



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3628

November 9, 2006

Via Facsimile (269) 382-0244 and U.S. Mail

Phillip D. Torrence, Esq.
Miller, Canfield, Paddock and Stone, P.L.C.
444 West Michigan Avenue
(269) 383-5804

RE: Capitol Bancorp Limited
Form S-4 filed October 10, 2006, as amended, November 7, 2006
File No.333-137910

Dear Mr. Torrence:

We have the following comments on the above-referenced filing:

Exchange Offer

1. We note your amendment and response to prior comment four. Throughout your disclosure, eliminate the phrase that the summaries are "qualified by its entirety." The qualification suggests that these summaries may not be materially complete. Such limitation is used on pages 9, 22, 43, 46 and 47.
2. We note your response to prior comment five. Please advise us where the toll-free number in the summary is located so that security holders may call through the entire period of the offer to determine the consideration to be received in the offer. Please be certain to highlight this information.

* * *

As appropriate, please amend your filing in response to these comments. You may wish to provide us with marked copies of the amendment, if required, to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please file your response letter on EDGAR. Please understand that we may have additional comments after reviewing your amendment and responses to our comments. If the information you provide in response to our comments materially changes the information that you have already provided to security holders, disseminate the revised materials in a manner reasonably calculated to inform them of the new information.

Phillip D. Torrence, Esq.
Miller, Canfield, Paddock and Stone, P.L.C.
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Direct any questions to me at (202) 551-3257. You may also contact me via facsimile at (202) 772-9203. Please send all correspondence to us at the following ZIP code: 20549-3628.

Very truly yours,

Celeste M. Murphy
Special Counsel
Office of Mergers & Acquisitions