



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Conditional Approval #634

April 27, 2004

May 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/Pennsylvania, N.A., Philadelphia, Pennsylvania, to establish a branch at 1060 Second Street Pike, Richboro, Bucks County, Pennsylvania
Application Control Number: 2003-NE-05-0036 (SHPO Number: ER 03-0927-017)

Dear Mr. Wojcik:

This is to inform you that on April 22, 2004, the Office of the Comptroller of the Currency (“OCC”) conditionally approved your application to establish a branch at 1060 Second Street Pike, Richboro, Bucks County, Pennsylvania 18954. 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 on the site of the Northampton High School, which has been determined eligible for listing in the National Register of Historic Places. The Pennsylvania State Historic Preservation Office 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 1060 Second Street Pike, Richboro, Pennsylvania, Commerce Bank/Pennsylvania shall carry out the measures listed under the Stipulations section of the Memorandum of Agreement entered into by the bank, the Pennsylvania State Historic Preservation Officer, and the OCC. This condition shall remain in effect until Commerce Bank/Pennsylvania 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. §

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1818(b)(1). As such, the condition is enforceable under 12 U.S.C. § 1818. An executed original copy of the Memorandum of Agreement is enclosed.

This letter serves as authorization for the bank to establish Branch No. 124742A at the above-noted address, which will be known as the "Richboro 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