additional collection notices and letters are sent. When a loan is 90 days delinquent, it is our general practice to refer it to an attorney for repossession or foreclosure. All reasonable attempts are made to collect from borrowers prior to referral to an attorney for collection. In certain instances, we may modify the loan or grant a limited moratorium on loan payments to enable the borrower to reorganize his or her financial affairs and we attempt to work with the borrower to establish a repayment schedule to cure the delinquency.

As to mortgage loans, if a foreclosure action is taken and the loan is not reinstated, paid in full or refinanced, the property is sold at judicial sale at which we may be the buyer if there are no adequate offers to satisfy the debt. Any property acquired as the result of foreclosure or by deed in lieu of foreclosure is classified as real estate owned until it is sold or otherwise disposed of. When real estate owned is acquired, it is recorded at its fair market value less estimated selling costs. The initial writedown of the property, if necessary, is charged to the allowance for loan losses. Adjustments to the carrying value of the properties that result from subsequent declines in value are charged to operations in the period in which the declines occur. At June 30, 2008, we held real estate owned totaling $109,000, consisting of one parcel of vacant land currently under a contract of sale.

Loans are reviewed on a regular basis and are placed on non-accrual status when they are more than 90 days delinquent, with the exception of passbook loans. When a passbook loan becomes 120 days delinquent, we collect the outstanding balance of the loan from the related passbook account along with accrued interest (and a penalty is charged if the account securing the loan is a certificate of deposit). Loans may be placed on a non-accrual status at any time if, in the opinion of management, the collection of additional interest is doubtful. Interest accrued and unpaid at the time a loan is placed on non-accrual status is charged against interest income. Subsequent payments are either applied to the outstanding principal balance or recorded as interest income, depending on the assessment of the ultimate collectibility of the loan. At June 30, 2008, we had approximately $1.6 million of loans that were held on a non-accrual basis compared to $1.5 million at June 30, 2007.

Non-Performing Assets. The following table provides information regarding the Bank's non-performing loans and other non-performing assets. At each of the dates indicated, we did not have any troubled debt restructurings. At June 30, 2008 and 2007, the allowance for loan losses totaled $6.1 million and $6.0 million, non-performing loans totaled $1.6 million and $1.5 million and the ratio of allowance for loan losses to non-performing loans was 388.1% and 406.3%, respectively.

	At June 30,				
	2008	**2007**	**2006**	**2005**	**2004**
	(Dollars in Thousands)				
Loans accounted for on a non-accrual basis:					
Real estate mortgage:					
One- to four-family	**$ 530**	$ 472	$ 329	$ 846	$ 771
Multi-family and commercial	**1,012**	1,017	592	1,004	1,414
Commercial business	**—**	—	—	31	39
Consumer:					
Home equity loans	**31**	—	21	20	65
Home equity lines of credit	**—**	—	—	17	—
Other	**—**	—	—	4	—
Construction	**—**	—	—	—	—
Total	**1,573**	1,489	942	1,922	2,289
Accruing loans which are contractually past due 90 days or more:					
Real estate mortgage:					
One- to four-family	**—**	—	—	—	—
Multi-family and commercial	**—**	—	—	—	—
Commercial business	**—**	—	—	—	—
Consumer:	**—**				
Home equity loans and lines of credit	**—**	—	—	—	—
Passbook or certificate	**—**	—	—	—	39
Other	**—**	—	—	—	—
Construction	**—**	—	—	—	—
Total	**—**	—	—	—	39
Total non-performing loans	**$ 1,573**	$ 1,489	$ 942	$ 1,922	$ 2,328
Real estate owned	**$ 109**	$ 109	$ 109	$ 209	$ 209
Other non-performing assets	**$ —**	$ —	$ —	$ —	$ —
Total non-performing assets	**$ 1,682**	$ 1,598	$ 1,051	$ 2,131	$ 2,537
Total non-performing loans to total loans	**0.15 %**	0.17 %	0.13 %	0.34 %	0.46 %
Total non-performing loans to total assets	**0.08 %**	0.08 %	0.05 %	0.09 %	0.12 %
Total non-performing assets to total assets	**0.08 %**	0.08 %	0.05 %	0.10 %	0.13 %

During the years ended June 30, 2008, 2007 and 2006, gross interest income of $105,000, $111,000 and $81,000, respectively, would have been recognized on loans accounted for on a non-accrual basis if those loans had been current. Interest income recognized on such loans of $47,000, $45,000 and $9,000 was included in income for the years ended June 30, 2008, 2007 and 2006, respectively.

As of June 30, 2008, the Bank had no loans not disclosed in the table on Page 13 or the table below, where known information about possible credit problems of borrowers cause management to have serious doubts about the ability of such borrowers to comply with the present loan repayment terms.

Classified Assets. Management, in compliance with Office of Thrift Supervision guidelines, has instituted an internal loan review program, whereby non-performing loans are classified as substandard, doubtful or loss. It is our policy to review the loan portfolio, in accordance with regulatory classification procedures, on at least a quarterly basis. When a loan is classified as substandard or doubtful, management is required to evaluate the loan for impairment. When management classifies a portion of a loan as loss, a reserve equal to 100% of the loss amount is required to be established or the loan is to be charged-off.

An asset is considered "substandard" if it is inadequately protected by the paying capacity and net worth of the obligor or the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. Assets classified as "doubtful" have all of the weaknesses inherent in those classified substandard, with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable, on the basis of currently existing facts, conditions and values. Assets or portions thereof, classified as "loss" are considered uncollectible and of so little value that their continuance as assets without the establishment of a specific loss reserve is not warranted. Assets which do not currently expose the insured institution to a sufficient degree of risk to warrant classification in one of the aforementioned categories but which have credit deficiencies or potential weaknesses are required to be designated "special mention" by management.

Management's classification of assets is reviewed by the Board on a regular basis and by the regulatory agencies as part of their examination process. An independent loan review firm performs a review of our residential and commercial loan portfolios and we downgrade our classifications to match those of this reviewing firm if there is disagreement between our assessment and the independent assessment. The following table discloses our classification of assets and designation of certain loans as special mention as of June 30, 2008. At June 30, 2008, all of the classified assets and special mention designated assets were loans.

	At June 30,		
	2008	**2007**	**2006**
	(In Thousands)		
Special Mention	**$ —**	$ 736	$ 236
Substandard	**749**	1,470	1,448
Doubtful	**1,871**	1,881	2,001
Loss	**—**	—	—
Total	**$ 2,620**	$ 4,087	$ 3,685

At June 30, 2008, three loans totaling approximately $134,000 classified as "substandard" and three loans totaling approximately $763,000 classified as "doubtful," respectively, are included under non-performing assets, as shown in the table on Page 13. Generally, the underlying cause for these classifications is the borrower's inability to generate sufficient cash flow from the property to cover the debt payments. The borrowers, in most cases, have continued to honor these obligations using personal funds to make the payments.

Allowance for Loan Losses. The allowance for loan losses is a valuation account that reflects our estimation of the losses in our loan portfolio to the extent they are both probable and reasonable to estimate. The allowance is established through provisions for loan losses that are charged to income. We charge losses on loans against the allowance for loan losses when we believe the collection of loan principal is unlikely. Recoveries on loans previously charged-off are added back to the allowance.

Management, in determining the allowance for loan losses, considers the losses inherent in the loan portfolio and changes in the nature and volume of our loan activities, along with general economic and real estate market conditions. We utilize a two-tier approach: (1) identification of impaired loans and establishment of specific loss allowances on such loans; and (2) establishment of general valuation allowances on the remainder of our loan portfolio by type of loan, as required by generally accepted accounting principles and regulatory guidelines.

A loan evaluated for impairment is deemed to be impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. All loans identified as impaired are evaluated independently. We do not aggregate such loans for evaluation purposes. Payments received on impaired loans are applied first to interest receivable and then to principal.

We maintain a loan review system, which allows for a periodic review of our loan portfolio and the early identification of potentially impaired loans. Such system takes into consideration, among other things, delinquency status, size of loan, type of collateral and financial condition of the borrower. Large groups of smaller balance homogeneous loans, such as residential real estate and home equity and consumer loans are evaluated in the aggregate using historical loss factors and current economic conditions. Large balance and/or more complex loans, such as multi-family and commercial real estate loans, are evaluated individually for impairment. At June 30, 2008, impaired loans were $2.5 million compared to no impaired loans at June 30, 2007. As of June 30, 2008, the related allowance for loan losses totaled $1.2 million and impaired loans which did not have a specific allocation of the allowance for loan losses totaled $596,000.

Specific loan loss allowances are established for identified loans based on a review of such information and/or appraisals of the underlying collateral. General loan loss allowances are based upon a combination of factors including, but not limited to, actual loan loss experience, composition of the loan portfolio, current economic conditions and management’s judgment.

The estimation of the allowance for loan losses is inherently subjective as it requires estimates and assumptions that are susceptible to significant revisions as more information becomes available or as future events change. Future additions to the allowance for loan losses may be necessary if economic and other conditions in the future differ substantially from the current operating environment. In addition, the Office of Thrift Supervision, as an integral part of its examination process, periodically reviews our loan and foreclosed real estate portfolios and the related allowance for loan losses and valuation allowance for foreclosed real estate. The Office of Thrift Supervision may require the allowance for loan losses or the valuation allowance for foreclosed real estate to be increased based on its review of information available at the time of the examination, which would negatively affect our earnings.

The following table sets forth information with respect to activity in the allowance for loan losses for the periods indicated.

	For the Years Ended June 30,				
	2008	**2007**	**2006**	**2005**	**2004**
	(Dollars in Thousands)				
Allowance balance (at beginning of period)	**$ 6,049**	$ 5,451	$ 5,416	$ 5,144	$ 5,180
Provision for loan losses	**94**	571	72	68	—
Charge-offs:					
Real estate mortgage – One-to-four family	**30**	—	—	—	12
Commercial business	**—**	—	30	5	24
Other	**9**	—	12	4	—
Total charge-offs	**39**	—	42	9	36
Recoveries:					
Real estate mortgage – One-to-four family	**—**	—	—	213	—
Commercial business	**—**	27	5	—	—
Total recoveries	**—**	27	5	213	—
Net (charge-offs) recoveries	**(39)**	27	(37)	204	(36)
Allowance balance (at end of period)	**$ 6,104**	$ 6,049	$ 5,451	$ 5,416	$ 5,144
Total loans outstanding	**$ 1,026,514**	$ 865,031	$ 707,977	$ 562,619	$ 510,180
Average loans outstanding	**$ 951,019**	$ 785,210	$ 633,758	$ 523,029	$ 504,672
Allowance for loan losses as a percent of total loans outstanding	**0.59 %**	0.70 %	0.77 %	0.96 %	1.01 %
Net loan charge-offs as a percent of average loans outstanding	**0.00 %**	0.00 %	0.01 %	0.00 %	0.01 %
Allowance for loan losses to non-performing loans	**388.05 %**	406.25 %	578.66 %	281.79 %	220.96 %

Allocation of Allowance for Loan Losses. The following table sets forth the allocation of the allowance for loan losses by loan category and the percent of loans in each category to total net loans receivable at the dates indicated. The portion of the loan loss allowance allocated to each loan category does not represent the total available for future losses, which may occur within the loan category since the total loan loss allowance is a valuation reserve applicable to the entire loan portfolio.

	At June 30,									
	2008		**2007**		**2006**		**2005**		**2004**	
	Amount	**Percent of Loans to Total Loans**	**Amount**	**Percent of Loans to Total Loans**	**Amount**	**Percent of Loans to Total Loans**	**Amount**	**Percent of Loans to Total Loans**	**Amount**	**Percent of Loans to Total Loans**
	(Dollars in Thousands)									
At end of period allocated to:										
Real estate mortgage:										
One-to-four family	**$ 3,131**	**66.99 %**	$ 1,854	64.66 %	$ 1,582	65.80 %	$ 1,514	68.03 %	$ 1,422	70.22 %
Multi-family and commercial	**1,934**	**17.40**	3,602	18.40	3,133	15.13	3,368	17.19	3,358	16.35
Commercial business	**46**	**0.85**	27	0.48	34	0.45	50	0.52	57	1.01
Consumer:										
Home equity loans	**756**	**12.08**	356	13.14	286	13.23	182	9.63	131	7.33
Home equity lines of credit	**70**	**1.12**	46	1.47	39	1.83	47	2.64	52	3.07
Passbook or certificate	**—**	**0.26**	—	0.38	—	0.41	—	0.50	—	0.54
Other	**43**	**0.13**	34	0.16	27	0.03	120	0.05	4	0.07
Construction	**124**	**1.17**	130	1.31	350	3.12	135	1.44	120	1.41
Total	**$ 6,104**	**100.00 %**	$ 6,049	100.00 %	$ 5,451	100.00 %	$ 5,416	100.00 %	$ 5,144	100.00 %

Our focus has been to maintain an allowance for loan losses that represents our best estimate of the current amount of loss that it is probable given current facts and economic circumstances as of the evaluation date. Management has procedures in place to document loss allowance policies and methodologies, to consider all relevant information at the evaluation date, to support qualitative factors and unallocated amounts and to ensure directional consistency with changes in loss factors.

Securities Portfolio

Our deposits have traditionally exceeded our loan originations and we have invested these deposits primarily in mortgage-backed and non-mortgage-backed securities. Our securities portfolio comprised 36.7% of our total assets at June 30, 2008 compared to 38.2% at June 30, 2007. We have increased the balance of our loan portfolio relative to the size of our securities portfolio in recent years in order to improve earnings. We intend to continue shifting our assets into loans rather than securities, however, such a change will take time and in the foreseeable future, securities will remain a significant component of our assets. It is management's intention to continue to invest in mortgage-backed securities, to the extent the funds are not needed for loan originations.

Our investment policy, which is approved by the Board of Directors, is designed to foster earnings and manage cash flows within prudent interest rate risk and credit risk guidelines. Generally, our investment policy is to invest funds in various categories of securities and maturities based upon our liquidity needs, asset/liability management policies, investment quality, and marketability and performance objectives. Our Chief Executive Officer, Chief Financial Officer and Chief Investment Officer are designated by the Board of Directors as the officers responsible for securities investment transactions and all transactions require the approval of at least two of these designated officers. The Interest Rate Risk Management Committee, currently composed of Directors Hopkins, Regan, Aanensen, Mazza and Parow, with our Chief Investment Officer and Chief Financial Officer participating as management's liaison to the committee, is responsible for the administration of the securities portfolio. This committee meets quarterly to review the securities portfolio. The results of the committee's quarterly review are reported to the full Board, which adjusts the investment policy and strategies, as it considers necessary and appropriate.

Federally chartered savings banks have the authority to invest in various types of liquid assets. The investments authorized under the investment policy approved by our Board of Directors include U.S. government and government agency obligations, municipal securities (consisting of bank qualified municipal bond obligations of state and local governments) and mortgage-backed securities of various U.S. government agencies or government-sponsored entities. On a short-term basis, our investment policy authorizes investment in securities purchased under agreements to resell, federal funds, certificates of deposits of insured banks and savings institutions and Federal Home Loan Bank ("FHLB") term deposits.

As of June 30, 2008, mortgage-backed securities represented approximately 95.0% of our total investment in securities, compared to 87.9% as of June 30, 2007. Mortgage-backed securities are pass-through securities typically issued with stated principal amounts and the securities are backed by pools of mortgages that have loans with interest rates that are within a specific range and have varying maturities. The life of a mortgage-backed security thus approximates the life of the underlying mortgages. Mortgage originators use intermediaries (generally government agencies and government-sponsored enterprises, but also a variety of private corporate issuers) to pool and repackage the participation interests in the form of securities, with investors such as us receiving the principal and interest payments on the mortgages. The characteristics of the underlying pool of mortgages, *i.e.*, fixed-rate or adjustable-rate, as well as prepayment risk, are passed on to the certificate holder. Mortgage-backed securities are generally referred to as mortgage participation certificates or pass-through certificates.

We only invest in mortgage-backed securities issued by U.S. government agencies or government-sponsored entities, such as Government National Mortgage Association, the Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Federal National Mortgage Association ("Fannie Mae"). We do not invest directlyin mortgage-backed securities of private issuers or collateralized mortgage obligations. Mortgage-backed securities issued or sponsored by U.S. government agencies and government-sponsored entities are guaranteed as to the payment of principal and interest to investors.

Mortgage-backed securities generally yield less than the mortgage loans underlying such securities because of their payment guarantees or credit enhancements, which offer nominal credit risk to the security holder.

In addition to our direct investments in mortgage-backed securities, we hold the AMF Ultra Short Mortgage Fund, a mutual fund acquired during 2002 as the result of a merger, which invests primarily in agency and private label mortgage-backed securities and collateralized mortgage obligations of short duration. The housing and credit crises negatively impacted the market value of certain securities in the fund's portfolio resulting in a continuing decline in the net asset value of this fund. In addition, the fund's manager instituted a temporary prohibition against cash redemptions to protect shareholders against the possibility that the fund might be forced to liquidate securities at distressed price levels to satisfy redemption requests. In light of these factors, current accounting rules and associated Securities and Exchange Commission guidance the Company determined that the declines in the net asset value of this fund were other-than-temporary and, during the quarter ended June 30, 2008, we took a non-cash pre-tax charge of $659,000 against our $8.4 million holding in the fund.

Due to a continuing decline in the net asset value of the aforementioned mutual fund, the Company decided in July 2008 to withdraw its investment in the fund by invoking a redemption-in-kind option after the fund's manager instituted the temporary prohibition against cash redemptions. The shares redeemed for cash and the shares redeemed for the underlying securities were written down to fair value as of the trade date resulting in an additional pre-tax charge to operations of $415,000 during the quarter ending September 30, 2008. Upon redemption, the underlying debt securities were classified as held to maturity. Several of the underlying securities were on credit watch or down graded prior to the redemption-in-kind. Since the mortgage-backed securities are carried at a significant discount to fair value, management anticipates that the $1.1 million charge in aggregate will be partially recovered as payments from the mortgage-backed securities are received each month. Withdrawal from the fund also eliminated the 45 basis point management fee.

We hold five single issue trust preferred securities with an aggregate carrying value of $7.4 million. Four of the five securities are with money center banks and have an aggregate carrying value of $6.3 million. The fifth security with a carrying value of $1.1 million was issued by a southeastern community bank. Management continually evaluates these trust preferred securities for other-than-temporary impairment and as of June 30, 2008, we concluded that any unrealized losses were temporary in nature. In making this determination, for each security we considered the extent and duration of the impairment; the nature and financial health of the issuer, including credit rating; our ability and intent to hold the security for a period sufficient to allow for a recovery in market value; and our ability and intent to hold the security for the time necessary to recover the amortized cost.

Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities," requires that securities be categorized as "held to maturity," "trading securities" or "available for sale," based on management's intent as to the ultimate disposition of each security. SFAS No. 115 allows debt securities to be classified as "held to maturity" and reported in financial statements at amortized cost only if the reporting entity has the positive intent and ability to hold these securities to maturity. Securities that might be sold in response to changes in market interest rates, changes in the security's prepayment risk, increases in loan demand, or other similar factors cannot be classified as "held to maturity."

We do not currently use or maintain a trading account. Securities not classified as "held to maturity" are classified as "available for sale." These securities are reported at fair value and unrealized gains and losses on the securities are excluded from earnings and reported, net of deferred taxes, as a

separate component of equity. As of June 30, 2008, the Bank's entire portfolios of mortgage-backed securities and non-mortgage-backed securities were classified as available for sale.

Other than mortgage-backed securities issued or guaranteed by the U.S. government or its agencies, at June 30, 2008 we did not hold securities of any one issuer having an aggregate book value in excess of 10% of our equity. All of our securities carry market risk insofar as increases in market rates of interest may cause a decrease in their market value. Purchases of securities are made based on certain considerations, which include the interest rate, tax considerations, volatility, yield, settlement date and maturity of the security, our liquidity position and anticipated cash needs and sources. The effect that the proposed security would have on our credit and interest rate risk and risk-based capital is also considered. We do not currently participate in hedging programs, interest rate caps, floors or swaps, or other activities involving the use of off-balance sheet derivative financial instruments. Further, we do not purchase directly securities that are not rated investment grade.

During the years ended June 30, 2008, 2007 and 2006, proceeds from sales of securities available for sale totaled $48.5 million, $131.4 million and $257.0 million and resulted in gross gains of $57,000, $1.3 million and $8.8 million and gross losses of $57,000, $1.3 million and $7.8 million.

The following table sets forth the carrying value of our securities portfolio at the dates indicated. The table reflects the reclassification of securities held to maturity and mortgage-backed securities held to maturity to available for sale during the year ended June 30, 2006.

	At June 30,				
	2008	**2007**	**2006**	**2005**	**2004**
	(In Thousands)				
Securities Available for Sale:					
U.S. government obligations	**$ 5,513**	$ 6,864	$ 8,786	$ —	$ —
Obligations of states and political subdivisions	**17,757**	65,333	195,661	—	—
Mutual funds [1]	**7,545**	7,795	7,424	14,140	13,899
Common stock [2]	**—**	—	—	8,551	15,894
Trust preferred securities	**7,368**	8,877	10,922	10,900	11,771
Total securities available for sale	**38,183**	88,869	222,793	33,591	41,564
Securities Held to Maturity:					
U.S. government obligations	**—**	—	—	265,469	274,401
Obligations of states and political subdivisions	**—**	—	—	204,629	161,469
Total securities held to maturity	**—**	—	—	470,098	435,870
Mortgage-Backed Securities Available for Sale:					
Government National Mortgage Association	**21,930**	29,540	42,646	—	—
Federal Home Loan Mortgage Corporation	**317,448**	252,497	256,036	—	—
Federal National Mortgage Association	**386,645**	361,742	371,647	—	—
Total mortgage-backed securities available for sale	**726,023**	643,779	670,329	—	—
Mortgage-Backed Securities Held to Maturity:					
Government National Mortgage Association	**—**	—	—	63,399	94,499
Federal Home Loan Mortgage Corporation	**—**	—	—	305,059	314,221
Federal National Mortgage Association	**—**	—	—	389,663	362,633
Total mortgage-backed securities held to maturity	**—**	—	—	758,121	771,353
Total	**$ 764,206**	$ 732,648	$ 893,122	$ 1,261,810	$ 1,248,787

(1) As of June 30, 2008, 2007 and 2006, our mutual fund investment consisted of shares issued by AMF Ultra Short Mortgage Fund. Our mutual fund investment in prior years also included shares in a government income fund.

(2) As of June 30, 2005 and 2004, our common stock investment consisted of shares of Freddie Mac common stock.

The following table sets forth certain information regarding the carrying values, weighted average yields and maturities of our securities portfolio at June 30, 2008. This table shows contractual maturities and does not reflect re-pricing or the effect of prepayments. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without prepayment penalties. At June 30, 2008, securities with a carrying value of $7.4 million are callable within one year.

	At June 30, 2008										
	One Year or Less		**One to Five Years**		**Five to Ten Years**		**More Than Ten Years**		**Total Securities**		
	Carrying Value	**Weighted Average Yield**	**Carrying Value**	**Weighted Average Yield**	**Carrying Value**	**Weighted Average Yield**	**Carrying Value**	**Weighted Average Yield**	**Carrying Value**	**Weighted Average Yield**	**Market Value**
	(Dollars in Thousands)										
Mutual funds	$7,545	4.13 %	$—	— %	$—	— %	$—	— %	$7,545	4.13 %	$7,545
Trust preferred securities	—	— %	—	— %	—	— %	7,368	4.34 %	7,368	4.34 %	7,368
U.S. government obligations	—	— %	—	— %	385	3.33 %	5,128	2.69 %	5,513	2.74 %	5,513
Obligations of states and political subdivisions	—	— %	1,294	3.24 %	14,037	3.48 %	2,426	3.68 %	17,757	3.49 %	17,757
Mortgage-backed securities:											
Government National Mortgage Association	40	7.73 %	209	11.22 %	365	9.93 %	21,316	6.33 %	21,930	6.44 %	21,930
Federal Home Loan Mortgage Corporation	37	7.56 %	655	4.02 %	10,651	5.20 %	306,105	5.12 %	317,448	5.12 %	317,448
Federal National Mortgage Association	—	— %	10,245	5.67 %	38,086	5.21 %	338,314	5.08 %	386,645	5.11 %	386,645
Total	$7,622	4.17 %	$12,403	5.42 %	$63,524	4.84 %	$680,657	5.11 %	$764,206	5.08 %	$764,206

Sources of Funds

General. Deposits are our major source of funds for lending and other investment purposes. In addition, we derive funds from loan and mortgage-backed securities principal repayments and proceeds from the maturity and call of securities. Loan and securities payments are a relatively stable source of funds, while deposit inflows are significantly influenced by general interest rates and money market conditions. Borrowings (principally from the FHLB of New York) are also used to supplement the amount of funds for lending and investment.

Deposits. Our current deposit products include interest-bearing and non-interest-bearing checking accounts, money market deposit accounts, savings accounts and certificates of deposit accounts ranging in terms from 30 days to five years. Certificates of deposit with terms ranging from one year to five years are available for individual retirement account plans. Deposit account terms vary, primarily as to the required minimum balance amount, the amount of time that the funds must remain on deposit and the applicable interest rate.

Deposits are obtained primarily from within New Jersey. Traditional methods of advertising are used to attract new customers and deposits, including radio, print media, direct mail and inserts included with customer statements. We do not utilize the services of deposit brokers. Premiums or incentives for opening accounts are sometimes offered. Our primary retail product is Star Banking, which bundles a number of banking services and products together for those customers with a checking account with direct deposit and combined deposits of $20,000 or more, including Internet banking, bill pay, telephone banking, reduced rates on home equity loans and a 25 basis point premium on certificates of deposit with a term of at least one year, excluding special promotions. We may also offer a 25 basis point premium on certificate of deposit accounts with a term of at least one year, excluding special promotions, to certificate of deposit accountholders that have $200,000 or more on deposit with the Bank. Though certificates of deposit with non-standard maturities are popular in our market, we generally promote certificates of deposit with traditional maturities, including three and six months and one, two, three and five years. We do offer the opportunity one time during the term of the certificate to “step up” the rate paid on 17-month and 29-month certificates of deposit from the rate set on such certificate to the current rate being offering by the Bank on certificates of that particular maturity.

The determination of interest rates is based upon a number of factors, including: (1) our need for funds based on loan demand, current maturities of deposits and other cash flow needs; (2) a current survey of a selected group of competitors’ rates for similar products; (3) our current cost of funds, yield on assets and asset/liability position; and (4) the alternate cost of funds on a wholesale basis, in particular the cost of borrowing from the FHLB. Interest rates are reviewed by senior management on a weekly basis and rates are set generally with the intent to be in the top five to ten percent of the competition.

A large percentage of our deposits are in certificates of deposit, which represented 63.3% and 62.9% of total deposits at June 30, 2008 and 2007, respectively. Our liquidity could be reduced if a significant amount of certificates of deposit maturing within a short period were not renewed. At June 30, 2008 and 2007, certificates of deposit maturing within one year were $710.0 million and $743.7 million, respectively. Historically, a significant portion of the certificates of deposit remain with us after they mature and we believe that this will continue. At June 30, 2008, $236.7 million or 27.1% of our certificates of deposit were certificates of $100,000 or more compared to $225.7 million or 25.4% at June 30, 2007. General interest rates and money market conditions significantly influence deposit inflows and outflows. The inflow of $100,000 or more certificates of deposit and the retention of such deposits upon maturity are particularly sensitive to general interest rates and money market conditions, making $100,000 or more certificates of deposit traditionally a more volatile source of funding than core deposits. In order to retain $100,000 or more certificates of deposit, we may have to pay a premium rate, resulting

in an increase in our cost of funds. In a rising rate environment, we may be unwilling or unable to pay a competitive rate. To the extent that such deposits do not remain with us, they may need to be replaced with borrowings, which could increase our cost of funds and negatively impact our interest rate spread and our financial condition.

The following table sets forth the distribution of average deposits for the periods indicated and the weighted average nominal interest rates for each period on each category of deposits presented.

	For the Years Ended June 30,								
	2008			**2007**			**2006**		
	Average Balance	**Percent of Total Deposits**	**Weighted Average Nominal Rate**	**Average Balance**	**Percent of Total Deposits**	**Weighted Average Nominal Rate**	**Average Balance**	**Percent of Total Deposits**	**Weighted Average Nominal Rate**
	(Dollars in Thousands)								
Non-interest-bearing demand	**$ 59,169**	**4.40 %**	**0.00 %**	$ 57,226	3.91 %	0.00 %	$ 56,517	3.82 %	0.00 %
Interest-bearing demand	**149,871**	**11.16**	**1.81**	136,622	9.34	1.91	103,397	7.00	0.90
Savings and club	**303,818**	**22.61**	**1.08**	336,067	22.97	1.11	429,019	29.03	1.18
Certificates of deposit	**830,726**	**61.83**	**4.49**	932,901	63.78	4.39	888,810	60.15	3.27
Total deposits	**$ 1,343,584**	**100.00 %**	**3.22 %**	$ 1,462,816	100.00 %	3.23 %	$ 1,477,743	100.00 %	2.37 %

The following table sets forth certificates of deposit classified by interest rate as of the dates indicated.

	At June 30,		
	2008	**2007**	**2006**
	(In Thousands)		
Interest Rate			
0.00-1.99%	**$ 2,235**	$ 32	$ 24,638
2.00-2.99%	**91,937**	17,451	46,588
3.00-3.99%	**298,819**	131,375	496,755
4.00-4.99%	**473,649**	488,520	162,070
5.00-5.99%	**6,969**	250,682	153,047
Total	**$ 873,609**	$ 888,060	$ 883,098

The following table shows the amount of certificates of deposit of $100,000 or more by time remaining until maturity as of the date indicated.

	At June 30, 2008
	(In Thousands)
Maturity Period	
Within three months	$ 76,256
Three through six months	58,803

Six through twelve months	54,691
Over twelve months	46,977
	$ 236,727

The following table sets forth the amount and maturities of certificates of deposit at June 30, 2008.

	Amount Due Within						
	1 year	**1-2 years**	**2-3 years**	**3-4 years**	**4-5 years**	**After 5 years**	**Total**
	(In Thousands)						
0.00-1.99%	$ 2,235	$ —	$ —	$ —	$ —	$ —	$ 2,235
2.00-2.99%	89,558	2,379	—	—	—	—	91,937
3.00-3.99%	243,602	40,099	11,626	—	3,491	1	298,819
4.00-4.99%	374,070	59,614	16,460	8,920	14,582	3	473,649
5.00-5.99%	524	211	—	1,560	4,674	—	6,969
Total	$ 709,989	$ 102,303	$ 28,086	$ 10,480	$ 22,747	$ 4	$ 873,609

Borrowings. To supplement our deposits as a source of funds for lending or investment, we borrow funds in the form of advances from the FHLB of New York. We make use of FHLB advances as part of our interest rate risk management, primarily to extend the duration of funding to match the longer-term fixed-rate loans held in the loan portfolio as part of our growth strategy.

Advances from the FHLB are typically secured by the FHLB capital stock we own and mortgage-backed securities we hold in safekeeping there. Additional information regarding our FHLB advances is included under Note 11 to consolidated financial statements.

Short-term FHLB advances generally have original maturities of less than one year. The details of these short-term advances are presented below for the dates and periods indicated. Typically, our short-term advances are in the form of overnight borrowings. Available overnight lines of credit at the FHLB at June 30, 2008 were $200.0 million. The Bank did not have any short-term advances or overnight borrowings during the year ended June 30, 2008.

	At or for the Years Ended June 30,		
	2008	**2007**	**2006**
	(Dollars in Thousands)		
Federal Home Loan Bank advances:			
Average balance outstanding	$ —	$ —	$ 3,958
Maximum amount outstanding at any month-end during the period	—	—	28,000
Balance outstanding at end of period	—	—	—
Weighted average interest rate during the period	— %	— %	4.48 %
Weighted average interest rate at end of period	— %	— %	— %

At June 30, 2008, long-term FHLB advances totaled $218.0 million. Long-term advances consist of fixed-rate advances that will mature after one year. The advances are collateralized by FHLB capital stock and certain mortgage-backed securities. These advances had a weighted average interest rate of 3.93% at June 30, 2008.

As of June 30, 2008, long-term advances mature as follows:

Years Ending June 30,	(In Thousands)
2009	$ 8,000
2011	10,000
2018	200,000
Total	$ 218,000

Subsidiary Activity

Kearny Financial Corp. has two wholly owned subsidiaries: Kearny Federal Savings Bank and Kearny Financial Securities, Inc.

Kearny Financial Securities, Inc. was organized in April 2005 under Delaware law as a Delaware investment company primarily to hold securities and mortgage-backed securities. At June 30, 2008, it held assets totaling $5,000 and was considered inactive.

Kearny Federal Savings Bank has two wholly owned subsidiaries: KFS Financial Services, Inc. and Kearny Federal Investment Corp.

KFS Financial Services, Inc. was incorporated as a New Jersey corporation in 1994 under the name of South Bergen Financial Services, Inc., was acquired in Kearny’s merger with South Bergen Savings Bank in 1999 and was renamed KFS Financial Services, Inc. in 2000. It is a service corporation subsidiary organized for selling insurance products, including annuities, to Bank customers and the general public through a third party networking arrangement. KFS Financial Services, Inc. is not a licensed insurance agency and it may only offer insurance products through an agreement with a licensed insurance agency. KFS Financial Services, Inc. has entered into an agreement with The Savings Bank Life Insurance Company of Massachusetts, a licensed insurance agency, through which it offers insurance products. At June 30, 2008, it held assets totaling $316,000.

Kearny Federal Investment Corp. was organized in May 2004 under New Jersey law as a New Jersey investment company primarily to hold securities and mortgage-backed securities. In June 2008, Kearny Federal Investment Corp. was formally dissolved and its assets returned to its parent, the Bank.

REGULATION

The Bank and the Company operate in a highly regulated industry. This regulation establishes a comprehensive framework of activities in which a savings and loan holding company and federal savings bank may engage and is intended primarily for the protection of the deposit insurance fund and depositors. Set forth below is a brief description of certain laws that relate to the regulation of the Bank and the Company. The description does not purport to be complete and is qualified in its entirety by reference to applicable laws and regulations.

Regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including the imposition of restrictions on the operation of an institution and its holding company, the classification of assets by the institution and the adequacy of an institution's allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, or legislation, including changes in the regulations governing mutual holding companies, could have a material adverse impact on the Company, the Bank and their operations. The adoption of regulations or the enactment of laws that restrict the operations of the Bank and/or the Company or impose burdensome requirements upon one or both of them could reduce their profitability and could impair the value of the Bank's franchise, resulting in negative effects on the trading price of the Company's common stock.

Regulation of the Bank

General. As a federally chartered, Federal Deposit Insurance Corporation-insured savings bank, the Bank is subject to extensive regulation by the Office of Thrift Supervision and the Federal Deposit Insurance Corporation. This regulatory structure gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies regarding the classification of assets and the level of the allowance for loan losses. The activities of federal savings banks are subject to extensive regulation including restrictions or requirements with respect to loans to one borrower, the percentage of non-mortgage loans or investments to total assets, capital distributions, permissible investments and lending activities, liquidity, transactions with affiliates and community reinvestment. Federal savings banks are also subject to reserve requirements imposed by the Federal Reserve System. Both state and federal law regulate a federal savings bank's relationship with its depositors and borrowers, especially in such matters as the ownership of savings accounts and the form and content of the bank's mortgage documents.

The Bank must file reports with the Office of Thrift Supervision concerning its activities and financial condition and must obtain regulatory approvals prior to entering into certain transactions such as mergers with or acquisitions of other financial institutions. The Office of Thrift Supervision regularly examines the Bank and prepares reports to the Bank's Board of Directors on deficiencies, if any, found in its operations. The Office of Thrift Supervision has substantial discretion to impose enforcement action on an institution that fails to comply with applicable regulatory requirements, particularly with respect to its capital requirements. In addition, the Federal Deposit Insurance Corporation has the authority to recommend to the Director of the Office of Thrift Supervision to take enforcement action with respect to a particular federally chartered savings bank and, if the Director does not take action, the Federal Deposit Insurance Corporation has authority to take such action under certain circumstances.

Insurance of Deposit Accounts. The Federal Deposit Insurance Corporation ("FDIC") insures the Bank's deposits to applicable limits. Despite the FDIC's authority to assess premiums under a risk-based system for such deposit insurance, most insured depository institutions have not been required to pay premiums for the last ten years. The Federal Deposit Insurance Reform Act of 2005 (the "Reform Act") resulted in significant changes to the federal deposit insurance program: (i) effective March 31, 2006, the Bank Insurance Fund and the Savings Association Insurance Fund were merged into a new combined fund, called the Deposit Insurance Fund; (ii) the current $100,000 deposit insurance coverage will be indexed for inflation (with adjustments every five years, commencing January 1, 2011); and (iii) deposit insurance coverage for retirement accounts was increased to $250,000 per participant subject to adjustment for inflation. In addition, the Reform Act gave the FDIC greater latitude in setting the assessment rates for insured depository institutions, which could be used to impose minimum assessments.

As authorized, the FDIC sets the reserve ratio for the Deposit Insurance Fund annually at between 1.15% and 1.5% of estimated insured deposits. If the Deposit Insurance Fund's reserves exceed the designated reserve ratio, the FDIC is required to pay out all or, if the reserve ratio is less than 1.5%, a portion of the excess as a dividend to insured depository institutions based on the percentage of insured deposits held on December 31, 1996 adjusted for subsequently paid premiums. Insured depository institutions that were in existence on December 31, 1996 and paid assessments prior to that date (or their successors) are entitled to a one-time credit against future assessments based on the amount of their assessable deposits on that date. The Bank's initial one-time assessment credit balance was $1.6 million as of April 1, 2007. At June 30, 2008, our credit balance totaled $597,000, which includes the $150,000 applied by the FDIC against our quarterly insurance payment computation on June 30, 2008. If our calculated premium does not change, the credit may cover premiums due during approximately the next four quarters.

Pursuant to the Reform Act, the FDIC has determined to maintain the designated reserve ratio at 1.25%. The FDIC has also adopted a new risk-based premium system that provides for quarterly assessments based on an insured institution's ranking in one of four risk categories based on their examination ratings and capital ratios. Beginning in 2007, well-capitalized institutions with the CAMELS ratings of 1 or 2 will be grouped in Risk Category I and will be assessed for deposit insurance at an annual rate of between five and seven basis points. The assessment rate for an individual institution is determined according to a formula based on a weighted average of the institution's individual CAMEL component ratings plus either five financial ratios or the average ratings of its long-term debt. Assessments for institutions in Risk Categories II, III and IV will be at annual rates of 10, 28 and 43 basis points, respectively.

In addition, all FDIC-insured institutions are required to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation ("FICO"), an agency of the Federal government established to recapitalize the predecessor to the SAIF. The FICO assessment rates, which are determined quarterly, averaged 0.0113% of insured deposits in fiscal 2008. These assessments will continue until the FICO bonds are scheduled to mature in 2017.

Regulatory Capital Requirements. Office of Thrift Supervision capital regulations require savings institutions to meet three minimum capital standards: (1) tangible capital equal to 1.5% of total adjusted assets, (2) "Tier 1" or "core" capital equal to at least 4% of total adjusted assets and (3) risk-based capital equal to 8% of total risk-weighted assets. For information on the Bank's compliance with these regulatory capital standards, see Note 13 to consolidated financial statements. In assessing an institution's capital adequacy, the Office of Thrift Supervision takes into consideration not only these numeric factors but also qualitative factors as well and has the authority to establish higher capital requirements for individual institutions where necessary.

In addition, the Office of Thrift Supervision may require that a savings institution that has a risk-based capital ratio of less than 8%, a ratio of Tier 1 capital to risk-weighted assets of less than 4% or a ratio of Tier 1 capital to total adjusted assets of less than 4% take certain action to increase its capital ratios. If the savings institution's capital is significantly below the minimum required levels of capital or if it is unsuccessful in increasing its capital ratios, the Office of Thrift Supervision may restrict its activities.

For purposes of the Office of Thrift Supervision capital regulations, tangible capital is defined as core capital less all intangible assets except for certain mortgage servicing rights. Tier 1 or core capital is defined as common stockholders' equity, non-cumulative perpetual preferred stock and related surplus, minority interests in the equity accounts of consolidated subsidiaries and certain non-withdrawable accounts and pledged deposits of mutual savings banks. The Bank does not have any non-withdrawable

accounts or pledged deposits. Tier 1 and core capital are reduced by an institution's intangible assets, with limited exceptions for certain mortgage and non-mortgage servicing rights and purchased credit card relationships. Both core and tangible capital are further reduced by an amount equal to the savings institution's debt and equity investments in "non-includable" subsidiaries engaged in activities not permissible for national banks other than subsidiaries engaged in activities undertaken as agent for customers or in mortgage banking activities and subsidiary depository institutions or their holding companies.

The risk-based capital standard for savings institutions requires the maintenance of total capital of 8% of risk-weighted assets. Total capital equals the sum of core and supplementary capital. The components of supplementary capital include, among other items, cumulative perpetual preferred stock, perpetual subordinated debt, mandatory convertible subordinated debt and intermediate-term preferred stock, the portion of the allowance for loan losses not designated for specific loan losses and up to 45% of unrealized gains on equity securities. The portion of the allowance for loan and lease losses includable in supplementary capital is limited to a maximum of 1.25% of risk-weighted assets. Overall, supplementary capital is limited to 100% of core capital. For purposes of determining total capital, a savings institution's assets are reduced by the amount of capital instruments held by other depository institutions pursuant to reciprocal arrangements and by the amount of the institution's equity investments (other than those deducted from core and tangible capital) and its high loan-to-value ratio land loans and commercial construction loans.

A savings institution's risk-based capital requirement is measured against risk-weighted assets, which equal the sum of each on-balance-sheet asset and the credit-equivalent amount of each off-balance-sheet item after being multiplied by an assigned risk weight. These risk weights range from 0% for cash to 100% for delinquent loans, property acquired through foreclosure, commercial loans and certain other assets.

Dividend and Other Capital Distribution Limitations. The Office of Thrift Supervision imposes various restrictions or requirements on the ability of savings institutions to make capital distributions, including cash dividends.

A savings institution that is a subsidiary of a savings and loan holding company, such as the Bank, must file an application or a notice with the Office of Thrift Supervision at least thirty days before making a capital distribution, such as paying a dividend to the Company. A savings institution must file an application for prior approval of a capital distribution if: (i) it is not eligible for expedited treatment under the applications processing rules of the Office of Thrift Supervision; (ii) the total amount of all capital distributions, including the proposed capital distribution, for the applicable calendar year would exceed an amount equal to the savings institution's net income for that year to date plus the institution's retained net income for the preceding two years; (iii) it would not adequately be capitalized after the capital distribution; or (iv) the distribution would violate an agreement with the Office of Thrift Supervision or applicable regulations.

The Office of Thrift Supervision may disapprove a notice or deny an application for a capital distribution if: (i) the savings institution would be undercapitalized following the capital distribution; (ii) the proposed capital distribution raises safety and soundness concerns; or (iii) the capital distribution would violate a prohibition contained in any statute, regulation or agreement.

In December 2006, the Office of Thrift Supervision authorized the Bank to make a capital distribution to the Company in the form of a $15.0 million cash dividend for payment of dividends to stockholders and to fund stock repurchases. The Company received the cash dividend in January 2007. In June 2007, the Bank applied to the Office of Thrift Supervision for approval to distribute an additional

$19.0 million to the Company. In August 2007, the Bank received approval from the Office of Thrift Supervision and the cash dividend was paid in November 2007.

Qualified Thrift Lender Test. Federal savings institutions must meet a qualified thrift lender test or they become subject to the business activity restrictions and branching rules applicable to national banks. To qualify as a qualified thrift lender, a savings institution must either (i) be deemed a "domestic building and loan association" under the Internal Revenue Code by maintaining at least 60% of its total assets in specified types of assets, including cash, certain government securities, loans secured by and other assets related to residential real property, educational loans and investments in premises of the institution or (ii) satisfy the statutory qualified thrift lender test set forth in the Home Owners' Loan Act by maintaining at least 65% of its portfolio assets in qualified thrift investments (defined to include residential mortgages and related equity investments, certain mortgage-related securities, small business loans, student loans and credit card loans). For purposes of the statutory qualified thrift lender test, portfolio assets are defined as total assets minus goodwill and other intangible assets, the value of property used by the institution in conducting its business and specified liquid assets up to 20% of total assets. A savings institution must maintain its status as a qualified thrift lender on a monthly basis in at least nine out of every twelve months.

A savings bank that fails the qualified thrift lender test and does not convert to a bank charter generally will be prohibited from: (1) engaging in any new activity not permissible for a national bank; (2) paying dividends not permissible under national bank regulations; and (3) establishing any new branch office in a location not permissible for a national bank in the institution's home state. In addition, if the institution does not requalify under the qualified thrift lender test within three years after failing the test, the institution would be prohibited from engaging in any activity not permissible for a national bank and would have to repay any outstanding advances from the FHLB as promptly as possible.

Community Reinvestment Act. Under the Community Reinvestment Act, every insured depository institution, including the Bank, has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The Community Reinvestment Act does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community. The Community Reinvestment Act requires the Office of Thrift Supervision to assess the depository institution's record of meeting the credit needs of its community and to consider such record in its evaluation of certain applications by such institution, such as a merger or the establishment of a branch office by the Bank. The Office of Thrift Supervision may use an unsatisfactory Community Reinvestment Act examination rating as the basis for the denial of an application. The Bank received a satisfactory Community Reinvestment Act rating in its most recent Community Reinvestment Act examination by the Office of Thrift Supervision.

Federal Home Loan Bank System. The Bank is a member of the Federal Home Loan Bank of New York, which is one of twelve regional Federal Home Loan Banks. Each Federal Home Loan Bank serves as a reserve or central bank for its members within its assigned region. It is funded primarily from funds deposited by financial institutions and proceeds derived from the sale of consolidated obligations of the Federal Home Loan Bank System. It makes loans to members pursuant to policies and procedures established by the board of directors of the Federal Home Loan Bank.

As a member, the Bank is required to purchase and maintain stock in the FHLB of New York in an amount equal to the greater of 1% of our aggregate unpaid residential mortgage loans, home purchase contracts or similar obligations at the beginning of each year or 5% of our outstanding FHLB advances.

The FHLB imposes various limitations on advances such as limiting the amount of certain types of real estate related collateral to 30% of a member's capital and limiting total advances to a member.

The Federal Home Loan Banks are required to provide funds for the resolution of troubled savings institutions and to contribute to affordable housing programs through direct loans or interest subsidies on advances targeted for community investment and low- and moderate-income housing projects. These contributions have adversely affected the level of FHLB dividends paid and could continue to do so in the future. In addition, these requirements could result in the Federal Home Loan Banks imposing a higher rate of interest on advances to their members.

The USA Patriot Act. The Bank is subject to Office of Thrift Supervision regulations implementing the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, or the USA Patriot Act. The USA Patriot Act gives the federal government powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing and broadened anti-money laundering requirements. By way of amendments to the Bank Secrecy Act, Title III of the USA Patriot Act takes measures intended to encourage information sharing among bank regulatory agencies and law enforcement bodies. Further, certain provisions of Title III impose affirmative obligations on a broad range of financial institutions, including banks, thrifts, brokers, dealers, credit unions, money transfer agents and parties registered under the Commodity Exchange Act.

Among other requirements, Title III of the USA Patriot Act and the related regulations of the Office of Thrift Supervision impose the following requirements with respect to financial institutions:

- Establishment of anti-money laundering programs that include, at minimum: (i) internal policies, procedures and controls; (ii) specific designation of an anti-money laundering compliance officer; (iii) ongoing employee training programs; and (iv) an independent audit function to test the anti-money laundering program.

- Establishment of a program specifying procedures for obtaining identifying information from customers seeking to open new accounts, including verifying the identity of customers within a reasonable period.

- Establishment of appropriate, specific and, where necessary, enhanced due diligence policies, procedures and controls designed to detect and report money laundering.

- Prohibitions on establishing, maintaining, administering or managing correspondent accounts for foreign shell banks (foreign banks that do not have a physical presence in any country) and compliance with certain record keeping obligations with respect to correspondent accounts of foreign banks.

Bank regulators are directed to consider a holding company's effectiveness in combating money laundering when ruling on Federal Reserve Act and Bank Merger Act applications.

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Regulation of the Company

General. The Company is a savings and loan holding company within the meaning of Section 10 of the Home Owners' Loan Act. It is required to file reports with the Office of Thrift Supervision and is subject to regulation and examination by the Office of Thrift Supervision. The Company must also obtain regulatory approval from the Office of Thrift Supervision before engaging in certain transactions, such as mergers with or acquisitions of other financial institutions. In addition, the Office of Thrift Supervision has enforcement authority over the Company and any non-savings institution subsidiaries. This permits the Office of Thrift Supervision to restrict or prohibit activities that it determines to be a serious risk to the Bank. This regulation is intended primarily for the protection of the depositors and not for the benefit of stockholders of the Company.

Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act of 2002 implemented various legislative reforms addressing, among other matters, corporate governance, auditing and accounting. As directed by Section 302(a) of Sarbanes-Oxley Act and the implementing rules of the Securities and Exchange Commission, the Company's Chief Executive Officer and Chief Financial Officer each are required to certify that the quarterly and annual reports do not contain any untrue statement of a material fact. The rules have several requirements, including having these officers certify that: they are responsible for establishing, maintaining and regularly evaluating the effectiveness of the Company's internal controls; they have made certain disclosures to the Company's auditors and the audit committee of the Board of Directors about internal controls; and they have included information in the quarterly and annual reports about their evaluation and whether there have been significant changes in the internal controls or in other factors that could significantly affect internal controls. The Company is subject to other additional reporting and audit requirements resulting from the Sarbanes-Oxley Act.

Activities Restrictions. As a savings and loan holding company and as a subsidiary holding company of a mutual holding company, the Company is subject to statutory and regulatory restrictions on its business activities. The non-banking activities of the Company and its non-savings institution subsidiaries are restricted to certain activities specified by Office of Thrift Supervision regulation, which include performing services and holding properties used by a savings institution subsidiary, activities authorized for savings and loan holding companies as of March 5, 1987 and non-banking activities permissible for bank holding companies pursuant to the Bank Holding Company Act of 1956 or authorized for financial holding companies pursuant to the Gramm-Leach-Bliley Act. Before engaging in any non-banking activity or acquiring a company engaged in any such activities, the Company must file with the Office of Thrift Supervision either a prior notice or (in the case of non-banking activities permissible for bank holding companies) an application regarding its planned activity or acquisition.

Mergers and Acquisitions. The Company must obtain approval from the Office of Thrift Supervision before acquiring, directly or indirectly, more than 5% of the voting stock of another savings institution or savings and loan holding company or acquiring such an institution or holding company by merger, consolidation, or purchase of its assets. Federal law also prohibits a savings and loan holding company from acquiring more than 5% of a company engaged in activities other than those authorized for savings and loan holding companies by federal law; or acquiring or retaining control of a depository institution that is not insured by the Federal Deposit Insurance Corporation. In evaluating an application for the Company to acquire control of a savings institution, the Office of Thrift Supervision would consider the financial and managerial resources and future prospects of the Company and the target institution, the effect of the acquisition on the risk to the insurance funds, the convenience and the needs of the community and competitive factors.

Waivers of Dividends by Kearny MHC. Office of Thrift Supervision regulations requires the MHC to notify the Office of Thrift Supervision of any proposed waiver of its receipt of dividends from

the Company. The Office of Thrift Supervision reviews dividend waiver notices on a case-by-case basis and, in general, does not object to any such waiver if: (i) the mutual holding company's board of directors determines that such waiver is consistent with such directors' fiduciary duties to the mutual holding company's members and (ii) the waiver would not be detrimental to the safe and sound operations of the subsidiary savings association.

During the year ended June 30, 2008, the MHC waived its right, upon non-objection from the Office of Thrift Supervision, to receive cash dividends of $10.2 million declared during the year.

Conversion of the MHC to Stock Form. Office of Thrift Supervision regulations permit the MHC to convert from the mutual form of organization to the capital stock form of organization, commonly referred to as a second step conversion. In a second step conversion a new holding company would be formed as the successor to the Company, the MHC's corporate existence would end and certain depositors of the Bank would receive the right to subscribe for shares of the new holding company. In a second step conversion, each share of common stock held by stockholders other than the MHC would be automatically converted into a number of shares of common stock of the new holding company determined pursuant to an exchange ratio that ensures that the Company's stockholders own the same percentage of common stock in the new holding company as they owned in the Company immediately prior to the second step conversion. Under Office of Thrift Supervision regulations, the Company's stockholders would not be diluted because of any dividends waived by the MHC (and waived dividends would not be considered in determining an appropriate exchange ratio), in the event the MHC converts to stock form. The total number of shares held by the Company's stockholders after a second step conversion also would be increased by any purchases by the Company's stockholders in the stock offering of the new holding company conducted as part of the second step conversion.

Acquisition of Control. Under the federal Change in Bank Control Act, a notice must be submitted to the Office of Thrift Supervision if any person (including a company), or group acting in concert, seeks to acquire "control" of a savings and loan holding company or savings association. An acquisition of "control" can occur upon the acquisition of 10% or more of the voting stock of a savings and loan holding company or savings institution or as otherwise defined by the Office of Thrift Supervision. Under the Change in Bank Control Act, the Office of Thrift Supervision has 60 days from the filing of a complete notice to act, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the anti-trust effects of the acquisition. Any company that so acquires control would then be subject to regulation as a savings and loan holding company.

Item 1A. Risk Factors

The following is a summary of what management, in its opinion, currently believes to be the material risks related to an investment in the Company's securities.

Changes in interest rates may adversely affect our net interest rate spread and net interest margin, which would hurt our earnings.

We derive our income mainly from the difference or "spread" between the interest earned on loans, securities and other interest-earning assets and interest paid on deposits, borrowings and other interest-bearing liabilities. In general, the larger the spread, the more we earn. When market rates of interest change, the interest we receive on our assets and the interest we pay on our liabilities will fluctuate. This can cause decreases in our spread and can adversely affect our income.

From an interest rate risk perspective, the Company is liability sensitive, which indicates that liabilities re-price faster than assets. The timing mismatch of the re-price of interest-earning assets and

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interest-bearing liabilities is referred to as the gap position. The most common measurement interval is one year. At June 30, 2007, the Company's one-year gap position was -20.9% and at June 30, 2008 it was -9.5%. During the fiscal year it fluctuated from -15.1% at September 30, 2007 to -9.3% at December 31, 2007 to -11.8% at March 31, 2008.

Following a period of historically low interest rates, the Federal Reserve Board of Governors steadily increased its target federal funds rate 425 basis points between June 2004 and June 2007, raising it to 5.25% where it remained until September 2007. During that period, while the federal funds rate and other short-term market interest rates, which we use as a guide to our deposit pricing increased, intermediate- and long-term market interest rates, which we use as a guide to our loan pricing, did not increase proportionately. In fact, it led to a "flattening" of the market yield curve, which became "inverted" as short-term rates exceeded longer-term rates. The relatively flat yield curve hurt our net interest rate spread and net interest margin because the interest rates we pay on our deposits re-priced upwards faster than the interest rates that we earn on our loans and investments. However, between September 2007 and May 2008, the Federal Reserve reacted to the threat of a recession and the housing and credit crises by steadily decreasing its target federal funds rate, reducing it by 325 basis points to 2.00%. This has had the effect of increasing our net interest spread and net interest margin due to the cost of funds declining by more than the decline in the yield on earning assets.

In this interest rate environment, it is to our benefit to be liability sensitive. As of June 30, 2008, $710.0 million or 81.3% of our certificates of deposit mature within one year. During the year ending June 30, 2009, $100.0 million of FHLB advances are callable, but as of June 30, 2008 it seems unlikely that they will be called. With respect to re-pricing assets, during the year ending June 30, 2009, $12.1 million of loans will reach their contractual maturity dates. The effect of subsequent interest rate changes will be reflected in the re-pricing of $124.9 million of loans maturing after June 30, 2009 and $379.3 million of mortgage-backed securities and non-mortgage-backed securities with floating or adjustable rates.

Interest rates also affect how much money we lend. For example, when interest rates rise, the cost of borrowing increases and loan originations tend to decrease. In addition, changes in interest rates can affect the average life of loans and securities. A reduction in interest rates generally results in increased prepayments of loans and mortgage-backed securities, as borrowers refinance their debt in order to reduce their borrowing cost. This causes reinvestment risk, because we generally are not able to reinvest prepayments at rates that are comparable to the rates we earned on the prepaid loans or securities. Changes in market interest rates could also reduce the value of our financial assets. If we are unsuccessful in managing the effects of changes in interest rates, our financial condition and profitability could suffer.

If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings will decrease.

We make various assumptions and judgments about the collectibility of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. In determining the amount of the allowance for loan losses, we review our loans and our loss and delinquency experience, and we evaluate economic conditions. If our assumptions are incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, resulting in additions to our allowance. While our allowance for loan losses was 0.59% of total loans at June 30, 2008, material additions to our allowance could materially decrease our net income.

In addition, bank regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs. Any increase in our allowance

for loan losses or loan charge-offs as required by these regulatory authorities might have a material adverse effect on our financial condition and results of operations.

Strong competition within our market area may limit our growth and profitability.

Competition is intense within the banking and financial services industry in New Jersey. In our market area, we compete with commercial banks, savings institutions, mortgage brokerage firms, credit unions, finance companies, mutual funds, insurance companies, brokerage and investment banking firms operating locally and elsewhere. Many of these competitors have substantially greater resources, higher lending limits and offer services that we do not or cannot provide. This competition makes it more difficult for us to originate new loans and retain and attract new deposits. Price competition for loans may result in originating fewer loans, or earning less on our loans and price competition for deposits may result in a reduction of our deposit base or paying more on our deposits.

Our business is geographically concentrated in New Jersey and a downturn in economic conditions within the state could adversely affect our profitability.

A substantial majority of our loans are to individuals and businesses in New Jersey. A decline in the economy of the state could have an adverse impact on our earnings. We have a significant amount of real estate mortgages, such that a decrease in local real estate values may adversely affect the value of property used as collateral. Adverse changes in the economy may also have a negative effect on the ability of our borrowers to make timely repayments of their loans, which may adversely influence our profitability.

Our return on equity compares unfavorably to other companies. This could negatively influence the price of our stock.

The net proceeds from our initial public offering in February 2005 substantially increased our equity capital. We expect to take time to invest this capital prudently. As a result, our return on equity, which is the ratio of earnings divided by average equity capital is lower than that of many similar companies. To the extent that the stock market values a company based in part on its return on equity, our low return on equity relative to our peer group could negatively affect the trading price of our common stock. During the year ended June 30, 2008, there was ongoing evaluation and implementation of growth and diversification strategies related to execution of the Company’s business plan. Though so far unsuccessful, the Company expects to carry on in the future similar efforts to grow the balance sheet. At the same time, management expects to continue to restructure the Bank’s asset mix in an attempt to improve profitability.

The costs of our stock compensation plans are a significant expense and funding of the plans may dilute shareholders’ ownership interest in Kearny Financial Corp.

Effective upon completion of the Company’s initial public offering, the Bank established an Employee Stock Ownership Plan (“ESOP”). We currently recognize compensation expense for the ESOP as shares are committed for release to the participants’ accounts each month based on the monthly average market price of the shares. We currently recognize additional annual employee compensation and benefit expenses and directors’ compensation expense stemming from stock options granted and restricted stock awarded to directors and officers under the 2005 Stock Compensation and Incentive Plan. We expense the fair value of all options over their vesting periods and the fair value of restricted shares over the requisite service periods, in both cases five years. These additional expenses adversely affect our profitability and stockholders’ equity.

The Company utilized open market purchases of common stock to fund restricted stock awards; however, funding of stock options granted will come either through open market purchases or from the issuance of authorized but un-issued shares. Existing shareholders will experience a dilution in ownership interest in the event the Company uses newly issued shares rather than open market purchases to fund stock options.

Shareholders own a minority of Kearny Financial Corp.'s common stock and are not able to exercise voting control over most matters put to a vote of stockholders.

Kearny MHC owns a majority of Kearny Financial Corp.'s common stock, 72.2% at June 30, 2008 and is able to exercise voting control over most matters put to a vote of shareholders, including the election of directors. Kearny MHC may also exercise its voting control to prevent a sale or merger transaction in which stockholders could receive a premium for their shares. The Board of Directors of Kearny MHC is also the Board of Directors of Kearny Financial Corp.

The Office of Thrift Supervision's policy on remutualization transactions could prohibit acquisition of Kearny Financial Corp., which may adversely affect our stock price.

Office of Thrift Supervision ("OTS") regulations permits the acquisition of a mutual holding company by a mutual institution in a remutualization transaction. Current OTS policy, however, views remutualization transactions as raising significant issues concerning disparate treatment of minority stockholders and mutual members of the target entity and raising issues concerning the effect on the mutual members of the acquiring entity. The OTS may give these issues special scrutiny and reject applications providing for the remutualization of a mutual holding company unless the applicant can clearly demonstrate that there is no cause for OTS's concerns in the particular case. Should the OTS prohibit or otherwise restrict these transactions in the future, our stock price may be adversely affected.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

The Company and the Bank conduct business from their administrative headquarters at 120 Passaic Avenue in Fairfield, New Jersey and 28 branch offices located in Bergen, Hudson, Passaic, Morris, Middlesex, Essex, Union and Ocean Counties, New Jersey. Seven of our offices are leased with remaining terms between less than one year and nine years. At June 30, 2008, our net investment in property and equipment totaled $34.9 million. The following table sets forth certain information relating to our properties as of June 30, 2008.

	Year	Net Book Value as of	Square	Owned/
Office Location	**Opened**	**June 30, 2008**	**Footage**	**Leased**
		(In Thousands)		

Executive Office: 120 Passaic Avenue Fairfield, New Jersey	2004	$11,223	53,000	Owned
Main Office: 614 Kearny Avenue Kearny, New Jersey	1928	984	6,764	Owned

Office Location	Year Opened	Net Book Value as of June 30, 2008 (In Thousands)	Square Footage	Owned/ Leased
Branches:				
425 Route 9 & Ocean Gate Drive Bayville, New Jersey	1973	$ 44	3,500	Leased
417 Bloomfield Avenue Caldwell, New Jersey	1968	355	4,400	Owned
20 Willow Street East Rutherford, New Jersey	1969	54	3,100	Owned
574 Franklin Avenue Franklin Lakes, New Jersey	1978	1	2,300	Leased
534 Harrison Avenue Harrison, New Jersey	1995	634	3,000	Owned
1353 Ringwood Avenue Haskell, New Jersey	1996	—	2,500	Leased
860 18th Avenue Irvington, New Jersey	1962	25	5,350	Owned
718B Buckingham Drive Lakewood, New Jersey	2008	—	2,800	Leased
630 North Main Street Lanoka Harbor, New Jersey	2005	2,218	3,200	Owned
307 Stuyvesant Avenue Lyndhurst, New Jersey	1970	250	3,338	Owned
270 Ryders Lane Milltown, New Jersey	1989	11	3,600	Leased
339 Main Road Montville, New Jersey	1996	—	1,850	Leased
119 Paris Avenue Northvale, New Jersey	1965	300	1,750	Owned
80 Ridge Road North Arlington, New Jersey	1952	121	3,500	Owned

510 State Highway 34 Old Bridge Township, New Jersey	2002	1,026	2,400	Owned
207 Old Tappan Road Old Tappan, New Jersey	1973	902	2,160	Owned
267 Changebridge Road Pine Brook, New Jersey	1974	190	3,600	Owned

Office Location	Year Opened	Net Book Value as of June 30, 2008 (In Thousands)	Square Footage	Owned/ Leased
653 Westwood Avenue River Vale, New Jersey	1965	$ 838	1,600	Owned
252 Park Avenue Rutherford, New Jersey	1974	1,284	1,984	Owned
520 Main Street Spotswood, New Jersey	1979	351	2,400	Owned
130 Mountain Avenue Springfield, New Jersey	1991	1,465	6,480	Owned
827 Fischer Boulevard Toms River, New Jersey	1996	703	3,500	Owned
2100 Hooper Avenue Toms River, New Jersey	2008	121	2,000	Leased
487 Pleasant Valley Way West Orange, New Jersey	1971	136	3,000	Owned
216 Main Street West Orange, New Jersey	1975	144	2,400	Owned
250 Valley Boulevard Wood-Ridge, New Jersey	1957	1,746	9,500	Owned
661 Wyckoff Avenue Wyckoff, New Jersey	2002	2,594	6,300	Owned

Item 3. Legal Proceedings

The Bank, from time to time, is a party to routine litigation, which arises in the normal course of business, such as claims to enforce liens, condemnation proceedings on properties in which we hold security interests, claims involving the making and servicing of real property loans and other issues incident to our business. There were no lawsuits pending or known to be contemplated against the Company or the Bank at June 30, 2008 that would be expected to have a material effect on operations or income.

Item 4. Submission of Matters to a Vote of Security Holders

None.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

(a) Market Information. The Company's common stock trades on The NASDAQ Global Select Market under the symbol "KRNY." The table below shows the reported high and low closing prices of the common stock and dividends paid per public share for each quarter during the last two fiscal years.

	High	**Low**	**Dividends**
Fiscal Year 2008			
Quarter ended September 30, 2007	**$ 13.90**	**$ 11.45**	**$ 0.05**
Quarter ended December 31, 2007	**$ 13.31**	**$ 11.90**	**$ 0.05**
Quarter ended March 31, 2008	**$ 11.98**	**$ 9.98**	**$ 0.05**
Quarter ended June 30, 2008	**$ 11.64**	**$ 10.65**	**$ 0.05**
Fiscal Year 2007			
Quarter ended September 30, 2006	$ 15.22	$ 13.70	$ 0.05
Quarter ended December 31, 2006	$ 17.03	$ 15.15	$ 0.05
Quarter ended March 31, 2007	$ 16.20	$ 14.36	$ 0.05
Quarter ended June 30, 2007	$ 14.48	$ 13.12	$ 0.05

Declarations of dividends by the Board of Directors depend on a number of factors, including investment opportunities, growth objectives, financial condition, profitability, tax considerations, minimum capital requirements, regulatory limitations, stock market characteristics and general economic conditions. The timing, frequency and amount of dividends are determined by the Board.

The Company's ability to pay dividends may also depend on the receipt of dividends from the Bank, which is subject to a variety of limitations under the regulations of the Office of Thrift Supervision on the payment of dividends.

As of September 5, 2008, there were 4,387 registered holders of record of the Company's common stock, plus approximately 3,241 beneficial (street name) owners.

(b) Use of Proceeds. Not applicable.

(c) Issuer Purchases of Equity Securities. Set forth below is information regarding the Company's stock repurchases during the fourth quarter of the fiscal year ended June 30, 2008.

Issuer Purchases of Equity Securities

	Total Number of Shares (or Units) purchased	**Average Price Paid Per Share (or Unit)**	**Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs ***	**Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet be Purchased Under the Plans or Programs**
April 1 – April 30, 2008	—	$ —	—	985,603
May 1 – May 31, 2008	82,900	11.11	82,900	902,703
June 1 – June 30, 2008	56,400	11.05	56,400	846,303
Total	139,300	$ 11.09	139,300	846,303

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* On April 23, 2008, the Company announced the authorization of a third stock repurchase program for up to 985,603 shares or 5% of shares outstanding.

Stock Performance Graph. Set forth on Page 41 is a stock performance graph comparing the cumulative total shareholder return on the Company's common stock with (a) the cumulative total shareholder return on stocks included in the NASDAQ Composite Index, (b) the cumulative total shareholder return on stocks included in the SNL Thrift $1 Billion - $5 Billion Index and (c) the cumulative total shareholder return on stocks included in the SNL Thrift MHC Index, in each case assuming an investment of $100.00 as of February 24, 2005 (the date the Company's common stock began trading on the NASDAQ Stock Market following the closing of the Company's initial public stock offering). The cumulative total returns for the indices and the Company are computed assuming the reinvestment of dividends that were paid during the period. It is assumed that the investment in the Company's common stock was made at the initial public offering price of $10.00 per share.

Index	**02/24/05**	**6/30/05**	**06/30/06**	**06/30/07**	**06/30/08**
Kearny Financial Corp.	$100	$118	$150	$139	**$115**
NASDAQ Composite	100	100	106	127	**112**
SNL Thrift $1B-$5B Index	100	103	112	109	**83**
SNL Thrift MHC Index	100	104	121	135	**128**

The NASDAQ Composite Index measures all NASDAQ domestic and international based common type stocks listed on The NASDAQ Stock Market. The SNL indices were prepared by SNL Financial LC, Charlottesville, Virginia. The SNL Thrift $1 Billion - $5 Billion Index includes all thrift institutions with total assets between $1.0 billion and $5.0 billion. The SNL Thrift MHC Index includes all publicly traded mutual holding companies.

There can be no assurance that the Company's future stock performance will be the same or similar to the historical stock performance shown in the graph above. The Company neither makes nor endorses any predictions as to stock performance.

Item 6. Selected Financial Data

The following financial information and other data in this section are derived from the Company's audited consolidated financial statements and should be read together therewith.

	At June 30,				
	2008	**2007**	**2006**	**2005**	**2004**
Balance Sheet Data:	**(In Thousands)**				
Assets	**$ 2,083,039**	$ 1,917,253	$ 1,991,773	$ 2,107,005	$ 1,936,518
Net loans receivable	**1,021,686**	860,493	703,613	558,018	505,794
Mortgage-backed securities available for sale	**726,023**	643,779	670,329	—	—
Mortgage-backed securities held to maturity	**—**	—	—	758,121	771,353
Securities available for sale	**38,183**	88,869	222,793	33,591	41,564
Securities held to maturity	**—**	—	—	470,098	435,870
Cash and cash equivalents	**131,723**	163,341	230,279	139,865	39,488
Goodwill	**82,263**	82,263	82,263	82,263	82,263
Deposits	**1,379,032**	1,411,713	1,443,738	1,528,777	1,537,510
Federal Home Loan Bank advances	**218,000**	28,488	61,105	61,687	94,234
Total stockholders' equity	**471,371**	462,592	475,134	505,482	293,505

	For the Years Ended June 30,				
	2008	**2007**	**2006**	**2005**	**2004**
	(In Thousands, Except Percentage and Per Share Amounts)				
Summary of Operations:					
Interest income	**$ 97,367**	$ 95,561	$ 89,323	$ 82,441	$ 78,654
Interest expense	**50,528**	50,468	38,645	30,422	32,100
Net interest income	**46,839**	45,093	50,678	52,019	46,554
Provision for loan losses	**94**	571	72	68	—
Net interest income after provision for loan losses	**46,745**	44,522	50,606	51,951	46,554
Non-interest income, excluding gain (loss) on securities	**2,708**	2,434	2,302	1,798	1,560
Non-interest income from gain on sale of securities	**—**	55	1,023	7,705	—
Loss on impairment of securities	**(659)**	—	—	—	—
Non-interest expense, excluding merger related expenses	**40,939**	44,856	42,046	34,862	29,472
Income before income taxes	**7,855**	2,155	11,885	26,592	18,642
Provisions for income taxes	**1,951**	221	2,277	7,694	5,745
Net income	**$ 5,904**	$ 1,934	$ 9,608	$ 18,898	$ 12,897

Share and Per Share Data:					
Net income per share – basic	**$ 0.09**	$ 0.03	$ 0.14	$ 0.33	$ 0.25
Net income per share – diluted	**$ 0.09**	$ 0.03	$ 0.14	$ 0.33	$ 0.25
Weighted average number of common shares outstanding – basic	**68,675**	69,242	70,904	57,963	50,916
Weighted average number of common shares outstanding – diluted	**68,789**	69,581	70,982	57,963	50,916
Cash dividends per share [1]	**$ 0.20**	$ 0.20	$ 0.19	$ —	$ —
Dividend payout ratio [2]	**62.47 %**	192.61 %	49.30 %	0.00 %	0.00 %

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	At or For the Years Ended June 30,				
	2008	**2007**	**2006**	**2005**	**2004**
Performance Ratios:					
Return on average assets (net income divided by average total assets)	**0.29** %	0.10 %	0.47 %	0.94 %	0.67 %
Return on average equity (net income divided by average equity)	**1.26**	0.41	1.94	5.40	4.52
Net interest rate spread	**1.81**	1.70	2.10	2.51	2.37
Net interest margin	**2.54**	2.43	2.67	2.79	2.59
Average interest-earning assets to average interest-bearing liabilities	**126.49**	126.82	127.82	116.93	112.46
Efficiency ratio (Non-interest expense divided by the sum of net interest income and non-interest income)	**83.74**	94.27	77.86	56.67	61.25
Efficiency ratio, net of gain/loss on securities	**82.63**	94.38	79.36	64.78	61.25
Non-interest expense to average assets	**2.04**	2.23	2.05	1.73	1.52
Asset Quality Ratios:					
Non-performing loans to total loans	**0.15**	0.17	0.13	0.34	0.46
Non-performing assets to total assets	**0.08**	0.08	0.05	0.10	0.13
Net charge-offs to average loans outstanding	**0.00**	0.00	0.01	0.00	0.01
Allowance for loan losses to total loans	**0.59**	0.70	0.77	0.96	1.01
Allowance for loan losses to non-performing loans	**388.05**	406.25	578.66	281.79	220.96
Capital Ratios:					
Average equity to average assets	**23.41**	23.56	24.16	17.36	14.73
Equity to assets at period end	**22.63**	24.13	23.85	23.99	15.16
Tangible equity to tangible assets at period end	**19.51**	21.10	21.19	20.66	11.29

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(1) Represents dividends paid per public share. Kearny MHC has waived receipt of all cash dividends declared to date.
(2) Represents cash dividends paid per public share divided by net income per share.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

This discussion and analysis reflects Kearny Financial Corp.'s consolidated financial statements and other relevant statistical data. We include it to enhance your understanding of our financial condition and results of operations. You should read the information in this section in conjunction with Kearny Financial Corp.'s consolidated financial statements and notes thereto contained in this Annual Report on Form 10-K and the other statistical data provided herein.

Overview

Financial Condition. Total assets increased $165.8 million to $2.08 billion at June 30, 2008 from $1.92 billion at June 30, 2007. The increase was due primarily to increases in net loans receivable and mortgage-backed securities of $161.2 million and $82.2 million, respectively. Partially offsetting these increases were decreases in non-mortgage-backed securities and cash and cash equivalents of $50.7 million and $31.6 million, respectively.

During the year ended June 30, 2008, per the Company's business plan, management continued to focus on changing the Bank's asset mix, increasing the loan portfolio while reducing the relative size of the securities portfolio. Our loan portfolio now represents a greater percentage of our interest-earning assets than our securities portfolio. At June 30, 2008, net loans receivable comprised 49.0% of total assets compared to 44.9% a year earlier while securities comprised 36.7% of total assets compared to 38.2% a year earlier. Between June 30, 2007 and June 30, 2008, net loans receivable increased $161.2 million, or 18.7%, while securities increased $31.6 million. Generally, management utilized cash flows from principal and interest payments from mortgage-backed securities, calls, maturities and interest payments from non-mortgage-backed securities and proceeds from the sale of municipal bonds in the securities portfolio to fund loan originations during the year.

At June 30, 2008, our total deposits were $1.38 billion, compared to $1.41 billion at June 30, 2007. Year-over-year, certificates of deposit decreased $14.5 million and core deposits decreased $18.2 million, however, deposits increased $63.6 million in aggregate during the third and fourth fiscal quarters, reversing the trend of deposit outflows experienced by the Bank since the quarter ended December 31, 2006. Reductions in the federal funds rate amounting to a 325 basis point cut in aggregate between September 2007 and May 2008 have had a significant effect on interest rates, particularly lowering the rates paid on certificates of deposit, which has made the Bank's rate offerings more competitive in the marketplace while also helping to lower the cost of deposits.

Our FHLB of New York borrowings were $218.0 million at June 30, 2008 compared to $28.5 million a year earlier. During the first half of the 2008 fiscal year, the Bank borrowed $200.0 million from the FHLB to replenish liquidity previously depleted by loan originations and deposit outflows and to make cash available for potential implementation of growth and diversification strategies related to execution of the Company's business plan.

Stockholders' equity increased $8.8 million to $471.4 million at June 30, 2008, from $462.6 million at June 30, 2007. The increase was primarily the result of a $7.5 million decrease in accumulated other comprehensive loss, net of income taxes, due to mark-to-market adjustments to the available for sale non-mortgage-backed securities and mortgage-backed securities portfolios and benefit plans related amortization from accumulated other comprehensive income pursuant to SFAS No. 158.

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Results of Operations. Our results of operations depend primarily on our net interest income. Net interest income is the difference between the interest income we earn on our interest-earning assets and the interest we pay on our interest-bearing liabilities. It is a function of the average balances of loans and investments versus deposits and borrowed funds outstanding in any one period and the yields earned on those loans and investments and the cost of those deposits and borrowed funds. Our results of operations are also affected by our provision for loan losses, non-interest income and non-interest expense.

Net income for the year ended June 30, 2008 was $5.9 million or $0.09 per diluted share, an increase of $4.0 million from $1.9 million or $0.03 per diluted share for the year ended June 30, 2007. The increase in net income year-over-year resulted primarily from a decrease in non-interest expense as well as an increase in net interest income, a decrease in the provision for loan losses and an increase in non-interest income, partially offset by an increase in income taxes and a loss on impairment of securities.

Our net interest income increased by $1.7 million to $46.8 million during the year ended June 30, 2008 from $45.1 million during the year ended June 30, 2007. The net interest rate spread increased to 1.81% for the year ended June 30, 2008 from 1.70% for 2007 as the yield on average interest-earning assets climbed to 5.27% from 5.15% while the cost of average interest-bearing liabilities only increased to 3.46% from 3.45%. Total interest income increased to $97.4 million during the year ended June 30, 2008 from $95.6 million during the year ended June 30, 2007 due to an increase in the yield on average interest-earning assets while average interest-earning assets remained virtually unchanged at $1.85 billion. Total interest expense remained virtually unchanged at $50.5 million, year-over-year, due to minimal change in the average cost and volume of interest-bearing liabilities.

Non-interest expense decreased $4.0 million to $40.9 million during the year ended June 30, 2008, from $44.9 million during the year ended June 30, 2007. The decrease in non-interest expense resulted primarily from a decrease in salaries and employee benefits expense. Also contributing were decreases in equipment expense, advertising expense and amortization of intangible assets expense, partially offset by an increase in net occupancy expense of premises.

Non-interest income, excluding gain/loss on securities, increased $274,000 to $2.7 million during the year ended June 30, 2008 compared to $2.4 million during the year ended June 30, 2007 due to a $344,000 increase in fees and service charges, partially offset by a $70,000 decrease in miscellaneous income. Total non-interest income, including gain/loss on securities, decreased $440,000 to $2.0 million from $2.5 million, year-over-year.

The provision for loan losses was $94,000 for the year ended June 30, 2008 compared to $571,000 for the year ended June 30, 2007. The decrease in the provision was due primarily to the absence of any material change in asset quality.

Business Strategy. Our current business strategy is to seek to grow and improve our profitability by:

- increasing the volume of our loan originations and the size of our loan portfolio relative to our securities portfolio;
- increasing the origination of multi-family and commercial real estate loans, construction loans and commercial business loans;

- building our core banking business through internal growth and de novo branching, as well as actively considering expansion opportunities such as the acquisition of branches and other financial institutions;

- developing a sales culture by training and encouraging our branch personnel to promote our existing products and services to our customers; and
- maintaining high asset quality.

Our deposits have traditionally exceeded our loan originations and we have invested these deposits primarily in mortgage-backed securities and non-mortgage-backed securities. Following our acquisition of South Bergen Savings Bank in 1999, we began to emphasize increasing the size of our loan portfolio. Prior to that time, we focused our efforts on obtaining deposits from the communities in which we operated our five branch offices in Bergen and Hudson counties and investing those funds in mortgage-backed and non-mortgaged-backed securities. The focal point of our current business strategy is to increase our volume of loan originations and the size of our loan portfolio, which we fund by gathering deposits through our 28 branches located in eight counties. Since June 1999, the Company has nearly doubled in terms of assets while the loan portfolio has grown by more than three and one-half times, from $283.0 million at June 30, 1999 to $1.02 billion at June 30, 2008. At June 30, 2008, mortgage-backed securities and non-mortgage-backed securities have fallen to 36.7% of assets, compared to 67.2% at June 30, 1999. Our residential loan originations have traditionally been largely advertising driven, but we also utilize regional loan advisors who specialize in residential mortgage loan originations and are available to meet with prospective loan customers wherever it is most convenient for them.

An important component of our business plan calls for expanding our presence in the commercial marketplace. We expect to increase the size of our commercial lending staff, particularly by adding experienced commercial lenders in order to increase the size of the commercial loan portfolio. Internet banking and cash management products are now available for commercial customers and we anticipate adding remote deposit capture to our commercial product line later this year.

Critical Accounting Policies

Our accounting policies are integral to understanding the results reported. We describe them in detail in Note 1 to consolidated financial statements beginning on Page F-9 of this document. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the dates of the consolidated statements of financial condition and revenues and expenses for the periods then ended. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant changes relate to the determination of the allowance for loan losses, the assessment of prepayment risks associated with mortgage-backed securities, the evaluation of securities impairment and the impairment testing of goodwill.

Allowance for Loan Losses. The allowance for loan losses represents our best estimate of losses known and inherent in our loan portfolio that are both probable and reasonable to estimate. In determining the amount of the allowance for loan losses, we consider the losses inherent in our loan portfolio and changes in the nature and volume of our loan activities, along with general economic and real estate market conditions. We use a two-tier approach: (1) identification of impaired loans and establishment of specific loss allowances on such loans; and (2) establishment of general valuation allowances on the remainder of our loan portfolio as required by generally accepted accounting principles (“GAAP”) and regulatory guidelines. We maintain a loan review system, which allows for a periodic review of our loan portfolio and the early identification of potential impaired loans. Our system takes into consideration, among other things, delinquency status, size of loans and type of collateral and financial condition of the borrowers. We establish specific loan loss allowances for identified loans based on a review of such information and/or appraisals of the underlying collateral. We base general loan loss allowances upon a

combination of factors including, but not limited to, actual loan loss experience, composition of the loan portfolio, current economic conditions and management's judgment.

Although we establish specific and general loan loss allowances in accordance with management's best estimate, actual losses are dependent upon future events and, as such, further provisions for loan losses may be necessary in order to increase the level of the allowance for loan losses. For example, our evaluation of the allowance includes consideration of current economic conditions and a change in economic conditions could reduce the ability of our borrowers to make timely repayments of their loans. This could result in increased delinquencies and increased non-performing loans and thus a need to make increased provisions to the allowance for loan losses, which would be a charge to income during the period the provision is made, resulting in a reduction to our earnings. A change in economic conditions could also adversely affect the value of the properties collateralizing our real estate loans, resulting in increased charge-offs against the allowance and reduced recoveries and thus a need to make increased provisions to the allowance for loan losses. Furthermore, a change in the composition of our loan portfolio or growth of our loan portfolio could result in the need for additional provisions.

Prepayment Risks Associated with Mortgage-Backed Securities. At June 30, 2008 and June 30, 2007, net premiums of approximately $2.0 million were included in the carrying amounts of our mortgage-backed securities. We amortize the premium included in the carrying amount over the average life of the security using the level-yield method. The mortgage-backed securities we hold in our portfolio are subject to prepayment risk because changes in interest rates can affect the expected life of these mortgage-backed securities. We must estimate the level of prepayments in order to estimate the average life of mortgage-backed securities.

We evaluate the estimated average life of mortgage-backed securities on a monthly basis and adjust the amortization speed to reflect any change in the average life. Amortizing the premium faster results in a reduction of the yield on the securities, whereas slowing the amortization increases the yield. A reduction in the yield decreases our interest income on mortgage-backed securities, while an increase in the yield increases our interest income on mortgage-backed securities.

The assessment of the prepayment risks related to mortgage-backed securities is highly dependent upon the prediction of trends in market interest rates. A reduction in interest rates generally results in increased prepayments of mortgage-backed securities, as borrowers refinance their debt in order to reduce their borrowing cost. Correspondingly, an increase in interest rates should result in decreased prepayments and fewer re-financings. Because changes in interest rates can affect the average life of mortgage-backed securities, this makes the estimation of the prepayment risk difficult. We address this difficulty by adjusting the amortization speed monthly to reflect the current average life.

Impairment Testing of Goodwill. We record goodwill, representing the excess of amounts paid over the fair value of net assets of the institutions acquired in purchase transactions, at its fair value at the date of acquisition. Through June 30, 2002, we amortized goodwill using the straight-line method over 15 years. Effective July 1, 2002, we adopted the FASB's SFAS No. 141, "Business Combinations," and SFAS No. 142, "Goodwill and Other Intangible Assets." Goodwill is tested and deemed impaired when the carrying value of goodwill exceeds its implied fair value. Goodwill was most recently tested as of May 30, 2008, at which time no impairment was indicated. At June 30, 2008, we reported goodwill of $82.3 million. The value of the goodwill can change in the future. We expect the value of the goodwill to decrease if there is a significant decrease in the franchise value of Kearny Federal Savings Bank. If an impairment loss is determined in the future, we will reflect the loss as an expense for the period in which the impairment is determined, leading to a reduction of our net income for that period by the amount of the impairment loss.

Other-than-Temporary Impairment of Securities. We evaluate on a quarterly basis whether any securities are other-than-temporarily impaired. In making this determination, we consider the extent and duration of the impairment, the nature and financial health of the issuer and our ability and intent to hold securities for a period sufficient to allow for any anticipated recovery in market value. Other considerations include a review of the credit quality of the issuer and the existence of a guarantee or insurance, if applicable to the security. If a security is determined to be other-than-temporarily impaired, we record an impairment loss as a charge to income for the period in which the impairment loss is determined to exist, resulting in a reduction to our earnings for that period.

As of June 30, 2008, with the exception of the Bank's AMF Ultra Short Mortgage Fund as described in the Securities Portfolio section of Part I. Item 1., we concluded that any unrealized losses in the securities available for sale and mortgage-backed securities available for sale portfolios were temporary in nature due to market interest rates and not the underlying credit quality of the issuers of the securities. Additionally, we have the intent and ability to hold these investments for the time necessary to recover the amortized cost. Future events that would materially change this conclusion and require a charge to operations for an impairment loss include a change in the credit quality of the issuers.

Effective June 30, 2004, we adopted Emerging Issues Task Force ("EITF") Issuance No. 03-1, "The Meaning of Other than Temporary Impairment and Its Application to Certain Investments," which requires quantitative and qualitative disclosures for securities that are impaired at the balance sheet date, but for which other-than-temporary impairment has not been recognized. Adoption of EITF 03-01 has not changed our policies for determining whether any securities are other-than-temporarily impaired.

Deferred Tax Assets. Federal and state income taxes have been provided on the basis of reported income or loss. The amounts reflected on the Bank's tax returns differ from these provisions due principally to temporary differences in the reporting of certain items for financial reporting and income tax reporting purposes. The tax effect of these temporary differences is accounted for as deferred taxes applicable to future periods. Deferred income tax expense or benefit is determined by recognizing deferred tax assets and liabilities for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date.

The determination of the amount of deferred tax assets more likely than not to be realized is dependent on projections of future earnings, which are subject to frequent change. The realization of deferred tax assets is assessed and a valuation allowance is needed if it is more likely than not that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50% chance. All available evidence, both positive and negative is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed. Information about our current financial position and results of operations for the current and preceding years is readily available. This historical information is supplemented by all currently available information about future years.

Comparison of Financial Condition at June 30, 2008 and June 30, 2007

Total assets increased $165.8 million or 8.6%, to $2.08 billion at June 30, 2008 from $1.92 billion at June 30, 2007. The increase was due primarily to increases in net loans receivable and mortgage-backed securities of $161.2 million and $82.2 million, respectively. Partially offsetting these increases were decreases in non-mortgage-backed securities and cash and cash equivalents of $50.7 million and $31.6 million, respectively.

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Cash and cash equivalents, consisting primarily of interest-bearing deposits in other banks decreased $31.6 million or 19.4%, to $131.7 million at June 30, 2008 from $163.3 million at June 30, 2007. During the first six months of the fiscal year, the Bank borrowed $200.0 million from the FHLB to replenish liquidity previously depleted by loan originations and deposit outflows. During the quarters ended September 30 and December 31, 2007 and June 30, 2008, management redeployed cash and cash equivalents into primarily loan originations and loan purchases. However, during the quarter ended March 31, 2008, cash and cash equivalents were redeployed into primarily mortgage-backed securities due to a decrease in loan originations resulting from the sluggish real estate market as well as the need to counter the negative effect on interest income derived from cash and cash equivalents resulting from the 325 basis point reduction in the federal funds rate between September 2007 and May 2008. At June 30, 2008, the Company had $52.0 million on deposit with a money center bank.

Non-mortgage-backed securities available for sale decreased $50.7 million or 57.0%, to $38.2 million from $88.9 million between June 30, 2007 and June 30, 2008 due primarily to sales of securities, calls, principal repayments, an other-than-temporary impairment charge and an increase in unrealized losses. During the year ended June 30, 2008, management sold securities from the municipal bond portfolio with an amortized cost of $48.5 million, with realized gains and losses netting to zero. During the year ended June 30, 2007, the decision to sell municipal bonds was initially prompted by a below market yield on such bonds as well as the overall decline in the Company’s pre-tax income, which reduced the advantage of holding tax-exempt instruments. As pre-tax income increased during the year ended June 30, 2008, management continued to sell municipal bonds due primarily to a preference for securities that provide a steady cash flow. As described in the Securities Portfolio section of Part I. Item 1., the Company recognized a pre-tax non-cash charge to earnings of $659,000 as a result of other-than-temporary impairment in the value of the Bank’s investment in the AMF Ultra Short Mortgage Fund, during the quarter ended June 30, 2008.

Loans receivable, net of deferred fees and costs and the allowance for loan losses, increased $161.2 million or 18.7%, to $1.02 billion at June 30, 2008, compared to $860.5 million at June 30, 2007. Total loans increased during the quarters ended September 30 and December 31, 2007, by $70.3 million and $31.2 million, respectively. Total loans decreased $14.2 million during the quarter ended March 31, 2008. The decrease was attributable to a decrease in loan originations due to a decline in borrower demand resulting from a slowing economy, as well as the repayment of approximately $9.0 million in loans from one borrower. The quarter ended June 30, 2008 featured a significant increase in loan originations and loans purchased, with total loans increasing by $74.2 million. During the entire fiscal year, the Bank originated $204.0 million in new loans, which exceeded principal repayments by $58.0 million, and supplemented in-house originations with purchases of $102.2 million in one-to-four family residential mortgages.

During the year ended June 30, 2008, loan growth was concentrated in one-to-four family residential first mortgage loans, which increased by $128.4 million to $687.7 million at June 30, 2008. Nonresidential mortgages increased by $15.9 million to $157.4 million at June 30, 2008. Multi-family mortgages increased by $3.5 million to $21.2 million at June 30, 2008. Home equity loans increased by $10.4 million to $124.0 million at June 30, 2008. Commercial business loans increased by $4.5 million and totaled $8.7 million at June 30, 2008. The disbursed portion of home equity lines of credit decreased $1.3 million to $11.5 million while the undisbursed balance increased $565,000 to $24.6 million at June 30, 2008. Construction loans outstanding and gross construction loans increased $702,000 to $12.1 million and $4.7 million to $21.1 million, respectively, at June 30, 2008. With respect to gross construction loans, $18.5 million is committed for one-to-four family structures and $2.6 million for nonresidential structures. Other loan categories decreased $647,000 to $4.0 million at June 30, 2008.

Mortgage-backed securities available for sale increased by $82.2 million or 12.8%, to $726.0 million from $643.8 million between June 30, 2007 and June 30, 2008. The increase resulted primarily from purchases totaling $224.2 million as well as an $11.3 million increase in fair value due to declining interest rates, partially offset by principal repayments and maturities of $152.7 million. Almost half or $107.5 million of the purchases were executed during the quarter ended March 31, 2008. Due to a decline in lending opportunities during that quarter resulting from the sluggish real estate market, management increased the Bank's investment in mortgage-backed securities to supplement loan originations and purchases. During the fiscal year, though, cash flows from principal and interest payments were generally redeployed to fund loan originations and purchases. Management purchased mortgage-backed securities issued by Fannie Mae or Freddie Mac composed of $142.7 million of 5/1, 7/1 and 10/1 adjustable-rate mortgages and $37.0 million of 30-year fixed-rate Community Reinvestment Act ("CRA") eligible issues needed to meet CRA investment requirements. Management also implemented a nominal leverage strategy utilizing a part of the proceeds from FHLB advances borrowed during the quarter ended September 30, 2007 to fund the purchase of $24.8 million of 15-year and 20-year fixed-rate mortgage-backed securities. The leverage strategy was expanded to include the purchase of an additional $19.7 million of 20-year fixed-rate product during the quarter ended March 31, 2008.

FHLB of New York capital stock increased $8.9 million or 211.9%, to $13.1 million at June 30, 2008, compared to $4.2 million at June 30, 2007 due to a required purchase of stock related to the $200.0 million increase in advances from FHLB. The FHLB paid annualized cash dividends for the quarters ended September 30 and December 31, 2007, and March 31 and June 30, 2008, of 8.05%, 8.40%, 7.80% and 6.50%, respectively.

Premises and equipment was virtually unchanged at $34.9 million at June 30, 2008 compared to $35.4 million at June 30, 2007, as depreciation of $1.9 million nominally exceeded the cost of additions to fixed assets of $1.4 million. The most significant additions to premises and equipment during the fiscal year was leasehold improvements of $280,000 at the Bank's new retail branches in Brick Township (Tom's River) and Lakewood, New Jersey and renovations totaling $223,000 in the Fairfield administrative building, which included expanding the computer room.

Bank owned life insurance increased $555,000, to $15.7 million at June 30, 2008 compared to $15.2 million at June 30, 2007, due to an increase in the cash surrender value of the underlying insurance policies.

Deposits decreased $32.7 million or 2.3%, to $1.38 billion at June 30, 2008, compared to $1.41 billion at June 30, 2007. However, the trend of deposit outflows which the Bank had experienced since the quarter ended December 31, 2006 was reversed as deposits increased $35.3 million during the quarter ended March 31, 2008 and $28.3 million during the quarter ended June 30, 2008, compared to decreases during the quarters ended September 30 and December 31, 2007 of $73.4 million and $22.9 million, respectively. Year-over-year, savings deposits decreased $17.9 million to $300.4 million at June 30, 2008 from $318.3 million at June 30, 2007; certificates of deposit decreased $14.5 million to $873.6 million at June 30, 2008 from $888.1 million at June 30, 2007; and non-interest-bearing demand accounts decreased $3.0 million to $53.3 million at June 30, 2008 from $56.3 million at June 30, 2007. Partially offsetting these decreases was a $2.7 million increase in interest-bearing demand deposits, from $149.0 million at June 30, 2007 to $151.7 million at June 30, 2008. Reductions in the federal funds rate amounting to a 325 basis point cut in aggregate between September 2007 and May 2008 have had a significant effect on interest rates, particularly lowering the rates paid on certificates of deposit, which has made the Bank's rate offerings more competitive in the marketplace while also helping to lower the cost of deposits.

Management believes that turmoil in the stock market may also have contributed to improved deposit inflows during the second half of the fiscal year. The Bank opened two new retail branches, one in Brick Township, New Jersey in March 2008 and another in Leisure Village, Lakewood, New Jersey during May 2008. The Bank also announced that it expects to close its retail branch in Franklin Lakes, New Jersey in November 2008, consolidating the deposits in its nearby retail branch in Wyckoff, New Jersey.

FHLB advances increased $189.5 million or 664.9%, to $218.0 million at June 30, 2008, compared to $28.5 million at June 30, 2007. During the first six months of the fiscal year, the Bank borrowed $200.0 million from the FHLB to replenish liquidity previously depleted by loan originations and deposit outflows and to make cash available for potential implementation of growth and diversification strategies related to execution of the Company's business plan. The $200.0 million in long-term advances have a ten-year term with one to two-year call options. Partially offsetting the increase was the repayment of a $10.0 million advance which matured in March 2008 and $488,000 in scheduled principal payments on an amortizing advance which was paid in full during February 2008.

During the year ended June 30, 2008, stockholders' equity increased $8.8 million or 1.9%, to $471.4 million from $462.6 million at June 30, 2007. The increase was primarily the result of a $7.5 million decrease in accumulated other comprehensive loss, net of income taxes, due to mark-to-market adjustments to the available for sale non-mortgage-backed securities and mortgage-backed securities portfolios and benefit plans related amortization from accumulated other comprehensive income pursuant to SFAS No. 158. Also contributing to the increase was net income for the year of $5.9 million, the release of $1.7 million of ESOP shares, the release of $3.1 million of restricted stock plan shares and an addition to paid-in capital of $1.9 million for the expensing of stock options. Partially offsetting these increases was a $7.7 million increase in treasury stock due to the purchase of 659,334 shares of the Company's common stock, partially offset by shares reissued for stock option exercises; and $3.7 million in cash dividends declared for payment to minority shareholders. The Company's dividend was $0.20 per share in aggregate for the four quarters.

Comparison of Operating Results for the Years Ended June 30, 2008 and June 30, 2007

General. Net income for the year ended June 30, 2008 was $5.9 million or $0.09 per diluted share, an increase of $4.0 million from $1.9 million or $0.03 per diluted share for the year ended June 30, 2007. The increase in net income year-over-year resulted primarily from a decrease in non-interest expense as well as an increase in net interest income, a decrease in the provision for loan losses and an increase in non-interest income, partially offset by an increase in income taxes and a loss on impairment of securities. The decrease in non-interest expense was attributable primarily to a decrease in salaries and employee benefits expense.

Net Interest Income.Net interest income for the year ended June 30, 2008 was $46.8 million, an increase of $1.7 million or 3.8%, compared to $45.1 million for the year ended June 30, 2007. The increase in net interest income was due to an increase in interest income, partially offset by a nominal increase in interest expense.

The Company's net interest rate spread increased eleven basis points to 1.81% during the year ended June 30, 2008 from 1.70% during the year ended June 30, 2007. Year-over-year, the yield on average interest-earning assets increased 12 basis points to 5.27% while the cost of average interest-bearing liabilities increased one basis point to 3.46%. The increase in the yield on average interest-earning assets was due to increases in the yields on average loans receivable, mortgage-backed securities and non-mortgage-backed securities, partially offset by a decrease in the yield on other interest-earning assets. The yield on average interest-earnings assets improved due to the redeployment of cash and cash equivalents to loans receivable and mortgage-backed securities; however, the 325 basis point reduction in

the federal funds rate between September 2007 and May 2008 had a negative impact on interest income derived from cash and cash equivalents and interest income overall until the funds were redeployed. The cost of average interest-bearing liabilities remained virtually unchanged. While the cost of average interest-bearing deposits remained steady at 3.37% for both years, average borrowing costs declined to 4.12% from 5.51%, with overall cost changed little due to an increased level of borrowings. Year-over-year, the Bank's one-year cumulative gap or the mismatch between re-pricing assets and liabilities continued to be liability sensitive. At June 30, 2008, the Bank's one-year cumulative gap was approximately -9.5% compared to approximately -20.9% at June 30, 2007. As a result of being liability sensitive, the Company was positioned to realize an increase in net interest income since the cost of funds were declining by more than the decline in the yield on earning assets as the fiscal year drew to a close.

The Company's net interest margin increased eleven basis points to 2.54% during the year ended June 30, 2008, compared with 2.43% during the year ended June 30, 2007. Average interest-earning assets during the year ended June 30, 2008 were $1.85 billion, virtually unchanged from the year ended June 30, 2007. Average loans receivable and mortgage-backed securities increased, virtually offset by decreases in average non-mortgage-backed securities and other interest-earning assets, which had a favorable impact on yield. Average interest-bearing liabilities during the year ended June 30, 2008 were $1.46 billion, also virtually unchanged from the year ended June 30, 2007. Average borrowings increased, virtually offset by a decrease in average interest-bearing deposits. As a result of the interest rate environment during the first six months of the fiscal year, management considered FHLB advances to be a favorable alternative to certificates of deposit as a funding source. The ratio of average interest-earning assets to average interest-bearing liabilities was 126.5% during the year ended June 30, 2008, compared to 126.8% during the year ended June 30, 2007.

Interest Income. Total interest income increased $1.8 million or 1.9%, to $97.4 million during the year ended June 30, 2008, from $95.6 million during the year ended June 30, 2007. The increase in interest income resulted from increases in interest on loans receivable and mortgage-backed securities partially offset by decreases in interest from non-mortgage-backed securities and other interest-earning assets.

Interest income from loans receivable increased $10.1 million or 22.4%, to $55.1 million during the year ended June 30, 2008, from $45.0 million during the year ended June 30, 2007 due primarily to growth in the portfolio as well as an improvement in average yield. Average loans receivable increased $165.8 million to $951.0 million during the year ended June 30, 2008, from $785.2 million during the year ended June 30, 2007. In implementing the Bank's business plan, management continued to focus on increasing the size of the loan portfolio. Average loans receivable constituted 51.5% of average interest-earning assets during the year ended June 30, 2008, compared to 42.3% during the year ended June 30, 2007. The yield on average loans receivable increased seven basis points to 5.80% during the year ended June 30, 2008, compared to 5.73% during the year ended June 30, 2007. The improvement in yield was due in part to growth in the nonresidential and multi-family mortgage categories, with the average balance increasing in aggregate $39.9 million to $178.9 million, a change of 28.7% year-over-year. By comparison, the average balances outstanding of one-to-four family mortgages increased $110.5 million or 21.8%, to $617.1 million, year-over-year. Rate adjustments on adjustable-rate mortgages as well as higher interest rates on loans closed during the current period compared to loans closed during the comparative period also contributed to the improvement in yield, though falling interest rates during the second half of the fiscal year have negatively impacted the portfolio yield. The weighted average nominal rate of the loans in the portfolio was 5.79% as of June 30, 2008, compared to 5.81% at June 30, 2007.

Interest income from mortgage-backed securities increased $2.6 million or 8.1%, to $34.8 million during the year ended June 30, 2008, compared to $32.2 million during the year ended June 30, 2007 due

to an increase in average mortgage-backed securities and an increase in the average yield. Average mortgage-backed securities increased $26.0 million to $699.9 million during the year ended June 30, 2008 compared to $673.9 million during the year ended June 30, 2007. To the extent that the Bank did not need the funds for loan originations, management reinvested cash flows from principal and interest payments into additional mortgage-backed securities, which contributed to the increase in the average balance year-over-year. The yield on average mortgage-backed securities increased 19 basis points to 4.97% during the year ended June 30, 2008, from 4.78% during the year ended June 30, 2007. During the quarter ending September 30, 2007, management implemented a nominal leverage strategy utilizing a part of the proceeds from FHLB advances to fund the purchase of $24.8 million of 15-year and 20-year fixed-rate mortgage-backed securities, which contributed to the increase in yield. The leverage strategy was expanded to include the purchase of an additional $19.7 million of 20-year fixed-rate product during the quarter ended March 31, 2008. Rate adjustments on pass-through certificates containing adjustable-rate mortgages and higher coupons on securities purchased during the year ended June 30, 2008 compared to purchases during the year ended June 30, 2007 also contributed to the increase in yield. During the year ending June 30, 2008, $142.6 million or 63.6% of the mortgage-backed securities purchased were adjustable-rate product. Though lower interest rates could negatively impact the portfolio yield in the future due to the emphasis on purchasing adjustable-rate product, this was not a factor during the fiscal year as the weighted average nominal rate of the mortgage-backed securities in the portfolio was 5.13% as of June 30, 2008, compared to 4.94% at June 30, 2007.

Interest income from non-mortgage-backed securities decreased $3.9 million or 62.9%, to $2.3 million during the year ended June 30, 2008, from $6.2 million during the year ended June 30, 2007 due to a decrease in average securities partially offset by an improvement in average yield. Average securities decreased $97.9 million to $53.4 million during the year ended June 30, 2008, compared to $151.3 million during the year ended June 30, 2007. The decrease in the average balance was due primarily to the sales of municipal bonds, totaling $48.5 million during the year ended June 30, 2008. Average tax-exempt securities decreased $95.9 million to $30.2 million while average taxable securities decreased $2.0 million to $23.2 million, year-over-year. Management continued to sell municipal bonds due to a preference for securities that provide a steady cash flow. To the extent not required to fund loan originations, management reinvested the proceeds from the sales into cash equivalents pending redeployment into other interest-earning assets. The yield on average securities improved 13 basis points from 4.10% for the year ended June 30, 2007, to 4.23% for the year ended June 30, 2008. The higher yield on the securities portfolio resulted primarily from the sale of the lower yielding municipal bonds partially offset by downward rate adjustments on pass-through certificates containing Small Business Administration adjustable-rate loans and adjustable-rate trust preferred securities beginning during the quarter ended December 31, 2007.

Interest income from other interest-earning assets decreased $7.0 million or 57.4%, to $5.2 million during the year ended June 30, 2008, from $12.2 million during the year ended June 30, 2007. The decrease was due to a decrease in average other interest-bearing assets, primarily interest-earning deposits, as well as a decrease in average yield. There was a $102.1 million decrease in average other interest-earning assets to $141.8 million during the year ended June 30, 2008, from $243.9 million during the year ended June 30, 2007. For the most part, management utilized the cash and cash equivalents to fund loan originations and loan purchases and fund deposit outflows. During the prior year, to the extent that the Bank did not need the funds for loan originations, management maintained liquidity at an elevated level to take advantage of high short-term interest rates resulting from the inverted Treasury yield curve at the time. Partially offsetting the $107.7 million decrease in interest-earning deposits, average FHLB capital stock increased $5.6 million due to the increase in FHLB advances during the first six months of the fiscal year. The 325 basis point reduction in the federal funds rate between September 2007 and May 2008 was primarily responsible for the decrease in the yield on average interest-earning assets, which fell 131 basis points from 4.99% to 3.68%. The yield on interest-earnings deposits decreased 151 basis points to 3.44% and the return on FHLB capital stock decreased twelve basis points to 6.56%, year-over-year.

Interest Expense. Total interest expense increased $60,000 or 0.1%, virtually unchanged at $50.5 million during the year ended June 30, 2008 compared to the year ended June 30, 2007. The cost of average interest-bearing liabilities was virtually unchanged, increasing one basis point to 3.46% and average interest-bearing liabilities was unchanged at $1.46 billion, year-over-year.

Interest expense from deposits decreased $4.1 million or 8.6%, to $43.3 million during the year ended June 30, 2008, from $47.4 million during the year ended June 30, 2007. The decrease resulted from a decrease in average interest-bearing deposits, with no increase in the average cost of deposits. The cost of average interest-bearing deposits was unchanged at 3.37% during the year ended June 30, 2008, compared to the year ended June 30, 2007. Average interest-bearing deposits decreased $121.2 million to $1.28 billion during the year ended June 30, 2008, from $1.41 billion during the year ended June 30, 2007. Average interest-bearing demand deposit accounts increased $13.2 million to $149.9 million due to an increase in tiered money market deposit accounts, which became a popular substitute for traditional passbook and statement savings accounts, while their average cost decreased ten basis points to 1.81% following other short-term interest rates lower. Average savings accounts decreased $32.2 million to $303.8 million, while their average cost decreased three basis points to 1.08% as depositors transferred funds to alternative investments. Average certificates of deposit decreased $102.2 million to $830.7 million, while their cost increased ten basis points to 4.49%. Given the Bank’s interest rate risk profile, management expects a reduction in interest rates and restoration of a more normal yield curve to improve the Company’s profitability. With approximately 81.3% of certificates of deposit maturing within one year, the recent reductions in the federal funds rate are expected to contribute to a subsequent decrease in the cost of deposits. A significant trend is evident when comparing the current year’s interest rate stratification for certificates of deposit to that of the prior year: At June 30, 2008, the Bank had $91.9 million of certificates of deposit with interest rates between 2.00% and 2.99%, compared to $17.5 million at June 30, 2007; at June 30, 2008, the Bank had $298.8 million of certificates of deposit with interest rates between 3.00% and 3.99%, compared to $131.4 million at June 30, 2007; at June 30, 2008, the Bank had $473.6 million of certificates of deposit with interest rates between 4.00% and 4.99%, compared to $488.5 million at June 30, 2007; and most importantly, at June 30, 2008 the Bank had $7.0 million of certificates of deposit with interest rates between 5.00% and 5.99%, compared to $250.7 million at June 30, 2007. Overall, the average interest rate on certificates of deposit declined to 3.93% at June 30, 2008 from 4.55% at June 30, 2007.

Interest expense from FHLB advances increased $4.1 million or 132.3%, to $7.2 million during the year ended June 30, 2008, from $3.1 million during the year ended June 30, 2007. Average borrowings increased $118.5 million to $175.1 million during the year ended June 30, 2008, from $56.6 million during the year ended June 30, 2007. The cost of average borrowings decreased 139 basis points to 4.12% during the year ended June 30, 2008 from 5.51% during the year ended June 30, 2007. The increase in borrowings resulted primarily from a need to replenish liquidity utilized to fund loan originations and fund deposit outflows and make cash available for potential implementation of growth and diversification strategies related to execution of the Company’s business plan. The Bank borrowed $200.0 million during the year ended June 30, 2008 at a weighted average cost of 3.79% resulting in the decrease in the cost of average borrowings. The advances were determined to be a cheaper funding source compared to certificates of deposit. Management did not renew a $10.0 million advance, which carried an interest rate of 5.59% when it matured in March 2008. An amortizing advance with an original face value of $5.0 million and an interest rate of 6.03% was also paid in full during February 2008.

Provision for Loan Losses. We charge provisions for loan losses to operations at a level required to reflect credit losses in the loan portfolio that are both probable and reasonable to estimate.

Management, in determining the allowance for loan losses, considers the losses inherent in the loan portfolio and changes in the nature and volume of our loan activities, along with the general economic and real estate market conditions. We utilize a two-tier approach: (1) identification of impaired loans and establishment of specific loss allowances on such loans; and (2) establishment of general valuation allowances on the remainder of our loan portfolio as required by GAAP and regulatory guidelines. We establish a specific loan loss allowance for an impaired loan based on delinquency status, size of loan, type of collateral and/or appraisal of the underlying collateral and financial condition of the borrower. Management bases general loan loss allowances upon a combination of factors including, but not limited to, actual loan loss experience, composition of the loan portfolio, current economic conditions and management’s judgment

The provision for loan losses decreased $477,000, to $94,000 during the year ended June 30, 2008, from a $571,000 provision recorded during the year ended June 30, 2007. Management attributes the decrease principally to the absence of any material change in asset quality. Non-performing loans were $1.6 million or 0.15% of total loans of $1.03 billion at June 30, 2008 compared to $1.5 million or 0.17% of total loans of $865.0 million at June 30, 2007. Net charge-offs during the year ended June 30, 2008 were $39,000 compared to $-0- during the year ended June 30, 2007, but as a percentage of average loans net charge-offs were zero percent during each of the comparative periods. The allowance for loan losses as a percentage of total loans outstanding was 0.59% at June 30, 2008 and 0.70% at June 30, 2007, reflecting allowance balances of $6.1 million and $6.0 million, respectively. The allowance for loan losses as a percentage of non-performing loans was 388.1% at June 30, 2008 and 406.3% at June 30, 2007. There were no recoveries during the year ended June 30, 2008 compared to a recovery of $27,000 during the year ended June 30, 2007.

Management assesses the allowance for loan losses monthly. Management uses available information to recognize losses on loans, however, additional loan loss provisions may be necessary in the future, based on changes in economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the allowance for loan losses and may require us to recognize additional provisions based on their judgment of information available to them at the time of their examination. The allowance for loan losses as of June 30, 2008 was maintained at a level that represented management's best estimate of losses in the loan portfolio to the extent they were both probable and reasonably estimable.

Non-Interest Income. Non-interest income, excluding gain/loss on securities, increased $274,000 or 11.4%, to $2.7 million during the year ended June 30, 2008 compared to $2.4 million during the year ended June 30, 2007 due to a $344,000 increase in fees and service charges, partially offset by a $70,000 decrease in miscellaneous income. Total non-interest income decreased $440,000 or 18.3%, to $2.0 million from $2.4 million, year-over-year.

Fees and service charges from branch retail operations increased $384,000 due primarily to the overdraft privilege program introduced in May 2007, partially offset by a $39,000 decrease in other fees and service charges, due primarily to a $41,000 decrease in mortgage loan fees.

Miscellaneous income decreased $70,000, due primarily to a $68,000 decrease in income from the Bank’s official check clearing agent and a $30,000 decrease in income from miscellaneous nonrecurring sources, partially offset by a $29,000 increase in the cash surrender value of bank owned life insurance. The Bank is compensated for use of the float on our official checks by the clearing agent, whose primary source of income was a portfolio of mortgage-backed instruments, which was negatively impacted by the housing and credit crises.

There was no non-interest income attributed to the gain on sale of securities available for sale during the year ended June 30, 2008 compared to a $55,000 net gain on the sale of municipal bonds recorded during the year ended June 30, 2007. As described in the Securities Portfolio section of Part I. Item 1., the Company recognized a pre-tax non-cash charge to earnings of $659,000 as a result of other-than-temporary impairment in the value of the Bank's investment in the AMF Ultra Short Mortgage Fund, during the quarter ended June 30, 2008.

Non-Interest Expense. Non-interest expense decreased $4.0 million or 8.9%, to $40.9 million during the year ended June 30, 2008, from $44.9 million during the year ended June 30, 2007. The decrease in non-interest expense resulted primarily from a decrease in salaries and employee benefits expense of $2.9 million. Also contributing were decreases in equipment expense, advertising expense and amortization of intangible assets expense of $229,000, $642,000 and $395,000, respectively, and reductions in federal insurance premiums expense and directors' compensation expense totaling $81,000 in aggregate. Partially offsetting the decrease was an increase in net occupancy expense of premises and miscellaneous expense of $280,000 and $25,000, respectively.

Salaries and employee benefits decreased $2.9 million or 10.5%, to $24.7 million during the year ended June 30, 2008, compared to $27.6 million during the year ended June 30, 2007. Pension plan expense contributed the most significant reduction, decreasing $1.8 million year-over-year to $913,000. Effective July 1, 2007, the Company implemented a freeze on all future benefit accruals under the Bank's non-contributory defined benefit pension plan and related benefit equalization plan. The freeze provides additional flexibility in controlling the costs associated with the plans while still preserving the participants' earned and vested benefits. Benefits expense decreased $448,000 to $3.7 million due primarily to a non-recurring dividend of $253,000 received from the Bank's health insurer based on the ratio of earned premiums to premiums paid during 2006, a savings of $92,000 resulting from the implementation of contributory health insurance for employees beginning during the quarter ended March 31, 2008 and savings of $82,000 due to a change in the accounting treatment of dividends on unvested restricted stock. ESOP expense, including the expense of the ESOP Benefit Equalization Plan, decreased $444,000 to $1.8 million due to a decrease in the average market price of the Company's common stock during the year ended June 30, 2008 compared to the prior period. Stock benefits plan expense decreased $128,000 to $3.4 million due to a forfeiture of unvested restricted stock and unvested stock options in the prior year. Compensation and payroll tax expenses remained virtually unchanged at $13.7 million and $1.1 million, respectively. Normal salary increases were partially offset by a decision by the President and CEO of the Company and the Bank, John N. Hopkins, that he would voluntarily forgo the cash bonus payment recommended by the Compensation Committee and approved by the Board of Directors in December 2007. Mr. Hopkins was motivated to do so as part of the Company's overall cost cutting effort. Mr. Hopkins previously received a cash bonus payment of $90,000 in December 2006. A combination of lower payments to non-exempt employees for unused vacation days during the prior calendar year and a reduction in staff due to routine attrition also contributed to offsetting normal salary increases. Compensation expense in the current year included $33,000 in overtime paid to personnel involved in reconciling differences resulting from system problems at the Bank's data processing provider. The Bank expects to be reimbursed by the service provider for this expense during the quarter ending September 30, 2008.

Net occupancy expense of premises increased $280,000 or 8.1%, to $3.7 million during the year ended June 30, 2008 from $3.5 million during the year ended June 30, 2007. Rent expense, net, increased $85,000 to $275,000 due primarily to additional leased space occupied by new retail branches, which opened in Brick Township, New Jersey during March 2008 and Lakewood, New Jersey during May 2008. Increases in rental income from surplus Bank space leased to others generally offset annual increases in rent expense. Repairs and maintenance expense increased $58,000 to $889,000 due primarily to higher costs incurred to maintain the Bank's retail branch network. Property taxes expense and utilities expense increased $91,000 to $954,000 and $82,000 to $680,000, respectively. Partially offsetting the increases were decreases in depreciation expense and other expenses of $20,000 to $892,000 and $16,000 to $54,000, respectively.

Equipment expense decreased $229,000 or 5.1%, to $4.3 million during the year ended June 30, 2008 from $4.5 million during the year ended June 30, 2007. Furniture, fixtures and equipment maintenance expense and depreciation expense decreased $103,000 to $787,000 and $54,000 to $914,000, respectively. The prior year included a nonrecurring charge of $88,000 resulting from the settlement of a dispute with an electronic data processing service provider. Service bureau expense decreased $72,000 to $2.6 million due to a decrease in data communication costs between the Bank and its core processor, partially offset by increases attributed to peripheral EDP service providers including network administration, records retention, Internet banking and bill pay, ATM and debit card processing and merchant processing.

Advertising expense decreased $642,000 or 42.8%, to $858,000 during the year ended June 30, 2008 from $1.5 million during the year ended June 30, 2007. Expenditures for all forms of media advertising were lower, particularly newspaper ads, which decreased approximately $485,000, year-over-year. There were significant decreases in the marketing of deposit products, which had been the focal point of an extensive advertising campaign during the prior fiscal year. Advertising during the year ended June 30, 2008 was generally limited to marketing loan products.

Amortization of intangible assets expense decreased $395,000 or 62.1%, to $241,000 during the year ended June 30, 2008 compared to $636,000 during the year ended June 30, 2007. The decrease was due to the completion of amortization of an intangible asset acquired during the purchase of West Essex Bank in 2003, during the quarter ended December 31, 2007.

Provision for Income Taxes. The provision for income taxes increased $1.73 million to $1.95 million during the year ended June 30, 2008, from $221,000 during the year ended June 30, 2007.

During the year ended June 30, 2008, the Company reversed the valuation allowances totaling $1.2 million for the state alternative minimum assessment and the benefit to be derived from utilization of the state net operating loss carryforward for the year ended June 30, 2006 and the benefit to be derived from utilization of the state net operating loss carryforward for the year ended June 30, 2007. With the dissolution of Kearny Federal Investment Corp. and the transfer of its assets to the Bank, the Bank is projected to have sufficient future taxable income to effectively utilize its state net operating loss carryforwards. Accordingly, the related deferred tax assets are now considered to be more likely than not to be realized. During the year ended June 30, 2008, the Company established a valuation allowance for other-than-temporary impairment of the Bank’s AMF Ultra Short Mortgage Fund for the year ended June 30, 2008, as this deferred tax asset is not more likely than not to be realized. Having subsequently invoked a redemption-in-kind provision in July 2008, however, both the Company and the Bank are now positioned to recognize benefits for federal and state income tax purposes during the quarter ending September 30, 2008. The pre-tax impairment charges of $659,000 recorded during the quarter ended June 30, 2008 and $415,000 resulting from the redemption-in-kind in July became, upon the redemption-in-kind, subject to income tax benefits of approximately $140,000 and $25,000, respectively.

The Company’s effective tax rate was approximately 24.8% during the year ended June 30, 2008, compared to 10.3% during the year ended June 30, 2007. The effective tax rate increased due to a reduction in interest from tax-exempt instruments as a percentage of pre-tax income as pre-tax income increased. Tax-exempt interest was 13.7% of income before taxes during the year ended June 30, 2008 compared to 218.5% of income before taxes during the year ended June 30, 2007.

Comparison of Operating Results for the Years Ended June 30, 2007 and June 30, 2006

General. Net income for the year ended June 30, 2007 was $1.9 million or $0.03 per share, a decrease of $7.7 million or 80.2%, from $9.6 million or $0.14 per share for the year ended June 30, 2006. The decrease in net income resulted primarily from decreases in net interest income and non-interest income and an increase in non-interest expense. The increase in non-interest expense resulted from increases in salaries and employee benefits, net occupancy expense of premises, equipment expense, advertising expense and directors' compensation partially offset by a decrease in miscellaneous expense.

Net Interest Income. Net interest income for the year ended June 30, 2007 was $45.1 million, a decrease of $5.6 million or 11.0%, compared to $50.7 million for the year ended June 30, 2006. The decrease in net interest income was due to a significant increase in interest expense only partially offset by an increase in interest income.

The Bank's net interest rate spread decreased 40 basis points to 1.70% for the year ended June 30, 2007, from 2.10% for the year ended June 30, 2006. The cost of average interest-bearing liabilities increased 85 basis points, from 2.60% for the year ended June 30, 2006, to 3.45% for the year ended June 30, 2007. During the year ended June 30, 2007, the yield on average interest-earning assets increased 45 basis points from 4.70% for the year ended June 30, 2006, to 5.15% for the year ended June 30, 2006. Interest-bearing liabilities continued to re-price faster than interest-earning assets during the year ended June 30, 2007. As of June 30, 2006, management projected re-pricing interest-bearing liabilities to exceed re-pricing interest-earning assets expressed as a percentage of total assets by approximately 11.6% between June 30, 2006 and 2007. This ratio widened to approximately 20.9% as of June 30, 2007, due to the redeployment of cash and cash equivalents. The Bank continued to be liability sensitive during the year ended June 30, 2007 due primarily to maturing certificates of deposit. Promotional interest rates utilized to attract new deposits, also affected the rollover rates on existing certificates of deposit. After discontinuing promotional interest rates, management generally raised interest rates available to depositors with maturing certificates of deposit in order to lessen possible attrition.

The Bank's net interest margin decreased 24 basis points to 2.43% for the year ended June 30, 2007, compared with 2.67% for the year ended June 30, 2006. Average interest-earning assets during the year ended June 30, 2007 were $1.85 billion or $45.8 million less than average interest-earning assets of $1.90 billion during the year ended June 30, 2006. The decrease resulted in part from the use of cash to fund deposit outflows and reduce borrowings as well as fund stock repurchases. Average interest-bearing liabilities during the year ended June 30, 2007 were $1.46 billion or $24.4 million less than average interest-bearing liabilities of $1.49 billion during the year ended June 30, 2006. The ratio of average interest-earning assets to average interest-bearing liabilities was 126.8% for the year ended June 30, 2007, compared to 127.8% for the year ended June 30, 2006.

Interest Income. Total interest income increased $6.3 million or 7.1%, to $95.6 million for the year ended June 30, 2007, from $89.3 million for the year ended June 30, 2006. Year-over-year, interest income from loans and other interest-earning assets increased while interest from mortgage-backed securities and securities decreased. Generally, management utilized cash flows from principal and interest payments on the securities portfolio, calls and maturities of securities and proceeds from the sale of the municipal bonds to fund loan originations during the year.

Interest income from loans receivable increased $9.7 million or 27.5%, to $45.0 million for the year ended June 30, 2007, from $35.3 million for the year ended June 30, 2006 due primarily to growth in the portfolio as well as an improvement in yield. Average loans receivable increased $151.4 million to $785.2 million during the year ended June 30, 2007, from $633.8 million during the year ended June 30, 2006. Management continued to implement the Bank's strategic business plan, which calls for increasing the Bank's loan portfolio while reducing its dependence on securities to generate interest income.

Average loans receivable constituted 42.3% of average interest-earning assets for the year ended June 30, 2007, compared to 33.4% for the year ended June 30, 2006. By contrast, average securities and mortgage-backed securities represented 44.5% of average interest-earning assets for the year ended June 30, 2007, compared to 58.9% for the year ended June 30, 2006. During the year ended June 30, 2007, the Bank committed cash to purchase approximately $97.5 million in loans from mortgage companies compared to approximately $24.4 million during the year ended June 30, 2006. The increase in loan purchases was due to the slowing real restate market, which affected the Bank's ability to originate loans internally. The yield on average loans receivable increased 15 basis points to 5.73% for the year ended June 30, 2007, compared to 5.58% for the year ended June 30, 2006. The improvement in yield year-over-year was due in part to growth in the nonresidential and multi-family mortgage categories.

Interest income from mortgage-backed securities decreased $1.3 million or 3.9%, to $32.2 million for the year ended June 30, 2007, compared to $33.5 million for the year ended June 30, 2006 due to a reduction in the portfolio partially offset by an improvement in yield. Average mortgage-backed securities decreased $55.1 million to $673.9 million for the year ended June 30, 2007, from $729.0 million for the year ended June 30, 2006. The yield on average mortgage-backed securities increased 19 basis points to 4.78% for the year ended June 30, 2007, from 4.59% for the year ended June 30, 2006. To the extent not required to fund loan originations, management reinvested cash flows from principal and interest payments from mortgage-backed securities into cash equivalents pending redeployment into other interest-earning assets, which contributed to the decrease in the average balance year-over-year. The increase in yield resulted from rate adjustments on pass-through certificates containing adjustable-rate mortgages and higher coupons on securities purchased this year compared to purchases in the prior year. Excluding CRA eligible securities, which are fixed-rate, when redeploying cash flows from the portfolio back into mortgage-backed securities, management routinely reinvests in adjustable-rate product with a preference for seasoned 3/1 and 5/1 adjustable-rate mortgages such that the first rate change date and conversion to a one-year adjustable product may be less than three or five years away. By sacrificing higher yields on fixed-rate securities in the short-term, the Bank gains some interest rate risk protection.

Interest income from securities decreased $8.0 million or 56.3%, to $6.2 million for the year ended June 30, 2007, from $14.2 million during the year ended June 30, 2006 due to a significant reduction in the portfolio partially offset by an improvement in yield. Average securities decreased $238.2 million to $151.3 million for the year ended June 30, 2007, compared to $389.5 million for the year ended June 30, 2006. The decrease in the average balance was due primarily to the February 2006 sale of the Bank's portfolio of government agency notes, with an amortized cost of $249.0 million and Freddie Mac common stock with a fair value of $8.9 million. Following those sales were sales of municipal bonds, totaling $131.4 million during the year ended June 30, 2007. To the extent not required to fund loan originations, management reinvested the proceeds from the sales into cash equivalents pending redeployment into other interest-earning assets. During the year ended June 30, 2006, management was reinvesting cash flows from maturing securities back into the portfolio. The yield on average securities improved 46 basis points from 3.64% for the year ended June 30, 2006, to 4.10% for the year ended June 30, 2007. The higher yield on the securities portfolio resulted from the sale of the government agency notes and municipal bonds. The yield on the notes was 3.22% at the time of their sale. The yield on the bonds was 3.78% at June 30, 2006, with the remaining balance of the municipal bond portfolio yielding 3.71% at June 30, 2007.

Interest income from other interest-earning assets increased $5.9 million or 93.7%, to $12.2 million for the year ended June 30, 2007, from $6.3 million for the year ended June 30, 2006. This was a result of a significant increase in the average balance of other interest-earning assets as well as an improvement in yield. There was a $96.0 million increase in average other interest-earning assets to $243.9 million for the year ended June 30, 2007, from $147.9 million for the year ended June 30, 2006.

There was a 71 basis point increase in the yield on average other interest-earning assets to 4.99% for the year ended June 30, 2007, from 4.28% for the year ended June 30, 2006. The increase was due to increases in short-term interest rates year-over-year, particularly the rate paid on overnight deposits as well as the dividend yield on FHLB of New York capital stock. Average other interest-earning assets increased due to an increase in interest-earning deposits of $98.6 million to $238.6 million, the primary component of other interest-earning assets, partially offset by a decrease in FHLB capital stock of $2.7 million to $5.3 million due to a repurchase by FHLB to meet regulatory requirements. To the extent not required to fund loan originations, management reinvested the proceeds from the sales into cash equivalents pending redeployment into other interest-earning assets.

Interest Expense. Total interest expense increased $11.9 million or 30.8%, to $50.5 million for the year ended June 30, 2007, from $38.6 million for the year ended June 30, 2006. Year-over-year, there was a significant increase in interest expense attributed to deposits and a nominal decrease in interest expense from borrowings. A decrease of $24.4 million to $1.46 billion from $1.49 billion in average interest-bearing liabilities partially offset the increase of 85 basis points to 3.45% from 2.60% in the cost of average interest-bearing liabilities.

Interest expense from deposits increased $12.3 million or 35.0%, to $47.4 million for the year ended June 30, 2007, from $35.1 million for the year ended June 30, 2006. The increase resulted primarily from an increase in the cost of average interest-bearing deposits, which more than offset a decrease in average interest-bearing deposits. The cost of average interest-bearing deposits increased 90 basis points to 3.37% for the year ended June 30, 2007, from 2.47% for the year ended June 30, 2006. Average interest-bearing deposits decreased $15.6 million to $1.41 billion for the year ended June 30, 2007, from $1.42 billion for the year ended June 30, 2006. In June 2006, management began offering promotional interest rates on selected certificates of deposit maturities and tiered money market deposit accounts in an effort to retain and attract deposits in the midst of intense competition in the marketplace. This strategy had a significant effect on the Bank's cost of funds year-over-year. Average interest-bearing demand deposit accounts increased $33.2 million to $136.6 million and their cost increased 101 basis points to 1.91% due to tiered money market deposit accounts. Tiered money market deposit accounts increased $32.9 million to $55.5 million at June 30, 2007. Average savings accounts decreased $93.0 million to $336.1 million and their cost decreased seven basis points to 1.11% as depositors transferred funds into certificates of deposits to take advantage of promotional interest rates. Average certificates of deposit increased $44.1 million to $932.9 million and their cost increased 112 basis points to 4.39% due to promotional interest rates offered on selected certificates of deposit maturities. Midway through the quarter ended December 31, 2006, management discontinued offering promotional interest rates in an attempt to mitigate margin compression. With respect to the year ended June 30, 2006, management reacted to competitive pressures in the marketplace in late 2005 by offering a premium interest rate on 13-month certificates of deposit late in calendar 2005. The marketing campaign attracted new money but management ceased offering promotional interest rates due to the rising cost of funds until the June 2006 quarter, when deposit attrition again became a concern.

At June 30, 2006, the Bank had $496.8 million of certificates of deposit with nominal interest rates of between 3.00 – 3.99%, $162.1 million of certificates of deposit with nominal interest rates of between 4.00 – 4.99% and $153.0 million of certificates of deposit with nominal interest rates of between 5.00 – 5.99%. By December 31, 2006, the stratification adjusted to $301.7 million, $259.9 million and $368.7 million, respectively. In December 2006, the Bank discontinued offering promotional interest rates on certificates of deposit. As of June 30, 2007, the stratification shifted to $131.4 million, $488.5 million and $250.7, respectively. Without promotional interest rates, management expects that within one year, most of these certificates of deposit will be in the 4.00-4.99% range, or in the case of depositors without other relationships with the Bank, the loss of their accounts. Given the Bank's interest rate risk profile, a reduction in interest rates and restoration of a more normal yield curve would improve our profitability. A continuation of rates at current levels or an increase in rates and the persistence of the current flat (or an inverted) yield curve would negatively impact our profitability

Interest expense from FHLB borrowings decreased $459,000 or 12.8%, to $3.1 million for the year ended June 30, 2007, from $3.6 million for the year ended June 30, 2006. Average borrowings decreased $8.7 million to $56.6 million for the year ended June 30, 2007, from $65.3 million for the year ended June 30, 2006. The cost of average borrowings increased four basis points to 5.51% for the year ended June 30, 2007 from 5.47% for the year ended June 30, 2006. The decrease in the average balance resulted from scheduled principal payments on amortizing advances, the maturity of a $5.0 million advance in November 2006, three advances totaling $27.0 million called by FHLB in June 2007 due to rising interest rates and overnight borrowings during January and February 2006. We had no overnight borrowings during the year ended June 30, 2007. The cost of average borrowings increased due to the inexpensive overnight borrowings during the year ended June 30, 2006, relative to the interest rates on the long-term advances during both years.

Provision for Loan Losses. We charge provisions for loan losses to operations at a level required to reflect credit losses in the loan portfolio that are both probable and reasonable to estimate. Management, in determining the allowance for loan losses, considers the losses inherent in the loan portfolio and changes in the nature and volume of our loan activities, along with the general economic and real estate market conditions. We utilize a two-tier approach: (1) identification of impaired loans and establishment of specific loss allowances on such loans; and (2) establishment of general valuation allowances on the remainder of our loan portfolio as required by GAAP and regulatory guidelines outlined in the Interagency Policy Statement last updated in December 2006. We establish a specific loan loss allowance for an impaired loan based on delinquency status, size of loan, type of collateral and/or appraisal of the underlying collateral and financial condition of the borrower. Management bases general loan loss allowances upon a combination of factors including, but not limited to, actual loan loss experience, composition of the loan portfolio, current economic conditions and management's judgment

The provision for loan losses increased $499,000, to $571,000 for the year ended June 30, 2007, from a $72,000 provision recorded during the year ended June 30, 2006. Management attributes the increase principally to growth in the loan portfolio. Total loans increased to $865.0 million at June 30, 2007 from $708.0 million at June 30, 2006. Asset quality continued to be strong as non-performing loans were $1.5 million or 0.17% of total loans at June 30, 2007, as compared to $942,000 or 0.13% of total loans at June 30, 2006. The allowance for loan losses as a percentage of total loans outstanding was 0.70% at June 30, 2007 and 0.77% at June 30, 2006, reflecting allowance balances of $6.0 million and $5.5 million, respectively. The increase in the allowance balance during the year ended June 30, 2007 reflects a recovery of $27,000 and no charge-offs compared to a recovery and charge-offs of $5,000 and $42,000, respectively, during the year ended June 30, 2006.

Management assesses the allowance for loan losses monthly. Management uses available information to recognize losses on loans, however, additional loan loss provisions may be necessary in the future, based on changes in economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the allowance for loan losses and may require us to recognize additional provisions based on their judgment of information available to them at the time of their examination. The allowance for loan losses as of June 30, 2007 was maintained at a level that represented management's best estimate of losses in the loan portfolio to the extent they were both probable and reasonably estimable.

Non-Interest Income. Non-interest income attributed to fees and service charges from the Bank's retail operations and other miscellaneous income increased $132,000 or 5.7%, to $2.4 million during the year ended June 30, 2007 compared to $2.3 million during the year ended June 30, 2006. Fees and service

charges decreased by $24,000 to $992,000. Fees and service charges in the year ended June 30, 2006, included loan prepayment fees of $85,000, which did not reoccur in 2007 but this was partially offset by a $62,000 increase for the year ended June 30, 2007 in other fees and charges. The Bank introduced an overdraft privilege program for eligible depositors in May 2007, which management expects to have a positive effect on non-interest income in the future. Miscellaneous income increased $156,000 compared to the year ended June 30, 2006. Income from bank owned life insurance increased $67,000 due to the purchase of additional insurance during the year ended June 30, 2006. There was also a loss on sale of real estate owned of $35,000 recorded during the year ended June 30, 2006, with no such loss in the year ended June 30, 2007. Miscellaneous income in the year ended June 30, 2007 also included $18,000 in interest from a state income tax refund and $15,000 unidentified settlement due West Essex Bank, acquired by the Bank in a merger in 2003.

Non-interest income attributed to the sale of securities was significantly lower during the year ended June 30, 2007. There was a gain on sale of securities during the year ended June 30, 2007 of $55,000 resulting from the sale of municipal bonds compared to $1.0 million during the year ended June 30, 2006. In 2006 we sold 131,088 shares of Freddie Mac common stock, a closed-end mutual fund and the Bank's portfolio of government agency notes. The pre-tax gain of $8.8 million on the sale of the Freddie Mac shares was reduced by the pre-tax loss of $7.8 million on the sale of the government agency notes. In 2007 we sold municipal bonds due to their below market yield and the reduced advantage of tax-exempt income in light of lower pre-tax income overall.

Non-Interest Expense. Non-interest expense increased $2.9 million or 6.9%, to $44.9 million for the year ended June 30, 2007, from $42.0 million for the year ended June 30, 2006. The increase in non-interest expense resulted from increases in salaries and employee benefits, net occupancy expense of premises, equipment expense, advertising expense and directors' compensation partially offset by a decrease in miscellaneous expense.

Salaries and employee benefits increased $2.5 million or 10.0%, to $27.6 million for the year ended June 30, 2007, compared to $25.1 million for the year ended June 30, 2006. Management attributes the increase primarily to the 2005 Stock Compensation and Incentive Plan approved at the Company's annual meeting held in October 2005. Stock benefit plans expense increased $1.4 million to $3.5 million during the year ended June 30, 2007, which was a full year's expense, from $2.1 million in 2006, which was a partial year's expense. Compensation expense increased $378,000 to $13.8 million with $264,000 resulting from a one-time charge related to a severance agreement with a senior officer of the Bank who resigned in April 2007 and the balance of the increase resulting from normal salary increases. ESOP expense increased $283,000 to $2.2 million due to an increase in the average market price of the Company's common stock, year-over-year. Employee benefits expense increased $219,000 to $4.1 million, with $183,000 attributed to an increase in health insurance costs. Beginning in July 2007, new employees will be required to contribute to the cost of their health insurance and the existing staff will begin contributing in January 2008. Pension plan expense increased $100,000 to $2.7 million due to actuarial adjustments. Effective July 1, 2007, the Bank "froze" all future benefit accruals under its non-contributory defined pension plan and the related benefits equalization plan. Management estimates that these actions will result in pre-tax expense reductions of approximately $1.3 million and $257,000 for the defined benefit pension plan and benefits equalization plan, respectively, during the year ending June 30, 2007. Payroll taxes expense increased $50,000 to $1.1 million with a $56,000 increase attributed to vesting of restricted stock awards partially offset by a $6,000 decrease in New Jersey Unemployment Tax contributions.

Net occupancy expense of premises increased $184,000 or 5.6%, to $3.5 million for the year ended June 30, 2007 from $3.3 million for the year ended June 30, 2006. Property tax expense, depreciation expense and utilities expense increased $130,000, $59,000 and $52,000, respectively,

partially offset by decreases in rent expense, net and repairs and maintenance expense of $28,000 and $25,000, respectively. Rental income from surplus Bank space leased to others increased $39,000, which more than offset increases in rents paid by the Bank. Currently, we lease surplus space in branch facilities in Springfield, River Vale and Pleasantdale (West Orange) and management is looking for opportunities to lease additional surplus space to interested parties.

Equipment expense increased $103,000 or 2.3%, to $4.5 million for the year ended June 30, 2007 from $4.4 million for the year ended June 30, 2006. Service bureau expense increased $123,000 due to higher costs associated with the Bank’s service providers for Internet banking, bill pay services and ATM and debit cards processing. Fees for services provided by the Bank’s core processor were flat, year-over-year. Partially offsetting increased service bureau expense were decreases in furniture, fixtures and equipment expense and repairs and maintenance expense. Despite a one-time charge of $88,000 resulting from the settlement of a dispute with an electronic data processing service provider, furniture, fixtures and equipment expense decreased $14,000.

Advertising expense increased $35,000 or 2.4%, virtually unchanged at $1.5 million, for both years. The Bank continued an extensive advertising campaign launched during the year ended June 30, 2006 to publicize promotional interest rates for certificates of deposit, tiered money market deposit accounts and StarBanking, a bundled services package. When management determined to cease offering promotional rate certificates of deposit and promo rates on tiered accounts, the advertising budget did not change but more emphasis was placed on advertising the Bank’s other products. There were also extensive advertising campaigns focused on the Bank’s loan products during both years. The primary difference between the two years was the cost associated with an increase in the use of radio advertisements during the year ended June 30, 2007.

Directors’ compensation increased $214,000 or 10.2%, to $2.3 million during the year ended June 30, 2007, compared to $2.1 million during the year ended June 30, 2006. Management attributes the increase primarily to the 2005 Stock Compensation and Incentive Plan approved at the Company’s annual meeting held in October 2005. Stock benefit plan expense increased $486,000 to $1.6 million during the year ended June 30, 2007, which was a full year’s expense, from $1.1 million in 2006, which was a partial year’s expense. Partially offsetting stock benefit plans expense was a $139,000 decrease in directors’ fees of which $123,000 were advisory board fees. The Company’s obligation to pay advisory board fees in connection with its 2003 acquisition of West Essex Bancorp ended in June 2006. Other directors’ compensation decreased $133,000 due primarily to the freezing of the directors’ incentive compensation plan during the quarter ended December 31, 2006.

Miscellaneous expense decreased $193,000 or 4.3%, to $4.3 million during the year ended June 30, 2007 from $4.5 million during the year ended June 30, 2006. The categories with the largest decreases were annual meeting expense, miscellaneous expense, printing and office supplies expense and audit and accounting services expense, which decreased $143,000, $117,000, $98,000 and $56,000, respectively. Actual expenses attributed to the Company’s first annual meeting in 2005 and estimated expenses for the 2006 annual meeting were included in the year ended June 30, 2006, compared to estimated expenses for only the 2007 meeting in the year ended June 30, 2007. Miscellaneous expense decreased due to reduced consultant fees and a settlement in the prior year for $51,000 with the New Jersey Division of Taxation resulting from a use tax audit covering the previous five years. Printing and office supplies expense decreased due to the use of lower cost service providers. Audit and accounting services expense decreased due to lower costs associated with Sarbanes-Oxley Act compliance. Partially offsetting these decreases were legal expense and loan expense, which increased $151,000 and $80,000, respectively. The increase in legal fees resulted from the ongoing evaluation and implementation of growth and diversification strategies related to execution of the Company’s business plan. The increase also included legal fees associated with the preparation of a severance agreement with a senior officer of the Bank who resigned

in April 2007 and fees associated with negotiations leading to the settlement of a dispute with an electronic data processing service provider. Loan expense increased due to higher loan servicing fees resulting from the increase in purchased loans serviced by others. All other categories in miscellaneous expense decreased $10,000 in aggregate.

Provision for Income Taxes. The provision for income taxes decreased $2.1 million to $221,000 for the year ended June 30, 2007, from $2.3 million for the year ended June 30, 2006. The effective tax rate was 10.3% for the year ended June 30, 2007, as compared to 19.2% for the year ended June 30, 2006. The effective tax rate declined due to interest from tax-exempt instruments becoming a greater percentage of pre-tax income as net income declined. Tax-exempt interest was 218.5% of income before taxes for the year ended June 30, 2007 compared to 64.2% for the year ended June 30, 2006. Management is in the process of selling bonds from the municipal bond portfolio due to the decline in pre-tax income, which reduces the advantage of holding tax-exempt instruments as well as the portfolio's low yield. In the current year, the Company also moved from the 35% to the 34% tax bracket for federal tax purposes due to the decline in taxable income.

Average Balance Sheet. The following table sets forth certain information relating to Kearny Financial Corp. at and for the periods indicated. We derived the average yields and costs by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods presented with daily balances used to derive average balances.

	At June 30,		For the Years Ended June 30,								
	2008		2008			2007			2006		
	Actual Balance	Actual Yield/Cost	Average Balance	Interest	Average Yield/Cost	Average Balance	Interest	Average Yield/Cost	Average Balance	Interest	Average Yield/Cost
	(Dollars in Thousands)										
Interest-earning assets:											
Net loans receivable[1]	$1,027,790	5.79 %	$951,019	$55,123	5.80 %	$785,210	$44,972	5.73 %	$633,758	$35,338	5.58 %
Mortgage-backed securities[2]	726,023	5.13	699,942	34,773	4.97	673,904	32,222	4.78	728,960	33,471	4.59
Securities:[2]											
Tax-exempt	17,757	3.49	30,200	1,074	3.56	126,095	4,708	3.73	202,042	7,634	3.78
Taxable	20,426	3.80	23,191	1,186	5.11	25,240	1,492	5.91	187,420	6,554	3.50
Other interest-earning assets[3]	124,935	2.77	141,792	5,211	3.68	243,867	12,167	4.99	147,949	6,326	4.28
Total interest-earning assets	1,916,931	5.30	1,846,144	97,367	5.27	1,854,316	95,561	5.15	1,900,129	89,323	4.70
Non-interest-earning assets	166,108		158,737			152,926			153,791		
Total assets	$2,083,039		$2,004,881			$2,007,242			$2,053,920		
Interest-bearing liabilities:											
Interest-bearing demand	$151,677	1.46	$149,871	2,714	1.81	$136,622	2,612	1.91	$103,397	931	0.90
Savings and club	300,397	1.04	303,818	3,272	1.08	336,067	3,740	1.11	429,019	5,065	1.18
Certificates of deposit	873,609	3.99	830,726	37,322	4.49	932,901	40,999	4.39	888,809	29,073	3.27
Federal Home Loan Bank advances	218,000	3.93	175,081	7,220	4.12	56,615	3,117	5.51	65,333	3,576	5.47
Total interest-bearing liabilities	1,543,683	3.16	1,459,496	50,528	3.46	1,462,205	50,468	3.45	1,486,558	38,645	2.60
Non-interest-bearing liabilities [4]	67,985		75,976			72,094			71,089		
Total liabilities	1,611,668		1,535,472			1,534,299			1,557,647		
Stockholders' equity	471,371		469,409			472,943			496,273		
Total liabilities and stockholders' equity	$2,083,039		$2,004,881			$2,007,242			$2,053,920		
Net interest income				$46,839			$45,093			$50,678	
Interest rate spread[5]		2.14 %			1.81 %			1.70 %			2.10 %
Net yield on interest-earning assets[6]					2.54 %			2.43 %			2.67 %
Ratio of average interest-earning assets to average interest-bearing liabilities	1.24 x		1.26 x			1.27 x			1.28 x		

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(1) Non-accruing loans have been included in loans receivable and the effect of such inclusion was not material. Allowance for loan losses has been included in non-interest-earning assets.

(2) Mark to market valuation allowances have been excluded in the average balances of interest-earning assets.

(3) Includes interest-bearing deposits at other banks, federal funds purchased and Federal Home Loan Bank of New York capital stock.
(4) Includes average balances of non-interest-bearing deposits of $59,169, $57,226 and $56,517, for the years ended June 30, 2008, 2007 and 2006, respectively.
(5) Interest rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities.
(6) Net yield on interest-earning assets represents net interest income as a percentage of average interest-earning assets.

***Rate/Volume Analysis*.** The following table reflects the sensitivity of Kearny Financial Corp.'s interest income and interest expense to changes in volume and in prevailing interest rates during the periods indicated. Each category reflects the: (1) changes in volume (changes in volume multiplied by old rate); (2) changes in rate (changes in rate multiplied by old volume); and (3) net change. The net change attributable to the combined impact of volume and rate has been allocated proportionally to the absolute dollar amounts of change in each.

	Years Ended June 30, 2008 vs. 2007 Increase (Decrease) Due to			**Years Ended June 30, 2007 vs. 2006 Increase (Decrease) Due to**		
	Volume	**Rate**	**Net**	**Volume**	**Rate**	**Net**
	(In Thousands)					
Interest and dividend income:						
Net loans receivable	**$ 9,596**	**$ 555**	**$ 10,151**	$ 8,660	$ 974	$ 9,634
Mortgage-backed securities	**1,257**	**1,294**	**2,551**	(2,596)	1,347	(1,249)
Securities:						
Tax-exempt	**(3,429)**	**(205)**	**(3,634)**	(2,827)	(99)	(2,926)
Taxable	**(115)**	**(191)**	**(306)**	(7,850)	2,788	(5,062)
Other interest-earning assets	**(4,275)**	**(2,681)**	**(6,956)**	4,651	1,190	5,841
Total interest-earning assets	**$ 3,034**	**$ (1,228)**	**$ 1,806**	$ 38	$ 6,200	$ 6,238
Interest expense:						
Interest-bearing demand	**$ 244**	**$ (142)**	**$ 102**	$ 374	$ 1,307	$ 1,681
Savings and club	**(365)**	**(103)**	**(468)**	(1,039)	(286)	(1,325)
Certificates of deposit	**(4,588)**	**911**	**(3,677)**	1,509	10,417	11,926
Federal Home Loan Bank advances	**5,066**	**(963)**	**4,103**	(485)	26	(459)
Total interest-bearing liabilities	**$ 357**	**$ (297)**	**$ 60**	$ 359	$ 11,464	$ 11,823
Change in net interest income	**$ 2,677**	**$ (931)**	**$ 1,746**	$ (321)	$ (5,264)	$ (5,585)

Liquidity and Commitments

Our liquidity, represented by cash and cash equivalents, is a product of our operating, investing and financing activities. Our primary sources of funds are deposits, amortization, prepayments and maturities of mortgage-backed securities and outstanding loans, maturities and calls of securities and funds provided from operations. In addition, we invest excess funds in short-term interest-earning assets such as overnight deposits or U.S. agency securities, which provide liquidity to meet lending requirements. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing securities and short-term investments are relatively predictable sources of funds, general interest rates, economic conditions and competition greatly influence deposit flows and prepayments on loans and mortgage-backed securities.

The Bank is required to have enough investments that qualify as liquid assets in order to maintain sufficient liquidity to ensure a safe operation. Liquidity may increase or decrease depending upon the availability of funds and comparative yields on investments in relation to the return on loans. We attempt to maintain adequate but not excessive liquidity and liquidity management is both a daily and long-term function of business management.

At the beginning of the fiscal year, to the extent that the Bank did not need cash and cash equivalents for loan originations, management maintained liquidity at an elevated level while the Treasury yield curve remained inverted or flat. Between September 2007 and May 2008, the 325 basis point reduction in the federal funds rate has caused the Treasury yield curve to revert to its more traditional shape. As a consequence, there was an immediate negative impact on interest income derived from cash and cash equivalents. When possible, management redeployed cash and cash equivalents into loan originations or loan purchases. Management increased the Bank’s investment in mortgage-backed securities to supplement loan originations when lending opportunities were limited by the sluggish real estate market, particularly during the quarter ended March 31, 2008.

Management reviews cash flow projections regularly and updates them quarterly in order to maintain liquid assets at levels believed to meet the requirements of normal operations, including loan commitments and potential deposit outflows from maturing certificates of deposit and savings withdrawals. At June 30, 2008, the Bank had outstanding commitments to originate loans of $39.4 million compared to $36.2 million at March 31, 2008. Construction loans in process and unused lines of credit were $9.1 million and $27.3 million, respectively, at June 30, 2008 compared to $9.8 million and $29.8 million, respectively, at March 31, 2008. At June 30, 2008, the Bank had $710.0 million of certificates of deposit maturing in one year compared to $704.0 million at March 31, 2008.

At June 30, 2008, the Bank had agreements to fund the purchase of loans on a flow basis of $13.2 million compared to $15.9 million at March 31, 2008. The Bank periodically enters into purchase agreements with a limited number of smaller, local mortgage companies to supplement the Bank’s loan production pipeline. These agreements call for the purchase, on a flow basis, of mortgage loans with servicing released to the Bank.

Deposits decreased $32.7 million to $1.38 billion at June 30, 2008, from $1.41 billion at June 30, 2007. During the quarters ended September 30 and December 31, 2007, the Bank experienced decreases of $73.4 million and $22.9 million, respectively. However, the trend of deposit outflows which the Bank had been experiencing since the quarter ended December 31, 2006 reversed and deposits increased during the quarters ended March 31 and June 30, 2008 by $35.3 million and $28.3 million, respectively. Conditions in the marketplace have helped to reverse the deposit attrition. Deposit pricing was reasonably disciplined during the second half of the fiscal year, which helped to increase deposits during the period. Recent reductions in the federal funds rate have had a significant effect on interest rates, particularly lowering the rates paid on certificates of deposit as financial institutions endeavor to reduce their cost of deposits. The flow of deposits may turn again, though, since there is some upward pressure

in the marketplace on certificates of deposit and interest-bearing demand deposit account interest rates emanating from some financial institutions that are under pressure due to negative publicity associated with asset quality problems. Adding to the upward pressure on interest rates, many financial institutions are attempting to lock in depositors at current interest rates for longer terms as a hedge against future increases in the federal funds rate and their cost of deposits.

Borrowings from the FHLB of New York are available to supplement the Bank's liquidity position and to the extent that maturing deposits do not remain with us, management may replace the funds with advances. The Bank has the capacity to borrow additional funds from the FHLB, through an overnight line of credit of $200.0 million or by taking additional short-term or long-term advances. The Bank borrowed $100.0 million in ten-year advances during the quarter ended September 30, 2007 with $50.0 million callable after one year and $50.0 million callable after two years. The Bank borrowed an additional $100.0 million in ten-year advances during the quarter ended December 31, 2007 with $50.0 million callable after one year and $50.0 million after two years. The Bank borrowed the $200.0 million to replenish liquidity previously depleted by loan originations and deposit outflows and make cash available for potential implementation of growth and diversification strategies related to execution of the Company's business plan. As of June 30, 2008, the Bank's borrowing potential was $14.4 million without pledging additional collateral. There was no need to make use of overnight borrowings during the year ended June 30, 2008, due to adequate liquidity.

The following table discloses our contractual obligations and commitments as of June 30, 2008.

	Total	**Less Than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
	(In Thousands)				
Operating lease obligations	$ 4,216	$ 408	$ 984	$ 537	$ 2,287
Certificates of deposit	873,609	709,989	130,389	33,227	4
Federal Home Loan Bank advances	218,000	8,000	10,000	—	200,000
Total	$ 1,095,825	$ 718,397	$ 141,373	$ 33,764	$ 202,291

	Total Amounts Committed	**Less Than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
	(In Thousands)				
Undisbursed funds from approved lines of credit[(1)]	$ 27,288	$ 2,583	$ —	$ —	$ 24,705
Construction loans in process	9,078	5,298	3,780	—	—
Other commitments to extend credit[(1)]	39,356	39,356	—	—	—
Total	$ 75,722	$ 47,237	$ 3,780	$ —	$ 24,705

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(1) Represents amounts committed to customers.

Our material capital expenditure plans for the year ending June 30, 2009 include renovations or significant improvements to three Bank properties. We expect renovations; improvements or new construction to begin this year at our administrative building in Fairfield, the existing retail branch in Rutherford and new branch location in Pequannock and anticipate approximately $1.8 million in funds will be required for the plans related to these three locations. The general business purpose of these expenditures is to maintain and improve Kearny Federal Savings Bank's facilities. We anticipate that cash flows from our normal operations will be sufficient for these expenditure plans.

Off-Balance Sheet Arrangements

We are a party to financial instruments with off-balance-sheet risk in the normal course of our business of investing in loans and securities as well as in the normal course of maintaining and improving Kearny Federal Savings Bank’s facilities. These financial instruments include significant purchase

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commitments, such as commitments related to capital expenditure plans and commitments to purchase securities or mortgage-backed securities and commitments to extend credit to meet the financing needs of our customers. At June 30, 2008, we had no significant off-balance sheet commitments to purchase securities or for capital expenditures.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual notional amount of those instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance-sheet instruments. At June 30, 2008, the total approved loan origination commitments outstanding amounted to $39.4 million. At the same date, unused lines of credit were $27.3 million and construction loans in process were $9.1 million. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. For additional information regarding our outstanding lending commitments at June 30, 2008, see Note 15 to consolidated financial statements contained in this Annual Report on Form 10-K.

Capital

Consistent with its goals to operate a sound and profitable financial organization, Kearny Federal Savings Bank actively seeks to maintain its well capitalized status in accordance with regulatory standards. As of June 30, 2008, Kearny Federal Savings Bank exceeded all capital requirements of the Office of Thrift Supervision. Kearny Federal Savings Bank's regulatory capital ratios at June 30, 2008 were as follows: core capital 17.76%; Tier I risk-based capital 37.89%; and total risk-based capital 38.43%. The regulatory capital requirements to be considered well capitalized are 5.0%, 6.0% and 10.0%, respectively. For additional information regarding regulatory capital at June 30, 2008, see Note 13 to consolidated financial statements contained in this Annual Report on Form 10-K.

Impact of Inflation

The financial statements included in this document have been prepared in accordance with accounting principles generally accepted in the United States of America. These principles require the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation.

Our primary assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on our performance than the effects of general levels of inflation. Interest rates, however, do not necessarily move in the same direction or with the same magnitude as the price of goods and services, since such prices are affected by inflation. In a period of rapidly rising interest rates, the liquidity and maturities of our assets and liabilities are critical to the maintenance of acceptable performance levels.

The principal effect of inflation on earnings, as distinct from levels of interest rates, is in the area of non-interest expense. Expense items such as employee compensation, employee benefits and occupancy and equipment costs may be subject to increases as a result of inflation. An additional effect of inflation is the possible increase in the dollar value of the collateral securing loans that we have made. We are unable to determine the extent, if any, to which properties securing our loans have appreciated in dollar value due to inflation.

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, “Fair Value Measurements”, which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements. The new guidance is effective for financial statements issued for fiscal years beginning after November 15, 2007, and for interim periods within those fiscal years. The implementation of this standard is not expected to have a material impact on the Company’s consolidated financial position or results of operations.

In September 2006, the FASB’s EITF issued EITF Issue No. 06-4, “Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split Dollar Life Insurance Arrangements” (“EITF 06-4”). EITF 06-4 requires the recognition of a liability related to the postretirement benefits covered by an endorsement split-dollar life insurance arrangement. The consensus highlights that the employer (who is also the policyholder) has a liability for the benefit it is providing to its employee. As such, if the policyholder has agreed to maintain the insurance policy in force for the employee’s benefit during his or her retirement, then the liability recognized during the employee’s active service period should be based on the future cost of insurance to be incurred during the employee’s retirement. Alternatively, if the policyholder has agreed to provide the employee with a death benefit, then the liability for the future death benefit should be recognized by following the guidance in SFAS No. 106 or Accounting Principals Board (“APB”) Opinion No. 12, as appropriate. For transition, an entity can choose to apply the guidance using either of the following approaches: (a) a change in accounting principle through retrospective application to all periods presented or (b) a change in accounting principle through a cumulative-effect adjustment to the balance in retained earnings at the beginning of the year of adoption. The new guidance is effective for fiscal years beginning after December 15, 2007, with early adoption permitted. The implementation of this standard is not expected to have a material impact on the Company’s consolidated financial position or results of operations.

On September 29, 2006, the FASB issued SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans”, which amends SFAS No. 87 and SFAS No. 106 to require recognition of the over funded or under funded status of pension and other postretirement benefit plans on the balance sheet. Under SFAS No. 158, gains and losses, prior service costs and credits, and any remaining transition amounts under SFAS No. 87 and SFAS No. 106 that have not yet been recognized through net periodic benefit cost will be recognized in accumulated other comprehensive income, net of tax effects, until they are amortized as a component of net periodic cost. The measurement date — the date at which the benefit obligation and plan assets are measured — is required to be the company’s fiscal year end. SFAS No. 158 is effective for publicly-held companies for fiscal years ending after December 15, 2006, except for the measurement date provisions, which are effective for fiscal years ending after December 15, 2008. The implementation of this standard did not have a material impact on the Company’s consolidated financial position or results of operations. Implementation of the measurement date provisions is not expected to have a material impact on the Company’s consolidated financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities-Including an Amendment of SFAS No. 115”. SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. Unrealized gains and losses on items for which the fair value option has been elected will be recognized in earnings at each subsequent reporting date. SFAS No. 159 is effective for our Company July 1, 2008. The Company expects that implementation of this standard will not have an impact on its consolidated financial statements.

In March 2007, the FASB ratified EITF Issue No. 06-10 “Accounting for Collateral Assignment Split-Dollar Life Insurance Agreements” (“EITF 06-10”). EITF 06-10 provides guidance for determining a liability for the postretirement benefit obligation as well as recognition and measurement of the associated asset on the basis of the terms of the collateral assignment agreement. EITF 06-10 is effective for fiscal years beginning after December 15, 2007. The implementation of this standard is not expected to have a material impact on the Company’s consolidated financial position or results of operations.

In June 2007, the EITF reached a consensus on Issue No. 06-11, “Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards” (“EITF 06-11”). EITF 06-11 states that an entity should recognize a realized tax benefit associated with dividends on non-vested equity shares, non-vested equity share units and outstanding equity share options charged to retained earnings as an increase in additional paid in capital. The amount recognized in additional paid in capital should be included in the pool of excess tax benefits available to absorb potential future tax deficiencies on share-based payment awards. EITF 06-11 should be applied prospectively to income tax benefits of dividends on equity-classified share-based payment awards that are declared in fiscal years beginning after December 15, 2007. The implementation of this standard is not expected to have a material impact on the Company’s consolidated financial position or results of operations.

SFAS No. 141(R) “Business Combinations” was issued in December of 2007. SFAS No. 141(R) establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. SFAS No. 141(R) also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance will become effective as of the beginning of a company’s fiscal year beginning after December 15, 2008. This new pronouncement will impact the Company’s accounting for business combinations completed after the effective date.

Staff Accounting Bulletin (“SAB”) No. 110 (“SAB 110”) amends and replaces Question 6 of Section D.2 of Topic 14 “Share-Based Payment,” of the Staff Accounting Bulletin series. Question 6 of Section D.2 of Topic 14 expresses the views of the staff regarding the use of the “simplified” method in developing an estimate of expected term of “plain vanilla” share options and allows usage of the “simplified” method for share option grants prior to December 31, 2007. SAB 110 allows public companies which do not have historically sufficient experience to provide a reasonable estimate to continue use of the “simplified” method for estimating the expected term of “plain vanilla” share option grants after December 31, 2007. SAB 110 is effective January 1, 2008. The implementation of this standard did not have a material impact on the Company’s consolidated financial position or results of operations.

In February 2008, the FASB issued FASB Staff Position (“FSP”) FAS 140-3, “Accounting for Transfers of Financial Assets and Repurchase Financing Transactions.” This FSP addresses the issue of whether or not these transactions should be viewed as two separate transactions or as one "linked" transaction. The FSP includes a "rebuttable presumption" that presumes linkage of the two transactions unless the presumption can be overcome by meeting certain criteria. The FSP will be effective for fiscal years beginning after November 15, 2008 and will apply only to original transfers made after that date; early adoption will not be allowed. The Company expects that FAS 140-3 will not have an impact on its consolidated financial statements.

In February 2008, the FASB issued FSP FAS 157-2, “Effective Date of FASB Statement No. 157,” that permits a one-year deferral in applying the measurement provisions of SFAS No. 157 to non-financial assets and non-financial liabilities (non-financial items) that are not recognized or disclosed at fair value in an entity’s financial statements on a recurring basis (at least annually). Therefore, if the

change in fair value of a non-financial item is not required to be recognized or disclosed in the financial statements on an annual basis or more frequently, the effective date of application of SFAS No. 157 to that item is deferred until fiscal years beginning after November 15, 2008 and interim periods within those fiscal years. This deferral does not apply, however, to an entity that applied SFAS No. 157 in interim or annual financial statements prior to the issuance of FAS 157-2. The Company is currently evaluating the potential impact, if any, of the adoption of FAS 157-2 on its consolidated financial condition, results of operations and cash flows.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133". SFAS No. 161 requires entities that utilize derivative instruments to provide qualitative disclosures about their objectives and strategies for using such instruments, as well as any details of credit-risk-related contingent features contained within derivatives. SFAS No. 161 also requires entities to disclose additional information about the amounts and location of derivatives located within the financial statements, how the provisions of SFAS No. 133 has been applied, and the impact that hedges have on an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The Company expects that SFAS No. 161 will not have an impact on its consolidated financial statements.

In April 2008, the FASB issued FSP FAS 142-3, "Determination of the Useful Life of Intangible Assets." This FSP amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets." The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R), and other GAAP. This FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles." This Statement identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements. This Statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles." The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

In June 2008, the FASB issued FSP EITF 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities." This FSP clarifies that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted earnings per share must be applied. This FSP is effective for fiscal years beginning after December 15, 2008. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Management of Interest Rate Risk and Market Risk

Qualitative Analysis. Because the majority of our assets and liabilities are sensitive to changes in interest rates, a significant form of market risk for us is interest rate risk, or changes in interest rates. Notwithstanding the unpredictability of future interest rates, management expects that changes in interest rates may have a significant, adverse impact on our net interest income.

Our ability to make a profit largely depends on our net interest income, which could be negatively affected by changes in interest rates. Net interest income is the difference between:

- the interest income we earn on our interest-earning assets, such as loans and securities; and
- the interest expense we pay on our interest-bearing liabilities, such as deposits and amounts we borrow.

The rates we earn on our assets are generally fixed for a contractual period of time. We, like many savings institutions, have liabilities that generally have shorter contractual maturities than our assets, such as certificates of deposit, or have no stated maturity, such as savings and money market deposits. This imbalance can create significant earnings volatility because market interest rates change over time. In addition, short term and long term rates may not change at the same time or same rate.

We derive our income mainly from the difference or “spread” between the interest earned on loans, securities and other interest-earning assets and interest paid on deposits, borrowings and other interest-bearing liabilities. In general, the larger the spread, the more we earn. When market rates of interest change, the interest we receive on our assets and the interest we pay on our liabilities will fluctuate. This can cause decreases in our spread and can adversely affect our income.

From an interest rate risk perspective, the Company is liability sensitive, which indicates that liabilities re-price faster than assets. The timing mismatch of the re-price of interest-earning assets and interest-bearing liabilities is referred to as the gap position. The most common measurement interval is one year. At June 30, 2007, the Company’s one-year gap position was -20.9% and at June 30, 2008 it was -9.5%. During the fiscal year it fluctuated from -15.1% at September 30, 2007 to -9.3% at December 31, 2007 to -11.8% at March 31, 2008.

Following a period of historically low interest rates, the Federal Reserve Board of Governors steadily increased its target federal funds rate 425 basis point between June 2004 and June 2007, raising it to 5.25% where it remained until September 2007. During that period, while the federal funds rate and other short-term market interest rates, which we use as a guide to our deposit pricing increased, intermediate- and long-term market interest rates, which we use as a guide to our loan pricing, did not increase proportionately. In fact, it led to a “flattening” of the market yield curve, which became “inverted” as short-term rates exceeded longer-term rates. The relatively flat yield curve hurt our net interest rate spread and net interest margin because the interest rates we paid on our deposits re-priced upwards faster than the interest rates that we earned on our loans and investments. However, between September 2007 and May 2008, the Federal Reserve reacted to the threat of a recession and the housing and credit crises by steadily decreasing its target federal funds rate, reducing it by 325 basis points to 2.00%. This has had the effect of increasing our net interest spread and net interest margin due to the cost of funds declining by more than the decline in the yield on earning

assets.

In this interest rate environment, it is to our benefit to be liability sensitive. As of June 30, 2008, $710.0 million or 81.3% of our certificates of deposit mature within one year. If the certificates of deposit remain with the Bank, the majority are projected to re-price downward. The $100.0 million in long-term FHLB borrowings, which are callable during the quarters ending September 30 and December 31, 2008, are also projected to extend if rates remain low. With respect to re-pricing assets, during the year ending June 30, 2009, $12.1 million of loans will reach their contractual maturity dates. In a period of rising interest rates, the interest income earned on our assets, which consist primarily of long-term, fixed-rate assets, may not increase as rapidly as the interest paid on our liabilities. At June 30, 2008, $889.6 million or 87.7% of our loans with contractual maturities of greater than one year had fixed rates of interest and $811.0 million or 79.0% of our total loans had contractual maturities of ten or more years. Historically, we have invested in long-term fixed-rate mortgage-backed securities of which $665.7 million or 91.7% had contractual maturities of greater than ten years. The effect of subsequent interest rate changes will be reflected in the re-pricing of $124.9 million of loans maturing after June 30, 2009 and $379.3 million of mortgage-backed securities and non-mortgage-backed securities with floating or adjustable rates.

Interest rates also affect how much money we lend. For example, when interest rates rise, the cost of borrowing increases and loan originations tend to decrease. In addition, changes in interest rates can affect the average life of loans and securities. A reduction in interest rates generally results in increased prepayments of loans and mortgage-backed securities, as borrowers refinance their debt in order to reduce their borrowing cost. This causes reinvestment risk, because we generally are not able to reinvest prepayments at rates that are comparable to the rates we earned on the prepaid loans or securities. Changes in market interest rates could also reduce the value of our financial assets. If we are unsuccessful in managing the effects of changes in interest rates, our financial condition and profitability could suffer.

The Board of Directors has established an Interest Rate Risk Management Committee, currently comprised of Directors Hopkins Regan, Aanensen, Mazza and Parow, which is responsible for monitoring interest rate risk. Our Chief Financial Officer and Chief Investment Officer also participate as management’s liaison to the committee. The committee meets quarterly to address management of our assets and liabilities, including review of our short term liquidity position; loan and deposit pricing and production volumes and alternative funding sources; current investments; average lives, durations and re-pricing frequencies of loans and securities; and a variety of other asset and liability management topics. The results of the committee’s quarterly review are reported to the full Board, which adjusts the investment policy and strategies, as it considers necessary and appropriate.

Quantitative Analysis. The following table presents Kearny Federal Savings Bank's net portfolio value as of June 30, 2008. The Office of Thrift Supervision, based on information provided by Kearny Federal Savings Bank, calculated the net portfolio values shown in this table.

	At June 30, 2008				
	Net Portfolio Value		**Net Portfolio Value as % of Present Value of Assets**		
Changes in Rates (1)				**Net Portfolio Value Ratio**	**Basis Points Change**
	$ Amount	**$ Change**	**% Change**		
	(Dollars in Thousands)				
+300 bp	265,006	-111,329	-30%	14.07%	-456 bp
+200 bp	305,498	-70,838	-19%	15.82%	-281 bp
+100 bp	343,129	33,207	-9%	17.36%	-127 bp
+50 bp	358,989	-17,346	-5%	17.96%	-67 bp
0 bp	376,336	—	—	18.63%	—
+50 bp	386,712	+10,377	+3%	18.97%	+34 bp
- 100 bp	398,540	+22,205	+6%	19.39%	+76 bp

(1) The -200bp and -300bp scenarios are not shown due to the low prevailing interest rate environment.

The interest rate risk exposure analysis indicated that as of June 30, 2008, an immediate and permanent 1.00% or 2.00% decrease in interest rates would result in an approximately 4.9% or 7.4%, respectively, increase in net interest income over a one year time horizon. Conversely, the interest rate risk analysis indicated that an immediate and permanent 1.00% or 2.0% increase in interest rates would cause an approximately 3.8% or 10.0%, respectively, decrease in net interest income over a one year time horizon due to the Bank's fixed-rate mortgage loans and mortgage-backed securities as well as the re-pricing exposure within the certificates of deposit portfolio. The following rate ramps were also considered: The "shallow recession" rate ramp scenario projects a slow, shallow recession period over the next 12 months; the "deep recession" scenario projects another round of rate cuts through the final six months of 2008; and the "flattening curve" scenario projects inflationary fears being realized and an increase in short term interest rates. The three projected ramp scenarios do not materially impact net interest income, with shallow recession, deep recession and flattening curve impacting net interest income over a one year time horizon, -0.3%, +1.0% and -0.5%, respectively.

Future interest rates or their effect on net portfolio value or net interest income are not predictable. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, prepayments and deposit run-offs and should not be relied upon as indicative of actual results. Certain shortcomings are inherent in this type of computation. Although certain assets and liabilities may have similar maturity or periods of re-pricing, they may react at different times and in different degrees to changes in market interest rates. The interest rate on certain types of assets and liabilities, such as demand deposits and savings accounts, may fluctuate in advance of changes in market interest rates, while rates on other types of assets and liabilities may lag behind changes in market interest rates. Certain assets, such as adjustable-rate mortgages, generally have features which restrict changes in interest rates on a short-term basis and over the life of the asset. In the event of a change in interest rates, prepayments and early withdrawal levels could deviate significantly from those assumed in making calculations set forth above. Additionally, an increased credit risk may result as the ability of many borrowers to service their debt may decrease in the event of an interest rate increase.

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Item 8. Financial Statements and Supplementary Data

The Company's financial statements are contained in this Annual Report on Form 10-K immediately following Item 15.

Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

(a) Disclosure Controls and Procedures

Based on their evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")), the Company's principal executive officer and principal financial officer have concluded that as of the end of the period covered by this Annual Report on Form 10-K such disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to the Company's management, including the principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

(b) Internal Control over Financial Reporting

1. Management's Annual Report on Internal Control Over Financial Reporting.

Management's report on the Company's internal control over financial reporting appears in the Company's consolidated financial statements that are contained in this Annual Report on Form 10-K immediately following Item 15. Such report is incorporated herein by reference.

2. Report of Independent Registered Public Accounting Firm.

The report of Beard Miller Company LLP on the Company's internal control over financial reporting appears in the Company's consolidated financial statements that are contained in this Annual Report on Form 10-K immediately following Item 15. Such report is incorporated herein by reference.

3. Changes in Internal Control Over Financial Reporting.

During the last quarter of the year under report, there was no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information that appears under the headings "Section 16(a) Beneficial Ownership Reporting Compliance," "Information Regarding Directors and Executive Officers" and "Operation of the Board of Directors" in the Registrant's definitive proxy statement for the Registrant's 2008 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days of the Registrant's fiscal year end (the "Proxy Statement") is incorporated herein by reference.

The Company has adopted a code of ethics that applies to its principal executive officer, principal financial officer and principal accounting officer. A copy of the code of ethics is available without charge upon request to the Corporate Secretary, Kearny Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey 07004.

Item 11. Executive Compensation

The information that appears under the headings "Board of Directors and Executive Officer Compensation" and "Compensation Discussion and Analysis" in the Proxy Statement is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

(a) **Security Ownership of Certain Beneficial Owners.** Information required by this item is incorporated herein by reference to the section captioned "Voting Securities and Principal Holders Thereof" in the Proxy Statement.

(b) **Security Ownership of Management.** Information required by this item is incorporated herein by reference to the section captioned "Information Regarding Directors and Executive Officers" in the Proxy Statement.

(c) **Changes in Control.** Management of the Company knows of no arrangements, including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control of the registrant.

(d) **Securities Authorized for Issuance Under Equity Compensation Plans.** Set forth below is information as of June 30, 2008 with respect to compensation plans under which equity securities of the Registrant are authorized for issuance.

Equity Compensation Plan Information

	(A) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(B) Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A))
Equity compensation plans approved by shareholders:			
2005 Stock Compensation and Incentive Plan [1]	3,225,740	$ 12.33	475,856
Equity compensation plans not approved by stockholders:			
None.	N/A	N/A	N/A
Total	3,225,740	$ 12.33	475,856

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(1) In addition to 3,225,740 options outstanding under this plan as of June 30, 2008, restricted stock awards of 751,618 shares were non-vested under this plan as of June 30, 2008. Such awards are earned at the rate of 20% one year after the date of the grant and 20% annually thereafter. As of June 30, 2008, there were 155,959 shares remaining available for restricted share awards under this plan and these shares are included under column (C) as securities remaining available for future issuance under this plan along with 319,897 options remaining available for award.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information that appears under the subheading “Certain Relationships and Related Transactions” under the heading “Information Regarding Directors and Executive Officers” in the Proxy Statement is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information relating to this item is incorporated herein by reference to the information contained under the section captioned “Information Regarding Independent Auditor” in the Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(1) The following financial statements and the independent auditors' report appear in this Annual Report on Form 10-K immediately after this Item 15:

Report of Independent Registered Public Accounting Firm
Consolidated Statements of Financial Condition as of

June 30, 2008 and 2007
Consolidated Statements of Income For the Years Ended

June 30, 2008, 2007 and 2006
Consolidated Statements of Changes in Stockholders' Equity

for the Years Ended June 30, 2008, 2007 and 2006
Consolidated Statements of Cash Flows for the Years Ended

June 30, 2008, 2007 and 2006
Notes to Consolidated Financial Statements

(2) All schedules are omitted because they are not required or applicable, or the required information is shown in the consolidated financial statements or the notes thereto.

(3) The following exhibits are filed as part of this report:

3.1	Charter of Kearny Financial Corp.*
3.2	Bylaws of Kearny Financial Corp.
4	Stock Certificate of Kearny Financial Corp*
10.1	Employment Agreement between Kearny Federal Savings Bank and John N. Hopkins†
10.2	Employment Agreement between Kearny Federal Savings Bank and Albert E. Gossweiler†
10.3	Employment Agreement between Kearny Federal Savings Bank and Sharon Jones†
10.4	Employment Agreement between Kearny Federal Savings Bank and William C. Ledgerwood†
10.5	Employment Agreement between Kearny Federal Savings Bank and Erika K. Parisi†
10.6	Employment Agreement between Kearny Federal Savings Bank and Patrick M. Joyce†
10.7	Employment Agreement between Kearny Federal Savings Bank and Craig Montanaro†
10.8	Employment Agreement between Kearny Financial Corp. and John N. Hopkins**†
10.9	Directors Consultation and Retirement Plan*†
10.10	Benefit Equalization Plan*†
10.11	Benefit Equalization Plan for Employee Stock Ownership Plan*†
10.12	Kearny Financial Corp. 2005 Stock Compensation and Incentive Plan ***†

10.13	Kearny Federal Savings Bank Director Life Insurance Agreement****†
10.14	Kearny Federal Savings Bank Executive Life Insurance Agreement****†
10.15	Kearny Financial Corp. Directors Incentive Compensation Plan*****†
11	Statement regarding computation of earnings per share

21	Subsidiaries of the Registrant
23	Consent of Beard Miller Company LLP
31	Rule 13a-14(a)/15d-14(a) Certifications
32	Section 1350 Certification

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† Management contract or compensatory plan or arrangement required to be filed as an exhibit.

* Incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-1 (File No. 333-118815).

** Incorporated by reference to the exhibit to the Registrant's Form 8-K filed on June 19, 2008. (File No. 000-51093).

*** Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-130204)

**** Incorporated by reference to the exhibits to the Registrant's Form 8-K filed on August 18, 2005. (File No. 000-51093).

***** Incorporated by reference to the exhibit to the Registrant's Form 8-K filed on December 9, 2005. (File No. 000-51093).

September 12, 2008

Beard Miller Company LLP

100 Walnut Avenue

Suite 200

Clark, NJ 07061

Management Report on Internal Control over Financial Reporting

The management of Kearny Financial Corp. and Subsidiaries (collectively the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system is a process designed to provide reasonable assurance to the management and board of directors regarding the preparation and fair presentation of published consolidated financial statements.

The Company's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with U.S. generally accepted accounting principles and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on our consolidated financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of internal control over financial reporting as of June 30, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Based on its assessment, management believes that, as of June 30, 2008, the Company's internal control over financial reporting is effective based on those criteria.

The Company’s independent registered public accounting firm that audited the consolidated financial statements has issued an audit report on the effective operation of the Company’s internal control over financial reporting as of June 30, 2008, a copy of which is included in this annual report.

/s/ John N. Hopkins	/s/ William C. Ledgerwood
John N. Hopkins	William C. Ledgerwood
President and Chief Executive Officer	Senior Vice President and Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Kearny Financial Corp.

We have audited Kearny Financial Corp.'s (the "Company") internal control over financial reporting as of June 30, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2008, based on the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial condition and the related consolidated statements of income, changes in stockholders' equity, and cash flows of the Company, and our report dated September 12, 2008 expressed an unqualified opinion thereon.

Beard Miller Company, LLP

Clark, New Jersey

September 12, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Kearny Financial Corp.

We have audited the accompanying consolidated statements of financial condition of Kearny Financial Corp. and Subsidiaries (collectively the "Company") as of June 30, 2008 and 2007, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended June 30, 2008. The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of June 30, 2008 and 2007, and the consolidated results of their operations and cash flows for each of the years in the three-year period ended June 30, 2008, in conformity with accounting principles generally accepted in the United States of America.

As also discussed in Note 1, the Company changed its method of accounting for Defined Benefit Pension and Other Postretirement Plans in 2007.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of June 30, 2008, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated September 12, 2008, expressed an unqualified opinion thereon.

Beard Miller Company LLP

Clark, New Jersey

September 12, 2008

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Kearny Financial Corp. and Subsidiaries

Consolidated Statements of Financial Condition

Assets	**June 30, 2008**	**2007**
	(In Thousands, Except Share and Per Share Data)	
Cash and amounts due from depository institutions	**$ 19,864**	$ 18,999
Interest-bearing deposits in other banks	**111,859**	144,342
Cash and Cash Equivalents	**131,723**	163,341
Securities available for sale (amortized cost 2008 $40,305; 2007 $90,580)	**38,183**	88,869
Loans receivable, including net premiums and deferred loan costs 2008 $1,276; 2007 $1,511	**1,027,790**	866,542
Less allowance for loan losses	**(6,104)**	(6,049)
Net Loans Receivable	**1,021,686**	860,493
Mortgage-backed securities available for sale (amortized cost 2008 $726,037; 2007 $655,123)	**726,023**	643,779
Premises and equipment	**34,950**	35,369
Federal Home Loan Bank of New York (“FHLB”) stock	**13,076**	4,162
Interest receivable	**8,949**	8,028
Goodwill	**82,263**	82,263
Bank owned life insurance	**15,709**	15,154
Deferred income tax assets, net	**9,028**	11,602
Other assets	**1,449**	4,193
Total Assets	**$ 2,083,039**	$ 1,917,253
Liabilities and Stockholders’ Equity		
Liabilities		
Deposits:		
Non-interest bearing	**$ 53,349**	$ 56,339
Interest-bearing	**1,325,683**	1,355,374