

## OFFICE OF THRIFT SUPERVISION

### Approval of Notice of Mutual Holding Company Dividend Waiver

**Order No.:** 2011-20  
**Date:** March 7, 2011  
**Docket Nos.:** H-3704, H-3705  
and 18028

Greene County Bancorp, MHC, Catskill, New York (MHC), has filed a notice (Notice) of its intent to waive dividends to be paid by its direct subsidiary, Greene County Bancorp, Inc., Catskill, New York (Mid-Tier), of \$0.175 per share on March 1, 2011, June 1, 2011, September 1, 2011, and December 1, 2011, pursuant to the Office of Thrift Supervision's (OTS) Mutual Holding Company Regulations (MHC Regulations).

The MHC and the Mid-Tier became federally chartered mutual holding companies in May 2001. The MHC holds 55.68 percent of the shares of the Mid-Tier and other shareholders hold 44.32 percent. The MHC's depository institution subsidiary, The Bank of Greene County, Catskill, New York (Savings Bank), is "well capitalized," as that term is defined under the OTS Prompt Corrective Action Regulations.<sup>1</sup>

The MHC Regulations require the MHC to provide OTS with written notice of its intent to waive its right to receive the dividend.<sup>2</sup>

Under the MHC Regulations, OTS will not object to a notice of intent to waive dividends if: (i) the waiver would not be detrimental to the safe and sound operation of the savings association; and (ii) the board of directors of the mutual holding company expressly determines that waiver of the dividend is consistent with the directors' fiduciary duties to the mutual members of the holding company.<sup>3</sup> The dividend waiver notice must include a copy of the resolution of the board of directors of the mutual holding company, in form and substance satisfactory to OTS, together with any supporting materials relied upon by the board, concluding that the proposed dividend waiver is consistent with the board's fiduciary duties to mutual members of the mutual holding company.<sup>4</sup> As required by the MHC Regulations, the board of directors of the MHC filed the required certification that its Notice is consistent with the directors' fiduciary duties. No supervisory objection has been raised to the Notice.

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<sup>1</sup> 12 C.F.R. § 565.4(b)(1) (2010).

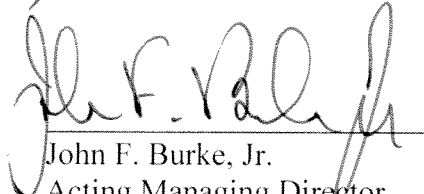
<sup>2</sup> 12 C.F.R. § 575.11(d) (2010).

<sup>3</sup> 12 C.F.R. § 575.11(d)(2) (2010).

<sup>4</sup> 12 C.F.R. § 575.11(d)(2)(ii) (2010).

OTS concludes that the Notice is consistent with the requirements of 12 C.F.R. § 575.11(d)(2). Accordingly, the Notice is hereby approved.

By order of the Acting Director of the Office of Thrift Supervision, or his designee, effective March 7, 2011.

  
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John F. Burke, Jr.  
Acting Managing Director  
Corporate & International Activities