



**Conditional Approval #1133
October 2015**

September 18, 2015

Mindy Harris
General Counsel
Nordstrom fsb
Customer Service Center
13531 E. Caley Ave
Centennial, CO 80111

Re: Applications for Bulk Transfer of Assets and Material Noncash Capital Contribution
Nordstrom fsb, Scottsdale, AZ
OCC Control Nos.: 2015-WE-5.53-144184 and 2015-WE-Capital&Dividends -144888

Dear Ms. Harris:

On June 29, 2015, as amended July 15, 2015, the subject applications were filed by Nordstrom fsb, Scottsdale, AZ (Nfsb) pursuant to 12 C.F.R. § 163.22(c) and 12 C.F.R. § 5.45, seeking approval of the Office of the Comptroller of the Currency (OCC) to sell certain assets to TD Bank USA, N.A., Wilmington, DE (TD) and receive a material noncash capital contribution from Nordstrom Credit, Inc. We have considered the factors set forth in 12 C.F.R. § 163.22 and 12 C.F.R. § 5.45 and have determined that the proposed sale and contribution would be in compliance with the standards and criteria contained therein. Accordingly, the applications are hereby conditionally approved, subject to the following conditions:

1. No later than three (3) business days after this approval, Nfsb shall enter into a written Operating Agreement with the OCC on substantially the same terms as attached and the Applicant shall thereafter comply with the terms of the Operating Agreement.
2. No later than three (3) business days after this approval, Nfsb shall enter into a written Capital Assurance and Liquidity Maintenance Agreement (CALMA) with Nordstrom, Inc, Seattle, WA (Parent) setting forth Parent's obligation to provide capital and liquidity support to Nfsb if and when necessary. Nfsb shall thereafter comply with the terms of such CALMA.

These conditions are conditions "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, these conditions are enforceable under 12 U.S.C. § 1818. Failure to comply with these conditions may also result in revocation of this approval.

The OCC also approves the application by Nfsb for a material noncash contribution to capital surplus of up to \$23 million as outlined in your application dated June 29, 2015, as amended July 15, 2015. The application indicated the increase in permanent capital would occur through a contribution of certain accounts receivables from Nordstrom Credit, Inc. representing the fair value of the accounts of employees of Parent and its subsidiaries.

Consummation Guidance:

1. The proposed transaction between Nfsb and TD shall be consummated in accordance with the Credit Card Program Agreement, dated May 25, 2015, no more than 120 calendar days after the date of this letter, unless an extension is granted for good cause by this office;
2. On the business day prior to the date of consummation of the proposed transaction, the Chief Executive Officer of Nfsb shall certify to this office, in writing, that no material adverse events or material changes have occurred with respect to the financial condition or operations of Nfsb since the date of the financial statements submitted with the application;
3. Nfsb must provide notice to this office within five (5) business days after the effective date of the proposed transaction, that states: (i) the effective date of the transaction; and, (ii) that the transaction was consummated in accordance with the provisions of all applicable laws and regulations, the application, and this approval letter; and
4. Following completion of the capital contribution, Nfsb must file the required notice pursuant to 12 C.F.R. § 5.45(g)(4) with District Licensing to certify the change in permanent capital.

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. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how we handled your notice. We would appreciate your response so we may improve our service.

If you have questions please contact Senior Licensing Analyst Louis Gittleman at (720) 475-7650 or at louis.gittleman@occ.treas.gov.

Nordstrom fsb
OCC Control No. 2015-WE-5.53-144184, et. al.

Sincerely,

Stephen A. Lybarger

Stephen A. Lybarger
Deputy Comptroller, Licensing