



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

October 24, 2003

Interpretive Letter #977
December 2003
12 USC 30A

Ms. Beth Whitehead
Associate Counsel
National Commerce Financial Corporation
One Commerce Square
Memphis, TN 38150

Dear Ms. Whitehead:

This is in response to your letter seeking the OCC's concurrence in your opinion that the operation by National Bank of Commerce (NBC) of certain NBC branches located in Wal-Mart stores under the trade name "Wal-Mart Money Center by National Bank of Commerce" (the trade name), would be consistent with the InterAgency Statement on Branch Names (the InterAgency Statement).¹ Our response addresses solely that issue. As we understand it, all of the branches to be operated under the trade name are currently operated in the Wal-Mart stores as branches of NBC under the NBC name.

The InterAgency Statement permits depository institutions to operate branches under a trade name provided that the institution takes reasonable steps to ensure that customers will not become confused and believe that different facilities of the same institution are separate institutions or that deposits in different facilities are separately insured by the Federal Deposit Insurance Corporation. The InterAgency statement provides a non-exclusive list of steps that depository institutions may take to avoid customer confusion.

Your request represents that NBC will take the following steps to avoid customer confusion:

1. Branch personnel will be employees of NBC and will not be dual employees of Wal-Mart.
2. Branch personnel will be trained to counsel customers on FDIC insurance issues (including aggregation issues), in the event that a customer holds an account at an

¹ 4 Fed. Banking L. Rep. (CCH) para. 45-511A. The InterAgency Statement was issued by the OCC, the Board of Governors of the Federal Reserve System (FRB), the Federal Deposit Insurance Corporation, and the Office of Thrift Supervision on May 1, 1998.

existing NBC branch. Branch personnel will be trained to call customers' attention to the fact that the branch is a division of NBC.

3. The name "Wal-Mart Money Center, a division of National Bank of Commerce," will appear in all legal documents. The signature card for deposit accounts also will contain the following language, in bold, immediately above the customer's signature: "The undersigned hereby acknowledge that they understand that Wal-Mart Money Center is a division of National Bank of Commerce ("NBC"), and that Wal-Mart Money Center accounts and other NBC accounts are not separately insured by the FDIC." Marketing materials will use the trade name.
4. The Wal-Mart Money Center Internet site will be established and operated solely by National Bank of Commerce for the benefit and use of the customers of the Wal-Mart Money Center branches of NBC. Those customers may also access their accounts through National Bank of Commerce's website, NBC.com. Customers will not be able to access their accounts through Wal-Mart's website, Wal-Mart.com.
5. All documentation, including Internet screens, will be subject to the prior approval of either the National Commerce Financial Corporation Legal or Compliance departments to ensure that the customers are given full and conspicuous disclosure that they are doing business with National Bank of Commerce and to ensure compliance with the InterAgency Statement.
6. All NBC branch personnel will be trained to answer questions regarding the relationship between the customer and NBC. All Wal-Mart personnel will be trained to refer all banking questions to the branch personnel.
7. A customer notification will be provided to all existing branch customers thirty days prior to the name change. For customers who open new accounts within the thirty-day period, the notice will be provided to them at the time of account opening. The notification will include a question and answer brochure that will explicitly state that "you will continue to bank with National Bank of Commerce" and that "Wal-Mart Money Center, by National Bank of Commerce" continues to be part of National Bank of Commerce and is not a separate institution for purposes of FDIC insurance coverage.

Based on your representations with respect to the steps that NBC will take to mitigate any customer confusion that may arise as a result of the use of the trade name for certain NBC

branches located in Wal-Mart stores, I conclude that the use of the trade name by NBC would be consistent with the InterAgency Statement on Branch Names.

I hope that this is responsive to your inquiry.

Sincerely,

/s/ Eric Thompson

Eric Thompson
Director
Bank Activities and Structure