

## TD Banknorth is Uniquely Positioned to Make an Acquisition of Hudson United Work

## D Banknorth Inc.

□ Excellent strategic and operating fit:

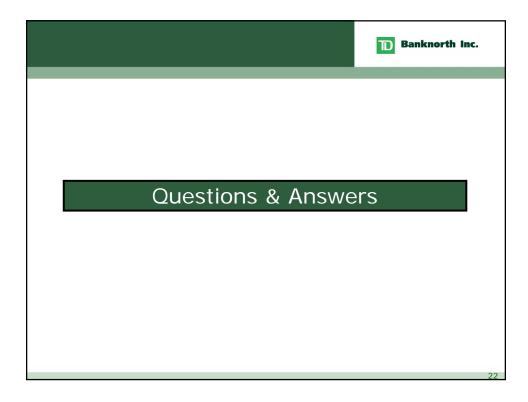
- > Similar community banking models and business focus will facilitate client retention;
- > Perfect fit with TD Banknorth's regional organizational structure;
- > Complementary commercial bank loan and deposit mix;
- > Suburban deposit franchise.

#### □ Manageable execution risk:

- Experienced BNK integration team;
- BNK has proven track record of succeeding in suburban markets such as Hudson United's;
- Consistent with size and scope of past acquisitions;
- > Hudson United management to be supplemented with BNK management;
- >BNK's consistently strong compliance record.
- Ability to leverage TD's expertise in Hudson United's credit card and specialty finance businesses.

(\$ in millions, except per shar	e data)	D Banknorth at 3/31/05	_	Hudson United at 3/31/05		Pro Forma at Close <sup>(1)</sup>	
Assets		\$32,135		\$8,850		\$41,313	
Loans		19,650		4,807		25,925	
Deposits		19,921		6,254		27,746	
Common Equity		6,348		531		8,252	
Tangible Book Value per	- Share	\$7.63		\$9.51		\$7.77	
Tangible Equity / Tangik	ole Assets	4.92	%	4.90	%	5.10	%
Leverage Ratio		6.29		6.85		6.61	
Tier 1 Risk Based Capita	al Ratio	7.97		10.05		8.21	
Total Risk Based Capital	Ratio	10.13		14.41		11.39	

Sum	mary D Banknorth In
Market Expansion Opportunity	<ul> <li>Creates state-wide franchise in Connecticut</li> <li>Builds franchise in eastern New York state</li> <li>Establishes strong commercial presence in New Jersey</li> <li>Provides outstanding opportunity in Philadelphia</li> </ul>
TD Banknorth can Grow and Improve Hudson United's Franchise	Franchise improvement and restructuring     New investments where needed     Advantage of TD Banknorth's products and balance sheet     TD Banknorth management has proven track record of growth via acquisitions
Low-Risk Transaction	Hudson United is a profitable franchise with good asset quality     Community banking model similar to TD Banknorth's     Consistent with size and scope of past acquisitions     Integration experience
Sound Investment	Accretive to BNK's EPS by 2007, the first full year of combined operations     Strong pro forma profitability ratios and net interest margin     Subject to regulatory requirements, TD intends to maintain or increase its     ownership position in BNK     Hudson United provides solid base from which to grow in attractive markets





Summary of Signif Assump	
Value per Hudson United share:	\$42.78 (1)
Aggregate transaction value:	\$1.9 billion (1)
Stock component:	Approximately 32.4 million BNK shares
Cash component:	Approximately \$942 million (funded by selling approximately 29.6 million BNK shares to TD at \$31.79 per share)
Consideration mix:	Approximately 51% stock / 49% cash to Hudson United's shareholders <sup>(2)</sup> ; transaction funded with 100% stock from BNK's perspective
Structure:	Tax-free re-organization for stock component; cash / stock value equalization election mechanism
Estimated initial cost savings:	25% of Hudson United's core operating expense base, fully phased-in by 2007
Additional retail franchise investment	Retail franchise investment: \$7.5 million (after tax) in 2006 and \$10.0 million (after tax) in 2007
and related revenue enhancements:	Revenue enhancements: Initial \$9 million (after tax) in 2007
Restructuring charge:	\$86 million, after tax (approximately 4.5% of deal value)
Required approvals:	Hudson United and BNK shareholder approvals
	Customary regulatory approvals
Expected closing:	First quarter 2006
<ol> <li>Based on BNK's closing price of \$29.96 on July 11, 20</li> <li>Actual allocation will depend upon final exchange ratio</li> </ol>	205. o. 2

		Nationwide Ban	k / Thrift Trar	nsactions <sup>(1)</sup>
	BNK / HU @ \$42.78 <sup>(2)</sup>	High	Average	Low
Price / LTM Earnings	15.2 x	42.1 x	20.7 x	10.6 x
Price / Current Year Earnings (3)	15.8	27.8	17.9	10.7
Price / Tangible Book <sup>(4)</sup>	4.50	6.82	3.77	2.31
Premium / Core Deposits (5)	28.1 %	48.3 %	30.1 %	13.0 %
Premium to Market (One-Day)	14.1	40.5	17.9	(2.5)
Target Profitability Ratios				
ROAA	1.28 %	1.99 %	1.15 %	0.45 %
ROAE	21.5	24.9	14.3	6.2
NIM	3.78	4.84	3.48	2.04

or ramaning gas projects on Hudson United's 2005E EPS per First
 Hudson United's stated tangible book value at March 31, 2005.
 Core deposits exclude CDs over \$100,000.

Pro Forma Impact – Net Income		TD Bank	north Inc.
The acquisition of Hudson United is accretive t	o BNK's EPS	by 2007	, the first
full year of combined operations			
(\$ in millions, except per share data)			
(*	2006	2007	
BNK Earnings <sup>(1)</sup>			
5	\$407.5	\$448.2	
Hudson United Earnings (1)	92.8	135.0	
Anticipated Cost Savings (2)	26.7	41.1	
Retail Franchise Investment	(7.5)	(10.0)	
Revenue Enhancements Cost of Buyback <sup>(3)</sup>	-	9.1	
CDI Amortization Expense (newly created)	(5.6) (16.3)	(7.5) (20.1)	
Benefit of Discontinuing Existing Hudson United CDI Amortization	(16.3)	(20.1)	
Pro Forma GAAP Net Income	\$499.9	\$599.1	
CDI Amortization Expense (newly created)	16.3	20.1	
Existing BNK CDI Amortization Expense	70.7	57.0	
Benefit of Discontinuing Existing Hudson United CDI Amortization	(2.4)	(3.3)	
Pro Forma Cash Net Income	\$584.6	\$673.0	
Current BNK GAAP EPS Estimate (1)	\$2.34	\$2.57	
Pro Forma BNK GAAP EPS	2.33	2.63	
GAAP Accretion to BNK (\$)	(\$0.01)	\$0.06	1
GAAP Accretion to BNK (%)	(0.29) %	2.26 %	
Current BNK Cash EPS Estimate (1)	\$2.75	\$2.90	
Pro Forma BNK Cash EPS	2.73	2.96	
Cash Accretion to BNK (\$)	(\$0.02)	\$0.06	1
Cash Accretion to BNK (%)	(0.64) %	1.90 %	
: Consummation date assumed to be March 31, 2006. Excludes impact of one-time merger-relat lased on median First Call estimates for 2006. 2007 GAAP estimates apply 10% growth rate to 2 andfill gas projects. Sest savings phased in 90% in 2006 and 100% in 2007. Issumes BMK repurchases its stock at close of transaction to target a 5.10% tangible equity / tan	006 GAAP EPS. Hudson	-	

(\$ in millions)	TD Bar	hknorth		Hudsor	n United		Comb	ined	
	Deposits	%		Deposits	%		Deposits	%	_
Non-Interest Bearing	\$4,216	21	%	\$1,320	21	%	\$5,535	21	%
NOW, Savings & MMDA	10,871	55		3,220	51		14,092	54	
Non-Brokered Time Deposits	4,753	24		1,286	21		6,039	23	
Brokered Time Deposits	81	C	_	428	7	_	509	2	_
	\$19,921	100	%	\$6,254	100	%	\$26,175	100	%
Cost	0.92	%		1.10	%		0.96	%	

C&I Loans Hudson United						I	D Banknor	th Inc	
(\$ in millions)									
	TD Bankn			Hudson U		-	Combine	-	-
	Loans	%		Loans	%		Loans	%	-
C&I	\$4,095	21	%	\$2,174	45	%	\$6,268	26	%
Commercial Real Estate	6,559	33		1,131	24		7,690	31	
Consumer	5,607	29		1,006	21		6,613	27	
Residential Real Estate	3,389	17		119	2		3,508	14	
Credit Cards	-	-		378	8		378	2	
Total Loans Less: Loan Loss Reserves	<b>\$19,650</b> (228)	100	%	<b>\$4,807</b> (60)	100	%	<b>\$24,457</b> (288)	100	%
Net Loans	\$19,422			\$4,748			\$24,169		
Yield	5.60 %	<u>،</u>		6.26 %	6		5.73 %		

Strong Asset Qu	uality			D	Banknorti	h Inc.
	TD Banknorth		Hudson United		Combined	
Non Performing Assets / Total Assets	0.21	%	0.38	%	0.25	%
Non Performing Loans / Loans	0.32		0.36		0.33	
Reserves / Loans	1.16		1.24		1.18	
Reserves / Non Performing Loans	362.7		346.8		359.2	
Net Charge-Offs / Average Loans $^{(1)}$	0.20		0.46		0.25	
irce: Company filings. Data as of or for the quarter ended March e: Combined numbers do not include purchase accounting or pro Annualized.	31, 2005. forma adjustments.					

	Hudson U	nited Common Stock
Hypothetical Average BNK Share Price <sup>(1)</sup>	Cash Election Exchange Amount per Share	Stock Election Exchange Amount Per Share (BNK Shares / Market Value)
\$28.00	\$41.36	1.477x / \$41.36
\$29.00	\$42.09	1.451x / \$42.09
\$29.96 <sup>(2)</sup>	\$42.78	1.428x / \$42.78
\$30.00	\$42.81	1.427x / \$42.81
\$30.26	\$43.00	1.421x / \$43.00
\$31.00	\$43.54	1.404x / \$43.54

nciliation Table – Non-GA Information	AP Fir	nancia	al	TD	Bank	north
						YTD
(In thousands, except per share data)	2000	2001	2002	2003	2004	June 05
Net income before extraordinary item and						
cumulative effect of accounting change	\$191,734	\$242,982	\$298,638	\$350,759	\$304,643	\$129,671
Add back merger and consolidation costs, net of tax			_			
Merger related	27,305	2,460	7,486	5,710	40,765	26,865
Securities restructuring Change in unrealized loss on derivitives	10,331	-	-	-	51,560	41,453 (4.332
Change in unrealized loss on derivitives Branch closings	902	1.272	(260)			(4,332
Branch closings Charter consolidation	902	633	2,340	(35)		-
Write-down (adjustment) of auto lease residuals	2.405	580	2,340	(400)	(370)	-
Contract termination - merchant processing	2,403	380		(400)	(370)	
Excluding merger and consolidation costs, securities restructuring.						-
and change in unrealized loss on derivatives	\$234,686	\$247.927	\$308,204	\$356.034	\$396,598	\$193.657
Amortization of intangibles, net of tax	17,423	18,434	4,220	5,815	5,608	27,241
Cash basis, excluding merger and consolidation costs,						
securities restructuring, change in unrealized loss on derivatives,						
and amortization of intangibles.	\$252,109	\$266,361	\$312,424	\$361,849	\$402,206	\$220,898
Diluted earnings per share, before extraordinary item and						
cumulative effect of accounting change	\$1.32	\$1.68	\$1.99	\$2.15	\$1.75	\$0.72
Effects of merger and consolidation costs, net of tax	0.30	0.07	0.07	0.03	0.23	0.15
Excluding merger and consolidation costs	\$1.62	\$1.75	\$2.06	\$2.18	\$1.98	\$0.87
Effects of change in unrealized loss on derivitives						(0.02
Effects of deleveraging, net of tax			-	-	0.30	0.23
Excluding merger and consolidation costs, securities restructuring, and change in unrealized loss on derivatives	\$1.62	\$1.75	\$2.06	\$2.18	\$2.28	\$1.08
and change in unrealized loss on derivatives Amortization of intangibles, net of tax	0.12	0.13	0.03	S2.18 0.03	\$2.28 0.03	0.15
Cash basis, excluding merger and consolidation costs,	0.12	0.13	0.03	0.03	0.03	0.15
cash basis, excluding merger and consolidation costs, securities restructuring, change in unrealized loss on derivatives.					-	-
and amortization of intangibles.	\$1.74	\$1.88	\$2.09	\$2.21	\$2.31	\$1.23
and amortization of intangioles.	.51.74	31.00	32.09	32.21	34.31	31.23
Non Interest Income	\$215,448	\$243.979	\$286.353	\$375,138	\$345,956	\$142.891
Net gains(losses) on sales of securities	(15,456)	1.329	7.282	42,460	(7,701)	(49,036
Lower of cost or market adjustments			-	-	-	(7,114
Change in unrealized loss on derivitives	-	-	-	-	-	6,664
Excluding net securities gains (losses)	\$230,904	\$242,650	\$279,071	\$332,678	\$353,657	\$192,377
Efficiency Ratio	61.67%	55.34%	54.10%	53.09%	60.09%	68.41%
Effects of securities gains and prepayment penalties on borrowings	1.15%	-0.08%	-0.37%	-0.69%	-5.16%	-6.02%
Effect of merger and consolidation costs	-7.48%	-0.67%	-0.64%	-0.69%	-3.88%	-5.52%
Effects of change in unrealized loss on derivitives						0.66%
Excluding securities gains, prepayment penalties on borrowings,		-		-	-	-
change in unrealized loss on derivatives, and merger and	66.044	64.600	#2.00m	61.010	#1.0Em	60.600
consolidation costs	55.34%	54.59%	53.09%	51.71%	51.05%	57.53%
Effects of amortization of intangibles	-2.53%	-2.40%	-0.61%	-0.77%	-0.67%	-6.30%
Cash basis, excluding securities gains, prepayment penalties on		-	-		-	-
borrowings, change in unrealized loss on derivatives, merger and consolidation costs, and amortization of intangibles	52.81%	52,19%	52.48%	50.94%	50.38%	51.23%
consolidation costs, and amoruzation of intangibles	32.81%	32.19%	32.48%	50.94%	30.38%	51.23%

Note on Non-GAAP Financial Information

Banknorth Inc.

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.

# Additional Information about the Transaction

## D Banknorth Inc.

This presentation may be deemed to be solicitation material in respect of the proposed merger of TD Banknorth and Hudson United. In connection with the proposed transaction, a registration statement on Form S-4 will be filed with the SEC. Shareholders of TD Banknorth and shareholders of Hudson United are encouraged to read the registration statement and any other relevant documents filed with the SEC, including the joint proxy statement/prospectus that will be part of the registration statement, because they will contain important information about the proposed merger. The final joint proxy statement/prospectus will be mailed to shareholders of TD Banknorth and shareholders of Hudson United. Investors and security holders will be able to obtain the documents free of charge at the SEC's website, www.sec.gov, from TD Banknorth, Two Portland Square, P.O. Box 9540, Portland, Maine 04112-9540, Attention: Investor Relations, or from Hudson United, 1000 MacArthur Boulevard, Mahwah, New Jersey 07430, Attention: Investor Relations.

TD Banknorth, Hudson United and their respective directors and executive officers and other members of management and employees may be deemed to participate in the solicitation of proxies in respect of the proposed transaction. Information regarding TD Banknorth's directors and executive officers is available in TD Banknorth's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on April 20, 2005, and information regarding Hudson United's directors and executive officers is available in Hudson United's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on March 23, 2005. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.