



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

April 13, 2005

Community Development Investment Letter #2005-2
August 2005
12 CFR 24

Mr. Thomas H. Arasz
Senior Vice President/CRA Officer
Commerce Bank/Pennsylvania, N.A.
1900 Market Street
Philadelphia, PA 19103

Dear Mr. Arasz:

This letter responds to the after-the-fact notice from Commerce Bank/Pennsylvania, N.A. (the "Bank") that we received on February 24, 2005. The Bank indicates that it made an investment of \$1,000,000 in the Charter School Capital Access Program (the "CCAP") under the requirements of 12 USC §24 (Eleventh) (the "Statute") and 12 CFR Part 24 (the "Regulation") concerning national bank community and economic development entities, community development projects, and other public welfare investments.

The Bank's notice indicates that its investment primarily benefits low- and moderate-income individuals and areas and is a "qualified investment" under 12 C.F.R. § 25.23 for purposes of the Community Reinvestment Act ("CRA"). CCAP is a newly established financing source for charter school facilities. The Reinvestment Fund, Inc, and its partner, NCB Development Corporation of Washington, D.C., is making this financing available for charter schools in the mid-Atlantic region that enroll students from predominantly low- income households or neighborhoods. Charter schools in Pennsylvania, Delaware, Maryland, New Jersey, Virginia and Washington, D.C. are eligible.

The Bank attests that it is eligible to provide an after-the-fact notification, and that the investment complies with the public welfare and the investment limit requirements of §§ 24.3 and 24.4 of the Regulation. The aggregate amount of the Bank's outstanding investments and commitments under the Regulation may not exceed 5 percent of its capital and surplus without prior, written approval by the OCC. In no event may the aggregate amount of the Bank's outstanding investments and commitments under the Statute and the Regulation exceed 10 percent of its capital and surplus. If requested by the OCC, the Bank will provide reports concerning its Part 24 investment.

The response set forth in this letter is based on information and representations provided to us by the Bank. Any change in the nature, amount, or purpose of the Bank's investment could result in a

different response being rendered concerning the conformance of the Bank's investment with the Statute and the Regulation.

This response regarding the Bank's Part 24 investment and activities, and communications by OCC employees in connection with this filing, do not constitute a contract, express or implied, or any other obligation upon the OCC, the U.S., or any agency or entity of the U.S., or an officer or employee of the U.S. This response does 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 U.S.

If you have questions regarding this letter, please feel free to contact me at (202) 874-4930. You may also access general information about the national bank community development investment authority under Part 24 on <http://www.occ.treas.gov/cdd/pt24toppage.htm>.

Sincerely,

signed

Barry R. Wides
Deputy Comptroller
Community Affairs