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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

**Conditional Approval #891**  
**February 2009**

January 30, 2009

Regina Nappi  
SVP, Senior Counsel  
TD Bank, NA  
Two Portland Square  
Portland, ME 04101

Re: Application by TD Bank, Wilmington, DE, to establish a branch at the Northeast corner of Morris Avenue and North Avenue, Union, New Jersey  
Application Control Number: 2008-NE-05-0141

Dear Ms. Nappi:

The Office of the Comptroller of the Currency (“OCC”) hereby conditionally approves your application to establish a branch at the Northeast corner of Morris Avenue and North Avenue, Union, New Jersey. This approval is consistent with the relevant statutory factors set forth in 12 U.S.C. §36(c), state branching law, section 106 of the National Historic Preservation Act, and the applicant’s record of compliance with the Community Reinvestment Act. If the branch is not opened within 18 months from the approval date, the approval automatically terminates unless the OCC grants an extension.

The branch will be established within the current boundaries of Liberty Hall, a property that is included on the National Register of Historic Places and is designated a National Historic Landmark (“Landmark”). The Landmark consists of a building and certain property surrounding the building. The OCC and the New Jersey State Historic Preservation Officer determined that establishing the branch would have an adverse effect on the Landmark. Accordingly, a Memorandum of Agreement was developed to mitigate the adverse effects of the project. An executed original copy of the Memorandum of Agreement is attached.

This approval is subject to the following condition:

TD Bank will carry out the measures listed in the Stipulations section of the Memorandum of Agreement. This condition will remain in effect until the OCC determines that TD Bank has met the Stipulations of the Memorandum of Agreement.

This condition of the approval is a “condition imposed in writing by a Federal banking agency in connection with any action on any application, notice or other request” within the meaning of 12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the bank’s representations, submissions, and information available to the OCC as of this date. Any material change in the information on which the OCC has relied, may result in modification, suspension or rescission of this approval. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Within 10 days after opening the branch, TD Bank must advise the OCC’s Northeastern District office of the branch’s opening date, so the OCC may complete its records.

If this branch is closed, a 90-day advance notice of proposed branch closing must be submitted to the OCC pursuant to 12 U.S.C. § 1831r-1. Following the closing of the branch office, a final closing notice should be submitted to this office.

If you have any questions regarding this letter, please contact David Reilly at (202) 874-5060. In any correspondence regarding this application, please reference the application control number.

Sincerely,

*signed*

Lawrence E. Beard  
Deputy Comptroller  
Licensing

Enclosures: Memorandum of Agreement  
Survey