

**Illustrative Examples of the Possible Tax Treatment to Shareholders of Hudson
United Bancorp (“HU”) Pursuant to the Merger of Hudson United Bancorp with and into
TD Banknorth Inc. on January 31, 2006**

READ THE DISCLAIMER AT THE BOTTOM OF THIS DOCUMENT

All Cash Election

If you received solely cash in exchange for your common stock of HU, the gain recognized if any, is taxable at capital gain rates.

All Stock Election or a Cash and Stock Election

If you received a combination of cash and common stock of TD Banknorth Inc. (“BNK”) in exchange for your common stock of HU, the tax basis in the BNK common stock will be equal to the tax basis in the shares of HU surrendered, decreased by the amount of cash received and increased by the amount of gain recognized (i.e., the taxable gain). Determining the tax basis in the BNK common stock will depend, in part, on whether the amount of the taxable gain was greater or less than the amount of cash received, as explained in more detail in Scenarios 1 and 2 below. Again, tax consequences are complicated and you should consult your own financial advisor for specific tax advice.

Scenario 1 – Gain greater than the amount of cash received

As a general rule, if the gain realized (i.e., the sum of the cash and fair market value of the BNK common stock you received minus the tax basis in your HU common stock) is greater than the cash you received, then:

1. 100% of the cash you received is taxable at capital gain rates; and
2. The tax basis in the BNK common stock you received is equal to the tax basis in the HU common stock surrendered.

U.S. federal tax law does not specifically identify how you should determine the fair market value of a share of stock received pursuant to a merger. There are several potential methods of measuring the fair market value, which include using the closing trading price of \$28.98 of BNK common stock on January 31, 2006 (the date of the merger). Another method of measuring fair market value may include using the average of the high and low trading price of BNK common stock on January 31, 2006 (the date of the merger). If you have specific questions about how your broker may have calculated the fair market value, you should consult your broker.

Disclaimer: We cannot give tax advice. Everyone’s tax situation is different. You should consult your own tax advisor for specific tax advice. For general information on the tax consequences of the transaction, you also can refer to the prospectus dated December 7, 2005 (“Prospectus”), including the discussion of the Material United States Federal Income Tax Consequences of the Merger beginning on page 93 of the Prospectus. This discussion incorporates the assumptions made in the Prospectus, including the assumption that the common stock of Hudson United Bancorp was held as a capital asset. These materials were not intended or written to be used, and cannot be used, for the purposes of avoiding tax-related penalties under federal, state or local tax law. You should seek advice based on your particular circumstances from an independent tax advisor.

Scenario 2 – Gain less than the amount of cash received

As a general rule, if the gain realized (i.e., the sum of the cash and fair market value of the BNK common stock you received minus the tax basis in your HU common stock) is less than the cash you received, then:

1. The amount of the gain is taxable at capital gain rates; and
2. The tax basis in the BNK common stock is equal to the tax basis in the HU common stock surrendered, decreased by the amount of cash received and increased by the amount of gain recognized (i.e., the taxable gain).

U.S. federal tax law does not specifically identify how you should determine the fair market value of a share of stock received pursuant to a merger. There are several potential methods of measuring the fair market value, which include using the closing trading price of \$28.98 of BNK common stock on January 31, 2006 (the date of the merger). Another method of measuring fair market value may include using the average of the high and low trading price of BNK common stock on January 31, 2006 (the date of the merger). If you have specific questions about how your broker may have calculated the fair market value, you should consult your broker.

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