

# Comerica Bank

## IDI Resolution Plan: Public Section

Submitted Pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Resolution and Receivership Rules of the Federal Deposit Insurance Corporation, 12 CFR Part 360

December 31, 2013

Comerica Bank

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Comerica Bank and Comerica Bank & Trust, National Association are each a Member of the Federal  
Deposit Insurance Corporation

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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 (“**FDI Act**”) in an orderly and timely manner, with the least cost to the FDIC’s Deposit Insurance Fund.

For Comerica, two plans are required under the regulations implementing Section 165. Comerica Incorporated and Comerica Bank are required to prepare and submit separate plans: 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 IDI Resolution Plan is Comerica Bank’s first submission to the FRB and the FDIC. A separate resolution plan is being submitted for Comerica Incorporated. In the highly unlikely event of Comerica Bank 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 Plan, there is no risk that the failure of Comerica Bank would have an adverse impact on the financial system of the United States.

# IDI Resolution Plan

## Section A: Public Section

Comerica Bank

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Part 1:  
Public Summary of the Plan and  
Other Information

## 1. Summary of the Plan and Strategy

This IDI Resolution Plan (the “**Plan**”) sets forth the resolution strategies and information of Comerica Bank and its subsidiaries as required under Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “**Dodd-Frank Act**”) and the regulations promulgated thereunder (“**IDI Rule**”). Comerica Bank is a covered insured depository institution (“**CIDI**”) with total consolidated assets in excess of \$50 billion. Therefore, Comerica Bank is required to submit a resolution plan under the Dodd-Frank Act and the IDI Rule for resolution pursuant to the FDI Act.

This Plan sets out how Comerica Bank 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 Comerica Bank would have a serious adverse effect on financial stability in the United States.

Comerica Incorporated (the “**Parent**”) and its consolidated subsidiaries are referred to in this Plan, collectively, as the “**Comerica Enterprise**.” As of December 31, 2012, Comerica Bank, an insured depository institution with \$65.3 billion in total consolidated assets, is the dominant subsidiary of the Comerica Enterprise. Comerica Bank is the Parent’s principal insured depository institution<sup>1</sup> and the only insured depository institution required to file a Plan with the FDIC. Comerica Bank operates across five primary geographic markets: Arizona, California, Florida, Michigan, and Texas (collectively, the “**Market States**”).

Comerica Bank’s conservative risk appetite has resulted in an operating model and organizational structure that is streamlined and straightforward. Specifically:

- Comerica Bank serves clients and markets primarily in the United States;
- Comerica Bank has a limited number of subsidiaries, the majority of which are engaged in traditional banking activities; and
- Comerica Bank has a large and stable deposit base to fund its operations, reducing reliance on wholesale market funding.

These and other factors make the strategy to resolve Comerica Bank a straight-forward FDIC receivership in the event that the Plan needs to be implemented.

Based on Comerica Bank’s size and the lack of systemically important operations, the failure of Comerica Bank would not have a material impact on the stability of the United States’ financial markets. As measured by assets, loans, or deposits, Comerica Bank represents far less than 1% of total FDIC-insured institutions. Prompt action by the FDIC, using its authority under the FDI Act and the information provided in this Plan, would lead to a rapid and orderly resolution of Comerica Bank.

This Plan presents a single strategy for the resolution of Comerica Bank in an FDIC receivership, taking into consideration the feasibility and limitations of certain options and the estimated timing required to execute these options. This resolution strategy involves 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 on the Friday evening of Comerica Bank’s failure. This whole bank sale strategy

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<sup>1</sup> Comerica Incorporated has one additional insured depository institution, Comerica Bank & Trust, National Association (“**CB&T**”), which operates as a limited-purpose trust bank with assets of approximately \$25.4 million as of December 31, 2012.

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**").

## **2. The Comerica Enterprise and Comerica Bank**

### History

The Comerica Enterprise traces its roots back to the formation of the Detroit Savings Fund Institute in Michigan in 1849. Since that time Comerica Bank and its Parent grew with Detroit and the Michigan economy along with the auto industry, followed snowbird Michiganders to Florida and Texas, and first expanded to California as a result of auto dealer financing. In 2007, Comerica moved its headquarters to Dallas, Texas and since then has been advancing its strategy to diversify its customer base and reach into key high-growth markets.

The longevity of the Comerica Enterprise is a testament to its strong relationship banking focus, conservative principles, and people – the more than 9,000 colleagues who serve as ambassadors in the community. For eight consecutive rating periods, Comerica Bank has received an "Outstanding" rating from the FRB for its Community Reinvestment Act activities.

### Comerica Bank and Comerica Incorporated Legal Structure

The Comerica Enterprise comprises a total of 80 legal entities, six insurance agencies, two insured depository institutions (Comerica Bank and CB&T), one leasing company, and one broker-dealer.

Comerica Bank had approximately \$65 billion in total consolidated assets as of December 31, 2012. It is a commercial bank with a traditional bank-centric structure, and almost all of its activities are domestic. Comerica Bank provides commercial banking, consumer banking, and wealth management services through its banking center network and other distribution channels. Some products and services are provided by the subsidiaries of the Parent, with the vast majority of activity occurring solely within Comerica Bank. As a result of Comerica Bank's domestic presence and its focus on traditional banking activities, Comerica Bank has a straight-forward legal entity structure.

The Parent serves as a financial 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 the 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.

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. Comerica Bank is a Texas state chartered commercial bank that is a member of the Federal Reserve System. As of December 31, 2012, Comerica Bank operated approximately 640 ATMs, employed over 9,000 associates, and operated over 480 banking centers in five states: Texas, California, Michigan, Arizona, and Florida, 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 Texas, California, and Michigan.

### Major Business Segments and Business Lines

The Comerica Enterprise provides customers with the resources and products expected of a large bank, and the personalized service of a smaller, community bank. It relies on a relationship banking strategy built on skill and experience as a differentiating strength. Comerica does not concentrate on simply one account or one transaction but on developing a comprehensive relationship that encompasses multiple products, services, and skills. The objective of the relationship banking strategy is to grow and maintain long-term relationships with its customers across all of its business divisions.

Comerica Bank has strategically aligned its operations into three major business segments: the Business Bank, Retail Bank, and Wealth Management, serving businesses, consumers, high-net-worth individuals, and others within its geographic footprint.

### 3. Material Entities

Under the IDI Rule, a “material entity” is a covered company that is significant to the activities of a Critical Service<sup>2</sup> or Core Business Line<sup>3</sup> (“**Material Entity**” or “**Material Entities**”). In determining which entities of the Comerica Enterprise are Material Entities under the IDI Rule, several factors were considered:

- Percent of total assets;
- Business purpose and mapping to Critical Services and Core Business Lines;
- Legal or regulatory requirements; and
- Impact on customer retention or growth.

After considering these factors, it was determined that only two Material Entities exist for the Comerica Enterprise: the Parent and Comerica Bank.<sup>4</sup>

The following parts of this summary provide a high-level overview of the Plan and the Friday Evening Sale. Unless otherwise indicated, all numbers and financial data are as of December 31, 2012.

### 4. Board of Directors and Key Management Officers of Comerica Bank

The members of the Board of Directors of Comerica Bank are:

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<sup>2</sup> Under the IDI Rule, a “critical service” means a service or operation of the CIDI, such as servicing, information technology support and operations, human resources and personnel, that are necessary to continue the day-to-day operations of the CIDI (“**Critical Service**”).

<sup>3</sup> For purposes of this Plan and as specified in the IDI Rule, a core business line is a business line, including associated operations, services, functions, and support that, in Comerica Bank’s view, upon failure would result in a material loss of revenue, profit, or franchise value (“**Core Business Line**”).

<sup>4</sup> Under the IDI Rule, only those insured depository institutions that meet the definition of a Material Entity have to file a CIDI resolution plan. Although the Parent has two insured depository institutions in its affiliate group (*i.e.*, Comerica Bank and Comerica Bank & Trust, National Association (hereinafter referred to as “**CB&T**”)), Comerica Bank is the only Material Entity under the IDI Rule.

- 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
- John M. Killian, Executive Vice President and Chief Credit Officer

The key management officers of Comerica Bank comprise the Management Executive Committee (“**MEC**”). The members of the MEC 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
- John M. Killian, Executive Vice President and Chief Credit Officer
- Jon Bilstrom, Executive Vice President, Governance, Regulatory Relations and Legal Affairs, and Corporate Secretary
- David E. Duprey, Executive Vice President, General Auditor
- Megan D. Burkhart, Executive Vice President and Chief Human Resources Officer

## 5. Core Elements of the Plan

The following parts of the Plan lay out Comerica Bank’s Core Business Lines, Critical Operations, and Critical Services.

Comerica Bank has analyzed its primary lines of business to identify those businesses that qualify as Core Business Lines. Comerica Bank has determined that it has two lines of business that are Core Business Lines.

The Core Business Line determination involved a review of products and services offered by Comerica Bank, a determination at the product and service level of whether products and services were core or non-core, and a mapping of the core products and services to a primary line of business. Figure 5-1 below describes Comerica Bank’s two Core Business Lines and their respective products and services.

Figure 5-1 Description of Core Business Lines

Core Business Lines	Description
<b>Business Bank</b>	The Business Bank meets the needs of middle market businesses, multinational corporations, and governmental entities by offering various products and services, including commercial loans and lines of credit, deposits, cash management, capital market products, international trade finance, letters of credit, foreign exchange management services, and loan syndication services.
<b>Retail Bank</b>	The Retail Bank includes small business banking and personal financial services, consisting of commercial lending, business deposit gathering, and other business-banking services. In addition to a full range of financial services provided to small business customers, this Core Business Line offers a variety of consumer products, including deposit accounts, installment loans, credit cards, home equity lines of credit, and residential mortgage loans.

Given Comerica’s relationship-driven strategy, Wealth Management is a strategically imperative business segment for Comerica Bank, but, for resolution planning purposes, is not considered a “core business line.”

#### Critical Operations and Critical Services

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 Comerica Bank 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.

## 6. Payment, Clearing, and Settlement Systems

Comerica Bank is a member of a number of payment systems that are common to every bank in its size range in the country. It can safely be assumed that any of the potential third-party purchasers will also be direct members of each of these payment systems and will, as of the Friday evening that the Texas Banking Commissioner issued an order closing Comerica Bank and appointed the FDIC as receiver (“**Resolution Weekend**”), use their own pre-existing payment and clearance memberships with the same payment, clearing and settlement systems. The challenge with these systems would come during the Runway Period because the payment and clearing systems might, during that period, ask for additional assurances, collateral, or margin.

- **FedACH** is an electronic payment system providing ACH services that is owned and operated by the Federal Reserve System. The FedACH system exchanges batched debit and credit payments among business, consumer, and government accounts. The system processes pre-authorized recurring payments and non-recurring payments.

Comerica Bank is a member of the National Automated Clearing House Association and uses the FedACH service through the Federal Reserve Bank (FedACH Central located in Minneapolis and Atlanta) for interbank transaction clearing. In the absence of the Federal Reserve System as the ACH Operator, there is no alternate process in the ACH

Network to facilitate the automated clearing house function between banks. Even for those banks that employ the services of EPN<sup>5</sup> as ACH Operator, ultimate settlement is still processed through the Federal Reserve System and its reserve and clearing accounting services

- **FedWire Funds Service** is a wire transfer service provider that is owned and operated by the Federal Reserve System. FedWire Funds Service is a real-time gross settlement system. Payments are continuously settled on an individual, order-by-order basis without netting.

FedWire Funds is the payment platform used by Comerica Bank to facilitate Fed Funds Transactions as well as payments, and the purchase and sales of certain securities. Should there be a failure, the functionality of this service would not be affected.

- **The Small Value Payments Company LLC (“SVPCO”)** is the check image exchange business of The Clearing House, providing check imaging, clearing and related services to financial institutions of all sizes. SVPCO distributes checks to other SVPCO members, including through an image payments network that allows financial institutions to exchange images and share best practices with each another.

Comerica Bank uses SVPCO to send return items to the bank of first deposit. If an issue should arise, return item cash letters could be sent to the Federal Reserve Bank and settled through their electronic channels.

- **Viewpointe Clearing, Settlement and Association Services, LLC (“Viewpointe”)** is a private sector clearinghouse that provides cloud-based information governance, check archive, end-to-end check image exchange, clearing and settlement and ACH association services.

Comerica Bank uses Viewpointe to send return items to the bank of first deposit. If an issue should arise, return item cash letters could be sent to the Federal Reserve Bank and settled through their electronic channels.

- **Visa, Inc.** and **MasterCard** are global payments technology companies that connect consumers, businesses, banks, and governments in more than 200 countries and territories, enabling them to use electronic payments instead of cash and checks.
- **The Clearing House Payments Company LLC** provides payment, clearing and settlement services to its member banks and other financial institutions, clearing almost \$2 trillion daily and representing nearly half of the automated-clearing-house, funds-transfer and check-image payments made in the United States
  - EPN is the only private-sector ACH operation, clearing and settling nearly half the United States volume.
  - SVPCO Image Exchange is the payments utility that provides efficient, secure, and integrated exchange, settlement and reporting of digital images of paper checks
- **MoneyNet** is administered for Comerica Bank by Global Funds Transfer.
- **SWIFT** is administered for Comerica Bank by International Business Integration

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<sup>5</sup> EPN is the only private-sector ACH operation, clearing and settling nearly half the United States volume.

Services.

- **MarkitWire** is used to affirm dealer trades. Dealer Pro, which is a component of the MarkitWire service, is used to record and monitor foreign exchange options.
- **Misys** is used to electronically confirm Interbank Foreign Exchange transactions

In addition to aforementioned payment systems, Comerica Bank also uses the following financial institutions for their clearing and settlement services.

- **JPMorgan Chase & Co.** is used for check clearing services. An alternative for clearing checks is to send outbound image files to the Federal Reserve System for credit.

## 7. Trading, Derivatives, and Hedges

### Overview

Comerica Bank executes hedging transactions on behalf of customers and hedges its own balance sheet. All derivatives transactions are matched with individual offsets. There is no material proprietary trading activity

Located in Dallas, Texas, the Parent's Treasury Group uses derivatives to reduce exposure to interest rate risk as well as manage the corporate balance sheet. Comerica Bank will typically enter into either cash flow or fair value hedges under ASC 815 to manage the rate risk. Additionally, there are several swaps between the Parent and Comerica Bank that Treasury oversees that are used to transfer risk from the debt transactions.

Located in Michigan, Global Capital Markets engages in the offsetting of derivatives to manage the market risk associated with client derivatives. Comerica Bank hedges the client derivatives book with matching dealer trades.

### *Balance Sheet Hedging*

Derivatives are entered into to manage interest rate risk and facilitate asset/liability management strategies. Derivative financial instruments that qualify for an ASC 815 hedging relationship are classified, based on the exposure being hedged, as either fair value hedges or cash flow hedges. Comerica Bank formally documents all hedging relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for entering into various hedge transactions. Comerica Bank performs monthly assessments to determine whether the hedging relationship has been highly effective in offsetting changes in fair values or cash flows of hedged items and whether the relationship is expected to continue to be highly effective in the future.

### *Global Capital Markets*

Global Capital Markets ("**GCM**") offers financial derivatives to clients of Comerica Bank. This activity is conducted under the supervision of Asset Liability Management Committee (ALCO) of Comerica Bank.

The group is divided between marketing functions and trading. Marketing is responsible for working with Comerica Bank's clients to arrive at hedging strategies that meet their needs. Foreign exchange trading is conducted to manage Comerica Bank's risk resulting from foreign exchange marketing activity, most of which is accomplished by trading with other banks in the wholesale market.

Comerica Bank offsets derivative risk resulting from hedges offered to Comerica Bank's



clients. Foreign exchange rate risk is hedged as a result from trading foreign exchange with Comerica Bank's clients. The types of trades booked include foreign exchange spot, forward, swap and option trades.

#### Booking Practices

Relationship managers of the Business Bank and Retail Bank (e.g., small business customers) contact Comerica Bank's centralized capital markets area to facilitate customer hedging transactions.

All of the Parent's derivatives are booked at Comerica Bank.

For Foreign Exchange trading, the majority of trades dealing with customers are conducted telephonically over a recorded line. Once consummated, the trade is keyed on to the SPOT System, which is the foreign exchange trading system. The trade immediately updates Comerica Bank's currency position so that the foreign exchange dealer may monitor and hedge positions real-time. Once entered, the trade is independently confirmed and settled by GCM Operations, which reports into the Business Finance Division, independent of Global Capital Markets. Trades can also be dealt by clients using Comerica eFX, an automated dealing platform hosted by Comerica Bank. Comerica Bank enters into trades with other dealers using a variety of dealing platforms.

For derivatives, all trades dealing with customers are conducted telephonically over a recorded line. Once consummated, the trade is keyed on to OpenLink, which is the Derivatives system of record. The derivatives seller also offsets all of the trades by phone. Once entered, the trade is independently confirmed by GCM Operations, which reports into the Business Finance Division, independent of Global Capital Markets. GCM Operations also supports all settlement activity.

For Treasury, the derivative trades entered for balance sheet hedges use the process described above for OpenLink.

#### Material Hedges

Comerica Bank engages in basic hedging strategies when hedging the balance sheet. All or substantially all hedging strategies executed on behalf of customers are also basic hedging strategies and are offset one for one with dealers.

#### Hedging Strategies

Comerica Bank hedges the retained earnings of its Toronto office. Comerica Bank sometimes swaps fixed rate debt to floating depending on market conditions. Comerica Bank typically hedges customer interest rate risk and does not engage in credit risk hedges, other than swap participations, which are derivative transactions associated with Loan Participations or Syndications were Comerica Bank shares in a portion of the swap related to hedging the participated or syndicated loan.

A blend of on and off balance sheet hedges will be used depending on the bank's liquidity situation and what is available in the market. Comerica Bank's Core Business Lines do not engage in complex structured hedges.

Fair value hedge relationships mitigate exposure to the change in fair value of an asset, liability, or firm commitment. Comerica Bank engages in fair value hedges of its fixed rate debt, certificates of deposit, and securities available for sale. Comerica Bank enters into to receive-fixed, pay-variable swaps to hedge the fair value of certain of its fixed-rate long term debt and certificates of deposit. Comerica Bank enters into pay-fixed, receive-variable swaps to hedge

the fair value of certain of its available-for-sale securities. Comerica Bank also enters into forward sale agreements to hedge the fair value of certain of its available-for-sale securities.

Cash flow hedge relationships mitigate the exposure to the variability of future cash flows or other forecasted transactions, Comerica Bank enters into receive-fixed, pay-variable interest rate swaps to manage the variability in cash flows of its LIBOR based variable rate loans.

The Global Capital Markets derivatives group eliminates exposures of end-user derivative trades (*i.e.*, clients) via off-setting risk with derivative dealer counterparties. The net book carries zero net exposures and protects fees generated at the initiation of a client generated derivative trade.

## 8. Description of Foreign Operations

The following are the foreign operating subsidiaries of Comerica Bank:

- Comerica do Brazil Participacoes e Servicos Ltda. – 90% Comerica Bank/10% Comerica Incorporated<sup>6</sup>
- Cass & Co. – 100% Comerica Bank

In addition, Comerica Bank operates the following foreign branches:

- Georgetown Branch – Georgetown, Cayman Islands
- Toronto Branch, Toronto, Ontario, Canada

The remaining foreign office of Comerica Bank in Monterrey, Mexico is a representative office.

Comerica's cross-border activities are limited. Through its Canada Branch, Comerica Bank primarily focuses on direct lending and corporate banking products to Canadian exporters, affiliates of United States-based customers, and select industries such as environmental services and technology and life sciences. In coordination with the Mexican representative office, Comerica Bank also works with Mexican based corporates, primarily exporters, as well as affiliates of foreign domiciled companies, and joint ventures. Other foreign exposures exist, although typically in the form of guarantees taken in support of United States-based relationships with affiliates of foreign domiciled parent companies. Comerica Bank also maintains a Cayman Islands branch where Eurodollars are raised and certain loans to foreign-based entities are booked. The other foreign operations are inactive and are shell companies at this time; Comerica Bank has no immediate plans to activate the inactive foreign operations.

## 9. Management Information Systems, Facilities and Systems

The management information systems (“MIS”) of Comerica Bank uses many information technology systems and applications that are deemed critical by the business lines and functional units. Critical information technology systems include only those required to maintain basic business operations and compliance with regulatory requirements.

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<sup>6</sup> The Brazilian subsidiary of Comerica Bank (Comerica do Brazil Participacoes e Servicos Ltda.) is not currently operating and is in the process of being closed.

A subset of the critical information technology systems has been identified as key MIS. The Parent inventoried all MIS to identify key MIS used for risk management, accounting, financial, operational, and regulatory reporting (collectively, the “**Key MIS**”).

The 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. During the Parent’s review of reports currently generated from the MIS for use by management of Comerica Bank, it was determined that the MIS has a robust and flexible MIS reporting engine that can create and produce those reports that would be necessary during the resolution of Comerica Bank (collectively referred to as “**Key MIS Reports**”).

During a resolution event, Comerica Bank would provide regulatory agencies access to the Key MIS Reports. Regulatory agency access to systems and reports would be provided through the individual business units of the Parent 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**”), under the leadership of the Director of Market and Liquidity Risk 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 IT 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 IT 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 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 Plans 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 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.

### Shared Facilities and Systems

#### *Facilities*

Facilities are shared by various business and support functions across the Comerica Enterprise, and are used by various individual business lines. Of approximately 666 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. These systems are supported by Operations.

### Capabilities of Systems to Collect Information

Comerica Bank 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.

## **10. Applicable Resolution Regime Overview**

Comerica Bank is an insured depository institution, and as such, the applicable resolution regime is the bank resolution provisions of the FDI Act, which are mainly in Sections 11 and 13 of the FDI Act. The resolution of Comerica Bank would be initiated by the Texas Department of Banking and by the FDIC if they find that one or more of the statutory grounds for appointing a receiver exists. In the case of Comerica Bank, the Texas Banking Commissioner would issue an order to close Comerica Bank, thereby revoking Comerica Bank's charter (articles of association) to operate as a depository institution, and appoint the FDIC as the receiver of Comerica Bank. Comerica Bank does not have the power to block or delay such appointment. Once the FDIC is appointed as the receiver of Comerica Bank, it succeeds by operation of law to all of the rights, titles, powers, and privileges of Comerica Bank and its stockholders, members, directors, officers, account holders, and depositors, subject to the provisions of the FDI Act.

At the time of Comerica Bank's failure, the FDIC would assume control of Comerica Bank, as receiver, after the close of business on a Friday evening. The primary objectives of the receivership are to resolve Comerica Bank in a way that is least costly to the FDIC Deposit Insurance Fund ("DIF"), to maintain public confidence in the United States banking system, and be as least disruptive to depositors and other stakeholders.

## **11. Summary Description of Resolution Plan**

### Strategic Analysis

Comerica Bank's sole resolution strategy is for a single third-party purchaser to buy substantially all of the assets and assume substantially all of the liabilities of Comerica Bank from the FDIC, as receiver, on Resolution Weekend. Based on the manageable size of Comerica Bank, as well as the tightly integrated nature of its business lines and operations, this

strategy is intended to achieve maximum value for the receivership, incur the least cost to the DIF, ensure access to Comerica Bank's insured deposits within one business day, and limit contagion and loss of franchise value that might be caused by a lengthy resolution process.

#### Friday Evening Sale

The resolution strategy for Comerica Bank involves the transfer of substantially all of its 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 Resolution Weekend. In pursuing this option, the FDIC would also seek to transfer the stock of all or most of Comerica Bank's subsidiaries along with all of its Core Business Lines, Critical Services, and material assets to the single purchaser.

The key factor to the success of the Friday Evening Sale is being able to identify a single third-party purchaser with both the means and desire to assume the liabilities and purchase the assets of Comerica Bank.

Based on Comerica Bank's size and the lack of systemically important operations, the Parent believes that the failure of Comerica Bank would not have a material impact on the stability of the United States' financial markets. Prompt action by the FDIC, using its authority under the FDI Act and the information provided in this Plan, would lead to a rapid and orderly resolution of Comerica Bank. Because Comerica Bank primarily serves clients in the United States, does not engage in extensive derivative activities, contains almost all of the Parent's key support functions and technology, and generates the vast majority of the Parent's revenues and profits, the resolution of Comerica Bank, and accordingly of the Parent, would be almost entirely in the control of the FDIC.

Comerica believes that the Friday Evening Sale would be eminently feasible given the relative size of Comerica Bank in the United States' financial system, the many potential buyers, and the assumption of a Runway Period, which would give the FDIC and Comerica Bank sufficient time to market Comerica Bank and potential buyers time to perform a diligence investigation, make bids, and arrange financing, if needed.

It is assumed that in the Friday Evening sale, all third-party contracts, including all qualified financial contracts, would be transferred to the third-party purchaser, with the exception of the Parent's qualified financial contracts with Comerica Bank, which would be terminated because the Parent would no longer need the hedge and the third-party purchaser is unlikely to be interested in taking the risk of a counterparty relationship with the bankrupt Parent.

#### Resolution Strategy Considerations

##### *Viability*

We believe that the attractiveness of Comerica Bank's geographic markets and business lines, our performance through the last financial crisis, our clearly defined and successful strategy, as well as our manageable size and simple operating structure, would make Comerica Bank a much sought-after entity in the event of a forced sale.

##### *Timing*

As discussed above, the timing associated with this option, given the expected lower level of complexity when dealing with a single acquirer for all of Comerica Bank's assets, could be relatively short. The legal transfer could occur on the Friday evening of Resolution Weekend while the operational elements would be completed within a matter of weeks or up to six months, depending on the particular acquirer.

### *Benefits*

Selling substantially all of the assets and liabilities of Comerica Bank to a single third-party purchaser in a Friday evening sale would likely impose the “least cost” on the FDIC, and keeping Comerica Bank as a whole would result in the least amount of impact on customers, systems, and interconnectedness.

### *Access to Deposits*

Customers would have access to deposits immediately and at all times after Comerica Bank is put into receivership, with debit and credit cards and ATMs continuing to work from the time the receivership on Friday night and over Resolution Weekend and access through banking centers starting Monday morning.

### *Protection of Comerica Bank*

Comerica Bank provides the vast majority of the Parent’s products and services and, with its subsidiaries, represents more than 99% of the Parent’s total assets. The Parent’s centralized support model, with the vast majority of support resources and infrastructure housed in Comerica Bank, simplifies the ongoing support and maintenance of Comerica Bank’s Core Business Lines and Critical Services.

### *Payment Services*

It can safely be assumed that the third-party purchaser would have access to all relevant payment systems.

Based on the foregoing assumptions, Comerica Bank has concluded that the Friday Evening Sale resolution strategy to be the most feasible option, amongst a limited range of workable alternatives.

## **12. 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 Plan and subsequent updates to the Plan.

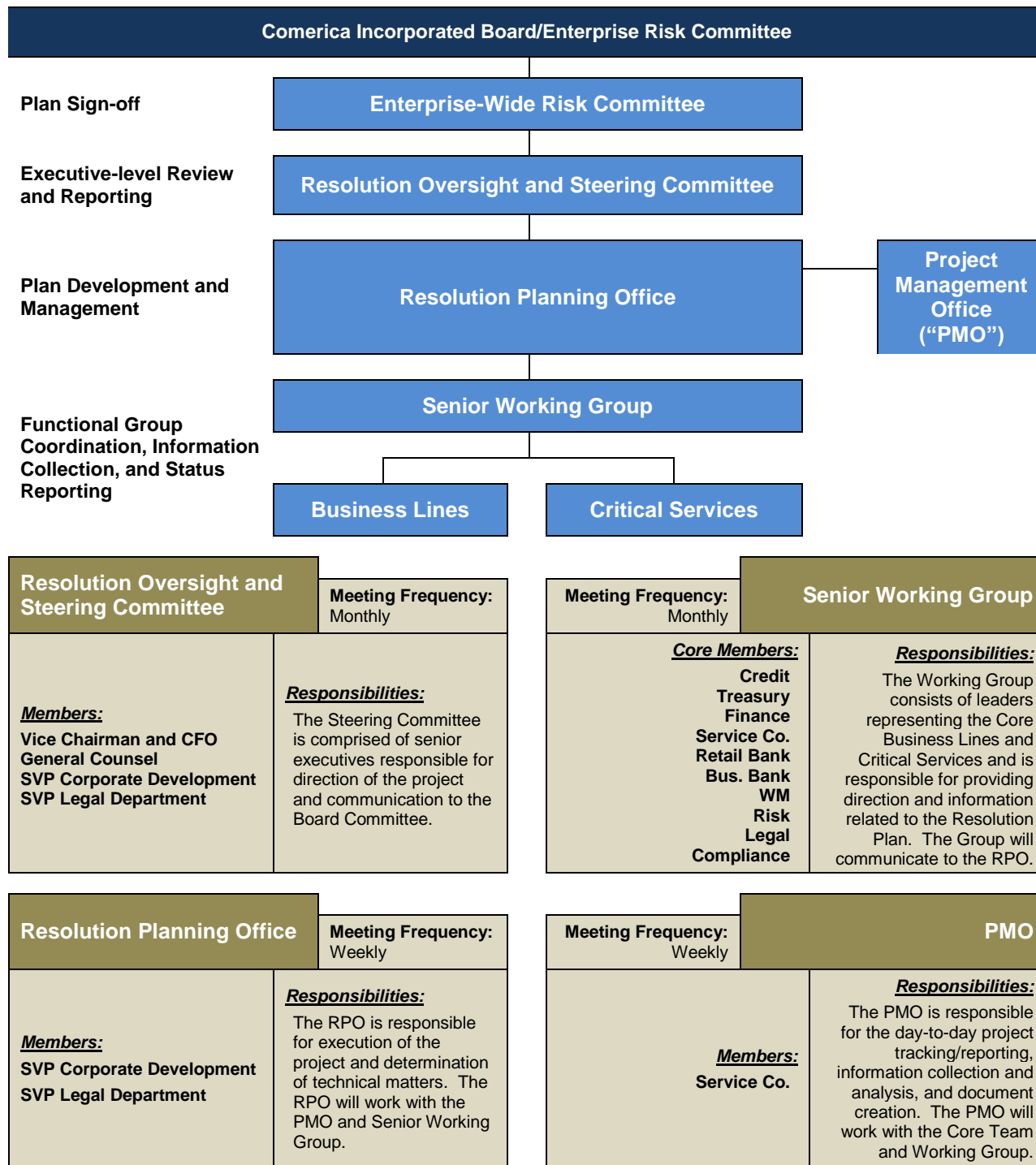
Development of the Plan at Comerica Bank has been coordinated by an RPO, which is co-led by senior officers within the Finance and Corporate Legal organizations. These senior officers have company-wide responsibility to ensure that Comerica Bank is adopting business organizational strategies, policies, and procedures that appropriately address the challenges faced in establishing a workable and credible resolution regime. In addition, the RPO will initiate the start of the first and subsequent annual updates to the Plan.

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, Finance, Human Resources, Information Services, Operations, and Treasury) 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 Comerica Bank, as well as implementing all legal and regulatory changes impacting the Plan.

Figure 12-1 below sets out in graphical form Comerica Bank’s governance structure used to develop its Plan.

**Figure 12-1 Comerica Bank’s Plan Governance Structure**



Comerica Bank 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 the 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.

### 13. Supervisory and Regulatory Information

Figure 13-1 lists the regulatory authorities with primary oversight responsibilities of Comerica Bank.

**Figure 13-1 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.
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.

Figure 13-2 lists the other regulatory authorities with secondary oversight responsibilities of Comerica Bank.

**Figure 13-2 Secondary Regulatory Authorities**

Agency	Focus On
U.S. Commodity Futures Trading Commission (CFTC)	Regulation of derivatives transactions executed by Comerica Bank
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.

Figure 13-3 lists the foreign regulatory authorities with additional oversight responsibilities of the Comerica Bank.



**Figure 13-3 Foreign Regulatory Authorities**

Agency	Focus On
Secretaria da Receita Federal do Brasil (Brazil)	Corporate registration and taxation of Comerica do Brasil Participações e Serviços Ltda.
Banco Central do Brasil (Brazil)	Regulation of Comerica Bank regarding its Brazilian subsidiary Comerica do Brasil Participações e Serviços Ltda.
Office of the Superintendent of Financial Institutions (Canada)	Regulation of Comerica Bank regarding its Canadian branch office
Cayman Islands Monetary Authority (Cayman Islands)	Regulation of Comerica Bank regarding its Cayman Islands branch office under its Category B Banking License and its subsidiary Cass & Co
Banco de México (Mexico)	Regulation of Comerica Bank regarding its Monterrey, Mexico representative office
Comisión Nacional Bancaria y de Valores (CNBV) (Mexico)	Oversees the business conduct of Comerica Bank regarding its Monterrey, Mexico representative office
Secretaría de Hacienda y Crédito Público (Mexico)	Oversees the taxation of Comerica Bank regarding its Mexican business transactions

#### 14. How to Find More Information regarding Comerica Bank

The Comerica Enterprise maintains an Internet website at [www.comerica.com](http://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.

#### 15. 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" 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 news release 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 the interest rate policies of the Federal Reserve Board; volatility and disruptions in global capital and credit markets; changes in the Parent's credit rating; the interdependence of financial service companies; changes in regulation or oversight; unfavorable developments concerning credit quality; any future strategic acquisitions or divestitures; the effects of more stringent capital or liquidity requirements; declines or other changes in the businesses or industries of customers; the implementation of strategies and business models for the Comerica Enterprise; ability of the Comerica Enterprise to utilize technology to efficiently and effectively develop, market and deliver new products and services; operational difficulties, failure of technology infrastructure or information security incidents; 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 markets of the Comerica Enterprise; changes in customer behavior; 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; 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, droughts 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 our filings with the Securities and Exchange Commission. In particular, please refer to "Item 1A. Risk Factors" beginning on page 13 of the Parent's Annual Report on Form 10-K for the year ended December 31, 2012, and "Item 1A. Risk Factors" beginning on page 68 of the Parent's Quarterly Report on Form 10-Q for the quarter ended June 30, 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 news release or in any documents, Comerica claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

# Part 2:

## Selected Financial Information

## Selected Financial Information

The following statement is the unconsolidated balance sheet and consolidated balance sheet for Comerica Bank and its subsidiaries as of December 31, 2012.

## Figure SF-1 Comerica Bank and Subsidiaries Consolidating Balance Sheet

Consolidating Balance Sheet – Comerica Bank and Subsidiaries								
December 31, 2012	Comerica Bank	Comerica Financial & Subsidiaries	Comerica Investment Services & Subsidiaries	Miscellaneous Subsidiaries	Eliminations	Preliminary Comerica Bank & Subsidiaries	Regulatory Reclasses	Comerica Bank & Subsidiaries
<i>in thousands of dollars</i>								
Noninterest-bearing balances due from depository institutions and currency and coin	\$1,374,690	\$1,798,656	\$39,926	\$46,284	\$(1,886,145)	\$1,373,410	\$21,484	\$1,394,894
Interest-bearing balances due from depository institutions	3,038,781		118,970	329,650	(448,620)	3,038,781		3,038,781
Available-for-sale securities	10,204,700		71,443	-		10,276,143		10,276,143
Federal funds sold	100,000					100,000		100,000
Securities purchased under agreements to resell	-			289	(289)	-		-
Loans and leases held for sale	11,557					11,557		11,557
Loans and leases, net of unearned income	45,477,080			803,887	(224,342)	46,056,625	(483)	46,056,142
LESS: Allowance for loan and lease losses	(626,780)			(1,958)		(628,737)		(628,737)
Loans and leases, net of unearned income and allowance	44,850,301			801,929	(224,342)	45,427,888	(483)	45,427,404
Trading assets	454,685		25,246			479,931		479,931
Premises and fixed assets	570,011		796	47,691		618,497		618,497
Other real estate owned	50,628			784		51,411		51,411
Investments in unconsolidated subsidiaries and associated companies	40,258					40,258		40,258
Goodwill	636,883		41,819	17,731		696,434		696,434
Other intangible assets	22,384		16			22,399		22,399
Other assets	5,673,691	(1)	24,529	(437,568)	(2,240,516)	3,020,135	74,306	3,094,441
<b>Total assets</b>	<b>\$67,028,566</b>	<b>\$1,798,655</b>	<b>\$322,746</b>	<b>\$806,790</b>	<b>\$(4,799,912)</b>	<b>\$65,156,844</b>	<b>\$95,307</b>	<b>\$65,252,151</b>
Noninterest-bearing deposits in domestic offices	\$24,999,908			\$1,915	\$(1,882,658)	\$23,119,165	\$30,609	\$23,149,774
Interest-bearing deposits in domestic offices	28,081,344				(1,345)	28,079,999		28,079,999
Noninterest-bearing deposits in foreign offices	196,331					196,331		196,331
Interest-bearing deposits in foreign offices	1,760,987				(447,275)	1,313,712		1,313,712
<b>Total deposits</b>	<b>55,038,570</b>			<b>1,915</b>	<b>(2,331,278)</b>	<b>52,709,206</b>	<b>30,609</b>	<b>52,739,815</b>
Federal funds purchased	17,050					17,050		17,050
Securities sold under agreements to repurchase	77,486				(289)	77,197		77,197
Trading liabilities	407,394					407,394		407,394
Other borrowed money	2,000,000			33,406	749	2,034,155		2,034,155
Subordinated notes	2,057,730			228,743	(228,743)	2,057,730		2,057,730
Other liabilities	433,767	(13)	16,157	392,065	15,566	857,542	64,698	922,241
<b>Total liabilities</b>	<b>60,031,998</b>	<b>(13)</b>	<b>16,157</b>	<b>656,128</b>	<b>(2,543,994)</b>	<b>58,160,276</b>	<b>95,307</b>	<b>58,255,582</b>
Common stock	58,527	1,055,389	0	507	(1,055,896)	58,527		58,527
Surplus	2,774,986	472,088	296,883	787,13	(1,556,106)	2,774,986		2,774,986
Retained earnings	4,575,911	271,191	9,705	(203,133)	(77,763)	4,575,911		4,575,911
Accumulated other comprehensive loss	(412,856)			(433,847)	433,847	(412,856)		(412,856)
Other equity capital components	-					-		-
<b>Total equity capital</b>	<b>6,996,569</b>	<b>1,798,667</b>	<b>306,589</b>	<b>150,662</b>	<b>(2,255,918)</b>	<b>6,996,569</b>	<b>-</b>	<b>6,996,569</b>
<b>Total liabilities and equity capital</b>	<b>\$67,028,566</b>	<b>\$1,798,655</b>	<b>\$322,746</b>	<b>\$806,790</b>	<b>\$(4,799,912)</b>	<b>\$65,156,844</b>	<b>\$95,307</b>	<b>\$65,252,151</b>

Comerica Bank