

Northfield Bancorp, Inc.
Form 10-Q
November 09, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For transition period from _____ to _____
Commission File Number 001-35791

NORTHFIELD BANCORP, INC.
(Exact name of registrant as specified in its charter)

Delaware 80-0882592
(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)
581 Main Street, Woodbridge, New Jersey 07095
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (732) 499-7200

Not Applicable
(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

48,332,763 shares of Common Stock, par value \$0.01 per share, were issued and outstanding as of October 31, 2016.

NORTHFIELD BANCORP, INC.
Form 10-Q Quarterly Report
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PART I

ITEM 1. FINANCIAL STATEMENTS

NORTHFIELD BANCORP, INC.

CONSOLIDATED BALANCE SHEETS

(Unaudited) (In thousands, except share amounts)

	September 30, 2016	December 31, 2015
ASSETS:		
Cash and due from banks	\$ 13,790	\$ 15,324
Interest-bearing deposits in other financial institutions	22,346	36,529
Total cash and cash equivalents	36,136	51,853
Trading securities	7,547	6,713
Securities available-for-sale, at estimated fair value (encumbered \$14,926 at September 30, 2016 and \$65,051 at December 31, 2015)	548,393	541,595
Securities held-to-maturity, at amortized cost (estimated fair value of \$10,417 at September 30, 2016, and \$10,369 at December 31, 2015) (encumbered of \$4,720 at September 30, 2016, and \$5,619 at December 31, 2015)	10,198	10,346
Originated loans held-for-investment, net	2,069,820	1,931,585
Loans acquired	813,636	409,015
Purchased credit-impaired (PCI) loans held-for-investment	32,793	33,115
Loans held-for-investment, net	2,916,249	2,373,715
Allowance for loan losses	(24,340) (24,770)
Net loans held-for-investment	2,891,909	2,348,945
Accrued interest receivable	9,184	8,263
Bank owned life insurance	147,051	132,782
Federal Home Loan Bank of New York stock, at cost	25,974	25,803
Premises and equipment, net	27,558	23,643
Goodwill	38,411	16,159
Other real estate owned	—	45
Other assets	42,267	36,437
Total assets	\$ 3,784,628	\$ 3,202,584
LIABILITIES AND STOCKHOLDERS' EQUITY:		
LIABILITIES:		
Deposits	\$ 2,629,001	\$ 2,052,929
Borrowed funds	494,430	558,129
Advance payments by borrowers for taxes and insurance	11,937	10,862
Accrued expenses and other liabilities	28,760	20,885
Total liabilities	3,164,128	2,642,805
STOCKHOLDERS' EQUITY:		
Preferred stock, \$0.01 par value; 25,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value: 150,000,000 shares authorized, 60,933,707 and 58,226,326 shares issued at September 30, 2016, and December 31, 2015, respectively, 48,337,147 and 45,565,540 outstanding at September 30, 2016, and December 31, 2015, respectively	609	582
Additional paid-in-capital	547,999	501,540
Unallocated common stock held by employee stock ownership plan	(23,887) (24,664)

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Retained earnings	263,659	256,170
Accumulated other comprehensive income (loss)	2,514	(2,986)
Treasury stock at cost; 12,596,560 and 12,660,786 shares at September 30, 2016, and December 31, 2015, respectively	(170,394)	(170,863)
Total stockholders' equity	620,500	559,779
Total liabilities and stockholders' equity	\$ 3,784,628	\$ 3,202,584

See accompanying notes to unaudited consolidated financial statements.

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NORTHFIELD BANCORP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited) (In thousands, except per share data)

	Three Months		Nine Months	
	Ended September		Ended September	
	30,	30,	30,	30,
	2016	2015	2016	2015
Interest income:				
Loans	\$28,222	\$22,077	\$82,792	\$64,034
Mortgage-backed securities	2,665	3,134	8,322	10,036
Other securities	252	64	662	292
Federal Home Loan Bank of New York dividends	302	265	861	905
Deposits in other financial institutions	84	30	225	93
Total interest income	31,525	25,570	92,862	75,360
Interest expense:				
Deposits	3,545	2,841	10,672	7,373
Borrowings	1,729	2,156	5,570	7,145
Total interest expense	5,274	4,997	16,242	14,518
Net interest income	26,251	20,573	76,620	60,842
Provision for loan losses	472	200	355	472
Net interest income after provision for loan losses	25,779	20,373	76,265	60,370
Non-interest income:				
Fees and service charges for customer services	1,255	1,047	3,627	2,948
Income on bank owned life insurance	1,008	947	3,001	2,829
Gains/(losses) on securities transactions, net	362	(388)	612	(334)
Other	42	60	189	333
Total non-interest income	2,667	1,666	7,429	5,776
Non-interest expense:				
Compensation and employee benefits	9,565	7,265	30,891	22,506
Occupancy	2,828	2,524	8,597	7,605
Furniture and equipment	349	349	1,074	1,098
Data processing	1,674	881	4,919	2,839
Professional fees	684	953	2,621	2,246
FDIC insurance	256	366	1,218	1,152
Other	2,021	2,509	7,050	6,215
Total non-interest expense	17,377	14,847	56,370	43,661
Income before income tax expense	11,069	7,192	27,324	22,485
Income tax expense	3,782	2,515	9,392	8,511
Net income	\$7,287	\$4,677	\$17,932	\$13,974
Net income per common share:				
Basic	\$0.16	\$0.11	\$0.40	\$0.33
Diluted	\$0.16	\$0.11	\$0.39	\$0.32

See accompanying notes to unaudited consolidated financial statements.

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NORTHFIELD BANCORP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - (Continued)

(Unaudited) (In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net Income	\$7,287	\$4,677	\$17,932	\$13,974
Other comprehensive income:				
Unrealized (losses) gains on securities:				
Net unrealized holding (losses) gains on securities	(850)	3,463	9,405	2,188
Less: reclassification adjustment for net gains included in net income (included in gains (losses) on securities transactions, net)	(17)	(13)	(223)	(56)
Net unrealized (losses) gains	(867)	3,450	9,182	2,132
Other comprehensive (loss) income, before tax	(867)	3,450	9,182	2,132
Income tax benefit (expense) related to net unrealized holding (losses) gains on securities	340	(1,385)	(3,771)	(872)
Income tax expense related to reclassification adjustment for gains included in net income	7	6	89	23
Other comprehensive (loss) income, net of tax	(520)	2,071	5,500	1,283
Comprehensive income	\$6,767	\$6,748	\$23,432	\$15,257

See accompanying notes to unaudited consolidated financial statements.

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NORTHFIELD BANCORP, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Nine Months Ended September 30, 2016 and 2015

(Unaudited) (In thousands, except share data)

	Common Stock			Unallocated Common Stock Held by the Employee Stock Ownership Plan	Retained Earnings	Accumulated Other Comprehensive Income (loss) Net of tax	Treasury Stock	Total Stockholders' Equity
	Shares Outstanding	Par Value	Additional Paid-in Capital					
Balance at December 31, 2014	48,402,083	\$ 582	\$499,606	\$(25,782)	\$248,908	\$(765)	\$(128,621)	\$593,928
Net income					13,974			13,974
Other comprehensive income, net of tax						1,283		1,283
ESOP shares allocated or committed to be released			637	788				1,425
Stock compensation expense			4,664					4,664
Additional tax benefit on equity awards			119					119
Net issuance of restricted stock	388,720		(5,074)				5,074	—
Exercise of stock options	71,325		(746)		(85)		712	(119)
Cash dividends declared (\$0.21 per common share)					(9,210)			(9,210)
Treasury stock (average cost of \$14.62 per share)	(3,293,420)						(47,966)	\$(47,966)
Balance at September 30, 2015	45,568,708	\$ 582	\$499,206	\$(24,994)	\$253,587	\$518	\$(170,801)	\$558,098

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Balance at December 31, 2015	45,565,540	\$	582	\$501,540	\$(24,664)	\$256,170	\$(2,986)	\$(170,863)	\$559,779
Net income						17,932			17,932
Other comprehensive income, net of tax							5,500		5,500
Acquisition of Hopewell Valley Community Bank ESOP shares allocated or committed to be released	2,707,381	27		41,694					41,721
Stock compensation expense				698	777				1,475
Additional tax benefit on equity awards				5,658					5,658
Forfeitures of restricted stock	(7,640)			895				895	
Exercise of stock options, net	205,560			106			(106)	—	
Cash dividends declared (\$0.24 per common share)				(2,592)			2,712	120	
Treasury stock (average cost of \$15.98 per share)	(133,694)						(10,443)	(10,443)	
Balance at September 30, 2016	48,337,147	\$	609	\$547,999	\$(23,887)	\$263,659	\$2,514		
Revolving credit facility		ABR+ 0.50%	2011	\$ 247	\$	247			
Tranche A facility		ABR+ 0.50%	2009-2013	1,515		1,515			
Tranche B facility		ABR+ 1.00%	2006-2014	4,655		4,655			
Total senior secured credit facilities				6,417		6,417			
Senior unsecured notes		8.0%	2016	2,850		2,850			
Debt obligations				9,267		9,267			
				(250)		(9,267)			

Less: current maturities of long-term debt	
Debt obligations subject to compromise	\$ 9,017 \$

Senior Secured Credit Facilities

On November 17, 2006, the Company entered into senior secured credit facilities totaling \$6,265 million, which consisted of: (a) Tranche A term loan facility of approximately \$1,515 million (the Tranche A Facility), (b) Tranche B term loan facility of \$4,750 million (the Tranche B Facility), and (c) a \$250 million revolving credit facility. The revolving credit facility matures and is due on November 17, 2011. The senior secured credit facilities are guaranteed by substantially all of Idearc's subsidiaries and are secured by substantially all present and future assets of Idearc and its subsidiaries.

On October 24, 2008, the Company initiated borrowings of \$247 million under its existing \$250 million revolving credit facility, leaving available funds at December 31, 2008 of approximately \$0.3 million (\$250 million revolving credit facility less \$247 million in initiated borrowings less \$2.7 million in letters of credit outstanding). The borrowing under the revolving credit facility allowed the Company to increase its cash position in order to preserve financial flexibility in light of the current uncertainty in the credit markets. In accordance with the terms of the senior secured credit facility, the proceeds from the borrowing are intended for general corporate purposes. The Company pays a commitment fee of 0.375% for the unused portion of the revolving credit facility, calculated based on the daily unused amount and payable on a quarterly basis.

Payments of principal under the Tranche A Facility were originally due quarterly beginning in 2009, and a final payment due at maturity on November 15, 2013. Principal payments under the Tranche A Facility originally amortized as a percentage of the total term loan in an amount per quarter equal to the following: 2009 1.25%; 2010 2.50%; 2011 3.75%; 2012 5.00%; 2013 (first three quarters) 12.50%; Maturity 12.50%. The Tranche B Facility was originally payable in equal quarterly installments beginning in 2007 in an amount equal to 0.25% per quarter, with the balance due on the maturity date of November 17, 2014.

Derivative Instruments and Hedging Activities

The Company had interest rate swap agreements with major financial institutions with notional amounts totaling \$5,500 million. These interest rate swap agreements consist of four separate swap transactions with \$2,700 million originally maturing on June 29, 2012, \$1,100 million originally maturing on September 30, 2010, \$800 million originally maturing on March 31, 2012 and \$900 million with annual notional reductions of \$200 million originally maturing on March 31, 2012. Under the interest rate swap agreements, we paid fixed rate interest at rates ranging from 4.86% to 5.15% and received floating rate interest based on the three month LIBOR to hedge the variability in cash flows attributable to changes in the benchmark interest rate. These swap agreements comply with debt covenants under the senior secured credit facilities that require at least 50% of total outstanding debt be subject to fixed interest rates through March 2009. We do not enter into derivative financial instruments for trading or speculative purposes.

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In addition, on August 18, 2008, the Company entered into an interest rate swap arrangement which effectively resulted in the de-designation of the \$1,100 million swap maturing on September 30, 2010. In this arrangement, the remaining life of the \$1,100 million swap was combined with a basis swap and re-designated as a cash flow hedge. In the interest rate swap agreement, the Company paid interest based on the three month LIBOR rate and received interest based on the one month LIBOR rate plus an 8.5 basis point spread. The interest rate swap agreement was intended to hedge the variability in cash flows attributable to changes in interest rates on the remaining monthly variable interest payments on borrowings under the Tranche A facility through the original maturity of the swap agreement on September 30, 2010.

As of December 31, 2008, the Company determined the interest rate swaps no longer qualified for hedge accounting as the future payments on the underlying debt were no longer probable of occurring but reasonably possible of occurring beyond the maturity of the existing swaps. As such, the deferred interest rate swaps losses in accumulated other comprehensive loss were frozen and on January 1, 2009, the Company began amortizing these losses using the effective interest method over the remaining life of the interest rate swaps. As of March 31, 2009, \$28 million was amortized from accumulated other comprehensive loss to interest expense (\$18 million net of tax) in the consolidated statements of operations. As previously mentioned, the Company remeasured the interest rate swaps deferred losses in accumulated other comprehensive loss from \$228 million (pretax) down to \$111 million (pretax) to reflect the component of forecasted interest payments that are likely to occur. The \$117 million difference was recognized as a reorganization item in the consolidated statement of operations in the first quarter of 2009. The remaining deferred balance of \$111 million (\$70 million net of tax) in accumulated other comprehensive loss will be amortized to the statement of operations using the effective interest method over the remaining period of the forecasted interest payments.

Senior Unsecured Notes

The outstanding senior unsecured notes of \$2,850 million were originally issued under an indenture dated November 17, 2006. During the second quarter of 2007, the Company completed an offer to exchange substantially all of the outstanding senior unsecured notes, which were originally issued in a private placement pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the Securities Act), for an equal principal amount of a new issue of senior unsecured notes registered under the Securities Act. The senior unsecured notes originally matured on November 17, 2016. Interest was payable semiannually (at 8% per year) in cash to holders of record of senior unsecured notes. The senior unsecured notes were guaranteed by substantially all subsidiaries of Idearc Inc. The senior unsecured notes are general unsecured obligations of Idearc Inc. and are effectively subordinated to all secured indebtedness of Idearc Inc. to the extent of the value of the assets securing this secured indebtedness. Idearc Inc. has no independent assets or operations. The guarantees by its subsidiaries are full and unconditional and joint and several and any subsidiaries of Idearc Inc., other than the subsidiary guarantors, are minor.

Note 8

Pension and Other Post-Employment Benefit Costs

The Company provides pension and post-employment benefits to most of its employees. The Company's pension plans are noncontributory defined benefit pension plans. The post-employment health care and life insurance plans (OPEB) for the Company's retirees and their dependents are both contributory and noncontributory and include a limit on the Company's share of cost for recent and future retirees.

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The following table summarizes the benefit costs related to the Company's pension and post-employment health care and life insurance plans for the three month periods ended March 31, 2009 and 2008:

Three Months Ended March 31,	Pension		Health Care and Life	
	2009	2008	2009	2008
	(in millions)			
Service cost	\$ 1	\$ 2	\$ 1	\$ 1
Interest cost	8	8	4	4
Expected return on plan assets	(11)	(13)		
Actuarial loss, net	1			
Net periodic benefit (income) cost	\$ (1)	\$ (3)	\$ 5	\$ 5

Note 9**Employee Benefits***Savings Plan Benefits*

The Company sponsors defined contribution savings plans to provide opportunities for eligible employees to save for retirement on a tax-deferred basis. Substantially all of the Company's employees are eligible to participate in these plans. The Company offers three defined contribution plans for the benefit of current and former employees. Under these plans, a certain percentage of eligible employee contributions are matched with company cash allocated to the participants' current investment elections. The Company recognizes savings plan expenses based on its matching obligation attributable to participating employees. The Company recorded total savings plan expenses of \$6 million and \$7 million for the three months ended March 31, 2009 and 2008, respectively.

Severance Benefits

During the three months ended March 31, 2009 and 2008, the Company paid severance benefits of \$2 million and \$4 million respectively.

Note 10**Stock-Based Compensation**

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Effective March 4, 2008, the Company adopted the Idearc Inc. 2008 Incentive Compensation Plan (the 2008 Plan), subject to the approval of the Company s stockholders. The 2008 Plan was approved by the Company s stockholders on May 1, 2008. The 2008 Plan permits the grant of cash and equity-based incentive compensation awards, including restricted stock and restricted stock units, performance shares and performance share units, stock options, stock appreciation rights, deferred stock units and other stock-based awards and performance-based cash incentive awards. The maximum number of shares of Idearc common stock authorized for issuance under the 2008 Plan is 12 million. During 2008, the Company granted awards under the 2008 Plan to employees and non-management directors.

Effective November 16, 2006, the Company adopted the Idearc Inc. Long Term Incentive Plan (the 2006 Plan). The 2006 Plan permits the grant of cash and equity-based incentive compensation awards, including restricted stock, restricted stock units, performance shares, performance units, stock options, and other awards, such as stock appreciation rights and cash incentive awards. The maximum number of shares of Idearc common stock authorized for issuance under the 2006 Plan was 2.5 million. Pursuant to the terms of the 2008 Plan, the Company will not issue more than 350,000 shares under the 2006 Plan after December 31, 2007. During 2007 and 2008, the Company granted awards under the 2006 Plan to employees and non-management directors.

Restricted Stock

The 2006 and 2008 Plans provide for grants of restricted stock. These awards are classified as equity awards based on the criteria established by Statement of Financial Accounting Standards No. 123(R), Share-Based

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Payment (SFAS 123(R)). The fair value of the restricted awards is determined based on the price of Idearc common stock on the date of grant.

During 2008, certain employees were granted restricted stock awards as part of the Company's 2008 long-term incentive compensation program. These restricted stock awards under the 2008 Plan vest in two equal installments on December 31, 2009, and December 31, 2010. Additionally, our non-management directors were granted restricted stock awards that vest on May 1, 2009, or the date of the Company's 2009 annual meeting of stockholders, whichever is earlier.

During 2007, certain employees and our non-management directors were granted restricted stock awards. These employee awards vest in three equal annual installments beginning on the first anniversary of the grant date. The non-management director awards vest on the third anniversary of the grant date.

Dividends are not payable on unvested restricted stock awards. However, if the Company declares and pays a dividend on Idearc common stock, dividend equivalents are granted in an amount equal to the dividend that would have been paid on the unvested restricted stock awards as if they were vested. Dividend equivalents on employee restricted stock awards are granted in the form of restricted stock units. Each restricted stock unit will be settled for one share of Idearc common stock on the applicable vesting date. Dividend equivalents on non-management director restricted stock awards are paid in cash on the applicable vesting date. Dividend equivalents are subject to the same vesting, forfeiture and other terms applicable to the corresponding restricted stock awards.

A portion of the cost related to these restricted stock awards is included in the Company's compensation expense for the three months ended March 31, 2009 and 2008.

Changes in the Company's outstanding restricted stock awards for the three months ended March 31, 2009, were as follows:

	Number of Restricted Stock Awards (in thousands)	Weighted-Average Grant-Date Fair Value
Outstanding restricted stock at January 1, 2009	2,094	\$ 7.35
Granted	6	1.70
Vested	(193)	26.18
Forfeitures	(36)	9.71
Outstanding restricted stock at March 31, 2009	1,871	\$ 5.35

Performance Units and Performance Share Units

The 2006 and 2008 Plans provide for grants of performance units and performance share units that can be settled in cash, shares of Idearc common stock, or a combination thereof. These awards are classified as either liability or equity awards based on the criteria established by

SFAS 123(R).

During 2008, certain employees were granted a target number of performance share units under the 2008 Plan as part of the Company's 2008 long-term incentive compensation program. The target number of performance share units may be increased (to a maximum of 200% of the target) or decreased (to zero) based on the Company's total stockholder return (TSR) relative to the TSR of the individual stocks comprising a market benchmark (weighted 80%) and a competitor (weighted 20%) over a three-year measurement period. The measurement period began on March 8, 2008, and will end in 2011 on the 20th trading day following the date the Company releases to the public its annual earnings for the year ending December 31, 2010. Each performance share unit will be settled for one share of Idearc common stock.

Dividends are not payable on performance share units. However, if the Company declares and pays a dividend on Idearc common stock, dividend equivalents are granted in an amount equal to the dividend that would have been paid on an equivalent number of shares of Idearc common stock. Dividend equivalents are granted in the form of additional performance share units and are subject to the same vesting, forfeiture and other terms applicable to the performance share unit award.

This award is classified as an equity award because it will be settled in shares of Idearc common stock upon vesting. All payments are subject to approval by the Human Resources Committee of the Company's Board of Directors. The performance share unit award liability is measured at its fair value at the time of grant, which, for this purpose, was the date on which the Company's stockholders approved the 2008 Plan. A portion of the cost related to

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this performance share unit liability is included in the Company's stock-based compensation expense for the three months ended March 31, 2009.

During 2007, certain employees were granted a target number of performance units as part of the Company's 2007 long-term incentive compensation program. The target number of performance units may be increased (to a maximum of 150% of the target) or decreased (to zero) based on the Company's TSR relative to the TSR of a market benchmark over a measurement period beginning on January 1, 2007, and ending on December 31, 2009. Each performance unit will be settled in cash upon vesting in an amount equal to the closing price of Idearc common stock on the last trading day in the measurement period.

Dividends are not payable on performance units. However, if the Company declares and pays a dividend on Idearc common stock, dividend equivalents are granted in an amount equal to the dividend that would have been paid on an equivalent number of shares of Idearc common stock. Dividend equivalents are granted in the form of additional performance units and are subject to the same vesting, forfeiture and other terms applicable to the performance unit award.

This award is classified as a liability award because it will be settled in cash upon vesting. All payments are subject to approval by the Human Resources Committee of the Company's Board of Directors. The performance unit award liability is measured at its fair value at the end of each reporting period and will fluctuate based on the performance of Idearc common stock and Idearc's TSR relative to the TSR of the market benchmark. A portion of the cost related to this performance unit liability is included in the Company's stock-based compensation expense for the three months ended March 31, 2009 and 2008.

Changes in the Company's outstanding performance units and performance share units for the three months ended March 31, 2009, were as follows:

	Performance Units / Performance Share Units (in thousands)	Weighted- Average Fair Value
Outstanding performance units/performance share units at January 1, 2009	3,449	\$ 2.84
Granted		
Forfeitures	(3)	\$ 3.02
Outstanding performance units/performance share units at March 31, 2009	3,446	\$ 2.75

Stock Options

The 2006 and 2008 Plans provide for grants of stock options. These awards are classified as equity awards based on the criteria established by SFAS 123(R).

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During 2008, certain employees were granted stock option awards under the 2006 and 2008 Plans. The stock option awards vest on the third anniversary of the grant date and have a ten year term.

A stock option holder may pay the option exercise price in cash by delivering unrestricted shares to the Company having a value at the time of exercise equal to the exercise price, by a cashless broker-assisted exercise, by a combination of these methods or by any other method approved by the Human Resources Committee of the Company's Board of Directors. Options may not be re-priced without the approval of the Company's stockholders.

The fair value of each option award is estimated on the grant date using the Black-Scholes option pricing model. The model incorporates assumptions regarding inputs as follows:

- Expected volatility is a blend of implied volatility based on market-traded options on Idearc common stock and the historical volatility of Idearc stock over its history;
- Expected life is based on the SEC shortcut method as described in Staff Accounting Bulletin 110; and
- The risk-free interest rate is determined using the U.S. Treasury zero-coupon issue with a remaining term equal to the expected life of the option.

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A portion of the cost related to these stock option awards is included in the Company's compensation expense for the three months ended March 31, 2009.

Changes in the Company's outstanding stock option awards for the three months ended March 31, 2009 were as follows:

	Number of Stock Option Awards (in thousands)	Weighted- Average Exercise price	Weighted- Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (per share)
Outstanding stock option awards at January 1, 2009	650	\$ 3.51	9.46	\$
Granted				
Exercises				
Forfeitures/expirations				
Outstanding stock option awards at March 31, 2009	650	\$ 3.51	9.21	\$

The pre-tax compensation expense recognized for the three months ended March 31, 2009 and 2008, related to stock-based compensation was \$3 million and \$(5) million, respectively. These costs are recorded as part of general and administrative expenses on the consolidated statements of operations.

As of March 31, 2009, unrecognized compensation expense related to the unvested portion of the Company's restricted stock, performance units, performance share units and stock options was approximately \$9 million and is expected to be recognized over a weighted-average period of approximately 1.3 years.

Note 11

Income Taxes

Income taxes for the three months ended March 31, 2009 and 2008 have been included in the accompanying consolidated financial statements on the basis of an estimated annual effective tax rate. In determining the estimated annual effective tax rate, the Company included interest expense and the tax effect of other one-time discrete items. The Company anticipates the effective tax rate, including interest expense and other one-time discrete items, to approximate 32% for 2009. The full year effective tax rate for 2008 was 34.4%. The decline in the effective tax rate is primarily due to a lower effective state tax rate and a more favorable permanent tax deduction. The Company's effective tax rate may be subject to changes in future periods as a result of potential changes in business operations and events related to bankruptcy proceedings.

Note 12

Litigation

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On March 31, 2009 (the *Petition Date*), the Company and all of its domestic subsidiaries filed voluntary petitions in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the *Bankruptcy Court*) seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code (the *Bankruptcy Code*). These chapter 11 cases are being jointly administered under the caption *In re: Idearc Inc, et al*, Case No. 09-31828 (the *Chapter 11 Case*). The Company continues to operate our business as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code. As of the *Petition Date*, virtually all pending litigation wherein the Company or any of its domestic subsidiaries is named as a defendant is stayed as to the Company and its domestic subsidiaries, and absent further order of the Bankruptcy Court, no party, subject to certain exceptions, may take any action, also subject to certain exceptions, to recover on pre-petition claims against the Company. At this time, it is not possible to predict the outcome of the Chapter 11 Case or its effect on our business or the actions described below.

The Company is subject to various lawsuits and other claims in the normal course of business. In addition, from time to time, the Company receives communications from government or regulatory agencies concerning investigations or allegations of noncompliance with laws or regulations in jurisdictions in which the Company operates.

The Company establishes reserves for the estimated losses on specific contingent liabilities, including the matters described below, for regulatory and legal actions where the Company deems a loss to be probable and the amount of the loss can be reasonably estimated. In other instances, the Company is not able to make a reasonable

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estimate of liability because of the uncertainties related to the outcome and/or the amount or range of loss. The Company does not expect that the ultimate resolution of pending regulatory and legal matters in future periods, including the matters described below, will have a material effect on its financial condition or results of operations.

In October 2007, the Company received a proposed assessment from the State of New York related to sales and use tax on printing and mailing charges. The proposed assessment relates to the audit period March 1998 through May 2005. On May 5, 2008, the State of New York issued a Notice of Determination to the Company for approximately \$28 million. The Company filed its response on July 25, 2008 and any further action has been stayed beyond the outcome of a related matter.

In late December 2008, the Company received tax assessments from the State of Washington related to operating taxes allegedly due on the Company's inter-company transactions. The proposed assessments totaling approximately \$12.5 million relate to the audit period January 1, 2003 through June 30, 2008. On February 19, 2009, the Company filed appeals to these assessments.

The Company was served with a lawsuit on January 29, 2009, originally filed on January 13, 2009, in the U.S. District Court for the Southern District of California. The plaintiff in this case claims that the Company used plaintiff's copyrighted material without a license in multiple publications across the country. Plaintiff seeks an injunction and both statutory and actual damages. As of February 6, 2009, the time for filing a responsive pleading had not yet run. This matter has been stayed by Idearc's petition for relief filed with the United States Bankruptcy Court on March 31, 2009.

On April 20, 2009, a lawsuit was filed in the district court of Tarrant County, Texas, against certain of the Company's officers and directors (but not on the Company or its subsidiaries) on behalf of Jack B. Corwin as Trustee of The Jack B. Corwin Revocable Trust, and Charitable Remainder Stewardship Company of Nevada, and as Trustee of the Jack B. Corwin 2006 Charitable Remainder Unitrust. The suit generally alleges that, at various times in 2008 and 2009, the named Company officers and directors made false and misleading representations, or failed to state material facts which made their statements misleading, regarding the Company's financial performance and condition. The suit brings fraud and negligent misrepresentation claims and alleges violations of the Texas Securities Act and Section 27 of the Texas Business Commerce Code. The plaintiffs seek unspecified compensatory damages, exemplary damages, and reimbursement for litigation expenses. The Company plans to honor its indemnification obligations and vigorously defend the lawsuits on the defendants' behalf.

On April 30, 2009, a putative class action securities lawsuit was filed in the U.S. District Court for the Northern District of Texas, Dallas Division, against certain of the Company's current and former officers (but not on the Company or its subsidiaries). The suit was filed by Jan Buetgen as named plaintiff on behalf of purchasers of the Company's common stock between August 10, 2007, and March 31, 2009, inclusive. The complaint generally alleges that the defendants violated federal securities laws by issuing false and misleading statements regarding the Company's financial performance and condition. Specifically, the complaint alleges violations by the defendants of Section 10(b) of the Exchange Act, Rule 10b-5 under the Exchange Act, and Section 20 of the Exchange Act. The plaintiffs are seeking unspecified compensatory damages and reimbursement for litigation expenses. A class has not been certified. The Company plans to honor its indemnification obligations and vigorously defend the lawsuits on the defendants' behalf.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

We are one of the largest yellow pages directories publishers in the United States as measured by revenues, and we believe that we are one of the nation's leading online local search providers. Our products include print yellow pages, print white pages, Superpages.com, our online local search resource, and Superpages Mobile, our information directory for wireless subscribers. We are the exclusive official publisher of Verizon print directories in the markets in which Verizon is currently the incumbent local exchange carrier. We use the Verizon brand on our print directories in these and other specified markets. We are also the exclusive official publisher of print directories in the Maine, New Hampshire, and Vermont markets where FairPoint Communications, Inc. purchased local exchange assets from Verizon.

Chapter 11 Bankruptcy Filings

On March 31, 2009 (the Petition Date), the Company and all of its domestic subsidiaries filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the Bankruptcy Code) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the Bankruptcy Court). The cases are being jointly administered under Case No. 09-31828.

Subject to certain exceptions under the Bankruptcy Code, our Chapter 11 filing automatically enjoined, or stayed, the continuation of any judicial or administrative proceedings or other actions against Idearc or our property to recover on, collect or secure a claim arising prior to the Petition Date. Thus, for example, most creditor actions to obtain possession of property from Idearc, or to create, perfect or enforce any lien against the property of Idearc, or to collect on monies owed or otherwise exercise rights or remedies with respect to a pre-petition claim are enjoined unless and until the Bankruptcy Court lifts the automatic stay.

The filing of the Chapter 11 petitions constituted an event of default under our senior secured credit facility and the indenture governing the 8% senior unsecured notes due 2016, and the debt obligations under those instruments became automatically and immediately due and payable, although any actions to enforce such payment obligations are automatically stayed under the applicable bankruptcy law. In anticipation of this action, the total outstanding debt obligations of \$9,267 million were classified as current maturities of long-term debt on the consolidated balance sheet at December 31, 2008. Based on the bankruptcy petition, our long-term debt is included in liabilities subject to compromise at March 31, 2009, excluding a \$250 million pre-petition obligation protection payment, which is classified as current maturities of long-term debt.

Likewise, the filing of Chapter 11 bankruptcy constituted an event of default under our interest rate swap agreements and therefore are no longer deemed financial instruments required to be remeasured at fair value each reporting period but are now liabilities under the guidance of FASB Statement of Financial Standards No. 5, *Accounting for Contingencies*. We recorded these net liabilities at the bankruptcy petition amount of \$496 million. These net liabilities are classified under liabilities subject to compromise in the accompanying consolidated balance sheet as of March 31, 2009.

Reorganization Process

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We are currently operating as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. In general, debtors-in-possession are authorized under Chapter 11 to continue to operate as an ongoing business, but may not engage in transactions outside the ordinary course of business without the prior approval of the Bankruptcy Court. Our business continues to generate positive cash flow necessary for daily operations and as such, it is not expected that debtor-in-possession financing will be needed.

Immediately after filing the Chapter 11 petitions, we began notifying all known current or potential creditors of the bankruptcy filing. Vendors are, however, being paid for goods furnished and services provided after the Petition Date in the ordinary course of business.

At hearings held in April and May 2009, the Bankruptcy Court granted interim approval of several of Idearc's first day motions, including the payment of certain pre-petition and post-petition obligations of Idearc related to employee wages, salaries and benefits and certain customer obligations, as well as the continuation of certain

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customer programs. Also, the Bankruptcy Court has authorized and directed the banks to pay outstanding obligations (checks, EFTs, etc.) held in the banking system. Additionally, we paid an adequate protection payment of \$250 million to the agent of secured lenders under its senior secured credit facilities (the Lenders), for pro rata distribution to the Lenders that will reduce pre-petition obligations. We have retained legal and financial professionals and certain other ordinary course professionals to advise us on the bankruptcy proceedings. From time to time, we may seek Bankruptcy Court approval for the retention of additional professionals.

As required by the Bankruptcy Code, the United States Trustee for the Northern District of Texas appointed an official committee of unsecured creditors (the Creditors Committee). The Creditors Committee and its legal representatives have a right to be heard on all matters that come before the Bankruptcy Court with respect to Idearc. There can be no assurance that the Creditors Committee will support Idearc's positions on matters to be presented to the Bankruptcy Court in the future or on any plan of reorganization, once proposed. Disagreements between Idearc and the Creditors Committee could protract the Chapter 11 proceedings, delaying our emergence from the Chapter 11 proceedings, and thus negatively impacting our ongoing operations.

Under Section 365 and other relevant sections of the Bankruptcy Code, we may assume, assume and assign, or reject certain executory contracts and unexpired leases, including, without limitation, leases of real property and equipment, subject to the approval of the Bankruptcy Court and certain other conditions. Any description of an executory contract or unexpired lease in this report, including, where applicable, our express termination rights or a quantification of obligations, must be read in conjunction with, and is qualified by, any overriding rejection rights under Section 365 of the Bankruptcy Code.

In order to successfully emerge from Chapter 11, we will need to propose and obtain confirmation by the Bankruptcy Court of a plan of reorganization that satisfies the requirements of the Bankruptcy Code. A plan of reorganization would resolve our pre-petition obligations, set forth the revised capital structure of the newly reorganized entity and provide for corporate governance subsequent to emergence from bankruptcy.

We have the exclusive right, for 120 days after the Petition Date, to file a plan of reorganization and an additional 60 days to obtain necessary acceptances of the plan. If our exclusivity period lapses, any party in interest would be able to file a plan of reorganization. In addition to being voted on by holders of certain impaired classes, a plan of reorganization must satisfy certain requirements of the Bankruptcy Code and must be approved, or confirmed, by the Bankruptcy Court in order to become effective. The timing of filing a plan of reorganization by us will depend on the timing and outcome of numerous other ongoing matters in the Chapter 11 proceedings. There can be no assurance at this time that a plan of reorganization will be confirmed by the Bankruptcy Court or that any such plan will be implemented successfully and on a timely basis.

Under the priority order of claims established by the Bankruptcy Code, unless creditors agree otherwise, pre-petition liabilities and post-petition liabilities must generally be satisfied in full before stockholders are entitled to receive any distribution or retain any property under a plan of reorganization. The ultimate recovery to creditors and/or stockholders, if any, will not be determined until confirmation of a plan or plans of reorganization. No assurance can be given as to what values, if any, will be ascribed in the Chapter 11 cases to each of these constituencies or what types or amounts of distributions, if any, they would receive. A plan of reorganization could result in holders of Idearc's liabilities and/or securities, including common stock, receiving no distribution and cancellation of their holdings. Due to these uncertainties, the value of Idearc's liabilities and securities, including our common stock, is highly speculative. Appropriate caution should be exercised with respect to existing and future investments in any of the liabilities and securities of Idearc. At this time, there is no assurance we will be able to restructure as a going concern or successfully implement a plan of reorganization in a timely basis.

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For periods subsequent to the Chapter 11 bankruptcy filing, the American Institute of Certified Public Accountant's Statement of Position 90-7 *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code* (SOP 90-7), has been applied in preparing the consolidated financial statements. SOP 90-7 requires that the financial statements distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Accordingly, certain expenses (including professional fees), realized gains and losses and provisions for losses that are realized from the reorganization and restructuring process will be classified as reorganization items on the consolidated statement of operations. Additionally, on the consolidated balance sheet, liabilities are segregated between liabilities not subject to compromise and liabilities subject to compromise. Liabilities subject to compromise are reported at their pre-petition amounts or current unimpaired values, even if they may be settled for lesser amounts.

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Going Concern Matters

The consolidated financial statements and related notes have been prepared assuming that Idearc will continue as a going concern, although the Chapter 11 bankruptcy filing raises substantial doubt about the ability to continue as a going concern. The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded assets or to the amounts classified as liabilities or any other adjustments that might be necessary should Idearc be unable to continue as a going concern.

Idearc continues to be operationally profitable and continues to provide positive operating cash flows. As such, debtor-in-possession financing is not expected to be required. However, we incurred and will continue to incur significant costs associated with reorganization. These costs are being expensed as incurred. During 2008, we implemented strategic organizational and market exit initiatives to improve ongoing operational efficiencies. See Note 3 to our consolidated financial statements included in this report for additional information related to restructuring.

Basis of Presentation

Our financial statements are prepared using accounting principles generally accepted in the United States (U.S. GAAP). These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Actual results could differ from those estimates and assumptions. Examples of significant estimates include the allowance for doubtful accounts, the recoverability of property, plant and equipment, goodwill and other intangible assets, valuation allowances on tax assets and liabilities, and pension and post-employment benefit assumptions. See Critical Accounting Policies below for a summary of the critical accounting policies used in preparing our financial statements.

New Initiatives

During the first quarter of 2009, we rolled out several innovative, industry-leading sales and marketing initiatives, including the new SuperGuarantee program and its associated national advertising program. The SuperGuarantee program is a consumer focused program designed to make it easier and faster for consumers to find businesses they trust so that when a consumer chooses a client of Idearc, they can count on them to do the job right or we will make it right. It is anticipated that our new sales and marketing programs will improve revenue performance and, as a result, improve the long-term viability of Idearc's financial health.

Print Products Advertising Sales

Our print products advertising sales have continued to decline due to weaker economic conditions and competition from other advertising media. These declines in print products advertising sales will impact print products revenue throughout 2009, due to the amortization method of accounting. For the three months ended March 31, 2009 and 2008, net print products advertising sales declined 17.5% and 8.3%, compared to the same periods in 2008 and 2007, with multi-product advertising sales declining 15.8% and 7.0% for the same periods, respectively.

Table of Contents**Results of Operations***Three Months Ended March 31, 2009 Compared to Three Months Ended March 31, 2008*

The following table sets forth our operating results for the three month periods ended March 31, 2009 and 2008:

Three months ended March 31,	2009		2008		Change		% Change	
	(in millions, except %)							
Operating Revenue								
Print products	\$	600	\$	696	\$	(96)		(13.8)%
Internet		73		73				
Other		1		1				
Total operating revenue		674		770		(96)		(12.5)
Operating Expense								
Selling		197		183		14		7.7
Cost of sales (exclusive of depreciation and amortization)		151		149		2		1.3
General and administrative		124		79		45		57.0
Depreciation and amortization		17		20		(3)		(15.0)
Total operating expense		489		431		58		13.5
Operating income		185		339		(154)		(45.4)
Interest expense, net		154		166		(12)		(7.2)
Income before reorganization items and provision (benefit) for income taxes		31		173		(142)		(82.1)
Reorganization items		396				396		NM
Income (loss) before provision (benefit) for income taxes		(365)		173		(538)		NM
Provision (benefit) for income taxes		(122)		62		(184)		NM
Net income (loss)	\$	(243)	\$	111	\$	(354)		NM

Operating Revenue

Operating revenue of \$674 million in the first quarter of 2009 decreased \$96 million, or 12.5%, compared to \$770 million in the first quarter of 2008 for the reasons described below.

Print Products. Revenue from print products of \$600 million in the first quarter of 2009 decreased \$96 million, or 13.8%, compared to \$696 million in the first quarter of 2008. This decline resulted from reduced advertiser renewals, partially offset by the addition of new advertisers and revenue from new product offerings. We continued to face competition in the print directory market and from other advertising media, including

cable television, radio and the Internet.

Internet. Internet revenue in the first quarter of 2009 and 2008 was \$73 million.

Operating Expense

Operating expense of \$489 million in the first quarter of 2009 increased \$58 million, or 13.5%, compared to \$431 million in the first quarter of 2008 for the reasons described below.

Selling. Selling expense of \$197 million in the first quarter of 2009 increased \$14 million, or 7.7%, compared to \$183 million in the first quarter of 2008. This increase resulted primarily from higher advertising costs associated with our new national advertising program, partially offset by lower employee related costs and lower sales commissions.

Cost of Sales. Cost of sales of \$151 million in the first quarter of 2009 increased \$2 million, or 1.3%, compared to \$149 million in the first quarter of 2008. This increase was primarily due to higher Internet traffic costs and higher contract services costs, partially offset by reduced printing costs and lower employee related costs.

General and Administrative. General and administrative expense of \$124 million in the first quarter of 2009 increased \$45 million, or 57.0%, compared to \$79 million in the first quarter of 2008. The increase was primarily

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driven by higher bad debt expense, increased stock-based compensation expense (2008 included an expense credit) and higher restructuring costs. During the first quarter of 2009, we recorded \$12 million of restructuring charges associated with our ongoing strategic organizational, market exit and pre-petition capital restructuring initiatives, which began during 2008. The \$12 million includes \$10 million of professional fees associated with pre-petition capital restructuring costs. Additionally, we had higher contract services costs, increased insurance costs, and higher employee related costs (2008 included a one-time expense credit). These increases were partially offset by a reduction in transition costs associated with our spin-off from Verizon which concluded in 2008, and lower severance costs. Bad debt expense of \$62 million in the first quarter of 2009, increased by \$23 million, or 59.0%, compared to \$39 million in the first quarter of 2008. Bad debt expense as a percent of total operating revenue was 9.2% for the first quarter compared to 5.1% for the first quarter of 2008.

Interest Expense, Net

Interest expense, net of interest income, of \$154 million decreased \$12 million, or 7.2%, compared to \$166 million in the first quarter of 2008 as a result of reduced principal balances and lower interest rates associated with our debt.

Reorganization Items

As of March 31, 2009, we have recorded \$396 million as reorganization items on a separate line item in the consolidated statement of operations, in accordance with provisions established by SOP 90-7. Reorganization items represent charges that are directly associated with the process of reorganizing the business under Chapter 11 of the Bankruptcy Code, and include certain expenses (including professional fees), realized gains and losses and provisions for losses resulting from the reorganization of the business.

The filing of Chapter 11 constituted an event of default under our interest rate swap agreements and therefore are no longer deemed financial instruments required to be remeasured at fair value each reporting period but are now liabilities under the guidance of FASB Statement of Financial Standards No. 5, *Accounting for Contingencies*. This resulted in a non-cash charge of \$279 million and was recognized as a reorganization item in the consolidated statement of operations in the first quarter of 2009.

In March of 2009, deferred losses in accumulated other comprehensive loss associated with the interest rate swaps were remeasured to reflect the component of forecasted interest rate payments that are likely to occur. This resulted in a non-cash charge of \$117 million and was recognized as a reorganization item in the accompanying consolidated statement of operations in the first quarter of 2009.

Provision for Income Taxes

Provision (benefit) for income taxes of (\$122) million in the first quarter of 2009 decreased \$184 million, compared to \$62 million in the first quarter of 2008 primarily due to the impact of the items listed above. The effective tax rates for the first quarter of 2009 and 2008 are 33.4% and 35.8%, respectively. The results for the three months ended March 31, 2009 and 2008, include the effects of one-time discrete items. We anticipate the effective tax rate, including interest expense and other one-time discrete items, to approximate 32% for 2009. The full year effective tax rate for 2008 was 34.4%. Our effective tax rate may be subject to changes in future periods as a result of potential changes in

business operations and events related to bankruptcy proceedings.

Table of Contents**Liquidity and Capital Resources**

The following table sets forth a summary of cash flows for the three month periods ended March 31, 2009 and 2008:

Three Months Ended March 31,	2009	2008 (in millions)	Change
Cash Flows Provided By (Used In):			
Operating activities	\$ 184	\$ 202	\$ (18)
Investing activities	(12)	(9)	(3)
Financing activities		(62)	62
Increase In Cash and Cash Equivalents	\$ 172	\$ 131	\$ 41

We continue to provide positive operating cash flows. As such, debtor-in-possession financing is not expected to be required. However, we will incur significant costs associated with the reorganization, which will negatively impact our cash position.

Our primary source of funds continues to be cash generated from operations. In the first quarter of 2009, net cash provided by operating activities decreased \$18 million, or 8.9%, compared to the first quarter of 2008, primarily due to lower cash collections associated with lower revenues, coupled with higher bad debt write-offs and higher payments associated with restructuring costs partially offset by lower interest payments on debt, as the scheduled interest payments were not made in March of 2009.

Net cash used in investing activities of \$12 million increased \$3 million, or 33.3%, in the first quarter of 2009 as compared to \$9 million in the first quarter of 2008 primarily due to higher capital expenditures.

There were no cash financing activities in the first quarter of 2009 as the scheduled principal payments were not made in March of 2009. In the first quarter of 2008, net cash used in financing activities consisted of dividend payments of \$50 million and repayment of long-term debt of \$12 million.

Additionally, in April of 2009, we paid to the agent of secured lenders under our senior secured credit facilities (the Lenders), for pro rata distribution to the Lenders, a payment of \$250 million of cash collateral that will reduce pre-petition obligations as adequate protection, subject to Bankruptcy Court approval of our motion to use the cash collateral.

Critical Accounting Policies

As a result of filing for Chapter 11 under the Bankruptcy Code, we adopted SOP 90-7 on March 31, 2009. We prepared our financial statements in accordance with its requirements for the first quarter of 2009. SOP 90-7, which is applicable to companies operating under Chapter 11, generally does not change the manner in which financial statements are prepared. However, SOP 90-7 does require that the financial statements

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for periods subsequent to the filing of a Chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business.

Certain expenses (including professional fees), realized gains and losses and provisions for losses that can be directly associated with the reorganization and related restructuring of our business were reported separately as reorganization items in our consolidated statements of operations. Our consolidated balance sheet as of March 31, 2009 distinguishes pre-petition liabilities subject to compromise both from those pre-petition liabilities that are not subject to compromise and from post-petition liabilities. Liabilities that were affected by the plan of reorganization were reported at the amounts expected to be allowed by the Bankruptcy Court. In addition, items associated with the reorganization are disclosed separately in our consolidated statements of cash flows.

For the Company's other critical accounting policies, see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K for the year ended December 31, 2008.

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Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are material to our results of operations, financial condition or liquidity.

Recent Accounting Pronouncements

Enhanced Disclosures for Postretirement Benefit Plan Assets

In December 2008, the FASB issued FASB Staff Position No. 132(R)-1, *Employers' Disclosures about Postretirement Benefit Plan Assets* (FSP FAS 132(R)-1). FSP FAS 132(R)-1 amends SFAS No. 132(R), *Employers' Disclosures about Pensions and Other Postretirement Benefits* (SFAS 132(R)) to require additional disclosures about assets held in an employer's defined benefit pension or other postretirement plan. FSP FAS 132(R)-1 requires the disclosure of the level within the fair value hierarchy (i.e., Level 1, Level 2 and Level 3) in which each major category of plan assets falls using the guidance in SFAS No. 157, *Fair Value Measurement*. FSP FAS 132(R)-1 is applicable to an employer that is subject to the disclosure requirements of SFAS 132(R) and is effective for fiscal years ending after December 15, 2009.

Interim Disclosures about Fair Value of Financial Instruments

In April 2009, the FASB issued FASB Staff Position No. FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (FSP FAS 107-1 and APB 28-1). FSP FAS 107-1 and APB 28-1 amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments* to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 and APB 28-1 also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB 28-1 is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Chapter 11 Bankruptcy Filings

On March 31, 2009, at 9:00 am, the Company and all of its domestic subsidiaries filed voluntary petitions in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code. The filing of the Chapter 11 petitions constituted an event of default under certain of our debt obligations, and those debt obligations became automatically and immediately due and payable, subject to an automatic stay of action to collect, assert, or recover a claim against the Company and the application of applicable bankruptcy laws. Our debt obligations are \$9,267 million, of which \$9,017 million is classified under liabilities subject to compromise and a \$250 million pre-petition obligation protection payment which is classified as current

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maturities of long-term debt in the accompanying consolidated balance sheet at March 31, 2009.

We did not make scheduled interest or principal payments on our debt in March of 2009. As stipulated in the debt credit agreement, the interest rates were automatically changed to the Prime Rate (called the Alternative Base Rate or ABR) plus a basis point spread on the revolving credit facility, Tranche A Facility, and the remaining \$4,655 million of Tranche B Facility which equates to an all-in interest rate of 3.75%, 3.75% and 4.25%, respectively.

As of December 31, 2008, we determined the interest rate swaps no longer qualified for hedge accounting as the future payments on the underlying debt were no longer probable of occurring but reasonably possible of occurring beyond the maturity of the existing swaps. As such, the deferred interest rate swaps losses in accumulated other comprehensive loss were frozen and, on January 1, 2009, we began amortization using the effective interest method over the remaining life of the interest rate swaps. As of March 31, 2009, \$28 million was amortized from accumulated other comprehensive loss to interest expense, net (\$18 million net of tax) in the consolidated statement of operations.

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It is expected that the current debt obligation will be negotiated down to approximately \$3 billion. As such, a portion of the forecasted interest payments are not probable of occurring, therefore, the deferred losses in accumulated other comprehensive loss associated with the interest rate swaps were remeasured from \$228 million down to \$111 million to reflect the component of forecasted interest payments that are likely to occur. The \$117 million difference was recognized as a reorganization item in the accompanying consolidated statement of operations for the three months ended March 31, 2009. The remaining deferred balance of \$111 million (\$70 million net of tax) in accumulated other comprehensive loss will be amortized to the statement of operations using the effective interest method over the remaining period of the forecasted interest payments.

Item 4. Controls and Procedures.

Disclosure Controls

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to provide reasonable assurance that information we are required to disclose in reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms specified by the SEC. We note that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving the stated goals under all potential future conditions.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

On March 31, 2009 (the *Petition Date*), the Company and all of its domestic subsidiaries filed voluntary petitions in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the *Bankruptcy Court*) seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code (the *Bankruptcy Code*). These chapter 11 cases are being jointly administered under the caption *In re: Idearc Inc, et al*, Case No. 09-31828 (the *Chapter 11 Case*). The Company continues to operate their business as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code. As of the *Petition Date*, virtually all pending litigation wherein the Company or any of its domestic subsidiaries is named as a defendant is stayed as to the Company and its domestic subsidiaries, and absent further order of the Bankruptcy Court, no party, subject to certain exceptions, may take any action, also subject to certain exceptions, to recover on pre-petition claims against the Company. At this time, it is not possible to predict the outcome of the Chapter 11 Case or their effect on our business or the actions described below.

The Company is subject to various lawsuits and other claims in the normal course of business. In addition, from time to time, the Company receives communications from government or regulatory agencies concerning investigations or allegations of noncompliance with laws or regulations in jurisdictions in which the Company operates.

The Company establishes reserves for the estimated losses on specific contingent liabilities, including the matters described below, for regulatory and legal actions where the Company deems a loss to be probable and the amount of the loss can be reasonably estimated. In other instances, the Company is not able to make a reasonable estimate of liability because of the uncertainties related to the outcome and/or the amount or range of loss. The Company does not expect that the ultimate resolution of pending regulatory and legal matters in future periods, including the matters described below, will have a material effect on its financial condition or results of operations.

In October 2007, the Company received a proposed assessment from the State of New York related to sales and use tax on printing and mailing charges. The proposed assessment relates to the audit period March 1998 through May 2005. On May 5, 2008, the State of New York issued a Notice of Determination to the Company for approximately \$28 million. The Company filed its response on July 25, 2008 and any further action has been stayed beyond the outcome of a related matter.

In late December 2008, the Company received tax assessments from the State of Washington related to operating taxes allegedly due on the Company's inter-company transactions. The proposed assessments totaling approximately \$12.5 million relate to the audit period January 1, 2003 through June 30, 2008. On February 19, 2009, the Company filed appeals to these assessments.

The Company was served with a lawsuit on January 29, 2009, originally filed on January 13, 2009, in the U.S. District Court for the Southern District of California. The plaintiff in this case claims that the Company used plaintiff's copyrighted material without a license in multiple publications across the country. Plaintiff seeks an injunction and both statutory and actual damages. As of February 6, 2009, the time for filing a responsive pleading had not yet run. This matter has been stayed by Idearc's petition for relief filed with the United States Bankruptcy Court on March 31, 2009.

On April 20, 2009, a lawsuit was filed in the district court of Tarrant County, Texas, against certain of the Company's officers and directors (but not on the Company or its subsidiaries) on behalf of Jack B. Corwin as Trustee of The Jack B. Corwin Revocable Trust, and Charitable Remainder Stewardship Company of Nevada, and as Trustee of the Jack B. Corwin 2006 Charitable Remainder Unitrust. The suit generally alleges that, at various times in 2008 and 2009, the named Company officers and directors made false and misleading representations, or failed to state material facts which made their statements misleading, regarding the Company's financial performance and condition. The suit brings fraud and negligent misrepresentation claims and alleges violations of the Texas Securities Act and Section 27 of the Texas Business Commerce Code. The plaintiffs seek unspecified compensatory damages, exemplary damages, and reimbursement for litigation expenses. The Company plans to honor its indemnification obligations and vigorously defend the lawsuits on the defendants' behalf.

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On April 30, 2009, a putative class action securities lawsuit was filed in the U.S. District Court for the Northern District of Texas, Dallas Division, against certain of the Company's current and former officers (but not on the Company or its subsidiaries). The suit was filed by Jan Buettgen as named plaintiff on behalf of purchasers of the Company's common stock between August 10, 2007, and March 31, 2009, inclusive. The complaint generally alleges that the defendants violated federal securities laws by issuing false and misleading statements regarding the Company's financial performance and condition. Specifically, the complaint alleges violations by the defendants of Section 10(b) of the Exchange Act, Rule 10b-5 under the Exchange Act, and Section 20 of the Exchange Act. The plaintiffs are seeking unspecified compensatory damages and reimbursement for litigation expenses. A class has not been certified. The Company plans to honor its indemnification obligations and vigorously defend the lawsuits on the defendants' behalf.

Item 1A. Risk Factors.

There are numerous factors that affect our business and results of operations, many of which are beyond our control. In addition to other information set forth in this Quarterly Report, you should carefully read and consider Item 1A. Risk Factors in Part I, and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation in Part II of our 2008 Annual Report, which contain a description of significant factors that might cause the actual results of operations in future periods to differ materially from those currently expected or desired. Set forth below are several risk factors that have been modified or have materially changed from the risk factors discussed in our 2008 Annual Report. The risks described in this Quarterly Report and in our 2008 Annual Report are not the only risks facing our Company. Additional risks and uncertainties are currently deemed immaterial based on management's assessment of currently available information, which remains subject to change, however, new risks that are currently unknown to us may surface in the future which materially adversely affect our business, financial condition, operating results or cash flow in the future.

Risks Related to Our Chapter 11 Case

We have filed voluntary petitions for reorganization under the Bankruptcy Code that may have an adverse effect on our business, financial condition and results of operation.

On March 31, 2009, the Company and all of its domestic subsidiaries (collectively with the Company), filed voluntary petitions seeking reorganization relief under the Bankruptcy Code. During the Chapter 11 Case, our operations are subject to the risks and uncertainties associated with bankruptcy.

Our business, financial condition and results of operations could be negatively impacted by the loss of customers and suppliers.

Difficulties of providing services while attempting to reorganize our business in bankruptcy may make it more difficult to maintain and promote our services and attract customers to our services and to keep our suppliers. Our suppliers, vendors and services providers may require stricter terms and conditions. The loss of any of our customers or suppliers during the pendency of the Chapter 11 Case could have an adverse effect on our business, financial condition and results of operations. In addition, we may experience other adverse effects, including, without limitation, a loss of confidence by current and prospective suppliers. Any failure to timely obtain suitable supplies at competitive prices could materially adversely affect our businesses, financial condition and results of operations.

Our business, financial condition and results of operations could be negatively impacted by the loss of customers and

We may have insufficient liquidity to successfully operate their businesses.

We expect to incur significant costs as a result of the Chapter 11 Case and the transactions contemplated by the plan of reorganization. We expect to incur substantial costs for professional fees and other expenses. We are dependent upon the negotiation of an acceptable use of cash collateral in order to have access to existing cash balances to fund working capital expenses as well as all other expenses incurred throughout the pendency of the Chapter 11 Case. We may need to obtain additional financing to fund our operations and capital expenditures. There can be no assurance as to our ability to obtain sufficient financing. We are currently financing our operations during our reorganization using cash on hand. The challenges of obtaining financing are exacerbated by adverse conditions in the general economy and the tightening in the credit markets. These conditions and our Chapter 11 Case make it more difficult for us to obtain financing.

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Our business could suffer from the loss of key personnel.

We are dependent on the continued services of our senior management team and other key personnel. The loss of key personnel could have a material adverse effect on our business, financial condition and results of operations. We may be unable to retain and motivate key executives and employees through the process of reorganization, and we may have difficulty attracting new employees. In addition, so long as the Chapter 11 Case continues, our senior management will be required to spend a significant amount of time and effort dealing with the reorganization instead of focusing exclusively on business operations.

Our inability to take advantage of business opportunities during the Chapter 11 Case, without Bankruptcy Court approval.

Transactions outside the ordinary course of business are subject to the prior approval of the Bankruptcy Court, which may limit our ability to respond timely to certain events or take advantage of certain opportunities. In addition, the Bankruptcy Code limits our ability to incur additional indebtedness, make investments, sell assets, consolidate, merge or sell or otherwise dispose of all or substantially all of our assets or grant liens. These restrictions may place us at a competitive disadvantage. We may be unable to continue to grow our business through acquisitions and restrictions on our ability to pursue other business strategies, unless we obtain Bankruptcy Court approval for those transactions.

Pursuit of litigation by the parties in interest could disrupt the confirmation of the plan of reorganization (the plan) and could have material adverse effects on the Company's business and financial condition.

There can be no assurance that any parties in interest will not pursue litigation strategies to enforce any claims against the Company. Litigation is by its nature uncertain and there can be no assurance of the ultimate resolution of such claims. Any litigation may be expensive, lengthy, and disruptive to the Debtors' normal business operations and the plan confirmation process, and a resolution of any such strategies that is unfavorable to the Debtors could have a material adverse effect on the plan confirmation process or their respective business, results of operations, financial condition, liquidity or cash flow.

We may not be able to consummate a successful plan of reorganization or obtain Bankruptcy Court approval.

There can be no assurance that we will be able to successfully develop, execute, confirm and consummate one or more plans of reorganization with respect to the Chapter 11 Case that are acceptable to the Bankruptcy Court and the Company's creditors and other parties in interest. Additionally, third parties may seek and obtain Bankruptcy Court approval to terminate or shorten the exclusivity period for the Company to propose and confirm one or more plans of reorganization, to appoint a Chapter 11 Trustee, or to convert the case to a Chapter 7 case.

After developing a plan of reorganization and obtaining the approval of an impaired class, the Bankruptcy Court may exercise substantial discretion or may choose not to confirm the plan of reorganization. We may not be able to obtain Bankruptcy Court approval or

such approval may be delayed with respect to actions we may seek to undertake in the Chapter 11 Case.

A long and protracted restructuring could adversely affect the Company's business and financial condition.

If a liquidation or protracted reorganization were to occur, there is a significant risk that the value of our enterprise would be substantially eroded. Our future results are dependent upon the successful confirmation and implementation of a plan of reorganization. Failure to obtain this approval in a timely manner could adversely affect our operating results, as our ability to fund operations and maintain relations with customers and suppliers may be harmed by protracted bankruptcy proceedings. Furthermore, we cannot predict the ultimate amount of all settlement terms for our liabilities that will be subject to a plan of reorganization. Once a plan of reorganization is approved and implemented, our operating results may be adversely affected by the possible reluctance of prospective customers, suppliers and other business partners to do business with a company that recently emerged from bankruptcy proceedings. Even assuming a successful emergence from chapter 11, there can be no assurance as to the overall long-term viability of our business.

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Adverse publicity in connection with the Chapter 11 Case or otherwise, could negatively affect our business.

Adverse publicity or news coverage relating to us, including, but not limited to, publicity or news coverage in connection with the Chapter 11 Case, may negatively impact our efforts to establish and promote name recognition and a positive image after emergence from the Chapter 11 Case.

Risks Related to Our Business and our Financial Condition

We have defaulted under our senior secured credit facility and our senior notes.

Our consolidated audited financial statements for the fiscal year ending December 31, 2008 contained an explanatory paragraph regarding our ability to continue as a going concern, which constituted a default under our senior secured credit facility (the Senior Credit Facility). On March 31, 2009, we failed to make scheduled payments under the Senior Credit Facility of approximately \$42 million in interest and approximately \$31 million in principal, resulting in an additional default under the Senior Credit Facility. Our voluntary filing of the bankruptcy case constituted an event of default under the Senior Credit Facility. As a result of such defaults, the commitments under the Senior Credit Facility immediately terminated and all borrowings, with accrued interest thereon, and all other amounts owed by us, including all amounts under outstanding letters of credit, became immediately due and payable. In addition, the bankruptcy filing constituted an event of default under the indenture governing the Company's 8% senior unsecured notes due 2016 (the Unsecured Notes). As a result of such default, the principal amount plus accrued and unpaid interest on the Unsecured Notes is due and payable. As of March 31, 2009, the aggregate principal amounts outstanding under the Senior Credit Facility, including the termination value of swap agreements, are approximately \$6,913 million and the aggregate principal amounts outstanding under the Unsecured Notes are approximately \$2,850 million.

Since our lenders have declared the total debt outstanding to be due and payable, we do not have sufficient liquidity to satisfy our total debt obligations. However, as a result of our bankruptcy filing, the ability of creditors to seek remedies to enforce their rights under the Senior Credit Facility and the Unsecured Notes have been stayed, and creditor rights of enforcement are subject to the applicable provisions of the Bankruptcy Code. In our Chapter 11 Case, we are negotiating with the holders of the Senior Credit Facility and Unsecured Notes to restructure our total debt obligations.

We urge that caution be exercised with respect to existing and future investments in our equity securities as it is anticipated that a restructuring under a plan of reorganization will substantially change our capital structure, including, without limitation, the extinguishment of existing common stock without distribution to existing equity holders.

A restructuring consummated in a proceeding under federal bankruptcy laws could result in significant changes to our current debt and equity ownership structure. We expect a restructuring will likely result in our assets and liabilities being re-valued using fresh start accounting as provided by AICPA Statement of Position 90-7, *Financial Reporting by Entities in Reorganization Under the Bankruptcy*.

A long and protracted restructuring could adversely affect the Company's business and financial condition.

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The accompanying consolidated financial statements included in this report have been prepared on a going-concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The ability of the Company to continue as a going concern is predicated upon, among other things, our successful restructuring of our capitalization and debt service obligations. While we are committed to pursuing the various options to restructure our capitalization and debt service obligations, there can be no assurance that the capital restructure plans will be successfully completed; and therefore, there is uncertainty about our ability to realize our assets or satisfy our liabilities in the normal course of business. Our consolidated financial statements do not include any adjustments that might result from the resolution of this uncertainty.

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Our restructuring efforts to strengthen our balance sheet and reduce our debt will most likely adversely affect holders of our common stock through dilution or complete loss in value.

Our plan of reorganization to restructure our capital structure and reduce our debt service obligations will most likely include additional issuances of equity securities in exchange for our indebtedness. Any debt securities or preferred stock that might be issued will have liquidation rights, preferences and privileges senior to those of holders of our current outstanding common stock. The issuance of additional shares of our common stock may be dilutive to our stockholders, including holders who receive shares of common stock in any restructuring.

We cannot predict the extent to which this dilution and the possibility of additional issuances and sales of our common stock will negatively affect the trading price or the liquidity of our common stock. In addition, there is a possibility that any of our restructuring efforts could result in holders of our common stock receiving no value for their holdings and the holders of our existing debt receiving a significant portion or all the equity interest in the company.

The liquidity of any trading market that currently exists for the Senior Notes may be further adversely affected by our plan to restructure our balance sheet and debt service obligations. Holders of the Senior Notes will most likely find it more difficult to sell their Senior Notes when they want to, and if they do, they may not be able to receive the price they want.

There is currently limited trading for the Senior Notes. The trading market for the Senior Notes may become more limited or may cease altogether as a result of our filing petitions seeking reorganization relief under the Bankruptcy Code. The market price of the Senior Notes has suffered significant declines and remains volatile, increasing the risk of loss to holders of the Senior Notes. The market price of the Senior Notes will most likely continue to be subject to significant fluctuations in response to various factors and events, including the depth and liquidity of the trading market for the Senior Notes, variations in our operating results and general economic and competitive conditions. The extent of the markets for the Senior Notes and the availability of price quotations will depend upon a number of factors, including the number of holders of Senior Notes and the interest of securities firms in maintaining a market in the Notes. In addition, there is a possibility that any of our restructuring efforts may result in a substantial reduction in the principal amount of the senior notes or the holders of the senior notes receiving little or no value for their holdings in the company.

We face widespread competition from other print directory publishers and other traditional and new media. This competition may reduce our market share or materially adversely affect our financial performance.

The directory advertising industry in the United States is highly competitive. The incumbent publishers with which we compete include AT&T and R.H. Donnelley. Independent publishers with which we compete include Yellowbook (the U.S. business of Yell Group), Valley Yellow Pages and White Directory Publishing Inc. We compete with Yellowbook in the majority of our major markets.

Some of the incumbent publishers with which we compete are or may become larger than we are and have or may obtain greater financial resources than we have. Although we may have limited market overlap with incumbent publishers relative to the size of our overall footprint, we may not be able to compete effectively with these publishers for advertising sales in these limited markets. In addition, independent publishers may commit more resources to certain markets than we are able to commit, thus limiting our ability to compete effectively in these areas. Given the mature state of the directory advertising industry and our position in most of our markets, independent publishers are typically focused on

Adverse publicity in connection with the Chapter 11 Case or otherwise, could negatively affect our business.

aggressive pricing to gain market share.

We also compete for advertising sales with other traditional media, including newspapers, magazines, radio, direct mail, telemarketing, billboards and television. Many of these competitors are larger than we are and have greater financial resources than we have. The market share of these competitors may increase and our market share may decrease. Since we have filed our Chapter 11 Case and most competitors have not filed bankruptcy, we are at a disadvantage and our competitors may take advantage of our position with potential customers.

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We also compete for advertising sales with other new media. The Internet has become increasingly accessible as an advertising medium for businesses of all sizes. Further, the use of the Internet, including as a means to transact commerce through wireless devices, has resulted in new technologies and services that compete with our traditional products and services. Through Superpages.com, our online local search product, we compete with the Internet yellow pages directories of other major and independent directory publishers, such as Yellowpages.com, as well as other Internet sites that provide classified directory information, such as Citysearch.com.

Our Internet products also compete with search engines and portals, such as Google, Yahoo! and AOL, some of which have entered into commercial agreements with us or with other major directory publishers. We may not be able to compete effectively for advertising with these other companies, some of which have greater resources than we do. Our Internet strategy may be adversely affected if major search engines build local sales forces or otherwise begin to more effectively market to small- and medium-sized local businesses.

Our business and financial condition would be adversely affected by a prolonged economic downturn.

Our business is subject to the adverse economic conditions currently present in the United States, including decreased levels of business activity across many market segments, decreased advertising demand, interest rate volatility, and limited credit availability. Our total operating revenues in 2008 were negatively affected by the economic downturn, which has continued into 2009.

Substantially all of our net revenues are derived from the sale of advertising. Expenditures by advertising clients are sensitive to economic conditions and tend to decline in a recession or other periods of uncertainty. A continuation of current economic conditions could result in further reductions of the advertising expenditures of our clients.

Our reliance on small- and medium-sized businesses exposes us to increased credit risks.

As of December 31, 2008, approximately 84% of our print directory advertising revenues were derived from selling advertising to local businesses, which are generally small- and medium-sized businesses. In the ordinary course of our directory operations, we bill most of these clients over the course of a 12-month period. Full collection of delinquent accounts can take many months or may never occur. For 2008, bad debt expense represented 6.9% of our net revenue, an increase from 5.0% in 2007. In addition, for the first three months of 2009 bad debt expense represented 9.2% of our net revenue an increase from 5.1% in the first three months of 2008. Small- and medium-sized businesses tend to have fewer financial resources and higher rates of failure than larger businesses, in particular during periods of economic downturn, such as we are currently experiencing. These factors increase our exposure to delinquent accounts by our clients.

Since we will most likely renegotiate higher interest rates in exchange for the reduction of our total outstanding debt, our interest expense will increase relative to the amount of outstanding debt.

On March 31, 2009, we announced that we had reached an agreement in principle with the agent bank and a steering group of its secured lenders on certain critical elements of a plan of reorganization. Under the agreement in principle with the agent bank and steering committee, our total debt will be reduced from approximately \$9 billion to a pro forma level of \$3 billion of secured bank debt, with a 12 percent interest rate and a

Adverse publicity in connection with the Chapter 11 Case or otherwise, could negatively affect our business.

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six-year term. Mandatory amortization will be \$60 million for each of the first two years following confirmation and \$40 million per year thereafter. We will retain 32.5 percent of surplus cash flow, with the balance to be paid as additional amortization on the bank debt. At emergence from Chapter 11, we will have a cash balance of \$150 million. Other terms of the plan are still to be negotiated, and it is anticipated that the remainder of our bank debt and bonds will be converted to equity. As a result of the increased interest rates for our secured bank debt, our interest expense will increase relative to the amount of outstanding debt.

Risks Related to Our Common Stock

Our restructuring will most likely result in the holders of our common stock receiving little or no recovery.

Under the priority scheme established by the Bankruptcy Code, unless creditors agree otherwise in accordance with the Bankruptcy Code, pre-petition liabilities and post-petition liabilities must be satisfied in full before shareholders are entitled to receive any distribution or retain any property under a plan of reorganization. The ultimate recovery to creditors and/or stockholders, if any, will not be determined until confirmation of a plan of reorganization. No assurance can be given as to what values, if any, will be ascribed in the Chapter 11 Case to each of these constituencies or what types or amounts of distributions, if any, they would receive. If certain requirements of the Bankruptcy Code are met, a plan of reorganization can be confirmed notwithstanding its rejection by equity holders and notwithstanding the fact that equity holders do not receive or retain any property on account of their equity interests under the plan of reorganization. We do not presently believe that there will be any meaningful recovery, or any recovery at all, for holders of our common stock.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information about shares acquired from employees during the first quarter of 2009 as payment of withholding taxes in connection with the vesting of restricted stock awarded to employees pursuant to the Idearc Inc. 2008 Incentive Compensation Plan and the Idearc Inc. Long Term Incentive Plan.

Period	Total Number of Shares Purchased	Average Price Paid Per Share		Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
January 1 - January 31	55,345	\$	0.11		
February 1 - February 29	2,042	\$	0.09		
March 1 - March 31	1,899	\$	0.06		
Total	59,286	\$	0.11		

Item 3. Defaults Upon Senior Securities.

Our consolidated audited financial statements for the fiscal year ending December 31, 2008 contained an explanatory paragraph regarding our ability to continue as a going concern which constituted a default under our senior secured credit facility (the Senior Credit Facility). On March 31, 2009, we failed to make scheduled payments under the Senior Credit Facility of approximately \$42 million in interest and approximately \$31 million in principal, resulting in an additional default under the Senior Credit Facility. Our voluntary filing of the bankruptcy case on March 31, 2009 constituted a default under the Senior Credit Facility, which default resulted in the the commitments under the Senior Credit Facility being immediately terminated and all borrowings, with accrued interest thereon, and all other amounts owed by us, including all amounts under outstanding letters of credit, becoming immediately due and payable. In addition, the bankruptcy filing constituted an event of default under the indenture governing the Company's 8% senior unsecured notes due 2016 (the Unsecured Notes). As a result of such default, the principal amount plus accrued and unpaid interest on the Unsecured Notes became immediately due and payable. The bankruptcy filing also constituted a default under our outstanding swap agreements, allowing the counterparties thereto to accelerate the payment of the termination value of the swap agreements. As of March 31, 2009, the aggregate principal amounts outstanding under the Senior Credit Facility and the termination value of the swap agreements were approximately \$6,913 million and the aggregate principal amounts outstanding under the Unsecured Notes were approximately \$2,850 million.

An immediate effect of the bankruptcy filing was the imposition of the automatic stay under the Bankruptcy Code, which, with limited exceptions, enjoins the ability of creditors to (i) seek remedies to enforce their rights to commence or continue of all their collection efforts, including our lenders and note holders; (ii) the enforcement of liens against our property; and (iii) the continuation of litigation against us. We continue to negotiate with the holders of the Senior Credit Facility and Unsecured Notes to restructure our total debt obligations.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

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Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibits:

- 3.1 Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 10, Amendment No. 5 (File No. 001-32939), filed October 30, 2006).
- 3.2 Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed April 18, 2008).
- 10.1 Summary of 2009 Short-Term Incentive Award Program under the Idearc Inc. 2008 Incentive Compensation Plan (filed herewith).*
- 10.2 Amendment to Sublease Agreement dated as of March 1, 2009 between Verizon Realty Group and Idearc Media LLC (filed herewith).
- 31.1 Certification of Scott W. Klein filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification of Samuel D. Jones filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification of Scott W. Klein and Samuel D. Jones filed pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

* Management contract, compensatory plan or arrangement

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IDEARC INC.

May 8, 2009

/s/ Scott W. Klein
Scott W. Klein
Chief Executive Officer
(Principal Executive Officer)

May 8, 2009

/s/ Samuel D. Jones
Samuel D. Jones
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

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