

COMMERCE BANCORP INC /NJ/

Form 425

October 02, 2007

Filed by Commerce Bancorp, Inc.
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Subject Company: Commerce Bancorp, Inc.
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Forward Looking Statements

The information presented may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and any comparable safe harbour of applicable Canadian legislation, including, but not limited to, statements relating to anticipated financial and operating results, the companies plans, objectives, expectations and intentions, cost savings and other statements, including words such as anticipate, believe, plan, estimate, expect, intend, will, should, may, and other similar expressions. Such statements are based upon the beliefs and expectations of our management and involve a number of significant risks and uncertainties. Actual results may differ materially from the results anticipated in these forward-looking statements. The following factors, among others, could cause or contribute to such material differences: the ability to obtain the approval of the transaction by Commerce Bancorp, Inc. stockholders; the ability to realize the expected synergies resulting for the transaction in the amounts or in the timeframe anticipated; the ability to integrate Commerce Bancorp, Inc.'s businesses into those of TD Bank Financial Group in a timely and cost-efficient manner; and the ability to obtain governmental approvals of the transaction or to satisfy other conditions to the transaction on the proposed terms and timeframe. Additional factors that could cause TD Bank Financial Group's and Commerce Bancorp, Inc.'s results to differ materially from those described in the forward-looking statements can be found in the 2006 Annual Report on Form 40-F for The Toronto-Dominion Bank and the 2006 Annual Report on Form 10-K of Commerce Bancorp, Inc. filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's Internet site (<http://www.sec.gov>).

The proposed merger transaction involving The Toronto-Dominion Bank and Commerce Bancorp, Inc. will be submitted to Commerce Bancorp's shareholders for their consideration. Shareholders are encouraged to read the proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information. Shareholders will be able to obtain a free copy of the proxy statement/prospectus, as well as other filings containing information about The Toronto-Dominion Bank and Commerce Bancorp, Inc., without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the proxy statement/prospectus can also be obtained, when available, without charge, by directing a request to TD Bank Financial Group, 66 Wellington Street West, Toronto, ON M5K 1A2, Attention: Investor Relations, (416) 308-9030, or to Commerce Bancorp, Inc., Shareholder Relations, 1701 Route 70 East Cherry Hill, NJ 08034-5400, (856) 751-9000.

The Toronto-Dominion Bank, Commerce Bancorp, Inc., their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding The Toronto-Dominion Bank's directors and executive officers is available in its Annual Report on Form 40-F for the year ended October 31, 2006, which was filed with the Securities and Exchange Commission on December 11, 2006, and its notice of annual meeting and proxy circular for its most recent annual meeting, which was filed with the Securities and Exchange Commission on February 23, 2007. Information regarding Commerce Bancorp, Inc.'s directors and executive officers is available in Commerce Bancorp, Inc.'s proxy statement for its most recent annual meeting, which was filed with the Securities and Exchange Commission on April 13, 2007. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect

interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

The following began being used by Commerce Bancorp, Inc. with its customers on October 2, 2007:

**Customer Q&A
TD Bank Financial Group Acquisition
October 2, 2007**

Q. What was the deal that was announced?

- A. Commerce Bank is joining forces with North American powerhouse TD Bank Financial Group. You may know them as TD Ameritrade, TD Waterhouse, TD Securities, TD Canada Trust, or TD Banknorth.

Q. How does this merger affect Customers?

- A. You will continue to receive the legendary customer service you have come to know and expect.

Take comfort that TD Bank Financial Group is like us in so many ways. They are a growth machine. They share an obsession with delivering legendary customer service. TD is ranked #1 by J.D. Power. They have terrific organizational dynamics which underscore the vital importance of everyone working together for the good of the order.

To continue our success we need greater scale and more product offerings. We were looking to create these on our own when the opportunity to join forces with TD Bank Financial Group developed...a great strategic alternative.

TD Bank Financial Group has set its sight on building the best banking platform in the U.S. They began their expansion with the recent acquisition of Banknorth (now TD Banknorth) which has a network of 600 stores in Maine, Vermont, New Hampshire, Massachusetts, Connecticut, New York, Pennsylvania, and New Jersey.

Q. Will Commerce and TD Banknorth be merged?

- A. Initially, it is business as usual for all Customers and staff of both Commerce Bank and TD Banknorth. You can continue to bank as you always have, with the same friendly and helpful staff. We will inform you well in advance if any changes should occur.

Q. Will Commerce Bank change its name?

- A. There are no name changes planned at this time.

Q. What will happen to employees as a result of this merger?

- A. Expect to see the same smiling faces you've come to know. We are not going to make any changes that will adversely affect your relationship with the Bank.

Q. Will Commerce Customers now be able to access cash and their account information through TD Banknorth stores and vice versa?

- A. Initially, it will be business as usual for Commerce Bank and TD Banknorth Customers. One of the first things we plan to get to work on will be access to an extended platform, and we'll keep you apprised as things develop.

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