



Comptroller of the Currency
Administrator of National Banks

Northeastern District Office
340 Madison Avenue, Fifth Floor
New York, New York 10173

Licensing Division
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July 12, 2012

**Conditional Approval #1040
August 2012**

Howard L. Hyde, Esq.
Arnold & Porter LLP
555 Twelfth Street, NW
Washington, DC 20004-1206

Re: Applications by Provident Bank, Montebello, New York, to establish an interim federal savings bank and to merge Gotham Bank of New York, New York, New York with and into Provident Bank, Montebello, New York
OCC Control No.: R1-2012-0026 Charter No.: 705190

Dear Mr. Hyde:

The Office of the Comptroller of the Currency (“OCC”) hereby conditionally approves applications to establish an interim federal savings bank (“Interim FSB”)¹ and the merger of Gotham Bank of New York, New York, New York (“Gotham”) with and into Provident Bank, Montebello, New York (“Provident”), pursuant to 12 CFR 163.22(a) and 152.2. This approval is granted after a thorough evaluation of the application, other materials you have supplied, and other information available to the OCC, including representations made in the application and by Applicant’s representatives during the application process.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. The OCC considered the financial and managerial resources of each institution involved, future prospects of each institution involved, each institution’s effectiveness in combating money laundering, the convenience and needs of the communities to be served and the risk to the stability of the United States banking or financial system. The OCC considered these factors and found them consistent with approval.

This approval is subject to the following condition:

The Board of Directors and Management shall take all steps necessary to ensure that the commitments set forth in a letter dated July 10, 2012, by Jack Kopnisky, President and Chief

¹ On July 9, 2012, Provident Bank and its holding company, Provident New York Bancorp, requested the Federal Reserve Bank of Philadelphia to waive the requirement to file applications with the Board of Governors of the Federal Reserve System under Section 3(a) of the Bank Holding Company Act, 12 USC 1842(a), Section 10(e) of the Home Owners Loan Act, 12 USC 1467a(e), and the Bank Merger Act, 12 USC 1828(c), in connection with the acquisition of Gotham Bank of New York by Provident Bank. Prior to the merger between Provident and Gotham, the interim federal savings bank will merge with and into Gotham, with Gotham as the surviving institution.

Executive Officer, Provident Bank to Tara French, Assistant Deputy Comptroller, are fully adopted, timely implemented, and adhered to thereafter.

This condition is a condition "imposed in writing by a Federal banking agency in connection with any action on any application, notice or other requests" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818. Failure to comply with this condition may also result in revocation of this approval.

Please refer to the Thrift Applications Handbook, Mergers with FDIC-Insured Depository Institutions and Non-FDIC Insured Entities in which a Savings Institution Survives. As a reminder the following items must be completed and the OCC Northeastern District Licensing Office must be advised in writing of the following:

1. The proposed transaction must be consummated in accordance with the Application, all applicable laws and regulations and this letter, no earlier than 15 nor more than 120 calendar days from the date of this letter;
2. Prior to the date of consummation of the proposed transaction, Provident shall receive all required regulatory approvals and submit satisfactory evidence of those approvals to the OCC Northeastern District Licensing Office ("LIC/NE"), as necessary;
3. On the business day prior to the date of consummation of the proposed transaction, the Chief Financial Officer of Provident shall certify in writing to LIC/NE that no material adverse events or material adverse changes have occurred with respect to Provident's financial condition or operations since the date of the financial statements submitted with the Application;
4. The Applicant must advise the Director for District Licensing (LIC/NE) within five (5) calendar days after the effective date of proposed transaction: (a) of the effective date of the transaction and (b) that the transaction was consummated in accordance with all applicable laws and regulations, the Application and this approval letter; and
5. Provident shall advise each accountholder whose withdrawable accounts would increase above \$250,000 as a result of the transaction of the effect on their insurance coverage no later than thirty (30) calendar days after the effective date.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the Bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Howard L. Hyde, Esq.
Arnold & Porter LLP
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We have enclosed a letter requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

If you have any questions, please contact Licensing Analyst Laurie Powell at (917) 344-3432 or laurie.powell@occ.treas.gov.

Sincerely,

Steven Maggio

Steven Maggio
Director for District Licensing