# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| Commerce Bancorp LLC | | 03/20/2009 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|---|---|
| Name: | The Toronto-Dominion Bank |
| Street Address: | 55 King Street |
| City: | Toronto |
| State/Country: | CANADA |
| Entity Type: | Chartered Bank: CANADA |

PROPERTY NUMBERS Total: 27

| Property Type | Number | Word Mark |
|---|---|---|
| Registration Number: | 2533220 | 1-800-YES-2000 |
| Registration Number: | 3235767 | AMERICA'S #1 BANK |
| Registration Number: | 3482598 | AMERICA'S BEST BANK |
| Registration Number: | 3133194 | AMERICA'S MOST CONVENIENT GIFT |
| Registration Number: | 2922054 | AMERICA'S MOST CONVENIENT INSURANCE |
| Registration Number: | 3012501 | AMERICA'S MOST CONVENIENT INVESTMENTS |
| Registration Number: | 3068258 | C |
| Registration Number: | 2506199 | C |
| Registration Number: | 3214418 | C COMMERCE BANK |
| Registration Number: | 3009960 | CAMP BUSINESS |
| Registration Number: | 2914229 | CAMP BUSINESS |
| Registration Number: | 2911543 | CAMP BUSINESS: THE LEARNING JOURNEY |
| Registration Number: | 3405574 | COMMERCE BANC INSURANCE SERVICES |
| Registration Number: | 3177453 | COMMERCE TRADEFINANCEDIRECT |

OP $690.00 2533220

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|---|---|---|
| Registration Number: | 2996378 | COMMERCE U C UNIVERSITY |
| Registration Number: | 3115621 | COMMERCE UNIVERSITY |
| Registration Number: | 2931623 | MAKING MONEY MAKE SENSE |
| Registration Number: | 3262905 | MONEY ROCKS! |
| Registration Number: | 3102701 | PENNY ARCADE |
| Registration Number: | 3104346 | RED FRIDAY |
| Registration Number: | 2862324 | THE LEARNING JOURNEY |
| Registration Number: | 2331011 | THE YES BANK |
| Registration Number: | 3283043 | THERE'S NO PLACE LIKE COMMERCE! |
| Registration Number: | 2917576 | YESBANK.COM |
| Serial Number: | 78545599 | ESCROWDIRECT |
| Serial Number: | 76977915 | PENNY ARCADE |
| Serial Number: | 78532315 | AMERICA'S MOST CONVENIENT GIFT |

CORRESPONDENCE DATA


Fax Number: (202)408-4400

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

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


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|---|---|
| ATTORNEY DOCKET NUMBER: | 09933.0097-00000 |

DOMESTIC REPRESENTATIVE


Name: Finnegan & Henderson

Address Line 1: 901 New York Avenue, N.W.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20001


| | |
|---|---|
| NAME OF SUBMITTER: | Lawrence R. Robins |
| Signature: | /Lawrence R. Robins/ |
| Date: | 06/09/2009 |

Total Attachments: 5

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**ASSIGNMENT**

Commerce Bancorp LLC, a Delaware Limited Liability Company with its principal place of business at Two Portland Square, Portland, Maine ("Assignor"), is the owner of the marks identified in Exhibit A and of the U.S. trademark registration therefor ("the Trademarks").

The Toronto-Dominion Bank, a Canadian chartered bank with its principal place of business at 55 King Street, Toronto, Ontario, Canada ("Assignee"), wishes to acquire the Trademarks.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

Commerce Bancorp LLC

By: _____

Name: John R. Opperman

Title: Vice President

Date: 20 MAR 2009

**EXHIBIT A-Trademarks**

| MARK | REG. NO. | REG. DATE |
|---|---|---|
| 1-800-YES-2000 | 2,533,220 | January 29, 2002 |
| AMERICA'S #1 BANK | 3,235,767 | May 1, 2007 |
| AMERICA'S BEST BANK | 3,482,598 | August 5, 2009 |
| AMERICA'S MOST CONVENIENT BANK | 2,462,917 | June 19, 2001 |
| AMERICA'S MOST CONVENIENT BANK | 2,260,060 | July 6, 1999 |
| AMERICA'S MOST CONVENIENT BANK | 2,890,738 | October 5, 2004 |
| AMERICA'S MOST CONVENIENT GIFT | 3,133,194 | August 22, 2006 |
| AMERICA'S MOST CONVENIENT INSURANCE | 2,922,054 | February 1, 2005 |
| AMERICA'S MOST CONVENIENT INVESTMENTS | 3,012,501 | November 8, 2005 |
| C (Stylized in Red) | 3,068,258 | March 14, 2006 |
| C (Stylized) | 2,506,199 | November 13, 2001 |
| C COMMERCE BANK (Stylized) | 3,214,418 | March 6, 2007 |
| CAMP BUSINESS | 3,009,960 | November 1, 2005 |
| CAMP BUSINESS | 2,914,229 | December 28, 2004 |
| CAMP BUSINESS: THE LEARNING JOURNEY | 2,911,543 | December 14, 2004 |
| COMMERCE | 2,084,001 | July 29, 1997 |
| COMMERCE BANC | 3,405,574 | April 1, 2008 |

INSURANCE SERVICES

| | | |
|---|---|---|
| COMMERCE CHECKVIEW | 2,831,145 | April 13, 2004 |
| COMMERCE TRADEFINANCE DIRECT | 3,177,453 | November 28, 2006 |
| COMMERCE TREASURY DIRECT | 2,839,401 | May 11, 2004 |
| COMMERCE U C UNIVERSITY (Stylized) | 2,996,378 | September 20, 2005 |
| COMMERCE UNIVERSITY | 3,115,621 | July 18, 2006 |
| MAKING MONEY MAKE SENSE | 2,931,623 | March 8, 2005 |
| MONEY ROCKS! | 3,262,905 | July 10, 2007 |
| MOST CONVENIENT BANK | 3,204,243 | January 30, 2007 |
| PENNY ARCADE | 3,102,701 | June 13, 2006 |
| RED FRIDAY | 3,104,346 | June 13, 2006 |
| THE COMMERCE ADVANTAGE | 2,708,238 | April 22, 2003 |
| THE LEARNING JOURNEY | 2,862,324 | July 13, 2004 |
| THE YES BANK | 2,331,011 | March 21, 2000 |
| THERE'S NO PLACE LIKE COMMERCE! | 3,283,043 | August 21, 2007 |
| WOW ANSWER GUIDE | 2,570,816 | May 21, 2002 |
| WOW ANSWER GUIDE & Design | 2,572,852 | May 28, 2002 |
| WOW! THE CUSTOMER | 2,961,932 | June 14, 2005 |
| YESBANK.COM | 2,917,576 | January 11, 2005 |

| MARK | SERIAL NO. | FILING DATE |
|---|---|---|
| COMMERCE C CAPITAL MARKETS & Design | 78/807,821 | February 6, 2006 |
| COMMERCE REWARDS | 78/710,746 | September 12, 2005 |
| COMMERCE WEALTH MANAGEMENT | 77/190,893 | May 25, 2007 |
| COMMERCE WEALTH MANAGEMENT | 77/209,408 | June 19, 2007 |
| ESCROWDIRECT | 78/545,599 | January 11, 2005 |
| PENNY ARCADE | 76/977,915 | October 18, 2004 |
| WOW | 76/536,100 | June 2, 2003 |
| WOW | 76/519,868 | June 3, 2003 |
| YOU'VE EARNED IT! | 78/710,749 | September 12, 2005 |
| AMERICA'S MOST CONVENIENT GIFT | 78/532,315 | December 14, 2004 |

State Registrations

| MARK/STATE | REG NO. | REG DATE |
|---|---|---|
| C (Stylized)-Pennsylvania | 2799871 | February 12, 1998 |
| C (Stylized)-Pennsylvania | 2799869 | February 12, 1998 |
| C (Stylized-Pennsylvania | 2799874 | February 7, 2003 |
| C (Stylized)-New Jersey | 20522 | February 11, 1998 |
| C (Stylized) COMMERCE BANK (Stylized)-Delaware | 200518562 | May 19, 2005 |
| C COMMERCE BANK-Pennsylvania | 3093413 | September 9, 2002 |
| C COMMERCE BANK (Stylized)-New Jersey | 22189 | May 2, 2005 |
| COMMERCE-Pennsylvania | 2799866 | February 12, 1998 |

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|---|---|---|
| COMMERCE-Pennsylvania | 2799870 | February 12, 1998 |
| COMMERCE-Pennsylvania | 2799872 | February 12, 1998 |
| COMMERCE-New Jersey | 20523 | February 11, 1998 |
| COMMERCE BANK-New Jersey | 20521 | February 11, 1998 |
| COMMERCE BANK-New Jersey | 2799868 | February 12, 1998 |
| COMMERCE BANK-Pennsylvania | 2799867 | February 12, 1998 |
| COMMERCE BANK-Pennsylvania | 2799873 | February 12, 1998 |
| COMMERCE NATIONAL-Delaware | 0070367 | October 19, 2000 |