

OFFICE OF THRIFT SUPERVISION

ACCEPTANCE OF AMENDED REBUTTAL OF CONTROL AGREEMENT

Order No.: 2000-108

Date: December 11, 2000

Re: Dockets No. H-2292,07837

Warburg, Pincus Equity Partners, L.P. (WPEP), War-burg, Pincus & Co., E.M. Warburg, Pincus & Co., LLC, Lionel I. Pincus, Warburg, Pincus Netherlands Equity Partners, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V., Warburg, Pincus Netherlands Equity Partners III, C.V. (collectively, the Applicants), have filed, pursuant to 12 C.F.R. § 574.7(e), an amendment to their October 6, 2000, Rebuttal of Control Agreement (the Rebuttal) with the Office of Thrift Supervision (OTS) regarding the Applicants' investment in Dime Bancorp, Inc. (the Holding Company), the parent holding company of The Dime Savings Bank of New York, FSB, (the Savings Bank) New York, New York. As outlined in the proposed amendment to the Rebuttal, the Applicants wish to amend the Rebuttal to allow for certain transactions between the Holding Company and the Savings Bank and two companies in which WPEP maintains a significant investment, TradeCard, Inc., New York, New York, and FundsXpress Financial Network, Inc., Austin, Texas.

OTS has considered the amendment to the Rebuttal, as supplemented by representations by the Applicants, the Savings Bank and their attorneys, under the factors set forth in 12 C.F.R. § 574.4. OTS has considered an analysis prepared by the OTS Northeast Regional Office, a legal opinion by the Business Transactions Division, and an analysis by the Office of Examination and Supervision (collectively, the Staff Memoranda). For the reasons set forth in the Staff Memoranda, OTS finds that the amendment to the Rebuttal satisfies all applicable criteria, provided that the following conditions are complied with in a manner satisfactory to the Northeast Regional Director, or his designee (Regional Director). Accordingly, the amendment to the Rebuttal is hereby accepted, subject to the following conditions:

1. The Applicants must transmit copies of the executed amended rebuttal agreement to the Holding Company and to the Regional Director, who is hereby granted authority to sign the rebuttal agreement on behalf of OTS; and
2. All contracts and agreements between TradeCard and FundsXpress with the Holding Company, the Savings Bank, or any affiliate thereof, must be provided to the Regional Director and receive his written non-objection at least 30 calendar days prior to implementation.

By order of the Director of the Office of Thrift Supervision, or her designee, effective
December 11, 2000.



Scott M. Albinson
Managing Director
Office of Supervision