



Federal Deposit Insurance Corporation
550 17th Street NW, Washington, D.C. 20429-9990

Division of Supervision and Consumer Protection

VIA FACSIMILE AND BY CERTIFIED MAIL RETURN RECEIPT REQUESTED

January 29, 2008

Board of Directors
Cape Savings Bank
225 North Main Street
Cape May Court House, New Jersey 08210

Dear Members of the Board:

The notice of intent to convert from mutual-to-stock form filed on behalf of Cape Savings Bank, Cape May Court House, New Jersey, has been reviewed by the Federal Deposit Insurance Corporation (FDIC) pursuant to the FDIC's regulations at 12 C.F.R. Sections 303.163 and 333.4. Based on the information provided and representations made, the FDIC poses no objection to the proposed conversion transaction.

Please notify our New York Regional Office in writing when the proposed transaction has been consummated.

Sincerely,

/S/

Christopher J. Spoth
Senior Deputy Director

cc: Marc Levy
Eric Luse
Luse Gorman Pomerenk & Schick, P.C.
5335 Wisconsin Avenue, N.W., Suite 400
Washington, D.C. 20015-2035

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Cape Savings Bank
Cape May Court House, New Jersey

Application for Consent to Merge and to Establish Seven Branches

ORDER AND BASIS FOR CORPORATION APPROVAL

Pursuant to Section 18(c) and other provisions of the Federal Deposit Insurance ("FDI") Act, The Cape Savings Bank, Cape May Court House, New Jersey, an insured state nonmember savings institution with total resources of \$620,054,000 and total deposits of \$490,797,000 as of September 30, 2007, has filed an application for the Corporation's consent to merge with Boardwalk Bank, Linwood, New Jersey, an insured state nonmember bank with total resources of \$444,909,000 and total deposits of \$321,314,000 as of September 30, 2007, under the charter of Cape Savings Bank and with the new title of Cape Bank, and to establish the seven offices of Boardwalk Bank as branches of the resultant bank. Notice of the proposed transaction, in a form approved by the Corporation, has been published pursuant to the FDI Act.

The proposal would provide a means by which the *de novo* Cape Bancorp, Inc., Cape May Court House, New Jersey, a single bank holding company which will control one bank with aggregate total deposits of \$490,797,000, may consolidate some of its operations after the acquisition of Boardwalk Bank's holding company, Boardwalk Bancorp, Inc. Boardwalk Bank currently has total deposits of \$321,314,000. The proposed merger will occur no later than six months from the date of this Order and Basis for Corporation Approval, and will be facilitated by a public stock offering by Cape Bancorp, Inc. The proposed transaction would not affect the structure of commercial banking or the concentration of banking resources within the relevant market. Services to be offered in the relevant market by the resultant bank would not differ materially from those presently offered by the proponents.

A review of available information, including the Community Reinvestment Act ("CRA") Statements of the proponents, discloses no inconsistencies with the purposes of the Community Reinvestment Act. The resultant institution is expected to continue to meet the credit needs of its entire community, consistent with the safe and sound operation of the institution.

In connection with the application, the Corporation has also taken into consideration the financial and managerial resources and future prospects of the proponent institutions and the resultant bank, and the convenience and needs of the community to be served. The FDIC has also taken into consideration the effectiveness of the insured depository institutions involved in the proposed merger transaction in combating money laundering. Having found favorably on all statutory factors and having considered other relevant information, including any reports on the competitive factors furnished by the Attorney General of the United States, it is the Corporation's judgment that the application should be and hereby is approved.

The transaction shall not be later than six months after the date of this Order, unless such period is extended for good cause by the Corporation. Until the proposed transaction becomes effective, the Corporation shall have the right to alter, suspend or withdraw its approval should any interim development be deemed to warrant such action.

By Order of the Senior Deputy Director of the FDIC's Division of Supervision and Consumer Protection, acting pursuant to delegated authority for the Board of Directors of the Corporation.

Dated at Washington, D.C., this 13th day of November, 2007

/S/

By: _____

Christopher J. Spoth
Senior Deputy Director
Division of Supervision and Consumer Protection