

NEW YORK COMMUNITY BANCORP INC
Form FWP
December 07, 2009

Announces the Acquisition of
AmTrust Bank in an FDIC-assisted Transaction

New York Community Bancorp, Inc. has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the other documents New York Community Bancorp, Inc. has filed with the SEC for more complete information about New York Community Bancorp, Inc. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, any offering will arrange to send you the prospectus and the prospectus supplement if you request it by calling Credit Suisse Securities (USA) LLC at 1-800-368-5243.

December 7, 2009

Issuer Free Writing Prospectus

filed

pursuant to Rule 433

Registration No.333-152147

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Safe
Harbor
Provisions
of
the
Private
Securities
Litigation
Reform

Act
of
1995

Forward-looking Statements and Associated Risk
Factors

This presentation may include forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Forward-looking statements, which are based on certain assumptions, and describe our future plans, strategies, and expectations we believe, expect, intend, anticipate, estimate, project, plan or future or conditional verbs such as will, we believe that our plans, intentions and expectations as reflected in these forward-looking statements are reasonable, we can expect our expectations will be achieved or realized. Our ability to predict results or the actual effects of our plans and strategies are inherent in our business and our achievements could differ materially from those contemplated, expressed or implied by, the forward-looking statements contained herein. Factors that could cause actual results to differ materially from our forward-looking statements are set forth under the heading Forward-Looking Statements in our recent Annual Report on Form 10-K, and in other reports filed with the SEC.

There are a number of factors, many of which are beyond our control, that could cause actual conditions, events, or results to differ from our forward-looking statements. These factors include, but are not limited to: general economic conditions, either nationally or in some or all of our respective businesses; conditions in the securities markets and real estate markets or the banking industry; changes in interest rates; changes in penalty income, and other future cash flows, or the market value of our assets, including our investment securities; changes in the demand for deposit, loan, and investment products and other financial services in the markets we serve; changes in the capital markets; changes in our customer base or in the financial or operating performances of our customers' businesses; changes in the quality of the assets securing the loans in our portfolio; changes in the quality or composition of our loan or securities portfolios; changes in the ability of financial institutions or from non-financial institutions; the ability to successfully integrate any assets, liabilities, customers, systems and services of AmTrust Bank, into our operations and our ability to realize related revenue synergies and cost savings within expected time frames; our timely development of new lines of business and competitive products or services in a changing environment, and the acceptance of any interruption or breach of security resulting in failures or disruptions in customer account management, general ledger, deposit processing, or service due to circumstances beyond our control; potential exposure to unknown or contingent liabilities of companies we have invested in; AmTrust Bank; the outcome of pending or threatened litigation, or of other matters before regulatory agencies, whether current or potential; conditions that exist or may exist on properties owned by, leased by or mortgaged to the Company; operational issues stemming from our potential need to adapt to industry changes in information technology systems, on which we are highly dependent; changes in the regulatory review thereof under relevant regulatory and accounting requirements; changes in our capital management policies, including our share repurchases, among others; changes in legislation, regulation, policies, or administrative practices, whether by judicial, governmental or regulatory action, limited to, those pertaining to banking, securities, taxation, rent regulation and housing, environmental protection, and insurance; changes in the manner; additional FDIC special assessments or required assessment prepayments; changes in accounting principles, policies, and practices, and implement on a timely basis, technological changes; changes in the monetary and fiscal policies of the U.S. Government, including the Federal Reserve and the Board of Governors of the Federal Reserve System (FRB); war or terrorist activities; and other economic, competitive and market conditions affecting our operations, pricing and services.

Additionally, the timing and occurrence or non-occurrence of events may be subject to circumstances beyond our control. It should be noted that we routinely evaluate opportunities to expand through acquisitions and frequently conduct due diligence on potential acquisitions. As a result, acquisition discussions and, in some cases, negotiations, may take place at any time, and acquisitions involving cash or stock may occur. You should not place undue reliance on these forward-looking statements, which reflect our expectations only as of the date of this presentation. We may revise or update forward looking statements except as may be required by law.

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New York Community Bancorp has purchased certain assets and assumed certain liabilities of AmTrust Bank from the FDIC.

Received \$11 billion of assets and assumed \$11 billion of total liabilities

Approximately \$6 billion of performing single-family mortgages and consumer loans, cash of approximately \$4 billion, and securities of approximately \$1 billion

Approximately \$8 billion of deposits and \$3 billion of wholesale

borrowings

No deposit premium

Excluded assets include all holding company assets, acquisition/development/land & construction loans, non-performing loans, other owned and foreclosed assets (OREO), private-label securities, and mortgage servicing rights

Loss-share agreement covers all acquired loans, reimburses 80% of losses up to \$907 million and 95% of losses beyond \$907 million

Transaction is accretive to key financial metrics & capital ratios with targeted capital raise

FDIC

to

receive

equity

appreciation

instrument

for

25

million

units

of

NYB

paying

the

difference

between NYB's

stock price and \$12.33; expires 12/23/09

All regulatory approvals have been received and the transaction has closed

Acquired branches now operating as AmTrust Bank, a division of New York Community Bank

Note:

Acquired asset and liability figures as of 10/27/09 as provided by the FDIC and are subject to change.

Page 4

The acquisition of AmTrust Bank offers several benefits.

Accretive to EPS and tangible book value per share

Exceeds management's thresholds for IRR and EPS accretion

Financially

attractive

Non-performing assets and higher-risk loan categories were retained by the FDIC

All acquired loans covered by loss-share agreement

Liquidity enhanced with ~45% of total acquired assets in cash and liquid securities

Enhances risk

profile

Asset strategy remains focused on core multi-family lending

Expands branch deposit franchise to support core asset strategy

Enhances

current platform

Capital raise expected to increase TCE ratio from 6.03% to over 6.25%

Capital raise expected to increase Tier 1 risk-based capital ratio from 11.58% to over 13.50%

Facilitates transition from wholesale funding to retail funding

Fortifies strong

balance sheet

Reduces loans-to-deposits ratio from 159% to approximately 130%

Material improvements to NIM and ROA

Improves

operating

metrics

Note:

Financial

metrics

and

pro

forma

capital

ratios

based

on

acquired

balance

sheet

as

of

10/27/09

as

provided

by

the

FDIC

and

company

estimates;

all

figures

are

subject

to

change.

Does

not

take

into

account

potential dilution attributable to equity appreciation instrument.

Page 5

The transaction adds to our financial and operating scale and geographic scope.

Increases branch network by 31% and extends footprint into Florida, Ohio, and Arizona

Cash proceeds from transaction will be used to pay down AmTrust wholesale borrowings

(\$ in billions)

Pro Forma

Percentage

NYB

AmTrust

NYB

Increase

States

NY, NJ

FL, OH, AZ

NY, NJ,

FL, OH, AZ

Branches

212

66

278

+31%

Assets

\$33

\$11

\$42

+28%

Loans

23

6

29

+26%

Deposits

14

8

22

+55%

Source:

SNL Financial. Company filings.

Note:

NYB

financial

information

as

of

9/30/09,

acquired

financial

information

as

of

10/27/09

as

provided

by

the
FDIC.

All
figures
are
subject
to
change.

(a)
AmTrust
balance sheet figures are prior to any purchase adjustments.

(b)
Balance after assumed pay down of borrowings using excess liquidity provided through transaction.

(b)
(a)

Page 6
Transaction establishes New York Community Bancorp
as a top 25 bank.
(\$ in billions)
Total
Rank
Company
Assets
1
Bank of America

\$2,251
2
JPMorgan Chase & Co.
2,041
3
Citigroup
1,889
4
Wells Fargo
1,229
5
PNC Financial
271
6
U.S. Bancorp
265
7
Bank of New York Mellon
212
8
SunTrust
173
9
Capital One
169
10
BB&T
165
11
State Street
163
12
Regions Financial
140
13
Fifth Third
111
14
KeyCorp
97
15
Northern Trust
78
16
M&T Bank
69
17
Comerica
60
18

Hudson City

59

19

Marshall & Ilsley

59

20

Zions Bancorp

53

21

Huntington Bancshares

53

New York Community Bancorp (Pro Forma)

42

22

Popular

36

23

Synovus

35

24

New York Community Bancorp

33

25

First Horizon

26

26

BOK Financial

24

27

Associated Bancorp

23

28

People's United

21

29

Astoria Financial

21

30

First BanCorp.

20

(\$ in billions)

Total

Rank

Company

Deposits

1

Bank of America Corp.

\$975

2

JPMorgan Chase & Co.

868
3
Citigroup Inc.
833
4
Wells Fargo & Co.
797
5
PNC Financial Services Group
184
6
U.S. Bancorp
170
7
Bank of New York Mellon Corp.
134
8
SunTrust Banks Inc.
119
9
BB&T Corp.
115
10
Capital One Financial Corp.
115
11
Regions Financial Corp.
95
12
State Street Corp.
92
13
Fifth Third Bancorp
79
14
KeyCorp
67
15
Northern Trust Corp.
55
16
M&T Bank Corp.
47
17
Zions Bancorp.
43
18
Marshall & Ilsley Corp.
42
19

Huntington Bancshares Inc.

40

20

Comerica Inc.

40

21

Synovus Financial Corp.

28

22

Popular Inc.

26

23

Hudson City Bancorp Inc.

23

New York Community Bancorp (Pro Forma)

22

24

Associated Banc-Corp

16

25

First Citizens BancShares Inc.

15

26

City National Corp.

15

27

BOK Financial Corp.

15

28

People's United Financial Inc.

15

29

New York Community Bancorp

14

30

First Horizon National Corp.

14

(\$ in millions)

Market

Rank

Company

Cap

1

JPMorgan Chase & Co.

\$164,483

2

Bank of America Corporation

140,834

3

Wells Fargo & Company

126,309
4
Citigroup Inc.
92,828
5
U.S. Bancorp
44,942
6
Bank of New York Mellon Corporation
32,488
7
PNC Financial Services Group, Inc.
24,665
8
State Street Corporation
20,618
9
BB&T Corporation
18,297
10
Capital One Financial Corporation
17,061
11
Northern Trust Corporation
11,759
12
SunTrust Banks, Inc.
11,381
13
Fifth Third Bancorp
8,303
14
M&T Bank Corporation
7,492
15
Hudson City Bancorp, Inc.
6,971
16
Regions Financial Corporation
6,784
17
People's United Financial, Inc.
5,653
18
KeyCorp
5,412
New York Community Bancorp (Pro Forma)
5,157
19
New York Community Bancorp

4,417
20
Comerica Incorporated
4,274
21
TFS Financial Corporation (MHC)
3,685
22
Commerce Bancshares, Inc.
3,288
23
BOK Financial Corporation
3,179
24
First Horizon National Corporation
3,103
25
Marshall & Ilsley Corporation
3,027
26
Cullen/Frost Bankers, Inc.
2,898
27
Huntington Bancshares Incorporated
2,639
28
First Niagara Financial Group, Inc.
2,507
29
Washington Federal, Inc.
2,197
30
Bank of Hawaii Corporation
2,187
Source:
SNL
Financial.
Financial
information
as
of
9/30/09.
Market
data
as
of
12/4/09.
Pro
forma
market

cap
for
NYB
reflects
60
million
shares
issued
at
12/04/09
closing
price
of
\$12.33
per
share.
Assets
Deposits
Market Cap

Page 7
(\$ in billions)
Total Deposits
w/ HAVN
w/ RCBK
w/ RSLN
w/ LICB
w/ PFSB,
Doral, & SYN
w/ ABNY

Consistent with our previous acquisitions, AmTrust contributes significantly to our deposit growth.

w/ AmTrust

Source:

Company filings.

Note:

Acquired AmTrust deposit figures as of 10/27/09 as provided by the FDIC and are subject to change.

\$1.1

\$3.3

\$5.5

\$5.3

\$10.3

\$10.4

\$12.1

\$12.6

\$13.2

\$14.4

\$14.5

\$22.5

12/31/99

12/31/00

12/31/01

12/31/02

12/31/03

12/31/04

12/31/05

12/31/06

12/31/07

12/31/08

9/30/09

Pro Forma

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New York Community Bancorp has a strong, long-standing presence in the greater New York metropolitan area.

BRANCH LOCATIONS (212)

COMMUNITY BANK

COMMERCIAL BANK

Queens County Savings Bank (34)

New York Commercial Bank (17)

Roslyn Savings Bank (56)

Atlantic Bank (18)

Richmond County Savings Bank (22)

Roosevelt Savings Bank (8)

New York Community Bank (4)

Garden State Community Bank (53)

Source: Company data as of 12/1/09.

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(\$ in millions)

Source: SNL Financial as of 6/30/09.

The expansion of our franchise has enabled us to compete very effectively against the region's money center banks.

3.0

1,228

9

Flushing Financial

9

430
13
19
11
44
23
17
48
29
89
Branches
QUEENS COUNTY, NY
Rank
Company
Deposits
Mkt. Share
1
JPMorgan
\$8,088
19.6%
2
Citigroup
5,962
14.4
3
Capital One
4,696
11.4
4
Astoria Financial
3,103
7.5
5
HSBC
2,817
6.8
6
New York Community
2,610
6.3
7
Ridgewood Savings
1,636
4.0
8
Toronto-Dominion
1,448
3.5
10
Banco Santander

989
2.4
Total In Market
\$41,339
2.7
1,477
5
Flushing Financial
9
490
2
21
25
48
37
28
60
57
99
Branches
NASSAU COUNTY, NY
Rank
Company
Deposits
Mkt. Share
1
JPMorgan
\$11,208
20.6%
2
Citigroup
7,846
14.5
3
Capital One
6,382
11.8
4
Astoria Financial
5,396
9.9
5
New York Community
4,355
8.0
6
Bank of America
3,453
6.4
7

Toronto-Dominion
3,203
5.9
8
HSBC
2,029
3.7
10
Signature Bank
1,302
2.4
Total In Market
\$54,303
6.5
1,301
25
Valley National
9
269
20
14
24
24
10
31
6
15
30
Branches
ESSEX COUNTY, NJ
Rank
Company
Deposits
Mkt. Share
1
Wells Fargo
\$2,487
12.5%
2
New York Community
2,356
11.8
3
Citigroup
1,842
6.3
4
Bank of America
1,394
7.0

5
Hudson City Bancorp
1,388
7.0
6
JPMorgan
1,343
6.8
7
PNC Financial
1,334
6.7
8
Investors Bancorp
1,306
6.6
10
Banco Santander
1,260
6.3
Total In Market
\$19,901
4.3
1,504
21
Smithtown Bancorp
9
458
29
14
31
35
21
29
25
64
102
Branches
SUFFOLK COUNTY, NY
Rank
Company
Deposits
Mkt. Share
1
JPMorgan
\$7,810
22.1%
2
Capital One
5,601

15.9
3
Astoria Financial
3,139
8.9
4
Citigroup
2,976
8.4
5
HSBC
2,538
7.2
6
Bank of America
2,335
6.6
7
New York Community
1,655
4.7
8
Toronto-Dominion
1,570
4.5
10
Suffolk Bancorp
1,432
4.1
Total In Market
\$35,293
2.1
201
5
VSB Bancorp
9
106
4
3
5
5
11
6
22
17
19
Branches
RICHMOND COUNTY, NY
Rank
Company

Deposits

Mkt. Share

1

Banco Santander

\$2,284

24.3%

2

JPMorgan

1,611

17.1

3

New York Community

1,468

15.6

4

Citigroup

1,097

11.7

5

Northfield Bancorp

832

8.8

6

Toronto-Dominion

609

6.5

7

Hudson City Bancorp

544

5.8

8

HSBC

273

2.9

10

Capital One

179

1.9

Total In Market

\$9,404

Page 10

66 branches in three states,
including 25 in Florida, 29 in
northeastern Ohio, and 12 in
Arizona

Founded in Cleveland, Ohio in 1889
as Ohio Savings Bank

Acquired AmTrust Bank, F.S.B. in
Boca Raton, FL in 1995

Expanded its footprint into Arizona

in 2000

AmTrust Branch Map

Company Profile

OH

29 Branches

\$3.5 billion deposits

#11 Rank

AZ

12 Branches

\$1.3 billion deposits

#9 Rank

FL

25 Branches

\$4.8 billion deposits

#13 Rank

Source:

SNL Financial as of 6/30/09.

The AmTrust franchise provides us with a strong presence in new and attractive markets.

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AmTrust has a sizeable deposit franchise in affluent, coastal Florida markets.

Branch Map

AmTrust Deposit Market Share

Source:

SNL Financial. Data as of 6/30/09.

Note:

Additional Florida branches include 1 branch in Lee County with \$30.8 million deposits, 1 branch in Saint Lucie County with \$30.8 million deposits, and 1 branch in St. Johns County with \$30.8 million deposits. 3.0

1,177

13

Citigroup

9

509

16

3

16

39

10

39

46

62

82

Branches

PALM BEACH COUNTY

Rank

Company

Deposits

Mkt. Share

1

Wells Fargo

\$8,992

23.1%

2

Bank of America

5,838

15.0

3

PNC Financial

3,040

7.8

4

JPMorgan

2,396

6.2

5

AmTrust

2,215

5.7

6

SunTrust

2,015

5.2

7

BU Financial

1,890

4.9

8

Lydian Trust

1,237
3.2
10
BB&T
994
2.6
Total In Market
\$38,923
2.9
2,225
9
HSBC
10
3.1
2,340
13
Caja
Madrid
9
667
4
49
58
13
17
31
24
72
65
Branches
MIAMI DADE COUNTY
Rank
Company
Deposits
Mkt. Share
1
Wells Fargo
\$10,068
13.1%
2
Bank of America
9,585
12.5
3
Citigroup
6,309
8.2
4
SunTrust
6,025

7.8
5
Ocean Bankshares
3,794
4.9
6
Mercantil
Servicios
3,684
4.7
7
JPMorgan
3,452
4.5
8
Regions
3,004
3.9
26
AmTrust
572
0.7
Total In Market
\$76,837
3.1
1,160
29
BB&T
9
485
19
14
29
33
8
23
36
78
76
Branches
BROWARD COUNTY
Rank
Company
Deposits
Mkt. Share
1
Bank of America
\$9,236
24.9%
2

Wells Fargo

6,975

18.8

3

SunTrust

2,599

7.0

4

BU

2,029

5.5

5

AmTrust

1,922

5.2

6

JPMorgan

1,770

4.8

7

BankAtlantic

1,760

4.8

8

Citigroup

1,423

3.8

10

Regions

978

2.6

Total In Market

\$37,039

2.7

4,044

21

Ocean Bank

9

1,661

61

81

22

61

130

51

106

210

225

Branches

MIAMI FORT LAUDERDALE MSA

Rank	Company	Deposits	Mkt. Share
1	Wells Fargo	\$26,036	17.0%
2	Bank of America	24,658	16.1
3	SunTrust	10,638	7.0
4	Citigroup	8,909	5.8
5	JPMorgan	7,617	5.0
6	BU Financial	5,841	3.8
7	AmTrust	4,709	3.1
8	Regions	4,431	2.9
10	BB&T	4,015	2.6
	Total In Market	\$152,800	

(\$ in millions)

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AmTrust

ranks among the top 10 depositories in the growing Phoenix market.

Branch Map

AmTrust Deposit Market Share

Source:

SNL Financial. Data as of 6/30/09.

2.2

1,328

12
AmTrust
9
959
9
8
25
49
9
45
126
189
214
Branches
PHOENIX, AZ
MSA
Rank
Company
Deposits
Mkt. Share
1
JPMorgan
\$14,451
24.3%
2
Wells Fargo
13,661
23.0
3
Bank of America
12,381
20.9
4
Marshall & Ilsley
2,233
3.8
5
Omaha Financial
1,741
2.9
6
BBVA
1,511
2.5
7
Zions
1,478
2.5
8
Marquette Financial

1,452
2.5
10
Northern Trust
804
1.4
Total In Market
\$59,376
(\$ in millions)

Page 13

AmTrust has an established platform with over 100 years of operating history in Northeast Ohio.

Branch Map

AmTrust Deposit Market Share

Source:

SNL Financial. Data as of 6/30/09.

3.0

1,948

42

JPMorgan

9

703

71

59

24

62

60

69

20

70

83

Branches

CLEVELAND, OH

Rank

Company

Deposits

Mkt. Share

1

PNC

\$20,129

30.5%

2

KeyCorp

12,188

18.5

3

TFS Financial

5,718

8.7

4

RBS

5,151

7.8

5

Huntington

3,613

5.5

6

Fifth Third

3,391

5.1

7

AmTrust

2,923

4.4

8

FirstMerit

2,423

3.7

10
U.S. Bancorp
1,563
2.4
Total In Market
\$66,028
4.2
473
3
TFS Financial
9
219
19
5
20
17
17
20
21
24
35
Branches
AKRON, OH
Rank
Company
Deposits
Mkt. Share
1
FirstMerit
\$2,602
23.1%
2
PNC
1,470
13.0
3
JPMorgan
1,286
11.4
4
KeyCorp
1,279
11.3
5
Huntington
843
7.5
6
Fifth Third
779

6.9
7
RBS
606
5.4
8
AmTrust
579
5.1
10
U.S. Bancorp
219
1.9
Total In Market
\$11,289
(\$ in millions)

Page 14
Borrowings
39%
Other
Liabilities
1%
Deposits
60%
Borrowings
49%

Other

Liabilities

1%

Deposits

50%

The transaction favorably impacts our funding mix.

Total liabilities: \$29 billion

Total liabilities: \$38 billion

NYB Current Liability Composition

Estimated Pro Forma Liability Composition

(a)

(a)

Pro forma liability composition shown after pay down of borrowings using excess liquidity provided in the transaction. Acquired on 10/27/09 as provided by the FDIC and are based on preliminary company estimates of purchase accounting marks. All figures

Page 15
Covered
assets
19%
Other
2%
Multi-family
59%
Construction
2%

Consumer

0%

CRE

17%

1 4 Family

1%

Multi-family

71%

CRE

21%

Consumer

1%

Other

3%

Construction

3%

1 4 Family

1%

Our pro forma loan portfolio will consist primarily of multi-family loans and loans covered under the loss-share agreement.

Total loans: \$23 billion

Total loans: \$28 billion

NYB

Current Loan Composition

Estimated Pro Forma Loan Composition

(a)

Acquired AmTrust figures included in pro forma loan composition are as of 10/27/09 as provided by the FDIC, are based on p subject to change.

(a)

Page 16

Capital raise will fortify our already strong capital ratios.

(a)

Pro forma capital ratios based on acquired balance sheet as of 10/27/09 as provided by the FDIC and company estimates of purchase price, subject to change.

Does
not
take
into
account
potential
dilution
attributable
to
equity
appreciation
instrument.

Assumes
shares
issued
at
NYB's
12/4/09
closing
price
of
\$12.33
per
share.

(\$ in billions except per share data)

Expected Pro Forma for
NYB

Issuance of
9/30/09
60 Million Shares

Assets
Total Assets

\$33
\$42

Tangible Assets
30
39

Risk-Weighted Assets
21
22

Average Assets for Leverage Ratio
30
39

Capital
Tangible Common Equity

\$1.8
\$2.5

Tier 1 Capital
2.4
3.1

Total Capital

2.5

3.2

Capital Measures

Tangible Common Equity / Tangible Assets

6.0%

6.4%

Leverage Capital

7.9

7.8

Tier 1 Risk-Based Capital

11.6

13.7

Total Risk-Based Capital

12.1

14.2

Tangible Book Value / Share

\$5.16

\$6.08

(a)

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NYB s

experienced management team has already
begun the integration process.

Senior management has communicated with all regional managers and branch managers
to welcome them into the NYCB

banking family

All 54 branches with Saturday hours opened as planned

Team of 45 senior business leaders have been on-site in Cleveland since closing to
ensure a seamless transition

NYB

has already begun oversight of all risk management, financial controls, IT systems, and customer service functions

Expect to retain and convert all branches to AmTrust Bank, a division of New York Community Bank

Strengthened capital base will build customer confidence

All deposit rates to be maintained to maturity

Expect minimal change in branch staffing

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Transaction Summary

Immediately accretive to operating EPS and tangible book value per share

Exceeds internal thresholds for IRR and EPS accretion

Loss-share agreement reduces overall credit risk of loan portfolio

Provides cost-effective deposits to fund loan growth and reduce the balance of
wholesale
funding

Offers upside in deposit growth with stability provided by the NYB
platform

Transaction is consistent with our acquisition strategy of maintaining acquired banks
local identities
Sets stage for further growth through acquisitions

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For More Information

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Reconciliation of GAAP and non-GAAP capital

Although tangible common equity and tangible assets are not measures that are calculated in accordance with U.S. generally accepted accounting principles

(GAAP),

our

management

uses

these

non-GAAP

measures
in
its
analysis
of
our
performance.

We
believe
that
these non-GAAP measures are important indications of our ability to grow both organically and through business combinations. In
respect to tangible common equity, our ability to pay dividends and to engage in various capital management strategies.

We calculate
tangible
common
equity
by
subtracting
from
stockholders
equity

the
sum
of
our
goodwill
and
core
deposit
intangibles

(CDI),
and calculate tangible assets by subtracting the same sum from our total assets.

Neither tangible common equity, tangible assets, nor the related
tangible capital measures should be considered in isolation or as a
substitute for
stockholders

equity
or

any
other
capital
measure
prepared

in
accordance
with
GAAP.

Moreover,
the
manner

in
which
we
calculate these non-GAAP capital measures may differ from that of other companies reporting measures of capital with similar

NYB

Pro Forma

9/30/09

NYB

Total assets

\$33

\$42

Less: goodwill

(2)

(2)

Less: core deposit intangibles

(0)

(0)

Tangible assets

\$30

\$39

NYB

Pro Forma

9/30/09

NYB

Total stockholders' equity

\$4.3

\$5.1

Less: goodwill

(2.4)

(2.4)

Less: core deposit intangibles

(0.1)

(0.1)

Tangible common equity

\$1.8

\$2.5

The following

table

presents

a

reconciliation

of

our

tangible

common

equity

to

total

stockholders

equity

(in
billions):

The following table presents a reconciliation of our tangible assets to total assets (in billions):