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**2<sup>nd</sup> SUPPLEMENTARY PROSPECTUS DATED FEBRUARY 25, 2011**



**CANADIAN IMPERIAL BANK OF COMMERCE**

*(a Canadian chartered bank)*

**€10,000,000,000**

**Global Public Sector Covered Bond Programme**

**unconditionally and irrevocably guaranteed as to payments by**

**CIBC COVERED BOND GUARANTOR LIMITED PARTNERSHIP**

*(a limited partnership formed under the laws of Ontario)*

This Supplement (the "Supplement") to the Prospectus dated September 17, 2010 as supplemented by the Supplementary Prospectus dated December 7, 2010 (together with the Supplement, the "Prospectus"), which comprises a base prospectus under Article 5.4 of the Prospectus Directive and Listing Particulars for the purpose of LR 2.2.11 of the Listing Rules Instrument 2005 for Canadian Imperial Bank of Commerce ("CIBC" or the "Issuer"), constitutes a supplementary prospectus in respect of the base prospectus for CIBC for purposes of Section 87G of the *Financial Services and Markets Act 2000* (the "FSMA") and supplementary listing particulars in respect of the Listing Particulars for the purpose of the Listing Rules Instrument 2005 and is prepared in connection with the €10,000,000,000 Global Public Sector Covered Bond Programme of CIBC, unconditionally and irrevocably guaranteed as to payments by CIBC Covered Bond Guarantor Limited Partnership (the "Guarantor"), established by CIBC.

Terms defined in the Prospectus have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by CIBC from time to time.

CIBC and the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of CIBC and the Guarantor, having taken reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to incorporate by reference in the Prospectus the latest unaudited interim results (including management's discussion and analysis thereof) of CIBC.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the Supplementary Prospectus dated December 7, 2010.