

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|--------------------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Cardinal Merger LLC | | 04/02/2008 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Commerce Bancorp LLC | | |
| Street Address: | c/o TD Banknorth, Inc. | | |
| Internal Address: | Two Portland Square | | |
| City: | Portland | | |
| State/Country: | MAINE | | |
| Postal Code: | 04101 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3204243 | MOST CONVENIENT BANK | |
| Registration Number: | 2890738 | AMERICA'S MOST CONVENIENT BANK | |
| Registration Number: | 2462917 | AMERICA'S MOST CONVENIENT BANK | |
| Registration Number: | 2260060 | AMERICA'S MOST CONVENIENT BANK | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (202)408-4400 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 202-408-4000 | | |
| Email: | docketing@finnegan.com | | |
| Correspondent Name: | Finnegan & Henderson | | |
| Address Line 1: | 901 New York Avenue, N.W. | | |
| Address Line 4: | Washington, DISTRICT OF COLUMBIA 20001 | | |
| ATTORNEY DOCKET NUMBER: | 09933.0096-01000 | | |

OP \$115.00 3204243

| | |
|--|----------------------|
| NAME OF SUBMITTER: | Lawrence R. Robins |
| Signature: | /Lawrence R. Robins/ |
| Date: | 05/07/2009 |
| Total Attachments: 4 source=CommerceBancorp#page1.tif source=CommerceBancorp#page2.tif source=CommerceBancorp#page3.tif source=CommerceBancorp#page4.tif | |

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CARDINAL MERGER LLC", CHANGING ITS NAME FROM "CARDINAL MERGER LLC" TO "COMMERCE BANCORP LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2008, AT 7:45 O'CLOCK P.M.

4431446 8100

080388614

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6499725

DATE: 04-03-08

TRADEMARK
REEL: 003983 FRAME: 0841

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Cardinal Merger LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows: First: The name of the limited liability company formed hereby is Commerce Bancorp LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 2nd day of April, A.D. 2008.

By: CARDINAL INTERMEDIATE LLC, Managing Member


Authorized Person(s)

Name: Richard C Angelove
Print or Type

080388614
David

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REVISED 8/1/98

Whenever a filing is received by the Secretary of State with the words "Bank" or "Trust" or a derivative of either word in the name, we will forward it to the State Bank Commissioner or his designee prior to filing, pursuant to Title 2, Delaware Code, Sections 126 and 391, and Title 5, Delaware Code, Section 721. After review by the Commissioner or his designee, a recommendation will be made to the Secretary of State indicating whether or not the name should be approved.

In order for the Bank Commissioner to determine whether or not to recommend approval, please answer the following questions:

IF THIS FORM IS NOT COMPLETELY FILLED OUT, IT WILL NOT BE REVIEWED BY THE BANK COMMISSIONER.

1. The name on the filing is Commerce Bancorp, LLC
2. The type of filing is in connection with a Certificate of Conversion/Formation of Commerce Bancorp, LLC
3. Will the corporation be a bank? Yes No
4. If not will it be a bank holding company? Yes No
5. Will the corporation conduct banking business in Delaware? Yes No
6. If not, will it be conducting a banking business out of state? Yes No
7. If yes, what type of banking business and where will the business be conducted.

The applicant controls Commerce Bank, N.A. and Commerce Bank/Worth, which have branches in the states of NJ, VA, DE, NY, CT, VA, MD and FL, as well as DC.

8. Under which federal or state regulatory authority will it operate (OCC, OTS, FRB, SEC, FOREIGN (describe), etc)? The applicant is regulated as a bank holding company by the Board of Governors of the Federal Reserve System. Its subsidiaries, Commerce Bank, N.A. and Commerce Bank/Worth are regulated by (i) the OCC and (ii) the NY Dept. of Bank and Insurance, respectively.

9. Has application(s) been filed with the above-mentioned agency(ies)? Yes No

(If yes, which agency(ies) and when was each application filed?) The applicant is currently a New Jersey bank holding company. In connection with its reorganization to Delaware, an application was submitted to the Board of Governors of the Federal Reserve System on November 30, 2007 and approved on March 13, 2008.

10. If not a banking business, what type of business will it be conducting?
Not Applicable.

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Not Applicable

11. If not a banking business, will it be regulated by any federal or state agency? Yes No

11a. If yes, which agency? Not Applicable which state?

12. Is the applicant an affiliate of a regulated entity? Yes

12a. If yes, identify which entity. Commerce Bank, N.A.; Commerce Bank/Worth; The Toronto-Dominion Bank; TD Banknorth, N.A.; TD Bank USA, N.A.

13. Contact name, address, and telephone number:

Gary Rice

Kingston Thacher & Luntlett LLP

425 Lexington Avenue, New York, NY 10017

212-455-7349

(signature) *Richard [unclear]*
(date) *4-3-08*

TO THE OFFICE OF THE STATE BANK COMMISSIONER

Please review and return with your recommendation as soon as possible.

X APPROVAL RECOMMENDED

NAME

Jonathan [unclear]

 APPROVAL NOT RECOMMENDED

DATE

4-3-08

This is a Priority Filing Yes No

This is a Bank Holding Company!