

FIRST COMMERCE BANCORP, INC.

HUMAN RESOURCE AND COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Human Resource and Compensation Committee of the Board of Directors (the "Committee") of First Commerce Bancorp, Inc. (the "Company") is to provide assistance to the Board of Directors to review the compensation of the Board of Directors and the senior executive officers. In addition, the Committee's purpose is to enable the Company to attract and retain high quality leadership and to assure that the executive officers of the Company are compensated in a manner consistent with the compensation policies adopted by the Committee, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies. The Committee shall report on its activities periodically to the Board of Directors. The Committee shall also produce an annual report on the Committee's compensation policies and executive compensation for inclusion in the Company's proxy statement if then required by the rules and regulations of the Securities and Exchange Commission.

Powers and Duties

The function, powers and duties of the Committee are as follows:

1. Review from time to time and approve the Company's compensation policies to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports organization objectives and shareholder interests.
2. Review and approve annually the corporate goals and objectives relevant to the chief executive officer of the Company, evaluate the chief executive officer's performance in light of these goals and objectives, and determine the chief executive officer's compensation based on this evaluation and communicate in its annual committee report to shareholders, if any, the factors and criteria on which the chief executive officer's compensation for the last year was based, including the relationship of the Company's performance to the chief executive officer's compensation.
3. Review with the assistance of the chief executive officer the compensation for all other officers (as that term is defined in Section 16 of the Exchange Act of 1934, as amended, and Rule 16a-1 thereunder) (referred to collectively herein as "executive officers") of the Company other than the chief executive officer and communicate in its annual committee report to shareholders, if any, the specific relationship of corporate performance to such executive compensation.
4. Review the Company's incentive compensation and equity plans and recommend changes in the plans to the Board as needed.

5. Review and determine awards made to executive officers under the Company's incentive compensation and equity plans.
6. Approve, subject, where appropriate, to submission to shareholders, all new equity-related incentive plans for executive officers.
7. Review and approve compensation for the Board of Directors and committees of the Board and fix the terms and awards of any stock compensation for members of the Board.
8. Review the Company's bonus, option and incentive plans and employee benefit programs and approve changes subject, where appropriate, to shareholder or Board of Director approvals.
9. If appropriate, hire outside advisors, including compensation consultants, at the Company's expense to assist the Committee with its work.
10. Engage in such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board of Directors of the Company and/or the Chairman of the Board of Directors, or as designated in plan documents.
11. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.
12. The Committee shall, at least annually, review and reassess this Charter and submit any recommended changes to the Board for its consideration.

Composition of Committee

The Committee shall be comprised of not less than three Board members, including a Committee Chairman, designated by the Board of Directors, each of whom shall be independent within the meaning of the listing standards set forth by The Nasdaq Stock Market, LLC and any other applicable laws, rules, or regulations except that the Company's Chairman may serve on the committee, though he may not vote with respect to matters of his own compensation. Additionally, members of the Committee, other than the Chairman, must also qualify as "non-employee directors" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Act"), and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. In addition, only these non-employee directors and outside officers shall approve any equity-based compensation to be paid to the executive officers.

Meetings

The Committee shall meet at least annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Only Committee members, and the persons invited by the Committee, shall be present at any meeting at which the Committee determines the

compensation of the chief executive officer of the Company or other executive officers of the Company; provided that the chief executive officer may be present during the Committee's deliberation with respect to all other executive officers, but may not vote on his own compensation. Special meetings of the Committee may be called on one-day's notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting; provided that the Committee may form and delegate authority to subcommittees (including subcommittees consisting only of non-employee and outside directors) or members when appropriate. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Committee Access and Resources

In carrying out its responsibilities, the Committee shall have access to all the Company's books, records, directors, officers and employees. The Committee shall have the authority to consult with the Company's counsel. It shall also have the authority to employ any counsel or other advisor of its selection, at the Company's expense, should the Committee deem it appropriate or desirable to do so.