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NEW YORK COMMUNITY BANCORP INC

Form 8-K

August 15, 2001

As filed with the Securities and Exchange Commission on August 15, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):  
July 31, 2001

NEW YORK COMMUNITY BANCORP, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

0-22278  
(Commission File Number)

06-  
(IRS Employee)

615 Merrick Avenue  
Westbury, New York  
(Address of Principal Executive Offices)

11590  
(Zip Code)

Registrant's telephone number, including area code: (516) 683-4100

N/A  
(Former Name or Former Address, if Changed Since Last Report)

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### ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On July 31, 2001, the merger of Richmond County Financial Corp., a Delaware corporation ("Richmond County"), with and into New York Community Bancorp, Inc., a Delaware corporation (the "Company"), as contemplated by the Agreement and Plan of Merger dated as of March 27, 2001 (the "Merger Agreement") between the Company and Richmond County, was consummated.

The preceding is qualified in its entirety by reference to the Merger Agreement and a press release, which are attached hereto as Exhibits 2.1 and 99.1, respectively, and are incorporated herein by reference.

### ITEM 5. OTHER EVENTS.

Pursuant to the Merger Agreement, the Company amended its Bylaws effective as of the Effective Time (as defined in the Merger Agreement). The Company's amended and restated Bylaws are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

The Board of Directors of the Company consists of nine members: Joseph R. Ficalora, Donald M. Blake, Max L. Kupferberg, Howard C. Miller, Dominick Ciampa, Michael F. Manzulli, Anthony E. Burke, Robert S. Farrell and William C. Frederick, MD. The members of the Board of Directors of the Company have been allocated to three classes of directors. The three directors whose term will expire in 2002 are: Max L. Kupferberg, Dominick Ciampa and William C. Frederick, MD; the three directors whose term will expire in 2003 are: Joseph R. Ficalora, Michael F. Manzulli and Robert S. Farrell; and the three directors whose term will expire in 2004 are: Donald M. Blake, Howard C. Miller and Anthony E. Burke.

Pursuant to the Merger Agreement, Michael F. Manzulli has been elected Chairman of the Board of the Company, Anthony E. Burke has been appointed Senior Executive Vice President and the Chief Operating Officer of the Company and Thomas R. Cangemi has been appointed Executive Vice President of the Company.

### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

#### (a) Financial Statements of Business Acquired

(i) The Consolidated Financial Statements of Richmond County as of June 30, 2000 and 1999, and for the each of the three years ended June 30, 2000, 1999 and 1998, are incorporated herein by reference.

(ii) The Unaudited Consolidated Financial Statements of Richmond County as of March 31, 2001, and for each of the nine months ended March 31, 2001 and 2000 are incorporated herein by reference.

#### (b) Pro Forma Financial Information

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- (i) Company Pro Forma Combined Condensed Consolidated Statement of Financial Condition as of June 30, 2001.
- (ii) Company Pro Forma Combined Condensed Consolidated Statement of Income for the year ended December 31, 2000.
- (iii) Company Pro Forma Combined Condensed Statement of Income for the six months ended June 30, 2001.

PRO FORMA FINANCIAL INFORMATION  
NEW YORK COMMUNITY BANCORP, INC. AND SUBSIDIARY AND  
RICHMOND COUNTY FINANCIAL CORP. AND SUBSIDIARY  
UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED STATEMENT OF  
FINANCIAL CONDITION AND STATEMENT 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 Bancorp, Inc. and subsidiary (together, "New York Community") and the adjusted historical Consolidated Statement of Financial Condition of Richmond County Financial Corp. and subsidiary (together, "Richmond County") giving effect to the consummation of the merger on June 30, 2001, 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 Statement of Income for the year ended December 31, 2000 combines the adjusted historical Consolidated Statements of Income of New York Community and Richmond County 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 historical Consolidated Statement of Income of New York Community for the year ended December 31, 2000 includes the Consolidated Statement of Income of Haven Bancorp, Inc. for the month ended December 31, 2000. The historical Consolidated Statement of Income of Haven Bancorp, Inc. for the year ended December 31, 2000 only includes the Consolidated Statement of Income of Haven Bancorp, Inc. for the eleven months ended November 30, 2000. The adjusted historical Statement of Income of New York Community for the year ended December 31, 2000 gives effect to the Haven acquisition, as if the acquisition had become effective at the beginning of the period presented, using the purchase method of accounting and giving effect to the Haven acquisition pro forma adjustment. Richmond County's fiscal year ends June 30. The adjusted historical Consolidated Statement of Income of Richmond County for the year ended December 31, 2000 was prepared by adding the results of the six months ended December 31, 2000 to the results of the fiscal year ended June 30, 2000 and deducting the results of the six months ended December 31, 1999.

The following Unaudited Pro Forma Combined Consolidated Statement of Income for the six months ended June 30, 2001 combines the historical Consolidated Statements of Income of New York Community and Richmond County 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

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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 Richmond County 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.

NEW YORK COMMUNITY BANCORP, INC. AND SUBSIDIARY AND  
 RICHMOND COUNTY FINANCIAL CORP. AND SUBSIDIARY  
 UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED STATEMENT OF  
 FINANCIAL CONDITION  
 AS OF JUNE 30, 2001  
 (IN THOUSANDS)

	NEW YORK COMMUNITY HISTORICAL -----	RICHMOND COUNTY HISTORICAL -----
<b>ASSETS</b>		
Cash and due from banks.....	\$ 129,502	\$ 69,473
Money market investments.....	101,600	900
Securities available for sale.....	619,789	1,321,947
Securities held to maturity and FHLB Stock.....	98,818	104,023
Loans receivable.....	3,291,589	1,949,760
Allowance for loan losses.....	(18,064)	(22,349)
Loans receivable, net.....	3,273,525	1,927,411
Excess of cost over fair value of net assets acquired and other intangibles.....	115,107	94,097
Other assets.....	178,267	166,076
Total assets.....	\$4,516,608 =====	\$3,683,927 =====
<b>LIABILITIES</b>		
Deposits.....	\$3,074,639	\$2,538,153
Borrowings.....	1,038,295	807,665
Other liabilities.....	113,922	20,486

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Total liabilities.....	\$4,226,856	\$3,366,304
	=====	=====
STOCKHOLDERS' EQUITY		
Common stock.....	\$ 465	\$ 327
Additional paid-in capital.....	181,129	329,640
Retained earnings.....	147,643	167,783
Treasury stock.....	(32,186)	(134,609)
Unearned compensation and ESOP.....	(12,090)	(38,194)
Accumulated other comprehensive income (loss).....	4,791	(7,324)
	-----	-----
Total stockholders' equity.....	\$289,752	\$ 317,623
	-----	-----
Total liabilities and stockholders' equity.....	\$4,516,608	\$3,683,927
	=====	=====

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

NEW YORK COMMUNITY BANCORP, INC. AND SUBSIDIARY AND  
RICHMOND COUNTY FINANCIAL CORP. AND SUBSIDIARY  
UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(IN THOUSANDS, EXCEPT SHARES AND PER SHARE DATA)

	NEW YORK COMMUNITY HISTORICAL	HAVEN BANCORP HISTORICAL	HAVEN ACQUISITION PRO FORMA ADJUSTMENT	NEW YORK COMMUNITY ADJUSTED HISTORICAL	RICH COUN ADJU HIST
	-----	-----	-----	-----	-----
Interest income:					
Loans.....	\$151,626	\$127,102	\$(32,435) (J)	\$ 246,293	\$ 1
Securities.....	21,769	63,423	(3,805) (J)	81,387	
Money market investments.....	1,437	471		1,908	
	-----	-----	-----	-----	-----
Total interest income.....	174,832	190,996	(36,240)	329,588	2
	-----	-----	-----	-----	-----
Interest expense:					
Deposits.....	52,449	80,334	(5,738) (J)	127,045	
Borrowed funds.....	49,302	40,311	(35,657) (J)	53,956	
	-----	-----	-----	-----	-----
Total interest expense.....	101,751	120,645	(41,395)	181,001	1
	-----	-----	-----	-----	-----
Net interest income.....	73,081	70,351	5,155	148,587	1
Provision for loan losses.....	0	1,946	0	1,946	
	-----	-----	-----	-----	-----
Net interest income after provision for loan losses.....	73,081	68,405	5,155	146,641	
	-----	-----	-----	-----	-----
Non-interest income:					
Fee income.....	4,595	20,828		25,423	

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Other income.....	17,050	11,629		28,679	
	-----	-----	-----	-----	-----
Total non-interest income.....	21,645	32,457		54,102	
	-----	-----	-----	-----	-----
Non-interest expense:					
Compensation and benefits.....	39,014	35,713		74,727	
Occupancy and equipment.....	3,953	11,917		15,870	
Other.....	6,363	30,542		36,905	
Amortization of excess of cost over fair value of net assets acquired.....	494		5,434 (K)	5,928	
	-----	-----	-----	-----	-----
Total non-interest expense.....	49,824	78,172	5,434	133,430	
	-----	-----	-----	-----	-----
Income before income tax expense...	44,902	22,690	(279)	67,313	
Income tax expense.....	20,425	9,730	(282)	29,873	
	-----	-----	-----	-----	-----
Net income.....	\$ 24,477	\$ 12,960	\$ 3	\$ 37,440	\$
	=====	=====	=====	=====	=====
Net income:					
Applicable to common stockholders:					
Basic.....				\$ 37,440	\$
Diluted.....				37,440	
Net income per share:					
Basic.....				1.32	
Diluted.....				1.28	
Weighted average common shares:					
Basic.....				28,268,514	24,8
Diluted.....				29,297,382	25,2

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

NEW YORK COMMUNITY BANCORP, INC. AND SUBSIDIARY AND  
 RICHMOND COUNTY FINANCIAL CORP. AND SUBSIDIARY  
 UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED STATEMENT OF INCOME  
 FOR THE SIX MONTHS ENDED JUNE 30, 2001  
 (IN THOUSANDS, EXCEPT SHARES AND PER SHARE DATA)

	NEW YORK COMMUNITY HISTORICAL	RICHMOND COUNTY HISTORICAL
	-----	-----
Interest income:		
Loans.....	\$ 133,607	\$ 69,808
Securities.....	24,227	45,912
Money market investments.....	4,839	586
	-----	-----

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Total interest income.....	162,673	116,306
Interest expense:		
Deposits.....	63,261	39,796
Borrowed funds.....	28,079	21,501
Total interest expense.....	91,340	61,297
Net interest income.....	71,333	55,009
Provision for loan losses.....	0	600
Net interest income after provision for loan losses.....	71,333	54,409
Non-interest income:		
Fee income.....	15,722	5,365
Other income.....	23,887	2,674
Total non-interest income.....	39,609	8,039
Non-interest expense:		
Compensation and benefits.....	17,542	15,828
Occupancy and equipment.....	7,088	3,793
Other.....	12,357	8,644
Amortization of excess of cost over fair value of net assets acquired.....	2,964	2,478
Total non-interest expense.....	39,951	30,743
Income before income tax expense.....	70,991	31,705
Income tax expense.....	24,652	11,008
Net income.....	\$ 46,339	\$ 20,697
Net income:		
Applicable to common stockholders:		
Basic.....	\$ 46,339	\$ 20,697
Diluted.....	46,339	20,697
Net income per share:		
Basic.....	1.15	0.88
Diluted.....	1.13	0.84
Weighted average common shares:		
Basic.....	40,307,810	23,513,000
Diluted.....	40,947,761	24,582,000

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

NEW YORK COMMUNITY BANCORP, INC. AND SUBSIDIARY  
AND  
RICHMOND COUNTY FINANCIAL CORP. AND SUBSIDIARY

NOTES TO UNAUDITED PRO FORMA COMBINED  
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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DECEMBER 31, 2000 AND JUNE 30, 2001

(A) Basis of Presentation

The Unaudited Pro Forma Combined Condensed Consolidated Statement of Financial Condition of New York Community and Richmond County at June 30, 2001 has been prepared as if the merger had been consummated on that date. The Unaudited Pro Forma Combined Condensed Consolidated Statements of Income for the year ended December 31, 2000 and the six months ended June 30, 2001 were prepared as if the merger had been consummated at the beginning of the periods presented. The Unaudited Pro Forma Condensed Consolidated Statements of Income for the year ended December 31, 2000 were also prepared as if the acquisition of Haven Bancorp, Inc. had been consummated at the beginning of 2000. The unaudited pro forma combined condensed consolidated financial statements are based on the historical financial statements of New York Community and Richmond County after giving effect to the merger under the purchase method of accounting and the assumptions and adjustments in the notes that follow.

Assumptions relating to the pro forma adjustments set forth in the unaudited pro forma combined condensed consolidated financial statements are summarized as follows:

(i) Estimated fair values--Estimated fair value for securities available for sale, loans, deposits and borrowings were determined by New York Community and Richmond County with the assistance of Salomon Smith Barney Inc., Sandler O'Neill & Partners, L.P. and Lehman Brothers Inc. The resulting net discount/premium on securities held-to-maturity and loans, respectively, for purposes of these pro forma financial statements, is being accreted/amortized to interest income using a method that approximates the level yield method over five to ten years, respectively. The actual discount/premium will be accreted/amortized to interest income to produce a constant yield to maturity. The resulting net premium and discount on deposits and borrowings, respectively, is being amortized/accreted into interest using a method that approximates the level yield method over their remaining estimated lives.

(ii) Income taxes--A net deferred tax asset was recorded equal to the deferred tax consequences associated with the differences between the tax basis and book basis of the assets acquired and liabilities assumed, using an effective tax rate of 40%.

(B)

	CASH	1
	-----	-
		(I
Richmond County's total common shares outstanding (i) (ii).....		
Cash-out of incremental stock options, net of tax (iii).....	\$25,410	
Estimated transaction cost (iv).....	33,624	
	-----	
	\$59,034	
	=====	

(C) Purchase accounting adjustments are estimated as follows:



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Richmond County's net assets-historical at June 30, 2001 (v).....	.....
Adjustments to Richmond County's statement of condition:	
Termination of Richmond County's MRP.....	.....
Tax benefits associated with the termination of MRP.....	.....
Termination of Richmond County's ESOP.....	.....
Subtotal.....	.....
The excess of cost over the fair value of net assets acquired.....	.....
Securities available for sale, net of tax (to restore the markdown on June 30, 2001).....	.....
Subtotal.....	.....
Fair value adjustment:	
Securities available for sale.....	.....
Loans receivable.....	.....
Properties and Equipment writedown.....	.....
Deposits.....	.....
Borrowings.....	.....
Subtotal--net fair value adjustments.....	.....
Tax effects of fair value adjustments at 40%.....	.....
Total net adjustments to net assets acquired.....	.....
Adjusted net assets acquired.....	.....
Merger-related compensation and severance.....	.....
Professional services.....	.....
System and facilities conversion and other expense.....	.....
Subtotal.....	.....
Tax effects.....	.....
Total.....	.....

(v) Fair value adjustments in accordance with purchase accounting under accounting principles generally accepted in the United States of America.

(D) The excess of cost over the fair value of net assets acquired is set forth below:

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Total cost:	
Stock portion.....	
Cash portion.....	
Subtotal.....	
Net assets acquired.....	
Total excess of cost over the fair value of net assets acquired.....	

(E) Purchase accounting adjustments to eliminate Richmond County's stockholders' equity account.

(F) Pro forma adjustments to interest income and interest expense were calculated as follows:

	FOR THE YEAR ENDED DECEMBER 31, 2000
	----- (IN THO
Accretion of discount on securities.....	\$ 1,700
Amortization of premium on loans.....	(1,500)
	-----
Total net adjustments--interest income.....	200
Amortization of premium on deposits.....	(5,500)
Amortization of premium on borrowings.....	(9,300)
	-----
Total net adjustments--interest expense.....	\$ (14,800)
	=====

(G) The amortization of the excess of cost over the fair value of net assets acquired is assumed to be straight-line over a period of twenty years.

(H) Basic and fully diluted weighted average number of common and common stock equivalents utilized for the calculation per share for the periods presented were calculated using New York Community's historical weighted average common and common stock equivalents plus Richmond County's historical weighted average common and common stock equivalents times 1.02 under the terms of the merger agreement.

(I) These pro forma combined condensed consolidated financial statements do not reflect the impact of Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations", and SFAS 142, "Goodwill and Other Intangible Assets", effective for fiscal years beginning after December 15, 2001. Under the new rules, all business combinations are to be accounted for using one method, the purchase method. In addition, goodwill and intangible assets deemed to have indefinite lives will no longer be amortized but will be subject to annual impairment tests in accordance with the new standards. SFAS No. 142 also stipulates that goodwill may no longer be amortized for business combinations completed after June 30, 2001.

The following table summarizes the estimated impact of the amortization and accretion of the purchase accounting adjustments made in connection with the merger on New York Community's results of operation for the following years:

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PROJECTED FUTURE AMOUNTS FOR THE YEARS ENDED DECEMBER 31, -----	EXCESS OF COST OVER FAIR VALUE OF NET ASSETS ACQUIRED -----	NET (ACCRETION) ----- (IN THOUSAND)
2001.....	\$ 13,796	\$ (7,400)
2002.....	27,592	(14,700)
2003.....	27,592	(8,200)
2004.....	27,592	(2,500)
2005 and thereafter.....	455,275	(22,500)

(J) Pro forma adjustments to interest income and interest expense to reflect the Haven Bancorp, Inc. acquisition commencing on January 1, 2000 were calculated as follows:

Reduction in interest income on securities sold to fund acquisition and restructuring (\$300,000 at 7.08%).....	
Reduction in interest income on loans sold to fund acquisition and restructuring (\$700,000 at 7.31%).....	
Accretion of discount on securities (8 years by using Sum of the Year Digit method).	
Accretion of discount on loans (10 years by using Sum of the Year Digit method).	
Total net adjustments--interest income.....	
Reduction in interest expense on deposits (\$144,000 at 5.25%).....	
Reduction in interest on FHLB borrowings (\$818,878 at 6.24%).....	
Amortization of premium on deposits (7 years by using Sum of the Year Digit method).....	
Amortization of premium on FHLB borrowings (1 year).....	
Total net adjustments--interest expense.....	

(K) These pro forma combined condensed consolidated financial statements do not reflect the impact of Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations", and SFAS 142, "Goodwill and Other Intangible Assets", effective for fiscal years beginning after December 15, 2001. Under the new rules, all business combinations are to be accounted for using one method, the purchase method. In addition, goodwill and intangible assets deemed to have indefinite lives will no longer be amortized but will be subject to annual impairment tests

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in accordance with the new standards. SFAS No. 142 also stipulates that goodwill may no longer be amortized for business combinations completed after June 30, 2001.

The following table summarizes the estimated impact of the amortization and accretion of the purchase accounting adjustments made in connection with the acquisition of Haven Bancorp, Inc. on New York Community's results of operation for the next years:

PROJECTED FUTURE AMOUNTS FOR THE YEARS ENDED DECEMBER 31, -----	EXCESS OF COST OVER FAIR VALUE OF NET ASSETS ACQUIRED -----	NET (ACCRETION) ----- (IN THOUSAND)
2000.....	\$ 5,928	\$ (19,375)
2001.....	5,928	(28,005)
2002.....	5,928	(24,436)
2003.....	5,928	(20,866)
2004.....	5,928	(17,297)
2005 and thereafter.....	86,949	(34,800)

(L) Depreciation expenses related to write-offs of fixed assets acquired from Richmond County.

(c) Exhibits.

EXHIBIT NO. -----	EXHIBIT -----
2.1	Agreement and Plan of Merger, dated as of March 27, 2001, by and between New York Community Bancorp, Inc. and Richmond County Financial Corp. (incorporated herein by reference to Appendix A to New York Community Bancorp, Inc.'s Registration Statement on Form S-4, as amended, as filed with the Commission on May 11, 2001).
3.1	Amended and Restated Bylaws of New York Community Bancorp, Inc.
23.1	Consent of Ernst & Young LLP.
99.1	Press Release of New York Community Bancorp, Inc., issued on August 1, 2001.
99.2	Financial Statements of Richmond County Financial Corp. (incorporated by reference to Richmond County Financial Corp.'s Annual Report on Form 10-K for the year ended June 30, 2000 and to Richmond County Financial Corp.'s Quarterly Report on Form 10-Q for the quarter March 31, 2001).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEW YORK COMMUNITY BANCORP INC.

By: /s/ Joseph R. Ficalora

-----  
Name: Joseph R. Ficalora  
Title: President and Chief Executive Officer

Date: August 15, 2001

INDEX TO EXHIBITS

EXHIBIT NO.	EXHIBIT
2.1	Agreement and Plan of Merger, dated as of March 27, 2001, by and between New York Community Bancorp, Inc. and Richmond County Financial Corp. (incorporated herein by reference to Appendix A to New York Community Bancorp, Inc.'s Registration Statement on Form S-4, as amended, as filed with the Commission on May 11, 2001).
3.1	Amended and Restated Bylaws of New York Community Bancorp, Inc.
23.1	Consent of Ernst & Young LLP.
99.1	Press Release of New York Community Bancorp, Inc., issued on August 1, 2001.
99.2	Financial Statements of Richmond County Financial Corp. (incorporated by reference to Richmond County Financial Corp.'s Annual Report on Form 10-K for the year ended June 30, 2000 and to Richmond County Financial Corp.'s Quarterly Report on Form 10-Q for the quarter March 31, 2001).