

ASTORIA FINANCIAL CORP

Form 425

February 03, 2016

Investor Presentation February 3, 2016 Growing Earnings, Building Capital, and Creating Value: The Astoria Financial Merger Filed by New York Community Bancorp, Inc. Pursuant to Rule 425 Under the Securities Act of 1933 Subject Company: Astoria Financial Corporation Commission File No. 001-11967

New York Community Bancorp, Inc.

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Cautionary Statements

Additional Information and Where to Find It

This presentation and certain other related communications are being made in respect of the proposed merger transaction involving Astoria Financial Corporation ("Astoria Financial"). The Company has filed a registration statement on Form S-4 with the SEC, which includes a prospectus of Astoria Financial and the Company and a prospectus of the Company, and each party will file other documents related to the transaction.

with
the
SEC.
A
definitive
joint
proxy
statement/prospectus
will
also
be
sent
to
shareholders
of
Astoria
Financial
and
of
the
Company seeking any
required
stockholder
approvals.
Before
making
any
voting
or
investment
decision,
investors
and
security
holders
of
Astoria
Financial
and
the
Company
are
urged
to
carefully
read
the
entire
registration
statement

and
joint
proxy
statement/prospectus,
as
well
as
any amendments or
supplements to these documents, because they will contain important information about the proposed transaction. The documents of the Company and Astoria Financial with the SEC may be obtained free of charge at the SEC's website at www.sec.gov. In addition, the Company may be obtained free of charge at its website at <http://ir.mynycb.com/> and the documents filed by Astoria Financial may be obtained free of charge at its website at <http://ir.astoriabank.com/>. Alternatively, these documents, when available, can be obtained free of charge from the

Company
upon
written
request
to
New
York
Community
Bancorp,
Inc.,
Attn:
Corporate
Secretary,
615
Merrick
Avenue,
Westbury,
New York 11590

or
by
calling
(516)
683-4420,

or
from
Astoria
Financial
upon
written
request
to
Astoria
Financial
Corporation,
Attn:
Monte
N.
Redman,
President,
One Astoria Bank Plaza,
Lake Success, New York 11042 or by calling (516) 327-3000.

Participants in Solicitation

The Company, Astoria Financial, their directors, executive officers, and certain other persons may be deemed to be participants from the Company's and Astoria Financial's stockholders

in favor of the approval of the merger. Information about the directors and executive officers of the Company and their ownership of its common stock is set forth in the proxy statement for its 2015 annual meeting of stockholders, as previously filed with the SEC on April 24, 2015. Information about the directors

and
executive
officers
of
Astoria
Financial
and
their
ownership
of
its common stock
is
set
forth in
the
proxy
statement
for
its
2015
annual
meeting
of
stockholders,
as
previously
filed
with
the
SEC
on
April
17,
2015.

Stockholders
may obtain additional
information regarding the interests of such participants by reading the registration statement and the proxy statement/prospectus

New York Community Bancorp, Inc.

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Cautionary Statements

Forward-Looking Information

This presentation and certain other related communications may contain certain forward-looking statements within the meaning of the Securities Litigation Reform Act of 1995. These statements include, but are not limited to, the expected completion date, financial effects of the proposed merger of the Company and Astoria Financial.

Forward-looking

statements
can
be
identified
by
the
use
of
the
words

anticipate,
expect,
intend,
estimate,
target,

and
other
words
of
similar

import. Forward-looking statements are not historical facts but, instead, express only management's beliefs regarding future results which, by their nature, are inherently uncertain and outside of management's control. It is possible that actual results and outcomes may differ materially, from the anticipated results or outcomes indicated in these forward-looking statements.

Factors that may cause such a difference include, but are not limited to, the reaction to the transaction of the companies' customers and counterparties; customer disintermediation; inflation; expected synergies, cost savings, and other financial benefits of the proposed transaction not be realized within the expected time frames or might be less than projected; the requisite stockholder and regulatory approval for the transaction might not be obtained; credit and interest rate risks associated with the Company's and Astoria Financial's respective

customers,
borrowings,
repayment,
investment,
and
deposit
practices,
and
general
economic
conditions,

either
nationally
or
in
the
market
areas

in which the Company and Astoria Financial operate or anticipate doing business, are less favorable than expected; new regulatory requirements or obligations;

and
other

risks
and
important
factors
that
could
affect
the
Company's
and
Astoria
Financial's
future
results
are
identified
in
their
Annual

Reports on Form 10-K for the year ended December 31, 2014 and other reports filed with the SEC.

Our Use of Non-GAAP Financial Measures

This presentation may contain certain non-GAAP financial measures which management believes to be useful to investors in understanding our companies' performance and financial condition, and in comparing their performance and financial condition with those of other companies. These financial measures are not to be considered in isolation or as a substitute for measures calculated in accordance with GAAP.

Forward-looking
statements

are
made
only
as
of
the
date
of
the
presentation
and
neither
NYCB
nor
Astoria
Financial
undertakes
any
obligation
to
update
any
forward-looking
statements

contained
in
the
presentation
to
reflect
events
or
conditions
after
the
date
hereof.

New York Community Bancorp, Inc.

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(a)
Pro forma assets, deposits, and multi-family loans are based on our balances and Astoria s at 12/31/15.

(b)
Data from SNL Financial as of 6/30/15.

(c)
Our

pro
forma
market
cap
was
calculated
by
multiplying
our
closing
price
at
12/31/15
by
the
sum
of
our
outstanding
shares
and
Astoria's
at
that
date.
Pro
Forma
Assets
(a)
Pro Forma
Multi-Family
Loan Portfolio
(a)
Pro Forma
Deposits
(a)
Pro Forma
Deposit Market
Share
(b)
Pro Forma
Market Cap
(c)
\$65.4 billion
\$30.0 billion
\$37.5 billion
#2
in the NY MSA
\$9.6 billion
With pro forma

assets of \$65.4 billion, we expect to rank 20th among U.S. bank holding companies.

With a pro forma portfolio of \$30.0 billion, we expect to augment our position as a leading multi-family lender in NYC.

With pro forma deposits of \$37.5 billion and over 350 branches in Metro NY, NJ, OH, FL, and AZ, we expect to rank 23rd among the nation's largest depositories.

With pro forma deposits of \$31.7 billion in the NY MSA, we expect our deposit market share rank among regional banks to rise to #2.

With a pro forma market cap of \$9.6 billion, we expect to rank 19th among the nation's publicly traded banks and thrifts.

The Astoria merger like the others we've completed is expected to grow our earnings, build our capital, and create value for our investors.

Note: Except as otherwise indicated, all information regarding Astoria in this presentation, include the appendices, was provided by SNL Financial as of 12/31/15.

New York Community Bancorp, Inc.

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The Astoria merger is expected to significantly increase our earnings and strengthen our balance sheet.

Significantly Increases
our Earnings

~

20%

pro
forma
earnings
accretion

(a)
~ 15.5% return on average tangible common
equity (ROATCE)

Expected cost saves (~ 50% of Astoria's non-
interest expense) maintain our longstanding
record of efficiency

Expands our margin

Increases our revenue stream

Significantly Strengthens
our Balance Sheet

De-risking strategies greatly enhance our
balance sheet profile

6% tangible book value per share (TBVPS)
accretion

upon
closing

in
4Q
2016

(a)
Boosts deposits by \$9 billion and substantially
increases our share of deposits in core markets
Heightens liquidity while reducing our cost of
funds

Extends our longstanding record of exceptional
asset quality

Reduces our interest rate sensitivity

Builds capital

(a)
Including the strategic debt repositioning and capital raise completed in 4Q 2015.

New York Community Bancorp, Inc.

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The Astoria merger features substantial upside potential relative to the purchase price.

Source: SNL Financial, company disclosure.

(a)

Time deposits greater than \$100k are based on 2Q 2015 regulatory disclosure for Astoria.

(b)

Core deposits reflect total deposits less time deposits greater than \$100k.

(c)

Represents the average for U.S. bank-to-bank M&A transactions announced since 2013 with deal values between \$1 billion - \$10 billion.

Substantially Higher

Financial

Returns

Attractive Purchase

Price

Multiples

NYCB

Bank-to-bank M&A transactions since 2013

(c)

1.49x

1.78x

Price / TBVPS

7.7%

12.1%

Core Deposit Premium

20.0%

10.1%

EPS Accretion

6.0%

(5.2%)

TBVPS Accretion /

(Dilution)

(a)

(b)

Note: Data from SNL Financial as of 6/30/15.

Long Island

Brooklyn

Queens

Westchester

52%

85%

92%

Within 1 Mile

Within 3 Miles

Within 5 Miles

Astoria

NYCB

% of Astoria branches near an NYCB branch

The Astoria merger is expected to create New York's pre-eminent community bank.

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New York Community Bancorp, Inc.

New York Community Bancorp, Inc.

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Increases our rank among regional banks in
the NY MSA from #4 to #2

Boosts our market share in four attractive
Metro NY markets: Nassau and Suffolk
Counties (Long Island), Queens, and Brooklyn
Infusion of low-cost core deposits enhances

our funding mix

Expands our customer base and opportunities

to increase non-interest revenues

Potential improvement in deposit pricing

power due to increased scale

We expect the Astoria merger to significantly increase our share of deposits in the NY MSA.

2015 Rank

Top Banks in the

NY MSA

(a)

Branches

Deposits (\$mm)

1

Capital One

302

\$55,860

2

NYCB Pro Forma

291

31,703

2

Signature

29

24,444

3

M&T Bank

178

23,149

4

NYCB

204

22,274

5

PNC

237

19,963

6

Valley National

194

12,937

7

Investors

113

11,787

8

Apple Financial

80

10,337

9

Astoria Financial

87

9,429

10

First Republic

9

9,335

Note: Data from SNL Financial as of 6/30/15.

(a)

Excludes international banks and money centers including: JPMorgan, Bank of New York Mellon, HSBC Holdings, Citigroup, Fargo, Bank of China, and Banco Santander.

A Stronger Deposit Franchise

New York Community Bancorp, Inc.

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The Astoria merger is expected to significantly increase our share of deposits in four highly attractive markets.

Nassau

2015 Rank

Top Banks

Branches

Deposits (\$000)

1
JPMorgan Chase & Co.

92
\$13,964,179

2
Capital One Financial Corp.

49
10,109,533

3
NYCB Pro Forma

65
10,086,758

3
Citigroup Inc.

46
9,455,824

4
NYCB

37
6,534,120

5
Toronto-Dominion Bank

32
4,825,027

6
Bank of America Corp.

41
4,031,542

7
Astoria Financial Corp.

28
3,552,638

8
Signature Bank

5
2,710,436

9
Flushing Financial Corp.

4
2,374,108

10
Apple Financial Holdings

11
1,938,116

Note: Data from SNL Financial as of 6/30/15.

Queens
2015 Rank
Top Banks
Branches

Deposits (\$000)

1
JPMorgan Chase & Co.
91
\$12,396,075
2
Citigroup Inc.
30
7,550,846
3
Capital One Financial Corp.
36
5,773,420
4
NYCB Pro Forma
61
5,641,369
4
NYCB
44
3,406,755
5
Toronto-Dominion Bank
30
3,149,768
6
Astoria Financial Corp.
17
2,234,614
7
HSBC Holdings Plc
17
1,960,130
8
Ridgewood Savings Bank
12
1,866,343
9
Bank of America Corp.
22
1,536,465
10
Maspeth Federal
5
1,080,866
Suffolk
2015 Rank
Top Banks
Branches
Deposits (\$000)

1
JPMorgan Chase & Co.
95
\$9,911,083
2
Capital One Financial Corp.
52
9,199,284
3
Bank of America Corp.
33
3,796,602
4
Citigroup Inc.
24
3,723,156
5
NYCB Pro Forma
54
3,247,433
5
HSBC Holdings Plc
19
3,113,402
6
Toronto-Dominion Bank
29
2,741,933
7
Bridge Bancorp Inc.
29
2,165,333
8
Astoria Financial Corp.
26
2,062,844
9
Suffolk Bancorp
26
1,699,044
10
People's United
40
1,275,427
12
NYCB
28
1,184,589
Brooklyn
2015 Rank

Top Banks

Branches

Deposits (\$000)

1

JPMorgan Chase & Co.

81

\$13,084,933

2

Citigroup Inc.

27

5,561,319

3

Banco Santander SA

20

4,674,495

4

Capital One Financial Corp.

31

3,578,731

5

Toronto-Dominion Bank

26

2,906,050

6

HSBC Holdings Plc

20

2,578,225

7

Signature Bank

4

2,209,221

8

NYCB Pro Forma

26

1,974,111

8

Apple Financial Holdings

18

1,792,918

9

Bank of America Corp.

22

1,492,435

10

Dime Community

10

1,263,869

11

Astoria Financial Corp.

12

1,166,054

12

NYCB

14

808,057

New York Community Bancorp, Inc.

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(a)

Represents the sum of NYCB's and Astoria's balances at 12/31/2015.

(b)

Tangible stockholders' equity is a non-GAAP financial measure. Please see page 36 for additional information.

Summary Pro Forma

Balance Sheet

Increases our share of NYC's multi-family lending market
 Leverages our mortgage banking platform and Astoria's
 residential mortgage lending expertise
 Extends our longstanding record of credit quality and capital
 strength

(dollars in billions)

December 31, 2015

NYCB

Pro Forma

(a)

Change

Assets

\$50.3

\$65.4

30.0%

Loans, net

38.0

49.1

29.1

Multi-Family Loans

26.0

30.0

15.5

Total Deposits

28.4

37.5

32.0

Wholesale

Borrowings

15.4

19.1

24.1

Stockholders' Equity

5.9

7.6

28.0

Tangible

Stockholders

Equity

(b)

3.5

5.0

42.3

Reflecting its in-market nature and our extensive expertise in post-merger
 integration and restructuring, the Astoria merger presents maximal
 opportunities for revenue enhancement while minimizing risk.

Capitalizes on

Complementary Business Models

Provides immediate scale to leverage compliance-related
 costs

Expedites our ability to comply with LCR requirements

Validates our extensive preparations for SIFI status

Facilitates our Transition to SIFI Status

Provides Ample Opportunities

for Continued Earnings and

Capital Growth

Post-merger sale of \$1+ billion of acquired assets to reduce credit risk, enhance liquidity, and fund investments in HQLAs

Acquired real estate has embedded value

The Astoria merger is expected to enhance our asset and funding mix.

NYCB

Astoria

Pro Forma

(a)

Total Loans: \$37.8 bn

Yield on Loans: 3.97%

NYCB

Astoria

Pro Forma

(a)

Total Deposits: \$28.4 bn

Cost of I-B Deposits: 0.62%

Total Loans: \$11.1 bn

Yield on Loans: 3.51%

Total Loans: \$48.9 bn

Yield on Loans: 3.86%

Total Deposits: \$9.1 bn

Cost of I-B Deposits: 0.41%

Total Deposits: \$37.5 bn

Cost of I-B Deposits: 0.58%

(a)

Pro forma based on the sum of Astoria's and NYCB's loans and deposits.

Note: All amounts are as of 12/31/15.

Multi-family

69%

CRE

21%

ADC

1%

C&I

4%

1-4 Family

(Non-covered)

0%

Covered

Loans

5%

Other

0%

Multi-family

36%

CRE

7%

C&I

1%

1-4 Family

(Non-covered)

54%

Other

2%

Multi-family

61%

CRE

18%

ADC

1%

C&I
3%
1-4 Family
(Non-covered)
13%
Covered
Loans
4%
Other
0%
NOW and
MMA
46%
Savings
26%
CDs
19%
N-I-B
9%
NOW and
MMA
45%
Savings
26%
CDs
20%
N-I-B
9%
NOW and
MMA
44%
Savings
23%
CDs
22%
N-I-B
11%
New York Community Bancorp, Inc.
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New York Community Bancorp, Inc.

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We expect the Astoria merger to provide multiple opportunities to drive profitable, sustainable, long-term asset growth.

The Pro Forma Company is Primed for Strong Core Asset Growth

Results in greater on-balance sheet capacity to support loan production

Highly liquid residential mortgage loan portfolio provides the flexibility to manage our asset mix

Stronger capital formation and multiple sources of funding and liquidity are available to support growth

Growth Levers

More loans to be retained in portfolio once SIFI threshold is exceeded (\$2.6 billion of loans sold from 3Q 2014 through 4Q 2015 to manage our assets under \$50 billion)
Expected sale of acquired (higher-risk) assets to support loan growth going forward
Facilitates the continuation of our growth-through-acquisition strategy

Results

Earnings growth
Higher operating leverage
Improved risk profile
Enhanced returns for investors

New York Community Bancorp, Inc.

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De-risking our balance sheet is expected to strengthen our financial performance both before and after the merger.

Balance Sheet Repositioning Strategies

In 4Q 2015, we prepaid \$10.4 billion of primarily puttable wholesale borrowings with an average cost of 3.16% and replaced them with a like amount of wholesale borrowings with fixed maturities and an average cost of 1.58%.

While the prepayment of wholesale borrowings resulted in a one-time after-tax debt repositioning charge of \$546.8

million in 4Q 2015, it is expected to reduce our annual interest expense by ~ \$100 million after-tax beginning in 2016.

Upon completion of the merger, the terms on \$1.5 billion of short-term borrowings will be extended, reducing our interest rate sensitivity.

We also expect to sell \$1.0 billion of Astoria's non-performing and higher-risk assets at the close.

Benefits of De-Risking:

Eliminates puttable risk

Improves NPV and NII interest rate sensitivity ratios

Reduces exposure to rising interest rates

Enhances both liquidity and asset quality

Financial Benefits Expected in

FY 16 from 4Q 15 Repositioning:

EPS accretion:

~ 10%

Net Interest Margin:

~ 35 bps

Net Interest Income:

~ \$165 million

Net Income:

~ \$100 million

New York Community Bancorp, Inc.

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Enhancing our capital management strategy has strengthened our capital measures and is expected to facilitate further growth.

Completed on 11/4/15, our common stock offering:

Immediately supported our tangible stockholders' equity and Tier 1 common equity; and

Exceeded by \$87.3 million the impact on capital of the one-time after-tax balance sheet repositioning charge incurred in 4Q 2015.

Adjusting our quarterly cash dividend to \$0.17 per share positioned us for sustainable long-term capital growth while still providing our investors with an attractive yield.

Dividend declared on 1/26/16 provided a yield of 4.6%.

Capital retention served to minimize the dilution from our 4Q 2015 capital raise.

Building capital will facilitate the execution of our growth-through-acquisition strategy going forward, and provide the flexibility to maximize future value-enhancing capital deployment strategies.

Enhancements to Our
Capital Management Strategy
Increased Capital
Generation

~ 55

bps

~

90

bps

NYCB Stand-Alone

Pro Forma

w/ Astoria

4Q 2016

12-month bps of Capital Generation

New York Community Bancorp, Inc.

15

36%

44%

(a)

2010

2015

Following enactment of the Dodd-Frank Act, we began allocating significant resources towards SIFI

preparedness.

The degree to which we have already leveraged the cost of SIFI compliance is reflected in the ~ 800-basis point increase in our efficiency ratio since the enactment of Dodd-Frank.

The merger will provide the additional scale to leverage the remaining SIFI compliance costs.

While we expect the merger to bring us well beyond the current

SIFI threshold, we plan to cross it organically in 2Q 2016.

Preparing for SIFI Status

NYCB Efficiency Ratio

Prior to and Since Dodd-Frank

SIFI Compliance

Key infrastructure investments to date include:

Enhanced ERM and corporate governance frameworks

Bottom-up capital planning and stress testing capabilities

Substantial expansion of regulatory compliance staff

Remaining costs of SIFI compliance include LCR,

CCAR reporting, and Living Will

(a)

Excludes the impact of the debt repositioning charge recorded in net interest income and the debt repositioning charge and merger in non-interest expense. Please see the reconciliation of our GAAP and non-GAAP efficiency ratios on page 37.

New York Community Bancorp, Inc.

16

14 %

13 %

26 %

4 %

19 %

29 %

52 %
32 %
23 %
29 %
32 %
27 %
35 %
31 %
21 %
32 %
28 %
27 %
25 %
29 %
21 %
36 %
24 %
21 %
5 %
32 %
18 %
13 %
23 %
35 %
38 %
35 %
41 %
34 %
39 %
50 %
40 %
50 %
51 %
55 %
59 %
71 %
57 %
78 %
86 %
14 %
18 %
26 %
36 %
37 %
42 %
55 %
58 %
67 %
67 %
68 %

69 %

70 %

71 %

72 %

78 %

78 %

80 %

88 %

92 %

93 %

102 %

107 %

ZION

BAC

MTB

C

MS

JPM

NYCB

PF 2017

BBT

CFG

STI

HBAN

CMA

WFC

USB

COF

FITB

PNC

KEY

STT

RF

DFS

NTRS

BK

AXP

As we continue to grow, we would expect our total payout ratio to be more consistent with the total payout ratio for our SIFI peers.

Dividends

Approved in 2015

Share

Repurchases Approved in 2015

We Expect the Core Components
of our Business Model to Be Enhanced
by the Astoria Financial Merger

New York Community Bancorp, Inc.

18

\$17,433

\$18,605

\$20,714

\$23,849

\$25,989

\$30,013

12/31/11
12/31/12
12/31/13
12/31/14
12/31/15
12/31/15

Pro
Forma
NYCB
Portfolio Statistics

at
or for the
12
Mos. Ended
12/31/15

% of non-covered loans held for
investment = 72.7%

Average principal balance = \$5.3 million

Weighted average life = 2.8 years

% of our multi-family loans located in
Metro New York = 80.6%

% of HFI
loan originations = 72.7%

Multi-Family
Loan Portfolio
(in millions)

The merger is expected to increase our share of NYC's highly
attractive multi-family lending niche.

Originations:

\$5,761
\$5,791
\$7,417
\$7,584
\$9,214
\$9,998

(b)

(a)

Includes Astoria's balance of multi-family loans at 12/31/15.

(b)

Includes Astoria's multi-family loan originations in the twelve months ended 12/31/15.

(a)

New York Community Bancorp, Inc.

19

0.68%

1.63%

2.83%

2.89%

0.00%

0.03%

0.13%
0.21%
2007
2008
2009
2010
0.54%
1.28%
1.50%
1.17%
0.91%
0.00%
0.00%
0.04%
0.07%
0.06%
1989
1990
1991
1992
1993
S & L Crisis
Net Charge-Offs/ Average Loans
5-Year Total
NYCB: 17 bp
SNL U.S. Bank and Thrift Index: 540 bp
4-Year Total
NYCB: 37 bp
SNL U.S. Bank and Thrift Index: 803 bp
SNL U.S. Bank and Thrift Index
NYCB
Great Recession
Current Credit Cycle
5-Year Total
NYCB: 52 bp
SNL U.S. Bank and Thrift Index: 476 bp
1.77%
1.24%
0.76%
0.53%
0.43%
0.35%
0.13%
0.05%
0.01%
2011
2012
2013
2014
2015

(0.02)%

We have been distinguished by our low level of net charge-offs in downward credit cycles.

New York Community Bancorp, Inc.

20

2.91%

4.00%

4.05%

3.41%

2.35%

1.46%

2.48%

2.10%

2.83%

1.51%

12/31/89

12/31/90

12/31/91

12/31/92

12/31/93

S & L Crisis

Great Recession

Current Credit Cycle

Non-Performing Loans

(a)(b)

/ Total Loans

(a)

(a)

Non-performing loans and total loans exclude covered loans and non-covered purchased credit-impaired loans.

(b)

Non-performing loans are defined as non-accrual loans and loans 90 days or more past due but still accruing interest.

1.11%

2.71%

4.17%

3.56%

0.11%

0.51%

2.47%

2.63%

12/31/07

12/31/08

12/31/09

12/31/10

2.60%

2.22%

1.66%

1.26%

0.78%

1.28%

0.96%

0.35%

0.23%

0.13%

12/31/11

12/31/12

12/31/13

12/31/14

12/31/15

Average NPLs/Total Loans

NYCB: 2.08%

SNL U.S. Bank and Thrift Index: 3.34%

Average NPLs/Total Loans

NYCB: 1.43%

SNL U.S. Bank and Thrift Index: 2.89%

SNL U.S. Bank and Thrift Index

NYCB

Average NPLs/Total Loans

NYCB: 0.59%

SNL U.S. Bank and Thrift Index: 1.70%

The sale of Astoria's non-performing and higher-risk loans upon completion of the merger is expected to enable us to maintain our superior record of asset quality.

New York Community Bancorp, Inc.

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SNL U.S. Bank and Thrift Index

NYCB

Astoria

The Astoria merger also is expected to maintain our record of superior efficiency.

67.12%

66.59%

65.93%

65.41%

65.84%

40.03%

40.75%

42.71%

43.16%

43.81%

(a)

2011

2012

2013

2014

2015

2015

Efficiency Ratio

Benefits of the Astoria

Merger

In-market nature of the merger

underscores the potential for significant cost savings

Estimated cost saves = ~

50% of Astoria's

non-interest expense

Opportunity to leverage our mortgage platform and

Astoria's retail origination model

Provides immediate scale to absorb higher

SIFI compliance-related

costs

Expanded

customer

base

represents

an

opportunity for revenue growth (e.g., through

sales of third-party investment products and

other financial services)

73.21%

(a)

Excludes the impact of the debt repositioning charge recorded in net interest income and the debt repositioning charge and merger-related costs recorded in non-interest expense. Please see the reconciliation of our GAAP and non-GAAP efficiency ratios on page 37.

New York Community Bancorp, Inc.

22

Features

Loans can be originated/purchased in all 50 states and the District of Columbia.

Loan production is driven by our proprietary real time, web-accessible mortgage

banking

technology

platform,

which
securely
controls
the
lending
process
while
mitigating business and regulatory risks.

We
have over 900 approved clients including community banks, credit unions,
mortgage companies, and mortgage brokers.
100% of loans funded are full documentation, prime credit loans.

Credit Quality

As of December 31, 2015, 99.8% of all funded loans were current.

Limited

Repurchase Risk

Of
the
eight
loans
that
were
repurchased
in
2015,
five
were
subsequently
resolved
and
three were placed back into the portfolio.

Benefits

Since January 2010, our mortgage banking business has originated 1-4 family loans
of \$42.7 billion and generated mortgage banking income of \$638.5 million.

Our proprietary mortgage banking platform has enabled us to expand our revenues,
market share, and product line.

Over time, mortgage banking income has supported the stability of our return on
average tangible assets, even in times of interest rate volatility.

The Astoria merger is expected to leverage our mortgage banking
platform and its residential mortgage lending expertise.

Total Return
on Investment

New York Community Bancorp, Inc.

24

244%

213%

209%

245%

168%

260%

393%

450%

461%

717%

2,059%

2,754%

3,843%

2,670%

3,069%

4,265%

4,319%

11/23/93

12/31/99

12/31/08

12/31/09

12/31/10

12/31/11

12/31/12

12/31/13

12/31/14

12/31/15

CAGR since IPO:

26.2%

(a)

Bloomberg

Total Return on Investment

As

a

result

of

nine

stock

splits

between

1994

and

2004,

our

charter

shareholders

have

2,700

shares

of

NYCB stock for each 100 shares originally purchased.

SNL

U.S. Bank and Thrift Index

NYCB

(a)

Our commitment to building value for our investors is reflected

in our total returns over the course of our public life.

4,682%

New York Community Bancorp, Inc.

25

2/3/16

Visit our website:

ir.myNYCB.com

E-mail requests to:

ir@myNYCB.com

Call Investor Relations at:

(516) 683-4420

Write to:

Investor Relations

New York Community Bancorp, Inc.

615 Merrick Avenue

Westbury, NY 11590

For More Information

Appendix A:
Additional Information about
the Proposed Astoria Financial Merger

New York Community Bancorp, Inc.

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Transaction Features

The Merger

Astoria Financial will merge with and into NYCB and Astoria Bank will merge with and into NYCB's primary bank subsidiary, New York Community Bank.

Consideration

One-for-one

fixed exchange ratio plus \$0.50 per share cash payment

Cost Savings

Approximately 50% of Astoria's non-interest expense

Merger &

Integration Costs

Approximately \$180

million pre-tax

Credit Mark

Approximately 1% of current portfolio less net charge-offs at the close

Closing Conditions

Contingent on the approval of NYCB's and Astoria's regulators and shareholders

Other customary closing conditions

Expected Closing

4Q 2016, subject to the conditions noted above

New York Community Bancorp, Inc.
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NYCB
Features
Astoria Financial
1859
Established
1888

1993

Year Converted

1993

Westbury, NY

Headquarters

Lake Success, NY

Largest US Thrift

Rank by Assets

4th Largest US Thrift

NYSE

Exchange

NYSE

484,943,308

Shares Outstanding at 12/31/15

100,721,358

\$7.91 Billion

Market Cap at 12/31/15

\$1.60 Billion

Nassau, Suffolk, Queens,

Brooklyn, Manhattan, Westchester,

Staten Island,

The Bronx

Metro NY Markets

Nassau, Suffolk, Queens,

Brooklyn, Manhattan, Westchester

143

(a)

Number of Branches in

Metro NY

88

(a)

258

(a)(b)

Total Number of Branches

88

(a)

3,448 FTE

Number of

Employees

1,551

FTE

(a)

At 12/31/15

(b)

Includes 46 branches in NJ, 28 in OH, 27 in FL, and 14 in AZ.

NYCB and Astoria Financial at a Glance

New York Community Bancorp, Inc.
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NYCB and Astoria Financial: Earnings Summary
For the 3 months ended 12/31/15
For the 12 months ended 12/31/15
(in thousands,
except share data)
NYCB

Astoria
Financial
NYCB
Astoria
Financial
Net interest income
\$324,554
(a)
\$84,684
\$1,181,831
(a)
\$340,289
Recovery
of losses on loans
(6,317)
(4,323)
(15,004)
(12,072)
Non-interest income
59,041
13,469
210,763
54,596
Non-interest expense
159,430
(a)
74,506
615,504
(a)
289,083
Income tax expense
85,292
(a)
9,539
289,253
(a)
41,203
(b)
Net income
145,190
(a)
18,431
502,841
(a)
76,671
(b)
Diluted
earnings per common share
0.31
(a)

0.16

1.11

(a)

0.67

(b)

Dividend per common share

0.25

0.04

1.00

0.16

(a)

Presented on a non-GAAP basis. Please see pages 38 and 40

42 for reconciliations of NYCB's GAAP and non-GAAP amounts and measures.

(b)

Presented on a non-GAAP basis. Please see pages 39 and 42 for reconciliations of Astoria's GAAP and non-GAAP amounts

New York Community Bancorp, Inc.

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At or for the 3 months ended 12/31/15

At or for the 12
months ended 12/31/15

NYCB

(a)

Astoria Financial

NYCB

(a)

Astoria Financial

(b)

ROATE

17.26 %

4.85%

15.01%

5.19%

ROATA

1.24

0.49

1.09

0.51

Net Interest Margin

(c)

2.95

2.39

2.71

2.36

Efficiency Ratio

(d)

41.27

75.91

43.81

73.21

NPAs

(e)

/Total Assets

(e)

0.13

1.05

0.13

1.05

NPLs

(f)

/Total Loans

(f)

0.13

1.24

0.13

1.24

Net

(Recoveries) Provisions/ Average Loans

(0.00)

0.04

(0.02)

0.01

Equity/Total

Assets

11.79

11.03

11.79

11.03

Tangible Equity/Tangible Assets

(a)

7.30

9.06

7.30

9.06

Common Equity Tier 1 Ratio

10.48

16.00

10.48

16.00

Leverage Capital Ratio

7.76

10.21

7.76

10.21

NYCB and Astoria Financial: Profitability, Asset Quality, and Capital Measures

(a)

ROATE and ROATA are presented on a non-GAAP basis. Please see page 42 for a reconciliation of NYCB's GAAP and non-

(b)

ROATE and ROATA are presented on a non-GAAP basis. Please see page 42 for a reconciliation of Astoria's GAAP and non-

(c)

NYCB's margin has been adjusted to exclude the debt repositioning charge recorded in its 4Q and full-year 2015 net interest income. Please see page 41 for a reconciliation of NYCB's GAAP and non-GAAP margin.

(d)

NYCB's efficiency ratio excludes the impact of the debt repositioning charge recorded in net interest income and the debt repositioning related expenses recorded in non-interest expense. Please see the reconciliation of NYCB's GAAP and non-GAAP efficiency ratio.

(e)

Non-performing assets and total assets exclude covered loans, non-covered purchased credit-impaired loans, and covered other assets.

(f)

Non-performing loans and total loans, which exclude covered loans and non-covered purchased credit-impaired loans, are defined as non-accrual loans and

loans 90 days or more past due but still accruing interest.

Appendix B:
Historical Information
about Our Merger Transactions

New York Community Bancorp, Inc.

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* The

Astoria merger was announced in October 2015. All other mergers on this page were completed in the months and years indicated.

The number of branches indicated for our previous transactions is the number of branches in our current franchise that stem from the transaction.

Transaction Type:

Savings Bank

Commercial Bank

Branch

FDIC

Deposit

The Astoria merger leverages our expertise in executing accretive transactions and managing post-merger integrations.

1. Nov. 2000

Haven Bancorp

(HAVN)

Assets:

\$2.7 billion

Deposits:

\$2.1 billion

Branches: 28

2. July 2001

Richmond County

Financial Corp.

(RCBK)

Assets:

\$3.7 billion

Deposits:

\$2.5 billion

Branches: 24

3. Oct. 2003

Roslyn Bancorp,

Inc. (RSLN)

Assets:

\$10.4 billion

Deposits:

\$5.9 billion

Branches: 38

4. Dec. 2005

Long Island

Financial Corp.

(LICB)

Assets:

\$562 million

Deposits:

\$434 million

Branches: 9

5. April 2006

Atlantic Bank of

New York (ABNY)

Assets:

\$2.8 billion

Deposits:

\$1.8 billion

Branches:

14

6. April 2007

PennFed Financial

Services, Inc.
(PFSB)

Assets:
\$2.3 billion

Deposits:
\$1.6 billion

Branches:
22

7. July 2007

NYC branch
network of Doral
Bank, FSB (Doral-
NYC)

Assets:
\$485 million

Deposits:
\$370 million

Branches: 11

8. Oct. 2007

Synergy Financial
Group, Inc. (SYNF)

Assets:
\$892 million

Deposits:
\$564 million

Branches:
16

9. Dec. 2009

AmTrust Bank

Assets:
\$11.0 billion

Deposits:
\$8.2 billion

Branches: 64

10. March 2010

Desert Hills Bank

Assets:
\$452 million

Deposits:
\$375 million

Branches: 3

11. June 2012

Aurora Bank FSB

Assets:

None

Deposits:
\$2.2 billion

Branches: 0

Payment

Received:

\$24.0 million

12. Oct. 2015*

Astoria Financial
Corporation (AF)

Assets:

\$15.1 billion

Deposits:

\$9.0 billion

Branches: 88

New York Community Bancorp, Inc.

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(in millions)

Deposits

w/ HAVN

w/ RCBK

w/ RSLN

w/ LICB

w/ ABNY

w/

PFSB,

Doral, &

SYNF

w/

AmTrust

w/

Desert

Hills

w/ Astoria

Total Deposits:

\$3,268

\$5,472

\$10,360

\$12,168

\$12,764

\$13,311

\$22,418

\$21,890

\$24,878

\$28,329

\$28,426

\$37,533

Total Branches:

86

120

139

152

166

217

276

276

275

272

258

345

The Astoria merger, like every other, is expected to enhance our liquidity, reduce our funding costs, and boost our deposit market share.

w/ Aurora

\$1,874

\$2,408

\$4,362

\$5,247

\$5,945

\$6,913

\$9,054

\$7,835

\$9,121

\$6,421

\$5,312

\$7,307

\$1,223

\$2,609

\$5,278

\$6,015

\$5,554

\$4,975

\$11,494

\$12,122

\$12,998

\$19,601

\$20,610

\$26,724

\$171

\$455

\$720

\$906

\$1,265

\$1,423

\$1,870

\$1,933

\$2,759

\$2,307

\$2,504

\$3,502

12/31/00

12/31/01

12/31/03

12/31/05

12/31/06

12/31/07

12/31/09

12/31/10

12/31/12

12/31/14

12/31/15

CDs

NOW,

MMA's, and Savings

Demand deposits

12/31/15

Pro Forma

New York Community Bancorp, Inc.

34

\$1,946

\$3,255

\$7,368

\$12,854

\$14,529

\$14,055

\$16,736
\$16,802
\$18,605
\$23,849
\$25,989
\$30,013
\$324
\$566
\$1,445
\$2,888
\$3,114
\$3,826
\$4,987
\$5,438
\$7,437
\$7,637
\$7,860
\$8,680
\$1,366
\$1,584
\$1,686
\$1,287
\$2,010
\$2,482
\$1,654
\$1,467
\$1,243
\$1,539
\$1,914
\$8,182
12/31/00
12/31/01
12/31/03
12/31/05
12/31/06
12/31/07
12/31/09
12/31/10
12/31/12
12/31/14
12/31/15
12/31/15
Pro Forma
Held-for-Investment Loan Portfolio
After
HAVN
After
RCBK
After
RSLN

After

LICB

After

ABNY

After

PFSB,

Doral, &

SYNF

After

AmTrust

After

Desert

Hills

HFI Loans Outstanding:

\$3,636

\$5,405

\$10,499

\$17,029

\$19,653

\$20,363

\$23,377

\$23,707

\$27,285

\$33,025

\$35,763

\$46,875

HFI Originations:

\$616

\$1,150

\$4,330

\$6,332

\$4,971

\$4,853

\$3,392

\$4,329

\$8,969

\$11,015

\$12,673

\$14,308

After

Aurora

Multi-family

CRE

All other HFI loans

(in millions)

The Astoria merger, like every other, is expected to provide funding for the growth of our high-yielding loan portfolio.

After

Astoria

Appendix C:
Reconciliations of GAAP and Non-GAAP
Financial Measures

New York Community Bancorp, Inc.

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December 31, 2015

(dollars in thousands)

NYCB

Astoria

Total stockholders' equity

\$ 5,934,696

\$1,663,448
 Less: Goodwill
 (2,436,131)
 (185,151)
 Core deposit intangibles
 (2,599)
 --
 Preferred stock
 --

(129,796)
 Tangible stockholders equity
 \$ 3,495,966
 \$1,348,501
 Total assets
 \$50,317,796
 \$15,076,211

Less: Goodwill
 (2,436,131)
 (185,151)
 Core deposit intangibles
 (2,599)

--
 Tangible assets
 \$47,879,066
 \$14,891,060
 Stockholders equity to total assets
 11.79%
 11.03%
 Tangible stockholders equity to tangible assets
 7.30%
 9.06%

Tangible stockholders equity and tangible assets are non-GAAP financial measures. The following table presents reconciliations of these non-GAAP financial measures with the related GAAP measures for NYCB and for Astoria at December 31, 2015.

Reconciliations of GAAP and Non-GAAP Financial Measures

New York Community Bancorp, Inc.
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For the Three Months Ended
December 31, 2015
For the Twelve Months Ended
December 31, 2015
(dollars in thousands)
GAAP

Non-GAAP	
GAAP	
Non-GAAP	
Total net interest income and non-interest income	
\$(390,161)	
\$(390,161)	
\$618,838	
\$618,838	
Adjustment:	
Debt repositioning charge	
--	
773,756	
--	
773,756	
Adjusted total net interest income and non-interest income	
\$(390,161)	
\$383,595	
\$618,838	
\$1,392,594	
Operating expenses	
\$163,735	
\$163,735	
\$615,600	
\$615,600	
Adjustment:	
State and local non-income taxes resulting from the loss on debt repositioning and recorded in G&A expense	
--	
(5,440)	
--	
(5,440)	
Adjusted operating expenses	
\$163,735	
\$158,295	
\$615,600	
\$610,160	
Efficiency ratio	
(41.97)%	
41.27%	
99.48%	
43.81%	

The following table presents reconciliations of NYCB's GAAP

and
non-GAAP
efficiency
ratios
for
the
three
and
twelve
months
ended
December
31,
2015.

Reconciliations of NYCB's GAAP and Non-GAAP Efficiency
Ratios

New York Community Bancorp, Inc.

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Reconciliations of NYCB's GAAP Loss and Non-GAAP Earnings

For the Three Months Ended

December 31, 2015

For the Twelve Months Ended

December 31, 2015

\$(404,807)

\$ (47,156
 Debt repositioning charge
 914,965
 914,965
 State and local non-income taxes resulting
 from the loss on debt repositioning and
 recorded in G&A expense
 5,440
 5,440
 Merger-related expenses
 3,702
 3,702
 Income tax effect
 (374,110)
 (374,110)
 \$ 145,190
 \$ 502,841
 \$(0.87)
 \$(0.11)

Debt repositioning charge
 1.17
 1.22
 Merger-related expenses
 0.01
 0.01
 \$ 0.31
 \$ 1.11

The following table presents reconciliations of NYCB's GAAP loss and non-GAAP earnings for the three and twelve months
 (a)

Footing differences are due to rounding.
 (in thousands, except per share data)

GAAP Loss

Adjustments to GAAP Loss:

Non-GAAP earnings

Diluted GAAP Loss per Share

Adjustments to diluted GAAP loss per share:

Diluted non-GAAP earnings per share

(a)

)

New York Community Bancorp, Inc.

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Reconciliations of Astoria's GAAP and Non-GAAP Net Income and Diluted Earnings per Common Share and its GAAP and Non-GAAP Income Tax Expense

The following table presents a reconciliation of Astoria's GAAP and non-GAAP net income and diluted earnings per common share for the twelve months ended December 31, 2015.

The following table presents a reconciliation of Astoria's GAAP and non-GAAP income tax expense for the twelve months ended December 31, 2015.

(in thousands, except per share data)

For the Twelve Months Ended

December 31, 2015

GAAP Net

Income

\$ 88,075

Adjustment to GAAP earnings:

Income tax expense adjustment

(11,404)

Non-GAAP net income

\$ 76,671

Diluted GAAP earnings per common share

\$ 0.79

Adjustment to diluted GAAP earnings per common share:

Income tax expense adjustment

(0.12)

Diluted non-GAAP earnings per common share

\$ 0.67

(in thousands)

For the Twelve Months Ended

December 31, 2015

GAAP Income

Tax Expense

\$ 29,799

Adjustment to diluted

GAAP income tax expense:

Income tax expense adjustment

11,404

Non-GAAP income

tax expense

\$ 41,203

New York Community Bancorp, Inc.

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Reconciliations of NYCB's GAAP and Non-GAAP Net Interest (Loss)

Income and GAAP and Non-GAAP Non-Interest Expense

For the Three Months Ended

December 31, 2015

For the Twelve Months Ended

December 31, 2015

\$(449,202)

\$

408,075

Debt repositioning charge

773,756

773,756

\$ 324,554

\$1,181,831

The following table presents reconciliations of NYCB's GAAP net interest (loss) income and non-GAAP net interest income for the three and twelve months ended December 31, 2015.

For the Three Months Ended

December 31, 2015

For the Twelve Months Ended

December 31, 2015

\$ 309,781

\$ 765,855

Debt repositioning charge

(141,209)

(141,209)

Merger-related expenses

(3,702)

(3,702)

State and local non-income taxes resulting

from the loss on debt repositioning and

recorded in G&A expense

(5,440)

(5,440)

\$ 159,430

\$ 615,504

The following table presents reconciliations of NYCB's GAAP non-interest expense and non-GAAP non-interest expense for the three and twelve months ended December 31, 2015.

Adjustments to non-interest expense:

Non-interest expense

(in thousands)

(in thousands)

Net interest (loss) income

Adjustment to net interest (loss) income:

Non-GAAP net interest income

Non-GAAP non-interest expense

New York Community Bancorp, Inc.
41
For the Three Months Ended December 31, 2015
GAAP
Non-GAAP
Average
Average
Average

Yield/
 Average
 Yield/
 Balance
 Interest
 Cost
 Balance
 Interest
 Cost
 -earning assets
 \$44,111,768
 \$424,501
 3.85%
 \$44,111,768
 \$ 424,501
 3.85
 %
 -bearing deposits
 25,866,830
 39,219
 0.60
 25,866,830
 39,219
 0.60
 14,813,371
 834,484
 22.35
 14,813,371
 60,728
 1.63
 -bearing liabilities
 40,680,201
 873,703
 8.52
 40,680,201
 99,947
 0.98
 interest (loss)
 income
 \$(449,202)
 \$324,554
 (4.01)%
 2.95%
 For the Twelve Months Ended December 31, 2015
 GAAP
 Non-GAAP
 Average
 Average
 Average
 Yield/

Average
 Yield/
 Balance
 Interest
 Cost
 Balance
 Interest
 Cost
 -earning assets
 \$43,621,969
 \$1,691,584
 3.88
 \$43,621,969
 \$1,691,584
 3.88
 %
 -bearing deposits
 25,919,090
 160,149
 0.62
 25,919,090
 160,149
 0.62
 14,275,818
 1,123,360
 7.87
 14,275,818
 349,604
 2.45
 -bearing liabilities
 40,194,908
 1,283,509
 3.19
 40,194,908
 509,753
 1.27
 interest income
 \$ 408,075
 \$ 1,181,831
 0.94
 2.71%

The following tables present reconciliations of NYCB's GAAP and non-GAAP net interest margins for the three and twelve months ended December 31, 2015.

Reconciliations of GAAP and Non-GAAP Net Interest Margins

New York Community Bancorp, Inc.

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Average tangible common stockholders' equity and average tangible assets are non-GAAP financial measures. The following reconciliations of these non-GAAP measures with the related GAAP measures for the three and twelve months ended December 31, 2015:

Reconciliations of GAAP and Non-GAAP Profitability

Measures

For the Three Months Ended

December 31, 2015

For the Twelve Months Ended

December 31, 2015

(dollars in thousands)

NYCB

Astoria

NYCB

Astoria

Average common
stockholders equity

\$ 5,819,461

\$1,522,952

\$ 5,813,636

\$1,492,325

Less: Average goodwill

(2,436,131)

(185,151)

(2,436,131)

(185,151)

Average core deposit intangibles

(3,302)

--

(5,275)

--

Average tangible common stockholders equity

\$ 3,380,028

\$1,337,801

\$ 3,372,230

\$1,307,174

Average assets

\$49,403,650

\$15,104,261

\$48,870,205

\$15,319,981

Less: Average goodwill

(2,436,131)

(185,151)

(2,436,131)

(185,151)

Average core deposit intangibles

(3,302)

--

(5,275)

--

Average tangible assets

\$46,964,217

\$14,919,110

\$46,428,799

\$15,134,830

Net (loss) income

\$(404,807)

\$18,431
 \$(47,156)
 \$88,075
 Add back: Amortization of core deposit intangibles, net of tax
 681
 --
 3,206
 --
 Less: Preferred stock dividends
 --
 (2,193)
 --
 (8,775)
 Adjusted
 net (loss) income
 \$(404,126)
 \$16,238
 \$(43,950)
 \$79,300
 Non-GAAP
 earnings
 (a)
 \$145,190
 n.a.
 \$502,841
 \$76,671
 GAAP (Loss) Income:
 Return on average assets
 (3.28)%
 0.49%
 (0.10)%
 0.57%
 Return on average tangible assets
 (3.44)
 0.49
 (0.09)
 0.58
 Return on average common stockholders equity
 (27.82)
 4.26
 (0.81)
 5.31
 Return on average tangible common stockholders equity
 (47.83)
 4.86
 (1.30)
 6.07
 Non-GAAP Earnings:
 Return on average assets
 1.18 %

n.a.

1.03 %

0.50%

Return on average tangible assets

1.24

n.a.

1.09

0.51

Return on average common stockholders' equity

9.98

n.a.

8.65

4.55

Return on average tangible common stockholders' equity

17.26

n.a.

15.01

5.19

(a)

Please see the reconciliations of NYCB's GAAP loss and non-GAAP earnings on page 38 and of Astoria's GAAP and non-GAAP earnings available to common shareholders

(a)

\$67,896