

Extending and Strengthening our New Jersey Franchise



Acquisition of: Interchange Financial Services Corporation



April 13, 2006

Note on Forward-Looking Information



This presentation contains forward-looking statements regarding TD Banknorth Inc.'s ("TD Banknorth's" or "BNK's") acquisition of Interchange Financial Services Corporation ("Interchange" or "IFCJ"). Words such as "expect", "feel", "believe", "will", "may", "anticipate", "plan", "estimate", "intend", "should" and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve certain risks and uncertainties. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following possibilities: (1) estimated synergies from the acquisition cannot be fully realized within the expected time frame; (2) revenues following the acquisition are lower than expected; (3) competitive pressure among depository institutions increases significantly; (4) costs or difficulties related to the integration of the businesses of TD Banknorth and Interchange are greater than expected; (5) changes in the interest rate environment reduce interest margins; (6) general economic conditions, either nationally or in the markets in which TD Banknorth will be doing business, are less favorable than expected; (7) legislation or changes in regulatory requirements adversely affect the businesses in which TD Banknorth would be engaged; or (8) factors which would result in a condition to the transaction not being met. Neither TD Banknorth nor Interchange undertakes any obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made.

An Attractive New Jersey Opportunity

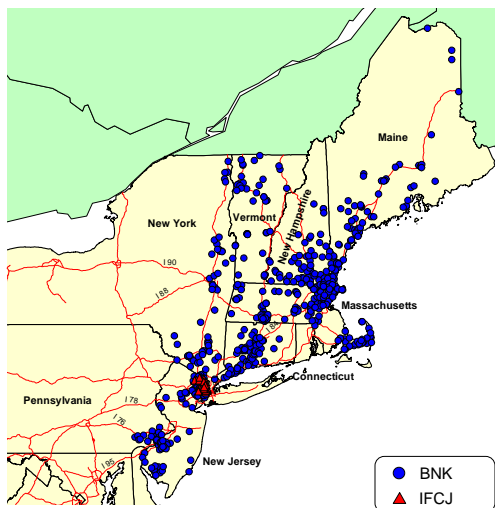


- Significantly bolsters presence in highly attractive Bergen County, NJ
- Fill-in geography – excellent fit with the former Hudson United franchise
- Strong management team and talented employee base that will add depth to our existing franchise
- Outstanding commercial bank balance sheet
- Consistently ranked as one of the nation's top performing financial institutions
- Very strong revenue growth potential in future years

Interchange is exactly the type of acquisition we have consistently and successfully executed throughout our history

3

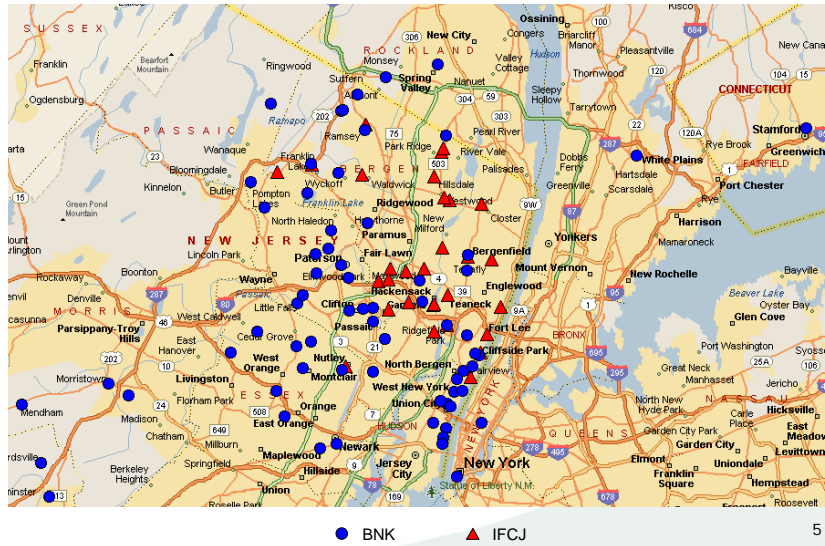
Building a Leading Community Banking Franchise in New Jersey



- Substantially increases and strengthens our Bergen County franchise
- Enhances our commercial presence
- Accelerates improvement of deposit levels at Hudson United branches

4

Building a Leading Community Banking Franchise in New Jersey

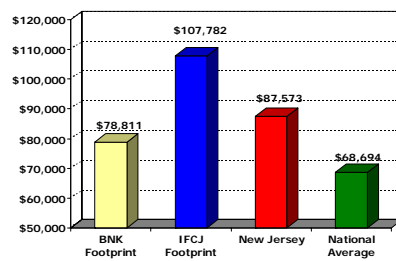


Market Characteristics

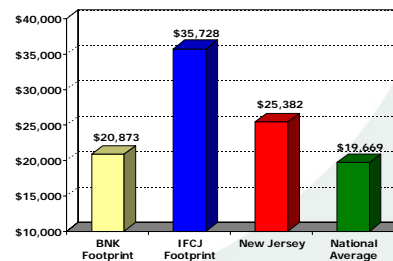


- The demographics of the markets served by Interchange are very attractive.
- Interchange's markets are among the nation's highest in average household income and deposits per capita.

Average Household Income



Deposits per Capita



Source: SNL Financial (ESRI data)
Footprints weighted based on franchise deposits per county

Substantially Improved Market Share Positions



- Interchange improves TD Banknorth's deposit market share position to #9 in New Jersey and to #5 in Bergen County.

New Jersey

Rank	Institution	Branch Count	Total Deposits in Market (\$000)	Total Market Share (%)	Deposits Per Branch (\$000)
1	Bank of America Corp. (NC)	424	39,564,581	19.6	93,313
2	Wachovia Corp. (NC)	332	23,046,835	11.4	69,418
3	Commerce Bancorp Inc. (NJ)	196	17,906,383	8.9	91,359
4	PNC Financial Services Group (PA)	302	16,997,929	8.0	53,304
5	Hudson City Bancorp Inc. (NJ)	84	12,329,475	6.1	146,779
6	Sovereign Bancorp Inc. (PA)	171	9,302,003	4.6	54,398
7	Valley National Bancorp (NJ)	155	7,670,436	3.8	49,487
8	JPMorgan Chase & Co. (NY) (pro forma)	155	6,978,148	3.5	44,732
	Pro Forma Company	132	4,129,465	2.0	-
9	Provident Financial Services (NJ)	77	4,024,052	2.0	52,260
10	Investors Bancorp Inc. (MHC) (NJ)	47	3,251,686	1.6	69,185
11	Capital One Financial Corp. (VA)	23	2,924,829	1.4	40,266
12	TD Banknorth Inc. (ME)	102	2,788,807	1.4	27,341
13	Washington Mutual Inc. (WA)	70	2,712,995	1.3	38,757
14	Sun Bancorp Inc. (NJ)	71	2,573,417	1.3	36,245
15	Golden West Financial (CA)	12	2,478,181	1.2	206,515
16	Columbia Savings Bank M.H.C. (NJ)	39	2,214,327	1.1	59,342
17	Fulton Financial Corp. (PA)	68	2,215,326	1.1	32,578
18	Yardville National Bancorp (NJ)	28	1,870,175	0.9	66,792
19	Amboy Bancorporation (NJ)	21	1,789,535	0.9	85,216
24	Interchange Financial Services (NJ)	30	1,340,658	0.7	44,689
Top 10		1,944	140,171,528	69.40	
Totals (1-159)		3,255	201,970,287	100.00	

Bergen County

Rank	Institution	Branch Count	Total Deposits in Market (\$000)	Total Market Share (%)	Deposits Per Branch (\$000)
1	Bank of America Corp. (NC)	61	7,522,603	22.7	123,321
2	Hudson City Bancorp Inc. (NJ)	24	4,697,532	14.2	195,731
3	JPMorgan Chase & Co. (NY) (pro forma)	49	2,228,840	6.7	45,487
4	Commerce Bancorp Inc. (NJ)	24	2,190,876	6.6	91,287
	Pro Forma Company	50	2,095,311	6.3	-
5	Valley National Bancorp (NJ)	37	1,540,844	4.6	41,644
6	PNC Financial Services Group (PA)	29	1,528,021	4.6	52,690
7	Wachovia Corp. (NC)	30	1,296,293	3.9	43,210
8	Interchange Financial Services (NJ)	29	1,260,214	3.8	43,456
9	Columbia Savings Bank M.H.C. (NJ)	13	1,039,796	3.1	79,984
10	Golden West Financial (CA)	5	986,444	3.0	197,289
11	Boiling Springs MHC (NJ)	11	871,122	2.6	79,193
12	TD Banknorth Inc. (ME)	21	835,097	2.5	39,767
13	Spencer Savings Bank SLA (NJ)	8	796,904	2.4	99,613
14	Kearny Financial Corp (MHC) (NJ)	10	773,333	2.3	77,333
15	Washington Mutual Inc. (WA)	20	758,661	2.3	37,933
16	Capital One Financial Corp. (VA)	19	626,823	1.9	32,991
17	Orlani Financial Corp M.H.C. (NJ)	15	569,741	1.7	37,983
18	NVE Bancorp MHC (NJ)	12	479,629	1.4	39,969
19	Citigroup Inc. (NY)	3	324,097	1.0	108,032
20	Greater Community Bancorp (NJ)	7	293,842	0.9	41,977
Top 10		301	24,291,463	73.3	
Totals (1-50)		487	33,152,249	100.0	

Source: SNL Financial; Deposits and market share as of June 30, 2005, pro forma for pending and completed acquisitions and excludes deposits held by investment brokerage companies

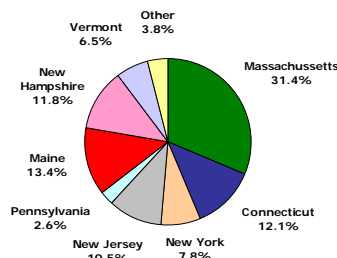
7

Expanded Presence in Attractive Markets

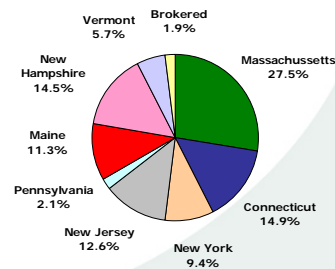


- Further diversifies TD Banknorth's franchise in the wealthy and dynamic Mid-Atlantic market:

Pro Forma Loans ⁽¹⁾



Pro Forma Deposits ⁽²⁾



(1) Based on BNK balances as of February 28, 2006 and IFCL balances as of December 31, 2005
 (2) Based on FDIC data as of June 30, 2005

8

Consistent With Our Acquisition Strategy



- Consistent with our long term strategic plan
- A unique opportunity to leverage the Hudson United platform
- Meaningful opportunities for both revenue and expense synergies
- Straight forward, low risk integration for highly experienced TD Banknorth management team (26 prior acquisitions)
- Leverages partnership with TD parent
- Attractive return on investment – mid-teens IRR
- Capital levels maintained
- Interchange has solid asset quality

9

An Opportunity to Create Value



- Provides significant cross-sell opportunities to leverage TD Banknorth's broad array of products:
 - Consumer lending
 - Asset-based lending
 - Cash management
 - Wealth management
 - Insurance
- ➔ *BNK fee income ratio of 28.7% as compared to 15.3% at IFCJ ⁽¹⁾*
BNK deposit service charge ratio of 0.65% as compared to 0.28% at IFCJ ⁽²⁾
- Substantial branch consolidation opportunities:
 - 12 of 30 branches (40%) within one mile of a TD Banknorth branch

(1) For year ended December 31, 2005: Excludes gains/losses on sale of securities and other non-recurring items
(2) For year ended December 31, 2005: Based on deposit service charges to average total deposits

10

Transaction Summary



- **Value per Interchange share:** \$23.00

- **Aggregate transaction value:** \$480.6 million

- **Consideration to Interchange:** IFCJ shareholders will receive 100% cash

- **Transaction funding:** \$405.2 million from TD in exchange for 13.0 million BNK common shares at \$31.17 per share ⁽¹⁾
Anticipated private or public issuance of \$75 million of subordinated debt

- **Cash break-up fee:** \$20 million (4.2% of deal value)

- **Restructuring charges:** \$21.6 million (after tax)

⁽¹⁾ Increases TD's ownership to approximately 58.6%

11

Transaction Pricing



	BNK / IFCJ @ \$23.00	Mid-Atlantic Bank Transactions ⁽¹⁾		
		High	Average	Low
Price / 2005 EPS	23.2 x	34.9 x	24.3 x	17.2 x
Price / 2006 EPS Est. ⁽²⁾	22.1	27.9	21.1	15.4
Price / 2006 EPS Est. w/ synergies ⁽³⁾	14.0	-	-	-
Price / Book Value ⁽⁴⁾	2.59	4.30	2.93	2.03
Price / Tangible Book Value ⁽⁴⁾	4.42	4.50	3.28	2.06
Core Deposit Premium ^{(4) (5)}	31.1 %	33.5 %	24.4 %	17.2 %
Premium to Market (One-Day) ⁽⁶⁾	20.2	63.5	27.6	(0.6)

⁽¹⁾ Includes Mid-Atlantic bank transactions since January 1, 2003 with deal value between \$100 million and \$2 billion

⁽²⁾ Based on First Call estimates

⁽³⁾ Based on First Call estimates, fully phased-in synergies and fully diluted shares

⁽⁴⁾ Based on December 31, 2005 data

⁽⁵⁾ Core deposits exclude CDs over \$100,000

⁽⁶⁾ Based on closing price of \$19.13 on April 12, 2006

12

Transaction Timetable



- **Expected IFCJ Shareholder Approval:** 2006

- **Expected Closing:** Early Q1 - 2007

- **Expected Systems Conversion:** Q1 - 2007

13

Pro Forma Balance Sheet



<i>(\$ in millions, except per share data)</i>	TD Banknorth ⁽¹⁾ 02/28/06	Interchange 12/31/05	Pro Forma at Close ⁽²⁾
Assets	\$ 40,261	\$ 1,631	\$ 44,001
Loans	25,463	1,106	27,718
Deposits	27,078	1,260	29,567
Common Equity	8,137	179	8,774
Book Value per Share	\$ 35.71	\$ 8.89	\$ 36.41
Tangible Book Value per Share	7.01	5.20	8.01
Tangible Equity / Tangible Assets	4.78 %	6.72 %	5.24 %
Leverage Ratio	6.48	8.20	6.91
Total Risk Based Capital Ratio	11.01	11.93	11.43
Branches	600	30	630

(1) Adjusted for \$2.5 billion of balance sheet deleveraging related to Hudson United
 (2) Assumes consummation date of January 1, 2007. Includes purchase accounting and pro forma adjustments.

14

Strong Core Deposit Base



	<u>TD Banknorth 02/28/06</u>	<u>% of Total</u>	<u>Interchange 12/31/05</u>	<u>% of Total</u>	<u>Pro Forma</u>	<u>% of Total</u>
Non-interest Bearing Demand	\$ 5,689,654	21.0%	\$ 260,151	20.6%	\$ 5,949,805	21.0%
MMDA, NOW & Savings	14,222,661	52.5%	687,436	54.6%	14,910,097	52.6%
Time	6,863,127	25.3%	312,521	24.8%	7,175,648	25.3%
Brokered CDs	<u>302,212</u>	1.1%	<u>-</u>	-	<u>302,212</u>	1.1%
Total	<u>\$ 27,077,654</u>		<u>\$ 1,260,108</u>		<u>\$ 28,337,762</u>	

15

Diversified Loan Portfolio



	<u>TD Banknorth 02/28/06</u>	<u>% of Total</u>	<u>Interchange 12/31/05</u>	<u>% of Total</u>	<u>Pro Forma</u>	<u>% of Total</u>
Commercial	\$ 6,288,539	24.7%	\$ 236,976	21.4%	\$ 6,525,515	24.6%
Commercial R.E.	8,585,636	33.7%	571,510	51.7%	9,157,146	34.5%
Consumer ⁽¹⁾	7,653,492	30.1%	163,358	14.8%	7,816,850	29.4%
Residential R.E. ⁽²⁾	<u>2,935,369</u>	11.5%	<u>134,125</u>	12.1%	<u>3,069,494</u>	11.6%
	<u>\$ 25,463,036</u>		<u>\$ 1,105,969</u>		<u>\$ 26,569,005</u>	

(1) Interchange consumer loans include \$158 million of home equity loans
 (2) Excludes loans held for sale

16

Strong Asset Quality



	TD Banknorth 02/28/06	Interchange 12/31/05	Pro Forma
Gross Loans	\$ 25,463,036	\$ 1,105,969	\$ 26,569,005
Reserves	276,395	10,646	287,041
Nonperforming Loans	74,730	3,558	78,288
OREO	12,139	122	12,261
Nonperforming Assets	<u>\$ 86,869</u>	<u>\$ 3,680</u>	<u>\$ 90,549</u>
Asset Quality Ratios:			
Reserves / Loans (%)	1.09%	0.96%	1.08%
Reserves / NPLs (%)	369.86%	299.21%	366.65%
NPLs / Loans + OREO (%)	0.34%	0.33%	0.34%
NPLs / Loans (%)	0.29%	0.32%	0.29%
NCOs / Average Loans (%) ⁽¹⁾	0.31%	0.11%	0.30%

(1) For the year ended December 31, 2005: TD Banknorth pro forma for Hudson United: TD Banknorth stand-alone ratio was 0.16%; Hudson United results impacted by Bankruptcy Abuse Prevention and Consumer Act of 2005 related losses and hurricane related losses

17

Pro Forma Impact – Net Income



(\$ in millions, except for per share data)	2007
BNK cash net income - stand alone ⁽¹⁾	\$ 601.6
IFCJ cash net income - stand alone ⁽²⁾	24.0
Synergies ⁽³⁾	13.6
Financing costs ⁽⁴⁾	(3.7)
Pro forma cash net income	\$ 635.5
Averaged diluted shares - stand alone	227.0
Averaged diluted shares - pro forma ⁽⁵⁾	240.0
Cash earnings per share - stand alone	\$ 2.65
Cash earnings per share - pro forma	\$ 2.65

(1) Based on mean First Call estimate

(2) Based on mean First Call estimate of \$1.14 and projected amortization of intangibles net of tax

(3) Total synergies estimated at 50% of IFCJ's operating expense base net of tax

(4) Assumes the private or public issuance of \$75 million of subordinated debt at an after-tax cost of 3.89%; Assumes an opportunity cost of the restructuring charges of 3.50% after-tax

(5) Approximately 13.0 million shares issued to TD at \$31.17 per share

Note: 35% tax rate assumed where applicable

18

TD Banknorth Summary



- Exactly the type of transaction TD Banknorth has consistently and successfully executed throughout its history
- Expands TD Banknorth's existing franchise in the highly attractive communities of northern New Jersey
- Strong management team and talented employee base that will add depth to our existing franchise
- Significant opportunities to leverage TD Banknorth's broader array of product and service offerings
- Attractive return on investment – mid-teens IRR
- Low risk transaction

19

What this acquisition means for TD Bank Financial Group



- Consistent with TD's growth strategy:
 - **Supporting TD Banknorth's expansion in the U.S. Northeast**
- Leveraging the flexibility of the TD Banknorth ownership structure:
 - **TD contributing US\$405MM (C\$465MM) via purchase from treasury of approximately 13MM TD Banknorth shares at US\$31.17**
 - **TD's ownership position increases to approximately 58.6%**
 - **Anticipated to be modestly accretive to TD's earnings on both a reported and adjusted basis in 2007**
 - **Approximately 45 basis point reduction in both tangible common equity ratio and tier 1 capital ratio**

TD's financial results prepared in accordance with Canadian GAAP are referred to as "reported" results. TD also utilizes "adjusted" earnings (i.e., reported earnings excluding "items of note") to assess each of its businesses and measure overall performance. Adjusted earnings are not defined terms under Canadian GAAP and may not be comparable to similar terms used by other issuers. See page 14 of TD's 2005 Annual Report (www.td.com/investor) for an explanation of how TD reports and a reconciliation of adjusted to reported results. Certain factors and assumptions were applied in drawing the above conclusion about TD's anticipated results and certain factors could cause this conclusion to differ from actual results. For more information on these factors and assumptions, see TD's 2005 Annual Report, the accompanying press releases of TD Banknorth and TD dated April 13, 2006 (www.td.com/investor), and as well the foregoing slides of TD Banknorth. The transaction is not material to TD.

20

Questions & Answers

Note on Non-GAAP Financial Information/Additional Information About the Transaction

This presentation contains financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Company's management uses these non-GAAP measures in its analysis of the Company's performance. These measures typically adjust GAAP performance measures to exclude the effects of charges and expenses related to the consummation of mergers and acquisitions and costs related to the integration of merged entities, as well as the amortization of intangible assets in the case of "cash basis" performance measures. These non-GAAP measures also may exclude other significant gains or losses that are unusual in nature, such as security gains and prepayment penalties incurred in connection with deleveraging strategies. Because these items and their impact on the Company's performance are difficult to predict, management believes that presentations of financial measures excluding the impact of these items provide useful supplemental information that is essential to a proper understanding of the operating results of the Company's core businesses. These disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures which may be presented by other companies.

*This presentation is being made in respect of the proposed merger transaction involving Interchange Financial Services Corporation and TD Banknorth Inc. Interchange will be filing relevant documents concerning the merger with the Securities and Exchange Commission, including a proxy statement. **We urge investors to read these documents because they will contain important information.** Investors will be able to obtain these documents free of charge at the SEC's website, www.sec.gov. In addition, documents filed with the Commission by Interchange will be available free of charge from the Secretary of Interchange (Nicholas R. Marcalus, Secretary, Interchange Financial Services Corporation, Park 80 West/Plaza II, Saddle Brook, New Jersey 07663, telephone (201) 703-2265).*

*Interchange and its directors and executive officers may be deemed to be participants in the solicitation of proxies to approve the merger. Information about the directors and executive officers of Interchange and ownership of Interchange common stock is set forth in Interchange's proxy statement for its 2005 annual meeting of stockholders, dated March 30, 2005, as filed with the Commission. Additional information about the interests of those participants may be obtained from reading the definitive proxy statement relating to the proposed acquisition when it becomes available. **Interchange stockholders should read the proxy statement and other documents to be filed with the Commission carefully before making a decision concerning the merger.***