

**NORTH FORK BANCORPORATION, INC.
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**

Purpose

The Nominating and Governance Committee is appointed by the Board of Directors of North Fork Bancorporation, Inc. (Company). The general purpose and function of the Committee is to assist the Board in fulfilling its duties and responsibilities relating to (i) the director nomination process and (ii) the oversight of corporate governance generally.

As part of its involvement in the director nomination process, the Committee identifies and recommends for selection qualified candidates to serve as directors of the Company. Candidate identification includes the periodic review of appropriate criteria for Board membership and monitoring of search protocols designed to generate suitable candidates. In reviewing potential candidates, the Committee focuses both on desirable individual qualities and on important attributes of the Board as a whole. A principal goal is to seek diversity and to recommend, as necessary, measures contributing to a Board that, as a whole, reflects a wide range of viewpoints, backgrounds, skills, experience and expertise. The Committee also assists the Board in formulating policies regarding shareholder access to the nomination process.

The Committee's additional responsibilities in shaping corporate governance include assisting the Board in developing and implementing the Company's corporate governance guidelines. The Committee also plays a lead role in evaluating the performance of the Board, its committees and senior management and in establishing good governance procedures throughout the North Fork organization.

Committee Membership

The Committee shall consist of three or more members, with the exact number to be determined from time to time by the Board, consistent with applicable laws and regulations. Each member of the Committee shall be a director of the Company, and shall meet all requirements, including independence requirements, that may apply to committee members from time to time under applicable laws, rules and regulations, including the listing standards of the New York Stock Exchange.

The Board shall appoint the members of the Committee, including the Chairperson, annually, and shall have the power to remove members, with or without cause, and to fill any vacancies or newly created memberships that may arise. As part of its annual review and determination regarding Committee membership, the Board shall assess the independence of members or prospective members and other qualifications important to the effective functioning of the Committee, including considerations of diversity, experience and background.

Committee Authority and Responsibilities

I. Nomination Function

1. Recommendation of Nominees to the Board. In connection with each annual meeting of shareholders of the Company and each special meeting of shareholders at which directors of the Company are to be elected, the Committee shall make a specific recommendation to the Board regarding nominees for each director position to be filled at the meeting, including any renomination of incumbent directors whose terms expire at the meeting. In making such recommendations, the Committee shall carefully review and consider the qualifications, strengths and abilities of each of the potential candidates for possible nomination, including candidates identified through search protocols, as well as the past performance of each incumbent director whose term is expiring at the meeting and who is willing and eligible to continue to serve. The Committee shall also make a specific recommendation to the Board regarding candidates for each interim director position of the Company to be filled by action of the Board at any time, whether such position arises as a result of a vacancy or a newly-created directorship, including new directorships resulting from expansion transactions. For such interim recommendations, the Committee shall conduct a review of candidates similar to that undertaken by it for recommendations for nominees to be put to a shareholder vote. All recommendations by the Committee shall be consistent with, and made after due consideration of, the individual criteria for Board membership and the long-term goals for the Board as a whole, as established from time to time by the Board with the assistance of the Committee. See Item I.3, below.
2. Recommendation of Appointees to Committees of the Board. In connection with each annual meeting of the Board of Directors, the Committee shall make specific recommendations to the Board regarding all members to be appointed to committees of the Board (exclusive of this Committee, the membership of which shall be determined by the Board in its sole discretion). Such recommended members may include individuals newly recommended by the Committee or selected by the Board as nominees to the Board. In making such recommendations, the Committee shall carefully review and consider the qualifications, strengths and abilities of each of the candidates for membership focusing on those qualities that are essential to the effective functioning of the particular committee, and also shall consider the past performance of any incumbent member of the committee who is eligible for re-appointment and willing to continue to serve. The Committee also will screen the candidates to determine that they meet all prerequisites for service on the particular committees under applicable laws, rules and regulations, including listing standards of the New York Stock Exchange. The Committee shall make a similar recommendation and conduct a similar review with regard to each interim appointment by the Board of a member to a committee effected other than at an annual meeting of the Board.
3. Individual Criteria for Directors; Target Attributes of Board as a Whole. The Committee shall review and advise the Board from time to time on the individual criteria for serving as a director of the Company and the target attributes sought for the Board as a whole. These individual criteria and target attributes shall be approved by the Board of Directors and

committed to writing as part of the Company's corporate governance guidelines. The criteria and attributes shall include at a minimum the following characteristics:

- (a) Individual Criteria for Directors. The criteria for serving as a director generally shall include the possession of such knowledge, experience, and judgment as will enhance the Board's ability to manage and direct the affairs and business of the Company. The criteria also shall include good character and possession of the time and constitution to perform the duties of a director.
 - (b) Target Attributes of the Board. Principal among the desired attributes for the Board as a whole is diversity, including diversity of background, skills and constituencies served by the Company. An additional goal is that the Board function effectively as a group, with the knowledge and abilities of the various members complementing one another. A third general goal is the maintenance of objectivity and independence by the Board as a group, in addition to such other independence requirements as may apply to individual members of the Board or committees of the Board under applicable legal and regulatory requirements.
4. Search Protocols. The Committee shall develop, review and make recommendations to the Board on search protocols that seek to identify as potential new nominees for director persons who meet the individual criteria for directors and whose addition to the Board and its committees may be expected to help achieve the target attributes for the Board as a whole. Such protocols shall specifically seek to include diverse candidates from a variety of areas, and shall take into account the fact that qualified persons may be found not only in the traditional candidate pool of corporate directors and officers but also in a broad array of other organizations, including but not limited to government, academia, privately-held companies, not-for-profit organizations, trade associations and the professions, including accounting, human resources and legal services. The Committee shall seek diverse populations, expertise and viewpoints for representation on the Board. In addition to assisting the Board in structuring search protocols, the Committee shall periodically review the success of these protocols in identifying a range of specific candidates that meet the Company's goals for its Board of Directors, including diversity.
5. Retention of Search Firms, Advisors, Etc. The Committee may retain executive search firms or other consultants, experts, or advisors to help identify candidates who meet the individual and group objectives for Board nominees, including diversity and independence. The Committee shall have the sole authority to retain and terminate any search firm or advisor and to approve fees and other terms of engagement.
6. Shareholder Involvement in Nomination Process. The Committee shall develop, review and make recommendations to the Board on appropriate Company policies regarding the involvement of shareholders in the nomination process. Such policies may be integrated in some respects with the director search protocols developed by the Committee.

II. Governance Responsibilities

1. Corporate Governance Guidelines. The Committee is responsible for overseeing the Company's corporate governance guidelines and shall review and assess the adequacy of the guidelines at least annually. The Committee shall focus principally on the guidelines that apply to the Board, to committees of the Board, and to senior management of the Company, and shall ensure that the guidelines are appropriately disclosed to the public, consistent with applicable law and regulation. The Committee shall make recommendations to the Board regarding any aspects of corporate governance that it believes should be modified or revised, including appropriate changes to the guidelines themselves.

2. Annual Evaluation of the Board, Board Committees and Senior Management. At or around the end of each fiscal year, the Committee shall conduct an evaluation of the performance during the prior year of the Board of Directors, each committee of the Board and senior management. The evaluation shall take as its principal concern the functioning of the particular governance unit—Board, committee or management—as an entity, as opposed to the individual performance of directors, committee members or senior officers. (Individual performance of directors will be addressed as part of the director nomination process and committee appointment process provided for above.) One of the issues reviewed in this annual evaluation will be succession planning. Another issue will be the desired attributes of the Board as a whole, including diversity, cohesion and independence from management, and results in achieving these attributes. In the process of completing its year-end evaluations, the Committee shall invite comments from directors, committee members and senior management, and upon completion the Committee will share and discuss such evaluations with the full Board and senior management and, as appropriate, with the committees. Such year-end evaluations may, but need not be in writing, and all such evaluations shall be considered confidential information, unless and until the Board determines otherwise.

3. Board Procedures. The Committee shall have the following responsibilities with respect to Board procedures:
 - (a) To make recommendations on the frequency, structure and agendas of Board meetings, including executive session meetings, and the appropriate attendees at executive session meetings.
 - (b) To make recommendations concerning any other aspect of the procedures followed by the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

4. Board Committees. The Committee shall have the following responsibilities with respect to the procedures of Board committees:
 - (a) To make recommendations regarding the size and composition of each standing committee of the Board of Directors.

- (b) To monitor the functioning of Board committees generally and to make recommendations for any changes, including the creation or elimination of committees or modification in the duties of committees.
 - (c) To review annually the policy with respect to committee memberships and/or chairpersonships, and to report any recommendations to the Board.
 - (d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other particular matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
5. Subcommittees. The Committee may, in its discretion, by resolution passed by a majority of the members of the Committee, form one or more subcommittees to assist the Committee in the performance of its duties. The empowering resolution shall specify in a published written charter the authority and duties of the subcommittee, which may not exceed the authority and duties of the Committee. Any such subcommittee shall consist entirely of independent directors, at least one of which is a member of the Committee and, if the Committee so chooses, may include one or more members who are not also members of the Committee, provided any such subcommittee member who is not a Committee member shall serve in an advisory capacity only and may not vote or participate in deliberations on a vote.

Committee Meetings

The Committee shall have a regularly scheduled annual meeting, and such other meetings, regular or special, as the Committee Chairperson or a majority of the Committee members may designate from time to time. Committee meetings may be held telephonically if so permitted by law and the Company's bylaws. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear one another shall constitute a quorum. The time and place for holding Committee meetings may be fixed from time to time by resolution of the Committee or in the notice of any such meeting. Notice of each special meeting of the Committee shall be given to each member, unless waived by such member, not later than one (1) day before the day on which the meeting is to be held. The Committee shall ensure that written minutes of its meetings are taken and preserved, and that other appropriate records of Committee determinations and actions are preserved as part of the Company's books and records. The Committee shall determine whether its meetings are open to attendees other than members, consistent with applicable law.

Review of Committee Charter and Performance; Reports to the Board

The Committee shall review and reassess not less often than annually the adequacy of this Charter, and may submit to the Board recommendations on any amendments hereto. The Committee shall review and evaluate its own performance not less often than annually and shall make regular reports to the Board, which may consist of an annual report. The Committee's reports to the Board shall contain such information as the Committee and/or the Board may deem appropriate.