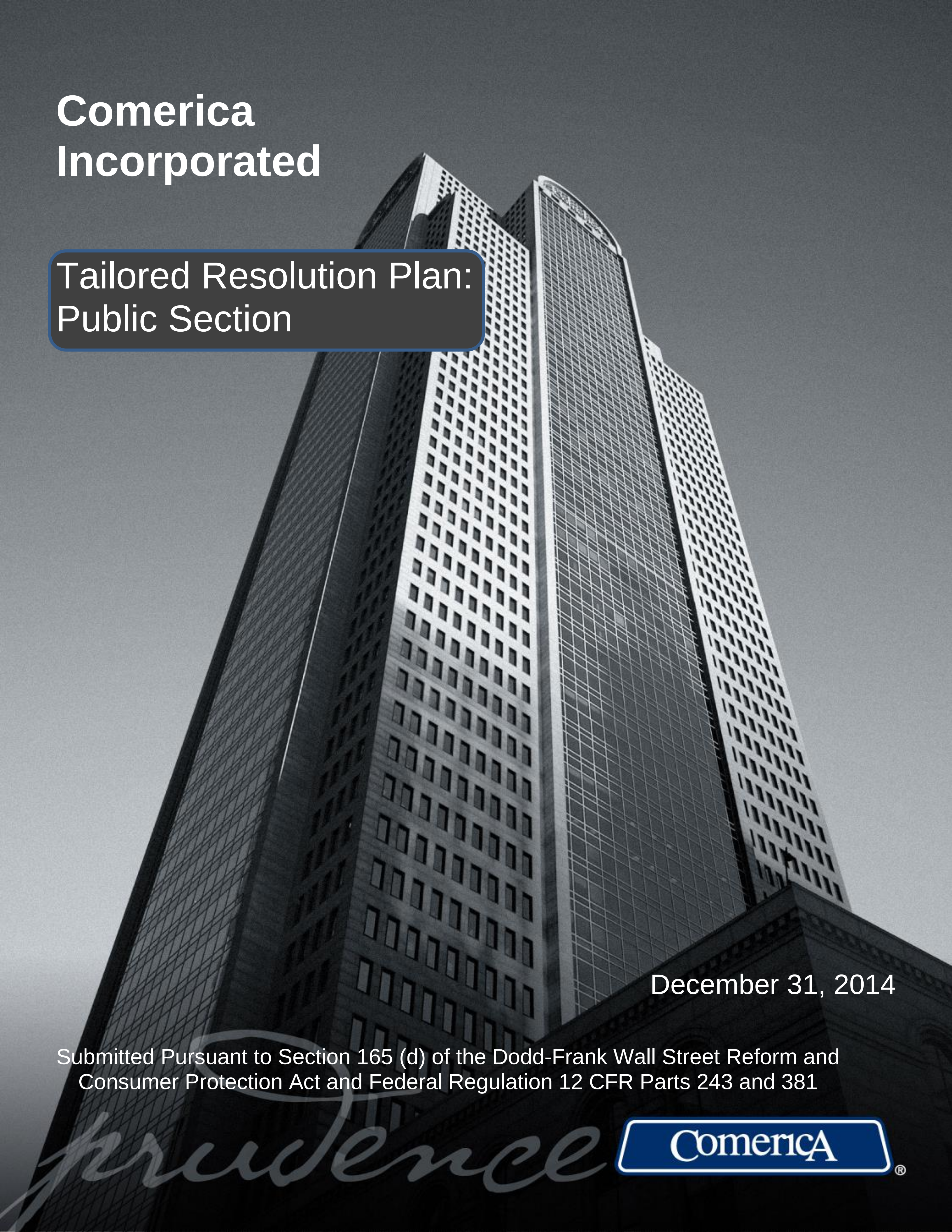
Comerica Incorporated

Tailored Resolution Plan: Public Section

December 31, 2014

Submitted Pursuant to Section 165 (d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Federal Regulation 12 CFR Parts 243 and 381



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and
Introductory Remarks

The Public Section of this Tailored Resolution Plan is required to be produced in a form that can be disseminated to the public via the Board of Governors of the Federal Reserve System's website. It is submitted to the regulatory agencies separate and apart from the following Confidential Section of this Tailored Resolution Plan. For review convenience, we have included a full copy of the Public Section along with the Confidential Section.

A. Public Section and Public Summary of the Tailored Resolution Plan

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Introductory Remarks

In response to concerns about financial institutions deemed "too-big-to-fail," Congress included Section 165 in the Dodd-Frank Wall Street Reform and Consumer Protection Act. In part, Section 165 added a new element to the management of systemic bank failure risk in the United States. That element is the resolution planning requirement for the largest banks and financial services firms operating within the United States.

Section 165(d) and the relevant regulations promulgated by the Board of Governors of the Federal Reserve System ("**FRB**") and the Federal Deposit Insurance Corporation ("**FDIC**") require bank holding companies with $50 billion or more in total consolidated assets to periodically submit a plan to the FRB and the FDIC for their "orderly and rapid" resolution in the event of material financial distress or failure. In addition, in January 2012, the FDIC adopted a rule requiring each insured depository institution with $50 billion or more in total consolidated assets to periodically submit to the FDIC a plan for the institution's resolution in the event of its failure. The resolution plan should enable the FDIC, as receiver, to resolve the institution under the Federal Deposit Insurance Act in an orderly and timely manner, with the least cost to the FDIC's Deposit Insurance Fund.

For the Comerica enterprise, two annually updated plans are required: the "Tailored Resolution Plan" in the case of Comerica Incorporated and the "IDI Resolution Plan" in the case of Comerica Bank (no other affiliate of the Comerica enterprise is required to prepare a resolution plan).

This Tailored Resolution Plan is Comerica Incorporated's second submission to the FRB and the FDIC, and constitutes its first annual update of its resolution plan. A separate updated resolution plan is being submitted for Comerica Bank. In the highly unlikely event of Comerica Incorporated failing, its resolution would occur without the need for external financial support of the United States government nor the U.S. taxpayer for continued funding. Moreover, under this updated resolution plan, there is no risk that the failure of Comerica Incorporated would have an adverse impact on the financial system of the United States.

Pursuant to Section 165, the Board of Directors of Comerica Incorporated must approve the updated Plans prior to their submission to the agencies.

The attached updated Plan for Comerica Incorporated may be submitted any time after December 1, 2014, but must be submitted no later than December 31, 2014. Accordingly, the pages that follow is the first annual update to those Comerica Incorporated-specific plans.

Tailored Resolution Plan

Section A: Public Section

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Part A:

Public Summary of Plan and Other Information

A. Public Summary

This updated Tailored Resolution Plan (the "**Plan**") presents a single strategy for the resolution of Comerica Incorporated and its subsidiaries[1] (collectively, the "**Parent**") by leveraging the resolution of Comerica Bank[2] through an FDIC receivership prior to the initiation of the Parent's bankruptcy. The Parent is a bank holding company with total consolidated assets in excess of $50 billion. Therefore, the Parent is required to submit a resolution plan under Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**") and the regulations promulgated thereunder ("**DFA Rule**") for resolution pursuant to federal bankruptcy law.

This is the first annual update to the Plan, and the resolution strategy, tactics, and information from the initial plan filed in 2013 remain fundamentally unchanged. This Plan sets out how the Parent could be resolved in a reasonable period of time, without the use of any extraordinary government support or funds from United States taxpayers, and in a manner that substantially mitigates the risk that the failure of the Parent would have a serious adverse effect on financial stability in the United States. Furthermore, the Plan would be identical under the Baseline, Adverse and Severely Adverse scenarios provided to the Parent by the Board of Governors of the Federal Reserve System pursuant to 12 U.S.C. 5365(i)(1)(B) for the purposes of the Capital Plan Review.

The Parent and its consolidated subsidiaries are referred to in this Plan, collectively, as the "**Comerica Enterprise**". Comerica Bank is the dominant subsidiary of the Comerica Enterprise, with total consolidated assets of $65 billion, as of December 31, 2013.[3] Comerica Bank is the Parent's principal insured depository institution[4] and the only insured depository institution required to file a resolution plan with the FDIC.

On April 1, 2014, the Parent made a formal request to the FDIC and FRB to submit a "tailored plan," specific to the Parent. On June 24, 2014, the Parent received formal notification from the FDIC and FRB of non-objection to its request. Accordingly, the resolution plan for the Parent was prepared as a tailored plan.

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[1] Because Comerica Bank is a "material entity" for resolution planning purposes and will submit its own resolution plan, it is excluded from this definition of "Parent" in this Plan.

[2] Comerica Bank, for purposes of resolution planning, is a covered insured depository institution ("**CIDI**") and as such, is required to submit its own individual resolution plan pursuant to the FDIC's Insured Depository Institution Rule ("**IDI Rule**").

[3] Comerica Bank is a Texas state chartered commercial bank that is a member of the Federal Reserve System. As of December 31, 2013, Comerica Bank operated approximately 640 ATMs, employed almost 9,000 associates, and operated over 480 banking centers in five states: Arizona, California, Florida, Michigan, and Texas, as well as select business lines operating in Canada, the Caribbean, and Mexico and other loan production offices, representative offices, and other non-branch facilities located throughout the United States. Comerica Bank has a predominantly regional footprint with a high concentration of its business in California, Michigan, and Texas. Total consolidated assets at year-end 2013 were approximately $65 billion and total deposits were approximately $53 billion.

[4] Comerica Incorporated has one additional insured depository institution, Comerica Bank & Trust, National Association, which operates as a limited-purpose trust bank with assets of $36 million as of December 31, 2013.

B. The Parent and Material Entities (Core Business Lines and Critical Operations)

The Parent

The Parent is a financial holding company. It serves as the holding company for Comerica Bank and is incorporated under the laws of the State of Delaware and headquartered in Dallas, Texas. Although the Parent is the ultimate holding company of several Comerica legal entities, the Parent has no operational activities. In a business-as-usual context, the Parent serves as a vehicle for accessing the capital markets, receives dividends from its consolidated subsidiaries, and facilitates the movement of liquidity and funding throughout the Comerica Enterprise for strategic or other purposes.

As of October 2, 2014, the Comerica Enterprise comprises a total of 63 legal entities, five insurance agencies, two insured depository institutions, one leasing company, and one broker-dealer. The Parent conducts banking operations through Comerica Bank, which represents 99% of total consolidated assets of the Comerica Enterprise. Apart from investment in subsidiaries, the Parent's remaining assets are largely comprised of cash. The Parent owns 100% of the issued and outstanding common shares of Comerica Bank.

Material Entities

Under the DFA Rule, a "material entity" means a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line ("**Material Entity**" or "**Material Entities**"). In determining which entities of the Comerica Enterprise are Material Entities, several factors were considered:

- Percent of total assets, revenue, and net income;
- Business purpose and mapping to core business lines and critical operations;
- Legal or regulatory requirements;
- Impact on customer retention or growth; and
- Relative size of employee base.

After considering these factors, it was determined that only two Material Entities exist for the Comerica Enterprise: the Parent and Comerica Bank.[5]

Core Business Lines and Critical Operations

As more fully defined below, all of the "critical operations" and "core business lines" for the Comerica Enterprise are conducted primarily through Comerica Bank, with none operated directly by the Parent. The Parent has no non-bank subsidiary legal entities that are Material Entities.[6] The Parent's resolution strategy assumes that a sale (purchase and assumption, respectively, of assets and liabilities) of Comerica Bank would be completed over a "resolution weekend" time period, which vastly simplifies the Parent's resolution strategy, as is more fully detailed in the separate resolution plan for Comerica Bank (previously referred to as the "**IDI**

[5] The remaining 62 legal entities, five insurance agencies, insured depository institution, leasing company and broker-dealer entity do not provide operations or services that are a critical operation or core business line. Accordingly, these entities, agencies, *etc.*, are not material entities for resolution planning purposes.

[6] Of the two insured depository institutions operated by the Parent, only Comerica Bank is a Material Entity for resolution planning purposes. Comerica Bank & Trust, National Association, which is the other insured depository institution of the Comerica Enterprise, is not a Material Entity for resolution planning and, accordingly, Comerica Bank & Trust, National Association is not required to submit a separate resolution plan.

Resolution Plan"). After the completion of such purchase and assumption transaction in respect of Comerica Bank, the Parent will simply liquidate its remaining assets (none of which are material or systemically significant) and distribute the proceeds of that liquidation to its creditors and other stakeholders, pursuant to federal bankruptcy law.

For purposes of this Plan and as specified in the DFA Rule, core business lines are those business lines, including associated operations, services, functions, and support that, in the Parent's view, upon failure would result in a material loss of revenue, profit, or franchise value ("**Core Business Lines**"). Because Comerica Bank represents 99% of the business (as measured by assets) of the Comerica Enterprise, as well as the substantial majority of its business activities, income, support services, employees and third-party relationships, the Parent has no material Core Business Lines other than those of Comerica Bank that need to be addressed in this Plan.

Critical operations are operations of a covered company, including associated services, functions and support, the failure or discontinuance of which, in the view of the covered company or as jointly directed by the FRB and the FDIC, would pose a threat to the financial stability of the United States ("**Critical Operations**"). After evaluating its operations, services, and functions in terms of substitutability, size, and market share, it was determined by the Parent that it does not provide operations, services, or functions whose failure or discontinuance would pose a threat to the financial stability of the United States. Accordingly, this Plan does not address any Critical Operations issues.

C. Board of Directors and Key Management Officers of the Parent

The members of the Board of Directors of the Parent are:

- Ralph W. Babb, Jr., Chairman and Chief Executive Officer, Comerica Incorporated and Comerica Bank
- Roger A. Cregg, President and Chief Executive Officer, AV Homes, Inc.
- T. Kevin DeNicola, Former Chief Financial Officer, KIOR, Inc.
- Jacqueline P. Kane, Senior Vice President of Human Resources and Corporate Affairs, The Clorox Company
- Richard G. Lindner, Retired, former Senior Executive Vice President and Chief Financial Officer, AT&T
- Alfred A. Piergallini, Consultant, Desert Trail Consulting
- Robert S. Taubman, Chairman, President and Chief Executive Officer, Taubman Centers, Inc. and The Taubman Company
- Reginald M. Turner, Jr., Attorney, Clark Hill PLC
- Nina G. Vaca, Chairman and Chief Executive Officer, Pinnacle Technical Resources, Inc. and Vaca Industries Inc.

Key officers responsible for managing the activities of the Parent are:

- Ralph W. Babb, Jr., Chairman and Chief Executive Officer, Comerica Incorporated and Comerica Bank
- Lars C. Anderson, Vice Chairman, Business Bank

- Curtis C. Farmer, Vice Chairman, Retail Bank and Wealth Management
- Karen L. Parkhill, Vice Chairman and Chief Financial Officer
- Jon W. Bilstrom, Executive Vice President, Governance, Regulatory Relations, and Legal Affairs, and Corporate Secretary
- Megan D. Burkhart, Executive Vice President and Chief Human Resources Officer
- David E. Duprey, Executive Vice President and General Auditor
- J. Patrick Faubion, President, Comerica Bank-Texas Market
- Linda D. Forte, Senior Vice President, Business Affairs
- Judith S. Love, President, Comerica Bank-California Market
- John M. Killian, Executive Vice President and Chief Credit Officer
- Michael H. Michalak, Executive Vice President and Chief Risk Officer
- Paul R. Obermeyer, Executive Vice President and Chief Information Officer
- Michael T. Ritchie, President, Comerica Bank-Michigan Market

D. Core Elements and Strategy of the Plan

The purpose of the strategy outlined by the elements of this Plan is to provide for a rapid and orderly resolution of the Parent, while maximizing value for its respective creditors and stakeholders.

This Plan presents a single strategy for the resolution of the Parent by leveraging the resolution of Comerica Bank through an FDIC receivership prior to the initiation of the Parent's bankruptcy. This resolution strategy of the Parent starts with the transfer of substantially all of Comerica Bank's assets and liabilities to a single third-party financial institution through a purchase and assumption transaction in respect of its assets and liabilities, respectively, on the Friday evening of Comerica Bank's failure. This whole bank sale contemplates the transfer of the stock of all or most of Comerica Bank's subsidiaries to the single third-party purchaser (we refer to this strategy for Comerica Bank as the "**Friday Evening Sale**").

Comerica believes that the Friday Evening Sale would be feasible given the relative size of Comerica Bank and its role in the United States' financial system, the many potential buyers for Comerica Bank, and the establishment of an up-to 30-day runway period (the "**Runway Period**"), which would give the FDIC and the Parent sufficient time to market Comerica Bank and provide potential buyers time to perform a diligence investigation, make bids, and arrange financing, if needed. At the end of the Runway Period, Comerica Bank would be placed in FDIC receivership, and the Parent would thereafter commence a proceeding in bankruptcy in a more streamlined form absent Comerica Bank and its subsidiaries.

The Parent's business activities would largely cease upon the commencement of the Parent's bankruptcy proceedings, which would be filed under Chapter 11 of the United States Bankruptcy Code ("**Chapter 11 Proceeding**"). The Parent's business activities after initiating the Chapter 11 Proceeding would include as debtor-in-possession, managing its non-bank direct subsidiaries, disposal of Comerica Bank & Trust, National Association ("**CB&T**"), pursuing any voidable transfers and selling assets to raise cash to continue operations prior to liquidation, and forming a plan to repay creditors and satisfy other stakeholders.

The Parent's Chapter 11 Proceeding would be concluded pursuant to a plan of liquidation that dictates the treatment of all of the Parent's creditors and other stakeholders, with all available value being distributed in accordance with the relative priority of each creditor's/stakeholder's claim or interest.

Following confirmation of the plan by the bankruptcy court, and provided no court appeals are filed and no further regulatory approvals are required for dissolution, the Parent, as debtor-in-possession, would consummate the transactions contemplated by the plan pursuant to its terms and emerge from bankruptcy and dissolve.

The strategy for dissolution of the Parent, which is required by the DFA Rule to be conducted under the United States Bankruptcy Code, will involve the commencement of the Chapter 11 Proceeding. This action, which will be taken following Comerica Bank being placed into receivership, will enable the Parent to dispose of its other insured depository institution (CB&T) in a Section 363 sale.[7]

The Chapter 11 liquidation proceeding contemplated is the only viable resolution strategy for the Parent and is preferable to other forms of resolution (*e.g.*, reorganization) because of the powers and protections provided to the Parent during the Chapter 11 Proceeding. This will facilitate the liquidation of the Parent and allow the Parent's assets and employees to be managed in a value-maximizing fashion while liquidation actions are being pursued. A reorganization under Chapter 11, as opposed to a liquidation proceeding, is not practical because the Parent has very few assets other than its interests in Comerica Bank and cash with which to reorganize.

E. Legal Structure and Other Pertinent Information

Legal Structure

The Parent is headquartered in Dallas, Texas. Its subsidiary, Comerica Bank, operates primarily in five states: Arizona, California, Florida, Michigan, and Texas. In addition, select business lines have operations nationally in other states, as well as in Canada, the Caribbean, and Mexico.[8] Comerica Bank provides traditional commercial, retail and wealth management services, as well as other financial services. The Parent is a Delaware corporation and a bank holding company that has elected to be a financial holding company. Total consolidated assets at year-end 2013 were approximately $65 billion and total deposits were approximately $53 billion. Comerica Bank, a wholly owned subsidiary of the Parent, comprises approximately 99% of Parent's assets.

As of October 2, 2014, the Parent is comprised of a total of 63 legal entities, five insurance agencies, two insured depository institutions (Comerica Bank and CB&T), one leasing company, and one broker-dealer.

Material Off-balance Sheet Exposures

The Parent has no off-balance sheet exposure, as all off-balance sheet exposures are

[7] As a general matter, an operating company with sufficient liquidity to reorganize or sell businesses or assets would not elect to commence a Chapter 7 liquidation proceeding, but instead would liquidate in a Chapter 11 Proceeding. Once the Chapter 11 Proceeding is commenced, the Parent could sell all of its assets pursuant to Section 363 of the United States Bankruptcy Code and then dissolve.

[8] The Brazilian subsidiary of Comerica Bank (Comerica do Brazil Participações e Serviços Ltda.) is not currently operating and is in the process of being closed.

attributable to Comerica Bank.

Practices Related to Booking of Trading and Derivatives Activities

The Parent relies on Comerica Bank for trading and derivative activities. Additional details on Comerica Bank's booking of trading and derivatives activities are provided in the IDI Resolution Plan.

Trading and Hedging Activities

The Parent does not have any material non-bank hedging or trading activities. Additional details on Comerica Bank's trading and derivatives activities are provided in the IDI Resolution Plan.

Hedging Strategies

The Parent sets its hedging strategies through Comerica Bank. Additional details on Comerica Bank's hedging strategies are provided in the IDI Resolution Plan.

Trading, Payment, Clearing and Settlement Systems

The Parent is not a member of any payment systems. Comerica Bank, however, is a member of a number of payment systems that are common to every bank in its size range in the United States. Those payment system memberships of Comerica Bank are detailed in the IDI Resolution Plan.

Financial Market Utility Membership

The Parent is not a member of any financial market utility ("**FMU**"), as that term is defined in the Dodd-Frank Act. Comerica Bank, however, has several FMU memberships that are common to every bank in its size range in the United States. Those FMU memberships of Comerica Bank are detailed in the IDI Resolution Plan.

F. Management Information Systems, Facilities and Systems

Management Information Systems ("**MIS**") are used to produce various internal reports used by leadership to facilitate decision making and management of the Comerica Enterprise. For the purposes of resolution planning, MIS refers to a system or application used to collect, maintain, and report information to management and externally to applicable regulatory agencies. For resolution planning purposes, there are no key MIS reports to map for the Parent, as there are no associated Core Business Lines.

In the case of our proposed resolution plan, the proceeds from the sale of the assets of the Comerica Bankruptcy estate to one or more third-party purchasers would be distributed or disposed of pursuant to a liquidating plan of reorganization and in accordance with the claims process for claims against the Comerica Bankruptcy estate. There would be no ongoing reporting required.

Regulatory agency access to other systems and reports would be provided through the individual business units of Comerica Bank where the system is utilized. In order to facilitate and streamline access to systems or production of reports, regulatory agencies could work with the Resolution Planning Office ("**RPO**") to obtain such access and reports.

Disaster Recovery and Backup Plans

The Disaster Recovery Program of the Comerica Enterprise consists of strategies and physical provisioning to maintain, recover, and restore critical information technology platforms, applications, networks, data, and peripheral equipment.

Recovery of these information technology elements is designed to occur within designated recovery time objectives and certain recovery point objectives, and is tested each calendar year. Critical applications and infrastructure are also subjected to an annual integrated, end-to-end test, to demonstrate the ability to execute concurrent recovery and restoration of the normal business processes supported by these information technology elements. The tests are independently assessed, certified, and reported to executive management. The program and its related controls are also regularly evaluated through internal audits and regulatory examinations.

The Parent does not have its own disaster recovery plan and relies on Comerica Bank's Business Continuity Plan and Disaster Recovery Plan (combined, these plans form the Business Continuity Program for the Comerica Enterprise). That Disaster Recovery Plan entails a dual data center strategy with critical data and systems at the primary data center in Auburn Hills, Michigan, replicated to an alternate location in Livonia, Michigan. Comerica Bank has a team that is dedicated to the maintenance of this plan and for testing it at least annually. Tiered recovery priorities, data retention policies, backup procedures, and offsite storage are also in place as additional data availability assurance.

Comerica Bank submits both its Business Continuity Plan and the Disaster Recovery Plan to its governing regulatory agencies annually.

In compliance with Federal Financial Institutions Examination Council guidance and applicable laws and regulations, the Comerica Bank Board Risk Committee and the Management Policy Committee have approved the Business Continuity Program.

In furtherance of the interests of the Comerica Enterprise to maintain its business environments, Comerica Bank employs a comprehensive Incident Response Program to address incidents affecting associates, customers, facilities, and other interests. The program is scalable to address incidents varying in scope from local emergencies to corporate crises. At the core of the program is a Corporate Incident Response Team responsible for managing and resolving the company's response to incidents. The team has an array of tools at its disposal, from a state-of-the-art Incident Command Center to a weather service provider offering custom weather forecasts. Comerica Bank also maintains deployable resources, including, but not limited to, portable and temporary branch facilities, portable ATMs, and generators.

<u>Shared Facilities and Systems</u>

Facilities

Facilities are shared by various business and support functions across the Comerica Enterprise, and are used by various individual business lines. Of approximately 626 facilities, only seven are owned or leased by the Parent. The remainder of the facilities are owned or leased by Comerica Bank or another affiliate of the Parent. Key personnel to operate facilities include those in Corporate Security and Corporate Real Estate.

Systems

Several systems are used by multiple businesses and functional units, and are generally supported by Operations.

<u>Capabilities of Systems to Collect Information</u>

The Parent has developed various data collection forms, processes and templates to collect the data required for the development of this Plan from various areas of the Comerica

Enterprise. Points of contact and their sources of information were identified and were asked to complete various questionnaire and other data collection templates.

G. Corporate Governance of the Comerica Enterprise and Planning Governance

The Corporate Governance Structure of the Comerica Enterprise consists of committees, working groups, processes, procedures, and provides a framework by which the Comerica Enterprise and all of its components are directed and controlled.

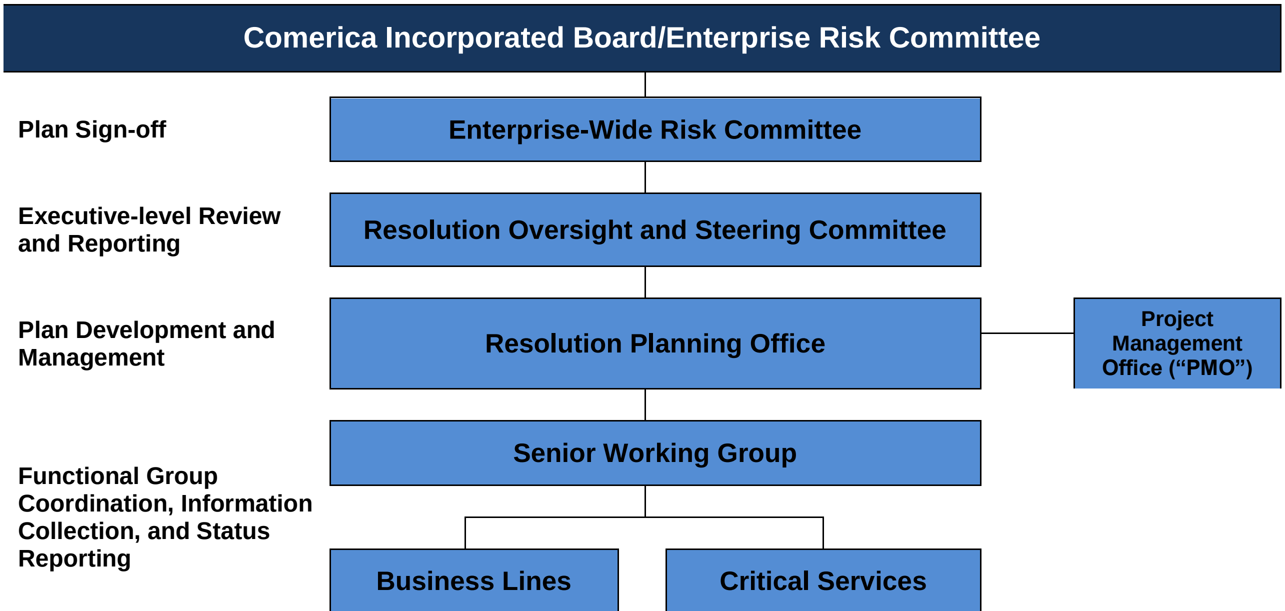
Governance over the Plan is accomplished through a variety of Board-level, executive management, and senior management committees, as well as via legal entity and business line management structures. The Board of the Parent has final responsibility for approving the initial plan, this first annual updated Plan, and subsequent updates to this first annual updated Plan.

Development of the Plan at the Parent has been coordinated by an RPO, which is co-led by senior officers within the Finance and Corporate Legal Department organizations. These senior officers have company-wide responsibility to ensure that the Parent is adopting business organizational strategies, policies, and procedures that appropriately address the challenges faced in establishing a workable and credible resolution regime.

The RPO has worked closely with the management teams of the Comerica Enterprise in each of the Core Business Lines, as well as with various management teams of functional support groups (*e.g.*, Audit, Corporate Legal Department, Finance, Human Resources, Information Services, Operations, Treasury, and Risk) to assess resolution strategies. The RPO is responsible for compiling, reviewing, and maintaining all resolution-related information and is charged with supporting and maintaining the sustainability of resolution planning at the Parent, as well as implementing all legal and regulatory changes impacting the Plan.

Figure G-1, appearing on the next page, sets out in graphical form the Parent's governance structure used to develop its Plan.

Figure G-1 The Parent's Plan Governance Structure



Resolution Oversight and Steering Committee	**Meeting Frequency:** Monthly
Members: **Vice Chairman and CFO** **General Counsel** **SVP Corporate Development** **SVP Legal Department**	***Responsibilities:*** The Steering Committee is comprised of senior executives responsible for direction of the project and communication to the Board Committee.

Meeting Frequency: Monthly	Senior Working Group
Core Members: **Credit** **Treasury** **Finance** **Service Co.** **Retail Bank** **Business Bank** **Wealth Management** **Risk** **Legal** **Compliance**	***Responsibilities:*** The Working Group consists of leaders representing the Core Business Lines and Critical Services and is responsible for providing direction and information related to the Resolution Plan. The Group will communicate to the RPO.

Resolution Planning Office	**Meeting Frequency:** Weekly
Members: **SVP Corporate Development** **SVP Legal Department**	***Responsibilities:*** The RPO is responsible for execution of the project and determination of technical matters. The RPO will work with the PMO and Senior Working Group.

Meeting Frequency: Weekly	PMO
Members: **Service Co.**	***Responsibilities:*** The PMO is responsible for the day-to-day project tracking/reporting, information collection and analysis, and document creation. The PMO will work with the Core Team and Working Group.

The Parent has established executive management oversight for the broad resolution planning process and created a formal senior management working group to manage and implement the planning and development process (the "**Senior Working Group**"). The Senior Working Group is comprised of senior executives from Risk, Finance, Service Company, Treasury, Legal, Compliance, and line of business representation; additionally the group is supported by an extended team of executives throughout the Comerica Enterprise. This Senior Working Group is overseen by the Resolution Oversight and Steering Committee whose mandate is to provide executive level guidance on the Plan development and execution. This

Oversight committee provides regular updates to the Parent's Enterprise Wide Risk Management Committee, which includes the most senior levels of management including the CEO, the CFO, the General Counsel, and the business heads of each of Comerica Bank's core business segments. The Enterprise-Wide Risk Committee also has the responsibility of approving the Plan for submission to the Enterprise Risk Committee of the Board for review and approval of submission to the FRB and the FDIC, as well as being the primary oversight body for development of resolution plans.

H. Supervisory and Regulatory Information

Primary Authorities

Figure H-1 lists the regulatory authorities with primary oversight responsibilities of the Parent.

Figure H-1 Primary Regulatory Authorities

Agency	Focus On
Federal Reserve Bank of Dallas	Safety and Soundness, Trust, Information Technology, Community Reinvestment Act and Compliance with applicable laws and regulations.
Board of Governors of the Federal Reserve System	Safety and Soundness, Trust, Information Technology, Community Reinvestment Act and Compliance with applicable laws and regulations.

Other Authorities

Figure H-2 lists the other regulatory authorities with secondary oversight responsibilities of the Parent.

Figure H-2 Secondary Regulatory Authorities

Agency	Focus On
Federal Deposit Insurance Corporation (FDIC)	Deposit insurance coverage, financial reporting and resolution preparedness, and compliance with applicable laws and regulations.
Financial Industry Regulatory Authority (FINRA)	Investor protection and market integrity through its regulation of the securities industry.
New York Stock Exchange LLC (NYSE)	A self-regulatory organization (SRO) that enforces certain industry standards and requirements related to the listing and trading of the Parents securities and debt offerings.
Office of the Comptroller of the Currency (OCC)	Safety and Soundness, Trust, Information Technology, Community Reinvestment Act and Compliance with applicable laws and regulations with respect to CB&T.

Agency	Focus On
Securities and Exchange Commission (SEC)	Primary overseer and regulator of the United States securities markets.
Texas Department of Banking (TDoB)	Safety and Soundness, Trust, Information Technology, Community Reinvestment Act and Compliance with applicable laws and regulations with respect to Comerica Bank.

Foreign Authorities

The Parent has no material legal entities or businesses subject to foreign authorities.

I. How to Find More Information Regarding the Parent

The Comerica Enterprise maintains an Internet website at www.comerica.com where the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are available without charge, as soon as reasonably practicable after those reports are filed with or furnished to the SEC. The Code of Business Conduct and Ethics for Employees, the Code of Business Conduct and Ethics for Members of the Board of Directors and the Senior Financial Officer Code of Ethics adopted by the Comerica Enterprise are also available on the Internet website and are available in print to any shareholder who requests them. Such requests should be made in writing to the Corporate Secretary at Comerica Incorporated, Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201.

J. Forward Looking Statements

This Plan and any information incorporated herein may constitute “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Words such as "anticipates," "believes," "contemplates," "feels," "expects," "estimates," "seeks," "strives," "plans," "intends," "outlook," "forecast," "position," "target," "mission," "assume," "achievable," "potential," "strategy," "goal," "aspiration," "opportunity," "initiative," "outcome," "continue," "remain," "maintain," "on course," "trend," "objective," "looks forward," “projects,” “models” and variations of such words and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, as they relate to the Comerica Enterprise or its management, are intended to identify forward-looking statements. These forward-looking statements are predicated on the beliefs and assumptions of management based on information known to management as of the date of this Plan and do not purport to speak as of any other date.

Forward-looking statements may include descriptions of plans and objectives of Comerica Enterprise's management for future or past operations, products or services, and forecasts of its revenue, earnings or other measures of economic performance, including statements of profitability, business segments and subsidiaries, estimates of credit trends and global stability. Such statements reflect the view of management as of this date with respect to future events and are subject to risks and uncertainties. Should one or more of these risks materialize or should underlying beliefs or assumptions prove incorrect, actual results of the

Comerica Enterprise could differ materially from those discussed. Factors that could cause or contribute to such differences are changes in general economic, political or industry conditions; changes in monetary and fiscal policies, including changes in interest rates; volatility and disruptions in global capital and credit markets; changes in the Parent's credit rating or the credit rating of any subsidiaries; the interdependence of financial service companies; changes in regulation or oversight; unfavorable developments concerning credit quality; the effects of more stringent capital or liquidity requirements; declines or other changes in the businesses or industries of customers; operational difficulties, failure of technology infrastructure or information security incidents; the implementation of strategies and business initiatives for the Comerica Enterprise; ability of the Comerica Enterprise to utilize technology to efficiently and effectively develop, market and deliver new products and services; changes in the financial markets, including fluctuations in interest rates and their impact on deposit pricing; competitive product and pricing pressures among financial institutions within the markets of the Comerica Enterprise; changes in customer behavior; any future strategic acquisitions or divestitures; management's ability to maintain and expand customer relationships; management's ability to retain key officers and employees; the impact of legal and regulatory proceedings or determinations; the effectiveness of methods of reducing risk exposures; the effects of terrorist activities and other hostilities; the effects of catastrophic events including, but not limited to, hurricanes, tornadoes, earthquakes, fires and floods; changes in accounting standards and the critical nature of accounting policies of the Comerica Enterprise. The Parent cautions that the foregoing list of factors is not exclusive.

For discussion of factors that may cause actual results to differ from expectations, please refer to the Parent's filings with the Securities and Exchange Commission. In particular, please refer to "Item 1A. Risk Factors" beginning on page 12 of the Parent's Annual Report on Form 10-K for the year ended December 31, 2013.

Forward-looking statements speak only as of the date they are made. The Parent does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. For any forward-looking statements made in this Plan or in any documents, the Parent claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

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Selected Financial Information

Selected Financial Information

Parent Only Balance Sheet

The consolidated balance sheet of the Parent, as of December 31, 2013, appears below in Figure SF-1.

Figure SF-1 Parent Balance Sheet

(in millions, except share data) As of December 31	2013	2012
Assets		
Cash and due from subsidiary bank	$ 31	$ 2
Short-term investments with subsidiary bank	482	431
Other short-term investments	96	88
Investment in subsidiaries, principally banks	7,174	7,045
Premises and equipment	4	4
Other assets	139	150
Total assets	$ 7,926	$ 7,720
Liabilities and Shareholders' Equity		
Medium- and long-term debt	$ 617	$ 629
Other liabilities	156	149
Total liabilities	773	778
Common stock - $5 par value:		
Authorized - 325,000,000 shares		
Issued - 228,164,824 shares	1,141	1,141
Capital surplus	2,179	2,162
Accumulated other comprehensive loss	(391)	(413)
Retained earnings	6,321	5,931
Less cost of common stock in treasury - 45,860,786 shares at 12/31/13 and 39,889,610 shares at 12/31/12	(2,097)	(1,879)
Total shareholders' equity	7,153	6,942
Total liabilities and shareholders' equity	$ 7,926	$ 7,720

Consolidated Balance Sheet

The Consolidated balance sheet as of December 31, 2013 is provided in Figure SF-2.

Figure SF-2 Consolidated Parent Balance Sheet†

As of December 31, 2013	Comerica Bank Consolidated	Parent Company	Other Parent Subs	Eliminations	Parent Consolidated
Assets	*(in millions except share data)*				
Cash and due from banks	$1,141	$31	$37	$(69)	$1,140
Interest-bearing deposits with banks	5,311	482	40	(522)	5,311
Federal funds sold and securities purchased under agreements to resell	-	-	7	(7)	-
Investment securities available-for-sale	9,286	-	21	-	9,307
Trading account	12	96	-	-	108
Loans held-for-sale	4	-	-	-	4
Loans, net of unearned income	45,470	-	-	-	45,470
Allowance for loan losses	(598)	-	-	-	(598)
Net loans	44,872	-	-	-	44,872
Premises and equipment, net	590	43	-	-	594
Goodwill	697	-	-	(62)	635
Other identifiable intangible assets	16	-	-	-	16
Accrued income and other assets	3,130	7,263	24	(7,177)	3,240
Total assets	$65,059	$7,876	$129	$(7,837)	$65,227
Liabilities and Shareholders' Equity					
Noninterest-bearing deposits	$23,943	$ -	$-	$(68)	$23,875
Interest-bearing deposits	29,939	-	-	(522)	29,417
Total deposits	53,882	-	-	(590)	53,292
Federal funds purchased and securities sold under agreements to repurchase	260	-	-	(7)	253
Other short-term borrowings	-	-	-	-	-
Medium- and long-term debt	2,926	617	-	-	3,543
Accrued expenses and other liabilities	871	106	9	-	986
Total liabilities	57,939	723	9	(597)	58,074
Common stock - $5 par					
Authorized - 325,000,000 shares					
Issued - 228,164,824 shares	59	1,141	-	(59)	1,141
Capital surplus	2,775	2,179	105	(2,880)	2,179
Accumulated other comprehensive loss	(391)	(391)	-	391	(391)
Retained earnings	4,677	6,321	15	(4,692)	6,321
Less cost of common stock in treasury - 45,860,786 shares	-	(2,097)	-	-	(2,097)
Total shareholder's equity	7,120	7,153	120	(7,240)	7,153
Total liabilities and shareholders' equity	$65,059	$7,876	$129	$(7,837)	$65,227

† Minor reclassifications are made versus the Parent's stand-alone balance sheet.

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