



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

May 4, 1998

Mel Immergut, Esq.
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005-1413

Dear Mr. Immergut:

This is in response to your request that the Board reconsider its approval of the notice of North Fork Bancorporation, Inc. ("North Fork"), to acquire up to 9.9 percent of the voting shares of Long Island Bancorp, Inc. ("Bancorp"), both in Melville, New York.^{1/} You contend that the Board should rescind its approval in light of a letter agreement entered into between North Fork and Bancorp on March 24, 1998 ("Agreement"), which you allege prohibits North Fork from acquiring any securities of Bancorp for a period of 18 months from the date of the Agreement. In the alternative, you request that the Board clarify that the Order is not intended to authorize North Fork to breach any private contractual arrangements that restrict North Fork's ability to purchase securities of Bancorp.

The Board's Rules of Procedure require that a request for reconsideration present relevant facts that for good cause shown were not previously presented to the Board. 12 C.F.R. 262.3(k). The members of the Board have carefully considered your request in light of this standard and all the facts of record.

As noted above, Bancorp entered into the Agreement with North Fork on March 24, 1998. Your request does not show good cause as to why your comments based on the Agreement were not presented to the Board prior to the Board's action on the proposal on April 13, 1998.

^{1/} North Fork Bancorporation, 84 Federal Reserve Bulletin ____ (Order dated April 13, 1998) ("Order").

In addition, the Board carefully considered the proposal in light of the factors set forth in section 4 of the Bank Holding Company ("BHC") Act. For the reasons discussed in the Order, and based on all the facts of record, the Board concluded that the factors that the Board is required to consider under section 4 of the BHC Act were consistent with approval. The agreement moreover, raises issues of contract law involving private parties. The courts have sufficient authority to adjudicate the matter and to provide an adequate remedy if Bancorp can establish any violations of the Agreement by North Fork. Furthermore, the Board's Order authorizes the proposal under the BHC Act, but does not by itself modify any contractual rights or obligations the parties may have under the Agreement.

Your request for reconsideration has been presented to the members of the Board to give them an opportunity to determine whether your request warrants reconsideration or modification of the Order or a different finding under the statutory factors the Board is required to consider under the BHC Act. For the reasons discussed above and in the Board's Order, and based on all the facts of record, no member of the Board has asked that your request be granted or that the Board's Order in any way be modified. Accordingly, your request for reconsideration of the Order is hereby denied.

Very truly yours,



Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of New York
William J. Sweet, Jr., Esq.
Counsel to North Fork Bancorporation