



---

Comptroller of the Currency  
Administrator of National Banks

---

Washington, DC 20219

**Conditional Approval #638**  
**June 2004**

May 19, 2004

Mr. David Wojcik  
Senior Vice President/Risk Management  
Commerce Bancorp, Inc.  
1701 Route 70 East  
Cherry Hill, New Jersey 08034-5400

Re: Application by Commerce Bank, N.A., Cherry Hill, New Jersey, to establish a branch at Oak Tree Road and Plainfield Avenue, Edison, Middlesex County, New Jersey  
Application Control Number: 2001-NE-05-0105

Dear Mr. Wojcik:

This is to inform you that on May 18, 2004, the Office of the Comptroller of the Currency (“OCC”) conditionally approved your application to establish a branch at Oak Tree Road and Plainfield Avenue, Edison, Middlesex County, New Jersey 08817. This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the bank’s representatives.

The branch will be established within the boundaries of the Oak Tree Engagement Area of the Revolutionary War Battle of Short Hills, a property eligible for listing in the National Register of Historic Places. The Advisory Council on Historic Preservation and the OCC agree that the bank’s plans for establishing the branch would have an adverse effect on the property. Therefore, a Memorandum of Agreement (“MOA”) was developed to mitigate the adverse effects of the proposal. Accordingly, this approval is subject to the following condition:

In establishing a branch at Oak Tree Road and Plainfield Avenue, Edison, New Jersey, Commerce Bank shall carry out the measures listed under the Stipulations section of the Memorandum of Agreement entered into by the bank, the Advisory Council on Historic Preservation, and the OCC. This condition shall remain in effect until Commerce Bank provides the OCC with documentation that all of the measures have been satisfactorily implemented.

This condition shall be deemed a “condition imposed in writing by the agency in connection with the granting of any application or other request” within the meaning of 12 U.S.C. § 1818(b)(1). As such, the condition is enforceable under 12 U.S.C. § 1818.

Mr. David Wojcik  
Application Control Number: 2001-NE-05-0105  
Page 2

An executed original copy of the Memorandum of Agreement is enclosed for your records.

This letter serves as authorization for the bank to establish Branch No. 121128A at the above-noted address, which will be known as the "Edison/Oak Tree Branch." Within 10 days after opening, the bank must advise the OCC's Northeastern District Licensing unit in writing of the branch's opening date so the OCC may complete its records.

Please be advised that if the branch is not opened within 18 months from the conditional approval date, the approval will automatically terminate unless the OCC grants an extension.

If at sometime in the future the bank decides to close this branch, it must submit a 90-day advance notice of proposed branch closing to the Northeastern District Licensing unit pursuant to 12 U.S.C. 1831r-1. Following the closing of the branch office, a final closing notice should be submitted to that office.

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 laws and regulations. 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 opinion of how we handled your application. We would appreciate your response so we may improve our service.

If you have any questions regarding this letter, please contact Nina Lipscomb, Licensing Specialist, in our Northeastern District Office at (212) 790-4055 or me at (202) 874-5060. In any correspondence regarding this application, please reference the application control number.

Sincerely,

*/s/ Robert A. Sihler*

Robert A. Sihler  
Senior Licensing Analyst

Enclosures: Memorandum of Agreement  
Survey