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Comptroller of the Currency  
Administrator of National Banks and Federal Thrifts

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Northeastern District Office  
340 Madison Avenue, 5<sup>th</sup> Floor  
New York, New York 10173-0002

Licensing Division  
Telephone No.: (212) 790-4055  
Fax No.: (301) 333-7015

October 13, 2011

**Corporate Decision #2012-09**  
**May 2012**

John W. Alexander  
Chairman and Chief Executive Officer  
Northfield Bank  
581 Main Street, Suite 810  
Woodbridge, New Jersey 07095

Re: OTS Docket No. 18063

Dear Mr. Alexander:

This concerns the application (the Application) filed by Northfield Bank, Staten Island, New York to purchase certain assets and assume certain liabilities of First State Bank, Cranford, New Jersey from the Federal Deposit Insurance Corporation (“FDIC”) through the FDIC’s failing bank resolution process. Northfield Bank is a DIF-insured federal stock savings bank and wholly-owned subsidiary of Northfield Bancorp, Inc., Staten Island, New York, a federal mid tier holding company that is majority-owned by Northfield Bancorp MHC, Staten Island, New York, a federal mutual holding company, and minority-owned by public shareholders. First State Bank is a DIF-insured state-chartered stock non-FRB member commercial bank and does not have a holding company. Northfield Bank submitted a bid to the FDIC for the proposed transaction and the FDIC advised us on October 7, 2011 that Northfield Bank is the winning bidder. The expected date on which the FDIC will be appointed receiver of First State Bank is October 14, 2011.

The principal laws and regulations to which the Application is subject are: 12 U.S.C. §§ 1823(c) and 1828(c), the Bank Merger Act, 12 C.F.R. §§ 163.22(a) and 152.13, and 12 U.S.C. 1467a(s). In addition, the Application is subject to 12 U.S.C. § 2901 et seq. (CRA) and 12 C.F.R. § 195.29.

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The Office of the Comptroller of the Currency (“OCC”) deems the Application complete. In addition, OCC approves the Application, subject to the following conditions:

1. The proposed transaction must be consummated in accordance with the Application, all applicable laws and regulations, and this letter no later than 120 calendar days after the date of this letter.
2. Prior to the date of consummation of the proposed transaction, Northfield Bank must receive all required regulatory and shareholder approvals and submit satisfactory evidence of all such approvals to the OCC Northeast Licensing Division (“NELIC”).
3. On the business day prior to the date of consummation of the proposed transaction, the chief financial officer of Northfield Bank shall certify in writing to NELIC that no material adverse events or material adverse changes have occurred with respect to the financial condition or operations of Northfield Bank since the date of the financial statements submitted with the Application. If additional information having an adverse bearing on any feature of the Application is brought to the attention of Northfield Bank or OCC since the date of the financial statements submitted with the Application, Northfield Bank must not consummate the transaction unless the information is presented to the Director for District Licensing, and the Director for District Licensing provides written non-objection to consummation of the transaction.
4. No later than five calendar days after the date of consummation of the proposed transaction, Northfield Bank shall file with NELIC a certification of legal counsel stating the effective date of the transaction and that the transaction has been consummated in accordance with the provisions of all applicable laws and regulations, the Application, and this letter.
5. No later than 30 calendar days after the date of consummation of the proposed transaction, Northfield Bank shall advise each accountholder whose withdrawable accounts in the resulting savings institution would increase above \$250,000, or whose uninsured deposits would increase as a result of the transaction, of the effect of the transaction on their insurance coverage. Promptly thereafter, Northfield Bank shall submit a copy of the notice to NELIC.
6. No later than 30 calendar days after the date of consummation of the proposed transaction, Northfield Bank shall submit to NELIC a copy of the final signed Purchase and Assumption Agreement by and among Northfield Bank and the FDIC in substantially the same form as the draft submitted with the Application.

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Please submit duplicate copies of compliance material within the time frames specified above. The Director for District Licensing may extend any time period set forth herein for up to 120 calendar days for good cause. You should file any requests for extensions of time to comply with any condition contained herein well in advance of expiration dates.

If you have any questions, please contact Thomas B. Smith, Senior Licensing Analyst, at (212) 790-4055.

Very truly yours,

*signed*

Steven Maggio  
Director for District Licensing