



October 4, 2017

**Conditional Approval #1183
December 2017**

Board of Directors
Nordstrom FSB
8502 E. Princess Drive, Suite 150
Scottsdale, AZ 85255

Re: Termination of 12 U.S.C. 1818 Regulatory Condition in Writing
2017-WE-LicensingOther-299879
Nordstrom FSB
Scottsdale, Arizona, Charter No. 715846

Dear Members of the Board:

By letter dated September 18, 2015, the Comptroller of the Currency (OCC) conditionally approved the application by Nordstrom FSB (Nfsb) to a sell certain assets to TD Bank USA, N.A. (2015-WE-5.53-144184) and receive a material noncash capital contribution from Nordstrom Credit, Inc. (2015-WE-Capital&Dividends 144888). The OCC's approvals were subject to the following conditions:

- No later than three (3) business days after the 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.
- No later than three (3) business days after the approval, Nfsb shall enter into a written Capital Assurance and Liquidity Maintenance Agreement (CALMA) with Nordstrom, Inc., Seattle, WA (Parent) setting for 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.

On September 24, 2015, the bank entered into the required Operating Agreement, and CALMA and remains subject to the provisions of these two Agreements. The Bank has operated under the Operating Agreement and CALMA, has performed satisfactorily and is in compliance with the provisions of the Operating Agreement and CALMA.

On August 2, 2017, the Bank submitted applications to the OCC to engage in a series of transactions to effect an exit from the business of banking. Accordingly, the OCC hereby terminates the above conditions. If the series of transactions described in your application do not occur, the Operating Agreement remains in effect.

Board of Directors

Nordstrom FSB

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Please note that this letter only terminates the condition requiring the Operating Agreement and does not terminate the Operating Agreement itself. You will be receiving separate correspondence from your supervisory office regarding the Operating Agreement.

If you have any questions on this matter, please contact Licensing Specialist Lois Archuletta at (720) 475-7650.

Sincerely,

signed

Stephen A. Lybarger
Deputy Comptroller, Licensing