

NEW YORK COMMUNITY BANCORP INC
Form S-4/A
May 11, 2001

As Filed With The Securities And Exchange Commission on May 11, 2001

Registration No. 333-59486

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
Under
The Securities Act of 1933

NEW YORK COMMUNITY BANCORP, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

6712
(Primary Standard Industrial
Classification Code Number)

06-1377322
(I.R.S. Employer
Identification Number)

615 Merrick Avenue
Westbury, New York 11590
(516) 683-4100

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Joseph R. Ficalora
Chairman, President and Chief Executive Officer

615 Merrick Avenue
Westbury, New York 11590
(516) 683-4100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Mark J. Menting, Esq.
Sullivan & Cromwell
125 Broad Street
New York, New York 10004
(212) 558-4000

Douglas P. Faucette, Esq.
Muldoon Murphy & Faucette LLP
5101 Wisconsin Avenue, N.W.
Washington, D.C. 20016
(202) 362-0840

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " _____

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " _____

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share of common stock	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value \$0.01 per share, together with Preferred Stock Purchase Rights, if any(1)	30,000,000(2)	N/A	\$985,000,000	\$25,111(3)

- (1) As of the date hereof, rights to purchase Series A Junior Participating Preferred Stock issued pursuant to the Stockholder Protection Rights Agreement, dated as of January 16, 1996 and amended on March 27, 2001, between New York Community Bancorp, Inc. (New York Community), a Delaware corporation, and Mellon Investor Services LLC, as Rights Agent (the Rights), are attached to and trade with the common stock, par value \$0.01 per share of New York Community. The value of the attributable Rights, if any, is reflected in the market price of New York Community's common stock.
- (2) Represents the maximum number of shares of New York Community common stock, including associated Rights, estimated to be issuable upon the consummation of the merger of Richmond County Financial Corp. (Richmond County), a Delaware corporation, with and into New York Community, based on the number of shares of Richmond County common stock, par value \$0.01 per share, outstanding, or reserved for issuance under various plans, immediately prior to the merger and the exchange of each such share of Richmond County common stock for 1.02 shares of New York Community common stock.
- (3) Pursuant to Rules 457(c) and 457(f) under the Securities Act of 1933, as amended, the registration fee is based on the average of the high and low sales prices of Richmond County common stock, as reported on the Nasdaq National Market on May 4, 2001, and computed based on the estimated maximum number of such shares that may be exchanged for the New York Community common stock being registered. On April 24, 2001, New York Community paid a registration fee equal to \$221,140 in connection with the filing on April 25, 2001 of the Registration Statement on Form S-4 (Registration No. 333-59486). The aggregate amount of registration fee paid by New York Community equals \$246,251.

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The boards of directors of New York Community Bancorp, Inc. and Richmond County Financial Corp. have unanimously approved a merger of equals designed to create a financial institution with a larger and more dynamic presence in the New York metropolitan area and New Jersey. We believe the combined company will be able to create substantially more stockholder value than could be achieved by either company individually. After completion of the merger, we expect that current New York Community stockholders will own approximately 62% of the combined company and Richmond County stockholders will own approximately 38% of the combined company.

If the merger is completed, Richmond County stockholders will receive 1.02 shares of New York Community common stock for each share of Richmond County common stock. New York Community stockholders will continue to own their existing New York Community shares. The implied value of one share of Richmond County common stock on May 10 was \$34.68, based on the closing price of New York Community common stock on that date. This value will fluctuate prior to completion of the merger.

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Richmond County stockholders generally will not recognize any federal income tax gain or loss on the exchange of shares of Richmond County common stock for shares of New York Community common stock, except to the extent of cash received in lieu of fractional shares.

We cannot complete the merger unless the stockholders of both our companies approve it. Each of us will hold a special meeting of our stockholders to vote on this merger proposal. **Your vote is important.** Whether or not you plan to attend your stockholders' meeting, please take the time to submit your proxy with voting instructions in accordance with the instructions contained in this document. If you do not vote, it will have the same effect as voting against the merger. The places, dates and times of the special meetings are as follows:

For Richmond County stockholders:

June 20, 2001
10:00 a.m., local time
Mandalay Caterers
789 Post Avenue
Staten Island, New York

For New York Community stockholders:

June 20, 2001
10:00 a.m., local time
Sheraton LaGuardia East Hotel
135-20 39th Avenue
Flushing, New York

Richmond County's board of directors unanimously recommends that Richmond County stockholders vote FOR adoption of the merger agreement.

New York Community's board of directors unanimously recommends that New York Community stockholders vote FOR adoption of the merger agreement.

This document describes the stockholder meetings, the merger, the documents related to the merger and other related matters. **Please read this entire document carefully.** You can also obtain information about our companies from documents that we have filed with the Securities and Exchange Commission.

MICHAEL F. MANZULLI
Chairman and Chief Executive Officer
Richmond County Financial Corp.

JOSEPH R. FICALORA
Chairman, President and Chief Executive Officer
New York Community Bancorp, Inc.

New York Community common stock is quoted on the Nasdaq National Market under the symbol NYCB. Richmond County common stock is quoted on the Nasdaq National Market under the symbol RCBK.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the New York Community common stock to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or adequate.

Any representation to the contrary is a criminal offense.

The date of this joint proxy statement/prospectus is May 14, 2001, and it is first being mailed or otherwise delivered to New York Community stockholders and Richmond County stockholders on or about May 17, 2001.

REFERENCES TO ADDITIONAL INFORMATION

This document incorporates important business and financial information about New York Community and Richmond County from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, by requesting them in writing or by telephone from the appropriate company at the following addresses:

Richmond County Financial Corp.
1214 Castleton Avenue
Staten Island, New York 10310
Attention:Carolynn A. Orisino

New York Community Bancorp, Inc.
615 Merrick Avenue
Westbury, New York 11590
Attention: Ilene A. Angarola

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Assistant Vice President
Investor Relations
Telephone: (718) 815-7048

First Vice President
Investor Relations
Telephone: (516) 683-4420

You will not be charged for any of these documents that you request. New York Community and Richmond County stockholders requesting documents should do so by June 14, 2001 in order to receive them before the special meetings.

See WHERE YOU CAN FIND MORE INFORMATION on page 94.

VOTE ELECTRONICALLY OR BY TELEPHONE

Richmond County stockholders of record may submit their proxies:

- through the internet by visiting a web site established for that purpose at <http://www.proxyvoting.com/richmondcounty> and following the instructions; or
- by telephone by calling the toll-free number (877) 210-0269 on a touch-tone phone and following the recorded instructions.

New York Community Bancorp, Inc.

**615 Merrick Avenue
Westbury, New York 11590**

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of New York Community Bancorp, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of New York Community stockholders will be held at the Sheraton LaGuardia East Hotel, 135-20 39th Avenue, Flushing, New York at 10:00 a.m., local time, on June 20, 2001. The purpose of the New York Community special meeting is to consider and to vote upon the following matters:

- a proposal to adopt the Agreement and Plan of Merger, dated as of March 27, 2001, by and between New York Community Bancorp, Inc. and Richmond County Financial Corp., pursuant to which Richmond County will be merged with and into New York Community; and
- such other business as may properly come before the New York Community special meeting or any adjournment or postponement thereof.

In the merger, New York Community will be the surviving corporation, and each share of Richmond County common stock will be converted into 1.02 shares of New York Community common stock. Your attention is directed to the joint proxy statement/prospectus accompanying this notice for a complete discussion of the merger. A copy of the merger agreement is included as Appendix A to the accompanying joint proxy statement/prospectus.

The New York Community board of directors has fixed the close of business on May 7, 2001 as the record date for the New York Community special meeting, and only New York Community stockholders of record at such time will be entitled to receive notice of and to vote at the special meeting or any adjournment or postponement thereof. In order for the merger agreement to be adopted, the holders of a majority of the shares of New York Community common stock outstanding and entitled to vote thereon on the record date must vote in favor of the merger agreement. **Therefore, your vote is very important.** A complete list of New York Community stockholders entitled to vote at the New York Community special meeting will be made available for inspection by any New York Community stockholder for ten days prior to the New York Community special meeting at the principal executive offices of New York Community and at the time and place of the New York Community special meeting.

All New York Community stockholders entitled to notice of, and to vote at, the New York Community special meeting are cordially invited to attend the New York Community special meeting in person. **However, to ensure your representation at the special meeting, please submit your proxy with voting instructions. You may submit your proxy with voting instructions by mail if you promptly complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of New York Community common stock who is present at the New York Community special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the New York Community special meeting.

The New York Community board of directors has unanimously approved the merger agreement and unanimously recommends that New York Community stockholders vote FOR adoption of the merger agreement.

YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.

BY ORDER OF THE BOARD OF DIRECTORS,

MICHAEL J. LINCKS
Executive Vice President and Corporate Secretary

Westbury, New York
May 11, 2001

Richmond County Financial Corp.

**1214 Castleton Avenue
Staten Island, New York 10310**

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Richmond County Financial Corp. will hold a special meeting of stockholders at the Mandalay Caterers, 789 Post Avenue, Staten Island, New York at 10:00 a.m., local time, on June 20, 2001 to consider and vote upon the following matters:

- a proposal to adopt the Agreement and Plan of Merger, dated as of March 27, 2001, by and between New York Community Bancorp, Inc. and Richmond County Financial Corp., pursuant to which Richmond County will be merged with and into New York Community; and
- such other business as may properly come before the special meeting of stockholders or any adjournment or postponement of the meeting.

In the merger, New York Community will be the surviving corporation and you will receive 1.02 shares of New York Community common stock for each share of Richmond County common stock that you own. Your attention is directed to the joint proxy statement/prospectus accompanying this notice for a complete discussion of the merger. A copy of the merger agreement is included as Appendix A to the accompanying joint proxy statement/prospectus.

The Richmond County board of directors has fixed the close of business on May 2, 2001 as the record date for the Richmond County special meeting. This means that Richmond County stockholders of record at such time are entitled to notice of and to vote at the Richmond County special meeting or any adjournment or postponement of the meeting. A complete list of Richmond County stockholders entitled to vote at the Richmond County special meeting will be made available for inspection by any Richmond County stockholder for ten days prior to the Richmond County special meeting at the principal executive offices of Richmond County and at the time and place of the Richmond County special meeting. In order for the merger agreement to be adopted, the holders of a majority of the Richmond County shares outstanding and entitled to vote thereon must vote in favor of the merger agreement.

Whether or not you plan to attend the special meeting, please submit your proxy with voting instructions. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. Alternatively, you may use the toll-free number shown on the proxy card or visit the web site noted on your proxy card to vote on the internet. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of Richmond County common stock who is present at the Richmond County special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the Richmond County special meeting.

The Richmond County board of directors has unanimously approved the merger agreement and unanimously recommends that Richmond County stockholders vote FOR adoption of the merger agreement.

By Order of the Board of Directors,

Diane L. DeLillo, Esq.
Corporate Secretary

Staten Island, New York

May 11, 2001

YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.

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QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETINGS

Q: *What do I need to do now?*

A: After you have carefully read this document, indicate on your proxy card how you want your shares to be voted. Then complete, sign, date and mail your proxy card in the enclosed postage paid return envelope as soon as possible. If you are a Richmond County stockholder, you may vote by telephone or the internet instead. This will enable your shares to be represented and voted at the New York Community special meeting or the Richmond County special meeting.

Q: *Why is my vote important?*

A: If you do not return your proxy card or vote in person at the appropriate special meeting, it will be more difficult for New York Community and Richmond County to obtain the necessary quorum to hold their special meetings. In addition, the failure of a New York Community or a Richmond County stockholder to vote, by proxy or in person, will have the same effect as a vote against the merger agreement. The merger must be approved by the holders of a majority of the outstanding shares of New York Community common stock and Richmond County common stock entitled to vote at the respective special meetings called for the purpose of voting on the proposal to adopt the merger agreement.

Q: *If my shares are held in street name by my broker, will my broker automatically vote my shares for me?*

A: No. Your broker will not be able to vote your shares without instructions from you. You should instruct your broker to vote your shares, following the directions your broker provides. Please check the voting form used by your broker to see if it offers telephone or internet

voting.

Q: *What if I fail to instruct my broker?*

A: If you fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, the resulting broker non-vote will be counted toward a quorum at the respective special meeting, but it will have the same effect as a vote against the merger agreement.

Q: *Can I attend the special meeting and vote my shares in person?*

A: Yes. All stockholders are invited to attend their special meeting. Stockholders of record can vote in person at the special meeting. If a broker holds your shares in street name, then you are not the stockholder of record and you must ask your broker how you can vote at the special meeting.

Q: *Can I change my vote?*

A: Yes. If you have not voted through your broker, there are three ways you can change your vote after you have submitted your proxy card.

- First, you may send a written notice to the person to whom you submitted your proxy stating that you would like to revoke your proxy.
- Second, you may complete and submit a new proxy card or vote again by telephone or the internet. The latest vote actually received by New York Community or Richmond County, as the case may be, before the stockholders meeting will be counted, and any earlier votes will be revoked.
- Third, you may attend the New York Community special meeting, or the Richmond County special meeting, as the case may be, and vote in person. Any earlier proxy will thereby be revoked. However, simply attending the meeting without voting will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow directions you receive from your broker in order to change or revoke your vote.

Q: *If I am a Richmond County stockholder, should I send in my stock certificates now?*

A: No. You should not send in your stock certificates at this time. Richmond County stockholders will need to exchange their Richmond County stock certificates for New York Community stock certificates after we complete the merger. We will send you instructions for exchanging Richmond County stock certificates at that time. New York Community stockholders do not need to exchange their stock certificates as a result of the merger.

Q: *When do you expect to complete the merger?*

A: We expect to complete the merger in the third quarter of 2001. However, we cannot assure you when or if the merger will occur. We must first obtain the approvals of our stockholders at the special meetings and the necessary regulatory approvals.

Q: *Whom should I call with questions?*

A: New York Community stockholders should call the New York Community Investor Relations Department at (516) 683-4420 with any questions about the merger and related transactions.

Richmond County stockholders should call the Richmond County Investor Relations Department at (718) 815-7048 with any questions about the merger and related transactions.

SUMMARY

This summary highlights selected information from this document. It does not contain all of the information that is important to you. We urge you to read carefully the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions. See WHERE YOU CAN FIND MORE INFORMATION on page 94. Each item in this summary refers to the page of this document on which that subject is discussed in more detail.

Richmond County Stockholders Will Receive 1.02 Shares of New York Community Common Stock per Share of Richmond County Common Stock (page 26)

As a result of the merger, each Richmond County stockholder will receive 1.02 shares of New York Community common stock for each share of Richmond common stock held. We sometimes refer to this 1.02-to-1 ratio as the exchange ratio. Prior to the New York Community 3-for-2 stock split paid on March 29, 2001, the exchange ratio was 0.68 of a share of New York Community for each share of Richmond County. Upon completion of the merger, New York Community stockholders will own approximately 62% of the combined company and Richmond County stockholders will own approximately 38% of the combined company. New York Community will not issue any fractional shares. Richmond County stockholders will instead receive an amount in cash based on the last reported sale price of New York Community common stock on the trading day immediately prior to the date on which the merger is completed.

Example: If you hold 110 shares of Richmond County common stock, you will receive 112 shares of New York Community common stock and a cash payment in lieu of the 0.2 of a share that you otherwise would have received.

Comparative Market Prices and Share Information (pages 58 and 83)

New York Community common stock is quoted on the Nasdaq National Market under the symbol NYCB. Richmond County common stock is quoted on the Nasdaq National Market under the symbol RCBK. The following table sets forth the closing sale prices of New York Community common stock and Richmond County common stock as reported on the Nasdaq National Market on March 27, 2001, the last trading day before we announced the merger, and on May 10, 2001, the last practicable trading day before the distribution of this document. This table also shows the implied value of one share of Richmond County common stock, which we calculated by multiplying the closing price of New York Community common stock on those dates by 1.02.

	New York Community Common Stock(1)	Richmond County Common Stock	Implied Value of One Share of Richmond County Common Stock
March 27, 2001	\$27.37	\$26.75	\$27.91
May 10, 2001	\$34.00	\$34.11	\$34.68

(1) Adjusted for 3-for-2 stock split on March 29, 2001.

The market prices of both New York Community common stock and Richmond County common stock will fluctuate prior to the merger. Therefore, you should obtain current market quotations for New York Community common stock and Richmond County common stock.

Generally Tax-Free Transaction to Richmond County Stockholders (page 73)

The merger has been structured as a tax-free reorganization for federal income tax purposes. Accordingly, holders of Richmond County common stock generally will not recognize any gain or loss for federal income tax purposes on the exchange of their Richmond County common stock for New York Community common stock in the merger, except for any gain or loss that may result from the receipt of cash instead of a fractional share of New York Community common stock. The current stockholders of New York Community common stock, generally will not recognize gain or loss as a result of the merger. It is a condition to the obligations of Richmond County and New York Community to complete the merger that each receive an opinion from its outside tax counsel that the merger will be a tax-free reorganization for federal income tax purposes.

The federal income tax consequences described above may not apply to some holders of Richmond County common stock, including some types of holders specifically referred to on page • . Your tax consequences will depend on your own personal situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

New York Community's Dividend Policy (page •)

During 2000, New York Community paid cash dividends totaling \$0.67 per share (adjusted for the 3-for-2 stock split). New York Community currently pays a quarterly dividend of \$0.20 per share, which is expected to continue, although the New York Community board of

directors may change this dividend policy at any time.

Our Reasons for the Merger (pages 29 and 31)

Our companies are proposing to merge because we believe that:

- by combining them we can create a stronger company that will provide significant benefits to our stockholders and customers alike;
- by bringing our customers and banking products together we can do a better job of increasing our combined revenues and earnings than we could if we did not merge; and
- the merger will strengthen the combined company's position as a competitor in the financial services industry, which is rapidly changing and growing more competitive.

New York Community's Board of Directors Recommends You Vote FOR Adoption of the Merger Agreement (page 31)

New York Community's board of directors believes that the merger is in the best interests of New York Community and its stockholders and has unanimously approved the merger agreement. New York Community's board of directors unanimously recommends that New York Community stockholders vote **FOR** adoption of the merger agreement.

Richmond County's Board of Directors Recommends You Vote FOR Adoption of the Merger Agreement (page 33)

Richmond County's board of directors believes that the merger is fair to Richmond County's stockholders and in the best interests of Richmond County and its stockholders and has unanimously approved the merger agreement. Richmond County's board of directors unanimously recommends that Richmond County stockholders vote **FOR** adoption of the merger agreement.

New York Community's Financial Advisor Says the Exchange Ratio Is Fair, from a Financial Point of View, to New York Community (page 34)

In deciding to approve the merger, the New York Community board of directors considered the opinion of its financial advisor, Salomon Smith Barney, Inc., which has given an opinion to New York Community's board of directors that the exchange ratio is fair to New York Community from a financial point of view. A copy of this opinion is attached to this document as Appendix D. New York Community stockholders should read the opinion completely and carefully to understand the assumptions made, matters considered and limitations on the review undertaken by Salomon Smith Barney in providing its opinion. New York Community has paid \$1,000,000 to Salomon Smith Barney and has agreed to pay an additional \$2,750,000 to Salomon Smith Barney upon the completion of the merger.

Richmond County's Financial Advisors Say the Exchange Ratio Is Fair, from a Financial Point of View, to Richmond County's Stockholders (page 42)

In deciding to approve the merger, the Richmond County board of directors considered the opinions of its financial advisors, Sandler O'Neill & Partners, L.P. and Lehman Brothers Inc., which were given to Richmond County's board of directors, that the exchange ratio of 1.02 shares of New York Community common stock for each share of Richmond County common stock is fair to Richmond County's stockholders from a financial point of view. Copies of these opinions are attached to this document as Appendices E and F, respectively. Richmond County stockholders should read the opinions completely and carefully to understand the assumptions made, matters considered and limitations of the review undertaken by Sandler O'Neill & Partners, L.P. and Lehman Brothers Inc. in providing their opinions. Richmond County has paid \$750,000 to Sandler O'Neill & Partners, L.P., and has agreed to pay Sandler O'Neill & Partners, L.P. an additional \$3,000,000 upon the completion of the merger. Richmond County paid \$250,000 to Lehman Brothers and has agreed to pay Lehman Brothers an additional \$100,000 upon the mailing of the proxy materials to stockholders and an additional \$1,650,000 upon the completion of the merger.

Neither New York Community nor Richmond County Stockholders Have Appraisal Rights (page 59)

Both companies are incorporated under Delaware law. Under Delaware law, neither the stockholders of New York Community nor the stockholders of Richmond County have any right to a court determination, in a proceeding known as an appraisal, of the fair value of their shares in connection with the merger.

Information about the Companies (page 25)

New York Community Bancorp, Inc.

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New York Community Bancorp, Inc., also referred to as New York Community, a Delaware corporation and bank holding company organized in 1993, is the parent holding company for New York Community Bank, a savings bank chartered in New York and subject to regulation by the New York State Banking Department and its deposit insurer, the Federal Deposit Insurance Corporation. New York Community Bank is a community-oriented financial institution with operations in the greater metropolitan New York area. New York Community Bank is primarily engaged in attracting retail deposits from the general public and investing those deposits, together with funds generated through operations, in the origination of mortgage loans on multi-family properties and one-to-four family homes. In addition, through New York Community Bank, New York Community also originates commercial real estate loans, construction loans, home equity loans and other consumer loans.

Richmond County Financial Corp.

Richmond County Financial Corp., referred to in this document as Richmond County, is the holding company for Richmond County Savings Bank, a New York state chartered stock savings bank founded in 1886. Together with its three divisional banks, First Savings Bank of New Jersey, Ironbound Bank and South Jersey Savings Bank, Richmond County Savings operates 15 banking offices on Staten Island, one banking office in Brooklyn, 11 banking offices in the counties of Camden, Gloucester, Essex, Hudson and Union, New Jersey and multi-family loan processing center in Jericho, Long Island. Richmond County Savings has pending agreements to acquire two additional banking offices on Staten Island and five banking offices in Atlantic County, New Jersey, together with a total of approximately \$300 million in deposits and \$61 million in small business and consumer loans.

The Merger Agreement; Expected Closing Time; Termination of the Merger Agreement (page 65)

The merger agreement is attached as Appendix A to this document. We encourage you to read it in its entirety because it is the legal document governing the merger.

Merger Expected to Occur in Third Quarter of 2001 (page 66)

The merger will occur only after all of the conditions to its completion have been satisfied or waived. Currently, we anticipate that the merger will be consummated in the third quarter of 2001.

Conditions That Must Be Satisfied or Waived for the Merger to Occur (page 67)

As more fully described in this document and the merger agreement, the completion of the merger depends on a number of conditions being satisfied or waived, including receipt of stockholder and regulatory approvals and tax opinions.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement (page 68)

We may agree to terminate the merger agreement before completing the merger, even after adoption of the merger agreement by our stockholders, as long as the termination is approved by each of our boards of directors.

Also, either of us may decide to terminate the merger agreement before our stockholders vote if the other party fails to recommend the adoption of the merger agreement to its stockholders.

In addition, either of us may decide to terminate the merger agreement, even after adoption of the merger agreement by our stockholders, if certain conditions in the merger agreement have not been met, such as obtaining the necessary regulatory approvals, or the other party's material breach of a representation or warranty.

Richmond County's Directors and Officers have Financial Interests in the Merger (page 61)

Richmond County's directors and officers have interests in the merger as individuals in addition to, or different from, their interests as stockholders. Each of the New York Community board of directors and the Richmond County board of directors was aware of these interests of Richmond County directors and officers and considered them in its decision to approve the merger agreement. These interests include employment and noncompetition agreements that New York Community and Richmond County entered into with the principal executive officers of Richmond County, cash payments and other benefits that may be due to other executive officers under existing employment and change in control agreements in the event of termination following the merger, payments due as a result of the termination of existing Richmond County benefit plans, acceleration of vesting options and restricted stock as a result of the merger and the right to continued indemnification and insurance coverage by New York Community for acts or omissions occurring prior to the merger.

Board of Directors and Management of New York Community Following the Merger (page 56)

The present management of our respective companies will share the responsibilities for managing the combined company. The board of directors of New York Community upon completion of the merger will consist of nine members, five of whom (including Joseph R. Ficalora) will be selected by the Chief Executive Officer of New York Community and four of whom (including Michael F. Manzulli) will be selected by the Chief Executive Officer of Richmond County.

Michael F. Manzulli will become the Chairman of the Board of Directors of the surviving corporation and New York Community Bank, Joseph R. Ficalora will remain the President and Chief Executive Officer of the surviving corporation and Chief Executive Officer of New York Community Bank, Anthony E. Burke will become a Senior Executive Vice President and the Chief Operating Officer of the surviving corporation and President and Chief Operating Officer of New York Community Bank, and Thomas R. Cangemi will become an Executive Vice President of the surviving corporation and New York Community Bank.

Accounting Treatment of the Merger by New York Community (page 72)

New York Community will account for the merger as a purchase for financial reporting purposes.

A Comparison of the Rights of Holders of New York Community and Richmond County Stock; the Rights of Richmond County Stockholders will be Governed by New Governing Documents after the Merger (page 79)

The rights of Richmond County stockholders will not materially change as a result of the merger, due to the similarity of the New York Community and Richmond County governing documents and due to the fact that both companies are incorporated under Delaware law. Richmond County's stockholders' rights will only change to the extent that New York Community's governing documents are different from Richmond County's, while New York Community's stockholders' rights will not change as a result of the merger. This document contains descriptions of the stockholder rights under each of the New York Community and Richmond County governing documents, and describes the material differences between them.

New York Community Granted a Stock Option to Richmond County (page 69)

To induce Richmond County to enter into the merger agreement, New York Community granted Richmond County an option to purchase up to 8,648,081 shares of New York Community common stock at a price per share of \$27.20 (the number of shares and the price per share are adjusted to reflect the March 29, 2001 3-for-2 stock split); however, in no case may Richmond County acquire more than 19.9% of the outstanding shares of New York Community common stock pursuant to this stock option agreement. Richmond County cannot exercise this option unless the merger is not completed and specified triggering events occur. These events generally relate to business combinations or acquisition transactions involving New York Community and a third party. We do not know of any event that has occurred as of the date of this document that would allow Richmond County to exercise this option.

The option could have the effect of discouraging other companies from trying to acquire New York Community until the merger is completed. Upon the occurrence of certain triggering events, New York Community may be required to repurchase the option and any shares purchased under it at a predetermined price, or Richmond County may choose to surrender the option to New York Community for a cash payment of \$22 million.

The New York Community stock option agreement is attached to this document as Appendix B.

Richmond County Granted a Stock Option to New York Community (page 69)

To induce New York Community to enter into the merger agreement, Richmond County granted New York Community an option to purchase up to 5,281,566 shares of Richmond County common stock at a price per share of \$26.50; however, in no case may New York Community acquire more than 19.9% of the outstanding shares of Richmond County common stock pursuant to this stock option agreement. New York Community cannot exercise this option unless the merger is not completed and specified triggering events occur. These events generally relate to business combinations or acquisition transactions involving Richmond County and a third party. We do not know of any event that has occurred as of the date of this document that would allow New York Community to exercise this option.

The option could have the effect of discouraging other companies from trying to acquire Richmond County until the merger is completed. Upon the occurrence of certain triggering events, Richmond County may be required to repurchase the option and any shares purchased under it at a predetermined price, or New York Community may choose to surrender the option to Richmond County for a cash payment of \$22 million.

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The Richmond County stock option agreement is attached to this document as Appendix C.

New York Community Stockholder Protection Rights Agreement (page 77)

On January 16, 1996, New York Community adopted a stockholder protection rights agreement, pursuant to which each issued share of New York Community common stock has attached to it one right to purchase, under conditions described in the agreement and summarized in this document, a fraction of a share of participating preferred stock of New York Community. The New York Community stockholder protection rights agreement, including rights thereunder currently held by New York Community stockholders, will remain in place after the merger. Each share of New York Community common stock issued pursuant to the merger will have attached to it one right to purchase a fraction of a share of participating preferred stock of New York Community. See NEW YORK COMMUNITY STOCKHOLDER PROTECTION RIGHTS AGREEMENT on page 77 for a description of this agreement.

Regulatory Approvals We Must Obtain for the Merger (page 60)

We cannot complete the merger unless we obtain the approval of the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the New York State Banking Department and the New Jersey Department of Banking and Insurance. We made the necessary filings with the Federal Deposit Insurance Corporation, the New York State Banking Department and the New Jersey Department of Banking and Insurance, and we requested a waiver of the approval requirements of the Federal Reserve Board.

Although we do not know of any reason why we cannot obtain these regulatory approvals in a timely manner, we cannot be certain when or if we will obtain them.

The Merger (page 26)

We are proposing a merger of equals of New York Community and Richmond County. In the merger, Richmond County will merge with and into New York Community, with New York Community as the surviving corporation. After the merger is completed, Richmond County Savings Bank will be merged with New York Community Bank with New York Community Bank as the surviving bank. New York Community, the surviving corporation, will continue to be called New York Community Bancorp, Inc.

New York Community will Hold its Special Meeting on June 20, 2001 (page 18)

The New York Community special meeting will be held on June 20, 2001, at 10:00 a.m., local time, at the Sheraton LaGuardia East Hotel, 135-20 39th Avenue, Flushing, New York. At the New York Community special meeting, New York Community stockholders will be asked:

1. To adopt the merger agreement; and
2. To act on such other matters as may be properly brought before the New York Community special meeting.

Record Date. New York Community stockholders may cast one vote at the New York Community special meeting for each share of New York Community common stock that was owned at the close of business on May 7, 2001. At that date, there were 43,542,333 shares of New York Community common stock entitled to be voted at the special meeting.

Required Vote. To adopt the merger agreement, the holders of a majority of the outstanding shares of New York Community common stock entitled to vote must vote in favor of the merger agreement. Because approval is based on the affirmative vote of a majority of shares outstanding, a New York Community stockholder's failure to vote, a broker non-vote or an abstention will have the same effect as a vote against the merger.

As of the New York Community record date, directors and executive officers of New York Community and their affiliates beneficially owned or had the right to vote 5,963,053 shares of New York Community common stock, or 13.69% of the outstanding New York Community common stock entitled to be voted at the special meeting. At that date, directors and executive officers of Richmond County and their affiliates, including Richmond County, beneficially owned or had the right to vote 30,000 shares of New York Community common stock entitled to be voted at the meeting, or less than 1% of the outstanding New York Community common stock.

Richmond County will Hold its Special Meeting on June 20, 2001 (page 21)

The Richmond County special meeting will be held on June 20, 2001, at 10:00 a.m., local time, at Mandalay Caterers, 789 Post Avenue, Staten Island, New York. At the Richmond County special meeting, Richmond County stockholders will be asked:

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1. To adopt the merger agreement; and
2. To act on such other matters as may be properly brought before the Richmond County special meeting.

Record Date. Richmond County stockholders may cast one vote at the Richmond County special meeting for each share of Richmond County common stock that you owned at the close of business on May 2, 2001. At that date, there were 26,171,857 shares of Richmond County common stock entitled to be voted at the special meeting.

Required Vote. To adopt the merger agreement, the holders of a majority of the outstanding shares of Richmond County common stock entitled to be voted must vote in favor of the merger agreement. Because approval is based on the affirmative vote of a majority of shares outstanding, a Richmond County stockholder's failure to vote, a broker non-vote or an abstention will have the same effect as a vote against the merger.

As of the Richmond County record date, directors and executive officers of Richmond County and their affiliates beneficially owned or had the right to vote 1,599,478 shares of Richmond County common stock, or 6.11% of the outstanding Richmond County common stock entitled to be voted at the special meeting. At that date, directors and executive officers of New York Community and their affiliates, including New York Community, beneficially owned or had the right to vote 187,000 shares of Richmond County common stock entitled to be voted at the meeting, or less than 1% of the outstanding Richmond County common stock.

SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF NEW YORK COMMUNITY

Set forth below are highlights from New York Community's consolidated financial data as of and for the years ended December 31, 1996 through 2000 and New York Community's unaudited consolidated financial data as of and for the three months ended March 31, 2001 and 2000. The results of operations for the three months ended March 31, 2001 are not necessarily indicative of the results of operations for the full year or any other interim period. New York Community's management prepared the unaudited information on the same basis as it prepared New York Community's audited consolidated financial statements. In the opinion of New York Community's management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with New York Community's consolidated financial statements and related notes included in New York Community's Annual Report on Form 10-K for the year ended December 31, 2000, and New York Community's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001, which are incorporated by reference in this joint proxy statement/prospectus and from which this information is derived. See **WHERE YOU CAN FIND MORE INFORMATION** on page 94.

	At or for the Three Months Ended March 31,		At or for the Year Ended December 31,				
	2001	2000	2000	1999	1998	1997	1996
	(Unaudited)		(Dollars in thousands)				
Earnings Summary:							
Interest income	\$ 84,358	\$ 36,269	\$ 174,832	\$ 143,123	\$ 134,277	\$ 117,734	\$ 102,304
Interest expense	49,228	19,826	101,751	74,220	65,755	55,336	44,784
Net interest income	35,130	16,443	73,081	68,903	68,522	62,398	57,520
Reversal of provision for loan losses				(2,400)			(2,000)
Net interest income after provision for loan losses	35,130	16,443	73,081	71,303	68,522	62,398	59,520
Non-interest income	28,481	1,111	21,645	2,523	2,554	2,305	2,445
Non-interest expense	20,902	5,638	49,824	21,390	25,953	27,084	23,271
Income before income tax expense	42,709	11,916	44,902	52,436	45,123	37,619	38,694
Income tax expense	15,065	4,322	20,425	20,772	18,179	14,355	17,755
Net income	\$ 27,644	\$ 7,594	\$ 24,477	\$ 31,664	\$ 26,944	\$ 23,264	\$ 20,939

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	At or for the Three Months Ended March 31,		At or for the Year Ended December 31,				
	2001	2000	2000	1999	1998	1997	1996
	(Unaudited)		(Dollars in thousands)				
Performance Ratios:							
Return on average assets	2.39%	1.58%	1.06%	1.69%	1.62%	1.61%	1.63%
Return on average stockholders' equity	39.49	23.49	13.24	22.99	17.32	12.95	10.10
Dividend payout	25.76	60.71	80.72	60.36	50.56	38.03	29.82
Average equity to average assets	6.05	6.74	8.03	7.37	9.38	12.48	16.17
Net interest margin(2)	3.25	3.58	3.33	3.79	4.24	4.45	4.63
Efficiency ratio(3)	30.53	32.12	52.60	29.95	36.51	41.86	38.81

- (1) Reflects shares issued as a result of a 4-for-3 stock split on August 22, 1996, and 3-for-2 stock splits on April 10 and October 1, 1997, September 29, 1998 and March 29, 2001.
- (2) Net interest margin represents net interest income divided by average interest-earning assets.
- (3) Efficiency ratio represents operating expense divided by the sum of net interest income plus operating income.
- (4) Non-performing loans consist of all mortgage loans delinquent 90 days or more.
- (5) Non-performing assets consist of all non-performing loans and real estate acquired in foreclosure.
- (6) For the periods indicated, New York Community had no troubled debt restructurings.

SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF RICHMOND COUNTY

Set forth below are highlights from Richmond County's consolidated financial data as of and for the years ended June 30, 1996 through 2000 and Richmond County's unaudited consolidated financial data as of and for the nine months ended March 31, 2001 and 2000. The results of operations for the nine months ended March 31, 2001 are not necessarily indicative of the results of operations for the full year or any other interim period. Richmond County's management prepared the unaudited information on the same basis as it prepared Richmond County's audited consolidated financial statements. In the opinion of Richmond County's management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with Richmond County's consolidated financial statements and related notes included in Richmond County's Annual Report on Form 10-K for the year ended June 30, 2000, and Richmond County's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001, which are incorporated by reference in this joint proxy statement/prospectus and from which this information is derived. See WHERE YOU CAN FIND MORE INFORMATION on page 94.

	At or for the Nine Months Ended March 31,		At or for the Year Ended June 30,				
	2001	2000	2000	1999	1998	1997	1996
	(Unaudited)		(Dollars in thousands)				
Earnings Summary:							
Interest income	\$ 168,371	\$ 144,328	\$ 194,537	\$ 132,574	\$ 86,754	\$ 65,781	\$ 59,063
Interest expense	89,370	72,678	98,269	62,231	37,512	27,707	26,254
Net interest income	79,001	71,650	96,268	70,343	49,242	38,074	32,809
Provision for loan losses	900	900	1,200	2,550	2,200	1,080	1,600
Net interest income after provision for loan losses	78,101	70,750	95,068	67,793	47,042	36,994	31,209
Non-interest income	11,174	10,535	7,176	11,389	3,601	2,861	2,827
Non-interest expense	44,323	38,980	52,303	36,360	44,046(1)	19,667	18,503
Income before income tax expense	44,952	42,305	49,941	42,822	6,597	20,188	15,533
Income tax expense	16,103	15,359	13,672	16,178	2,071	9,463	6,803
Net income	\$ 28,849	\$ 26,946	\$ 36,269	\$ 26,644	\$ 4,526	\$ 10,725	\$ 8,730

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	At or for the Nine Months Ended March 31,		For the Year Ended June 30,				
	2001	2000	2000	1999	1998	1997	1996
	(Unaudited)		(Dollars in thousands)				
Performance Ratios: ⁽⁴⁾							
Return on average assets	1.21%	1.26%	1.27%	1.36%	1.26%	1.13%	0.99%
Return on average stockholders equity	12.38	10.52	10.94	8.30	8.36	11.25	10.25
Dividend payout	44.26	37.94	38.11	28.60	29.19	N/A	N/A
Average equity to average assets	9.74	12.02	11.64	16.35	15.05	10.07	9.70
Net interest margin ⁽⁵⁾	3.53	3.57	3.57	3.73	4.10	4.22	3.96
Efficiency ratio ⁽⁶⁾	45.24	44.84	44.77	46.25	45.75	46.08	51.04

- (1) Includes the one-time non-recurring charge of \$19.6 million (\$11.2 million, net of tax) for funding of the Richmond County Savings Foundation.
- (2) Pro forma earnings per share for fiscal 1998, calculated as if Richmond County Savings had converted to stock form as of July 1, 1997, was \$0.19.
- (3) Loans receivable, net, consist of gross loans receivable, plus unamortized premiums, less unamortized discounts, plus deferred loan costs, less deferred loan fees and the allowance for loan losses. The allowance for loan losses at March 31, 2001 and 2000 and at June 30, 2000, 1999, 1998, 1997, and 1996 was \$19.1 million, \$14.6 million, \$14.7 million, \$13.9 million, \$7.3 million, \$5.5 million and \$4.8 million, respectively.
- (4) All performance ratios for the year ended June 30, 1998, exclude the one-time non-recurring charge of \$19.6 million (\$11.2 million net of tax) for the funding of the Richmond County Savings Foundation. Average balances for fiscal 1997 and 1996 are based on average month-end balances. Average balances for all other periods are based on daily average balances. Ratios for the nine months ended March 31, 2001 and 2000 are annualized.
- (5) Net interest margin represents net interest income as a percent of average interest-earning assets.
- (6) Efficiency ratio represents operating expense divided by the sum of net interest income plus operating income.

SELECTED CONSOLIDATED UNAUDITED PRO FORMA FINANCIAL DATA
(In thousands, except shares and per share amounts)

The following table shows information about our financial condition and operations, including per share data and financial ratios, after giving effect to the merger. This information is called pro forma information in this document. The table sets forth the information as if the merger had become effective on March 31, 2001, with respect to financial condition data, and at the beginning of the periods presented, with respect to operations data. The pro forma data in the tables assume that the merger is accounted for using the purchase method of accounting. The pro forma data for the twelve months ended December 31, 2000 sets forth the information as if the acquisition of Haven Bancorp, Inc. by New York Community had become effective at the beginning of the period presented. This table should be read in conjunction with, and is qualified in its entirety by, the historical financial statements, including the notes thereto, of New York Community and Richmond County incorporated by reference herein and the more detailed pro forma financial information, including the notes thereto, appearing elsewhere in this joint proxy statement/prospectus. See WHERE YOU CAN FIND MORE INFORMATION on page 94 and PRO FORMA FINANCIAL INFORMATION on page 84.

We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses. The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during these periods.

As of
March 31, 2001

Selected Statement of Financial Condition Data:

Total assets	\$8,416,110
Securities available-for-sale	1,573,617
Securities held-to-maturity	288,618
Loans receivable, net	4,885,901
Deposits	5,418,516
Borrowed funds	1,880,126
Stockholders equity	1,016,816

	For the Three Months Ended March 31, 2001	For the Twelve Months Ended December 31, 2000
Selected Statements of Income Data:		
Interest income	\$ 142,304	\$ 539,558
Interest expense	75,866	275,760
Net interest income	66,438	263,798
Provision for loan losses	300	3,146
Net interest income after provision for loan losses	66,138	260,652
Non-interest income	32,146	61,411
Non-interest expense	41,211	210,195
Income before income taxes	57,073	111,868
Income taxes	20,551	43,728
Net income	\$ 36,522	\$ 68,140
Weighted Average Common Shares:		
Basic	65,471,323	53,665,829
Diluted	66,770,509	55,040,239

	At or for the Three Months Ended March 31, 2001	At or for the Twelve Months Ended December 31, 2000
Per Common Share Data(1)		
Basic earnings per common share	\$ 0.56	\$ 1.27
Diluted earnings per common share	0.55	1.24
Cash dividends declared	0.17	0.67
Book value	15.02	N/A

- (1) Per Common Share Data and Selected Financial Ratios are presented only for data relating to the pro forma combined condensed consolidated statements of income for the year ended December 31, 2000 and for the three months ended March 31, 2001, and data relating to the pro forma combined condensed consolidated statement of financial condition at March 31, 2001. Pro forma assets and pro forma stockholders' equity for the periods presented were calculated assuming the merger was consummated on March 31, 2001.
- (2) Calculated by dividing pro forma net income by pro forma assets at the end of the period reported.
- (3) Calculated by dividing pro forma net income by pro forma stockholders' equity at the end of the period reported.
- (4) Calculated by dividing pro forma general and administrative expense by pro forma assets at the end of the period reported.
- (5) Efficiency ratio represents pro forma operating expense divided by the sum of pro forma net interest income plus operating income.

COMPARATIVE PER SHARE DATA

The following table sets forth for New York Community common stock and Richmond County common stock certain historical, pro forma and pro forma equivalent per share financial information. The pro forma and pro forma equivalent per share information gives effect to the merger as if the merger had been effective on the dates presented, in the case of the book value data presented, and as if the merger had become effective at the beginning of the periods presented, in the case of the net income and dividends declared data presented. The pro forma data in the tables assumes that the merger is accounted for using the purchase method of accounting. See **ACCOUNTING TREATMENT** on page 72. The information in the following table is based on, and should be read together with, the historical financial information that we have presented in our prior filings with the Securities and Exchange Commission and the pro forma financial information that appears elsewhere in this document. See **WHERE YOU CAN FIND MORE INFORMATION** on page 94 and **PRO FORMA FINANCIAL INFORMATION** on page 84.

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We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses. The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during these periods.

	New York Community Historical(1)	New York Community Adjusted Historical(1)(2)	Richmond County Historical(3)	Pro Forma Combined	Per Equivalent Richmond County Share(4)
Net income for the twelve months ended December 31, 2000:					
Basic	\$0.87	\$1.32	\$1.49	\$1.27(5)	\$1.30
Diluted	0.83	1.28	1.47	1.24(5)	1.26
Net income for the three months ended March 31, 2001:					
Basic	0.68	N/A	0.41	0.56	0.57
Diluted	0.66	N/A	0.40	0.55	0.56
Cash Dividends Declared					
For the twelve months ended					
December 31, 2000	0.67	0.67	0.65	0.67(6)	0.68
For the three months ended March 31,					
2001	0.17	N/A	0.18	0.17(6)	0.17

- (1) Amounts have been restated to reflect the shares issued pursuant to the 3-for-2 stock split on March 29, 2001.
- (2) New York Community adjusted historical information reflects the Haven Bancorp, Inc. acquisition pro forma adjustment.
- (3) Richmond County historical information is calculated as though Richmond County's fiscal year ended on December 31.
- (4) Per equivalent Richmond County share is pro forma combined multiplied by 1.02.
- (5) The pro forma net income per share amounts are calculated by totaling the historical net income (adjusted for pro forma adjustments) of New York Community and Richmond County and dividing the resulting amount by the average pro forma shares of New York Community and Richmond County giving effect to the merger. The average pro forma shares of New York Community and Richmond County reflect New York Community's historical basic and diluted shares, plus historical basic and diluted average shares of Richmond County as adjusted for an exchange ratio of 1.02 shares of New York Community common stock for each share of Richmond County common stock. The pro forma net income per share amounts do not take into consideration any operating efficiencies that may be realized as a result of, and stock purchases that may be made in contemplation of, the merger.
- (6) Pro forma cash dividends represent the New York Community historical amount.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains a number of forward-looking statements regarding the financial condition, results of operations and business of New York Community and Richmond County. These statements may be made directly in this document or may be incorporated in this document by reference to other documents and may include statements for the period following the completion of the merger. You can find many of these statements by looking for words such as believes, expects, anticipates, estimates, potential or similar expressions. Some of the factors that may cause actual results to differ materially from those contemplated by the forward-looking statements include, but are not limited to, the following:

- increases in competitive pressure among financial institutions or from non-financial institutions;
- changes in the interest rate environment;
- changes in deposit flows, loan demand or real estate values;
- changes in accounting principles, policies or guidelines;
- general economic conditions, either nationally or in some or all of the operating areas in which the combined company will be doing business, or conditions in securities markets, or the banking industry;

- legislation or regulatory changes;
- technological changes;
- the level of realization, if any, of expected cost savings from the merger;
- difficulties related to the integration of the business of New York Community and Richmond County may be greater than expected; and
- revenues following the merger may be lower than expected.

Because such forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Richmond County stockholders and New York Community stockholders are cautioned not to place undue reliance on such statements, which speak only as of the date of this document or the date of any document incorporated by reference.

All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this document and attributable to New York Community or Richmond County or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, neither New York Community nor Richmond County undertakes any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. However, New York Community and Richmond County will promptly amend or supplement this document in order to reflect any facts or events arising after the effective date of this document which individually or in the aggregate represent a fundamental change in the information set forth herein.

THE NEW YORK COMMUNITY SPECIAL MEETING

This section contains information from New York Community for New York Community stockholders about the special meeting of stockholders it has called to consider and approve actions related to the merger.

Together with this document, we are also sending you a notice of the New York Community special meeting and a form of proxy that is solicited by our board of directors. The New York Community special meeting will be held on June 20, 2001, at 10:00 a.m., local time, at the Sheraton LaGuardia East Hotel, 135-20 39th Avenue, Flushing, New York.

Matters to Be Considered

The purpose of the New York Community special meeting is to vote on a proposal for adoption of the merger agreement.

You may be asked to vote upon other matters that may properly be submitted to a vote at the New York Community special meeting. You also may be asked to vote on a proposal to adjourn or postpone the New York Community special meeting. We could use any adjournment or postponement for the purpose, among others, of allowing additional time to solicit proxies.

Proxies

Each copy of this document mailed to New York Community stockholders is accompanied by a form of proxy with voting instructions for submission by mail. You should complete and return the proxy card accompanying this document in order to ensure that your vote is counted at the New York Community special meeting, or any adjournment or postponement thereof, regardless of whether you plan to attend the special meeting. You may revoke your proxy at any time before the vote is taken at the special meeting by

- submitting written notice of revocation to the Corporate Secretary of New York Community prior to the voting of such proxy,
- submitting a properly executed proxy of a later date, or
- voting in person at the special meeting; however, simply attending the special meeting without voting will not revoke an earlier proxy.

Written notices of revocation and other communications regarding the revocation of your proxy should be addressed to:

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New York Community Bancorp, Inc.
615 Merrick Avenue
Westbury, New York 11590
Attention: Michael J. Lincks, Executive Vice President and Corporate Secretary

If your shares are held in street name, you should follow the instructions of your broker regarding revocation of proxies.

All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with the instructions on the proxy card. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted **FOR** adoption of the merger agreement. The New York Community board of directors is currently unaware of any other matters that may be presented for action at the special meeting. If other matters properly come before the special meeting, or any adjournment or postponement thereof, we intend that shares represented by properly submitted proxies will be voted, or not voted, by and at the discretion of the persons named as proxies on the proxy card. However, proxies that indicate a vote against adoption of the merger agreement will not be voted in favor of adjourning or postponing the special meeting to solicit additional proxies.

New York Community stockholders should NOT send stock certificates with their proxy cards. If the merger is completed, New York Community stockholders will not need to exchange their current stock certificates.

Solicitation of Proxies

We will bear the entire cost of soliciting proxies from you. In addition to solicitation of proxies by mail, we will request that banks, brokers and other record holders send proxies and proxy material to the beneficial owners of New York Community common stock and secure their voting instructions, if necessary. We will reimburse the record holders for their reasonable expenses in taking those actions. We have also made arrangements with Mellon Investor Services LLC to assist us in soliciting proxies and have agreed to pay them \$7,500 plus reasonable expenses for these services. If necessary, we may also use several of our regular employees, who will not be specially compensated, to solicit proxies from New York Community stockholders, either personally or by telephone, telegram, facsimile or letter.

Record Date

The New York Community board of directors has fixed the close of business on May 7, 2001 as the record date for determining the New York Community stockholders entitled to receive notice of and to vote at the New York Community special meeting. At that time, 43,542,333 shares of New York Community common stock were outstanding, held by approximately 7,700 holders of record.

Voting Rights and Vote Required

The presence, in person or by properly executed proxy, of the holders of a majority of the outstanding shares of New York Community common stock is necessary to constitute a quorum at the special meeting. Abstentions and broker non-votes will be counted solely for the purpose of determining whether a quorum is present. Under the applicable Nasdaq National Market rules, brokers or members who hold shares in street name for customers who are the beneficial owners of such shares are prohibited from giving a proxy to vote those shares with respect to the merger without specific instructions from such customers. An unvoted proxy submitted by a broker is sometimes referred to as a broker non-vote.

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of New York Community common stock entitled to vote at the New York Community special meeting. You are entitled to one vote for each share of New York Community common stock you held as of the record date. However, New York Community's certificate of incorporation provides that stockholders of record who beneficially own in excess of 10% of the then-outstanding shares of common stock of New York Community are not entitled to any vote with respect to the shares held in excess of the 10% limit. A person or entity is deemed to beneficially own shares that are owned by an affiliate as well as by any person acting in concert with such person or entity.

Because the affirmative vote of the holders of a majority of the outstanding shares of New York Community common stock entitled to vote at the New York Community special meeting is needed for us to proceed with the merger, the failure to vote by proxy or in person will have the same effect as a vote *against* the merger agreement. Abstentions and broker non-votes also will have the same effect as a vote against the merger. Accordingly, the New York Community board of directors urges New York Community stockholders to complete, date and sign the accompanying proxy card and return it promptly in the enclosed postage-paid envelope.

As of the record date:

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Directors and executive officers of New York Community and their affiliates beneficially owned or had the right to vote 5,963,053 shares of New York Community common stock, or 13.69% of the New York Community common stock outstanding on that date.

- Directors and executive officers of Richmond County and their affiliates, including Richmond County (excluding the shares subject to the New York Community stock option described in THE STOCK OPTION AGREEMENTS on page 69), beneficially owned 30,000 shares of New York Community common stock, or less than 1% of the New York Community common stock outstanding on that date.

Recommendation of the Board of Directors

The New York Community board of directors has unanimously approved the merger agreement and the transactions it contemplates. The New York Community board of directors determined that the merger agreement and the transactions it contemplates are advisable and in the best interests of New York Community and in the best interests of its stockholders and unanimously recommends that you vote **FOR** adoption of the merger agreement.

See THE MERGER New York Community's Reasons for the Merger; Recommendation of New York Community's Board of Directors on page 29 for a more detailed discussion of the New York Community board of directors' recommendation.

Attending the Meeting

If you are a beneficial owner of New York Community common stock held by a broker, bank or other nominee (*i.e.*, in street name), you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of New York Community common stock held in street name in person at the meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

Participants in New York Community's and New York Community Bank's Benefit Plans

If you are a participant in the New York Community Bank Employee Stock Ownership Plan, the New York Community 401(k) Plan, the Columbia Federal Savings Bank Employee Stock Ownership Plan or the Columbia Savings Bank 401(k) Thrift Incentive Savings Plan, or if you have grants of restricted stock under the Queens County Savings Bank 1993 Recognition and Retention Plan, the Haven Bancorp 1996 Incentive Plan and the Queens County Savings Bank Supplemental Executive Retirement Plan, you will have received with this joint proxy statement/prospectus voting instruction forms that reflect all shares you may vote under the plans. Under the terms of these plans, the trustee or administrator votes all shares held by the plan, but each participant may direct the trustee or administrator how to vote the shares of New York Community common stock allocated to his or her account. If you own shares through any of these plans and do not vote, the respective plan trustees or administrators will vote the shares in accordance with the terms of the respective plans. The deadline for returning your voting instructions is June 1, 2001.

THE RICHMOND COUNTY SPECIAL MEETING

This section contains information from Richmond County for Richmond County stockholders about the special meeting of stockholders it has called to consider and approve the merger agreement.

Together with this document, we are also sending you a notice of the Richmond County special meeting and a form of proxy that is solicited by our board of directors. The special meeting will be held on June 20, 2001 at 10:00 a.m., local time, at Mandalay Caterers, 789 Post Avenue, Staten Island, New York.

Matters to Be Considered

The purpose of the Richmond County special meeting is to vote on a proposal for adoption of the merger agreement.

You may be asked to vote upon any other matters that may properly be submitted to a vote at the Richmond County special meeting. You also may be asked to vote upon a proposal to adjourn or postpone the Richmond County special meeting. We could use any adjournment or postponement for the purpose, among others, of allowing additional time to solicit proxies.

Proxies

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Each copy of this document mailed to Richmond County stockholders is accompanied by a form of proxy with voting instructions for submission by mail, telephone or the internet. You should complete and return the proxy card accompanying this document or vote by telephone or the internet to ensure that your vote is counted at the Richmond County special meeting, or any adjournment or postponement thereof, regardless of whether you plan to attend the Richmond County special meeting. You can revoke your proxy at any time before the vote is taken at the Richmond County special meeting by

- submitting written notice of revocation to the Corporate Secretary of Richmond County prior to the voting of such proxy,
- submitting a properly executed proxy of a later date or voting again by telephone or the internet, or
- voting in person at the special meeting; however, simply attending the special meeting without voting will not revoke an earlier proxy.

Written notices of revocation and other communications about revoking your proxy should be addressed to:

Richmond County Financial Corp.
1214 Castleton Avenue
Staten Island, New York 10310
Attention: Diane DeLillo

If your shares are held in street name, you should follow the instructions of your broker regarding revocation of proxies.

All shares represented by valid proxies we receive through this solicitation, and not revoked, will be voted in accordance with your instructions on the proxy card. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted **FOR** adoption of the merger agreement. The Richmond County board of directors is presently unaware of any other matters that may be presented for action at the special meeting. If other matters do properly come before the special meeting, or any adjournment or postponement thereof, we intend that shares represented by properly submitted proxies will be voted, or not voted, by and at the discretion of the persons named as proxies on the proxy card. However, proxies that indicate a vote against adoption of the merger agreement will not be voted in favor of adjourning or postponing the special meeting to solicit additional proxies.

Richmond County stockholders should NOT send stock certificates with their proxy cards. If the merger is completed, Richmond County stockholders will be mailed a transmittal form promptly after the completion of the merger with instructions on how to exchange their Richmond County stock certificates for stock certificates of New York Community and cash in lieu of fractional shares, if applicable.

Voting by Telephone or the Internet

Many stockholders of Richmond County have the option to submit their proxies or voting instructions electronically by telephone or the internet instead of submitting proxies by mail on the enclosed proxy card. Please note that there are separate arrangements for using the telephone and the internet depending on whether your shares are registered in Richmond County's stock records in your name or in the name of a brokerage firm or bank. Richmond County stockholders should check their proxy card or voting instructions forwarded by their broker, bank or other holder of record to see which options are available.

The telephone and internet procedures described below for submitting your proxy or voting instructions are designed to authenticate stockholders' identities, to allow stockholders to have their shares voted and to confirm that their instructions have been properly recorded. Stockholders submitting proxies or voting instructions via the internet should understand that there may be costs associated with electronic access, such as usage charges from internet access providers and telephone companies, that would be borne by the stockholder.

Richmond County holders of record may submit their proxies:

- by telephone by calling the toll-free number (877) 210-0269 and following the recorded instructions; or
- through the internet by visiting a website established for that purpose at <http://www.proxyvoting.com/richmondcounty> and following the instructions.

Solicitation of Proxies

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We will bear the entire cost of soliciting proxies from you. In addition to solicitation of proxies by mail, we will request that banks, brokers, and other record holders send proxies and proxy material to the beneficial owners of Richmond County common stock and secure their voting instructions, if necessary. We will reimburse the record holders for their reasonable expenses in taking those actions. We have also made arrangements with Georgeson Shareholder Services to assist us in soliciting proxies and have agreed to pay them \$8,500 plus reasonable expenses for these services. If necessary, we may use several of our regular employees, who will not be specially compensated, to solicit proxies from Richmond County stockholders, either personally or by telephone, telegram, facsimile or letter.

Record Date

The Richmond County board of directors has fixed the close of business on May 2, 2001 as the record date for determining the Richmond County stockholders entitled to receive notice of and to vote at the Richmond County special meeting. At that time, 26,171,857 shares of Richmond County common stock were outstanding, held by approximately 8,000 holders of record.

Voting Rights and Vote Required

The presence, in person or by properly executed proxy, of the holders of a majority of the outstanding shares of Richmond County common stock is necessary to constitute a quorum at the Richmond County special meeting. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present. Under the applicable Nasdaq National Market rules, brokers or members who hold shares in street name for customers who are the beneficial owners of such shares are prohibited from giving a proxy to vote those shares with respect to the merger without specific instructions from such customers. An unvoted proxy submitted by a broker is sometimes referred to as a broker non-vote.

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Richmond County common stock entitled to vote at the Richmond County special meeting. You are entitled to one vote for each share of Richmond County common stock you held as of the record date. However, Richmond County's certificate of incorporation provides that stockholders of record who beneficially own in excess of 10% of the then-outstanding shares of common stock of Richmond County are not entitled to any vote with respect to the shares held in excess of the 10% limit. A person or entity is deemed to beneficially own shares that are owned by an affiliate as well as by any person acting in concert with such person or entity.

Because the affirmative vote of the holders of a majority of the outstanding shares of Richmond County common stock entitled to vote at the Richmond County special meeting is needed for us to proceed with the merger, the failure to vote by proxy or in person will have the same effect as a vote *against* the merger agreement. Abstentions and broker non-votes also will have the same effect as a vote against the merger. Accordingly, the Richmond County board of directors urges Richmond County stockholders to complete, date, and sign the accompanying proxy card and return it promptly in the enclosed postage-paid envelope.

As of the record date:

- Directors and executive officers of Richmond County and their affiliates beneficially owned 1,599,478 shares of Richmond County common stock, or 6.11% of the outstanding Richmond County common stock at that date.
- Directors and executive officers of New York Community and their affiliates, including New York Community (excluding the shares subject to the Richmond County stock option described in THE STOCK OPTION AGREEMENTS on page 69), beneficially owned 187,000 shares of Richmond County common stock, or less than 1% of the outstanding Richmond County common stock at that date.

Recommendation of the Board of Directors

The Richmond County board of directors has unanimously approved the merger agreement and the transactions it contemplates. The Richmond County board of directors determined that the merger agreement and the transactions it contemplates are advisable and in the best interests of Richmond County and its stockholders and unanimously recommends that you vote **FOR** adoption of the merger agreement.

See THE MERGER Richmond County's Reasons for the Merger; Recommendation of the Richmond County Board of Directors on page 31 for a more detailed discussion of the Richmond County board of directors' recommendation.

Attending the Meeting

If you are a beneficial owner of Richmond County common stock held by a broker, bank or other nominee (*i.e.*, in street name), you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of Richmond County common stock held in street name in person at the meeting, you will have to

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get a written proxy in your name from the broker, bank or other nominee who holds your shares.

Participants in Richmond County s and Richmond County Savings Benefit Plans

If you are a participant in the Richmond County Savings Bank Employee Stock Ownership Plan or the Richmond County 401(k) Plan, or if you have grants of restricted stock under the Richmond County Financial Corp. 1998 Stock-Based Incentive Plan or the Richmond County Financial Corp. Stock Compensation Plan, you will have received with this joint proxy statement/prospectus voting instruction forms that reflect all shares you may vote under the plans. Under the terms of these plans, the trustee or administrator votes all shares held by the plan, but each participant may direct the trustee or administrator how to vote the shares of Richmond County common stock allocated to his or her account. If you own shares through any of these plans and do not vote, the respective plan trustees or administrators will vote the shares in accordance with the terms of the respective plans. The deadline for returning your voting instructions is June 13, 2001.

INFORMATION ABOUT THE COMPANIES

New York Community Bancorp, Inc.
615 Merrick Avenue
Westbury, New York 11590
(516) 683-4100

New York Community Bancorp, Inc., a Delaware corporation and bank holding company organized in 1993, is a community-oriented financial institution headquartered in Westbury, New York. It is the parent holding company for New York Community Bank, a savings bank chartered in New York and subject to regulation by the New York State Banking Department. New York Community Bank s deposits are insured by the Bank Insurance Fund, as administered by the Federal Deposit Insurance Corporation. New York Community Bank, which operates through 19 traditional and 67 in-store branch offices in New York City, Long Island, Westchester and Rockland counties, Connecticut, and New Jersey, is primarily engaged in attracting retail deposits from the general public and investing those deposits, together with funds generated through operations, in the origination of mortgage loans on multi-family properties. In addition, through New York Community Bank, New York Community also originates one-to-four-family home and commercial real estate loans, construction loans, home equity loans and other consumer loans. New York Community Bank also invests in U.S. Treasury and Government agency securities and other investment securities. New York Community Bank s deposit gathering base is concentrated in the communities surrounding its offices, while its primary lending area extends throughout the greater metropolitan New York area. Greater metropolitan New York has been, and continues to be, an area of significant competition among financial institutions.

On November 30, 2000, New York Community completed its acquisition of Haven Bancorp, Inc., a Delaware corporation and parent of CFS Bank. Pursuant to the Agreement and Plan of Merger, dated as of June 27, 2000, between New York Community and Haven, Haven merged with and into New York Community with New York Community as the surviving corporation. The merger, which received regulatory approval on November 29, 2000, was approved by the stockholders of both companies on November 20, 2000. The merger was accounted for using the purchase method of accounting.

Richmond County Financial Corp.
1214 Castleton Avenue
Staten Island, New York 10310
(718) 448-2800

Richmond County Financial Corp. is the holding company for Richmond County Savings Bank, a New York state chartered stock savings bank founded in 1886. Together with its three divisional banks, First Savings Bank of New Jersey, Ironbound Bank and South Jersey Savings Bank, Richmond County Savings operates 15 banking offices on Staten Island, one banking office in Brooklyn, 11 banking offices in the counties of Camden, Gloucester, Essex, Hudson and Union, New Jersey and a multi-family loan processing center in Jericho, Long Island. Richmond County Savings has pending agreements to acquire two additional banking offices on Staten Island and five banking offices in Atlantic County, New Jersey, together with a total of approximately \$300 million in deposits and \$61 million in small business and consumer loans. These branch acquisitions are expected to be completed in the second quarter of 2001.

Richmond County Savings operates as a community-oriented financial institution. Its principal business consists of accepting retail deposits from the general public in the areas surrounding its branch offices and investing those funds, together with funds generated from operations and borrowings, in residential, multifamily and commercial real estate loans. Richmond County Savings also provides a variety of other financial services to consumers and businesses in its market area. Richmond County Savings revenues are derived from these banking activities and its portfolios of investment and mortgage-backed and mortgage-related securities.

THE MERGER

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The following discussion contains material information pertaining to the merger. This discussion is subject, and qualified in its entirety by reference, to the merger agreement, stock option agreements and financial advisor opinions attached as Appendices to this document. We encourage you to read and review those documents as well as the discussion in this document.

General

This section provides material information about the merger of New York Community and Richmond County and the circumstances surrounding the merger. The next sections of this document, entitled **THE MERGER AGREEMENT** on pages 65 through 68 and **THE STOCK OPTION AGREEMENTS** on pages 69 through 71, have additional and more detailed information regarding the legal documents that govern the merger, including information about the conditions to completion of the merger and the provisions for terminating or amending the merger agreement.

At the New York Community special meeting, New York Community stockholders will be asked to consider and vote upon a proposal to adopt the merger agreement. At the Richmond County special meeting, Richmond County stockholders will be asked to consider and vote upon a proposal to adopt the merger agreement. Adoption of the merger agreement will constitute adoption of the transactions it contemplates, including, among others, the merger of Richmond County with and into New York Community and the issuance of New York Community common stock in the merger.

We are furnishing this document to New York Community stockholders and Richmond County stockholders in connection with the solicitation of proxies by the boards of directors of New York Community and Richmond County for use at their respective special meetings of stockholders and any adjournment or postponement of the meetings.

Structure

The merger agreement provides for the merger of Richmond County with and into New York Community. New York Community will be the surviving corporation. Immediately after the consummation of the merger, New York Community Bank and Richmond County Savings Bank will merge, with New York Community Bank being the surviving bank of the merger, if regulatory approval of such a merger is obtained. New York Community and Richmond County may alter the method of effecting the combination of the companies, provided that such change does not alter the consideration to be issued to Richmond County stockholders, alter the tax treatment of the transaction or materially impede or delay consummation of the merger.

Upon completion of the merger, Richmond County stockholders will receive 1.02 shares of New York Community common stock for each share of Richmond County common stock that they hold. If the number of shares of common stock of New York Community changes before the merger is completed because of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, or other similar event, then an appropriate and proportionate adjustment will be made to the exchange ratio. Richmond County stockholders will receive cash instead of any fractional shares of New York Community common stock that would have otherwise been issued at the completion of the merger.

As a result of the merger, New York Community stockholders immediately prior to the merger will own approximately 62%, and Richmond County stockholders immediately prior to the merger will own approximately 38%, of the outstanding New York Community common stock. These percentages are based on the number of shares of New York Community common stock issued and outstanding as of May 7, 2001 and the number of shares of Richmond County common stock issued and outstanding as of March 31, 2001.

New York Community will account for the merger as a purchase for financial reporting purposes. The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code for federal income tax purposes.

Background of the Merger

The management teams of New York Community and Richmond County have been familiar with each other for many years. Members of senior management of both companies have frequently interacted through business relationships between their institutions, participation in financial services industry professional organizations and community service endeavors.

As a consequence of this relationship, the Chief Executive Officers of New York Community and Richmond County, Joseph R. Ficalora and Michael F. Manzulli, have had ongoing informal discussions about a possible combination for some time. In the winter of 1999, these discussions were expanded to include other senior executives and the financial advisors of the two companies.

On January 14, 2000, at a special meeting of the board of directors, the Richmond County board met with members of senior management, legal counsel and representatives of Sandler O'Neill to discuss the possibility of a business combination with New York Community. At that meeting, Sandler O'Neill made a detailed presentation on the various strategic alternatives available to Richmond County,

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including a possible business combination with New York Community. Sandler O Neill's presentation included a detailed presentation on the possible pricing of the proposed transaction. Richmond County's legal advisors made a detailed presentation to the board of directors regarding the directors' fiduciary obligations to Richmond County and its stockholders in the context of a merger.

Following this meeting, the Richmond County board of directors authorized management to negotiate with New York Community regarding a possible business combination, and Richmond County and New York Community entered into a confidentiality agreement in furtherance of the negotiation process. The parties negotiated the terms of a possible business combination from January 14 through January 19, 2000. At a meeting held on January 18, 2000, Richmond County's board of directors, senior management, legal counsel and representatives of Sandler O Neill met to discuss the status of the merger negotiations. At a meeting held on January 19, 2000, Richmond County's senior management and representatives of Sandler O Neill explained to the Richmond County board of directors that meetings with New York Community had been inconclusive and that, as a result, the negotiations had ceased. The board of directors of Richmond County instructed senior management to discontinue the negotiations but instructed senior management to maintain the lines of communication with New York Community's senior management.

On June 27, 2000, New York Community announced the acquisition of Haven Bancorp. Following the consummation of its acquisition of Haven Bancorp in November 2000, New York Community continued its ongoing evaluation of its strategic opportunities, including a potential merger with Richmond County. At this time Messrs. Ficalora and Manzulli re-opened discussions regarding a possible business combination. Discussions on various organizational and structural issues periodically occurred between the parties until February 2001. A confidentiality agreement between the parties was executed on February 20, 2001. In the course of the discussions that followed, New York Community and Richmond County conferred with Sullivan & Cromwell and Salomon Smith Barney, and Muldoon Murphy & Faucette LLP, Sandler O Neill and Lehman Brothers, respectively, regarding legal and financial matters related to a possible business combination. The companies performed various financial due diligence on one another in the weeks that followed.

At a meeting held on March 20, 2001, Richmond County's senior management reviewed the status of the merger negotiations with the Richmond County board of directors. Richmond County's senior management also reviewed with the board of directors the discussions it had with its legal and financial advisors regarding the proposed business combination. After considering all of the factors with which it was presented, the Richmond County board of directors instructed senior management to conduct a detailed legal and financial due diligence review of New York Community and pursue negotiations on a definitive merger agreement for presentation to the board of directors for its consideration.

On March 22, 2001, Sandler O Neill made a presentation to the Richmond County board of directors at its regularly scheduled meeting describing Richmond County's strategic alternatives, including the benefits of a business combination with New York Community. At that meeting, Richmond County's legal advisors made a detailed presentation to Richmond County's board of directors and senior management regarding the board of directors' fiduciary obligations to Richmond County and its stockholders in the context of a merger with New York Community. A detailed discussion and consideration of the matter among the Richmond County board of directors, senior management, and the financial and legal advisors followed. Following these deliberations, the Richmond County board of directors instructed senior management to continue to conduct a detailed legal and financial due diligence review of New York Community and pursue negotiations on a definitive merger agreement for presentation to the board of directors for its consideration.

New York Community furnished Richmond County with a draft merger agreement on the evening of March 22, 2001. On March 23, 2001, members of Richmond County's senior management, together with representatives of Sandler O Neill and Lehman Brothers, met with members of New York Community's senior management and representatives of Salomon Smith Barney to discuss due diligence and organizational issues.

The companies continued due diligence through March 26, 2001. As part of the due diligence discussions, on March 24, 2001, Salomon Smith Barney assisted New York Community's senior management's review of Richmond County. Sandler O Neill and Lehman Brothers assisted Richmond County's senior management's review of New York Community. This review covered historical and projected operating performance, strategic review, credit quality, asset/liability management, funding strategy, regulatory relationships and capital position and management. Senior management of and counsel to both companies negotiated the merger agreement from March 22 through March 27. Each company's financial advisors periodically participated in the negotiation process.

The New York Community board of directors held a special meeting on March 27, 2001 at which New York Community's senior management presented to the board the proposed definitive merger agreement. Representatives of Salomon Smith Barney made a detailed presentation on the fairness of the proposed transaction to New York Community from a financial perspective. Representatives of Sullivan & Cromwell reviewed with and made a detailed presentation to the New York Community board of directors on the merger agreement and the board of directors' fiduciary obligations in the context of a merger involving New York Community and Richmond County. A detailed discussion among the New York Community board of directors, senior management, and the financial and legal advisors followed. Following these deliberations, the New York Community board of directors unanimously voted to approve the merger agreement and instructed New York Community's Chairman, President and Chief Executive Officer to execute the merger agreement and related documents on New York Community's behalf.

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The Richmond County board of directors also held a special meeting on March 27, 2001 at which senior management presented to the board of directors the proposed definitive merger agreement. Representatives of Sandler O'Neill and Lehman Brothers made detailed presentations on the fairness of the proposed exchange ratio to Richmond County's stockholders from a financial perspective. Representatives of Muldoon Murphy & Faucette LLP reviewed with and made a detailed presentation to the Richmond County board of directors on the merger agreement and reiterated the board of directors' fiduciary obligations in the context of a merger involving Richmond County and New York Community. A detailed discussion among the Richmond County board of directors, senior management, and the financial and legal advisors followed. Following these deliberations, the Richmond County board of directors unanimously voted to approve the merger agreement and instructed Richmond County's Chairman and Chief Executive Officer to execute the merger agreement and related documents on Richmond County's behalf.

A definitive merger agreement was executed by the parties on the evening of March 27, 2001.

New York Community's Reasons for the Merger; Recommendation of New York Community's Board of Directors

The New York Community board of directors believes that the merger presents an excellent opportunity to combine and expand two complementary banking operations. The New York Community board consulted with financial and other advisors and determined that the merger was consistent with the strategic plans of New York Community and was in the best interests of New York Community and its stockholders. In reaching its conclusion to approve the merger agreement, the New York Community board considered a number of factors, including the following:

- *Market-based exchange ratio / merger-of-equals.* The board took into account that the exchange ratio for Richmond County common stock into New York Community common stock was determined to be consistent with the median exchange ratio over 30 and 90 day periods. In connection with this review, the board considered the relative contributions of earnings, assets, liabilities and equity of the two parties to the combined company.
- *Cost savings.* The board observed that the synergies expected from the merger should result in expense savings. In making this determination, fully phased-in annual pre-tax expense reductions of \$17.6 million, comprised of \$12.0 million of operating expense savings (representing an estimated 11% of the combined company's operating expenses) and \$5.6 million of Richmond County's employee stock ownership plan and management retention plan expense savings, were identified by management following a due diligence review of the businesses of New York Community and Richmond County. Based on an expected third quarter 2001 closing, these cost saving actions are expected to result in \$2.2 million in pre-tax (or \$1.4 million after-tax) expense reductions for the year 2001 (assuming 50% of cost savings are realized in the year 2001) and \$17.6 million in pre-tax (or \$11.4 million after-tax) expense reductions for the year 2002 (assuming 100% of cost savings are realized in 2002 and cost savings increase by 3%).
- *Effect on earnings per share.* The board noted that the merger is expected to be 2% accretive to earnings in 2002 under current GAAP rules, 17% accretive to cash earnings in 2002 and 12 to 17% accretive to earnings in 2002 under proposed GAAP rules.
- *Revenue enhancements.* The board took note that the complementary nature of the respective geographic markets, business products and skills of New York Community and Richmond County should result in enhanced revenue opportunities as products are cross-marketed and distributed over broader geographic and customer bases. Management of New York Community and Richmond County anticipate future revenue enhancement initiatives, however, at this time, no amounts were considered in the projected benefits of the merger.
- *Richmond County's past performance.* The board assessed the strength of Richmond County's financial performance on a stand-alone basis.
- *Attractive markets.* The board noted the complementary and compatible nature of New York Community's and Richmond County's contiguous geographic markets, which it believed to present a desirable strategic opportunity for geographic expansion and diversification. In particular, the board considered that:
 - w the combination of the two businesses will provide New York Community with broader coverage in its traditional market, the greater New York City metropolitan area;
 - w the merger presents New York Community with the ability to more quickly and effectively enter into attractive neighboring markets including Staten Island and Northern New Jersey; and

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- w the resulting institution's branch network and franchise would be concentrated in one of the most affluent and populous regions in the country.
- *Ability to integrate.* The board took note of the integration capabilities of New York Community and Richmond County. In this regard, the board evaluated several key factors, including:
 - w That customer disruption in the transition phase would not be significant due to the limited overlap and complementary nature of the markets served by New York Community and Richmond County and the fact that no branches would be closed;
 - w That the combined company would benefit from the strong management teams of each of New York Community and Richmond County and that, because a number of key senior management positions had already been decided, management would be better able to focus on integration early in the process; and
 - w The record of New York Community in integrating acquisitions smoothly while retaining profitability, having participated in the successful acquisition of Haven Bancorp, Inc. in 2000.
- *Continuity.* The board considered the ability of New York Community to retain continuity of management and of corporate structure, including retention of five directors and the chief executive officer position, as well as its governing documents.
- *Greater financial resources.* The board considered that New York Community would have greater resources and broader product offerings, enabling it to capitalize on various business opportunities, to realize enhanced returns on capital and to provide expanded services to its customer base.
- *Due diligence.* The board considered the reports of management and outside advisors concerning the operations, financial condition and prospects of Richmond County.
- *Strategic merger of equals.* The board reviewed the terms of the merger agreement and the stock option agreements, including the strategic merger-of-equals concept, which provides for reciprocal representations and warranties, conditions to closing and termination rights. In addition, the board compared the terms and resulting management structure of the merger with those of other recent mergers of this type.
- *Stock prices.* The board weighed the historical and current market prices of New York Community common stock and Richmond County common stock.
- *Salomon Smith Barney opinion.* The board evaluated the detailed financial analyses and presentation of Salomon Smith Barney as well as its opinion that, based on and subject to the considerations set forth in the opinion, the New York Community exchange ratio is fair from a financial point of view to New York Community.

The New York Community board of directors realizes that there can be no assurance about future results, including results expected or considered in the factors listed above, such as assumptions regarding price-to-earnings multiples, potential revenue enhancements, anticipated cost savings and earnings accretion. However, the board concluded that the potential positive factors outweighed the potential risks of consummating the merger.

The foregoing discussion of the information and factors considered by the New York Community board of directors is not exhaustive, but includes all material factors considered by the New York Community board of directors. In view of the wide variety of factors considered by the New York Community board of directors in connection with its evaluation of the merger and the complexity of such matters, the New York Community board of directors did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered in reaching its decision. The New York Community board of directors conducted a discussion of the factors described above, including asking questions of New York Community's management and New York Community's legal and financial advisors, and reached general consensus that the merger was in the best interests of New York Community and New York Community stockholders. In considering the factors described above, individual members of the New York Community board of directors may have given different weight to different factors. The New York Community board of directors relied on the experience and expertise of its financial advisor for quantitative analysis of the financial terms of the merger. See *THE MERGER Opinions of Financial Advisors Opinion of Salomon Smith Barney to New York Community* on page 34. It should be noted that this explanation of the New York Community board's reasoning and all other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading *CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS* on page 17.

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The New York Community board of directors determined that the merger agreement and the transactions contemplated thereby are advisable and in the best interests of New York Community and its stockholders. The New York Community board of directors also determined that the merger agreement and the transactions contemplated thereby are consistent with, and in furtherance of New York Community's business strategies. Accordingly, the New York Community board of directors unanimously approved the merger agreement and unanimously recommends that New York Community stockholders vote FOR adoption of the merger agreement.

Richmond County's Reasons for the Merger; Recommendation of Richmond County's Board of Directors

Richmond County's board of directors has unanimously approved the merger agreement and recommends that Richmond County stockholders vote FOR adoption of the merger agreement.

The Richmond County board believes that the consummation of the merger presents a unique opportunity to combine two like-minded companies to create a stronger company that is well positioned in the competitive New York metropolitan area. Richmond County's board of directors has determined that the merger and the merger agreement are fair to, and in the best interests of, Richmond County and its stockholders. In approving the merger agreement, the Richmond County board consulted with legal counsel as to its legal duties and the terms of the merger agreement and with its financial advisors with respect to the fairness of the exchange ratio from a financial point of view. In arriving at its determination, the Richmond County board also considered a number of factors, including the following:

- *Due diligence.* Information concerning the businesses, earnings, operations, financial condition and prospects of Richmond County and New York Community, both individually and as a combined entity. The Richmond County Board also took into account the results of Richmond County's due diligence review of New York Community.
- *Sandler O'Neill and Lehman Brothers opinions.* The opinions rendered by Sandler O'Neill and Lehman Brothers, as financial advisors to Richmond County, that the exchange ratio is fair, from a financial standpoint, to Richmond County stockholders (see THE MERGER Opinions of Financial Advisors Opinion of Sandler O'Neill to Richmond County on page 42 and THE MERGER Opinions of Financial Advisors Opinion of Lehman Brothers to Richmond County on page 49).
- *Strategic merger of equals.* The terms of the merger agreement and the structure of the merger, including the reciprocal stock option agreements, and that the merger is intended to qualify as a transaction of a type that is generally tax-free for U.S. federal income tax purposes and as a purchase for accounting purposes.
- *Ownership of surviving corporation.* The fact that, upon completion of the merger, stockholders of Richmond County will own, in the aggregate, approximately 40% of New York Community.
- *Attractive markets.* The fact that there is no overlap of Richmond County Savings Bank's branch offices and New York Community Bank's branch offices, and that, as a result, there are no planned layoffs of Richmond County Savings Bank branch employees.
- *Organization of New York Community Bank.* The fact that Richmond County Savings Bank will remain a division of New York Community Bank for at least three years following the merger.
- *New York Community's past performance.* The board assessed the strength of New York Community's financial performance on a stand-alone basis.
- *Proposed management.* The proposed management of the combined company, including that: Michael F. Manzulli will serve as Chairman of New York Community and New York Community Bank; Anthony E. Burke will serve as Senior Executive Vice President and Chief Operating Officer of New York Community and President and Chief Operating Officer of New York Community Bank; Thomas R. Cangemi will serve as an Executive Vice President of New York Community and New York Community Bank; four of New York Community's nine directors will be persons who currently serve as a director of Richmond County; and Richmond County's directors will serve on a divisional board for the Richmond County Savings Bank division of New York Community Bank for at least three years following the merger.
- *Historical trading prices.* The historical trading prices for Richmond County common stock.
- *Pro forma financial information.* Pro forma financial information on the merger, including the pro forma book value and earnings per share.
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Complementary businesses. The complementary nature of the businesses of Richmond County and New York Community, particularly because the companies are both strong multi-family lending and deposit originators in primarily adjacent markets.

- *Historical and prospective financial information.* The financial information reviewed by management, Sandler O'Neill and Lehman Brothers with the Richmond County board of directors regarding New York Community and the performance of New York Community's common stock on both a historical and prospective basis and the strategic fit between the parties, including the combination of Richmond County's and New York Community's deposit gathering and multi-family loan origination abilities across the New York metropolitan area.
- *Contributions.* The contributions of each of the parties to a combined institution with respect to market capitalization, financial condition, and results of operation.
- *Common vision.* The belief of Richmond County's senior management and board of directors that Richmond County and New York Community share a common vision with respect to delivering financial performance and stockholder value.
- *Strategic alternatives.* Richmond County's alternatives to the merger, including the range of possible values of those alternatives and the timing and likelihood of actually receiving those values.
- *Regulatory approval.* The likelihood that the merger will be approved by the appropriate regulatory authorities.
- *Economic conditions.* The current and prospective economic, competitive and regulatory environment facing Richmond County, including: national and local economic conditions; the competitive environment for thrifts and other financial institutions generally; the increased competition resulting from recent legislation allowing non-banks to conduct banking activities; the trend toward consolidation in the financial services industry; and the likely effect of the foregoing factors on Richmond County's potential growth, development, productivity and profitability.
- *Effect of merger.* The effect of the merger on Richmond County's customers and communities served by Richmond County and its employees.

The foregoing discussion of the information and factors considered by the Richmond County board of directors is not exhaustive, but includes all material factors considered by the Richmond County board of directors. In view of the wide variety of factors considered by the Richmond County board of directors in connection with its evaluation of the merger and the complexity of such matters, the Richmond County board of directors did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered in reaching its decision. The Richmond County board of directors conducted a discussion of the factors described above, including asking questions of Richmond County's management and Richmond County's legal and financial advisors, and reached general consensus that the merger was in the best interests of Richmond County and Richmond County stockholders. In considering the factors described above, individual members of the Richmond County board of directors may have given different weight to different factors. The Richmond County board of directors relied on the experience and expertise of its financial advisors for quantitative analysis of the financial terms of the merger. See THE MERGER Opinions of Financial Advisors Opinion of Sandler O'Neill to Richmond County on page 42 and THE MERGER Opinions of Financial Advisors Opinion of Lehman Brothers to Richmond County on page 49. It should be noted that this explanation of the Richmond County board's reasoning and all other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS on page 17.

The Richmond County board of directors determined that the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Richmond County and its stockholders. The Richmond County board of directors also determined that the merger agreement and the transactions contemplated thereby are consistent with, and in furtherance of Richmond County's business strategies. Accordingly, the Richmond County board of directors has unanimously approved the merger agreement and unanimously recommends that Richmond County stockholders vote FOR adoption of the merger agreement.

Opinions of Financial Advisors

New York Community engaged Salomon Smith Barney Inc. as its financial advisor and Richmond County engaged Sandler O'Neill & Partners, L.P. and Lehman Brothers Inc. as its financial advisors in connection with the merger based on their experience and expertise. Salomon Smith Barney Inc., Sandler O'Neill & Partners, L.P. and Lehman Brothers Inc. are internationally recognized investment banking firms that have substantial experience in transactions similar to the merger.

Opinion of Salomon Smith Barney to New York Community

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New York Community retained Salomon Smith Barney to act as financial advisor in connection with the merger. Pursuant to Salomon Smith Barney's engagement letter with New York Community dated January 8, 2001, Salomon Smith Barney rendered an opinion to the New York Community board of directors on March 27, 2001 to the effect that, based upon and subject to the considerations set forth in its opinion, Salomon Smith Barney's experience as investment bankers, its work described below and other factors it deemed relevant, as of that date, the exchange ratio was fair, from a financial point of view, to New York Community.

The full text of Salomon Smith Barney's opinion, which sets forth the assumptions made, general procedures followed, matters considered and limits on the review undertaken, is included as Appendix D to this document. The summary of Salomon Smith Barney's opinion set forth below is qualified in its entirety by reference to the full text of the opinion. **Stockholders are urged to read Salomon Smith Barney's opinion carefully and in its entirety.**

In arriving at its opinion, Salomon Smith Barney:

- reviewed a draft of the merger agreement;
- held discussions with certain senior officers, directors, representatives and advisors of New York Community and certain senior officers, representatives and advisors of Richmond County concerning the businesses, operations and prospects of New York Community and Richmond County;
- examined certain publicly available business and financial information relating to New York Community and Richmond County;
- discussed other information relating to New York Community and Richmond County with their respective managements, including information relating to certain strategic implications and operational benefits anticipated to result from the merger;
- reviewed the financial terms of the merger as set forth in the draft merger agreement in relation to current and historical market prices and trading volumes of the common stock of each of New York Community and Richmond County, historical and other operating data of New York Community and Richmond County, publicly available forecasts published by equity analysts as to the future earnings of New York Community and Richmond County, and the historical and forecasted capitalization and financial condition of New York Community and Richmond County;
- considered, to the extent publicly available, the financial terms of certain other similar transactions that Salomon Smith Barney considered relevant in evaluating the exchange ratio;
- analyzed certain financial, stock market and other publicly available information relating to the businesses of other companies whose operations Salomon Smith Barney considered relevant in evaluating those of New York Community and Richmond County;
- evaluated the pro forma financial impact of the merger on New York Community; and
- conducted other analyses and examinations and considered other information and financial, economic and market criteria as Salomon Smith Barney deemed appropriate in arriving at its opinion.

In rendering its opinion, Salomon Smith Barney assumed and relied upon, without independent verification, the accuracy and completeness of all financial and other information and data publicly available or furnished to or otherwise reviewed by or discussed with Salomon Smith Barney and further relied on the assurances of management of New York Community and Richmond County that they were not aware of any facts that would make any of that information inaccurate or misleading. With respect to financial forecasts regarding New York Community and Richmond County, except with respect to cost savings and operating synergies related to the merger, Salomon Smith Barney relied on publicly available third-party equity research forecasts, and it expressed no view with respect to such forecasts or the assumptions on which they were based. With respect to forecasts of cost savings and operating synergies forecasted by the managements of New York Community and Richmond County to result from the merger, Salomon Smith Barney was advised by the managements of New York Community and Richmond County that such forecasts were reasonably prepared on bases reflecting the best currently available estimates and judgments of managements of New York Community and Richmond County as to the strategic implications and operational benefits anticipated to result from the merger. Salomon Smith Barney expressed no view with respect to such forecasts and other information and data or the assumptions on which they were based. Salomon Smith Barney is not an expert in the evaluation of loan or lease portfolios for purposes of assessing the adequacy of the allowances for losses with respect to those portfolios and, although Salomon Smith Barney participated in a review of selected Richmond County credit files at New York Community's request, Salomon Smith Barney has not made an independent evaluation of the adequacy of such allowances of New York Community or Richmond County. With the consent of New York Community's board of

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directors, Salomon Smith Barney assumed that the aggregate allowances for such losses for each of New York Community and Richmond County are in the aggregate adequate to cover such losses. Salomon Smith Barney has not made or been provided with an independent evaluation or appraisal of any of the other assets or liabilities, contingent or otherwise, of New York Community or Richmond County nor has Salomon Smith Barney made any physical inspection of the properties or assets of New York Community or Richmond County. Representatives of New York Community advised Salomon Smith Barney, and Salomon Smith Barney assumed, that the final terms of the merger agreement would not vary materially from those set forth in the draft reviewed by Salomon Smith Barney. Salomon Smith Barney assumed, with the consent of New York Community's board, that the merger will be treated as a tax-free reorganization for federal income tax purposes and that it will be accounted for as a purchase in accordance with generally accepted accounting principles. Salomon Smith Barney further assumed that the merger will be consummated in a timely fashion and in accordance with the terms of the merger agreement, without waiver of any of the conditions to the merger contained in the merger agreement.

Salomon Smith Barney's opinion relates to the relative values of New York Community and Richmond County. Salomon Smith Barney did not express any opinion as to what the value of New York Community's common stock actually will be when issued in the merger or the price at which New York Community's common stock will trade subsequent to the announcement or consummation of the merger. Salomon Smith Barney was not asked to consider, and Salomon Smith Barney's opinion did not address, the relative merits of the merger as compared to any alternative business strategies that might exist for New York Community or the effect of any other transaction in which New York Community might engage. Salomon Smith Barney's opinion necessarily was based on information available to it, and financial, stock market, and other conditions and circumstances existing and disclosed to Salomon Smith Barney as of the date of the opinion.

Salomon Smith Barney's advisory services and its opinion were provided for the information of New York Community's board of directors in its evaluation of the merger, and Salomon Smith Barney's opinion is not intended to be and does not constitute a recommendation to any stockholder as to how that stockholder should vote on any matter relating to the proposed merger.

In connection with rendering its opinion, Salomon Smith Barney made a presentation to New York Community's board of directors on March 27, 2001 with respect to the material analyses performed by Salomon Smith Barney in evaluating the fairness of the exchange ratio to New York Community from a financial point of view. The following is a summary of that presentation. The summary includes information presented in tabular format. **In order to understand fully the financial analyses used by Salomon Smith Barney, these tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses.** The following quantitative information, to the extent it is based on market data, is, except as otherwise indicated, based on market data as it existed at or prior to March 26, 2001 and is not necessarily indicative of current or future market conditions.

Comparable Companies Analyses. Salomon Smith Barney reviewed publicly available financial and operating information for the following nine financial institutions that Salomon Smith Barney considered comparable to Richmond County. We sometimes refer to these institutions as the Peer Group.

- Astoria Financial Corporation
- Dime Bancorp, Inc.
- Dime Community Bancshares
- Flushing Financial Corporation
- GreenPoint Financial Corp.
- Independence Community Bank Corp.
- North Fork Bancorporation, Inc.
- Roslyn Bancorp, Inc.
- Staten Island Bancorp, Inc.

For each institution in the Peer Group, Salomon Smith Barney computed the ratio of the closing price of the institution's common stock on March 26, 2001 to the institution's estimated earnings per common share (EPS) for 2001, estimated cash EPS, which is determined by adding per share amortization of intangibles and stock benefit plans to EPS (CEPS), for 2001, estimated EPS for 2002, estimated CEPS for 2002, book value per share and tangible book value per share. Information regarding book value per share and tangible book value per share was based on publicly available financial data as of December 31, 2000. Information regarding EPS and CEPS was based on median estimates published by Institutional Brokers Estimate System (IBES) as of March 14, 2001. IBES is a data service that monitors and publishes compilations of earnings estimates by selected research analysts. The following table sets forth the results of these analyses.

	Range for Peer Group	Median for Peer Group
Multiple of market price to Peer Group institutions :		
Estimated 2001 EPS	10.1x-14.8x	12.4x
Estimated 2002 EPS	9.2x-13.1x	11.5x
Estimated 2001 CEPS	8.0x-13.4x	11.1x

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	Range for Peer Group	Median for Peer Group
Estimated 2002 CEPS	7.4x-11.9x	10.1x
Book value per share	1.26x-3.25x	1.59x
Tangible book value per share	1.51x-4.50x	2.14x

Based on this data, Salomon Smith Barney derived a reference range for the implied per share value of Richmond County common stock. Salomon Smith Barney also assumed that a control premium of 30% would be paid in respect of the shares of Richmond County common stock. The ranges of implied per share value of Richmond County common stock derived by Salomon Smith Barney were as follows:

Using IBES EPS Estimates	\$19.51 to \$23.85
Plus 30% Change in Control Premium	\$25.36 to \$31.00

Salomon Smith Barney noted that the exchange ratio of 0.68 of a share (prior to the 3-for-2 stock split) of New York Community common stock for each share of Richmond County common stock had an implied value of \$27.74 per share of Richmond County common stock based upon the closing price of New York Community common stock on March 26, 2001. While this implied value was above the reference range of the implied per share value of Richmond County common stock without the change in control premium, it was within the range established after applying the assumed 30% control premium. Salomon Smith Barney also noted that each of the New York Community common stock and the Richmond County common stock historically has traded at prices reflecting higher EPS multiples than the common stocks of the Peer Group.

Precedent Transactions Analysis. Salomon Smith Barney analyzed publicly available financial, operating and stock market information for selected comparable merger transactions in the thrift industry announced since January 1, 1997. Salomon Smith Barney divided these transactions into the following three groups (in each case, the first-named company is the acquiror and the second-named company is the acquired company in the transaction):

- **New York Thrift Transactions.** The following six transactions with acquired thrifts operating in the State of New York and involving an aggregate purchase price in excess of \$250 million were included in this group: North Fork Bancorporation, Inc./Reliance Bancorp Inc.; North Fork Bancorporation/JSB Financial Inc.; Roslyn Bancorp/TR Financial Corp.; Astoria Financial Corp./Long Island Bancorp, Inc.; North Fork Bancorporation/New York Bancorp Inc.; and Astoria Financial Corp./Greater New York Savings Bank.
- **Northeast Thrift Transactions.** The following 17 transactions with acquired thrifts operating in Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island or Vermont and involving an aggregate purchase price in excess of \$250 million were included in this group: North Fork Bancorporation, Inc./Reliance Bancorp Inc.; North Fork Bancorporation, Inc./JSB Financial Inc.; Sovereign Bancorp, Inc./Peoples Bancorp Inc.; Peoples Heritage Financial Group/SIS Bancorp Inc.; Charter One Financial, Inc./ALBANK Financial Corporation; Roslyn Bancorp/TR Financial Corp.; Astoria Financial Corp./Long Island Bancorp, Inc.; UST Corp./Affiliated Community Bancorp; First Empire State Corp./ONBANCORP; Peoples Heritage Financial Group/CFX Corp.; Webster Financial Corp./Eagle Financial Corp.; North Fork Bancorporation, Inc./New York Bancorp Inc.; Sovereign Bancorp, Inc./ML Bancorp Inc.; Charter One Financial, Inc./RCSB Financial; Astoria Financial Corp./Greater New York Savings Bank; Summit Bancorp/Collective Bancorp; and Sovereign Bancorp, Inc./Bankers Corp.
- **National Thrift Transactions.** The following 20 transactions in the United States with transaction values in excess of \$500 million were included in this group: Washington Mutual, Inc./Bank United Corp.; North Fork Bancorporation, Inc./JSB Financial Inc.; Charter One Financial, Inc./St. Paul Bancorp; Charter One Financial, Inc./ALBANK Financial Corporation; Roslyn Bancorp/TR Financial Corp.; Astoria Financial Corp./Long Island Bancorp, Inc.; Washington Mutual, Inc./H.F. Ahmanson & Company; Commercial Federal Corporation/First Colorado Bancorp, Inc.; Fifth Third Bancorp/CitFed Bancorp, Inc.; Fifth Third Bancorp/State Savings Co.; First Empire State Corp./ONBANCORP; Peoples Heritage Financial Group/CFX Corp.; North Fork Bancorporation, Inc./New York Bancorp Inc.; H.F. Ahmanson & Company/Coast Savings Financial Corp.; Star Banc Corporation/Great Financial Corporation; Charter One Financial, Inc./RCSB Financial; Associated Banc-Corp/First Financial Corp.; Marshall & Ilsley Corp./Security Capital Corp.; Washington Mutual, Inc./Great Western Financial Corp.; and Summit Bancorp/Collective Bancorp.

Salomon Smith Barney derived for each of the precedent transactions:

- the ratio of the per share price in the transaction to the acquired company's (1) EPS for the last twelve-month period for which results were available (LTM), (2) book value per share, and (3) tangible book value per share;

-