



**ORDER ISSUED UNDER SECTION 12–a OF THE NEW YORK BANKING LAW**

WHEREAS, pursuant to Section 12–a of the Banking Law, the Superintendent of Financial Services (the “Superintendent”) may issue an order authorizing one or more state-chartered banking institutions to exercise a federally permitted power (as such term is used in Section 12–a of the Banking Law), subject to such terms and conditions as the Superintendent shall find necessary and appropriate; and

WHEREAS, Article VI-C of the Banking Law permits a New York State-chartered mutual savings bank to reorganize itself into a mutual holding company structure by establishing a mutual holding company with a subsidiary stock-form savings bank; and

WHEREAS, Section 10(o) of the federal Home Owners Loan Act, 12 U.S.C. § 1467a(o), similarly permits a federal mutual savings association to reorganize itself into a mutual holding company structure; and

WHEREAS, Subpart C of Regulation MM of the Board of Governors of the Federal Reserve System, 12 C.F.R. Part 239, Subpart C, permits a federal mutual savings association to reorganize itself into a two-tier mutual holding company structure by establishing a mutual holding company with a subsidiary intermediate holding company which, in turn, holds all the stock of the federal savings association; and

WHEREAS, neither Article VI-C of the Banking Law nor Part 111 of the General Regulations of the Superintendent issued thereunder expressly provides for a two-tier mutual holding company structure; and

WHEREAS, the intent of the Superintendent to issue the order set forth below was posted upon the bulletin board of the Department of Financial Services (the “Department”) and such intent was published in the weekly bulletin of the Department, which is available on the internet, pursuant to Section 42 of the Banking Law, and at least thirty (30) days have passed since such posting and publication; and

WHEREAS, the Superintendent hereby finds that issuance of such order is consistent with the policy of the State of New York as declared in Section 10 of the Banking Law and thereby protects the public interest, including the interests of depositors, creditors, shareholders, stockholders and consumers, and is necessary to achieve or maintain parity between New York

State-chartered savings banks and savings and loan associations and their counterpart federal savings associations with respect to rights, powers, privileges, benefits, activities, loans, investments or transactions;

NOW, THEREFORE, BE IT ORDERED THAT

Notwithstanding anything in law or regulations to the contrary, pursuant to Section 12-a of the Banking Law:

A New York State-chartered mutual savings bank or savings and loan association may form a two-tier mutual holding company structure to the same extent as a federal savings association under Subpart C of 12 C.F.R. Part 239 under which the New York State-chartered mutual savings bank or savings and loan association would be wholly owned by an intermediate holding company that would be a subsidiary of a mutual holding company, provided that such intermediate holding company be subject to the same level of supervision, examination and enforcement by the Department as a mutual holding company formed under Article VI-C of the Banking Law and provided further that such intermediate holding company not engage in any activity not permissible for a mutual holding company formed under Article VI-C of the Banking Law without the prior written approval of the Superintendent or his or her delegate.



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Maria T. Vullo  
Superintendent of Financial Services

Dated: November 9, 2018