

**Commerce Bancshares, Inc.**  
Compliance Department, TB12-1  
922 Walnut P.O. Box 13686  
Kansas City, MO 64199-3686

September 18, 2006

Reference Number:  
RIN 3064-AD05

Robert E. Feldman, Executive Secretary  
Attention: Comments/Legal ESS  
Federal Deposit Insurance Corporation  
550 17<sup>th</sup> Street, NW  
Washington, DC 20429

via e-mail to: [comments@fdic.gov](mailto:comments@fdic.gov)

Dear Sir:

Commerce Bancshares, Inc. is a registered bank holding company with total assets of \$14.3 billion at June 30, 2006, and three bank subsidiaries. Two of these banks are full-service banks, with approximately 200 branch locations in Missouri, Illinois, and Kansas. The other bank is a limited-purpose bank, with one office in Omaha, Nebraska. All of the banks are national banks. A full line of banking services, including investment management and securities brokerage are offered. The Company also has operating subsidiaries involved in mortgage banking, credit related insurance, venture capital and real estate activities.

Thank you for allowing us the opportunity to comment on the proposed rulemaking regarding **12 CFR Part 328 - "Advertisement of Membership"** - published in the Federal Register on July 17, 2006.

We support the proposed changes. However, we have two specific recommendations regarding the wording in **§328.3 Official advertising statement requirements**.

Regarding the paragraph heading for 328.3(c): "*Use of official advertising statement in all advertisements.*" We recommend that this heading be revised to eliminate the word "all". Because the regulation will no longer include a laundry list of exceptions to the meaning of "all advertisements", we believe retaining the word "all" could be misleading.

In addition, we recommend rephrasing the last portion of §328.3(c)(1) for clarity. That paragraph indicates that the official advertising statement must be included "in all advertisements that either promote deposit products and services *or generally promote banking services* offered by the institution." The language we question is shown in italics.

We think this language could cause confusion about whether the requirement is tied to “general promotions of banking services” or “promotions of general banking services.” To clarify the requirement, we recommend that the italicized language above be revised to read: “ *...or promote non-specific banking services ...*”

We appreciate the opportunity to comment on this topic.

Sincerely,

Sherri M. Beam  
Commerce Bancshares, Inc.  
Compliance Officer