

NEW YORK COMMUNITY BANCORP INC  
Form S-4  
July 31, 2003  
Table of Contents

As Filed With The Securities And Exchange Commission on July 31, 2003

Registration No. [•]

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**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**

**President and Chief Executive Officer**

**615 Merrick Avenue**

**Westbury, New York 11590**

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

(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.**

**Adam D. Chinn, Esq.**

**Sullivan & Cromwell LLP**

**Wachtell, Lipton, Rosen & Katz**

**125 Broad Street**

**51 West 52<sup>nd</sup> Street**

**New York, New York 10004**

**New York, New York 10019**

**(212) 558-4000**

**(212) 403-1000**

**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.

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**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share of Common Stock</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common stock, par value \$0.01 per share, together with Preferred Stock Purchase Rights, if any(1)	64,000,000(2)	N/A	\$ 1,949,400,000	\$157,706.46(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 as amended between New York Community Bancorp, Inc. ( New York Community ), a Delaware corporation, and Registrar and Transfer Company, 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 Roslyn Bancorp, Inc. ( Roslyn ), a Delaware corporation, with and into New York Community, based on the number of shares of Roslyn 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 Roslyn common stock for 0.75 of a share 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 Roslyn common stock, as reported on the Nasdaq National Market on July 25, 2003, and computed based on the estimated maximum number of such shares that may be exchanged for the New York Community common stock being registered.

**Table of Contents**

**The information in this joint proxy statement/prospectus is not complete and may be changed. We may not issue the common stock to be issued in connection with the merger described in this joint proxy statement/prospectus until the registration statement filed with the SEC is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted. Any representation to the contrary is a criminal offense.**

**Subject to completion, dated July 31, 2003**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

The boards of directors of New York Community Bancorp, Inc. and Roslyn Bancorp, Inc. have unanimously approved a strategic merger designed to create a financial institution with a larger and more dynamic presence in the New York metropolitan area. We believe the combined company will 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 70% of the combined company and Roslyn stockholders will own approximately 30% of the combined company.

**If the merger is completed, Roslyn stockholders will receive 0.75 of a share of New York Community common stock for each share of Roslyn common stock held immediately prior to the merger. New York Community stockholders will continue to own their existing New York Community shares. The implied value of one share of Roslyn common stock on [•], 2003 was \$[•], based on the closing price of New York Community common stock on that date. This value will fluctuate prior to completion of the merger.**

We have structured the merger to qualify as a tax-free reorganization for federal income tax purposes, and it is a condition to our respective obligations to complete the merger that New York Community and Roslyn each receive a legal opinion to that effect. Assuming the merger is a reorganization, Roslyn stockholders generally will not recognize any gain or loss for federal income tax purposes on the exchange of shares of Roslyn common stock for shares of New York Community common stock, except with respect to cash received instead 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. In addition, New York Community stockholders will be asked to approve an amendment to the New York Community certificate of incorporation that increases the amount of New York Community common stock authorized for issuance from 300 million to 600 million. **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 and the New York Community certificate of incorporation amendment. The places, dates and times of the special meetings are as follows:

---

**For New York Community stockholders:**

[•], 2003

---

**For Roslyn stockholders:**

[•], 2003

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

[•], local time

[•], local time

[•]

[•]

[•]

[•]

[•], New York

[•], New York

**New York Community's board of directors unanimously recommends that New York Community stockholders vote *FOR* adoption of the merger agreement and *FOR* the proposed action to increase the amount of authorized common stock.**

---

**Roslyn's board of directors unanimously recommends that Roslyn 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.

JOSEPH R. FICALORA

President and Chief Executive Officer

New York Community Bancorp, Inc.

JOSEPH L. MANCINO

President, Chief Executive Officer

and Vice Chairman of the Board

Roslyn Bancorp, Inc.

New York Community common stock is quoted on the New York Stock Exchange under the symbol NYB. Roslyn common stock is quoted on the Nasdaq National Market under the symbol RSLN.

**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 [•], 2003, and it is first being mailed or otherwise delivered to New York Community stockholders and Roslyn stockholders on or about [•], 2003.

**Table of Contents**

**REFERENCES TO ADDITIONAL INFORMATION**

This document incorporates important business and financial information about New York Community and Roslyn 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:

**New York Community Bancorp, Inc.**

615 Merrick Avenue

Westbury, New York 11590

Attention: Ilene A. Angarola  
First Senior Vice President

Investor Relations  
Telephone: (516) 683-4420

**Roslyn Bancorp, Inc.**

One Jericho Plaza

Jericho, New York 11753

Attention: Mary M. Feder  
Vice President

Investor Relations  
Telephone: (516) 942-6150

*You will not be charged for any of these documents that you request. New York Community and Roslyn stockholders requesting documents should do so by [five days before date of meeting], 2003 in order to receive them before the special meetings.*

See WHERE YOU CAN FIND MORE INFORMATION on page [●].

**VOTE ELECTRONICALLY OR BY TELEPHONE**

New York Community stockholders of record may submit their proxies:

through the internet, by visiting a web site established for that purpose at [●] and following the instructions; or

by telephone, by calling the toll-free number [●] on a touch-tone phone and following the recorded instructions.

Roslyn stockholders of record may submit their proxies:

through the internet, by visiting a web site established for that purpose at [●] and following the instructions; or

by telephone, by calling the toll-free number [●] on a touch-tone phone and following the recorded instructions.

**Table of Contents**

**NEW YORK COMMUNITY BANCORP, INC.**

**615 Merrick Avenue**

**Westbury, New York 11590**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

New York Community Bancorp, Inc. will hold a special meeting of stockholders at the [•], [•], [•], New York at [•], local time, on [•], 2003 to consider and vote upon the following matters:

a proposal to adopt the Agreement and Plan of Merger, dated as of June 27, 2003, by and between New York Community Bancorp, Inc. and Roslyn Bancorp, Inc., pursuant to which Roslyn will be merged with and into New York Community;

a proposal to amend the New York Community certificate of incorporation to increase the amount of New York Community common stock authorized for issuance from 300 million to 600 million; 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 Roslyn common stock will be converted into 0.75 of a share 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 and the related transactions. 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 [•], 2003 as the record date for the New York Community special meeting. This means that New York Community stockholders of record at such time are entitled to notice of, and to vote at, the New York Community special meeting or any adjournment or postponement of the special meeting. 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. In order for the merger agreement to be adopted or the certificate of incorporation to be amended, the holders of a majority of the New York Community shares outstanding and entitled to vote thereon must vote in favor of adoption of the merger agreement or amendment of the certificate of incorporation.

**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 telephone number shown on the proxy card to vote by telephone 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 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.

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The New York Community board of directors has unanimously approved the merger agreement and the proposed action to increase the amount of authorized common stock and unanimously recommends that New York Community stockholders vote **FOR** adoption of the merger agreement and **FOR** the proposed action to increase the amount of authorized common stock.

BY ORDER OF THE BOARD OF DIRECTORS,

Mark A. Ricca, Esq.

*Executive Vice President, General Counsel and Corporate Secretary*

Westbury, New York

[•], 2003

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

**Table of Contents**

**ROSLYN BANCORP, INC.**

**One Jericho Plaza**

**Jericho, New York 11753**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

Roslyn Bancorp, Inc. will hold a special meeting of stockholders at the [•], [•], [•], New York at [•], local time, on [•], 2003 to consider and vote upon the following matters:

a proposal to adopt the Agreement and Plan of Merger, dated as of June 27, 2003, by and between New York Community Bancorp, Inc. and Roslyn Bancorp, Inc., pursuant to which Roslyn 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 0.75 of a share of New York Community common stock for each share of Roslyn common stock that you own immediately prior to the merger. Your attention is directed to the joint proxy statement/prospectus accompanying this notice for a complete discussion of the merger and the related transactions. A copy of the merger agreement is included as Appendix A to the accompanying joint proxy statement/prospectus.

The Roslyn board of directors has fixed the close of business on [•], 2003 as the record date for the Roslyn special meeting. This means that Roslyn stockholders of record at such time are entitled to notice of, and to vote at, the Roslyn special meeting or any adjournment or postponement of the special meeting. A complete list of Roslyn stockholders entitled to vote at the Roslyn special meeting will be made available for inspection by any Roslyn stockholder for ten days prior to the Roslyn special meeting at the principal executive offices of Roslyn and at the time and place of the Roslyn special meeting. In order for the merger agreement to be adopted, the holders of a majority of the Roslyn shares outstanding and entitled to vote thereon must vote in favor of adoption 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 telephone number shown on the proxy card to vote by telephone 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 Roslyn common stock who is present at the Roslyn 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 Roslyn special meeting.

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



BY ORDER OF THE BOARD OF DIRECTORS,

R. Patrick Quinn, Esq.

*Corporate Secretary*

Jericho, New York

[•], 2003

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

**Table of Contents**

**TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETINGS</u>	1
<u>SUMMARY</u>	3
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF NEW YORK COMMUNITY</u>	10
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF ROSLYN</u>	12
<u>SELECTED CONSOLIDATED UNAUDITED PRO FORMA FINANCIAL DATA</u>	14
<u>COMPARATIVE PER SHARE DATA</u>	16
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	17
<u>THE NEW YORK COMMUNITY SPECIAL MEETING</u>	18
<u>Matters to Be Considered</u>	18
<u>Proxies</u>	18
<u>Solicitation of Proxies</u>	19
<u>Record Date</u>	19
<u>Voting Rights and Vote Required</u>	19
<u>Recommendation of the Board of Directors</u>	20
<u>Attending the Meeting</u>	20
<u>Participants in New York Community's and New York Community Bank's Benefit Plans</u>	20
<u>Voting by Telephone or the Internet</u>	20
<u>THE ROSLYN SPECIAL MEETING</u>	22
<u>Matters to Be Considered</u>	22
<u>Proxies</u>	22
<u>Solicitation of Proxies</u>	23
<u>Record Date</u>	23
<u>Voting Rights and Vote Required</u>	23
<u>Recommendation of the Board of Directors</u>	24
<u>Attending the Meeting</u>	24
<u>Participants in Roslyn's and The Roslyn Savings Bank's Benefit Plans</u>	24
<u>Voting by Telephone or the Internet</u>	24
<u>INFORMATION ABOUT THE COMPANIES</u>	25
<u>THE MERGER</u>	27
<u>General</u>	27
<u>Structure</u>	27
<u>Background of the Merger</u>	28
<u>New York Community's Reasons for the Merger; Recommendation of New York Community's Board of Directors</u>	30
<u>Roslyn's Reasons for the Merger; Recommendation of Roslyn's Board of Directors</u>	32
<u>Opinions of Financial Advisors</u>	34
<u>Opinion of Citigroup Global Markets Inc. to New York Community</u>	34
<u>Opinions of Roslyn's Financial Advisors</u>	43
<u>Board of Directors and Management of New York Community Following the Merger</u>	53
<u>Distribution of New York Community Certificates</u>	54
<u>Fractional Shares</u>	55
<u>Public Trading Markets</u>	55
<u>New York Community Dividends</u>	55
<u>Absence of Appraisal Rights</u>	56

**Table of Contents**

<u>Regulatory Approvals Required for the Merger</u>	56
<u>Interests of Roslyn’s Directors and Officers in the Merger that Differ From Your Interests</u>	57
<u>Acquisitions Generally</u>	60
<b><u>THE MERGER AGREEMENT</u></b>	61
<u>Terms of the Merger</u>	61
<u>Treatment of Roslyn Stock Options</u>	61
<u>Closing and Effective Time of the Merger</u>	61
<u>Representations, Warranties, Covenants and Agreements</u>	62
<u>Declaration and Payment of Dividends</u>	62
<u>Agreement Not to Solicit Other Offers</u>	62
<u>Expenses and Fees</u>	63
<u>Conditions to Consummation of the Merger</u>	63
<u>Possible Alternative Merger Structure</u>	64
<u>Amendment, Waiver and Termination of the Merger Agreement</u>	64
<u>Resales of New York Community Stock by Affiliates</u>	65
<u>New York Community Employee Benefit Plans</u>	65
<b><u>THE STOCK OPTION AGREEMENTS</u></b>	66
<u>The Stock Options</u>	66
<u>Purpose of the Stock Option Agreements</u>	66
<u>Exercise; Expiration</u>	66
<u>Rights Under the Stock Option Agreements</u>	68
<b><u>ACCOUNTING TREATMENT</u></b>	70
<b><u>MATERIAL FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u></b>	71
<b><u>DESCRIPTION OF NEW YORK COMMUNITY CAPITAL STOCK</u></b>	73
<u>General</u>	73
<u>Common Stock</u>	73
<u>Preferred Stock</u>	74
<b><u>NEW YORK COMMUNITY STOCKHOLDER PROTECTION RIGHTS AGREEMENT</u></b>	75
<b><u>COMPARISON OF STOCKHOLDERS’ RIGHTS</u></b>	76
<u>General</u>	76
<u>Comparison of Stockholders’ Rights</u>	76
<b><u>DISCUSSION OF ANTI-TAKEOVER PROTECTION IN NEW YORK COMMUNITY’S CERTIFICATE OF INCORPORATION AND BYLAWS</u></b>	78
<u>General</u>	78
<u>Authorized Stock</u>	78
<u>Classification of Board of Directors; No Cumulative Voting</u>	78
<u>Size of Board; Vacancies; Removal of Directors</u>	78
<u>Special Meetings of Stockholders</u>	78
<u>Stockholder Action by Unanimous Written Consent</u>	79
<u>Amendment of Certificate of Incorporation and Bylaws</u>	79
<u>Voting Limitation</u>	79
<u>Business Combinations with Interested Stockholders</u>	79
<u>Business Combination Statutes And Provisions</u>	80
<b><u>COMPARATIVE MARKET PRICES AND DIVIDENDS</u></b>	81
<b><u>PRO FORMA FINANCIAL INFORMATION</u></b>	82
<u>Unaudited Pro Forma Combined Condensed Consolidated Statement of Financial Condition and Statements of Income</u>	82

**Table of Contents**

<u>Unaudited Pro Forma Combined Condensed Consolidated Statement of Financial Condition As of June 30, 2003</u>	83
<u>Unaudited Pro Forma Combined Condensed Consolidated Statement of Income For the Year Ended December 31, 2002</u>	84
<u>Unaudited Pro Forma Combined Condensed Consolidated Statement of Income For the Six Months Ended June 30, 2003</u>	85
<u>NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</u>	86
<u>PROPOSAL TO AMEND NEW YORK COMMUNITY S CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK</u>	90
<u>Vote Required</u>	90
<u>Purpose and Effect of the Amendment</u>	90
<u>EXPERTS</u>	93
<u>OTHER MATTERS</u>	93
<u>New York Community 2004 Annual Meeting Stockholder Proposals</u>	93
<u>Roslyn 2004 Annual Meeting Stockholder Proposals</u>	94
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	95

**APPENDICES:**

APPENDIX A

<u>Agreement and Plan of Merger, dated as of June 27, 2003, by and between New York Community Bancorp, Inc. and Roslyn Bancorp, Inc.</u>	A-1
--	-----

APPENDIX B

<u>Stock Option Agreement, dated as of June 27, 2003, between New York Community Bancorp, Inc., as issuer, and Roslyn Bancorp, Inc., as grantee</u>	B-1
---	-----

APPENDIX C

<u>Stock Option Agreement, dated as of June 27, 2003, between New York Community Bancorp, Inc., as grantee, and Roslyn Bancorp, Inc., as issuer</u>	C-1
---	-----

APPENDIX D

<u>Opinion of Citigroup Global Markets Inc.</u>	D-1
---	-----

APPENDIX E

<u>Opinion of Sandler O'Neill &amp; Partners, L.P.</u>	E-1
--	-----

APPENDIX F

<u>Opinion of Goldman, Sachs &amp; Co.</u>	F-1
--	-----

**Table of Contents**

**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. Alternatively, you may vote by telephone or the internet. This will enable your shares to be represented and voted at the New York Community special meeting or the Roslyn special meeting.

**Q: *Why is my vote important?***

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

**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 respective 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 in person.

**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 (whether by mail, phone or the internet):

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

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 Roslyn, as the case may be, before the stockholders meeting will be counted, and any earlier votes will be revoked.

**Table of Contents**

Third, you may attend the New York Community special meeting, or the Roslyn 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 the directions you receive from your broker in order to change or revoke your vote.

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

A: No. You should not send in your stock certificates at this time. If we complete the merger, Roslyn stockholders will then need to exchange their Roslyn stock certificates for New York Community stock certificates. We will send you instructions for exchanging Roslyn 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 fourth quarter of 2003. 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.

Roslyn stockholders should call the Roslyn Investor Relations Department at (516) 942-6150 with any questions about the merger and related transactions.

**Table of Contents****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 [•]. Each item in this summary refers to the page of this document on which that subject is discussed in more detail. Roslyn Stockholders Will Receive 0.75 of a Share of New York Community Common Stock per Share of Roslyn Common Stock (page [•]).*

As a result of the merger, each Roslyn stockholder will receive 0.75 of a share of New York Community common stock for each share of Roslyn common stock held immediately prior to the merger. We sometimes refer to this 0.75-to-1 ratio as the exchange ratio. Upon completion of the merger, New York Community stockholders will own approximately 70% of the combined company and Roslyn stockholders will own approximately 30% of the combined company. New York Community will not issue any fractional shares. Roslyn stockholders entitled to a fractional share will instead receive an amount in cash based on the average of the high and low sale prices 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 Roslyn common stock, you will receive 82 shares of New York Community common stock and a cash payment instead of the 0.5 of a share that you otherwise would have received (i.e., 110 shares x 0.75 = 82.5 shares).*

**Comparative Market Prices and Share Information (pages [•] and [•])**

New York Community common stock is quoted on the New York Stock Exchange under the symbol NYB. Roslyn common stock is quoted on the Nasdaq National Market under the symbol RSLN. The following table sets forth the closing sale prices of New York Community common stock as reported on the New York Stock Exchange and Roslyn common stock as reported on the Nasdaq National Market on June 26, 2003, the last trading day before we announced the merger, and on [•], 2003, the last practicable trading day before the distribution of this document. This table also shows the implied value of one share of Roslyn common stock, which we calculated by multiplying the closing price of New York Community common stock on those dates by 0.75.

	New York Community Common Stock	Roslyn Common Stock	Implied Value of One Share of Roslyn Common Stock
At June 26, 2003	\$ 27.10	\$ 20.85	\$ 20.33
At [•], 2003	\$ [•]	\$ [•]	\$ [•]

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



New York Community may from time to time repurchase shares of New York Community common stock and purchase shares of Roslyn common stock and Roslyn may from time to time repurchase shares of Roslyn common stock and purchase shares of New York Community common stock. During the course of the solicitation being made by this joint proxy statement/prospectus, New York Community or Roslyn may be bidding for and purchasing shares of Roslyn common stock.

**Structured as a Tax-Free Transaction to Roslyn Stockholders (page [•])**

The merger has been structured to qualify as a tax-free reorganization for federal income tax purposes, and it is a condition to our respective obligations to complete the merger that New York Community and Roslyn each receive a legal opinion to that effect. Assuming the merger is a reorganization, holders of Roslyn common stock generally will not recognize any gain or loss for federal income tax purposes on the exchange of their Roslyn common stock for New York Community

## **Table of Contents**

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 federal income tax consequences described above may not apply to some holders of Roslyn common stock, including certain holders specifically referred to on page [•]. Your tax consequences will depend on your individual 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 2002, New York Community paid cash dividends totaling \$0.57 per share (as adjusted for a 4-for-3 stock split completed on May 21, 2003). New York Community currently pays a quarterly dividend of \$0.23 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 [•] and [•])**

Our companies are proposing to merge because we believe that:

by combining with each other 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 That You Vote **FOR** Adoption of the Merger Agreement and **FOR** the Proposed Action to Increase the Amount of Authorized Common Stock (page [•])**

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 believes the proposed action to increase the amount of authorized common stock is in the best interests of New York Community and its stockholders. New York Community's board of directors unanimously recommends that New York Community stockholders vote **FOR** adoption of the merger agreement and the proposed action to increase the amount of authorized common stock. The increase in New York Community's authorized shares of common stock is not necessary to complete the merger.

**Roslyn's Board of Directors Recommends That You Vote FOR Adoption of the Merger Agreement (page [•])**

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

**New York Community's Financial Advisor Has Provided an Opinion as to the Fairness of the Exchange Ratio, from a Financial Point of View, to New York Community (page [•])**

In deciding to approve the merger, the New York Community board of directors considered the opinion of its financial advisor, Citigroup Global Markets Inc., which has given an opinion to the New York Community board of directors that as of the date of such opinion the exchange ratio of 0.75 of a share of New York Community common stock for each share of Roslyn common stock was 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

## **Table of Contents**

carefully to understand the assumptions made, matters considered and limitations on the review undertaken by Citigroup Global Markets in providing its opinion. New York Community has paid \$1,500,000 to Citigroup Global Markets and has agreed to pay Citigroup Global Markets an additional \$5,000,000 upon the completion of the merger.

### **Roslyn's Financial Advisors Have Provided Opinions as to the Fairness of the Exchange Ratio, from a Financial Point of View, to Roslyn's Stockholders (page [•])**

In deciding to approve the merger, the Roslyn board of directors considered the opinions of its financial advisors, Sandler O'Neill & Partners, L.P. and Goldman, Sachs & Co., which were given to the Roslyn board of directors, that as of the date of such opinions the exchange ratio of 0.75 of a share of New York Community common stock for each share of Roslyn common stock was fair to Roslyn's stockholders from a financial point of view. Copies of these opinions are attached to this document as Appendices E and F, respectively. Roslyn 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 Goldman, Sachs & Co. in providing their opinions. Roslyn has paid \$2,437,500 to Sandler O'Neill & Partners, L.P., and has agreed to pay Sandler O'Neill & Partners, L.P. an additional \$5,312,500 upon the completion of the merger. Roslyn has paid \$1,937,500 to Goldman, Sachs & Co. and has agreed to pay Goldman, Sachs & Co. an additional \$5,812,500 upon the completion of the merger.

### **Neither New York Community nor Roslyn Stockholders Have Appraisal Rights (page [•])**

Both companies are incorporated under Delaware law. Under Delaware law, neither the stockholders of New York Community nor the stockholders of Roslyn 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 [•])**

#### *New York Community Bancorp, Inc.*

New York Community Bancorp, Inc., also referred to as New York Community, is the parent holding company for New York Community Bank. New York Community Bank is a New York State-chartered savings bank whose deposits are insured by the Federal Deposit Insurance Corporation. New York Community Bank operates through 55 traditional and 54 in-store branch offices in New York City, Long Island, Westchester County and New Jersey, and a public accommodation office in Richmond County. As of June 30, 2003, New York Community had total consolidated assets of approximately \$12.4 billion, total consolidated deposits of approximately \$5.1 billion and total consolidated stockholders' equity of approximately \$1.3 billion. New York Community's principal executive offices are located at 615 Merrick Avenue, Westbury, New York 11590 and its telephone number is (516) 683-4100.

#### *Roslyn Bancorp, Inc.*

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Roslyn Bancorp, Inc., also referred to as Roslyn, is the parent holding company for The Roslyn Savings Bank. The Roslyn Savings Bank is a New York State-chartered savings bank whose deposits are insured by the Federal Deposit Insurance Corporation. The Roslyn Savings Bank operates through 37 full service branches throughout Nassau and Suffolk counties on Long Island and the New York City boroughs of Brooklyn, Queens and The Bronx. As of June 30, 2003, Roslyn had total consolidated assets of \$10.8 billion, total consolidated deposits of \$6.1 billion and total consolidated stockholders' equity of approximately \$537.9 million. Roslyn's principal executive offices are located at One Jericho Plaza, Jericho, New York 11753 and its telephone number is (516) 942-6000.

### **The Merger (page [•])**

We are proposing a merger of New York Community and Roslyn. In the merger, Roslyn will merge with and into New York Community, with New York Community as the surviving corporation. After the merger is completed, The Roslyn 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.

## **Table of Contents**

### **The Merger Agreement (page [•])**

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.

### **The Merger Is Expected to Occur in Fourth Quarter of 2003 (page [•])**

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 fourth quarter of 2003.

### **Conditions That Must Be Satisfied or Waived for the Merger to Occur (page [•])**

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 [•])**

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.

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.

### **Roslyn's Directors and Officers Have Financial Interests in the Merger (page [•])**

Roslyn'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 Roslyn board of directors considered these interests in its decision to approve the merger agreement. These interests include employment, retention bonus and noncompetition agreements that New York Community and Roslyn entered into with the principal executive officers of Roslyn, payments due as a result of the termination of existing Roslyn benefit plans, acceleration of vesting of options and restricted stock as a result of the merger for some of the executive officers of Roslyn other than its principal executive

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

officers 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 [●])**

Immediately after the merger is completed, the board of directors of New York Community will be increased by five additional directors, designated by Roslyn and acceptable to New York Community, one of whom will be Joseph L. Mancino, Roslyn's chief executive officer and president and a member of the Roslyn board of directors.

Mr. Mancino and Michael F. Manzulli will be Co-Chairmen of the board of directors of the surviving corporation. Joseph R. Ficalora will remain the President and Chief Executive Officer of the surviving corporation.

Anthony E. Burke will continue to serve as President of New York Community Bank and John R. Bransfield, Jr. will serve as President of The Roslyn Savings Bank Division of New York Community Bank. Robert Wann will serve as Chief Operating Officer of New York Community and New York Community Bank. James J. O'Donovan will continue to serve as Chief Lending Officer, with Daniel L. Murphy heading up retail banking. Thomas R. Cangemi will continue to head up the capital markets and investments group. Michael P. Puorro will serve as Chief Financial Officer of the surviving corporation.

### **Accounting Treatment of the Merger by New York Community (page [●])**

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

## **Table of Contents**

### **A Comparison of the Rights of Holders of New York Community and Roslyn Common Stock; the Rights of Roslyn Stockholders will be Governed by New Governing Documents after the Merger (page [•])**

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

### **New York Community Granted a Stock Option to Roslyn (page [•])**

To induce Roslyn to enter into the merger agreement, New York Community granted Roslyn an option to purchase up to 27,000,000 shares of New York Community common stock at a price per share of \$27.10; however, in no case may Roslyn acquire more than 19.9% of the outstanding shares of New York Community common stock pursuant to this stock option agreement. Roslyn 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 Roslyn to exercise this option.

The option could have the effect of discouraging a company from trying to acquire New York Community prior to completion of the merger or termination of the merger agreement. 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 Roslyn may choose to surrender the option to New York Community for a cash payment of \$39 million. In no event will the total profit received by Roslyn with respect to this option exceed \$47 million.

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

### **Roslyn Granted a Stock Option to New York Community (page [•])**

To induce New York Community to enter into the merger agreement, Roslyn granted New York Community an option to purchase up to 15,000,000 shares of Roslyn common stock at a price per share of \$20.85; however, in no case may New York Community acquire more than 19.9% of the outstanding shares of Roslyn 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 Roslyn 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 a company from trying to acquire Roslyn prior to completion of the merger or termination of the merger agreement. Upon the occurrence of certain triggering events, Roslyn 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 Roslyn for a cash payment of \$39 million. In no event will the total profit received by New York Community with respect to this option exceed \$47 million.



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

**New York Community Stockholder Protection Rights Agreement (page [•])**

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

## **Table of Contents**

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 [•] for a description of this agreement.

### **Regulatory Approvals We Must Obtain for the Merger (page [•])**

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

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.

### **New York Community will Hold its Special Meeting on [•], 2003 (page [•])**

The New York Community special meeting will be held on [•], 2003, at [•], local time, at [•]. At the New York Community special meeting, New York Community stockholders will be asked:

1. To adopt the merger agreement;
2. To amend the certificate of incorporation to increase the amount of common stock authorized for issuance from 300 to 600 million; and
3. To act on such other matters as may be properly brought before the New York Community special meeting.

The increase in New York Community's authorized shares of common stock is not necessary to complete the merger.

*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 [•]. At that date, there were [•] shares of New York Community common stock entitled to be voted at the special meeting.

*Required Vote.* To adopt the merger agreement and/or amend the certificate of incorporation to increase the amount of common stock authorized for issuance from 300 million to 600 million, the holders of a majority of the outstanding shares of New York Community common stock entitled to vote must vote in favor of adoption of the merger agreement or amendment of the certificate of incorporation. 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

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

an abstention will have the same effect as a vote against the merger or the certificate of incorporation amendment.

As of the New York Community record date, directors and executive officers of New York Community and their affiliates had the right to vote [•] shares of New York Community common stock, or [•]% of the outstanding New York Community common stock entitled to be voted at the special meeting. At that date, directors and executive officers of Roslyn and their affiliates, including Roslyn, had the right to vote [•] shares of New York Community common stock entitled to be voted at the meeting, or [•]% of the outstanding New York Community common stock.

### **Roslyn will Hold its Special Meeting on [•], 2003 (page [•])**

The Roslyn special meeting will be held on [•], 2003, at [•], local time, at [•]. At the Roslyn special meeting, Roslyn stockholders will be asked:

1. To adopt the merger agreement; and

**Table of Contents**

2. To act on such other matters as may be properly brought before the Roslyn special meeting.

*Record Date.* Roslyn stockholders may cast one vote at the Roslyn special meeting for each share of Roslyn common stock that was owned at the close of business on [●], 2003. At that date, there were [●] shares of Roslyn 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 Roslyn 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 Roslyn 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 Roslyn record date, directors and executive officers of Roslyn and their affiliates had the right to vote [●] shares of Roslyn common stock, or [●]% of the outstanding Roslyn 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, had the right to vote [●] shares of Roslyn common stock entitled to be voted at the meeting, or [●]% of the outstanding Roslyn common stock.

**Table of Contents****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, 1998 through 2002 and New York Community's unaudited consolidated financial data as of and for the six months ended June 30, 2002 and 2003. The results of operations for the six months ended June 30, 2003 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, 2002, and New York Community's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, 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 [•].

	At or for the Six Months Ended June 30,		At or for the Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(Unaudited)		(Dollars in thousands, except per share data)				
<b>Earnings Summary:</b>							
Interest income	\$ 328,884	\$ 293,434	\$ 599,507	\$ 423,304	\$ 174,832	\$ 143,123	\$ 134,277
Interest expense	112,227	114,936	226,251	217,488	101,751	74,220	65,755
Net interest income	216,657	178,498	373,256	205,816	73,081	68,903	68,522
Provision for loan losses						(2,400)	
Net interest income after provision for loan losses	216,657	178,498	373,256	205,816	73,081	71,303	68,522
Other operating income	60,120	47,775	101,820	90,615	21,645	2,523	2,554
Non-interest expense	70,874	69,986	139,062	121,185	49,824	21,390	25,953
Income before income tax expense	205,903	156,287	336,014	175,246	44,902	52,436	45,123
Income tax expense	66,783	51,837	106,784	70,779	20,425	20,772	18,179
Net income	\$ 139,120	\$ 104,450	\$ 229,230	\$ 104,467	\$ 24,477	\$ 31,664	\$ 26,944
<b>Share Data(1):</b>							
Weighted average common shares outstanding (in thousands):							
Basic	134,552	100,098	135,670	102,304	56,269	55,551	57,327
Diluted	137,090	101,176	137,419	104,073	58,279	56,880	60,321
Basic earnings per common share:							
Net income	\$ 1.03	\$ 0.78	\$ 1.69	\$ 1.02	\$ 0.44	\$ 0.57	\$ 0.47
Diluted earnings per common share:							
Net income	1.01	0.77	1.67	1.01	0.42	0.56	0.45
Cash dividends paid per common share	0.40	0.38	0.57	0.40	0.33	0.33	0.23
Book value per common share	9.89	8.69	9.73	7.54	3.71	2.51	2.71
<b>Balance Sheet Summary:</b>							
Securities available-for-sale, net	\$ 4,276,612	\$ 3,429,320	\$ 3,952,130	\$ 2,374,782	\$ 303,734	\$ 12,806	\$ 4,656

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Loans receivable, net	5,810,866	5,299,004	5,443,572	5,361,187	3,616,386	1,601,079	1,486,519
Total assets	12,390,059	10,239,883	11,313,092	9,202,635	4,710,785	1,906,835	1,746,882
Total deposits	5,099,847	5,284,752	5,256,042	5,450,602	3,257,194	1,076,018	1,102,285
Stockholders equity	1,325,972	1,212,990	1,323,512	983,134	307,410	137,141	149,406
<b>Performance Ratios:</b>							
Return on average assets	2.30%	2.18%	2.29%	1.63%	1.06%	1.69%	1.62%
Return on average stockholders equity	20.89	19.83	19.95	18.16	13.24	22.99	17.32
Dividend payout	39.60	48.54	34.23	39.80	78.57	60.00	50.00
Average equity to average assets	11.04	10.97	11.47	8.99	8.03	7.37	9.38
Net interest margin(2)	4.09	4.33	4.31	3.59	3.33	3.79	4.24
Efficiency ratio(3)	24.52	29.60	25.32	38.04	52.08	29.95	36.51
<b>Asset Quality Ratio:</b>							
Allowance for loan losses to loans receivable, net	0.70%	0.76%	0.74%	0.76%	0.50%	0.44%	0.63%
Non-performing loans(4)	\$ 13,316	\$ 13,695	\$ 16,342	\$ 17,498	\$ 9,092	\$ 3,108	\$ 6,193
Non-performing loans to loans receivable(4)	0.23%	0.33%	0.30%	0.33%	0.25%	0.19%	0.42%
Non-performing assets to total assets(5)(6)	0.11	0.19	0.15	0.19	0.19	0.17	0.38

**Table of Contents**

- (1) Reflects shares issued as a result of 3-for-2 stock splits on September 29, 1998, March 29, 2001 and September 20, 2001, and a 4-for-3 stock split on May 21, 2003.
- (2) Net interest margin represents net interest income divided by the average amount of interest-earning assets.
- (3) Efficiency ratio represents operating expense divided by the sum of net interest income plus other operating income.
- (4) Non-performing loans consist of all 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.

**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF ROSLYN**

Set forth below are highlights from Roslyn's consolidated financial data as of and for the years ended December 31, 1998 through 2002 and Roslyn's unaudited consolidated financial data as of and for the six months ended June 30, 2002 and 2003. The results of operations for the six months ended June 30, 2003 are not necessarily indicative of the results of operations for the full year or any other interim period. The unaudited information was prepared on the same basis as Roslyn's audited consolidated financial statements. In the opinion of Roslyn'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 Roslyn's consolidated financial statements and related notes included in Roslyn's Annual Report on Form 10-K for the year ended December 31, 2002, and Roslyn's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, 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 [•].

	At or for the Six Months Ended		At or for the Year Ended December 31,				
	June 30,						
	2003	2002	2002	2001	2000	1999	1998
	(Unaudited)		(Dollars in thousands, except per share data)				
<b>Earnings Summary:</b>							
Interest income	\$ 290,732	\$ 292,445	\$ 602,290	\$ 561,915	\$ 539,822	\$ 527,766	\$ 546,744
Interest expense	158,586	157,943	324,216	341,690	342,131	315,194	343,804
Net interest income	132,146	134,502	278,074	220,225	197,691	212,572	202,940
Provision for loan losses	1,000	1,500	3,000	850	1,000		1,500
Net interest income after provision for loan losses	131,146	133,002	275,074	219,375	196,691	212,572	201,440
Non-interest income	21,593	22,975	53,705	32,160	6,218	25,618	34,912
Non-interest expense(1)	44,189	47,432	102,031	88,131	81,622	178,003	89,407
Income before income tax expense	108,550	108,545	226,748	163,404	121,287	60,187	146,945
Income tax expense	35,480	38,220	80,342	52,161	31,388	40,561	51,402
Net income	\$ 73,070	\$ 70,325	\$ 146,406	\$ 111,243	\$ 89,899	\$ 19,626	\$ 95,543
<b>Share Data:</b>							
Weighted average common shares outstanding (in thousands):							
Basic	73,356	79,969	79,025	85,704	93,747	108,078	108,902
Diluted	74,362	81,786	80,522	87,235	94,794	109,368	111,363
Basic earnings per common share(2):							
Net income	\$ 1.00	\$ 0.88	1.85	\$ 1.30	\$ 0.96	\$ 0.18	\$ 0.88
Diluted earnings per common share(2):							
Net income	0.98	0.86	1.82	1.28	0.95	0.18	0.86
Cash dividends paid per common share(2)							
	0.31	0.26	0.53	0.46	0.41	0.34	0.25
Book value per common share(2)							
	7.09	6.83	7.14	6.53	6.29	5.94	7.47
<b>Balance Sheet Summary:</b>							
Securities available-for-sale, net(3)	\$ 6,556,811	\$ 6,028,478	\$ 6,938,893	\$ 4,565,582	\$ 3,176,694	\$ 3,530,485	\$ 2,591,195
Loans receivable, net	3,558,177	3,405,433	3,168,322	3,706,524	4,087,678	3,911,314	3,705,674
Total assets	10,809,449	9,886,685	11,020,219	8,736,780	7,664,269	7,725,183	7,799,719
Total deposits	6,085,115	5,146,052	5,710,850	4,486,767	4,076,781	4,045,612	4,218,982
Stockholders' equity	537,919	571,329	576,514	568,968	580,714	637,659	853,366



Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

<b>Performance Ratios(4):</b>							
Return on average assets	1.28%	1.51%	1.47%	1.36%	1.20%	0.26%	1.22%
Return on average stockholders equity	26.51	24.96	25.22	18.29	15.78	2.56	11.20
Dividend payout	31.12	29.65	29.12	35.94	42.81	190.72	29.07
Average equity to average assets	4.84	6.04	5.81	7.42	7.61	9.97	10.90
Net interest margin(5)	2.41	2.99	2.89	2.78	2.69	2.82	2.66
Efficiency ratio(6)	27.95	29.47	28.54	32.07	31.56	32.14	40.79
<b>Asset Quality Ratio:</b>							
Allowance for loan losses to loans receivable	1.25%	1.24%	1.38%	1.10%	0.99%	1.04%	1.11%
Non-performing loans(7)	\$ 27,971	\$ 44,518	\$ 41,865	\$ 45,506	\$ 9,780	\$ 18,963	\$ 22,074
Non-performing loans to loans receivable(7)	0.79%	1.31%	1.33%	1.23%	0.24%	0.49%	0.61%
Non-performing assets to total assets	0.26	0.46	0.39	0.53	0.13	0.25	0.30

(1) Included for the six months ended June 30, 2003 and the years ended December 31, 2002, 2001 and 1999 are prepayment penalty charges related to financial liability repositioning of \$1.5 million, \$7.3 million, \$8.3 million and \$7.2 million, respectively. Included in 2000 is a \$12.0 million restructuring charge relating to the divestiture of Roslyn National Mortgage Corporation. Included in 1999 is \$89.2 million of merger related costs associated with the acquisition of T R Financial Corp. and a \$5.9 million restructuring charge in connection with an early retirement program for certain Roslyn employees.

**Table of Contents**

- (2) The data has been retroactively adjusted to reflect the 3-for-2 split distributed in the form of a stock dividend on August 22, 2001.
- (3) Includes securities having an amortized cost of \$1.27 billion that were transferred from held-to-maturity to available-for-sale in 1999.
- (4) Selected financial ratios are end of year ratios, with the exception of all ratios that are based on average balances during the indicated year.
- (5) The net interest margin represents net interest income as a percent of average interest-earning assets. Net interest income also includes the effect of Roslyn's payment of a special interest payment of 5% and 15% of the interest paid on savings and NOW accounts for the years ended December 31, 1999 and 1998, respectively. Additionally, such special interest payment was not paid on T R Financial Corp. accounts. No such special interest payment was paid in 2003, 2002, 2001 or 2000.
- (6) The efficiency ratio represents the ratio of general and administrative expenses, divided by the sum of net interest income and non-interest income, adjusted for securities gains or losses, gains on sales of fixed assets and servicing impairment provisions.
- (7) Non-performing loans consist of all non-accrual loans and loans contractually past due 90 days or more and still accruing. It is Roslyn's policy generally to cease accruing interest on all loans contractually past due 90 days or more.

**Table of Contents****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 joint proxy/prospectus. The table sets forth the information as if the merger had become effective on June 30, 2003, 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. 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 Roslyn 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 [•] and **PRO FORMA FINANCIAL INFORMATION** on page [•].

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.

	<b>As of</b>	
	<b>June 30, 2003</b>	
<b>Selected Statement of Financial Condition Data:</b>		
Total assets		\$ 21,043,229
Securities available-for-sale, net		7,343,885
Securities held-to-maturity		1,352,231
Loans and investments in real estate held-for-sale, net		5,969
Loans receivable, net		9,378,748
Deposits		11,221,962
Borrowed funds(1)		6,655,314
Stockholders' equity		2,920,612
	<b>For the</b>	
	<b>Six Months Ended</b>	<b>For the Twelve</b>
	<b>June 30, 2003</b>	<b>Months Ended</b>
		<b>December 31, 2002</b>
<b>Selected Statements of Income Data:</b>		
Interest income	\$ 529,511	\$ 1,021,586
Interest expense	164,063	336,967
Net interest income	365,448	684,619
Provision for loan losses	1,000	3,000
Net interest income after provision for loan losses	364,448	681,619
Other operating income	81,713	155,525
Non-interest expense	119,628	250,223

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Income before income tax expense	326,533	586,921
Income tax expense	106,793	196,186
Net income	\$ 219,740	\$ 390,736
<b>Weighted Average Common Shares:</b>		
Basic	191,422,661	192,540,373
Diluted	193,960,334	194,289,665

**Table of Contents**

	At or for the Six Months Ended <u>June 30, 2003</u>	At or for the Twelve Months Ended <u>December 31, 2002</u>
<b>Per Common Share Data(2):</b>		
Basic earnings	\$ 1.15	\$ 2.03
Diluted earnings	1.13	2.01
Cash dividends declared	0.40	0.57
Book value	15.30	N/A
<b>Selected Financial Ratios(2):</b>		
Return on average assets(3)	2.20%	1.95%
Return on average stockholders' equity(4)	25.41	22.59
Stockholders' equity to total assets	13.88	N/A
General and administrative expense to average assets(5)	1.20	1.25
Efficiency ratio(6)	26.75	29.78

- (1) Borrowed Funds includes \$1,917,596,000 in Federal funds purchased and securities sold under agreements to repurchase; \$589,300,000 in other short-term borrowings; and \$4,085,418,000 in long-term debt.
- (2) 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, 2002 and for the six months ended June 30, 2003 and data relating to the pro forma combined condensed consolidated statement of financial condition at June 30, 2003. Return on average assets and return on average stockholders' equity for the periods presented were calculated assuming the merger was consummated on December 31, 2002.
- (3) Calculated by dividing pro forma net income by pro forma average assets at the end of the period reported.
- (4) Calculated by dividing pro forma net income by pro forma average stockholders' equity at the end of the period reported.
- (5) Calculated by dividing pro forma general and administrative expense by pro forma assets at the end of the period reported.
- (6) Efficiency ratio represents pro forma operating expense divided by the sum of pro forma net interest income plus other pro forma operating income.

**Table of Contents****COMPARATIVE PER SHARE DATA**

The following table sets forth for New York Community common stock and Roslyn 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 assume that the merger is accounted for using the purchase method of accounting. See **ACCOUNTING TREATMENT** on page [●]. 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 [●] and **PRO FORMA FINANCIAL INFORMATION** on page [●].

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		Pro Forma Combined	Per Equivalent Roslyn Share(2)
	Community	Roslyn		
	<u>Historical(1)</u>	<u>Historical</u>		
<b>Net income for the twelve months ended December 31, 2002:</b>				
Basic	\$ 1.69	\$ 1.85	\$ 2.03(3)	\$ 1.52
Diluted	1.67	1.82	2.01(3)	1.51
<b>Net income for the six months ended June 30, 2003:</b>				
Basic	1.03	1.00	1.15	0.86
Diluted	1.01	0.98	1.13	0.85
<b>Cash Dividends Declared:</b>				
For the twelve months ended December 31, 2002	0.57	0.53	0.57(4)	0.43
For the six months ended June 30, 2003	0.40	0.31	0.40(4)	0.30
<b>Book Value:</b>				
As of December 31, 2002	9.73	7.14		
As of June 30, 2003	9.89	7.09(5)	15.30	11.47

- (1) Amounts have been restated to reflect the shares issued pursuant to the 4-for-3 stock split on May 21, 2003.
- (2) Per equivalent Roslyn share is pro forma combined multiplied by 0.75.
- (3) 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 Roslyn and dividing the resulting amount by the average pro forma shares of New York Community and Roslyn giving effect to the merger. The average pro forma shares of New York Community and Roslyn reflect New York Community's historical basic and diluted shares, plus historical basic and diluted average shares of Roslyn as adjusted for an exchange ratio of 0.75 of a share of New York Community common stock for each share of Roslyn 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 the merger.
- (4) Pro forma cash dividends represents the New York Community historical amount.
- (5) Roslyn historical book value per share as of June 30, 2003, as adjusted for the exchange ratio of 0.75 of a share of New York Community common stock for each share of Roslyn common stock, is \$5.32. For a description of the adjustment, see Note B to Notes to Unaudited Pro Forma Combined Condensed Consolidated Financial Statements, December 31, 2002 and June 30, 2003.



**Table of Contents**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This document contains or incorporates by reference a number of forward-looking statements regarding the financial condition, results of operations and business of New York Community and Roslyn, 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 plan, believe, expect, intend, anticipate, estimate, project, or other similar expressions.

The ability of New York Community and Roslyn to predict results or the actual effects of its plans and strategies is inherently uncertain. Accordingly, actual results may differ materially from anticipated results. 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:

difficulties in obtaining required stockholder and regulatory approvals;

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;

legislative or regulatory changes;

changes in 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;

a materially adverse change in the financial condition of New York Community or Roslyn;

the level and timeliness of realization, if any, of expected cost savings from the merger;

difficulties related to the consummation of the merger and the integration of the businesses of New York Community and Roslyn;

difficulties in effecting the proposed restructuring;

lower than expected revenues following the merger; and



## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

other economic, competitive, governmental, regulatory, geopolitical, and technological factors affecting operations, pricing and services.

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. Roslyn 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 Roslyn 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, New York Community and Roslyn undertake no obligation to update such forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

**Table of Contents**

**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 adopt the merger agreement and approve the proposed action to increase the amount of authorized common stock.**

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 [•], 2003, at [•], local time, at [•].

**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 and to vote on a proposal to amend the New York Community certificate of incorporation to increase the amount of New York Community common stock authorized for issuance from 300 million to 600 million. The increase in New York Community's authorized shares of common stock is not necessary to complete the merger.

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, or vote by telephone or the internet as described below under "Voting by Telephone or the Internet," in order to ensure that your vote is counted at the New York Community special meeting, or at 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. If you have not voted through your broker, you may revoke your proxy 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:

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

New York Community Bancorp, Inc.

615 Merrick Avenue

Westbury, New York 11590

Attention: Mark A. Ricca

Corporate Secretary

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

## **Table of Contents**

adoption of the merger agreement and the proposed action to increase the amount of authorized common stock. 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 at 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 and the proposed action to increase the amount of authorized common stock 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 \$[•] 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 [•], 2003 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, [•] shares of New York Community common stock were outstanding, held by approximately [•] 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. An unvoted proxy submitted by a broker is sometimes referred to as a broker non-vote.

Adoption of the merger agreement and approval of the proposed action to increase the amount of authorized common stock 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 or the proposed action to increase the amount of authorized common stock, the failure to vote by proxy or in person will have the same effect as a vote *against* the merger agreement or the proposed action to increase the amount of authorized common stock. Abstentions and broker non-votes also will have the same effect as a vote against the merger or the proposed action to increase the**

## **Table of Contents**

**amount of authorized common stock. 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, or to vote by telephone or the internet.**

As of the record date:

Directors and executive officers of New York Community and their affiliates had the right to vote [•] shares of New York Community common stock, or [•]% of the New York Community common stock outstanding on that date.

Directors and executive officers of Roslyn and their affiliates, including Roslyn (excluding the shares subject to the New York Community stock option described in THE STOCK OPTION AGREEMENTS on page [•]), had the right to vote [•] shares of New York Community common stock, or [•]% 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 proposed action to increase the amount of authorized common stock 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 and the proposed action to increase the amount of authorized common stock.

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

## **Attending the Meeting**

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 plan 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 [●], 2003.

**Voting by Telephone or the Internet**

Many stockholders of New York Community 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 New York Community's stock records in your name or in the name of a brokerage firm or bank. New York Community stockholders should check their proxy card or the voting instructions forwarded by their broker, bank or other holder of record to see which options are available.

**Table of Contents**

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 will be borne by the stockholder.

New York Community holders of record may submit their proxies:

by telephone, by calling the toll-free number [•] and following the recorded instructions; or

through the internet, by visiting a website established for that purpose at [•] and following the instructions.



**Table of Contents**

**THE ROSLYN SPECIAL MEETING**

**This section contains information from Roslyn for Roslyn 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 Roslyn special meeting and a form of proxy that is solicited by our board of directors. The special meeting will be held on [•], 2003 at [•], local time, at [•].

**Matters to Be Considered**

The purpose of the Roslyn 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 Roslyn special meeting. You also may be asked to vote upon a proposal to adjourn or postpone the Roslyn 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 Roslyn 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, or vote by telephone or the internet as described below under

Voting by Telephone or the Internet, to ensure that your vote is counted at the Roslyn special meeting, or at any adjournment or postponement thereof, regardless of whether you plan to attend the Roslyn special meeting. You can revoke your proxy at any time before the vote is taken at the Roslyn special meeting. If you have not voted through your broker, you may revoke your proxy by:

submitting written notice of revocation to the Corporate Secretary of Roslyn prior to the voting of such proxy,

submitting a properly executed proxy, 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:

Roslyn Bancorp, Inc.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

One Jericho Plaza

Jericho, New York 11753-8905

Attention: R. Patrick Quinn

Corporate Secretary

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

## **Table of Contents**

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

### **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 Roslyn 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 [•] to assist us in soliciting proxies and have agreed to pay them \$[•] 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 Roslyn stockholders, either personally or by telephone, telegram, facsimile or letter.

### **Record Date**

The Roslyn board of directors has fixed the close of business on [•], 2003 as the record date for determining the Roslyn stockholders entitled to receive notice of and to vote at the Roslyn special meeting. At that time, [•] shares of Roslyn common stock were outstanding, held by approximately [•] 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 Roslyn common stock is necessary to constitute a quorum at the Roslyn special meeting. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present. 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 Roslyn common stock entitled to vote at the Roslyn special meeting. You are entitled to one vote for each share of Roslyn common stock you held as of the record date. However, Roslyn'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 Roslyn 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 Roslyn common stock entitled to vote at the Roslyn 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 Roslyn board of directors urges Roslyn stockholders to complete, date, and sign the accompanying proxy card and return it promptly in the enclosed postage-paid envelope or to vote by telephone or the internet.**

As of the record date:

Directors and executive officers of Roslyn and their affiliates had the right to vote [•] shares of Roslyn common stock, or [•]% of the outstanding Roslyn 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 Roslyn stock option described in THE STOCK OPTION AGREEMENTS on page [•]), had the right to vote [•] shares of Roslyn common stock, or [•]% of the outstanding Roslyn common stock at that date.

## **Table of Contents**

### **Recommendation of the Board of Directors**

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

See THE MERGER Roslyn's Reasons for the Merger; Recommendation of Roslyn's Board of Directors on page [•] for a more detailed discussion of the Roslyn board of directors' recommendation.

### **Attending the Meeting**

If you want to vote your shares of Roslyn 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 Roslyn's and The Roslyn Savings Bank's Benefit Plans**

If you are a participant in The Roslyn Savings Bank Employee Stock Ownership Plan, the Roslyn Bancorp, Inc. 1997 Stock-Based Incentive Plan or the Roslyn Bancorp, Inc. 2001 Stock-Based Incentive Plan, or if you hold shares through The Roslyn Savings Bank 401(k) 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 Roslyn common stock allocated to his or her plan 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 [•].

### **Voting by Telephone or the Internet**

Many stockholders of Roslyn 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 Roslyn's stock records in your name or in the name of a brokerage firm or bank. Roslyn stockholders should check their proxy card or the 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 will be borne by the stockholder.

Roslyn holders of record may submit their proxies:

by telephone, by calling the toll-free number [•] and following the recorded instructions; or

through the internet, by visiting a website established for that purpose at [•] and following the instructions.

**Table of Contents**

**INFORMATION ABOUT THE COMPANIES**

*New York Community Bancorp, Inc.*

*615 Merrick Avenue*

*Westbury, New York 11590*

*(516) 683-4100*

New York Community Bancorp, Inc. is the parent holding company for New York Community Bank. New York Community Bank is a New York State-chartered savings bank whose deposits are insured by the Bank Insurance Fund, as administered by the Federal Deposit Insurance Corporation. New York Community Bank operates through 55 traditional and 54 in-store branch offices in New York City, Long Island, Westchester County and New Jersey, and a public accommodation office in Richmond County.

New York Community Bank's principal business consists of attracting retail deposits from the general public and investing those deposits, together with borrowings and funds generated from operations, into the origination of mortgage loans on multi-family properties. In addition, the Bank originates one- to four-family, commercial real estate, construction, and other loans within its local markets, and invests in mortgage-backed and other investment securities. New York Community Bank also generates revenues through the sale of third-party investment products and from retail banking fees.

New York Community Bank is subject to regulation and supervision by the New York State Banking Department, its chartering agency, and by the Federal Deposit Insurance Company. As the holding company for New York Community Bank, New York Community is a bank holding company subject to regulation and supervision by the Board of Governors of the Federal Reserve System.

New York Community routinely evaluates opportunities to expand through merger or acquisition, and frequently conducts due diligence activities in connection with such opportunities. As a result, merger or acquisition discussions and, in some cases, negotiations may take place in the future, and mergers and acquisitions involving cash, debt or equity securities may occur. The impact of a merger or an acquisition would likely be reflected in New York Community's financial condition and results of operations.

Additional information about New York Community and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See [Where You Can Find More Information](#) on page [•].

*Roslyn Bancorp, Inc.*

*One Jericho Plaza*

*Jericho, New York 11753*

*(516) 942-6000*

Roslyn Bancorp, Inc. is the parent holding company for The Roslyn Savings Bank. The Roslyn Savings Bank is a New York State-chartered savings bank whose deposits are insured by the Bank Insurance Fund, as administered by the Federal Deposit Insurance Company. The Roslyn Savings Bank operates through 37 full service branches throughout Nassau and Suffolk counties on Long Island and the New York City boroughs of Brooklyn, Queens and The Bronx.

The Roslyn Savings Bank's principal business consists of accepting retail deposits from the general public in the areas surrounding its branch offices and investing those deposits, together with funds generated from operations and borrowings, primarily in commercial real estate, multi-family and construction loans, mortgage-backed and mortgage related securities, various debt and equity securities and, to a lesser extent, home equity, consumer and student loans. The Roslyn Savings Bank's revenues are derived principally from the interest income generated by its investment securities, mortgage, commercial and consumer loans and, to a lesser extent, from retail banking fees.



**Table of Contents**

The Roslyn Savings Bank also derives other non-interest revenues from the sale of non-deposit products and the increase in the cash surrender value of its Bank Owned Life Insurance policy. The Roslyn Savings Bank's sister companies derive non-interest revenue primarily from joint venture real estate development activities. The Roslyn Savings Bank's primary sources of funds are deposits, borrowings and principal and interest payments on loans and securities.

The Roslyn Savings Bank is subject to regulation and supervision by the New York State Banking Department, its chartering agency, and by the Federal Deposit Insurance Company. As the holding company for The Roslyn Savings Bank, Roslyn has elected to be a savings and loan holding company subject to regulation and supervision by the Office of Thrift Supervision.

Additional information about Roslyn and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See "Where You Can Find More Information" on page [•].

## **Table of Contents**

### **THE MERGER**

*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 Roslyn and the circumstances surrounding the merger. The next sections of this document, entitled **THE MERGER AGREEMENT** on pages [•] through [•] and **THE STOCK OPTION AGREEMENTS** on pages [•] through [•], 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 Roslyn special meeting, Roslyn 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 Roslyn 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 Roslyn stockholders in connection with the solicitation of proxies by the boards of directors of New York Community and Roslyn 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 Roslyn with and into New York Community. New York Community will be the surviving corporation. Immediately following the consummation of the merger, New York Community Bank and The Roslyn Savings Bank will merge, with The Roslyn Savings Bank becoming a division of New York Community Bank. New York Community and Roslyn may alter the method of effecting the combination of the companies, provided that such change does not alter or change the number of shares of New York Community common stock into which shares of Roslyn common stock will be converted, adversely affect the tax treatment of New York Community or Roslyn pursuant to the merger, or materially impede or delay consummation of the merger.

Upon completion of the merger, Roslyn stockholders will receive 0.75 of a share of New York Community common stock for each share of Roslyn common stock that they hold immediately prior to the merger. 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. Roslyn 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.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

As a result of the merger, New York Community stockholders immediately prior to the merger will own approximately 70%, and Roslyn stockholders immediately prior to the merger will own approximately 30%, 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 June 27, 2003 and the number of shares of Roslyn common stock issued and outstanding as of June 27, 2003.

## **Table of Contents**

New York Community will account for the merger as a purchase for financial reporting purposes. The merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code for federal income tax purposes, and it is a condition to our respective obligations to complete the merger that New York Community and Roslyn each receive a legal opinion to that effect.

### **Background of the Merger**

The management of Roslyn periodically has explored and assessed, and has discussed with the Roslyn board of directors, strategic options for Roslyn, including strategies to grow Roslyn's business through business and marketing initiatives and through targeted acquisitions of other financial institutions. These strategic discussions also included the possibility of business combinations involving Roslyn and larger or similar sized financial institutions, particularly in view of the increasing competition, continuing consolidation and other developments in the financial services industry. In this regard, the management of Roslyn has from time to time communicated informally with representatives of other financial institutions regarding their respective companies' strategic direction. Some of these informal discussions included general discussions regarding the potential merits of a business combination or other strategic transaction, but none of these discussions proceeded beyond the exploratory stage.

As New York Community has publicly stated, it routinely evaluates opportunities to expand through mergers and acquisitions. As a result, its management routinely has discussions with third parties about possible merger or acquisition transactions.

The management teams of New York Community and Roslyn have been familiar with each other for many years as a result of frequent business interactions involving their institutions, participation in financial services industry professional organizations and community service endeavors. From time to time, Joseph R. Ficalora and Joseph L. Mancino, the chief executive officers of New York Community and Roslyn, as well as members of their respective management teams, have met and have had informal discussions regarding the possibility of a strategic combination involving the two companies. These discussions included consideration of the potential fit between their companies, the potential strategic benefits that a combination might offer and the possible terms of a transaction, as well as related issues.

On May 8, 2003, New York Community and Roslyn entered into a customary confidentiality agreement and thereafter engaged in limited due diligence activities from time to time. On May 14, 2003, Mr. Mancino met with members of the Roslyn board of directors at a board meeting, where it was agreed that Mr. Mancino and members of the Roslyn management team should continue to explore the possibility of a combination with New York Community but at the same time contact other financial institutions regarding their interest in a possible combination. Thereafter, Roslyn's financial advisors contacted other financial institutions concerning their potential interest in a business combination with Roslyn. Certain of these institutions gave non-binding preliminary indications of interest, including New York Community which provided its indication of interest during the late evening of June 20, 2003. Roslyn, and its legal and financial advisors, subsequently held a series of discussions and negotiations regarding these indications.

On June 24, 2003, the Roslyn board of directors held a special meeting. Mr. Mancino and other members of senior management, together with Roslyn's financial and legal advisors, reviewed the proposed merger with New York Community, the indications of interest received from the other financial institutions and the Roslyn board's prior discussions of strategic alternatives for Roslyn. Management and its advisors discussed with the Roslyn board of directors the fact that, as the board had previously discussed in other board meetings, size and diversification beyond the level Roslyn believed to be reasonably achievable on an independent basis was becoming increasingly important to continued success in the current financial services environment. At such meeting, the Roslyn board authorized its

## Table of Contents

management to pursue a merger with New York Community on the basis of the proposal, which the Roslyn board determined would best meet the company's strategic goals.

On June 24, 2003, the New York Community board of directors held a regularly scheduled meeting at which the terms and details of the proposal were presented to the board and discussed. At such meeting, the New York Community board authorized its management to pursue a merger with Roslyn on the basis of the proposal.

Following the June 24 meetings, New York Community and Roslyn worked to complete their respective due diligence investigations and to negotiate the definitive agreements for the transaction.

On June 26, 2003, the New York Community board of directors held a special meeting at which New York Community's senior management presented to the board the proposed definitive transaction agreements. Representatives of Citigroup Global Markets Inc. made a presentation on the fairness of the proposed transaction to New York Community from a financial perspective. The full text of the Citigroup Global Markets Inc. opinion is attached as Appendix D to this joint proxy statement/prospectus. Representatives of Sullivan & Cromwell LLP reviewed with, and made a detailed presentation to, the New York Community board of directors on the proposed definitive transaction agreements and the board of directors' fiduciary obligations in the context of a merger involving New York Community and Roslyn. 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 related arrangements and instructed New York Community's President and Chief Executive Officer to execute the merger agreement and related documents on New York Community's behalf.

On June 26, 2003, the Roslyn board of directors held another special meeting to review and discuss the proposed merger, the proposed definitive transaction agreements and the results of the due diligence investigation of New York Community. Mr. Mancino also reviewed the course of discussions with New York Community and outlined the strategic rationale for the proposed merger, including the ability of Roslyn's stockholders to participate in one of the best performing financial institutions, the ability to combine the relative strengths of the two institutions and other matters discussed below under Roslyn's Reasons for the Merger.

At the June 26, 2003 meeting, the Roslyn board of directors also reviewed with Wachtell, Lipton, Rosen & Katz, special counsel to Roslyn, the terms of the proposed definitive transaction- and employment-related agreements and the legal and fiduciary standards applicable to its decision to approve the agreements and the transactions contemplated by the agreements. Representatives of Sandler O'Neill & Partners, L.P. and Goldman, Sachs & Co. then discussed financial information regarding New York Community and the proposed merger. The discussions covered a range of matters, including the key financial terms of the proposed merger, review of relevant business and financial information regarding the two companies, historical stock price performance, valuation methodologies and analyses and the other matters set forth in Opinions of Roslyn's Financial Advisors. After this discussion, each of Sandler O'Neill and Goldman Sachs delivered its oral opinion (later confirmed in writing) that, as of the date of the opinion, and based on and subject to the assumptions, qualifications and limitations set forth in its opinion, the exchange ratio pursuant to the merger agreement was fair to the holders of shares of Roslyn common stock from a financial point of view. The full text of the Sandler O'Neill and Goldman Sachs opinions are attached as Appendices E and F to this joint proxy statement/prospectus.

After additional discussions and questions, the Roslyn board of directors determined that the transactions contemplated by the agreements were fair to, and in the best interests of, Roslyn and its stockholders. The Roslyn board of directors then voted unanimously to approve the merger agreement, the stock option agreements and the related transaction documents, and instructed Roslyn's Vice Chairman, President and Chief Executive Officer to execute the merger agreement and related documents on Roslyn's behalf.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

On June 27, 2003, New York Community and Roslyn executed the merger agreement and the stock option agreements, and announced the transaction by a joint press release before the beginning of trading on the New York Stock Exchange and the Nasdaq National Market, respectively.

## **Table of Contents**

### **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:

Its understanding of New York Community's business, operations, financial condition, earnings and prospects and of Roslyn's business, operations, financial condition, earnings and prospects, taking into account New York Community's due diligence review of Roslyn;

The complementary aspects of the New York Community and Roslyn businesses, including New York Community's strength in loan origination and Roslyn's strength in deposit accumulation, the compatible loan mix of New York Community and Roslyn and the common operating philosophies, shared systems platforms and services provider and integration expertise of New York Community and Roslyn;

The current and prospective environment in which New York Community and Roslyn operate, including national and local economic conditions, the competitive environment for thrifts and other financial institutions generally, the trend toward consolidation in the financial services industry and the likely effect of these factors on New York Community's potential growth, development, productivity and profitability;

The New York Community board of directors' belief that a combination with Roslyn would allow New York Community stockholders to participate in a combined company that would be the largest community bank in the New York metropolitan region in terms of market capitalization and total assets with the lowest efficiency ratio and that the combined company would have better future prospects than New York Community was likely to achieve on a stand-alone basis;

The review by the New York Community board of directors with its legal and financial advisors of the structure of the merger and the financial and other terms of the merger and stock option agreements, including the exchange ratio and the expectation that the merger will qualify as a transaction of a type that is generally tax-free for U.S. federal income tax purposes;

The fact that synergies expected from the merger should result in expense savings. In making this determination, fully phased-in annual pre-tax expense reductions of \$30.8 million, comprised of \$22.0 million of operating expense savings (representing an estimated 10% of the combined company's operating expenses) and \$8.8 million of Roslyn'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 Roslyn. Based on an expected fourth quarter 2003 closing, these cost saving actions are expected to be fully realized in the year 2004.

The fact that the merger is expected to be accretive to fully diluted earnings per share in 2004 under current generally accepted accounting principles rules.

The fact that the complementary nature of the respective customer bases, business products and skills of New York Community and Roslyn should result in enhanced revenue opportunities as products are cross-marketed and distributed over broader customer bases. Management of New York Community and Roslyn anticipate future revenue enhancement initiatives, however, at this time, no amounts were considered in the projected benefits of the merger.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The fact that Roslyn's and New York Community's branch franchises operate principally in the same geographic markets, which it believed to present a desirable strategic opportunity for expansion of its existing presence and market share. In particular, the board considered that:



**Table of Contents**

the combination of the two businesses will provide New York Community with broader coverage in its traditional market, the greater New York metropolitan area; and

the resulting institution's branch network and franchise would be concentrated in one of the most affluent and populous regions in the country.

The challenges of combining the businesses, assets and workforces of the two companies, which could impact the post-merger success of the combined company, in light of New York Community's and Roslyn's past experience in integrating transactions. In this regard, the board evaluated several key factors, including:

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 Roslyn and the fact that very few branches, if any, are expected to be closed;

that the combined company would benefit from the strong management teams of each of New York Community and Roslyn and that, because a number of key senior management positions for the combined company had already been decided, management would be better able to focus on integration early in the process; and

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 and the successful merger with Richmond County Financial Corp. in 2001.

The ability of New York Community to retain continuity of management and of corporate structure, including retention of the current board of directors and current executive officers, as well as its governing documents, and to create a company with increased management depth.

The future ability of New York Community to restructure the pro forma balance sheet of the combined company by downsizing its securities portfolio and utilizing the resulting proceeds to retire borrowings and buy back stock.

The reports of management and outside advisors concerning the operations, financial condition and prospects of Roslyn.

The historical and current market prices of New York Community common stock and Roslyn common stock.

The financial information and analyses presented by Citigroup Global Markets Inc. to the New York Community board of directors, and the opinion delivered to the New York Community board of directors by Citigroup Global Markets Inc., to the effect that, as of the date of its opinion, the 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

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

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

## **Table of Contents**

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 weights 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 Opinion of Citigroup Global Markets Inc. to New York Community on page [●]. 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 [●].

**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.**

### **Roslyn's Reasons for the Merger; Recommendation of Roslyn's Board of Directors**

The Roslyn board of directors believes that the merger is in the best interests of Roslyn and its stockholders. The Roslyn board of directors therefore has unanimously approved the merger agreement and the stock option agreements and unanimously recommends that the Roslyn stockholders vote **FOR** approval and adoption of the merger agreement.

In reaching its decision to approve and recommend the merger agreement, the Roslyn board of directors, with advice from Roslyn management and financial and legal advisors, considered a number of factors, including the following material factors:

The Roslyn board of directors' understanding of Roslyn's business, operations, financial condition, earnings and prospects and of New York Community's business, operations, financial condition, earnings and prospects, taking into account Roslyn's due diligence review of New York Community;

The complementary aspects of the Roslyn and New York Community businesses, including Roslyn's strength in deposit accumulation and New York Community's strength in loan origination, the compatible loan mix of Roslyn and New York Community and the common operating philosophies, systems platforms and integration expertise of Roslyn and New York Community;

The fact that the complementary nature of the respective customer bases, business products and skills of Roslyn and New York Community should result in enhanced revenue opportunities as products are cross-marketed and distributed over broader customer bases. Management of Roslyn and New York Community anticipate future revenue enhancement initiatives, however, at this time, no amounts were considered in the projected benefits of the merger;

The Roslyn board of directors' belief that a combination with New York Community would allow Roslyn stockholders to participate in a combined company that would be the largest community bank in the New York metropolitan region in terms of market capitalization and total assets with the lowest efficiency ratio and that the combined company would have better future prospects than Roslyn was likely to achieve on a stand-alone basis;

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The fact that Roslyn's and New York Community's branch franchises operate principally in the same geographic markets, which it believed to present a desirable strategic opportunity for expansion of its existing presence and market share. In particular, the board considered that:

the combination of the two business will provide the combined company with broader coverage in its traditional market, the greater New York metropolitan area; and

**Table of Contents**

the resulting institution's branch network and franchise would be concentrated in one of the most affluent and populous regions in the country.

The presentation by senior members of Roslyn management regarding the strategic advantages of combining with New York Community, including the potential for stockholder value appreciation and the opportunities that the merger could present for costs savings and enhanced revenue opportunities;

The current and prospective environment in which Roslyn and New York Community operate, including national and local economic conditions, the competitive environment for thrifts and other financial institutions generally, the trend toward consolidation in the financial services industry and the likely effect of these factors on Roslyn's potential growth, development, productivity and profitability;

The financial information and analyses presented by Sandler O'Neill and Goldman Sachs to the Roslyn board of directors, and the opinions delivered to the Roslyn board of directors by Sandler O'Neill and Goldman Sachs, to the effect that, as of the date of their opinions, and based on and subject to the assumptions, qualifications and limitations described in such opinions, the exchange ratio is fair, from a financial point of view, to Roslyn stockholders;

The review by the Roslyn board of directors with its legal and financial advisors of the structure of the merger and the financial and other terms of the merger and stock option agreements, including the exchange ratio, the reciprocal stock option agreements and the expectation that the merger will qualify as a transaction of a type that is generally tax-free for U.S. federal income tax purposes;

The likelihood that the merger would be consummated, given the regulatory and other approvals required in connection with the merger and the experience of New York Community and Roslyn in prior merger transactions;

The continued representation of Roslyn directors in the combined company as described under Interests of Roslyn's Directors and Officers in the Merger that Differ From Your Interests Roslyn Director Representation through the appointment of five members of the Roslyn board of directors to the New York Community board of directors and the appointment of Joseph L. Mancino as one of the Co-Chairmen of the New York Community board of directors and the increased management depth of the combined company;

The challenges of combining the businesses, assets and workforces of the two companies, which could impact the post-merger success of the combined company, in light of New York Community's and Roslyn's past experience in integrating transactions;

The risk that the stock option agreement would limit Roslyn's ability to pursue or support competing acquisition proposals;

The fact that some of Roslyn's directors and executive officers have interests in the merger that are in addition to their interests as Roslyn stockholders, which have the potential to influence such directors' and officers' views and actions in connection with the merger proposal. See Interests of Roslyn's Directors and Officers in the Merger that Differ From Your Interests on page [●];

The future ability of the combined company to restructure its pro forma balance sheet by downsizing its securities portfolio and utilizing the resulting proceeds to retire borrowings and buy back stock; and

The fact that the combined company 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.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The Roslyn 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.

## **Table of Contents**

The foregoing discussion of the information and factors considered by the Roslyn board of directors is not exhaustive, but includes all material factors considered by the Roslyn board of directors. In view of the wide variety of factors considered by the Roslyn board of directors in connection with its evaluation of the merger and the complexity of such matters, the Roslyn 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 Roslyn board of directors conducted a discussion of the factors described above, including asking questions of Roslyn's management and Roslyn's legal and financial advisors, and reached general consensus that the merger was in the best interests of Roslyn and Roslyn stockholders. In considering the factors described above, individual members of the Roslyn board of directors may have given different weights to different factors. The Roslyn 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 Roslyn's Financial Advisors on page [•]. It should be noted that this explanation of the Roslyn 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 [•].

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

## **Opinions of Financial Advisors**

New York Community engaged Citigroup Global Markets Inc. as its financial advisor and Roslyn engaged Sandler O'Neill & Partners, L.P. and Goldman, Sachs & Co. as its financial advisors in connection with the merger based on their experience and expertise. Citigroup Global Markets Inc., Sandler O'Neill & Partners, L.P. and Goldman, Sachs & Co. are internationally recognized investment banking firms that have substantial experience in transactions similar to the merger.

## **Opinion of Citigroup Global Markets Inc. to New York Community**

Citigroup Global Markets Inc. was retained to act as financial advisor to New York Community in connection with a potential combination transaction with Roslyn. Pursuant to Citigroup Global Markets' letter agreement with New York Community, dated May 30, 2003, Citigroup Global Markets rendered an opinion to the New York Community board of directors on June 26, 2003, to the effect that, based upon and subject to the considerations and limitations set forth in the opinion, Citigroup Global Markets' work described below and other factors it deemed relevant, as of that date, the exchange ratio in the proposed merger was fair, from a financial point of view, to New York Community.

The full text of Citigroup Global Markets' 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 Citigroup Global Markets' opinion set forth below is qualified in its entirety by reference to the full text of the opinion. **You are urged to read Citigroup Global Markets' opinion carefully and in its entirety.**

In arriving at its opinion, Citigroup Global Markets reviewed a draft dated June 26, 2003 of the merger agreement. Citigroup Global Markets also held discussions with certain senior officers and other representatives and advisors of New York Community and Roslyn concerning the business, operations and prospects of New York Community and Roslyn. Citigroup Global Markets examined certain publicly available business and financial information relating to New York Community and Roslyn. Citigroup Global Markets also reviewed certain financial forecasts and

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

other information and data relating to New York Community and Roslyn that were provided to or otherwise discussed with Citigroup Global Markets by the managements of New York Community



**Table of Contents**

and Roslyn, including information regarding certain strategic implications and operational benefits anticipated by management to result from the merger. Citigroup Global Markets reviewed the financial terms of the merger as set forth in the merger agreement in relation to, among other things:

current and historical market prices and trading volumes of New York Community common stock and Roslyn common stock;

historical and projected earnings and other operating data for New York Community and Roslyn; and

historical and projected capitalization and financial condition of New York Community and Roslyn.

Citigroup Global Markets also considered, to the extent publicly available, the financial terms of certain other similar transactions that Citigroup Global Markets considered relevant in evaluating the exchange ratio in the merger and analyzed certain financial, stock market and other publicly available information relating to the businesses of other companies whose operations Citigroup Global Markets considered relevant in evaluating those of New York Community and Roslyn. Citigroup Global Markets also evaluated the pro forma financial impact of the transaction on New York Community. In addition to the foregoing, Citigroup Global Markets conducted such other analyses and examinations and considered such other information and financial, economic and market criteria as Citigroup Global Markets deemed appropriate in arriving at its opinion.

In rendering its opinion, Citigroup Global Markets assumed and relied, without independent verification, upon the accuracy and completeness of all financial and other information and data furnished to or otherwise reviewed by or discussed with it. With respect to financial forecasts and other information and data provided to or otherwise reviewed by or discussed with it, Citigroup Global Markets was advised by the managements of New York Community and Roslyn that such forecasts and other information and data had been reasonably prepared on bases reflecting the best currently available estimates and judgments of the managements of New York Community and Roslyn as to the future financial performance of New York Community and Roslyn, and the strategic implications and operational benefits anticipated to result from the merger. Citigroup Global Markets expressed no view with respect to such forecasts and other information and data or the assumptions on which they were based. Citigroup Global Markets did not make and was not provided with an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of New York Community or Roslyn nor did it make any physical inspection of the properties or assets of New York Community or Roslyn. Citigroup Global Markets assumed that the merger will be treated as a tax-free reorganization for federal income tax purposes. Citigroup Global Markets informed the board of directors of New York Community that Citigroup Global Markets is not expert in the evaluation of loan or lease portfolios for purposes of assessing the adequacy of the allowances for losses with respect thereto, and Citigroup Global Markets did not make an independent evaluation of the adequacy of such allowances of New York Community or Roslyn. For purposes of its opinion, Citigroup Global Markets assumed that the allowances for such losses for each of New York Community and Roslyn are adequate to cover such losses. Citigroup Global Markets assumed, and had been advised by New York Community, that the final terms of the merger agreement would not vary materially from those set forth in the draft reviewed by Citigroup Global Markets. It also was assumed by Citigroup Global Markets, with the consent of New York Community, that the merger will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals and consents for the merger, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on New York Community, Roslyn or the contemplated benefits of the merger.

Citigroup Global Markets' opinion relates only to the relative values of New York Community and Roslyn. Citigroup Global Markets did not express any opinion as to what the value of the New York Community common stock actually will be when issued in the merger or the price at which it will trade subsequent to the merger. Citigroup Global Markets was not requested to consider, and its 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. Citigroup Global Markets' opinion necessarily was based on information available to it, and financial, stock market and other conditions and circumstances existing and disclosed to it as of the date of its opinion.



**Table of Contents**

**Citigroup Global Markets advisory services and opinion were provided for the information of the New York Community board of directors in its evaluation of the merger and do not constitute a recommendation to any stockholder as to how such stockholder should vote or act on any matters relating to the merger.**

In connection with rendering its opinion, Citigroup Global Markets made a presentation to the New York Community board of directors on June 26, 2003, with respect to the material analyses performed by Citigroup Global Markets in evaluating the fairness of the exchange ratio in the merger. 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 Citigroup Global Markets, 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 on or prior to June 25, 2003, and is not necessarily indicative of current or future market conditions.

\* \* \*

*Historical Trading Analysis.* Citigroup Global Markets reviewed the trading prices of New York Community common stock and Roslyn common stock for the period from January 1, 2002 through June 25, 2003. For each trading day in that period, Citigroup Global Markets derived the implied historical exchange ratio by dividing the closing price of Roslyn common stock by the closing price of New York Community common stock. Citigroup Global Markets noted that the implied historical exchange ratio as of June 25, 2003, the last trading day prior to the announcement of the merger, was 0.7267. The following table sets forth the average implied historical exchange ratios for the specified periods ended June 25, 2003 and the premium or discount represented by each such ratio as compared to the exchange ratio implied by closing trading prices on June 25, 2003.

<u>Period</u>	<u>Implied Exchange Ratio</u>	<u>Implied Premium or Discount to Market (June 25, 2003 Exchange Ratio)</u>
One-Year Average	0.8520x	17.2%
Six-Month Average	0.8065x	11.0%
Three-Month Average	0.7355x	1.2%
One-Month Average	0.7102x	(2.3%)

Among other things, Citigroup Global Markets noted that the exchange ratio in the merger of 0.75 of a share of New York Community common stock for each share of Roslyn common stock was less than the one-year and six-month average implied historical exchange ratios.

*Comparable Companies Analysis.* Citigroup Global Markets compared financial, operating and stock market data and forecasted financial information for New York Community and Roslyn with similar information for selected publicly traded bank and thrift institutions located in the New York metropolitan area. The selected bank and thrift institutions considered by Citigroup Global Markets were:

North Fork Bancorporation, Inc.

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

GreenPoint Financial Corp.

Astoria Financial Corporation

Independence Community Bank Corp.

Hudson United Bancorp

Staten Island Bancorp, Inc.

The financial information used by Citigroup Global Markets for all companies in the course of this analysis was based on historical financial information as March 31, 2003, market data as of June 25, 2003 and forecasted information published by Institutional Brokers Estimate System ( IBES ). IBES is a data service that publishes compilations of earnings estimates by selected research analysts.

**Table of Contents**

For each of the selected comparable bank and thrift institutions, Citigroup Global Markets derived and compared, among other things:

the ratio of the company's closing price per common share on June 25, 2003, to its estimated earnings per share (EPS) for each of calendar years 2003 and 2004; and

the ratio of the company's closing price per common share on June 25, 2003, to its book value and tangible book value.

The following table sets forth the results of these analyses:

<u>Common Share Price as Multiple of:</u>	<u>Range</u>	<u>Median</u>
Estimated EPS for 2003	8.6x 13.0x	12.0x
Estimated EPS for 2004	8.7x 13.7x	11.5x
Book Value	1.37x 3.38x	2.39x
Tangible Book Value	1.30x 4.56x	2.93x

Based on this information, Citigroup Global Markets derived a reference range for the implied equity value per share of Roslyn common stock of \$18.22 to \$22.27. Citigroup Global Markets also derived a reference range for the implied equity value per share of Roslyn common stock of \$14.99 to \$18.32, taking into account the potential impact on Roslyn's forecasted earnings of a \$3.5 billion downsizing of Roslyn's securities portfolio expected by management to be effected following the merger. Citigroup Global Markets noted that the exchange ratio in the merger of 0.75 of a share of New York Community common stock for each share of Roslyn common stock had an implied value of \$20.86 based on the closing price of New York Community common stock on June 25, 2003 and \$20.33 based on the closing price of New York Community common stock on June 26, 2003. These implied values were within the derived reference range of the implied equity value per share of Roslyn common stock using the information for the selected bank and thrift institutions excluding the expected downsizing of the Roslyn securities portfolio and were above the derived reference range adjusted for the expected downsizing.

*Precedent Transaction Analysis.* Citigroup Global Markets reviewed publicly available information for three groups of merger or acquisition transactions involving thrifts that it deemed appropriate in analyzing the merger. The first group consisted of 8 transactions announced since January 1, 1997 involving acquired thrifts in the New York metropolitan area with aggregate consideration paid to stockholders in the transaction of over \$250 million. This New York Group consisted of the following precedent transactions (in each case, the acquiror's name is listed first and the acquired company's name is listed second):

Washington Mutual, Inc./Dime Bancorp, Inc.	New York Community Bancorp, Inc./Richmond County Financial Corp.	North Fork Bancorporation, Inc./Reliance Bancorp Inc.
North Fork Bancorporation, Inc./JSB Financial, Inc.	Roslyn Bancorp, Inc./T R Financial Corp.	Astoria Financial Corporation/Long Island Bancorp, Inc.
North Fork Bancorporation, Inc./New York Bancorp Inc.	Astoria Financial Corporation/ Greater New York Savings Bank	

**Table of Contents**

The second group consisted of 14 transactions announced since January 1, 1998 involving acquired thrifts in Connecticut, Massachusetts, Maine, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont with aggregate consideration paid to stockholders in the transaction of over \$250 million. This Northeast Group consisted of the following precedent transactions:

Sovereign Bancorp, Inc./First Essex Bancorp, Inc.	Royal Bank of Scotland Group PLC/Commonwealth Bancorp, Inc	BankNorth Group, Inc./American Financial Holdings
Royal Bank of Scotland Group PLC/Medford Bancorp, Inc.	Washington Mutual, Inc./Dime Bancorp, Inc.	BankNorth Group, Inc./Andover Bancorp, Inc.
New York Community Bancorp, Inc./Richmond County Financial Corp.	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, Inc./T R Financial Corp.	Astoria Financial Corporation/Long Island Bancorp, Inc.	

The third group consisted of 14 transactions announced since January 1, 1998 involving acquired thrifts anywhere in the United States with aggregate consideration paid to stockholders in the transaction of over \$500 million. This National Group consisted of the following precedent transactions:

BankNorth Group, Inc./American Financial Holdings	Citigroup Inc./Golden State Bancorp Inc.	Washington Mutual, Inc./Dime Bancorp, Inc.
New York Community Bancorp, Inc./Richmond County Financial Corp.	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, Inc./T R Financial Corp.
Astoria Financial Corporation/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.	

For each precedent transaction, Citigroup Global Markets derived and compared, among other things:

the implied ratio of the price per common share paid for the acquired company in the transaction to:

- (a) the EPS of the acquired company for the latest twelve months ( LTM ) of results publicly available prior to the time the transaction was announced;
- (b) estimated EPS of the acquired company for either the calendar year of, or the calendar year following, the announcement of the transaction ( Estimated Forward EPS );
- (c) book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition; and

- (d) tangible book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

**Table of Contents**

the implied premium represented by the price per common share paid for the acquired company in the transaction to:

- (a) the closing price per common share of the acquired company one-day prior to the announcement of the transaction;
- (b) the closing price per common share of the acquired company one-month prior to the announcement of the transaction; and
- (c) the acquired company's deposits (determined by taking the difference of the value of the consideration to be paid in the transaction as of the day of the announcement less the acquired company's tangible book value and dividing it by the acquired company's deposits).

With respect to the financial information for the companies involved in the precedent transactions, Citigroup Global Markets relied on information from public filings and company press releases, as well as information published by Securities Data Corp. and SNL DataSource. Securities Data Corp. compiles summaries of merger and financing information published by certain investment banks, market research firms and trade associations. Among other things, SNL DataSource compiles financial information regarding companies and merger and acquisition transactions in the banking and financial services sectors.

The following tables set forth the results of these analyses for each of the three groups of precedent transactions:

**New York Group****Implied Ratio of Transaction**

Price to:	Range		Median
LTM EPS	13.8x	33.3x	19.5x
Estimated Forward EPS	13.2x	27.0x	16.7x
Book Value	1.53x	4.80x	2.53x
Tangible Book Value	1.53x	4.80x	3.15x

**Implied Premium of Transaction**

Price to:	Range		Median
Closing Price 1-Day Prior to Announcement	3.3%	46.6%	8.3%
Closing Price 1-Month Prior to Announcement	2.9%	57.9%	15.9%
Deposits	8.5%	38.7%	26.9%

**Northeast Group**



**Implied Ratio of Transaction**

<u>Price to:</u>	<u>Range</u>		<u>Median</u>
LTM EPS	13.8x	45.2x	21.1x
Estimated Forward EPS	13.2x	27.0x	19.1x
Book Value	1.10x	4.03x	2.51x
Tangible Book Value	1.13x	4.03x	3.00x

**Premium of Transaction Price to:**

<u>Premium of Transaction Price to:</u>	<u>Range</u>		<u>Median</u>
Closing Price 1-Day Prior to Announcement	3.3%	46.6%	19.5%
Closing Price 1-Month Prior to Announcement	2.9%	57.9%	25.0%
Deposits	8.8%	38.2%	20.2%

**Table of Contents****National Group****Implied Ratio of Transaction**

Price to:	Range	Median
LTM EPS	11.6x 38.2x	23.0x
Estimated Forward EPS	11.3x 27.0x	19.5x
Book Value	1.53x 4.03x	2.49x
Tangible Book Value	1.53x 4.58x	3.15x

**Implied Premium of Transaction**

Price to:	Range	Median
Closing Price 1-Day Prior to Announcement	0.7% 46.6%	10.7%
Closing Price 1-Month Prior to Announcement	2.9% 57.9%	20.8%
Deposits	7.5% 38.2%	24.2%

Based on the information derived for each of the groups of precedent transactions, Citigroup Global Markets derived reference ranges for the implied equity value per share of Roslyn common stock using historical financial information as of March 31, 2003 and forecasted information published by IBES. Citigroup Global Markets derived reference ranges both including and excluding the potential impact on Roslyn's forecasted earnings of the \$3.5 billion downsizing of Roslyn's securities portfolio expected by management to be effected following the merger. The reference ranges derived by Citigroup Global Markets were as follows:

Reference Group	Range w/o Downsizing	Range w/ Downsizing
New York Group	\$19.99 \$24.44	\$19.56 \$23.90
Northeast Group	\$20.68 \$25.57	\$20.44 \$24.99
National Group	\$20.14 \$24.62	\$21.12 \$25.82

Citigroup Global Markets noted that the implied equity value per share of Roslyn common stock of \$20.86 based on the exchange ratio in the merger and the closing price of New York Community common stock on June 25, 2003 was within five, and below one, of the six reference ranges for the implied equity value of Roslyn common stock derived by Citigroup Global Markets in its precedent transactions analysis. Citigroup Global Markets also noted that the implied equity value per share of Roslyn common stock of \$20.33 based on the exchange ratio in the merger and the closing price of New York Community common stock on June 26, 2003 was within three, and below three, of those derived reference ranges.

*Discounted Cash Flow Analysis.* Citigroup Global Markets performed a discounted cash flow analysis to estimate a range for the implied equity value per share of Roslyn common stock as of June 25, 2003, including certain potential expenses and cost savings forecasted by management to result from the merger. Citigroup Global Markets performed this analysis both including and excluding the potential impact on Roslyn's forecasted earnings of the \$3.5 billion downsizing of Roslyn's securities portfolio expected by management to be effected following the merger. In this analysis, Citigroup Global Markets assumed a weighted average cost of capital of 10.6%, and used it to derive the present value

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

of (1) Roslyn's estimated free cash flows available to stockholders from 2004 to 2008, plus (2) Roslyn's terminal value at the end of 2008. Terminal values for Roslyn were calculated based on a range of 9.0x to 12.0x estimated 2009 EPS. In performing this analysis, Citigroup Global Markets used IBES estimates of EPS as of June 25, 2003 for Roslyn and an estimated long-term annual growth rate for Roslyn's EPS (also obtained from IBES) of 9.0%. EPS data were adjusted to account for certain restructuring charges anticipated by management to result from the merger and management's assumptions of cost savings resulting from the merger of 35% of Roslyn's pre-tax controllable overhead expense, with an annual growth rate of such cost savings of 3% per year after 2004. In determining cash flows available to stockholders, Citigroup Global Markets used forecasted dividend payout ratios (in other words, percentages of adjusted EPS payable to stockholders), which assume the maintenance of a constant ratio of tangible common equity to tangible assets of 5.0% and an asset growth rate of 10% per annum.

**Table of Contents**

Based on these assumptions, Citigroup Global Markets derived a reference range for the implied equity value per share of Roslyn common stock of \$23.51 to \$27.64, without taking into account the potential impact of the expected downsizing of Roslyn's securities portfolio. Citigroup Global Markets also derived a reference range for the implied equity value per share of Roslyn common stock of \$21.13 to \$24.77, taking the potential impact of the expected downsizing into account. Citigroup Global Markets noted that the implied value per share of Roslyn common stock of \$20.86 based on the exchange ratio in the merger and the closing price of New York Community common stock on June 25, 2003 and the implied value per share of Roslyn common stock of \$20.33 based on the exchange ratio in the merger and the closing price of New York Community common stock on June 26, 2003 were below both reference ranges for the implied equity value per share of Roslyn common stock derived by Citigroup Global Markets in its discounted cash flow analysis.

*Contribution Analysis.* Citigroup Global Markets analyzed the relative contribution that New York Community and Roslyn would each be making to the combined company with respect to certain financial and operating data. Citigroup Global Markets based its analyses on financial data as of or for the twelve-month period ended March 31, 2003 and market data as of June 25, 2003. Except as noted below with respect to consideration of the expected downsizing of Roslyn's securities portfolio following the merger, Citigroup Global Markets did not consider cost savings, restructuring adjustments or other expected effects of the merger in its contribution analysis. Forecasted information was based on the most recent IBES estimates available on June 25, 2003.

The following table sets forth the results of this analysis.

	New York Community	Roslyn
	Contribution to	Contribution to
	<u>Combined Company</u>	<u>Combined Company</u>
<b>Balance Sheet Data</b>		
Securities	41.4%	58.6%
Gross Loans	63.7%	36.3%
Allowance for Loan Losses	48.0%	52.0%
Goodwill and Intangibles	99.9%	0.1%
Total Assets	52.5%	47.5%
Deposits	45.9%	54.1%
Other Liabilities	56.6%	43.4%
Total Equity	71.1%	28.9%
Total Liabilities and Equity	52.5%	47.5%
Tier I Capital	63.0%	37.0%
Tangible Common Equity	55.2%	44.8%
<b>Unadjusted Income</b>		
Estimated 2003 Net Income	67.0%	33.0%
Estimated 2004 Net Income	69.3%	30.7%
<b>Income Adjusted for Downsizing</b>		
Estimated 2003 Net Income	75.2%	24.8%
Estimated 2004 Net Income	77.1%	22.9%
<b>Fully Diluted Market Capitalization</b>	72.1%	27.9%

Citigroup Global Markets compared this data to the 71.4% and 28.6% pro forma fully diluted equity interest in the combined company of the current common stockholders of New York Community and Roslyn, respectively, resulting from the merger.



**Table of Contents**

*Forecasted Pro Forma Financial Analysis.* Citigroup Global Markets analyzed the estimated financial impact of the merger on New York Community's 2004 and 2005 estimated EPS and 2004 and 2005 estimated cash EPS (CEPS). CEPS is determined by adding per share amortization of acquisition-related intangible assets to EPS. In the course of this analysis, Citigroup Global Markets used IBES estimates of EPS for 2004 and 2005, utilizing the IBES forecasted long-term EPS growth rate of 13.5%, and assumed, based on management forecasts, that the merger will result in cost savings equal to 35% of Roslyn's pre-tax controllable overhead expense. Based on its analysis, Citigroup Global Markets determined that the merger would be accretive to New York Community's estimated EPS and estimated CEPS for 2004 and 2005 and noted that the tangible common ratio would improve to surpass pre-transaction levels during that period.

\* \* \*

The preceding discussion is a summary of the material financial analyses furnished by Citigroup Global Markets Inc. to the New York Community board of directors, but it does not purport to be a complete description of the analyses performed by Citigroup Global Markets or of its presentation to the New York Community board of directors. The preparation of financial analyses and fairness opinions is a complex process involving subjective judgments and is not necessarily susceptible to partial analysis or summary description. Citigroup Global Markets made no attempt to assign specific weights to particular analyses or factors considered, but rather made qualitative judgments as to the significance and relevance of all the analyses and factors considered and determined to give its fairness opinion as described above. Accordingly, Citigroup Global Markets believes that its analyses, and the summary set forth above, must be considered as a whole, and that selecting portions of the analyses and of the factors considered by Citigroup Global Markets, without considering all of the analyses and factors, could create a misleading or incomplete view of the processes underlying the analyses conducted by Citigroup Global Markets and its opinion. With regard to the comparable companies and precedent transaction analyses summarized above, Citigroup Global Markets selected comparable public companies and precedent transactions on the basis of various factors, including size and similarity of the line of business of the relevant entities; however, no company utilized in these analyses is identical to New York Community or Roslyn and no precedent transaction is identical to the merger. As a result, these analyses are not purely mathematical, but also take into account differences in financial and operating characteristics of the subject companies and other factors that could affect the transaction or public trading value of the subject companies to which New York Community and Roslyn are being compared.

In its analyses, Citigroup Global Markets made numerous assumptions with respect to New York Community, Roslyn, industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of New York Community and Roslyn. Any estimates contained in Citigroup Global Markets' analyses are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by these analyses. Estimates of values of companies do not purport to be appraisals or to necessarily reflect the prices at which companies may actually be sold. Because these estimates are inherently subject to uncertainty, none of New York Community, Roslyn, the New York Community board of directors, the Roslyn board of directors, Citigroup Global Markets or any other person assumes responsibility if future results or actual values differ materially from the estimates.

Citigroup Global Markets' analyses were prepared solely as part of Citigroup Global Markets' analysis of the fairness of the exchange ratio in the merger and were provided to the New York Community board of directors in that connection. The opinion of Citigroup Global Markets was only one of the factors taken into consideration by the New York Community board of directors in making its determination to approve the merger agreement and the merger. See New York Community's Reasons for the Merger; Recommendation of New York Community's Board of Directors on page [•].

Citigroup Global Markets is an internationally recognized investment banking firm engaged in, among other things, the valuation of businesses and their securities in connection with mergers and acquisitions,

## **Table of Contents**

restructurings, leveraged buyouts, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. New York Community selected Citigroup Global Markets to act as its financial advisor on the basis of Citigroup Global Markets' international reputation and Citigroup Global Markets' familiarity with New York Community. In the ordinary course of its business, Citigroup Global Markets and its affiliates may actively trade or hold the securities of both New York Community and Roslyn for its own account and for the account of customers and, accordingly, may at any time hold a long or short position in those securities. Citigroup Global Markets and its affiliates, including Citigroup Inc. and its affiliates, may maintain relationships with New York Community and Roslyn and their respective affiliates. Citigroup Global Markets may be deemed to beneficially own 6,606,730 shares of Roslyn's outstanding common stock, and Citigroup Inc. and certain of its affiliates may be deemed to beneficially own up to 9,205,687 shares of Roslyn's outstanding common stock.

Pursuant to its letter agreement with Citigroup Global Markets, New York Community has paid Citigroup \$1.5 million in fees in connection with the merger, and an additional \$5.0 million will become payable upon consummation of the merger. New York Community has also agreed to reimburse Citigroup Global Markets for its reasonable travel and other out-of-pocket expenses incurred in connection with its engagement, including the reasonable fees and expenses of its counsel, and to indemnify Citigroup Global Markets against specific liabilities and expenses relating to or arising out of its engagement, including liabilities under the federal securities laws.

### **Opinions of Roslyn's Financial Advisors**

Roslyn retained Goldman, Sachs & Co. and Sandler O'Neill & Partners, L.P. to act as Roslyn's financial advisors in connection with the merger. At the meeting of the board of directors of Roslyn on June 26, 2003, each of Goldman Sachs and Sandler O'Neill rendered its oral opinion to the board of directors of Roslyn, each of which opinions subsequently was confirmed in writing, to the effect that, as of that date and based on and subject to the assumptions, qualifications and limitations described in their respective opinions, the exchange ratio pursuant to the merger agreement was fair from a financial point of view to the holders of shares of Roslyn common stock.

**The full texts of the written opinions of Goldman Sachs and Sandler O'Neill, each dated June 27, 2003, which set forth the procedures followed, assumptions made, matters considered and limitations on the review undertaken by each of Goldman Sachs and Sandler O'Neill in connection with their respective opinions, are attached as Annexes E and F, respectively, to this joint proxy statement/prospectus and are incorporated herein by reference. Holders of Roslyn common stock are urged to and should read each of these opinions in their entirety.** Goldman Sachs and Sandler O'Neill provided their respective advisory services and opinions for the information and assistance of the Roslyn board of directors in connection with its consideration of the merger. Neither the Goldman Sachs opinion nor the Sandler O'Neill opinion is a recommendation as to how any holder of shares of Roslyn common stock should vote at the Roslyn meeting.

### ***Goldman Sachs Opinion***

In connection with rendering its opinion and performing its related financial analyses, Goldman Sachs reviewed, among other things:

the merger agreement;

annual reports to stockholders and annual reports on Form 10-K of Roslyn for the five years ended December 31, 2002;

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

annual reports to stockholders and annual reports on Form 10-K of New York Community for the five years ended December 31, 2002;

certain interim reports to stockholders and quarterly reports on Form 10-Q of Roslyn;

certain interim reports to stockholders and quarterly reports on Form 10-Q of New York Community;



**Table of Contents**

certain other communications from Roslyn and New York Community to their respective stockholders; and

certain internal financial analyses and forecasts for Roslyn and New York Community prepared by their respective managements, including certain synergies projected by the managements of Roslyn and New York Community to result from the transaction contemplated by the merger agreement and certain balance sheet restructuring initiatives contemplated by New York Community.

Goldman Sachs also held discussions with members of the senior managements of Roslyn and New York Community regarding their assessment of the strategic rationale for, and the potential benefits of, the transaction contemplated by the merger agreement and the past and current business operations, financial condition and future prospects of their respective companies. In addition, Goldman Sachs:

reviewed the reported price and trading activity for shares of Roslyn common stock and New York Community common stock,

compared certain financial and stock market information for Roslyn and New York Community with similar information for certain other companies the securities of which are publicly traded,

reviewed the financial terms of certain recent business combinations in the bank and thrift industry specifically and in other industries generally, and

performed such other studies and analyses as Goldman Sachs considered appropriate.

Goldman Sachs relied upon the accuracy and completeness of all of the financial, accounting and other information discussed with or reviewed by it and assumed such accuracy and completeness for purposes of rendering its opinion. In that regard, Goldman Sachs assumed with Roslyn's consent that the financial forecasts for Roslyn and New York Community prepared by their respective managements, the cost saving and operating synergies projected by the managements of Roslyn and New York Community to result from the transaction contemplated by the merger agreement and the anticipated impact of certain balance sheet restructuring initiatives contemplated by New York Community were reasonably prepared and reflect the best currently available estimates and judgments of the managements of Roslyn and New York Community.

Goldman Sachs is not an expert in the evaluation of loan and lease portfolios for purposes of assessing the adequacy of the allowances for losses for Roslyn and New York Community with respect thereto and, accordingly, it assumed that such allowances for losses for Roslyn and New York Community are in the aggregate adequate to cover such losses. In addition, Goldman Sachs did not review individual credit files nor did it make an independent evaluation or appraisal of the assets and liabilities (including any derivative or off-balance-sheet assets and liabilities) of Roslyn or New York Community or any of their respective subsidiaries, and it was not furnished with any such evaluation or appraisal. Goldman Sachs also assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the transaction contemplated by the merger agreement will be obtained without any adverse effect on Roslyn, New York Community or the combined company or on the contemplated benefits of the transaction contemplated by the merger agreement.

Goldman Sachs' opinion does not address the relative merits of the transaction contemplated by the merger agreement as compared to any alternative business transaction that might be available to Roslyn, nor does it address the underlying business decision of Roslyn to engage in the transaction contemplated by the merger agreement. In addition, Goldman Sachs did not express any opinion as to the actual value of the shares of Roslyn common stock or New York Community common stock or the prices at which the shares of Roslyn common stock or New York Community common stock will trade at any time.



**Table of Contents**

***Sandler O Neill Opinion***

In connection with rendering its opinion and performing its related financial analyses, Sandler O Neill reviewed, among other things:

the merger agreement;

the stock option agreements;

certain publicly available financial statements and other historical financial information of Roslyn that Sandler O Neill deemed relevant;

certain publicly available financial statements and other historical financial information of New York Community that Sandler O Neill deemed relevant;

internal financial projections for Roslyn for the years ending December 31, 2003 and 2004 prepared by and reviewed with management of Roslyn;

internal financial projections for New York Community for the years ending December 31, 2003 and 2004 prepared by and reviewed with management of New York Community;

earnings per share estimates for each of Roslyn and New York Community for the years ending December 31, 2003 and 2004 published by IBES;

the pro forma financial impact of the merger on New York Community, based on assumptions relating to earnings projections, transaction expenses, purchase accounting adjustments, and cost savings determined by the senior managements of Roslyn and New York Community, as well as certain balance sheet restructuring initiatives contemplated by New York Community;

the publicly reported historical price and trading activity for Roslyn's and New York Community's common stock, including a comparison of certain financial and stock market information for Roslyn and New York Community with similar publicly available information for certain other companies the securities of which are publicly traded;

the financial terms of certain recent business combinations in the bank and thrift institutions industry, to the extent publicly available;

the current market environment generally and the banking environment in particular; and

such other information, financial studies, analyses and investigations and financial, economic and market criteria as Sandler O Neill considered relevant.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Sandler O Neill also discussed with certain members of the senior managements of Roslyn and New York Community their views of the strategic rationale for the merger as well as the business, financial condition, results of operations and prospects of their respective companies.

In performing its review, Sandler O Neill relied upon the accuracy and completeness of all of the financial and other information that was available to Sandler O Neill from public sources, that was provided to Sandler O Neill by Roslyn or New York Community or their respective representatives or that was otherwise reviewed by Sandler O Neill and assumed such accuracy and completeness for purposes of rendering its opinion. Sandler O Neill further relied on the assurances of management of Roslyn and New York Community that they were not aware of any facts or circumstances that would make any of such information inaccurate or misleading. Sandler O Neill was not asked to and did not undertake an independent verification of any of such information and did not assume any responsibility or liability for the accuracy or completeness thereof. Sandler O Neill did not make an independent evaluation or appraisal of the specific assets, the collateral securing assets or the liabilities (contingent or otherwise) of Roslyn or New York Community or any of their subsidiaries, or the collectibility of any such assets, nor was Sandler O Neill furnished with any such evaluations or appraisals. Sandler O Neill did not make an independent evaluation of the adequacy of the allowance for loan losses of Roslyn or New York

## Table of Contents

Community nor did Sandler O'Neill review any individual credit files relating to Roslyn or New York Community. Sandler O'Neill assumed, with Roslyn's consent, that the respective allowances for loan losses for both Roslyn and New York Community are adequate to cover such losses and will be adequate on a pro forma basis for the combined entity.

With respect to the financial projections for Roslyn and New York Community and all projections of transaction costs, purchase accounting adjustments, expected cost savings and the impact of the contemplated balance sheet restructuring initiatives prepared by and reviewed with the managements of Roslyn and New York Community and used by Sandler O'Neill in its analyses, such managements confirmed to Sandler O'Neill that they reflect the best currently available estimates and judgments of the respective managements of the respective future financial performance of Roslyn, New York Community and the combined company, and Sandler O'Neill assumed that such projections would be achieved. Sandler O'Neill expressed no opinion as to such financial projections or the assumptions on which they are based. Sandler O'Neill also assumed that there has been no material change in Roslyn's or New York Community's assets, financial condition, results of operations, business or prospects since the date of the most recent financial statements made available to Sandler O'Neill.

Sandler O'Neill assumed in all respects material to its analysis that Roslyn and New York Community will remain as going concerns for all periods relevant to its analyses, that all of the representations and warranties contained in the merger agreement and all related agreements are true and correct, that each party to such agreements will perform all of the covenants required to be performed by such party under such agreements, that the conditions precedent in such agreements are not waived, and that the merger will qualify as a tax-free reorganization for federal income tax purposes. With Roslyn's consent, Sandler O'Neill relied upon the advice Roslyn received from its legal, accounting and tax advisors as to all legal, accounting and tax matters relating to the merger and the other transactions contemplated by the merger agreement.

### *Joint Financial Analyses of Roslyn's Financial Advisors*

In preparing their respective opinions to Roslyn's board of directors, Goldman Sachs and Sandler O'Neill performed a variety of financial and comparative analyses, including those described below. The summary of the analyses of Goldman Sachs and Sandler O'Neill described below is not a complete description of all of the analyses underlying their opinions, and the order in which these analyses are described below is not indicative of any relative weight or importance given to those analyses by Goldman Sachs or Sandler O'Neill. **The following summaries of financial analyses include information presented in tabular format. You should read these tables together with the full text of the summary of financial analyses, as the tables alone are not a complete description of the analyses.**

The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances, and, therefore, a fairness opinion is not readily susceptible to summary description. In arriving at their respective opinions, Goldman Sachs and Sandler O'Neill considered the results of all of the analyses and factors and did not isolate specific analyses or factors and reach separate conclusions as to whether or not any particular analysis or factor supported their opinions; rather each of Goldman Sachs and Sandler O'Neill made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all the underlying analyses and factors. Accordingly, Goldman Sachs and Sandler O'Neill believe that their analyses must be considered as a whole and that selecting portions of their analyses or certain factors, without considering all analyses and factors as a whole, could create a misleading or incomplete view of the processes underlying their opinions.

In their analyses, Goldman Sachs and Sandler O'Neill made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and various other matters, many of which are beyond the control of the parties and their advisers. Furthermore, no company or transaction used in Goldman Sachs' and Sandler O'Neill's analyses as a comparison is identical to Roslyn, New York Community or



**Table of Contents**

the proposed merger. Rather, the analyses of comparable companies and transactions involve complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the acquisition, public trading or other values of the companies or transactions being compared.

Goldman Sachs and Sandler O'Neill prepared their analyses solely for purposes of providing their respective opinions to Roslyn's board of directors as to the fairness from a financial point of view to holders of shares of Roslyn common stock of the exchange ratio. The analyses do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than those suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of Roslyn, New York Community, Goldman Sachs or Sandler O'Neill assumes responsibility if future results are materially different from those forecast.

The opinions of Goldman Sachs and Sandler O'Neill were only one of many factors considered by the board of directors of Roslyn in its evaluation of the merger and should not be viewed as determinative of the views of the board of directors of Roslyn or management with respect to the merger or the exchange ratio.

*Transaction Multiple Analysis.* Goldman Sachs and Sandler O'Neill calculated an implied transaction value per share of Roslyn common stock of \$20.86, based on the exchange ratio of 0.75 and the \$27.81 closing price per share of New York Community common stock on June 25, 2003. This implied value per share represented a premium to the closing price per share of Roslyn common stock on June 25, 2003 of 3.2%.

Using this implied transaction value per share, Goldman Sachs and Sandler O'Neill also calculated the following multiples and premiums:

the implied transaction value per share of \$20.86 as a multiple of:

median IBES EPS estimates for Roslyn for 2003 and 2004; and

Roslyn management's internal EPS estimates for 2003 and 2004, based on the interest rate environment remaining relatively stable through 2004 and excluding one-time gains from asset sales and adjusted further by Goldman Sachs and Sandler O'Neill to exclude selected one-time items (referred to as the Roslyn flat-rate scenario);

the implied aggregate transaction value (based on the implied transaction value per share of \$20.86 and outstanding share, option and other information provided to Goldman Sachs and Sandler O'Neill by Roslyn's management) as a multiple of Roslyn's:

tangible book value as of March 31, 2003; and

tangible book value as of March 31, 2003 after adjustment for the impact of a net pre-tax charge of \$178 million resulting from mark-to-market adjustments to Roslyn's balance sheet reviewed and agreed to by the managements of New York Community and Roslyn (referred to as the mark-to-market adjustments); and

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

the premiums to Roslyn's core deposits and to Roslyn's core deposits adjusted for the after-tax impact of the mark-to-market adjustment (adjusted core deposits), each as of March 31, 2003, with core deposits calculated based on Roslyn's total non-time deposits of \$2.758 billion as of March 31, 2003. These premiums were calculated as the excess of the implied aggregate transaction value over Roslyn's tangible book value as of March 31, 2003, divided by Roslyn's core deposits and adjusted core deposits, respectively, as of March 31, 2003.



**Table of Contents**

The results of these calculations are as follows:

Implied transaction value per share as a multiple of:	
Estimated 2003 EPS IBES median	11.0x
Estimated 2004 EPS IBES median	10.1x
Estimated 2003 EPS flat-rate scenario	11.8x
Estimated 2004 EPS flat-rate scenario	11.0x
Implied aggregate transaction value as a multiple of:	
Tangible book value	3.0x
Adjusted tangible book value	3.8x
Premium to:	
Core deposits	39.0%
Adjusted core deposits	43.2%

*Historical Exchange Ratio Analysis.* Goldman Sachs and Sandler O Neill calculated and reviewed the historical exchange ratios implied by dividing the daily closing price per share of Roslyn common stock by the daily closing price per share of New York Community common stock for each trading day in the one-year period ended June 25, 2003, as well as the average of these exchange ratios for this one-year period and for other specified periods within the one-year period.

The results of this analysis are as follows:

<u>Period</u>	<u>Historical Exchange Ratio</u>
One-year average	0.852
Six-month average	0.807
Three-month average	0.737
One-month average	0.710
One-week average	0.735
52-week high	1.097
52-week low	0.685
As of June 25, 2003	0.727

*Selected Companies Analysis.* Goldman Sachs and Sandler O Neill reviewed and compared selected financial and stock market information, ratios and multiples for Roslyn and New York Community to corresponding financial and stock market information, ratios and multiples for a group of ten selected publicly-traded thrift holding companies and a group of nine selected publicly-traded mid-cap regional bank holding companies set forth below:

**Thrift Holding Companies**

Washington Mutual Inc.  
Charter One Financial, Inc.  
Hudson City Bancorp, Inc.  
GreenPoint Financial Corp.  
Sovereign Bancorp, Inc.  
Astoria Financial Corporation

**Mid-Cap Regional Bank Holding Companies**

M&T Bank Corporation  
North Fork Bancorporation, Inc.  
BankNorth Group, Inc.  
Mercantile Bankshares Corporation  
TCF Financial Corporation  
Commerce Bancorp, Inc.

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

People's Bank  
Webster Financial Corporation  
Independence Community Bank  
Corp.  
Staten Island Bancorp, Inc.

Valley National Bancorp  
Fulton Financial Corporation  
  
Hudson United Bancorp.

**Table of Contents**

Goldman Sachs and Sandler O'Neill calculated and compared selected percentages, multiples, ratios and other financial information for Roslyn, New York Community and the selected companies based on publicly available information. For companies that have recently made acquisitions, the calculations were made based on publicly available pro forma data reflecting those acquisitions. The selected percentages, multiples and ratios that were calculated and compared by Goldman Sachs and Sandler O'Neill were as follows:

June 25, 2003 closing share price as a percentage of 52-week high share price;

June 25, 2003 closing share price as a multiple of median IBES EPS estimate for 2003;

June 25, 2003 closing share price as a multiple of median IBES EPS estimate for 2004 (referred to as the forward P/E multiple);

median IBES long-term earnings growth rate estimate;

ratio of the forward P/E multiple to the median IBES long-term earnings growth rate estimate;

ratio of total market capitalization as of June 25, 2003 to tangible book value as of March 31, 2003;

premium to core deposits reflected by total market capitalization as of June 25, 2003;

dividend yield represented by June 25, 2003 closing share price; and

ratio of tangible common equity to tangible assets.

The results of this analysis are summarized as follows:

	Roslyn	New York Community	Selected Holding Companies	
			Selected Thrift Holding Companies Median	Selected Mid-Cap Regional Bank Holding Companies Median
June 25, 2003 closing share price as a percentage of the 52-week high share price	88%	96%	95%	96%
June 25, 2003 share price as a multiple of:				
Median IBES estimated 2003 EPS	10.6x	13.5x	11.2x	13.9x
Median IBES estimated 2004 EPS	9.8x	12.1x	10.1x	12.6x
Roslyn 2003 flat-rate scenario EPS	11.4x	N/A	N/A	N/A
Roslyn 2004 flat-rate scenario EPS	10.7x	N/A	N/A	N/A
Median IBES long-term growth rate estimate	9.0%	13.5%	10.5%	10.0%
	1.1x	0.9x	1.1x	1.4x

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Ratio of the forward P/E multiple to median IBES long-term growth rate estimate				
Ratio of total market capitalization as of June 25, 2003 to tangible book value as of March 31, 2003	2.9x*	6.0x	2.4x	3.6x
Premium to core deposits reflected by total market capitalization as of June 25, 2003	37.1%*	100.4%	34.3%	37.2%
Dividend yield represented by June 25, 2003 closing share price	3.1%	3.0%	2.5%	3.2%
Ratio of tangible common equity to tangible assets	5.0%	5.9%	6.7%	5.4%

\* Adjusting for the impact of the mark-to-market adjustment, Roslyn's ratio of June 25, 2003 total market capitalization to March 31, 2003 tangible book value was 3.6x, and the premium to core deposits reflected by June 25, 2003 total market capitalization was 41.2%.

**Table of Contents**

*Selected Transactions Analysis.* Goldman Sachs and Sandler O'Neill reviewed publicly available financial information for the 36 bank and thrift merger and acquisition transactions announced since March 2002 which had an announced transaction value greater than \$100 million. Goldman Sachs and Sandler O'Neill calculated and compared the following multiples and premiums with respect to these 36 transactions and the merger:

	<u>High</u>	<u>Median</u>	<u>Low</u>	<u>Roslyn/New York Community</u>
Total announced equity value of the transaction as a multiple of the acquired company's tangible book value	5.1x	2.7x	1.3x	3.0x
Premium of total announced equity value of the transaction to acquired company's tangible book value, over the acquired company's core deposits	41.7%	21.7%	7.9%	39.0%

Note: Financial information used in calculating the figures for the bank and thrift transactions in this table were taken from SNL Financial.

*Discounted Cash Flow Analysis.* Goldman Sachs and Sandler O'Neill performed comparative discounted cash flow analyses to generate reference ranges for the implied present value per share of Roslyn common stock (1) assuming Roslyn continued to operate as a stand-alone company and (2) on a pro forma equivalent basis giving effect to the merger (0.75 shares of common stock of a combined New York Community/Roslyn). The reference ranges calculated for Roslyn both on a stand-alone basis and a pro-forma equivalent basis were calculated in the alternative using median IBES EPS estimates and the flat-rate scenario for Roslyn's EPS through 2009. These reference ranges were determined in each case by calculating a present value of the estimated future dividends of Roslyn and the combined company, respectively, through 2009, plus a present value of the estimated terminal value of Roslyn common stock and the common stock of the combined company, respectively, as of the end of calendar year 2009. Terminal value refers to the value of a particular asset at a specific future time. Present value refers to the current value of future cash flows or amounts and is obtained by discounting such future cash flows or amounts by an interest rate that takes into account risk, the opportunity cost of capital, expected returns and other appropriate factors.

Goldman Sachs and Sandler O'Neill estimated alternative terminal value ranges for Roslyn on a stand-alone basis at the end of 2009 using:

the median IBES long-term EPS growth rate for Roslyn of 9% and a range of terminal P/E multiples of 9.0x to 12.0x; and

a terminal P/E multiple of 9.8x (the P/E multiple of Roslyn's median IBES EPS estimates for 2004 reflected by Roslyn's June 25, 2003 closing share price) and a range of long-term EPS growth rates for Roslyn of 7.0% to 11.0%.

Goldman Sachs and Sandler O'Neill estimated alternative terminal value ranges for Roslyn on a pro-forma equivalent basis at the end of 2009 using:

the median IBES long-term EPS growth rate for New York Community of 13.5% and terminal P/E multiples of 9.8x, 12.1x and 11.4x (representing the P/E multiples of 2004 median IBES EPS estimates for Roslyn and New York Community, respectively, and the weighted average of these two P/E multiples, in each case as of June 25, 2003);

a terminal P/E multiple of 11.4x and long-term EPS growth rates of 9.0%, 13.5% and 12.2% (representing the median IBES long-term EPS growth rates of Roslyn and New York Community, respectively, and the weighted average of these two growth rates); and

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

a terminal P/E multiple of 9.8x and long-term EPS growth rates of 9.0%, 12.2% and 13.5%.

The estimated future dividends and terminal values resulting from each of these calculations then were discounted to present values using discount rates of 9.0%, 11% and 13%, which Goldman Sachs and Sandler O'Neill viewed as appropriate for companies with Roslyn's and New York Community's risk characteristics.

**Table of Contents**

This analysis resulted in the following reference ranges of indicated per share values for Roslyn common stock:

	<u>Range</u>
<i>Roslyn Stand-Alone</i>	
Median IBES EPS estimates	\$ 17.05 to \$27.68
Flat-rate scenario	\$ 14.55 to \$24.14
<i>New York Community/Roslyn Combined</i>	
Median IBES EPS estimates	\$ 20.82 to \$34.55
Flat-rate scenario	\$ 19.66 to \$32.79

*Accretion/Dilution Analysis.* Goldman Sachs and Sandler O'Neill performed pro forma analyses of the financial impact of the merger on Roslyn's and New York Community's estimated earnings per share for 2004 and 2005 and estimated cash earnings per share for 2004 and 2005, using median IBES EPS estimates for 2004 for New York Community and both median IBES EPS estimates and the flat-rate scenario EPS estimates for 2004 for Roslyn, and applying the following assumptions:

2005 EPS estimates based on median IBES EPS long-term growth rates of 13.5% for New York Community and 9% for Roslyn;

pre-tax cost savings of \$30.8 million estimated by the managements of New York Community and Roslyn, representing 35% of Roslyn's controllable expense base, fully phased in for 2004 and growing 3% annually thereafter;

core deposit intangibles assumed at 3.0% of non-time deposits of Roslyn of \$2.758 billion at March 31, 2003, and amortized over 10 years on a straight-line basis;

impact of the mark-to-market adjustments;

\$85 million after-tax restructuring charge estimated by the management of New York Community capitalized on a pre-tax basis at \$130.8 million;

\$3.5 billion downsizing of the pro forma balance sheet, with 2.0% spread forgone, as contemplated by management of New York Community in connection with the merger; and

December 31, 2003 closing.

For the pro forma analysis using median IBES estimates for both New York Community and Roslyn, Goldman Sachs and Sandler O'Neill also assumed stock repurchases to target a 5.25% ratio of tangible common equity to tangible assets at closing. Cash earnings per share was determined by adding amortization of intangible assets to estimated earnings per share. Based on this analysis:

The merger would be dilutive to Roslyn's estimated EPS and estimated cash EPS for both 2004 and 2005 using both median IBES EPS estimates and the flat-rate scenario for Roslyn;

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The merger would be accretive to New York Community's estimated EPS and estimated cash EPS for both 2004 and 2005 using Roslyn's median IBES EPS estimates; and

The merger would be accretive to New York Community's estimated EPS and estimated cash EPS in 2004 and slightly dilutive to New York Community's estimated EPS and estimated cash EPS in 2005 using Roslyn's EPS estimates from the flat-rate scenario.

Goldman Sachs and Sandler O'Neill also estimated reference ranges for the implied per share value for Roslyn common stock using the pro forma generally accepted accounting principles and cash earnings per share estimates for 2004 and 2005 and applying both the trading multiples of New York Community's 2004 and 2005 estimated generally accepted accounting principles and cash EPS based on New York Community's June 25, 2003 closing share price and the weighted average of the trading multiples for 2004 and 2005 estimated generally accepted accounting principles and cash EPS of Roslyn and New York Community based on the June 25, 2003



**Table of Contents**

closing share prices of Roslyn and New York Community. This analysis resulted in a reference range of \$20.49 to \$22.73 using Roslyn's median IBES EPS estimates and a reference range of \$19.61 to \$21.77 using Roslyn's EPS estimates from the flat-rate scenario.

*Contribution Analysis.* Goldman Sachs and Sandler O'Neill computed the relative contributions of Roslyn and New York Community to (1) the total assets, net loans, total deposits, total borrowings and tangible equity of the pro forma combined company as of March 31, 2003, (2) the estimated 2003 and 2004 net income of the pro forma combined company using both median IBES and flat-rate scenario earnings per share estimates for 2003 and 2004 for Roslyn, and (3) the fully-diluted pro forma market capitalization of the combined company as of June 25, 2003. Goldman Sachs and Sandler O'Neill then computed the pro forma ownership of Roslyn's and New York Community's shareholders in the combined company implied by the 0.75x exchange ratio in the merger. This analysis indicated a range of pro forma ownership of Roslyn's shareholders in the combined company of between 28% to 54%, as compared to 29% in the New York Community/Roslyn merger, as indicated in the following table:

Contribution	Roslyn		New York Community	
Fully diluted market capitalization	\$ 1,570	28%	\$ 4,059	72%
2003 median IBES estimated net income	137	33	279	67
2004 median IBES estimated net income	137	31	310	69
2003 flat-rate scenario net income	128	31	279	69
2004 flat-rate scenario net income	125	29	310	71
Total assets	10,882	48	12,020	52
Net loans	3,224	36	5,691	64
Total deposits	6,118	54	5,182	46
Total borrowings	3,981	45	4,879	55
Tangible equity	548	45	674	55
% Ownership at 0.75 exchange ratio	1,624	29	4,059	71

**General**

Goldman Sachs, as part of its investment banking business, is continually engaged in performing financial analyses with respect to businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities and private placements as well as for estate, corporate and other purposes. In the ordinary course of its investment banking business, Sandler O'Neill is regularly engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions, public and private offerings of securities and other corporate transactions. The board of directors of Roslyn selected each of Goldman Sachs and Sandler O'Neill as its financial advisers because they are nationally recognized investment banking firms that have substantial experience in transactions similar to the merger.

Goldman Sachs is familiar with Roslyn, having provided various investment banking services to Roslyn from time to time, including having acted as its financial advisor in connection with, and having participated in certain of the negotiations leading to, the merger agreement. Goldman Sachs also may provide investment banking services to New York Community in the future. Goldman Sachs provides a full range of financial advisory and securities services and, in the course of its normal trading activities, may from time to time effect transactions and hold positions in securities, including derivative securities, of Roslyn and New York Community for its own account and for the accounts of customers.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Sandler O'Neill has provided certain investment banking services to Roslyn from time to time, including having acted as a financial advisor to Roslyn in connection with, and having participated in certain of the negotiations leading to, the merger agreement. Sandler O'Neill also has provided certain investment banking

## **Table of Contents**

services to New York Community in the past and has received compensation for such services. Sandler O'Neill also may provide investment banking services to New York Community in the future, including during the period prior to the closing of the merger and may receive compensation for such services. In the ordinary course of Sandler O'Neill's business as a broker-dealer, Sandler O'Neill may purchase securities from and sell securities to Roslyn and New York Community and their affiliates. Sandler O'Neill may also actively trade the debt or equity securities of Roslyn and New York Community or their affiliates for Sandler O'Neill's own account and for the accounts of Sandler O'Neill's customers and, accordingly, may at any time hold a long or short position in such securities.

Roslyn has agreed to pay Goldman Sachs a transaction fee of \$1,937,500 upon execution of a definitive agreement with respect to the sale of all or a portion of Roslyn, including the merger agreement, and a transaction fee of \$7,750,000 upon completion of a transaction involving the purchase of all or a portion of the outstanding common stock or assets of Roslyn, including the merger. The fee paid to Goldman Sachs upon execution of the merger agreement will be applied against the fee due upon completion of the merger. Roslyn has agreed to pay Sandler O'Neill a transaction fee of \$1,937,500 upon the signing of a definitive agreement pursuant to which Roslyn is sold to or merges with another company, including the merger agreement, and a transaction fee of \$7,750,000 upon the closing of such a sale or merger, including the merger with New York Community. The fee paid to Sandler O'Neill upon the signing of the merger agreement will be applied against the fee due upon completion of the merger. Roslyn also has agreed to pay Sandler O'Neill \$500,000 for the opinion rendered in connection with the merger, which amount also will be credited against the transaction fee payable to Sandler O'Neill upon completion of the merger. Roslyn has also agreed to reimburse Goldman Sachs and Sandler O'Neill for all reasonable out-of-pocket expenses, including fees of counsel, and to indemnify Goldman Sachs and Sandler O'Neill and certain related persons against specified liabilities, including liabilities under the federal securities laws, relating to or arising out of their respective engagements.

## **Board of Directors and Management of New York Community Following the Merger**

*Board of Directors of New York Community.* Upon completion of the merger, the board of directors of New York Community will consist of the directors of New York Community in office immediately prior to the Effective Time of the Merger, and five additional directors designated by Roslyn (including Joseph L. Mancino) that are acceptable to New York Community. To date, New York Community and Roslyn have not identified the four additional directors who will serve as directors of New York Community upon completion of the merger. The New York Community board of directors currently has eleven members.

*Executive Officers of New York Community.* On July 2, 2003, New York Community and Roslyn announced the executive team that will lead the combined company upon completion of their proposed merger.

Joseph R. Ficalora, President and Chief Executive Officer of New York Community, will continue to serve in that capacity following the merger, and Joseph L. Mancino, Vice Chairman, President, and Chief Executive Officer of Roslyn, will serve together with current New York Community Chairman, Michael F. Manzulli, as Co-Chairmen of the Board of Directors.

Anthony E. Burke, currently Senior Executive Vice President and Chief Operating Officer of New York Community, will continue to serve as President of New York Community Bank, and John R. Bransfield, Jr., currently Vice Chairman of Roslyn and President and Chief Operating Officer of The Roslyn Savings Bank, will serve as President of The Roslyn Savings Bank Division of New York Community Bank.

Robert Wann, currently Executive Vice President and Chief Financial Officer of New York Community, will serve as Chief Operating Officer of New York Community and New York Community Bank.

The combined company is expected to operate through four major groups: lending, retail banking, capital markets and investments, and finance. James J. O'Donovan, currently Executive Vice President and Chief Lending Officer of New York Community, will continue to serve in that capacity. Daniel L. Murphy, currently

## **Table of Contents**

Executive Vice President and Retail Banking Officer of The Roslyn Savings Bank, will head up retail banking. Thomas R. Cangemi, currently Executive Vice President Capital Markets of New York Community, will continue to head up the capital markets and investments group. Michael P. Puorro, currently Treasurer and Chief Financial Officer of Roslyn, will serve as Executive Vice President and Chief Financial Officer of the combined company.

Information about the current New York Community directors and executive officers can be found in New York Community's proxy statement dated April 10, 2003. Information about the current Roslyn directors and executive officers can be found in Roslyn's proxy statement dated April 18, 2003. New York Community's and Roslyn's Annual Reports on Form 10-K for the year ended December 31, 2002 are incorporated by reference into this joint proxy statement/prospectus. See WHERE YOU CAN FIND MORE INFORMATION on page [●].

For more information see THE MERGER Interests of Roslyn's Directors and Officers in the Merger that Differ From Your Interests on page [●].

## **Distribution of New York Community Certificates**

At or prior to the completion of the merger, New York Community will cause to be deposited, with the exchange agent, certificates representing shares of New York Community common stock for the benefit of the holders of certificates representing shares of Roslyn common stock and cash instead of any fractional shares that would otherwise be issued in the merger.

Promptly after the completion of the merger, New York Community will cause the exchange agent to send transmittal materials to each holder of a Roslyn stock certificate for use in exchanging Roslyn stock certificates for certificates representing shares of New York Community common stock and cash instead of fractional shares, if applicable. Holders of Roslyn stock certificates should NOT surrender their Roslyn stock certificates for exchange until they receive the letter of transmittal and instructions. The exchange agent will deliver certificates for New York Community common stock and/or a check instead of any fractional shares of New York Community common stock once it receives the properly completed transmittal materials together with certificates representing a holder's shares of Roslyn common stock.

Roslyn stock certificates may be exchanged for New York Community stock certificates with the exchange agent for up to one year after the completion of the merger. At the end of that period, any New York Community stock certificates and cash will be returned to New York Community. Any holders of Roslyn stock certificates who have not exchanged their certificates will be entitled to look only to New York Community, and only as general creditors of New York Community, for New York Community stock certificates and any cash to be received instead of fractional shares of New York Community common stock.

Until you exchange your Roslyn stock certificates for New York Community stock certificates, you will not receive any dividends or other distributions in respect of shares of New York Community stock. Once you exchange your Roslyn stock certificates for New York Community stock certificates, you will receive, without interest, any dividends or distributions with a record date after the effective time of the merger and payable with respect to your shares, as well as any dividends with respect to Roslyn common stock declared before the effective time of the merger but unpaid.

If your Roslyn stock certificate has been lost, stolen or destroyed you may receive a New York Community stock certificate upon the making of an affidavit of that fact. New York Community may require you to post a bond in a reasonable amount as an indemnity against any claim that may be made against New York Community with respect to the lost, stolen or destroyed Roslyn stock certificate.

After completion of the merger, there will be no further transfers on the stock transfer books of Roslyn.

## **Table of Contents**

### **Fractional Shares**

New York Community will not issue any fractional shares of New York Community common stock. Instead, a Roslyn stockholder who would otherwise have received a fraction of a share of New York Community common stock will receive an amount of cash equal to the fraction of a share of New York Community common stock to which such holder would otherwise be entitled multiplied by the average of the high and low per share sales price of New York Community common stock on the trading day immediately preceding the consummation of the merger as reported on the New York Stock Exchange, Inc. Composite Transactions Reporting System.

### **Public Trading Markets**

New York Community common stock is currently included for quotation on the New York Stock Exchange under the symbol NYB. Roslyn common stock is currently included for quotation on the Nasdaq National Market under the symbol RSLN. Upon completion of the merger, Roslyn common stock will be delisted from the Nasdaq National Market and deregistered under the Securities Exchange Act of 1934, as amended. The newly issued New York Community common stock issuable pursuant to the merger agreement will be included for quotation on the New York Stock Exchange.

The shares of New York Community common stock to be issued in connection with the merger will be freely transferable under the Securities Act, except for shares issued to any stockholder who may be deemed to be an affiliate of Roslyn, as discussed in THE MERGER AGREEMENT Resales of New York Community Stock by Affiliates on page [●].

As reported on the New York Stock Exchange, the closing sale price per share of New York Community common stock on June 26, 2003 was \$27.10. The closing sale price per share of Roslyn common stock on June 26, 2003 was \$20.85, as reported on the Nasdaq National Market. Based on these closing sale prices per share, the implied per share value of Roslyn common stock was \$20.33 as of that date. The closing sale price per share of New York Community common stock on the New York Stock Exchange on [●], 2003, the last practicable trading day before the date of this document, was \$[●]. The closing sale price per share of Roslyn common stock on the Nasdaq National Market on [●], the last practicable trading day before the date of this document, was \$[●]. The implied per share value of Roslyn common stock was \$[●] as of that date. The implied value of one share of Roslyn common stock as of these dates was calculated by multiplying New York Community's closing sale price per share by 0.75, the exchange ratio. Because the stock price of both companies will fluctuate, you should obtain current quotations of these prices.

New York Community may from time to time repurchase shares of New York Community common stock and purchase shares of Roslyn common stock and Roslyn may from time to time repurchase shares of Roslyn common stock and purchase shares of New York Community common stock. During the course of the solicitation being made by this joint proxy statement/prospectus, New York Community or Roslyn may be bidding for and purchasing shares of Roslyn common stock.

### **New York Community Dividends**

New York Community currently pays a quarterly dividend of \$0.23 per share, which is expected to continue, although the New York Community board of directors may change this dividend policy at any time. During the first half of 2003, Roslyn paid cash dividends totaling \$0.305 per share, and New York Community paid cash dividends totaling \$0.40 per share (adjusted for a 4-for-3 stock split completed on May

21, 2003).

New York Community stockholders will be entitled to receive dividends when and if declared by the New York Community board of directors out of funds legally available for dividends. The New York Community board of directors will periodically consider the payment of dividends, taking into account New York Community's financial condition and level of net income, New York Community's future prospects, economic conditions, industry practices and other factors, including applicable banking laws and regulations. However,



## **Table of Contents**

until the merger is completed, New York Community is restricted by the merger agreement from declaring dividends of more than \$.30 per share per quarter.

### **Absence of Appraisal Rights**

Appraisal rights are statutory rights that enable stockholders who object to extraordinary transactions, such as mergers, to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to stockholders in connection with the extraordinary transaction. Appraisal rights are not available in all circumstances, and exceptions to such rights are set forth in the laws of Delaware, which is the state of incorporation of both New York Community and Roslyn. These exceptions are applicable with respect to the rights of New York Community stockholders and Roslyn stockholders in the merger.

Neither Roslyn nor New York Community stockholders are entitled to appraisal rights under Delaware law in connection with the merger because the shares of Roslyn common stock are designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, Inc. and the shares of New York Community common stock are listed on the New York Stock Exchange.

### **Regulatory Approvals Required for the Merger**

We have agreed to make or cause to be made all filings required in order to obtain all regulatory approvals required to consummate the transactions contemplated by the merger agreement, which includes approvals from the Federal Reserve Board, the Federal Deposit Insurance Corporation and the New York State Banking Department.

*Federal Reserve Board.* Consummation of the merger will require New York Community to receive the prior approval of the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. We filed an application in connection therewith in July 2003.

*Federal Deposit Insurance Corporation.* As the primary federal regulator of New York Community Bank and The Roslyn Savings Bank, the FDIC is required under the Bank Merger Act to approve the merger of The Roslyn Savings Bank into New York Community Bank. We filed this application with the FDIC in July 2003.

*The New York State Banking Department.* Consummation of each of the merger of New York Community and Roslyn and the merger of New York Community Bank and The Roslyn Savings Bank will require the prior approval of the New York State Banking Department. We filed the necessary applications with the New York State Banking Department in July 2003. In addition, the merger may be reviewed by the attorneys general in the states where New York Community and Roslyn banking subsidiaries operate. Such authorities may be empowered under the applicable state laws and regulations to investigate and/or disapprove the merger under the circumstances and based upon the review set forth in applicable state laws and regulations.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The merger cannot proceed in the absence of the above approvals. We cannot assure you that these regulatory approvals will be obtained, and, if obtained, we cannot assure you as to the date of any such approvals or the absence of any litigation challenging such approvals. Likewise, we cannot assure you that the United States Department of Justice or any state attorney general will not attempt to challenge the merger on antitrust grounds, and, if such a challenge is made, we cannot assure you as to its result.

Pursuant to the Bank Holding Company Act and the Bank Merger Act, a transaction approved by the Federal Reserve Board and the FDIC may not be consummated until 30 days after such approval is received, during which time the United States Department of Justice may challenge the merger on antitrust grounds. The commencement of an antitrust action would stay the effectiveness of such an approval unless a court specifically

## **Table of Contents**

ordered otherwise. With the approval of the Federal Reserve Board or the FDIC, as the case may be, and the concurrence of the Department of Justice, the waiting period may be reduced to no less than 15 days.

New York Community and Roslyn believe that the merger does not raise substantial antitrust or other significant regulatory concerns and that they will be able to obtain all requisite regulatory approvals on a timely basis without the imposition of any condition that would have a material adverse effect on New York Community or Roslyn.

We are not aware of any material governmental approvals or actions that are required for completion of the merger other than those described above. It is presently contemplated that if any such additional governmental approvals or actions are required, such approvals or actions will be sought. There can be no assurance, however, that any such additional approvals or actions will be obtained.

## **Interests of Roslyn's Directors and Officers in the Merger that Differ From Your Interests**

Certain members of Roslyn's management and board of directors may be deemed to have interests in the merger that are in addition to or different from their interests as stockholders of Roslyn. The Roslyn board was aware of these interests and considered them, among other matters, in approving the merger agreement.

*New Employment Arrangements.* Joseph L. Mancino, Vice Chairman, President and Chief Executive Officer of Roslyn and Chairman and Chief Executive Officer of The Roslyn Savings Bank; John R. Bransfield, Jr., Vice Chairman of Roslyn and President and Chief Operating Officer of The Roslyn Savings Bank; John L. Klag, Executive Vice President and Investment Officer of The Roslyn Savings Bank; Nancy C. MacKenzie, Executive Vice President and Chief Information Officer of The Roslyn Savings Bank; Mary Ellen McKinley, Executive Vice President and Human Resources Officer of The Roslyn Savings Bank; Daniel L. Murphy, Executive Vice President and Retail Banking Officer of The Roslyn Savings Bank; Michael P. Puorro, Executive Vice President and Chief Financial Officer of Roslyn and Treasurer, Executive Vice President and Chief Financial Officer of The Roslyn Savings Bank; R. Patrick Quinn, Corporate Secretary of Roslyn and Executive Vice President, General Counsel and Corporate Secretary of The Roslyn Savings Bank, have entered into employment agreements with New York Community, Roslyn and The Roslyn Savings Bank relating to their employment after the completion of the merger. These employment agreements supersede their current employment arrangements with Roslyn and The Roslyn Savings Bank. In consideration of the termination of their current employment arrangements and the obligations of Roslyn to make payments thereunder, Roslyn and The Roslyn Savings Bank have agreed not to terminate the executives' employment without just cause prior to the effective time of the merger and to make certain payments described below.

Under their new employment agreements, Mr. Mancino will serve as Co-Chairman of the board of directors of New York Community, Co-Chairman of the Board of Directors of New York Community Bank and Chairman and Chief Executive Officer of the Roslyn Savings Division of New York Community Bank, Mr. Bransfield will serve as Executive Vice President of New York Community, Executive Vice President of New York Community Bank and President of Roslyn Savings Division for New York Community Bank, Mr. Klag will serve as Executive Vice President and Investment Officer of New York Community Bank, Ms. MacKenzie will serve as Executive Vice President of New York Community Bank, Ms. McKinley will serve as Executive Vice President of New York Community Bank, Mr. Murphy will serve as Executive Vice President and Retail Banking Officer of New York Community Bank, Mr. Puorro will serve as Executive Vice President and Chief Financial Officer of New York Community and Executive Vice President of New York Community Bank, and Mr. Quinn will serve as Executive Vice President and Corporate Secretary of New York Community and Executive Vice President and Corporate Secretary of New York Community Bank.

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The employment agreements each have a term of three years from completion of the merger. The employment agreements provide that the executive's base salary will be not less than the executive's base salary with Roslyn or The Roslyn Savings Bank, as applicable, immediately prior to the merger and will be reviewed annually and may be increased. In addition to the base salary, the employment agreements provide for, among

---

**Table of Contents**

other things, participation in benefits plans and other fringe benefits applicable to executive personnel of New York Community or New York Community Bank generally.

Under the employment agreements, New York Community may terminate the executive for just cause, as defined in the employment agreements, at any time. If New York Community chooses to terminate the executive's employment for reasons other than cause, or if the executive resigns as a result of a constructive termination as contemplated under the employment agreements (which is defined to include the executive's voluntary resignation with at least forty-five days prior written notice at any time during the sixty day period beginning on the eleventh month anniversary of the merger), New York Community would be required to pay to the executive an amount equal to three times the sum of the executive's base salary and annual bonus from New York Community for the last full calendar year prior to the date of termination plus the value of the benefits that would have been received by the executive for the three years following the date of termination had he or she been employed for that three-year period, and to continue the executive's welfare benefits for three years following the executive's date of termination.

The employment agreements also provide for severance payments to the executive if he or she resigns as a result of constructive termination as contemplated under the employment agreements or if the executive's employment is terminated (other than for just cause), in either case following a change in control of New York Community. Any such severance payments will be reduced by the amount of any payments and benefits provided to the executive as described in the immediately preceding paragraph as a result of a constructive termination or termination without just cause as described above. These payments will equal three times the average of the five preceding taxable years' annual compensation (including base salary, annual bonus, income realized as a result of the vesting of any restricted stock granted to the executive by New York Community or Roslyn, the fair market value of allocations made on behalf of the executive to any tax-qualified defined contribution retirement plan sponsored by New York Community, New York Community Bank, Roslyn or The Roslyn Savings Bank (which will not include the value of any allocation under the Roslyn Savings Bank Employee Stock Ownership Plan solely as a result of the merger) and the fair market value of credits made on behalf of the executive under any non-tax-qualified supplemental retirement plan sponsored by New York Community, New York Community Bank, Roslyn or The Roslyn Savings Bank (which will not include the value of any allocation under any supplemental plan related to the Roslyn Savings Bank Employee Stock Ownership Plan solely made as a result of the merger)). New York Community would also continue the executive's life, health, and disability coverage for thirty-six months, and would continue specified fringe benefits for the remainder of the term. In addition, any stock options, restricted stock awards and other equity-based awards previously awarded to the executive by Roslyn or New York Community and outstanding on the date of his or her termination of employment will immediately vest and become exercisable. The executive would also be entitled to receive an additional tax indemnification payment if payments under the employment agreement or otherwise triggered liability under Internal Revenue Code Section 4999 for the excise tax applicable to excess parachute payments.

New York Community will pay all reasonable costs and legal fees paid or incurred by the executive under any dispute or question of interpretation relating to the executive's termination of employment if the executive is successful on the merits in a legal judgment, arbitration or settlement. The employment agreements also provide that New York Community will indemnify the executive to the fullest extent legally allowable for all expenses and liabilities he or she may incur in connection with any suit or proceeding in which he or she may be involved by reason of his or her having been a director or officer of New York Community or any of its affiliates.

In consideration of having accepted employment with New York Community, Mr. Mancino, Mr. Bransfield, Mr. Puorro, Mr. Klag, Ms. MacKenzie, Mr. Murphy, Mr. Quinn and Ms. McKinley will receive retention bonuses of \$2,000,000, \$1,000,000, \$600,000, \$600,000, \$650,000, \$600,000, \$600,000 and \$500,000 respectively, upon completion of the merger. However, if the executive voluntarily terminates employment during the twelve month period following completion of the merger (other than as a result of a constructive termination) or is terminated for cause within that period, he or she must return a proportionate share of the bonus. In consideration of the termination of their current employment agreements, Roslyn will make a lump

---

**Table of Contents**

sum payment, upon completion of the merger, to each of Mr. Mancino, Mr. Bransfield, Mr. Puorro, Mr. Klag, Ms. MacKenzie, Mr. Murphy, Mr. Quinn and Ms. McKinley in approximately the following amounts: \$7,470,000, \$3,850,000, \$2,430,000, \$2,340,000, \$2,050,000, \$2,080,000, \$1,570,000 and \$1,140,000, respectively.

*Noncompetition Agreements.* Mr. Mancino, Mr. Bransfield, Mr. Puorro, Mr. Klag, Ms. MacKenzie, Mr. Murphy, Mr. Quinn and Ms. McKinley have also entered into noncompetition agreements with New York Community, Roslyn and The Roslyn Savings Bank. In consideration for having entered into the noncompetition agreements, Mr. Mancino, Mr. Bransfield, Mr. Puorro, Mr. Klag, Ms. MacKenzie, Mr. Murphy, Mr. Quinn and Ms. McKinley will receive payments of approximately \$8.3 million, \$4.8 million, \$2.4 million, \$2 million, \$800,000, \$1.9 million, \$700,000 and \$1.2 million, respectively. These payments will be made upon completion of the merger provided that the executive is still employed by Roslyn or The Roslyn Savings Bank, as applicable, at that time.

Pursuant to the noncompetition agreements, each executive has agreed to keep confidential all business-related information about New York Community and its subsidiaries, Roslyn and The Roslyn Savings Bank and to return all confidential information upon termination of employment. Each executive has further agreed that while employed by New York Community or New York Community Bank and for the 12-month period following termination of employment, but not less than 36 months (and in the case of Messrs. Mancino and Bransfield, for not less than 60 months) following the completion of the merger, he or she will not (1) own, manage, operate, join, control or otherwise carry on or be engaged in any business competitive with that of New York Community, New York Community Bank or their affiliates, (2) solicit or induce any employee of New York Community, New York Community Bank or their affiliates to terminate employment with New York Community, New York Community Bank or their affiliates in order to enter into any employment relationship with him or a competitor of New York Community, New York Community Bank or their affiliates, or (3) solicit any customer of New York Community, New York Community Bank or their affiliates to stop doing business with it or to interfere with or damage any relationship between New York Community, New York Community Bank or their affiliates and any of its customers.

*Effect of the Merger on The Roslyn Savings Bank's Employee Stock Ownership Plan.* The Roslyn Savings Bank's Employee Stock Ownership Plan provides that, in the event of a change of control (as defined in the ESOP), shares of Roslyn stock held by the ESOP but not yet allocated to participants' accounts will be so allocated, following the sale of a sufficient number of such shares to repay any outstanding loan incurred in connection with the purchase of such shares. In addition, all participants will be fully vested in their accounts upon a change in control. The merger will constitute a change of control for purposes of the ESOP. Mr. Mancino, Mr. Bransfield, Mr. Puorro, Mr. Klag, Ms. MacKenzie, Mr. Murphy, Mr. Quinn and Ms. McKinley participate in the ESOP.

*Equity-Based Awards.* Pursuant to the terms of Roslyn and The Roslyn Savings Bank's equity-based compensation plans, including plans assumed by Roslyn or The Roslyn Savings Bank in connection with previous acquisitions, all unvested options to purchase Roslyn common stock held by Roslyn's executive officers and directors will become vested and exercisable upon completion of the merger. In addition, upon completion of the merger, restrictions will lapse with respect to shares of restricted stock issued under Roslyn and The Roslyn Savings Bank's equity-based compensation plans. Notwithstanding the terms of these plans, Mr. Mancino, Mr. Bransfield, Mr. Puorro, Mr. Klag, Ms. MacKenzie, Mr. Murphy, Mr. Quinn and Ms. McKinley have waived the accelerated vesting of their stock options and restricted stock as a result of the merger. As of [●], the aggregate number of unvested options and shares of unvested restricted stock held by executive officers and directors of Roslyn and The Roslyn Savings Bank was [●].

The merger agreement provides that, upon completion of the merger, each outstanding and unexercised option to acquire shares of Roslyn common stock will cease to represent the right to acquire shares of Roslyn

## **Table of Contents**

common stock and will become a right to acquire New York Community common stock. The number of shares and the exercise price subject to the converted options will be adjusted for the exchange ratio in the merger. The duration and other terms of the new New York Community options will otherwise be the same as the prior Roslyn options.

*Roslyn Director Representation.* Pursuant to the merger agreement, Mr. Mancino and four other members of the current Roslyn board of directors selected by Roslyn and acceptable to New York Community will join the New York Community board of directors. In addition, each of the current Roslyn board members will be elected or appointed to New York Community Bank's divisional board for the future Roslyn Savings Bank division of New York Community Bank. The divisional board will advise New York Community Bank with respect to deposit and lending activities in The Roslyn Savings Bank's former market area and to maintain and develop customer relationships. Each member of the divisional board (other than members of the New York Community or New York Community Bank boards) will receive an annual retainer equivalent to the amount of directors' fees those members received as member of the Roslyn board in 2002. The Divisional Board will exist for three years beginning on the effective date of the merger of The Roslyn Savings Bank and New York Community Bank.

*Protection of Roslyn Directors and Officers Against Claims.* New York Community has agreed to indemnify and hold harmless each present and former director and officer of Roslyn from liability and expenses for matters arising at or prior to the consummation of the merger to the same extent that they would have been indemnified as a director or officer of Roslyn. New York Community has also agreed that it will maintain Roslyn's current policy of directors' and officers' liability insurance coverage for the benefit of Roslyn's directors and officers for six years following consummation of the merger, subject to certain limitations on the annual premium.

## **Acquisitions Generally**

New York Community routinely evaluates opportunities to expand through merger or acquisition, and frequently conducts due diligence activities in connection with such opportunities. As a result, merger or acquisition discussions and, in some cases, negotiations may take place in the future, and mergers and acquisitions involving cash, debt or equity securities may occur. The impact of a merger or an acquisition would likely be reflected in New York Community's financial condition and results of operations.

## **Table of Contents**

### **THE MERGER AGREEMENT**

*The following describes certain aspects of the proposed merger, including material provisions of the merger agreement. The following description of the merger agreement is subject to, and qualified in its entirety by reference to, the merger agreement, which is attached as Appendix A to this document and is incorporated by reference into this document. We urge you to read the merger agreement carefully and in its entirety.*

#### **Terms of the Merger**

The merger agreement provides for the merger of Roslyn with and into New York Community. New York Community will be the surviving corporation after the merger. Each share of Roslyn common stock issued and outstanding immediately prior to the completion of the merger, except for certain shares of Roslyn common stock, will be converted into 0.75 of a share of New York Community common stock.

New York Community will not issue any fractional shares of New York Community in the merger. Instead, a Roslyn stockholder who otherwise would have received a fraction of a share of New York Community common stock will receive an amount in cash rounded to the nearest cent. This cash amount shall be determined by multiplying the fraction of a share of New York Community common stock to which such holder would otherwise be entitled by the average of the high and low per share sales price of New York Community common stock on the trading day immediately preceding the consummation of the merger as reported by the New York Stock Exchange, Inc. Composite Transaction Reporting System.

#### **Treatment of Roslyn Stock Options**

At the effective time of the merger, each outstanding Roslyn stock option granted under the Roslyn stock option plans will be converted into options to purchase New York Community common stock.

The number of shares of New York Community common stock underlying the new New York Community stock option will equal the number of shares of Roslyn common stock to which the corresponding Roslyn option was subject immediately prior to the effective time, multiplied by the 0.75 exchange ratio, rounded to the nearest whole share. The per share exercise price of each new New York Community option will equal the exercise price of the corresponding Roslyn option immediately prior to the effective time divided by the 0.75 exchange ratio, rounded to the nearest cent. All other terms of the Roslyn stock options will remain unchanged after the conversion.

New York Community has agreed to assume Roslyn's obligations with respect to the Roslyn stock options that are converted into New York Community options as described above and the plans under which they have been issued. New York Community has agreed to reserve additional shares of New York Community stock to satisfy its obligations under the converted options and file a registration statement with the SEC on an appropriate form to the extent necessary to register New York Community common stock subject to the converted options.

#### **Closing and Effective Time of the Merger**



The merger will be consummated only if all of the following occur:

the merger agreement is adopted by New York Community stockholders,

the merger agreement is adopted by Roslyn stockholders,

we obtain all required consents and approvals, and

all other conditions to the merger discussed in this document and the merger agreement are either satisfied or waived.

## **Table of Contents**

The merger will become effective when a certificate of merger is filed with the Secretary of State of the State of Delaware, or at a later time as may be agreed upon by us and indicated in the certificate of merger in accordance with applicable law. In the merger agreement, we have agreed to cause the completion of the merger to occur on the fifth business day following the satisfaction or waiver of the last of the conditions specified in the merger agreement, or on another mutually agreed date. It is currently anticipated that the effective time will occur during the fourth quarter of 2003, but we cannot guarantee when or if the merger will be consummated.

## **Representations, Warranties, Covenants and Agreements**

The merger agreement contains reciprocal representations and warranties of Roslyn and New York Community relating to their respective businesses that are customary in merger transactions. With the exception of certain representations that must be true and correct in all material respects, no representation will be deemed untrue or incorrect as a consequence of the existence or absence of any fact or event unless that fact or event has had or is reasonably likely to have a material adverse effect on the company making the representation. The representations in the merger agreement do not survive the effective time of the merger.

New York Community and Roslyn have each undertaken customary covenants that place restrictions on it and its subsidiaries until the effective time of the merger. In general, New York Community and its subsidiaries and Roslyn and its subsidiaries are required to use their reasonable best efforts to preserve intact their business organizations and assets and to maintain their rights, franchises and relationships with others having business dealings with them. In addition, Roslyn and its subsidiaries are required to conduct their business in the ordinary and usual course. New York Community and Roslyn have also agreed to various specific restrictions relating to the conduct of their respective businesses, including, with respect to Roslyn, restrictions with respect to selling stock of it or its subsidiaries, disposing or encumbering property or assets, authorizing capital expenditures, incurring debt, changing compensation, benefits or stock option plans of its employees and hiring new employees and settling material claims and litigation. The merger agreement also contains mutual covenants relating to the preparation of this joint proxy statement/prospectus and the holding of special meetings of New York Community and Roslyn stockholders, access to information of the other party and public announcements with respect to the transactions contemplated by the merger agreement.

## **Declaration and Payment of Dividends**

We have agreed that, until the merger is completed, we will each only pay regular quarterly dividends or distributions, provided that New York Community's dividends do not exceed \$0.30 per share per quarter and Roslyn's dividends do not exceed \$0.155 per share per quarter. Roslyn has also agreed to cause its dividend payment schedule to be the same as New York Community Bank's dividend payment schedule. The intent of this action is to coordinate our declaration of dividends so that holders of Roslyn common stock or New York Community common stock will not receive two dividends, or fail to receive one dividend, for any quarter with respect to their Roslyn common stock and/or New York Community common stock and any New York Community common stock any such holder receives in the merger.

## **Agreement Not to Solicit Other Offers**

Each of New York Community and Roslyn has also agreed that it and its subsidiaries and their respective officers and directors will not, and will direct and use its reasonable best efforts to cause its employees and agents not to:

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

initiate, solicit or encourage, directly or indirectly, any inquiries or the making or implementation of any Acquisition Proposal (as defined below);

except to the extent that its board of directors determines, in good faith, after consultation with its outside financial and legal advisors, that the failure to do so would breach its fiduciary obligations under applicable law, engage in any negotiations concerning, or provide any confidential information or data to, or have any discussions with, any person relating to an Acquisition Proposal; or

## **Table of Contents**

otherwise facilitate any effort or attempt to implement or make an Acquisition Proposal, including amending its Stockholder Rights Protection Agreement.

Each of New York Community and Roslyn has agreed to notify the other party immediately of any such Acquisition Proposal, including describing the material terms and conditions of the Acquisition Proposal and providing updates of any developments with respect to an Acquisition Proposal.

For purposes of the merger agreement, an Acquisition Proposal means any proposal or offer with respect to the following involving New York Community or Roslyn or any of their material subsidiaries:

any merger, consolidation, share exchange, business combination or other similar transaction, except that in New York Community's case, any such transaction must involve the conversion of New York Community's outstanding shares of common stock into shares, securities or other property of an unaffiliated third party and immediately after giving effect to such transaction, New York Community's stockholders own less than 50% of the voting stock of the resulting entity's (or its ultimate parent's, if appropriate) voting shares;

any sale, lease, exchange, pledge, transfer or other disposition of 35% or more of its consolidated assets or liabilities in a single transaction or series of transactions;

any tender offer or exchange offer for 10% or more of the outstanding shares of its capital stock; or

any public announcement of a proposal, plan or intention to do any of the foregoing or any agreement to engage in any of the foregoing.

## **Expenses and Fees**

In general, each party will be responsible for all expenses incurred by it in connection with the negotiation and consummation of the transactions contemplated by the merger agreement. However, New York Community and Roslyn will each pay one-half of the following expenses: (i) the costs (excluding the fees and disbursements of counsel and accountants) incurred in connection with the preparation (including copying and printing) of this joint proxy statement/prospectus and applications to governmental entities for the approval of the merger and (ii) all listing, filing or registration fees, including fees paid for filing the joint proxy statement/prospectus with the SEC and fees paid for filings with governmental entities.

## **Conditions to Consummation of the Merger**

Our respective obligations to consummate the merger are subject to the fulfillment or waiver of certain conditions, including:

the adoption of the merger agreement by the holders of the requisite number of shares of New York Community common stock and Roslyn common stock;

the receipt and effectiveness of all governmental and other approvals, registrations and consents, and the expiration of all related waiting periods required to consummate the merger and to issue New York Community common stock;

the absence of any law, statute, regulation, judgment, decree, injunction or other order in effect by any court or other governmental entity that prohibits consummation of the transactions contemplated by the merger agreement;

the registration statement with respect to the New York Community common stock to be issued pursuant to the merger shall have become effective under the Securities Act and no stop order suspending the effectiveness of the registration statement will have been issued and no proceedings for that purpose will have been initiated or threatened by the SEC or any other governmental entity;

## **Table of Contents**

all permits and other authorizations under state and federal securities laws and other authorizations necessary to consummate the merger and to issue the shares of New York Community common stock in the merger will have been received and be in full force and effect;

the truth and correctness of the representations and warranties of each of us in the merger agreement, subject to certain specified exceptions, and the performance by each of us in all material respects of our obligations under the merger agreement and the receipt by each of us of certificates from the other to that effect; and

the receipt by each of New York Community and Roslyn of a legal opinion with respect to certain federal income tax consequences of the merger.

We cannot provide assurance as to when or if all of the conditions to the merger can or will be satisfied or waived by the appropriate party. As of the date of this document, we have no reason to believe that any of these conditions will not be satisfied.

## **Possible Alternative Merger Structure**

The merger agreement provides that New York Community and Roslyn may mutually agree to change the structure of the merger. However, no change may be made that:

alters or changes the number of shares of New York Community common stock into which shares of Roslyn common stock will be converted,

adversely affects the tax treatment of New York Community or Roslyn or their respective shareholders pursuant to the merger agreement, or

materially impedes or delays consummation of the merger.

## **Amendment, Waiver and Termination of the Merger Agreement**

The merger agreement may be amended or modified, in accordance with applicable law, by our written agreement. The provisions of the merger agreement may be waived by the party benefited by those provisions.

The merger agreement may be terminated, and the merger abandoned, by us at any time before the merger is scheduled to be completed if both of our boards of directors vote to do so. In addition, the merger agreement may be terminated, and the merger abandoned, by action of a majority of either of our entire boards of directors if

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

the merger is not consummated by April 27, 2004, unless the failure to consummate the merger is due to the failure to comply by the terminating party with any provision contained in the merger agreement,

any governmental approval, consent or authorization required for the consummation of the merger is denied, or any court or governmental authority having jurisdiction over either of us shall have issued a final, non-appealable order enjoining or otherwise prohibiting consummation of the transactions contemplated in the merger agreement,

the stockholders of either New York Community or Roslyn fail to adopt the merger agreement at the special stockholders meetings called for the purpose of considering and voting upon the merger agreement, provided that the terminating party has used its reasonable best efforts to obtain the approval of the merger agreement, or

the non-terminating party materially breaches any representation, warranty, covenant or agreement contained in the merger agreement that causes the failure of certain conditions to closing and such breach cannot be or has not been cured within 30 days after written notice of such breach is given.

## **Table of Contents**

*Effect of Termination.* If the merger agreement is terminated, it will become void and there will be no liability on the part of New York Community or Roslyn, except that:

termination will not relieve a breaching party from liability for any willful breach giving rise to such termination,

New York Community and Roslyn will keep confidential and will not use any information obtained from the other party for any purpose unrelated to the consummation of the transactions contemplated by the merger agreement. New York Community and Roslyn will also promptly return or destroy all copies of documents containing information and data regarding the other party, and

New York Community and Roslyn will each bear its own expenses in connection with the merger agreement and the transactions contemplated thereby, except as otherwise provided in the merger agreement.

## **Resales of New York Community Stock by Affiliates**

Affiliates of Roslyn, as defined under Rule 145 under the Securities Act of 1933, as amended, generally may not sell their shares of New York Community common stock acquired in the merger except pursuant to an effective registration statement under the Securities Act or an applicable exemption from the registration requirements of the Securities Act, including Rules 144 and 145 issued by the Securities and Exchange Commission under the Securities Act. Affiliates include directors, executive officers, and beneficial owners of 10% or more of any class of capital stock.

Under the merger agreement, Roslyn agreed to provide, and has provided, New York Community with a list of the persons who, to Roslyn's knowledge, may be deemed to be affiliates of Roslyn. Roslyn has also delivered a letter of agreement from each of these persons by which that person agrees, among other things, not to offer to sell, transfer or otherwise dispose of any of the shares of New York Community common stock distributed to him or her pursuant to the merger except in compliance with Rule 144 and Rule 145 under the Securities Act, in a transaction that is otherwise exempt from the registration requirements of the Securities Act, or in an offering registered under the Securities Act. New York Community may place restrictive legends on its common stock certificates that are issued to persons who are deemed to be affiliates of Roslyn under the Securities Act.

This document does not cover any resales of New York Community common stock received in the merger by any person who may be deemed an affiliate of Roslyn.

## **New York Community Employee Benefit Plans**

The merger agreement provides that as soon as practicable after the completion of the merger, New York Community and New York Community Bank will implement a program of compensation and benefits designed to cover all similarly situated employees of New York Community, including employees of Roslyn and The Roslyn Savings Bank, on a uniform basis. At New York Community's discretion, this program may contain any combination of new plans, continuation of plans maintained by New York Community or New York Community Bank and continuation of plans maintained by Roslyn or The Roslyn Savings Bank immediately prior to the merger.



## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

The new plans instituted by New York Community shall recognize, for purposes of eligibility, participation, vesting and benefit accrual (but not for benefit accrual under any defined pension plan) except for purposes of any post-retirement, health and life insurance benefits, all service with New York Community, New York Community Bank, Roslyn and The Roslyn Savings Bank as service with New York Community or New York Community Bank. New York Community will also assume all obligations of Roslyn and The Roslyn Savings Bank in accordance with the terms of Roslyn's or The Roslyn Savings Bank's plans, contracts, arrangements or understandings as identified by Roslyn in accordance with the merger agreement.

## **Table of Contents**

### **THE STOCK OPTION AGREEMENTS**

*The following description, which sets forth the material provisions of the New York Community stock option agreement and the Roslyn stock option agreement, is subject to the full text of, and qualified in its entirety by reference to, the stock option agreements, which are attached as Appendices B and C to this document and are incorporated by reference into this document. We urge you to read the stock option agreements carefully and in their entirety.*

#### **The Stock Options**

At the same time we entered into the merger agreement, we also entered into reciprocal stock option agreements. Under the terms of the stock option granted by New York Community to Roslyn, Roslyn may purchase up to 27,000,000 shares of New York Community common stock at an exercise price of \$27.10 per share. Under the terms of the stock option granted by Roslyn to New York Community, New York Community may purchase up to 15,000,000 shares of Roslyn common stock at an exercise price of \$20.85 per share. However, the number of shares issuable upon exercise of the options cannot exceed 19.9% of the New York Community or Roslyn common stock outstanding without giving effect to any shares issued pursuant to the option. These exercise prices represent our closing stock prices on June 26, 2003, the day prior to the execution of the merger agreement and the stock option agreements. The terms of these stock option agreements are similar in most respects and are summarized below.

#### **Purpose of the Stock Option Agreements**

The stock option agreements may have the effect of making an acquisition or other business combination of either New York Community or Roslyn by a third party more costly because of the need in any transaction to acquire any shares issued pursuant to the stock option agreements or because of any cash payments made pursuant to the stock option agreements. The stock option agreements may, therefore, discourage certain third parties from proposing an alternative transaction to the current merger proposed by us, including one that might be more favorable from a financial point of view to the stockholders of New York Community or Roslyn, as the case may be, than the merger.

To our best knowledge, no event giving rise to the right to exercise the stock option has occurred as of the date of this document.

#### **Exercise; Expiration**

Each of New York Community and Roslyn can exercise its option if both an initial triggering event and a subsequent triggering event occur prior to the occurrence of an exercise termination event, as these terms are described below. The purchase of any shares of New York Community or Roslyn stock pursuant to the options is subject to compliance with applicable law, which may require regulatory approval.

The stock option agreements describe a number of different events as initial triggering events. Generally, an initial triggering event will occur if New York Community or Roslyn enter into, propose to enter into, or are the subject of an acquisition transaction or a proposed acquisition transaction other than the merger agreement.

As used in each stock option agreement, initial triggering events, generally mean the following:

New York Community or Roslyn respectively, or any of its subsidiaries, without the other party's prior written consent, enters into an agreement to engage in an acquisition transaction (as defined below) with a third party or its board of directors recommends that its stockholders approve or accept any acquisition transaction other than the New York Community/Roslyn merger transaction;

**Table of Contents**

Any third party acquiring beneficial ownership or the right to acquire beneficial ownership of 50% or more of the outstanding shares of New York Community common stock or 10% or more of the outstanding shares of Roslyn common stock, respectively;

The stockholders of New York Community or Roslyn, respectively, shall have voted and failed to approve the merger agreement and the merger at the special stockholder meeting, or such meeting was not held in violation of the merger agreement or was canceled prior to termination of the merger agreement if, prior to such meeting or termination, it shall have been publicly announced that any person made, or disclosed an intention to make, a proposal to engage in an acquisition transaction;

The board of directors of New York Community or Roslyn, respectively, shall have withdrawn or modified or qualified (or publicly announced its intention to withdraw or modify or qualify) or failed to make in any manner adverse in any respect to Roslyn or New York Community, respectively, its recommendation that its stockholders approve the transactions contemplated by the merger agreement after its shall have been publicly announced that any third person made, or disclosed an intention to make, or otherwise made a bona fide proposal to engage in an acquisition transaction, or New York Community or Roslyn, respectively, or its subsidiary has authorized, recommended or proposed (or publicly announced its intention to authorize, recommend or propose) an agreement to engage in an acquisition transaction with any third person;

Any third person, without the written consent of New York Community or Roslyn, respectively, files with the SEC a registration statement or tender offer materials with respect to a potential exchange or tender offer that would constitute an acquisition transaction (or files a preliminary proxy statement with the SEC with respect to a potential vote by its stockholders to approve the issuance of shares to be offered in such an exchange offer); or

Any third person, without the written consent of New York Community or Roslyn, respectively, files an application or notice with the Board of Governors of the Federal Reserve System or other federal or state bank regulatory or antitrust authority for approval to engage in an acquisition transaction.

As used in each stock option agreement, the term acquisition transaction means:

a merger or consolidation or any similar transaction involving New York Community or Roslyn or any of their respective significant subsidiaries, other than certain mergers (i) involving only New York Community or Roslyn and its respective wholly-owned subsidiaries or (ii) after which the common stockholders of New York Community immediately prior thereto in the aggregate own or continue to own at least 50% of the common stock of New York Community or the surviving entity or parent, provided the transaction is not entered into in violation of the merger agreement;

a purchase, lease or other acquisition of all or any substantial part of the assets or deposits of New York Community or Roslyn or any of their respective significant subsidiaries; or

a purchase or other acquisition of securities representing 50% or more of the voting power of New York Community or its significant subsidiaries or 25% or more of the voting power of Roslyn or its significant subsidiaries.

Each stock option agreement generally defines the term subsequent triggering event to mean any of the following events or transactions:

the acquisition by a third party of beneficial ownership of 50% or more of the outstanding common stock of New York Community or 25% or more of the outstanding common stock of Roslyn; or

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

New York Community or Roslyn enters into, proposes to enter into, or is the subject of an acquisition transaction or proposed acquisition transaction other than the merger agreement.

## **Table of Contents**

Each stock option agreement defines the term exercise termination event to mean any of the following:

completion of the merger;

termination of the merger agreement in accordance with its terms before an initial triggering event, except a termination of the merger agreement by New York Community or Roslyn based on a willful breach by the other party of a representation, warranty, covenant or other agreement contained in the merger agreement; or

the passage of nine months, subject to the extension described below, after termination of the merger agreement, if the termination follows the occurrence of an initial triggering event or is a termination of the merger agreement by New York Community or Roslyn based on a willful breach by the other party of a representation, warranty, covenant or other agreement contained in the merger agreement.

If either option becomes exercisable, it may be exercised in whole or in part within six months following the subsequent triggering event. New York Community and Roslyn's right to exercise the option and certain other rights under the stock option agreements are subject to an extension in order to obtain required regulatory approvals and comply with applicable regulatory waiting periods and to avoid liability under the short-swing trading restrictions contained in Section 16(b) of the Securities Exchange Act and during any period that it is enjoined or legally restricted from exercising the option plus any additional period reasonably necessary to exercise the option after obtaining such approval or the expiration of such periods. Nevertheless, neither New York Community nor Roslyn may exercise its option if it is in breach of any of its covenants or agreements so that the other party would be entitled to terminate the merger agreement. Finally, an option agreement will terminate upon the proper termination of the merger agreement by New York Community or Roslyn, as issuer of the option, as a result of the other party's material breach of its covenants or agreements under the merger agreement.

## **Rights Under the Stock Option Agreements**

At any time after a repurchase event, as this term is described below, and prior to the date that is 12 months immediately thereafter, and prior to an exercise termination event subject to extension as described above, upon the request of New York Community or Roslyn the other party may be required to repurchase the option and all or any part of the shares issued under the option. The repurchase of the option will be at a price per share equal to the amount by which the market/offer price, as that term is defined in the stock option agreement, exceeds the option price. The repurchase of the option shares will be at the market/offer price, as that term is defined in the stock option agreement. The term repurchase event is defined to mean:

the acquisition by any third party of beneficial ownership of 50% or more of the then-outstanding shares of New York Community or Roslyn common stock; or

the consummation of an acquisition transaction, provided that for purposes of the definition of repurchase event, in the case of Roslyn, the percentage referred to in the third definition of acquisition transaction above is 50% rather than 25%.

Each stock option agreement also provides that New York Community and Roslyn may, at any time after a repurchase event and prior to the occurrence of an exercise termination event, subject to extension as described above, surrender the option and any shares issued under the option held by New York Community or Roslyn to Roslyn or New York Community, respectively, for a cash fee equal to \$39 million, adjusted for our purchase price of option shares surrendered and gains on sales of stock purchased under the option, provided that neither New York Community nor Roslyn may exercise its surrender right if the other party repurchases the option, or a portion of the option.

If, prior to an exercise termination event, either New York Community or Roslyn enters into certain mergers, consolidations or other transactions, certain fundamental changes in its capital stock occur, or it sells all

**Table of Contents**

or substantially all of its assets or deposits on a consolidated basis, the option will be converted into, or be exchanged for, a substitute option, at the other party's election of:

the continuing or surviving person of a consolidation or merger with the New York Community or Roslyn;

the acquiring person in a plan of exchange in which New York Community or Roslyn is acquired;

New York Community or Roslyn in a merger or plan of exchange in which it is the acquiring person;

the transferee of all or a substantial part of the consolidated assets or deposits of New York Community or Roslyn; or

any person that controls any of these entities, as the case may be.

The substitute option will have the same terms as the original option (including a repurchase right, but based on the closing price of the common stock of the substitute issuer). However, if because of legal reasons the terms of the substitute option cannot be the same as those of the original option, the terms of the substitute option will be as similar as possible and at least as advantageous to Roslyn or New York Community. Also, the number of shares exercisable under the substitute option is essentially capped at 19.9% of the shares of common stock outstanding prior to exercise. In the event of this cap would be exceeded, the issuer of the substitute option will pay New York Community or Roslyn, respectively, the difference between the value of a capped and non-capped option.

The stock option agreements provide that in no event shall the total profit realized by New York Community or Roslyn as a result of an option agreement exceed \$47,000,000.



**Table of Contents**

**ACCOUNTING TREATMENT**

The merger will be accounted for as a purchase, as that term is used under generally accepted accounting principles, for accounting and financial reporting purposes. Under purchase accounting, the assets and liabilities of Roslyn as of the effective time of the merger will be recorded at their respective fair values and added to those of New York Community. Any excess of purchase price over the fair values is recorded as goodwill. Financial statements of New York Community issued after the merger would reflect such fair values and would not be restated retroactively to reflect the historical financial position or results of operations of Roslyn.

**Table of Contents**

**MATERIAL FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER**

The following section describes the anticipated material U.S. federal income tax consequences of the merger to holders of Roslyn common stock. This discussion addresses only those Roslyn stockholders that hold their Roslyn common stock as a capital asset within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended, and does not address all the U.S. federal income tax consequences that may be relevant to particular Roslyn stockholders in light of their individual circumstances or to Roslyn stockholders that are subject to special rules, such as:

financial institutions,

insurance companies,

tax-exempt organizations,

dealers in securities or currencies,

traders in securities that elect to use a mark to market method of accounting,

persons that hold Roslyn common stock as part of a straddle, hedge, constructive sale or conversion transaction,

persons who are not citizens or residents of the United States, and

stockholders who acquired their shares of Roslyn common stock through the exercise of an employee stock option or otherwise as compensation.

The following is based upon the Internal Revenue Code, its legislative history, existing and proposed regulations thereunder and published rulings and decisions, all as currently in effect as of the date hereof, and all of which are subject to change, possibly with retroactive effect. Tax considerations under state, local and foreign laws, or federal laws other than those pertaining to the income tax, are not addressed in this document. Determining the actual tax consequences of the merger to you may be complex. They will depend on your specific situation and on factors that are not within our control. You should consult with your own tax advisor as to the tax consequences of the merger in your particular circumstances, including the applicability and effect of the alternative minimum tax and any state, local or foreign and other tax laws and of changes in those laws.

*Tax Consequences of the Merger Generally.* New York Community and Roslyn have structured the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. It is a condition to Roslyn's obligation to complete the merger that Roslyn receive an opinion of its special counsel, Wachtell, Lipton, Rosen & Katz, dated the effective date of the merger, to the effect that (i) the merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, (ii) each of Roslyn and New York Community will be a party to that reorganization within the meaning of Section 368(b) of the Internal Revenue Code and (iii) no gain or loss will be recognized by stockholders of Roslyn who receive shares of New York Community common stock in exchange for Roslyn common stock, except with respect to cash received instead of fractional share interests. It is a condition to New York Community's obligation to complete the merger that New York Community receive an opinion of its special counsel, Sullivan & Cromwell LLP, dated the

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

effective date of the merger, to the effect that (i) the merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and (ii) each of Roslyn and New York Community will be a party to that reorganization within the meaning of Section 368(b) of the Internal Revenue Code.

In rendering these opinions, counsel may require and rely upon representations contained in letters and certificates to be received from Roslyn and New York Community. Neither of these tax opinions will be binding on the Internal Revenue Service. Neither New York Community nor Roslyn intends to request any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the merger.

**Table of Contents**

Assuming the merger qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code:

no gain or loss will be recognized by stockholders of Roslyn who receive shares of New York Community common stock in exchange for shares of Roslyn common stock, except with respect to cash received instead of fractional share interests in New York Community common stock;

the aggregate basis of the New York Community common stock received in the merger will be the same as the aggregate basis of the Roslyn common stock for which it is exchanged, less any basis attributable to fractional share interests in New York Community common stock for which cash is received; and

the holding period of New York Community common stock received in exchange for shares of Roslyn common stock will include the holding period of the Roslyn common stock for which it is exchanged.

*Cash Received Instead of a Fractional Share of New York Community Common Stock.* A stockholder of Roslyn who receives cash instead of a fractional share of New York Community common stock will be treated as having received the fractional share pursuant to the merger and then as having exchanged the fractional share for cash in a redemption by New York Community. As a result, a Roslyn stockholder will generally recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share interest as set forth above. This gain or loss will generally be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for such shares is greater than one year. The deductibility of capital losses is subject to limitations.

*Backup Withholding and Information Reporting.* Payments of cash to a holder of Roslyn common stock instead of a fractional share of New York Community common stock may, under certain circumstances, be subject to information reporting and backup withholding at a rate of 28% of the cash payable to the holder, unless the holder provides proof of an applicable exemption or furnishes its taxpayer identification number, and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld from payments to a holder under the backup withholding rules are not additional tax and will be allowed as a refund or credit against the holder's U.S. federal income tax liability, provided the required information is furnished to the Internal Revenue Service.

## **Table of Contents**

### **DESCRIPTION OF NEW YORK COMMUNITY CAPITAL STOCK**

*In this section, we describe the material features and rights of the New York Community capital stock after the merger. This summary is qualified in its entirety by reference to applicable Delaware law, New York Community's certificate of incorporation, New York Community's bylaws and the New York Community rights agreement, as described below. See WHERE YOU CAN FIND MORE INFORMATION on page [•].*

#### **General**

New York Community is currently authorized to issue 300,000,000 shares of common stock having a par value of \$0.01 per share and 5,000,000 shares of preferred stock having a par value of \$0.01 per share. Each share of New York Community common stock has the same relative rights as, and is identical in all respects to, each other share of New York Community common stock.

As of [•], 2003, there were [•] shares of common stock of New York Community outstanding, [•] shares of common stock of New York Community held in treasury and [•] shares of common stock of New York Community reserved for issuance pursuant to New York Community's employee benefit plans and the New York Community stock option agreement. After giving effect to the merger on a pro forma basis, approximately [•] shares of New York Community common stock will be outstanding.

#### **Common Stock**

*Dividends.* Subject to certain regulatory restrictions, New York Community can pay dividends out of statutory surplus or from certain net profits if, as and when declared by its board of directors. Funds for New York Community dividends are generally provided through dividends from New York Community Bank. The payment of dividends by New York Community Bank is subject to limitations which are imposed by law and applicable regulation. See New York Community Dividends on page [•]. The holders of common stock of New York Community are entitled to receive and share equally in such dividends as may be declared by the board of directors of New York Community out of funds legally available therefor. If New York Community issues preferred stock, the holders thereof may have a priority over the holders of the common stock with respect to dividends.

*Voting Rights.* The holders of common stock of New York Community possess exclusive voting rights in New York Community. They elect the New York Community board of directors and act on such other matters as are required to be presented to them under Delaware law or as are otherwise presented to them by the board of directors. Each holder of common stock is entitled to one vote per share and does not have any right to cumulate votes in the election of directors. If New York Community issues preferred stock, holders of the preferred stock may also possess voting rights. Certain matters require an 80% stockholder vote, which is calculated after giving effect to a provision limiting voting rights. This provision in New York Community's certificate of incorporation provides that stockholders 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 persons acting in concert with such person or entity.

*Liquidation.* In the event of any liquidation, dissolution or winding up of New York Community Bank, New York Community, as holder of New York Community Bank's capital stock, would be entitled to receive, after payment or provision for payment of all debts and liabilities of

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

New York Community Bank (including all deposit accounts and accrued interest thereon) and after distribution of the balance in the special liquidation account to eligible account holders, all assets of New York Community Bank available for distribution. In the event of liquidation, dissolution or winding up of New York Community, the holders of its common stock would be entitled to receive, after payment or provision for payment of all of its debts and liabilities, all of the assets of New York Community available for distribution. If preferred stock is issued, the holders thereof may have a priority over the holders of the New York Community common stock in the event of liquidation or dissolution.

**Table of Contents**

*Preemptive Rights.* Holders of New York Community common stock are not entitled to preemptive rights with respect to any shares which may be issued. The New York Community common stock is not subject to redemption.

**Preferred Stock**

Shares of New York Community preferred stock may be issued with such designations, powers, preferences and rights as the New York Community board of directors may from time to time determine. The New York Community board of directors can, without stockholder approval, issue preferred stock with voting, dividend, liquidation and conversion rights which could dilute the voting strength of the holders of the common stock and may assist management in impeding an unfriendly takeover or attempted change in control.

**Table of Contents**

**NEW YORK COMMUNITY STOCKHOLDER PROTECTION RIGHTS AGREEMENT**

*The following is a description of the rights issued under the New York Community stockholder protection rights agreement, as amended. This description is subject to, and is qualified in its entirety by reference to, the text of the rights agreement. See WHERE YOU CAN FIND MORE INFORMATION on page [•].*

Each issued share of New York Community common stock has attached to it one right issued pursuant to a Stockholder Protection Rights Agreement, dated as of January 16, 1996 and amended on March 27, 2001 and June 27, 2003, between New York Community and Registrar and Transfer Company (successor to Mellon Investor Services), as rights agent. Each right entitles its holder to purchase one one-hundredth of a share of participating preferred stock of New York Community at an exercise price of \$120, subject to adjustment, after the separation time, which means after the close of business on the earlier of

the tenth business day after commencement of a tender or exchange offer that, if consummated, would result in the offeror becoming an acquiring person, which is defined in the rights agreement as a person beneficially owning 10% or more of the outstanding shares of New York Community common stock; and

the tenth business day after the first date of public announcement that a person has become an acquiring person, which is also called the flip-in date.

The rights are not exercisable until the business day following the separation time. The rights expire on the earlier of

the close of business on January 16, 2006;

redemption, as described below;

an exchange for common stock, as described below; or

the merger of New York Community into another corporation pursuant to an agreement entered into prior to a flip-in date.

The New York Community board of directors may, at any time prior to the occurrence of a flip-in date, redeem all the rights at a price of \$0.01 per right.

If a flip-in date occurs, each right, other than those held by the acquiring person or any affiliate or associate of the acquiring person or by any transferees of any of these persons, will constitute the right to purchase shares of New York Community common stock having an aggregate market price equal to \$240 in cash, subject to adjustment. In addition, the New York Community board of directors may, at any time between a flip-in date and the time that an acquiring person becomes the beneficial owner of more than 50% of the outstanding shares of New York Community common stock, elect to exchange the rights for shares of New York Community common stock at an exchange ratio of one share of New York Community common stock per right.



Under the rights agreement, after a flip-in date occurs, New York Community may not consolidate or merge, or engage in other similar transactions, with an acquiring person without entering into a supplemental agreement with the acquiring person providing that, upon consummation or occurrence of the transaction, each right shall thereafter constitute the right to purchase common stock of the acquiring person having an aggregate market price equal to \$240 in cash, subject to adjustment.

These rights may not prevent a takeover of New York Community. The rights, however, may have antitakeover effects. The rights may cause substantial dilution to a person or group that acquires 10% or more of the outstanding New York Community common stock unless the rights are first redeemed by the New York Community board of directors.

On June 27, 2003, New York Community and Registrar and Transfer Company amended the rights agreement to substantially prevent the merger agreement, the stock option agreements, and the merger with Roslyn from triggering the provisions of the rights agreement.

A description of the rights agreement specifying the terms of the rights has been included in reports filed by New York Community under the Securities Exchange Act. See WHERE YOU CAN FIND MORE INFORMATION on page [•].

**Table of Contents**

**COMPARISON OF STOCKHOLDERS RIGHTS**

**General**

New York Community and Roslyn are incorporated under the laws of the State of Delaware and, accordingly, the rights of New York Community stockholders and Roslyn stockholders are governed by the laws of the State of Delaware. As a result of the merger, Roslyn stockholders will become stockholders of New York Community. Thus, following the merger, the rights of Roslyn stockholders who become New York Community stockholders in the merger will continue to be governed by the laws of the State of Delaware and will also then be governed by the New York Community certificate of incorporation and the New York Community bylaws. The New York Community certificate of incorporation will be unaltered by the merger. In connection with the merger, the board of directors of New York Community has amended the bylaws of New York Community as contemplated by the merger agreement with such amendment to become effective upon the consummation of the merger. The following description gives effect to such amendment.

**Comparison of Stockholders Rights**

Set forth on the following pages is a summary comparison of material differences between the rights of a New York Community stockholder under the New York Community certificate of incorporation, the New York Community bylaws that will be in effect at the completion of the merger, and Delaware law (right column) and the rights of a stockholder under the Roslyn certificate of incorporation, Roslyn bylaws and Delaware law (left column). The summary set forth below is not intended to provide a comprehensive summary of Delaware law or of each company's governing documents. This summary is qualified in its entirety by reference to the full text of the New York Community certificate of incorporation and New York Community bylaws, and the Roslyn certificate of incorporation and Roslyn bylaws.

**ROSLYN**

**NEW YORK COMMUNITY**

**CAPITAL STOCK**

**Authorized Capital**

200 million shares of common stock, par value \$0.01 per share, 10 million shares of preferred stock, par value \$0.01 per share. As of [•], 2003, there were [•] shares of Roslyn common stock issued and outstanding, [•] shares reserved for issuance and no shares of preferred stock issued and outstanding.

300 million shares of common stock, par value \$0.01 per share, 5 million shares of preferred stock, par value \$0.01 per share. As of [•], 2003, there were [•] shares of New York Community common stock issued and outstanding, [•] shares reserved for issuance and no shares of preferred stock issued and outstanding.

**BOARD OF DIRECTORS**

**Number of Directors**

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Such number as is fixed by the board of directors from time to time. New York Community currently has eleven directors and Roslyn has twelve directors. See THE MERGER Board of Directors and Management of New York Community Following the Merger on page [•] for a description of the New York Community board of directors after the merger.

**Table of Contents**

**ROSLYN**

**NEW YORK COMMUNITY**

**Vacancies And Newly Created Directorships**

Filled by a majority vote of the directors then in office. The person who fills any such vacancy holds office for the unexpired term of the director to whom such person succeeds.

Filled by a majority vote of the directors then in office. The person who fills any such vacancy holds office for the unexpired term of the director to whom such person succeeds.

The New York Community bylaws provide that until the annual meeting of stockholders in 2004, unless two thirds of the directors decide otherwise, any vacancy on the board of directors created by a director designated by Richmond County Financial Corp. in connection with the merger on July 31, 2001 of Richmond County Financial Corp. with New York Community or a successor of such a director will be filled with a new director selected by a majority of the remaining designees of Richmond County Financial Corp., as applicable, on the New York Community board of directors.

**Special Meeting of the Board**

Special meetings of the board of directors may be called by one-third of the directors then in office, or by the Chairman of the Board or the President.

Special meetings of the board of directors may be called by one-half of the directors then in office, or by a Chairman of the Board or the Chief Executive Officer.

**Stockholder Rights Plans**

On September 26, 2000, Roslyn adopted a stockholder protection rights agreement, pursuant to which each issued share of Roslyn common stock has attached to it one right to purchase, under certain conditions, a fraction of a share of participating preferred stock of Roslyn. On June 27, 2003, Roslyn and the rights agent under the Roslyn stockholder protection rights agreement amended the rights agreement to substantially prevent the merger agreement, the stock option agreements, and the merger with New York Community from triggering the provisions of the rights agreement.

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 certain conditions, a fraction of a share of participating preferred stock of New York Community. On June 27, 2003, New York Community and the rights agent under the New York Community stockholder protection rights agreement amended the rights agreement to substantially prevent the merger agreement, the stock option agreements, and the merger with Roslyn from triggering the provisions of the rights agreement. 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.

See NEW YORK COMMUNITY STOCKHOLDER PROTECTION RIGHTS AGREEMENT on page [•].

## **Table of Contents**

### **DISCUSSION OF ANTI-TAKEOVER PROTECTION IN NEW YORK COMMUNITY S CERTIFICATE OF INCORPORATION AND BYLAWS**

#### **General**

Certain provisions of the New York Community certificate of incorporation and bylaws may have anti-takeover effects. These provisions may discourage attempts by others to acquire control of New York Community without negotiation with the New York Community board of directors. The effect of these provisions is discussed briefly below. In addition to these provisions of the New York Community certificate of incorporation and bylaws, the rights agreement discussed in NEW YORK COMMUNITY STOCKHOLDER PROTECTION RIGHTS AGREEMENT on page [•] may also have anti-takeover effects. All of the provisions discussed below are contained in New York Community s certificate of incorporation and bylaws currently. Roslyn s certificate of incorporation and bylaws have substantially similar provisions.

#### **Authorized Stock**

The shares of New York Community common stock and New York Community preferred stock authorized by New York Community s certificate of incorporation but not issued provide the New York Community board of directors with the flexibility to effect certain financings, acquisitions, stock dividends, stock splits and stock-based grants without the need for a stockholder vote. The New York Community board of directors, consistent with its fiduciary duties, could also authorize the issuance of these shares, and could establish voting, conversion, liquidation and other rights for the New York Community preferred stock being issued, in an effort to deter attempts to gain control of New York Community.

#### **Classification of Board of Directors; No Cumulative Voting**

New York Community s certificate of incorporation and bylaws provide that the board of directors of New York Community is divided into three classes of as nearly equal size as possible, with one class elected annually to serve for a term of three years. This classification of the New York Community board of directors may discourage a takeover of New York Community because a stockholder with a majority interest in New York Community would have to wait for at least two consecutive annual meetings of stockholders to elect a majority of the members of the New York Community board of directors. New York Community s certificate of incorporation also does not and will not, after the merger, authorize cumulative voting for the election of directors of New York Community.

#### **Size of Board; Vacancies; Removal of Directors**

The provisions of New York Community s certificate of incorporation and bylaws giving the New York Community board of directors the power to determine the exact number of directors and to fill any vacancies or newly created positions, and allowing removal of directors only for cause upon an 80% vote of stockholders are intended to insure that the classified board provisions discussed above are not circumvented by the removal of incumbent directors. Furthermore, since New York Community stockholders do not, and will not, after the merger, have the ability to call special meetings of stockholders, a stockholder seeking to have a director removed for cause generally will be able to do so only at an annual meeting of stockholders. These provisions could make the removal of any director more difficult, even if such removal were desired by the stockholders of New York Community. In addition, these provisions of New York Community s certificate of incorporation and bylaws could make a takeover of New York Community more difficult under circumstances where the potential acquiror seeks to do so through obtaining

control of the New York Community board of directors.

### **Special Meetings of Stockholders**

The provisions of New York Community's certificate of incorporation and bylaws relating to special meetings of stockholders are intended to enable the New York Community board of directors to determine if it is

## **Table of Contents**

appropriate for New York Community to incur the expense of a special meeting in order to present a proposal to New York Community stockholders. If the New York Community board of directors determines not to call a special meeting, stockholder proposals could not be presented to the stockholders for action until the next annual meeting, or until such proposal is properly presented before an earlier duly called special meeting, because stockholders cannot call a special meeting. In addition, these provisions could make a takeover of New York Community more difficult under circumstances where the potential acquiror seeks to do so through obtaining control of the New York Community board of directors.

### **Stockholder Action by Unanimous Written Consent**

The purpose of the provision in New York Community's certificate of incorporation prohibiting stockholder action by written consent is to prevent any person or persons holding the percentage of the voting stock of New York Community otherwise required to take corporate action from taking such action without giving notice to other stockholders and without the procedures of a stockholder meeting.

### **Amendment of Certificate of Incorporation and Bylaws**

The requirements in New York Community's certificate of incorporation and bylaws for an 80% stockholder vote for the amendment of certain provisions of New York Community's certificate of incorporation and New York Community's bylaws is intended to prevent a stockholder who controls a majority of the New York Community stock from avoiding the requirements of important provisions of New York Community's certificate of incorporation or bylaws simply by amending or repealing them. Thus, the holders of a minority of the shares of the New York Community stock could block the future repeal or modification of New York Community's bylaws and certain provisions of the certificate of incorporation, even if such action were deemed beneficial by the holders of more than a majority, but less than 80%, of the New York Community stock.

### **Voting Limitation**

New York Community's certificate of incorporation provides that holders of common stock who beneficially own in excess of 10% of the outstanding shares of New York Community common stock are not entitled to vote any shares held in excess of 10% of the outstanding shares of common stock.

### **Business Combinations with Interested Stockholders**

New York Community's certificate of incorporation provides that any Business Combination (as defined below) involving New York Community and an Interested Stockholder must be approved by the holders of at least 80% of the voting power of the outstanding shares of stock entitled to vote, unless either a majority of the Disinterested Directors (as defined in the certificate) of New York Community has approved the Business Combination or the terms of the proposed Business Combination satisfy certain minimum price and other standards. For purposes of these provisions, an Interested Stockholder includes:

## Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

any person (with certain exceptions) who is the Beneficial Owner (as defined in the certificate) of more than 10% of New York Community common stock;

any affiliate of New York Community which is the Beneficial Owner of more than 10% of New York Community common stock during the prior two years; or

any transferee of any shares of New York Community common stock that were beneficially owned by an Interested Stockholder during the prior two years.

For purposes of these provisions, a Business Combination is defined to include:

any merger or consolidation of New York Community or any subsidiary with or into an Interested Stockholder or affiliate of an Interested Stockholder;



## **Table of Contents**

the disposition of the assets of New York Community or any subsidiary having an aggregate value of 25% or more of the combined assets of New York Community and its subsidiaries;

the issuance or transfer by New York Community or any subsidiary of any of its securities to any Interested Stockholder or affiliate of an Interested Stockholder in exchange for cash, securities or other property having an aggregate value of 25% or more of the outstanding common stock of New York Community and its subsidiaries;

any reclassification of securities or recapitalization that would increase the proportionate share of any class of equity or convertible securities owned by an Interested Stockholder or affiliate of an Interested Stockholder; and

the adoption of any plan for the liquidation or dissolution of New York Community proposed by, or on behalf of, an Interested Stockholder or an affiliate of an Interested Stockholder.

This provision is intended to deter an acquiring party from utilizing two-tier pricing and similar coercive tactics in an attempt to acquire control of New York Community. However, it is not intended to, and will not, prevent or deter all tender offers for shares of New York Community.

## **Business Combination Statutes And Provisions**

Section 203 of the Delaware General Corporation Law ( DGCL ) prohibits business combinations, including mergers, sales and leases of assets, issuances of securities and similar transactions by a corporation or a subsidiary, with an interested stockholder, which is someone who beneficially owns 15% or more of a corporation s voting stock, within three years after the person or entity becomes an interested stockholder, unless

the transaction that caused the person to become an interested stockholder was approved by the board of directors of the target prior to the transaction;

after the completion of the transaction in which the person becomes an interested stockholder, the interested stockholder holds at least 85% of the voting stock of the corporation not including (a) shares held by persons who are both officers and directors of the issuing corporation and (b) shares held by specified employee benefit plans;

after the person becomes an interested stockholder, the business combination is approved by the board of directors and holders of at least 66 2/3% of the outstanding voting stock, excluding shares held by the interested stockholder; or

the transaction is one of certain business combinations that are proposed after the corporation had received other acquisition proposals and that are approved or not opposed by a majority of certain continuing members of the board of directors, as specified in the DGCL.

Neither of New York Community s certificate of incorporation or bylaws contains an election, as permitted by Delaware law, to be exempt from the requirements of Section 203.

**Table of Contents****COMPARATIVE MARKET PRICES AND DIVIDENDS**

New York Community common stock is listed on the New York Stock Exchange and Roslyn common stock is included for quotation on the Nasdaq National Market. The following table sets forth the high and low closing prices of shares of New York Community common stock as reported on the New York Stock Exchange and Roslyn common stock as reported on the Nasdaq National Market, and the quarterly cash dividends declared per share for the periods indicated.

	New York Community			Roslyn		
	Common Stock			Common Stock		
	High	Low	Dividend(1)(2)	High	Low	Dividend(3)(4)
<b>2000</b>						
Third Quarter	\$ 9.627	\$ 6.230	\$ 0.8333	\$ 15.210	\$ 12.210	\$ 0.103
Fourth Quarter	12.500	8.770	0.8333	18.540	12.750	0.107
<b>2001</b>						
First Quarter	14.348	11.043	0.8333	17.670	14.670	0.110
Second Quarter	18.740	14.501	0.1000	18.610	14.500	0.113
Third Quarter	23.533	14.344	0.1000	22.380	15.920	0.117
Fourth Quarter	21.178	16.377	0.1200	19.880	16.500	0.120
<b>2002</b>						
First Quarter	22.243	17.307	0.1200	20.700	17.660	0.125
Second Quarter	22.596	18.890	0.1500	24.010	20.750	0.130
Third Quarter	23.991	18.597	0.1500	22.930	16.860	0.135
Fourth Quarter	22.506	18.867	0.1500	18.810	15.460	0.140
<b>2003</b>						
First Quarter	22.270	20.410	0.1875	20.210	17.790	0.150
Second Quarter	29.090	22.040	0.2100	21.750	17.660	0.155

- (1) Pursuant to the merger agreement, New York Community may not, without the prior written consent of Roslyn, pay any dividends in excess of \$0.30 per share per quarter. New York Community and Roslyn have also agreed to coordinate their declaration of dividends.
- (2) Reflects shares issued as a result of a 3-for-2 stock split on March 29, 2001 and September 20, 2001, and a 4-for-3 stock split on May 21, 2003. New York Community's high and low stock prices and dividends for prior periods have been adjusted to reflect the effect of such stock splits.
- (3) Pursuant to the merger agreement, Roslyn may not, without the prior written consent of New York Community, pay any dividends in excess of \$0.155 per share. New York Community and Roslyn have also agreed to coordinate their declaration of dividends.
- (4) Reflects shares issued as a result of a 3-for-2 stock split on August 22, 2001.

New York Community and Roslyn stockholders are advised to obtain current market quotations for New York Community common stock and Roslyn common stock. The market price of New York Community common stock will fluctuate between the date of this joint proxy statement/prospectus and the completion of the merger. No assurance can be given concerning the market price of New York Community common stock before or after the Effective Date.

New York Community may from time to time repurchase shares of New York Community common stock and purchase shares of Roslyn common stock and Roslyn may from time to time repurchase shares of Roslyn common stock and purchase shares of New York Community common stock. During the course of the solicitation being made by this joint proxy statement/prospectus, New York Community or Roslyn may be bidding for and purchasing shares of Roslyn common stock.



**Table of Contents**

**PRO FORMA FINANCIAL INFORMATION**

**New York Community Bancorp, Inc. and Roslyn Bancorp, Inc.**

**Unaudited Pro Forma Combined Condensed Consolidated Statement of Financial Condition and Statements of Income**

The following Unaudited Pro Forma Combined Condensed Consolidated Statement of Financial Condition combines the historical Consolidated Statement of Financial Condition of New York Community and subsidiaries and the historical Consolidated Statement of Financial Condition of Roslyn and subsidiaries giving effect to the consummation of the merger on June 30, 2003, using the purchase method of accounting and giving effect to the related pro forma adjustments described in the accompanying Notes to the Unaudited Pro Forma Combined Condensed Consolidated Financial Statements.

The following Unaudited Pro Forma Combined Condensed Consolidated Statements of Income for the six months ended June 30, 2003 and the year ended December 31, 2002 combine the historical Consolidated Statements of Income of New York Community and subsidiaries and Roslyn and subsidiaries giving effect to the merger as if the merger had become effective at the beginning of the period presented, using the purchase method of accounting and giving effect to the related pro forma adjustments described in the accompanying Notes to the Unaudited Pro Forma Combined Condensed Consolidated Financial Statements.

The unaudited pro forma combined condensed consolidated financial statements included herein are presented for informational purposes only. This information includes various estimates and may not necessarily be indicative of the financial position or results of operations that would have occurred if the merger had been consummated on the date or at the beginning of the period indicated or which may be obtained in the future. The unaudited pro forma combined condensed consolidated financial statements and accompanying notes should be read in conjunction with and are qualified in their entirety by reference to the historical financial statements and related notes thereto of New York Community and subsidiaries and Roslyn and subsidiaries information and notes thereto appearing elsewhere herein.

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.

**Table of Contents****NEW YORK COMMUNITY BANCORP, INC. AND ROSLYN BANCORP, INC.****Unaudited Pro Forma Combined Condensed Consolidated Statement of Financial Condition**

As of June 30, 2003

(In thousands)

	New York Community	Roslyn	Pro Forma Adjustment	Pro Forma Combined
	<u>Historical</u>	<u>Historical</u>	<u>Adjustment</u>	<u>Combined</u>
<b>ASSETS</b>				
Cash and due from banks	\$ 114,093	\$ 70,028	\$ (138,100)(B) (43,542)(B) 60,648 (C)	\$ 63,127
Money market investments	1,000			1,000
Securities available-for-sale, net	4,276,612	6,556,811	44,000 (C) (33,538)(C) (3,500,000)(F)	7,343,885
Securities held-to-maturity, net	1,068,740	283,491		1,352,231
Loans held-for-sale		5,969		5,969
Loans receivable, net:				
Loans receivable	5,851,366	3,552,208	60,000 (C)	9,463,574
Allowance for loan losses	(40,500)	(44,326)		(84,826)
Loans receivable, net	5,810,866	3,507,882	60,000	9,378,748
Excess of cost over fair value of net assets acquired and other intangibles	673,018	797	(797)(C) 1,232,938 (D)	1,905,956
Other assets	445,730	384,471	61,534 (B) 25,000 (C) 75,577 (C)	992,312
<b>Total assets</b>	<b>\$ 12,390,059</b>	<b>\$ 10,809,449</b>	<b>\$ (2,156,279)</b>	<b>\$ 21,043,229</b>
<b>LIABILITIES</b>				
Deposits	\$ 5,099,847	\$ 6,085,115	\$ 37,000 (C)	\$ 11,221,962
Federal funds purchased and securities sold under agreements to repurchase	3,007,297	2,410,299	(3,500,000)(F)	1,917,596
Other short-term borrowings	589,300			589,300
Long-term debt	2,264,836	1,633,582(J)	250,000 (C)	4,148,418(J)
Other liabilities	102,807	142,534		245,341
<b>Total liabilities</b>	<b>11,064,087</b>	<b>10,271,530</b>	<b>(3,213,000)</b>	<b>18,122,617</b>
<b>STOCKHOLDERS EQUITY</b>				
Common stock	\$ 1,443	\$ 1,188	\$ (1,188)(E) 569 (B)	\$ 2,012
Additional paid-in capital	1,116,482	509,800	(509,800)(E) 1,464,983 (B)	2,581,465
Retained earnings	337,215	728,088	(728,088)(E)	337,215

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4

Treasury stock	(129,088)	(661,470)	661,470 (E)	
Unearned Compensation and			129,088 (E)	
ESOP shares	(22,667)	(60,648)	60,648 (E)	(22,667)
Accumulated other comprehensive income, net of tax effect	22,587	20,961	(20,961)(E)	22,587
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Total stockholders equity	\$ 1,325,972	\$ 537,919	\$ 1,056,721	\$ 2,920,612
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Total liabilities and stockholders equity	\$ 12,390,059	\$ 10,809,449	\$ (2,156,279)	\$ 21,043,229
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**The accompanying notes are an integral part of the unaudited pro forma  
combined condensed consolidated financial information.**

**Table of Contents****NEW YORK COMMUNITY BANCORP, INC. AND ROSLYN BANCORP, INC.****Unaudited Pro Forma Combined Condensed Consolidated Statement of Income****For the Year Ended December 31, 2002****(In thousands, except shares and per share data)**

	New York Community	Roslyn	Pro Forma Adjustment	Pro Forma Combined
	<u>Historical</u>	<u>Historical</u>	<u>Adjustment</u>	<u>Combined</u>
<b>Interest income:</b>				
Loans	\$ 403,407	\$ 231,664	\$ (24,000)(F)	\$ 611,071
Securities	195,077	369,290	(140,000)(F)	408,156
			(16,211)(F)	
Money market investments	1,023	1,336		2,359
<b>Total interest income</b>	<b>599,507</b>	<b>602,290</b>	<b>(180,211)</b>	<b>1,021,586</b>
<b>Interest expense:</b>				
Deposits	95,857	130,950	(18,500)(F)	208,307
Borrowed funds	130,394	193,266	(70,000)(F)	128,660
			(125,000)(F)	
<b>Total interest expense</b>	<b>226,251</b>	<b>324,216</b>	<b>(213,500)</b>	<b>336,967</b>
<b>Net interest income</b>	<b>373,256</b>	<b>278,074</b>	<b>33,289</b>	<b>684,619</b>
Provision for loan losses		3,000		3,000
<b>Net interest income after provision for loan losses</b>	<b>373,256</b>	<b>275,074</b>	<b>33,289</b>	<b>681,619</b>
<b>Other operating income:</b>				
Net gains on sales activities	16,986	10,257		27,243
Fee and other	84,834	43,448		128,282
<b>Total non-interest income</b>	<b>101,820</b>	<b>53,705</b>		<b>155,525</b>
<b>Non-interest expense</b>				
<b>General and administrative expense:</b>				
Compensation and benefits	72,084	55,126		127,210
Occupancy and equipment	23,230	13,228	1,500(H)	37,958
Other	37,748	33,551(J)		71,299(J)
Amortization of core deposit intangible	6,000	126	7,630(H)	13,756
<b>Total non-interest expense</b>	<b>139,062</b>	<b>102,031</b>	<b>9,130</b>	<b>250,223</b>
<b>Income before income tax expense</b>	<b>336,014</b>	<b>226,748</b>	<b>24,159</b>	<b>586,921</b>
Income tax expense	106,784	80,342	9,060	196,186
<b>Income from continuing operations</b>	<b>\$ 229,230</b>	<b>\$ 146,406</b>	<b>\$ 15,159</b>	<b>\$ 390,795</b>

Income from continuing operations applicable to common stockholders:								
Basic	\$	229,230	\$	146,406	\$	15,159	\$	390,795
Diluted		229,230		146,406		15,159		390,795
Income from continuing operations per share:								
Basic	\$	1.69	\$	1.85			\$	2.03
Diluted		1.67		1.82				2.01
Weighted average common shares:								
Basic		135,670,184		79,024,610				192,540,373
Diluted		137,419,476		80,521,687				194,289,665

**The accompanying notes are an integral part of the unaudited pro forma combined condensed consolidated financial information.**



**Table of Contents**

**NEW YORK COMMUNITY BANCORP, INC. AND ROSLYN BANCORP, INC.**

**Unaudited Pro Forma Combined Condensed Consolidated Statement of Income**

**For the Six Months Ended June 30, 2003**

**(In thousands, except shares and per share data)**

<b>New York Community Historical</b>	<b>Roslyn Historical</b>	<b>Pro Forma Adjustment</b>	<b>Pro Forma Combined</b>
<hr/>	<hr/>	<hr/>	<hr/>