



FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Savings and Loan Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Home Owners' Loan Act (12 U.S.C. 1461 *et seq.*) (HOLA), Regulation LL (12 CFR Part 238), and Regulation MM (12 CFR Part 239), and all other applicable statutes and regulations to become a savings and loan holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a savings association and nonbanking companies owned by the savings and loan holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the HOLA (12 U.S.C. 1467a(e)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 10(c)(4)(B) of the HOLA (12 U.S.C. 1467a(c)(4)(B)). Unless otherwise noted, nonbanking activities will be conducted throughout the United States.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than June 29, 2012.

A. Federal Reserve Bank of Philadelphia (William Lang, Senior Vice President)
100 North 6th Street, Philadelphia, Pennsylvania 19105-1521:

1. *Northfield Bancorp, MHC, and Northfield Bancorp*, both in Staten Island, New York; to acquire *Flatbush Federal Bancorp, MHC, and Flatbush Federal Bancorp, Inc.*, and thereby acquire *Flatbush Federal Savings and Loan Association*, all in Brooklyn, New York.

Board of Governors of the Federal Reserve System, May 31, 2012.

Jennifer J. Johnson,
Secretary of the Board.

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