

PUBLIC EXHIBIT A

Amended Notice

AMENDED NOTICE

TO THE

FEDERAL RESERVE BANK OF NEW YORK

IN RESPECT OF

NEW YORK COMMUNITY BANCORP, INC.

PURSUANT TO

THE
CHANGE IN BANK CONTROL ACT, AS AMENDED,
12 U.S.C. § 1817(j)

SUBMITTED AUGUST 23, 2024

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PRELIMINARY STATEMENT

This notice (the “Notice”) to the Federal Reserve Bank of New York (the “FRB New York”) under the Change in Bank Control Act of 1978, as amended (the “CIBCA”), relates to the proposed acquisition of shares of common stock, par value \$0.01 per share (the “Common Stock”), of New York Community Bancorp, Inc., a Delaware corporation and bank holding company (“NYCB”).¹ NYCB wholly owns Flagstar Bank, N.A., a national banking association and member bank (“Flagstar”).

This Notice is being filed today by the following persons (collectively referred to herein as the “Notificants”):

1. Mr. Steven T. Mnuchin (“Secretary Mnuchin”);
2. Liberty Strategic Capital (CEN) Holdings, LLC, a Delaware limited liability company (the “Liberty Purchaser”);
3. Liberty 77 Fund L.P., a Cayman Islands exempted limited partnership (“Liberty 77 Fund”);
4. Liberty 77 Fund International L.P., a Cayman Islands exempted limited partnership (“Liberty 77 Fund International” and together with Liberty 77 Fund, the “Liberty Funds”);
5. Liberty 77 Capital GenPar L.P., a Cayman Islands exempted limited partnership (the “Liberty Funds GP”);
6. Liberty 77 Capital UGP L.L.C., a Delaware limited liability company (the “Liberty UGP”);
7. Liberty 77 Capital L.P., a Delaware limited partnership (the “Liberty Manager”);
8. Liberty 77 Capital Partners L.P., a Delaware limited partnership (the “Liberty Manager GP”);
9. Liberty Capital L.L.C., a Delaware limited liability company (the “Liberty Topco GP”);

¹ NYCB has a single class of common stock, entitling holders thereof to one vote per share. Per NYCB’s Annual Report on Form 10-K for the year-ended December 31, 2023, dated March 15, 2024 (the “2023 Annual Report”), NYCB had 797,921,126 shares outstanding as of March 11, 2024. The 2023 Annual Report is *available at*: <https://www.sec.gov/Archives/edgar/data/910073/000091007324000081/fbc-20231231.htm>

10. STM Partners LLC, a Delaware limited liability company (“STM Partners”);
11. The Steven T. Mnuchin Revocable Trust, a California trust (“Mnuchin Revocable Trust”), and its Trustee, Steven T. Mnuchin;
12. The Steven Mnuchin Dynasty Trust I, a Connecticut trust (“Mnuchin Dynasty Trust”), and its Trustee, Charles Dowling; and
13. The Steven Mnuchin 2007 Family Trust, a Connecticut trust (“Mnuchin Family Trust” and together with the Mnuchin Revocable Trust and the Mnuchin Dynasty Trust, the “Mnuchin Trusts”), and its Trustee, Alan Mnuchin.

For purposes of the proposed acquisition described herein, each of the Notificants is referred to as an “Acquirer” and, collectively, as the “Acquirers”, and in each case, in their respective capacities as direct or indirect Acquirers of Common Stock, whether on an individual basis or as part of a group acting in concert, as described in this Notice. As described in Section II, the Notificants are members of a group of affiliated private investment partnerships and companies referred to herein collectively as “Liberty”.

I. THE PROPOSED ACQUISITION

A. March 11 Investment

On March 7, 2024, the Liberty Purchaser entered into an Investment Agreement (the “Original Investment Agreement”) with NYCB pursuant to which Liberty agreed to invest \$450 million in NYCB equity securities (the “Investment”). On March 11, 2024, the Liberty Purchaser entered into an amendment to the Original Investment Agreement with NYCB (the “Amendment”, and the Original Investment Agreement as amended by the Amendment, the “Liberty Investment Agreement”).² The Investment is part of a broader equity capital raise by NYCB totaling approximately \$1.05 billion in individual investments by institutional investors.

Pursuant to the Liberty Investment Agreement, on the terms and subject to the conditions set forth therein, at the closing of the Investment on March 11, 2024 (the “Closing”), in exchange for \$450 million in cash,³ the Liberty Purchaser received the following securities from NYCB:

- 34,940,000 shares of Common Stock at a price per share of \$2.00;

² Refer to Exhibit 10.1 of NYCB’s Current Report on Form 8-K, dated March 14, 2024 (the “March 14 8-K”), for a copy of the Liberty Investment Agreement, *available at*: <https://www.sec.gov/ix?doc=/Archives/edgar/data/910073/000119312524067332/d763888d8k.htm>.

³ The Investment was funded from available cash held by Liberty.

- 143,355 shares of a new series of NYCB non-voting preferred stock, par value \$0.01 per share, designated as Series B Noncumulative Convertible Preferred Stock (the “Series B Preferred Stock”), at a price per share of \$2,000, each of which is automatically convertible into 1,000 shares of Common Stock in the event of a transfer thereof by the Liberty Purchaser consistent with the rules and limitations of Regulation Y of the Bank Holding Company Act of 1956, as amended (the “BHCA”), subject to certain limitations (a “Reg Y Transfer”), and all of which shares of Series B Preferred Stock represent the right (on an as-converted basis) to receive approximately 143,355,000⁴ shares of Common Stock;⁵
- 46,705 shares of a new series of NYCB non-voting preferred stock, par value \$0.01 per share, designated as Series C Noncumulative Convertible Preferred Stock (the “Series C Preferred Stock”, together with the Series B Preferred Stock, the “Preferred Stock”), at a price per share of \$2,000 and each of which is (i) convertible prior to the receipt of the Requisite Stockholder Vote (as defined in the Liberty Investment Agreement) at the option of the Liberty Purchaser into 1,000 shares of Common Stock up to a limit of 6,751 total shares⁶ of Series C Preferred Stock held at the Closing and (ii) following receipt of the Requisite Stockholder Vote, automatically convertible into 1,000 shares of Common Stock, and all of which shares of Series C

⁴ On July 11, 2024, NYCB effected a one-for-three reverse stock split as approved by NYCB’s shareholders at its annual meeting on June 5, 2024 (the “2024 Annual Meeting”). As a result, every three shares of Common Stock issued and outstanding were automatically exchanged into one new share of Common Stock. Thus, the Notificants would now receive 47,785,000 shares of Common Stock following the consummation of the Proposed Acquisition (as defined below). Except where noted, prices and amounts of securities in this Notice are pre-reverse-stock-split amounts.

⁵ In addition, pursuant to the Liberty Investment Agreement, the Liberty Purchaser may request that NYCB exchange its shares of Series B Preferred Stock for shares of Common Stock on a 1-for-1,000 basis, subject to certain conditions, including the receipt of antitrust clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”) and the FRB New York’s non-objection to this Notice. Liberty filed its notification under the HSR Act on March 11, 2024 and, effective as of midnight on April 10, 2024, the HSR Act waiting period expired. Additionally, on August 12, 2024, the Liberty Purchaser and NYCB effected the exchange of 29,000 shares of Liberty’s Series B Preferred Stock for 9,666,665 shares of Common Stock.

⁶ Although Section III(f) of the Certificate of Designations for the Series C Preferred Stock provides that, prior to receipt of the Requisite Stockholder Vote, a holder may not convert more than 22% of the shares of Series C Preferred Stock issued to the holder at the Closing, the Liberty Purchaser agreed to the more restrictive limit of 6,751 shares (representing approximately 14.5% of the total shares of Series C Preferred Stock issued to it at the Closing) pursuant to Section 3.1(f) of the Liberty Investment Agreement.

Preferred Stock represent the right (on an as converted basis) to receive approximately 46,705,000 shares of Common Stock; and

- a net-settled warrant (the “Issued Warrant”), which is not exercisable for 180 days after the Closing, affording the Liberty Purchaser the right, until the seven-year anniversary of the issuance of such warrant, to purchase for \$2,500 per share, 135,000 shares of a new class of NYCB non-voting, common-equivalent preferred stock of NYCB (the “Series D NVCE Stock”, and collectively with the Common Stock and the Preferred Stock, the “NYCB Securities”), each share of which is convertible into 1,000 shares of Common Stock in a Reg Y Transfer.⁷

As of the date of this Notice, Liberty owns 36,881,765 shares of Common Stock (giving effect to the NYCB reverse stock split and partial Series B Preferred Stock exchange described in notes 4 and 5 above), representing approximately 9.9% of the total amount of NYCB’s issued and outstanding Common Stock.⁸

⁷ In addition, if the Requisite Stockholder Vote had not been obtained by NYCB on or before September 9, 2024, the Liberty Purchaser would have been entitled to receive from NYCB cash-settled warrants (the “Incentive Warrants”), which would have become exercisable by the Liberty Purchaser 60 days after their issuance if the Requisite Stockholder Vote still had not been obtained at such time. If, however, the Requisite Stockholder Vote had been received prior to the expiration of such 60-day period after issuance, the Incentive Warrants would have been cancelled. The Incentive Warrants would have provided the Liberty Purchaser the right, until the ten-year anniversary of the issuance of such warrant, to receive from NYCB cash in an amount equal to: (i) from issuance thereof until (and including) November 5, 2024, 160% of the Investment; (ii) on (and including) November 6, 2024 until (and including) January 4, 2025, 180% of the Investment; (iii) on (and including) January 5, 2025 until (and including) March 5, 2025, 200% of the Investment; and (iv) from and after March 6, 2025, 220% of the Investment, in each case, net of the exercise price (which would be the amount of the Investment). The maximum coverage of the Incentive Warrants would not have exceeded 220% of the Investment. The Requisite Stockholder Vote was obtained on June 5, 2024 and, therefore, no Incentive Warrants will be issued.

⁸ See Liberty’s latest amended Schedule 13D in respect of NYCB, filed on August 13, 2024 (the “Liberty 13D”), available at: https://www.sec.gov/Archives/edgar/data/1905374/000095014224002182/eh240518663_13da2-nycb.htm, and Liberty’s latest Form 4 in respect of NYCB, filed on August 13, 2024 (the “Liberty Form 4”), available at: https://www.sec.gov/Archives/edgar/data/910073/000095014224002183/xslF345X05/es240518664_4-nycb.xml. As described in the Liberty 13D, pursuant to the Liberty Investment Agreement, the Liberty Purchaser agreed not to convert more than 6,751 of shares of Series C Preferred Stock prior to receipt of the Requisite Stockholder Vote. On March 13, 2024, the Liberty Purchaser instructed NYCB to effect the conversion of 6,751 shares of Series C Preferred Stock into 6,751,000 shares of Common Stock and such conversion has been completed as of the date of this Notice. On June 7, 2024, the Liberty Purchaser’s remaining 39,954 shares of Series C Preferred Stock were automatically converted into 39,954,000 shares of Common Stock after the Requisite

In addition, under the terms of the Liberty Investment Agreement, upon the Closing, Liberty also became entitled to nominate two representatives to be elected to NYCB's Board of Directors (the "NYCB Board"), subject to (a) the receipt by the Liberty Purchaser of certain regulatory approvals, consents or non-objections and the completion of any applicable waiting periods and (b) satisfaction of certain eligibility requirements, so long as the Liberty Purchaser and its affiliates beneficially own at least the lesser of (i) 2.5% of the outstanding shares of Common Stock (on an as-converted basis) or (ii) 25% of the shares of Common Stock (on an as-converted basis) that Liberty Purchaser and its affiliates beneficially owned immediately following the Closing. As of the date of this Notice, the Liberty Purchaser has appointed one director representative, Secretary Mnuchin, to the NYCB Board, representing approximately 11% of the total NYCB Board. The Liberty Purchaser has not nominated a second director representative.

B. Proposed Acquisition

This Notice relates to Liberty's proposed acquisition of additional shares of Common Stock representing 10.0% or more of the total amount of NYCB's issued and outstanding Common Stock, up to an aggregate ownership position of up to 24.99% of total Common Stock, as a result of the exchange and conversion of all the Preferred Stock held by the Liberty Purchaser into Common Stock (the "Proposed Acquisition"). Upon the completion of the Proposed Acquisition, the Liberty Purchaser would own on an as-converted basis approximately 22.9% of total Common Stock and of NYCB total equity (in each case, assuming no other holder of the Preferred Stock exchanges or converts into Common Stock, in accordance with the requirements of 12 C.F.R. §225.9(a)(7)). Accordingly, following the Proposed Acquisition, Secretary Mnuchin (in his capacity as the President of STM Partners,⁹ which indirectly controls Liberty) as well as STM Partners, the Mnuchin Trusts and their respective Trustees (as listed in the preamble of the Preliminary Statement), the Liberty Manager, the Liberty Funds, the Liberty Funds GP, the Liberty UGP, the Liberty Manager GP and the Liberty Topco GP (in their respective capacities as indirect controlling persons or general partners, as applicable, in the ownership chain above the Liberty Purchaser), would indirectly control in the aggregate up to 22.9% of the voting securities of NYCB. In no event, however, would the Notificants, either on an individual or collective basis, directly or indirectly own or control more than 24.99% of NYCB voting securities or more than 33.3% of NYCB total equity. In addition,

Stockholder Vote was obtained. Additionally, as described in the Liberty Form 4, 100 service-based restricted stock units (after adjustment for the reverse stock split), which will vest in Common Stock, were granted to Secretary Mnuchin on March 27, 2024, along with a grant of 31,702 service-based restricted stock units to Liberty 77 Capital L.P., which will settle solely in cash over the passage of time. Furthermore, as discussed in *supra* note 5, on August 12, 2024, the Liberty Purchaser and NYCB completed a partial exchange of the Liberty Purchaser's shares of Series B Preferred Stock pursuant to which 29,000 shares of Series B Preferred Stock were exchanged for 9,666,665 shares of Common Stock in accordance with the terms of the Liberty Investment Agreement and the related certificate of designations for the Series B Preferred Stock.

⁹ Secretary Mnuchin is also the trustee of the managing member of STM Partners.

none of the presumptions of control set forth in 12 C.F.R. §§ 225.32(b)–(j) would be triggered as a result of the Proposed Acquisition.

Liberty will cooperate with the FRB New York to provide any further information that may be requested in connection with the Proposed Acquisition.

II. RELEVANT ENTITIES

C. Liberty

Liberty is a Washington, D.C.-based private equity firm focused on strategic investments in technology, financial services and fintech, and new forms of content. The firm was founded in 2021 and is led by Secretary Mnuchin, the 77th Secretary of the Treasury. The Notificants are indirectly or directly acquiring the Common Stock in their following respective capacities: (i) Secretary Mnuchin as the President of STM Partners¹⁰ and, therefore, the indirect controlling person of the Liberty Purchaser; (ii) STM Partners as the direct controlling person of the Liberty UGP¹¹ and the Liberty Funds GP,¹² and the indirect controlling person of the Liberty Manager and the Liberty Purchaser; (iii) the Mnuchin Trusts, as the members collectively owning the outstanding interests in STM Partners, and their respective Trustees as direct controlling persons of the Mnuchin Trusts; (iv) the Liberty Topco GP as general partner of the Liberty Manager GP; (v) the Liberty Manager GP as general partner of the Liberty Manager; (vi) the Liberty Manager as the investment manager of the Liberty Funds and the manager of the Liberty Purchaser; (vii) the Liberty Funds¹³ as the members that together own the outstanding interests in the Liberty Purchaser; (viii) the Liberty Funds GP as the general partner of the Liberty Funds;¹⁴ (ix) the Liberty UGP as the general partner of the Liberty Funds GP; and (x) the Liberty Purchaser as the direct Acquirer of the Common Stock and other NYCB securities as described above in Section I.

¹⁰ See *supra* note 9.

¹¹ STM Partners is the 100% owner and the manager of the Liberty UGP.

¹² STM Partners owns more than 33.33% of the total equity of the Liberty Funds GP and, therefore, triggers the presumption of “control” of the Liberty Funds GP under 12 C.F.R. § 225.32(c).

¹³ The limited partners in the Liberty Funds neither “control” the Liberty Funds, as that term is defined for purposes of Subpart E of Regulation Y, nor trigger any of the presumptions of “control” set forth in 12 C.F.R. § 225.32.

¹⁴ Other than STM Partners as described above in *supra* note 12, the other limited partners in the Liberty Funds GP neither “control” the Liberty Funds GP, as that term is defined for purposes of Subpart E of Regulation Y, nor trigger any of the presumptions of “control” set forth in 12 C.F.R. § 225.32.

An Interagency Biographical and Financial Report (“IBFR”) for Secretary Mnuchin is required to be provided in connection with this Notice and is submitted herewith as Confidential Exhibit A, subject to the request for a limited waiver of certain informational requirements included therein pursuant to 12 CFR §225.43(a)(2).

D. NYCB

NYCB is the parent company of Flagstar, both of which are headquartered in Hicksville, New York. As of December 31, 2023, NYCB had \$114.1 billion of assets, \$84.6 billion of loans, deposits of \$81.5 billion, and total stockholders’ equity of \$10.6 billion.¹⁵

Flagstar operates 420 branches, primarily in the Northeast and Midwest. Flagstar has market-leading positions in several national businesses, including multi-family lending, mortgage origination and servicing, and warehouse lending. As of December 31, 2023, Flagstar had \$90.0 billion of assets, \$68.6 billion of loans, and deposits of \$58.8 billion.¹⁶

III. RELEVANT STATUTORY CRITERIA

A. The Notice Is Consistent with the Statutory Standards for Approval

The Notificants respectfully submit that none of the bases (reproduced below) on which the Board of Governors of the Federal Reserve System (the “Board”) may disapprove a change of control under the CIBCA should prevent it from approving this Notice.

- The proposed acquisition of control would result in a monopoly or would be in furtherance of any combination or conspiracy to monopolize or attempt to monopolize the business of banking in any part of the United States.
 - The Proposed Acquisition will not further, or result in, any monopolization of the business of banking in any part of the United States.
- The effect of the proposed acquisition of control in any section of the country may be substantially to lessen competition or to tend to create a monopoly or the proposed acquisition of control would in any other manner be in restraint of trade, and the anticompetitive effects of the proposed acquisition of control are not clearly outweighed in the public interest by the probable effect of the transaction in meeting the convenience and needs of the community to be served.

¹⁵ See Items 1 and 8 of the 2023 Annual Report for additional information regarding NYCB.

¹⁶ See the Consolidated Report of Condition and Income for Flagstar for the period ended December 31, 2023, *available at*: <https://cdr.ffiec.gov/public/ViewPDFFacsimile.aspx>.

- There will be no reduction of competition or contribution to the creation of a monopoly as a result of the Proposed Acquisition.
- Either the financial condition of any acquiring person or the future prospects of the institution are such as might jeopardize the financial stability of the bank or prejudice the interests of the depositors of the bank.
 - The Proposed Acquisition should have a positive effect on NYCB's financial stability and in no way prejudices depositors of NYCB.
- The competence, experience, or integrity of any acquiring party or of any of the proposed management personnel indicates that it would not be in the interest of the depositors of the bank, or in the interest of the public to permit such person to control the bank.
 - The Notificants are members of Liberty, which is managed by a leadership team led by Secretary Mnuchin and combines decades of public service and private sector experience, particularly in financial services. As stated in response to Question 12 of the Notice, the Notificants have no plans to effect any significant change in the business strategy or corporate structure of NYCB or Flagstar or to liquidate, merge or sell the assets of either entity as a result of the Proposed Acquisition.
- Any acquiring person neglects, fails, or refuses to furnish the appropriate Federal banking agency all the information required by the appropriate Federal banking agency.
 - The Notificants respectfully submit that they have provided all required information to the FRB New York in connection with the Notice and will promptly provide any further information requested by the Board.
- The appropriate Federal banking agency determines that the proposed transaction would result in an adverse effect on the Deposit Insurance Fund.
 - The Proposed Acquisition should have a positive impact on NYCB's financial status and, accordingly, not have an effect on the Deposit Insurance Fund.

B. Publication

The Notificants will publish a notice in the form of Public Exhibit A hereto in *Newsday*, a newspaper of general circulation in Hicksville, NY, the main office location for both NYCB and its wholly owned banking subsidiary, Flagstar. An affidavit of publication will be submitted as soon as it is received.

INFORMATION REQUESTED IN THE INTERAGENCY NOTICE OF CHANGE IN CONTROL

Board of Governors of the Federal Reserve System	OMB Number 7100-0134	Approval expires May 31, 2024
Federal Deposit Insurance Corporation	OMB Number 3064-0019	Approval expires July 31, 2024
Office of the Comptroller of the Currency	OMB Number 1557-0014	Approval expires January 31, 2024

Interagency Notice of Change in Control—FR 2081a

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

General Information and Instructions

Preparation and Use

This form is used to file notice to acquire control of a depository institution or a holding company, pursuant to the Change in Bank Control Act, as amended (12 U.S.C. § 1817(j)). As used in this form, "holding company" means a bank holding company, a savings and loan holding company, or other company that controls a depository institution. The information must be submitted to the appropriate federal banking agency of the institution whose shares are to be acquired. All inquiries on preparation of the notice should be directed to that agency which, in some circumstances, may modify the information requested. The federal banking agency will review the submitted notice to determine if it is complete. If the submitted notice is not complete, the federal banking agency may either request additional information or it may return the notice. If the required information is not available, please explain. When the notice is complete, the federal banking agency will confirm its determination in writing. The questions are not intended to duplicate information supplied on another form or in an exhibit; a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific location in the documents, so the information can be found easily.* If additional space is needed to provide complete answers, please attach additional sheets or exhibits. For additional information regarding the processing procedures and guidelines, and any supplemental information that may be required, refer to the appropriate federal banking agency's procedural guidelines (for example, the OCC's Rules and Regulations (12 C.F.R. Part 5.50), the *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 C.F.R. Part 303), and the Board's Regulations Y and LL (12 C.F.R. Part 225 and 12 C.F.R. Part 238, respectively)) and relevant policy statements. Contact the agency directly for specific instruction, or visit its Website at www.occ.treas.gov, www.fdic.gov, or www.federalreserve.gov.

Biographical and Financial Report

To assist the appropriate federal banking agencies in evaluating the factors specified in the Change in Bank Control Act, an *Interagency Biographical and Financial Report* is generally required for *each* person named in the notice.

Supporting Information

The questions in the notice are not intended to limit the acquirer's responses, and the federal banking agency may request additional necessary information. If any information furnished in the notice changes materially during the processing of the notice or prior to consummation, such changes should be communicated promptly to the federal banking agency with which the notice was filed.

Compliance

The acquirer is expected to comply with all representations and commitments made in connection with this notice. Transactions subject to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (15 U.S.C. § 18a), which applies to certain very large transactions, require a pre-merger filing with the Federal Trade Commission and the Department of Justice.

Notice of Publication

An acquirer must publish an announcement soliciting public comment on the proposed acquisition in a newspaper of general circulation in the community in which the head office of the depository institution or holding company is located. In the case of a bank holding company or savings and loan holding company, an announcement also must be published in each community in which the head office of a bank or savings association subsidiary of the holding company is located. A copy of the affidavit(s) of publication should be submitted to the appropriate federal banking agency. Contact the appropriate federal banking agency for the specific requirements of the notice of publication.

Confidentiality

Any acquirer desiring confidential treatment of specific portions of the notice must submit a request in writing with the submission of the notice. The request must discuss the justification for the requested treatment. An acquirer's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. § 552). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." An acquirer should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the notice. An acquirer should contact the appropriate federal banking agency for specific instructions regarding requests for confidential treatment. The appropriate federal banking agency will determine whether the information will be treated as confidential and will advise the acquirer of any decision to publicly release information labeled as "Confidential."

Public reporting burden for the collection of information for this notice is estimated to average 30.5 hours, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th Street and Constitution Ave., NW, Washington, DC 20551; or Licensing Activities Division, Office of the Comptroller of the Currency, 400 7th Street, SW, Washington, DC 20219; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

Privacy Act Statement

Purposes

This form is used to file notice to acquire control of a depository institution or a holding company, pursuant to the Change in Bank Control Act, as amended (12 U.S.C. § 1817(j)), to the federal banking agencies, respectively, the Board of Governors of the Federal Reserve System (Board), the Office of the Comptroller of the Currency (OCC), and the Federal Deposit Insurance Corporation (FDIC). This Privacy Act statement is made pursuant to the requirements of the Privacy Act of 1974, 5. U.S.C. § 552a. For this particular form, the Privacy Act statement applies only to Board and FDIC filers, as the OCC does not maintain the information in a system where it is retrieved by a personal identifier.

Authority

Change in Bank Control Act, as amended (12 U.S.C. § 1817(j)).

Effects of Nondisclosure

This form solicits information that enables the federal banking agencies to evaluate and make a decision on each proposed change in control under the standards prescribed in the Change in Bank Control Act. Provision of the requested information is voluntary. However, failure to provide information requested in connection with the processing of this notice may result in disapproval of a proposed acquisition or a determination that complete notice has not been submitted.

Routine Uses for Board Filers

The information you provide will be stored by the Board in the System of Records entitled “*BGFRS-37: Electronic Applications*.” All or part of the information may be disclosed outside of the Board as follows:

1. To the appropriate federal, state, local, foreign, or self-regulatory organization or agency responsible for investigating, prosecuting, enforcing, implementing, issuing, or carrying out a statute, rule, regulation, order, policy, or license if the information may be relevant to a potential violation of civil or criminal law, rule, regulation, order, policy, or license;

2. To a federal agency in the executive, legislative, or judicial branch of government, or to a Federal Reserve Bank, in connection with the hiring, retaining, or assigning of an employee, the issuance of a security clearance, the conducting of a security or suitability investigation of an individual, the classifying of jobs, the letting of a contract, the issuance of a license, grant, or other benefits by the receiving entity, or the lawful statutory, administrative, or investigative purpose of the receiving entity to the extent that the information is relevant and necessary to the receiving entity's decision on the matter;
3. To a congressional office in response to an inquiry made by the congressional office at the request of the individual to whom the record pertains;
4. To the Department of Justice, a court, an adjudicative body or administrative tribunal, a party in litigation, or a witness if the Board (or in the case of an Office of Inspector General (OIG) system, the OIG) determines, in its sole discretion, that the information is relevant and necessary to the matter;
5. To contractors, agents, or others performing work on a contract, service, cooperative agreement, job, or other activity for the Board and who have a need to access the information in the performance of their duties or activities for the Board;
6. To appropriate agencies, entities, and persons when: (1) the Board suspects or confirms that the security or confidentiality of information in the system of records has been compromised; (2) the Board has determined that as a result of the suspected or confirmed compromise there is a risk of harm to economic or property interest, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the Board or another agency or entity) that rely upon the compromised information; and (3) the disclosure is made to such agencies, entities, and persons who are reasonably necessary to assist in connection with the Board's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm; and
7. To other bank and thrift regulatory agencies pursuant to explicit information sharing agreements for regulatory comment purposes; and
8. To another federal agency or federal entity, when the Board determines that the information from the system of records is reasonably necessary to assist the recipient agency or entity in (1) responding to a suspected or confirmed breach, or (2) preventing, minimizing, or remedying the risk of harm to individuals, the recipient agency or entity (including its information systems, programs, and operations), the Federal Government, or national security, resulting from a suspected or confirmed breach.

Routine Uses for FDIC Filers

The information you provide will be stored by the FDIC in the System of Records entitled "*FDIC 3064-0004: Changes in Financial Institution Control Ownership Records.*" All or part of the information may be disclosed outside of the FDIC as follows:

1. To federal, state, local, foreign, or self-regulatory authorities responsible for investigating or prosecuting a violation of, or for enforcing or implementing a statute,

rule, regulation, or order issued, when the information indicates a violation or potential violation of law, whether civil, criminal, or regulatory in nature, and whether arising by general statute or particular program statute, or by regulation, rule, or order issued pursuant thereto;

2. To a court, magistrate, or other administrative body in the course of presenting evidence, including disclosures to counsel or witnesses in the course of civil discovery, litigation, or settlement negotiations or in connection with criminal proceedings, when the FDIC is a party to the proceeding or has a significant interest in the proceeding, to the extent that the information is determined to be relevant and necessary;
3. To a congressional office in response to an inquiry made by the congressional office at the request of the individual who is the subject of the record;
4. To appropriate agencies, entities, and persons when (1) FDIC suspects or has confirmed that there has been a breach of the system of records; (2) FDIC has determined that as a result of the suspected or confirmed breach there is a risk of harm to individuals, FDIC (including its information systems, programs, and operations), the federal government, or national security; and (3) the disclosure made to such agencies, entities, and persons is reasonably necessary to assist in connection with FDIC's efforts to respond to the suspected or confirmed breach or to prevent, minimize, or remedy such harm;
5. To another federal agency or federal entity, when FDIC determines that information from this system of records is reasonably necessary to assist the recipient agency or entity in (1) responding to a suspected or confirmed breach or (2) preventing, minimizing, or remedying the risk of harm to individuals, the recipient agency or entity (including its information systems, programs, and operations), the federal government, or national security, resulting from a suspected or confirmed breach;
6. To federal, state, or foreign authorities in connection with hiring or retaining an individual, conducting a background security or suitability investigation, adjudication of liability, or eligibility for a license, contract, grant, or other benefit;
7. To contractors, grantees, volunteers, and others performing or working on a contract, service, grant, cooperative agreement, or project for the FDIC, the OIG, or the federal government for use in carrying out their obligations under such contract, grant, agreement or project; and
8. To federal, state or foreign financial institutions supervisory authorities for regulatory or enforcement purposes.

Interagency Notice of Change in Control

1. Identity:

a. Name and address of acquirer(s):

(If an individual, provide last name, first name, and middle name)

(If a corporation or other entity, provide the full legal name and the type of organization, for example, ABC Company, a corporation; ABC, a partnership; or ABC, a trust. If a trust, list the trustees and the beneficiaries.)

Acquirer(s)	Street Address	City / State / Province / Zip Code / Country	Identify Group Acting in Concert / Reason(s) Considered Acting in Concert / Cite Relevant Regulatory Provisions (if applicable)
Liberty Strategic Capital (CEN) Holdings, LLC (the " <u>Liberty Purchaser</u> ")	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
Liberty 77 Fund L.P. (the " <u>Liberty 77 Fund</u> ")*	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
Liberty 77 Fund International L.P. (the " <u>Liberty 77 Fund International</u> ", and together with Liberty 77 Fund, the " <u>Liberty Funds</u> ")*	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
Liberty 77 Capital GenPar L.P. (the " <u>Liberty Funds GP</u> ")	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
Liberty 77 Capital UGP L.L.C. (the " <u>Liberty UGP</u> ")	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
Liberty 77 Capital L.P. (the " <u>Liberty Manager</u> ")*	2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
Liberty 77 Capital Partners L.P. (the " <u>Liberty Manager GP</u> ")*	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.

Liberty Capital L.L.C. (the “ <u>Liberty Topco GP</u> ”)*	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
STM Partners LLC (“ <u>STM Partners</u> ”)*	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
The Steven T. Mnuchin Revocable Trust (the “ <u>STM Revocable Trust</u> ”) and its Trustee, Steven T. Mnuchin*. **	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
The Steven Mnuchin Dynasty Trust I (the “ <u>Mnuchin Dynasty Trust</u> ”) and its Trustee, Charles Dowling*. **	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
The Steven Mnuchin 2007 Family Trust (the “ <u>Mnuchin Family Trust</u> ”) and its Trustee, Alan Mnuchin*. **	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.
Mr. Steven T. Mnuchin (“ <u>Secretary Mnuchin</u> ”)*	c/o Liberty 77 Capital L.P., 2099 Pennsylvania Avenue NW	Washington, D.C. 20006	The Notificants – please see response to 2(b) below.

*Although the Liberty Manager, the Liberty Funds, the Liberty Funds GP, the Liberty UGP, the Liberty Manager GP, the Liberty Topco GP, STM Partners, the Mnuchin Trusts (including their respective Trustees) and Secretary Mnuchin (together with the Liberty Purchaser, collectively referred to herein as “Liberty”) are listed here as “acquirers”, none of the aforementioned persons currently directly own, or intend to directly acquire for their own accounts, any common stock, par value \$0.01 per share (the “Common Stock”) of NYCB (as defined below) as a result of the Proposed Acquisition. Accordingly, such persons are listed herein as indirect “acquirers” of Common Stock as a result of their respective capacities as follows: (i) Secretary Mnuchin, as the President of STM Partners; (ii) STM Partners, as the direct controlling person of the Liberty UGP and the Liberty Funds GP, and as the indirect controlling person of the Liberty Manager and the Liberty Purchaser; (iii) the Mnuchin Trusts, as the members collectively owning the outstanding interests in STM Partners, and their respective Trustees as direct controlling persons of the Mnuchin Trusts; (iv) the Liberty Topco GP, as general partner of the Liberty Manager GP; (v) the Liberty Manager GP, as general partner of the Liberty Manager; (vi) the Liberty Manager, as the investment manager of the Liberty Funds and the manager of the Liberty Purchaser; (vii) the Liberty Funds GP, as the general partner of the Liberty Funds; (viii) the Liberty UGP, as the general partner of the Liberty Funds GP; and (ix) the Liberty Funds, as the members together owning the outstanding interests in the Liberty Purchaser.

Please also refer to the related information in response to Item 4 below.

** Please refer to Confidential Annex 2 for additional information regarding the Trustees of these trusts.

- b. Name and address of depository institution or holding company whose shares are to be acquired:

<u>New York Community Bancorp, Inc. ("NYCB")</u>			
Name of Depository Institution or Holding Company			
<u>102 Duffy Avenue</u>			
Street Address			
<u>Hicksville</u>	<u>NY</u>	<u>11801</u>	<u>USA</u>
City	State / Province	Zip / Postal Code	Country

- c. Name, title, employer, address, telephone number, and e-mail address of the person to whom inquiries concerning this notice may be directed:

<u>Jesse Burwell and William Barratt</u>		
Name		
<u>Chief Compliance Officer and Director of Compliance, respectively</u>		
Title		
<u>Liberty 77 Capital L.P.</u>		
Employer		
<u>2099 Pennsylvania Avenue NW</u>		
Street Address		
<u>Washington</u>	<u>D.C.</u>	<u>20006</u>
City	State	Zip Code
<u>202-984-7070</u>	<u>Jesse@libertycapitallp.com</u> <u>William@libertycapitallp.com</u>	
Area Code / Phone Number	E-mail Address	

2. a. Indicate whether any proposed acquirer will join an existing individual, company, or group acting in concert that controls or will control the target institution. ☒ Yes ☐ No
- b. If the response to 2.a is "Yes," list each other individual, company or group acting in concert, along with the amount of ownership and control of voting securities held by each such individual, company or group acting in concert and the capacity in which voting securities are owned or controlled by such individual, company or group acting in concert (as trustee or otherwise).
- Pursuant to 12 C.F.R. § 225.41(d), the Notificants (as defined in the Preliminary Statement) are part of a group acting in concert because they are persons under common control. Collectively, the Notificants currently own 36,881,765 shares of Common Stock (as adjusted for NYCB's reverse stock split), which represent approximately 9.9% of NYCB's total number of issued and outstanding shares of Common Stock.
- c. If the response to 2.a is "Yes," has a change in control notice for the individual, company or group acting in concert previously been reviewed? ☐ Yes ☒ No

3. Is this notice being filed prior to the acquisition of control? ☒ Yes ☐ No
4. If the response to 2.c or 3 is “No,” identify the exception to the prior notice requirement upon which the acquirer(s) relies. If no exception is available, discuss the reason(s) that prior notice was not given and modify the wording of the form as appropriate to provide all necessary information related to the transaction.

Prior notice of the previous acquisition by Liberty (as defined in the Preliminary Statement) of Common Stock was not required under the Change in Bank Control Act because Liberty did not acquire more than 9.99% of NYCB voting securities pursuant to the Investment (as defined in the Preliminary Statement). *See* 12 C.F.R. §§ 225.41(c); 225.41(f). Upon completion of the Proposed Acquisition described in this Notice and the Preliminary Statement, however, the Notificants may control in the aggregate up to 24.99% of the voting securities of NYCB. As a result, Secretary Mnuchin, in his capacity as the President of STM Partners, and STM Partners, the Mnuchin Trusts and their respective Trustees (as listed above), the Liberty Manager, the Liberty Funds GP, the Liberty UGP, the Liberty Funds, the Liberty Manager GP, and the Liberty Topco GP, as the indirect controlling persons or general partners, as applicable, in the ownership chain above the Liberty Purchaser, may indirectly control up to 24.99% of the voting securities of NYCB. None of the presumptions of control set forth in 12 C.F.R. §§ 225.32(b)–(j) would be triggered as a result of the Proposed Acquisition.

5. For each class of securities of the depository institution or holding company to be acquired, provide the total number of shares (include options and warrants on such shares). For any shares other than common stock, provide a copy of the relevant terms:

a. Voting shares*

Authorized	900,000,000 ¹⁷	**	0
	Shares	Options	Warrants
Currently outstanding	797,921,126	**	0
	Shares	Options	Warrants
Pro forma outstanding	987,981,426*****	**	0
	Shares	Options	Warrants

¹⁷ Note that, at the 2024 Annual Meeting, NYCB stockholders approved a proposal to amend NYCB’s charter to increase the number of authorized shares of Common Stock from 900,000,000 to 2,000,000,000 (and, after adjustment for the reverse stock split, to 666,666,666). The charter amendment effecting this increase became effective on June 7, 2024. *See* NYCB, Current Report on Form 8-K, dated June 10, 2024, *available at*: <https://www.sec.gov/ix?doc=/Archives/edgar/data/910073/000119312524157842/d830699d8k.htm>.

b. Nonvoting shares***

Authorized	<u>5,000,000</u>	<u>—</u>	<u>315,000****</u>
	Shares	Options	Warrants
Currently outstanding	<u>956,618</u>	<u>—</u>	<u>315,000</u>
	Shares	Options	Warrants
Pro forma outstanding	<u>773,309*****</u>	<u>—</u>	<u>180,000****</u>
	Shares	Options	Warrants

*Figures listed in this Section 5 are based on the most recently available capitalization information set forth in the 2023 Annual Report (as defined in the Preliminary Statement); *available at*: <https://www.sec.gov/Archives/edgar/data/910073/000091007324000081/fbc-20231231.htm>.

**Pursuant to the 2023 Annual Report, NYCB has a total of 16,143,893 shares of Common Stock available for grants for restricted stock, options, and other forms of related rights under the 2020 Incentive plan. Specific figures for total authorized and currently outstanding options are not provided in the 2023 Annual Report.

***Terms of the non-voting shares and warrants can be found in exhibits 3.4, 3.5, 3.6, 3.7 and 4.5 of the 2023 Annual Report.

****For illustrative purposes, this table assumes that the Liberty Purchaser receives all 135,000 shares of Series D NVCE Stock upon exercise of the Issued Warrant. Because the Issued Warrant will be settled on a net-share basis, however, the amount of Series D NVCE Stock actually issued to the Liberty Purchaser will be less than the full 135,000 shares. For example, if at the time of exercise of the Issued Warrant, the Common Stock is trading at \$5.00 per share, the Liberty Purchaser would receive upon settlement 67,500 warrant shares convertible into shares of Series D NVCE Stock at the exercise price of \$2,500 (as adjusted for Common Stock dividends and certain other corporate actions prior to the exercise).

*****Gives effect to, as applicable, (i) the full exchange for or conversion into Common Stock of all the Preferred Stock (as defined in the Preliminary Statement) held by the Liberty Purchaser, and (ii) the full exercise of the Issued Warrant for shares of Series D NVCE Stock.

6. Provide the following information regarding all securities to be acquired. For any shares (including options and warrants) registered or to be registered in another name (such as a trust, corporation, or partnership), indicate the names of registered parties, beneficial owners and trustees, as applicable.
- a. Voting shares (include options or warrants that are convertible into voting shares) (shown on a post-reverse stock split basis)

Full Name of Each Acquirer or Transferee	Number of Shares (Include Options and Warrants) Per Class of Securities Now Owned, Controlled, or Held	Number of Shares (Include Options and Warrants) Per Class of Securities to be Purchased by or Transferred to the Acquirer or Transferee	Number of Shares (Include Options and Warrants) per Class of Securities After Completion of Acquisition
Liberty Strategic Capital (CEN) Holdings, LLC	36,881,765	38,118,329	75,000,094
Liberty 77 Fund L.P.*	36,881,765	38,118,329	75,000,094
Liberty 77 Fund International L.P.*	36,881,765	38,118,329	75,000,094
Liberty 77 Capital GenPar L.P.*	36,881,765	38,118,329	75,000,094
Liberty 77 Capital UGP L.L.C.*	36,881,765	38,118,329	75,000,094
Liberty 77 Capital L.P.*	36,881,765	38,118,329	75,000,094
Liberty 77 Capital Partners L.P.*	36,881,765	38,118,329	75,000,094
Liberty Capital L.L.C.*	36,881,765	38,118,329	75,000,094
STM Partners LLC*	36,881,765	38,118,329	75,000,094
The Steven T. Mnuchin Revocable Trust, and its Trustee, Steven T. Mnuchin*	36,881,765	38,118,329	75,000,094
The Steven Mnuchin Dynasty Trust I, and its Trustee, Charles Dowling*	36,881,765	38,118,329	75,000,094
The Steven Mnuchin 2007 Family Trust, and its Trustee, Alan Mnuchin*	36,881,765	38,118,329	75,000,094
Mr. Steven T. Mnuchin*	36,881,765	38,118,329	75,000,094
Total	36,881,765	38,118,329	75,000,094
Total as Percent of Shares Outstanding Per Class of Securities	9.9%	13.0%	22.9%

*Although the Liberty Funds, the Liberty Funds GP, the Liberty UGP, the Liberty Manager, the Liberty Manager GP, the Liberty Topco GP, STM Partners, the Mnuchin Trusts (including their respective Trustees) and Secretary Mnuchin are listed here as “acquirers”, none of the aforementioned persons currently directly own, or intend to directly acquire for their own accounts, any Common Stock of NYCB

as a result of the Proposed Acquisition. Accordingly, such persons are listed herein as indirect “acquirers” of Common Stock as a result of their respective capacities as follows: (i) Secretary Mnuchin, as the President of STM Partners; (ii) the Mnuchin Trusts, as members collectively owning the outstanding interests in STM Partners, and their respective Trustees as direct controlling persons of the Mnuchin Trusts; (iii) STM Partners, as the direct controlling person of the Liberty UGP and the Liberty Funds GP, and as indirect controlling person of the Liberty Manager and the Liberty Purchaser; (iv) the Liberty Topco GP, as general partner of the Liberty Manager GP; (v) the Liberty Manager GP, as general partner of the Liberty Manager; (vi) the Liberty Manager, as the investment manager of the Liberty Funds and the manager of the Liberty Purchaser; (vii) the Liberty Funds GP, as the general partner of the Liberty Funds; (viii) the Liberty UGP, as the general partner of the Liberty Funds GP; and (ix) the Liberty Funds, as the members together owning the outstanding interests in the Liberty Purchaser.

b. Non-voting shares (if any are owned or controlled by an acquirer who owns, controls, or has the power to vote voting securities)

Full Name of Each Acquirer or Transferee	Number of Shares (Include Options and Warrants) Per Class of Securities Now Owned, Controlled, or Held	Number of Shares (Include Options and Warrants) Per Class of Securities to be Purchased by or Transferred to the Acquirer or Transferee	Number of Shares (Include Options and Warrants) per Class of Securities After Completion of Acquisition
Liberty Strategic Capital (CEN) Holdings, LLC	Series B Preferred Stock: 114,355 Series C Preferred Stock: 0 Series D NVCE Stock: 0	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000
Liberty 77 Fund L.P.*	Series B Preferred Stock: 114,355 Series C Preferred Stock: 0 Series D NVCE Stock: 0	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000
Liberty 77 Fund International L.P.*	Series B Preferred Stock: 114,355 Series C Preferred Stock: 0 Series D NVCE Stock: 0	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000
Liberty 77 Capital GenPar L.P.*	Series B Preferred Stock: 114,355 Series C Preferred Stock: 0 Series D NVCE Stock: 0	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000	Series B Preferred Stock: 0 Series C Preferred Stock: 0 Series D NVCE Stock: 135,000

Liberty 77 Capital UGP L.L.C.*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
Liberty 77 Capital L.P.*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
Liberty 77 Capital Partners L.P.*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
Liberty Capital L.L.C.*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
STM Partners LLC*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
The Steven T. Mnuchin Revocable Trust, and its Trustee, Steven T. Mnuchin*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
The Steven Mnuchin Dynasty Trust I, and its Trustee, Charles Dowling*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
The Steven Mnuchin 2007 Family Trust, and its Trustee, Alan Mnuchin*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000

Mr. Steven T. Mnuchin*	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
Total	<u>Series B Preferred</u> Stock: 114,355 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 0	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000	<u>Series B Preferred</u> Stock: 0 <u>Series C Preferred</u> Stock: 0 <u>Series D NVCE</u> Stock: 135,000
Total as Percent of Shares Outstanding Per Class of Securities	<u>Series B Preferred</u> Stock: 88.85% <u>Series C Preferred</u> Stock: 0% <u>Series D NVCE</u> Stock: 0%	<u>Series B Preferred</u> Stock: 0% <u>Series C Preferred</u> Stock: 0% <u>Series D NVCE</u> Stock: 42.86%	<u>Series B Preferred</u> Stock: 0% <u>Series C Preferred</u> Stock: 0% <u>Series D NVCE</u> Stock: 42.86%

*See also the note accompanying the table in Item 1.a above.

c. Debt instruments and other investments (if any are owned or controlled by an acquirer who owns, controls, or has power to vote voting securities) not included in parts a. or b.

Full Name of Each Acquirer or Transferee	Amount of Debt or Other Investments Now Owned, Controlled, or Held	Amount of Debt or Other Investments to be Purchased by or Transferred to the Acquirer or Transferee	Amount of Debt or Other Investments to be Owned, Controlled, or Held After Completion of the Acquisition
N/A			
Total			
Total as Percent of Debt or Other Investments Outstanding			

d. Provide a narrative description of the transactions listed above as well as any related transactions. Related transactions include, but are not limited to, acquisitions of any form of debt issued by the holding company or depository institution. This information is necessary to understand the acquirer's total financial investment in the depository institution or holding company.

Please refer to the description in Section I of the Preliminary Statement.

7. Indicate:

- a. The purchase price(s) per share of voting shares to be acquired.

\$2.00 per share.

- b. The purchase price(s) per share of non-voting shares to be acquired.

N/A (no additional shares of non-voting NYCB stock will be acquired in connection with the Proposed Acquisition).

- c. Total purchase price for the entire proposed transaction.

Please refer to the description in Section I of the Preliminary Statement.

- d. The current market value per share of voting shares (including date and source of information, if available).

\$2.97 as of close of business on April 26, 2024 (Yahoo Finance).

- e. The current market value per share of nonvoting shares (including date and source of information, if available).

N/A.

8. a. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner and timing in which the acquisition will be made.

Please see the Preliminary Statement.

- b. Summarize and attach copies of all pertinent documents. Identify the documents that have been included by checking the appropriate boxes below.

The Notificants will publish a notice in the form of Exhibit A attached hereto in *Newsday*, a newspaper of general circulation in Hicksville, NY where the main offices of both NYCB and its wholly owned banking subsidiary, Flagstar, are located.

Please refer to the copy of the Investment Agreement, dated as of March 7, 2024 and as amended on March 11, 2024, by and between NYCB and the Liberty Purchaser, filed as Exhibit 10.1 to the March 14 8-K (as defined in the Preliminary Statement), *available at*:

<https://www.sec.gov/ix?doc=/Archives/edgar/data/910073/000119312524067332/d763888d8k.htm>.

Check all that apply and attach a copy of each:

- ☒ Purchase and Sale Agreements
- ☐ Shareholder Agreements
- ☐ Non-Compete Agreements
- ☐ Employment Contracts
- ☐ Trust Agreements

☐ Invitation, Tender Offers, or Solicitation Materials

☐ Other:

9. Provide the following information for all voting and nonvoting shares and debt instruments to be acquired and funds to be sourced for the contemplated purchase. For each acquirer or transferee, list all distinct sources of funds and the amount obtained from each source.

Name of Each Acquirer or Transferee	Total Purchase	Source(s) of Funds	Amount of Funds from Each Source
Liberty Strategic Capital (CEN) Holdings, LLC	Please see Section I of the Preliminary Statement.		
Liberty 77 Fund L.P.			
Liberty 77 Fund International L.P.			
Liberty 77 Capital GenPar L.P.			
Liberty 77 Capital UGP L.L.C.			
Liberty 77 Capital L.P.			
Liberty 77 Capital Partners L.P.			
Liberty Capital L.L.C.			
STM Partners LLC			
The Steven T. Mnuchin Revocable Trust, and its Trustee, Steven T. Mnuchin			
The Steven Mnuchin Dynasty Trust I, and its Trustee, Charles Dowling			
The Steven Mnuchin 2007 Family Trust, and its Trustee, Alan Mnuchin			
Mr. Steven T. Mnuchin			
Total			

- a. If cash funds will be used, provide copies of checking, savings, or money market account statements. If assets will be liquidated, list those assets and provide a copy of any documents pertaining to such transactions.

Please see Section I of the Preliminary Statement and also the financial information provided in Confidential Exhibit B, which contains the financial statements of certain of the Notificants.

- b. If any portion of the funds (or other consideration) for the acquisition will be borrowed, indicate the name of each borrower, name and address of each lender, amount financed, collateral to be pledged, and terms of the transaction, including interest rates, amortization requirements, guarantors, endorsers, co-makers, and any other arrangements, agreements, and understandings

between and among the parties. If applicable, submit a copy of any loan commitment letter, or similar documentation.

N/A.

- c. Provide a full description of the source(s) of funds to be used to service or repay the borrowed funds. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

N/A.

10. Provide the following information regarding the source(s) of the shares to be acquired.

Name of Each Seller, Transferor or Issuer	Number of Shares of Voting Securities to be Sold or Transferred	Number of Shares of Nonvoting Securities to be Sold or Transferred	Amount of Debt and Other Investments to be Sold or Transferred
		0	0
Total	Please see Section I of the Preliminary Statement.	0	0
Total as Percent of Total Shares Outstanding Per Class of Securities (or as a Percent of Debt or Other Investments Outstanding)		0	0

11. Identify any person or parties employed, retained, or to be compensated by any acquirer, or by any person on behalf of any acquirer, to make solicitations or recommendations to stockholders and thereby assist in the acquisition. Include a description of the terms of such employment, retainer, or arrangement for compensation, and provide a copy of any such agreement or contract.

N/A.

12. Describe in detail any plans or proposals that any acquirer may have to: (a) liquidate the depository institution or holding company to be acquired, (b) sell its assets, (c) merge it with any company, or (d) make any other significant change in its business strategy or corporate structure.

No Acquirer has any such plan or proposal. For additional information regarding the Investment, please see Item 4 of the Liberty 13D (as defined in the Preliminary Statement).

13. If changes are contemplated in the board of directors or senior executive officers of the depository institution or holding company to be acquired, provide a current and pro forma list of officers and directors. The appropriate federal banking agency should be contacted to determine the filing or other information requirements associated with changes to the board of directors or senior executive officers, pursuant to Section 32 of the Federal Deposit Insurance Act (12 U.S.C. § 1831i).

Prior to the Closing (as defined in the Preliminary Statement), the NYCB Board was comprised of Alessandro (Sandro) DiNello, Thomas R. Cangemi, James J. Carpenter, Leslie D. Dunn, Marshall Lux, Lawrence Rosano, Jr., Ronald A. Rosenfeld, Lawrence J. Savarese, Peter Schoels, David L. Treadwell, Robert Wann and Jennifer R. Whip.

Effective as of the Closing, Steven Mnuchin, Joseph Otting, Allen Puwalski and Milton Berlinski were appointed to the NYCB Board, which was reduced to ten members. Following the Closing, on March 14 and March 19, respectively, Mr. Savarese and Mr. Treadwell resigned from the NYCB Board. Also on March 19, Mr. Alan Frank was appointed to the NYCB Board to fill the vacancy resulting from Mr. Treadwell's resignation.¹⁸ Sandro DiNello, Marshall Lux, Peter Schoels and Jennifer Whip remain members of the NYCB Board. As described in the Preliminary Statement, one NYCB Board seat, which Liberty has the right to appoint, remains vacant.

14. For each acquirer, indicate any positions currently held (director, officer, or employee) in any other depository institution or holding company. Also indicate if any acquirer directly or indirectly (such as through personal trusts, corporations, or similar arrangements) owns, controls, or has power to vote 5 percent or more of any class of voting securities or other voting equity interests of any other depository institution or holding company.

Name of Each Acquirer or Transferee	Name and Address of Each Depository Institution or Holding Company	Position and Date Appointed	Percent Ownership of Class of Securities
Liberty Strategic Capital (CEN) Holdings, LLC	N/A; <i>see also</i> <u>Confidential Exhibit A</u> .		
Liberty 77 Fund L.P.			
Liberty 77 Fund International L.P.			
Liberty 77 Capital GenPar L.P.			
Liberty 77 Capital UGP L.L.C.			
Liberty 77 Capital L.P.			
Liberty 77 Capital Partners L.P.			
Liberty Capital L.L.C.			
STM Partners LLC			
The Steven T. Mnuchin Revocable Trust, and its Trustee, Steven T. Mnuchin			

¹⁸ See NYCB's Current Report on Form 8-K, dated March 20, 2024, *available at*: <https://www.sec.gov/ix?doc=/Archives/edgar/data/910073/000119312524072780/d805269d8k.htm>.

The Steven Mnuchin Dynasty Trust I, and its Trustee, Charles Dowling
The Steven Mnuchin 2007 Family Trust, and its Trustee, Alan Mnuchin
Mr. Steven T. Mnuchin

15. If any office of any depository institution or holding company with which the acquirer is currently associated is located in the same geographic market as the subject institution, provide the name and location of each office of such other organization.

N/A.

16. If the proposed acquirer is a company and the acquirer is engaged, directly or indirectly (including through a subsidiary), in insurance activities that are supervised by a state insurance regulator, provide:

- a. The name of the company.

N/A.

- b. A description of the insurance activity that the company is engaged in and has plans to conduct.

N/A.

- c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

State	Line of Business
N/A.	

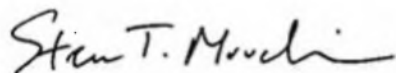
Certification

This notice must be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.

I certify that the information contained in this notice has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

I acknowledge that final action on this notice is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 23 August, 2024.
Day Month Year



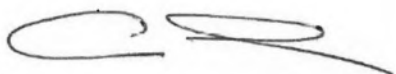
Signature

Steven T. Mnuchin

Print or type name

On behalf of himself, as President of STM Partners and as
Trustee of The Steven T. Mnuchin Revocable Trust

Title (if applicable)



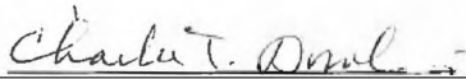
Signature

The Steven Mnuchin 2007 Family Trust

Print or type name

Alan Mnuchin, as Trustee

Title (if applicable)



Signature

The Steven Mnuchin Dynasty Trust I

Print or type name

Charles Dowling, as Trustee

Title (if applicable)



Signature

Jesse Burwell

Print or type name

Authorized Signatory for each other Notificant

Title (if applicable)

PUBLIC EXHIBIT A

Form of Newspaper Notice

Notice is hereby given that, each of the following applicants of (A) Washington, D.C., (i) Liberty Strategic Capital (CEN) Holdings, LLC, (ii) Liberty 77 Fund L.P., a member of Liberty Strategic Capital (CEN) Holdings, LLC, (iii) Liberty 77 Fund International L.P., a member of Liberty Strategic Capital (CEN) Holdings, LLC, (iv) Liberty 77 Capital L.P., the investment manager of each of Liberty 77 Fund L.P. and Liberty 77 Fund International L.P., and the manager of Liberty Strategic Capital (CEN) Holdings, LLC, (v) Liberty 77 Capital GenPar L.P., the general partner of each of Liberty 77 Fund L.P. and Liberty 77 Fund International L.P., (vi) Liberty 77 Capital UGP L.L.C., the general partner of Liberty 77 Capital GenPar L.P., (vii) Liberty 77 Capital Partners L.P., the general partner of Liberty 77 Capital L.P., (viii) Liberty Capital L.L.C., the general partner of Liberty 77 Capital Partners L.P., (ix) STM Partners LLC, the direct controlling person of Liberty 77 Capital UGP L.L.C. and Liberty 77 Capital GenPar L.P., and indirect controlling person of Liberty Strategic Capital (CEN) Holdings, LLC and Liberty 77 Capital L.P., (x) The Steven T. Mnuchin Revocable Trust, a member of STM Partners LLC, and (xi) Mr. Steven T. Mnuchin, the President of STM Partners LLC and Trustee of The Steven T. Mnuchin Revocable Trust, (B) Riverside, Connecticut, (i) The Steven Mnuchin Dynasty Trust I, a member of STM Partners LLC, and (ii) Charles Dowling, Trustee of The Steven Mnuchin Dynasty Trust I, (C) Washington, Connecticut, (i) The Steven Mnuchin 2007 Family Trust, a member of STM Partners LLC, and (ii) Alan Mnuchin, the Trustee for The Steven Mnuchin 2007 Family Trust, have applied to the Federal Reserve Board, individually and as part of a group acting in concert, for permission to acquire, directly or indirectly, as applicable, common stock of New York Community Bancorp, Inc. (NYCB), 102 Duffy Avenue, Hicksville, New York 11801, and, accordingly, for Liberty Strategic Capital to increase its aggregate ownership position to up to 24.99% of the common stock of NYCB. NYCB controls Flagstar Bank, National Association, 102 Duffy Avenue, Hicksville, New York 11801. The Federal Reserve considers a number of factors in deciding whether to approve the notice.

You are invited to submit comments in writing on this notice to the Federal Reserve Bank of New York, Attention: Bank Applications Officer, 33 Liberty Street, New York, NY 10045, or via email: comments.applications@ny.frb.org. The comment period will not end before [*date that is no less than 20 days from date of Notice*], 2024 and may be somewhat longer. The Board's procedures for processing applications may be found at 12 C.F.R. Part 262.25. To obtain a copy of the Federal Reserve Board's procedures, or if you need more information about how to submit your comments on the notice, contact Mr. Ivan J. Hurwitz, Head of Bank Applications, Bank Applications Function, at (212) 720-5885. The Federal Reserve will consider your comments and any request for a public meeting or formal hearing on the notice if they are received in writing by the Reserve Bank on or before the last day of the comment period.