

# Comerica Bank

## IDI Resolution Plan: Public Section

June 30, 2018

Submitted Pursuant the Resolution and Receivership Rules of the Federal  
Deposit Insurance Corporation, 12 CFR Part 360

*balanced*

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# IDI Resolution Plan

## Section A: Public Section

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Part A:  
Public Section and Public  
Summary of Plan

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The Public Section of this IDI Resolution Plan is required to be produced in a form that can be disseminated to the public via the Federal Deposit Insurance Corporation’s website.

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## **A. Public Section and Public Summary of the IDI 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.

Relevant regulations promulgated by the Board of Governors of the Federal Reserve System (“**FRB**”) and the Federal Deposit Insurance Corporation (“**FDIC**”) required 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 “rapid and orderly” resolution in the event of material financial distress or failure. The FDIC adopted a rule under the Federal Deposit Insurance Act (“**FDI Act**”) 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 FDI Act in an orderly and timely manner, with the least cost to the FDIC’s Deposit Insurance Fund.

For the Comerica enterprise, two resolution 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).

As detailed in this IDI Resolution Plan, 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 or 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. A separate resolution plan was last submitted for Comerica Incorporated in 2017.

Both the Board of Directors of Comerica Incorporated and Comerica Bank have approved the IDI Plan prior to its submission to the agencies.



Part 1:

Public Summary of the Plan and  
Other Information

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## 1. Summary of the Plan and Strategy

This IDI Resolution Plan (the “**Plan**”) sets forth the resolution strategy and information about Comerica Bank and its subsidiaries as required under the FDIC’s resolution regulations (“**IDI Rule**”) promulgated under the Federal Deposit Insurance Act (“**FDI Act**”). Comerica Bank is a covered insured depository institution (“**CIDI**”) with total consolidated assets in excess of \$50 billion and is therefore required to submit a plan for resolution pursuant to the FDI Act.

This Plan sets out how Comerica Bank could be resolved under the FDI Act in an orderly and timely manner that ensures that depositors receive access to their insured deposits within one business day of Comerica Bank’s failure, maximizes the net present value return from the sale or disposition of its assets, and minimizes the amount of any loss realized by the Deposit Insurance Fund (“**DIF**”) and Comerica Bank’s creditors. A resolution of Comerica Bank under the Plan would not require the use of any extraordinary government support or funds from United States taxpayers and would substantially mitigate the risk that the failure of Comerica Bank 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 (“**FRB**”) pursuant to 12 U.S.C. 5365(i)(1)(B) for the purposes of the Capital Plan Review. The Plan does not reflect Comerica Bank’s actual risks. Instead, the Plan’s hypothetical failure scenario is designed only for the purpose of developing the required resolution plan.

Comerica Incorporated (the “**Parent**”) and its consolidated subsidiaries are referred to in this Plan, collectively, as the “Comerica Enterprise.” As of December 31, 2017, Comerica Bank, an insured depository institution with \$71.5 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 in the Comerica Enterprise required to file a resolution plan with the FDIC. Comerica Bank operates across five primary geographic markets: Texas, Arizona, California, Florida, and Michigan (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.

Based on Comerica Bank’s size and the continued lack of systemically important operations, the failure of Comerica Bank would not have a material impact on the stability of the U.S. financial system. 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 three strategies for the resolution of Comerica Bank in an FDIC receivership. The FDIC’s Guidance for Covered Insured Depository Institution Resolution Plan Submissions requires this Plan to present two strategies under which Comerica Bank can be

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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 \$54 million as of December 31, 2017.

resolved in the highly unlikely event of its failure: the Multiple Acquirer Strategy and the Liquidation Strategy. Comerica Bank's preferred resolution strategy is the Multiple Acquirer Strategy. Under the Multiple Acquirer Strategy, upon Comerica Bank's failure and the FDIC's appointment as receiver, Comerica Bank would segment its businesses and would be sold separately to third-party purchasers or via an Initial Public Offering ("IPO") of a bridge bank established by the FDIC. This Plan also presents a third strategy, the Friday Evening Sale Strategy, which Comerica Bank believes to be a reasonable resolution strategy.

## 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 approximately 8,200 colleagues who serve as ambassadors in the community. Comerica Bank has received a "Satisfactory" rating from the FRB for its Community Reinvestment Act activities.

### Comerica Bank and Comerica Incorporated Legal Structure

As of March 30, 2018, the Comerica Enterprise comprises a total of 36 legal entities, plus five insurance agencies, two insured depository institutions (Comerica Bank and CB&T), one leasing company, and one broker-dealer.

Comerica Bank had approximately \$71.5 billion in total consolidated assets as of December 31, 2017. 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. A limited number of 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, 2017, Comerica Bank operated 589 ATMs, employed approximately 8,200 associates, and operated 437 banking centers in five states: Texas, Arizona, California, Florida, and Michigan, 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 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, revenue, and net income;

Business purpose and mapping to Critical Services and Core Business Lines;

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.<sup>4</sup>

The following parts of this summary provide a high-level overview of the Plan and its strategies. Unless otherwise indicated, all numbers and financial data are as of December 31, 2017.

### **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 CB&T), Comerica Bank is the only Material Entity under the IDI Rule.

- Ralph W. Babb, Jr., Chairman and Chief Executive Officer
- Curtis C. Farmer, President, Comerica Incorporated and Comerica Bank
- Muneera S. Carr, Executive Vice President and Chief Financial Officer
- Peter W. Guilfoile, Executive Vice President and Chief Credit Officer
- Michael H. Michalak, Executive Vice President and Chief Risk Officer
- The key management officers of Comerica Bank comprise the Management Executive Committee (“MEC”). In March 2018, the members of the MEC were:
- Ralph W. Babb, Jr., Chairman and Chief Executive Officer
- Curtis C. Farmer, President, Comerica Incorporated and Comerica Bank
- Muneera S. Carr, Executive Vice President and Chief Financial Officer
- Peter W. Guilfoile, Executive Vice President and Chief Credit Officer
- John D. Buchanan, Executive Vice President, Chief Legal Officer and Corporate Secretary
- Christine M. Moore, Executive Vice President, General Auditor
- Paul R. Obermeyer, Executive Vice President and Chief Information Officer
- Megan D. Burkhart, Executive Vice President and Chief Human Resources Officer
- Michael H. Michalak, Executive Vice President and Chief Risk Officer

**5. Core Elements of the Plan**

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

Core Business Lines

Comerica Bank has analyzed its primary lines of business to identify those businesses that qualify as Core Business Lines and 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, a mapping of the core products and services to a primary line of business, an assessment of the relative contributions of all business lines from loan, deposit, and net income perspectives, and an analysis of the relative values of the business lines. 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.



Core Business Lines	Description
<b>Retail Bank</b>	The Retail Bank includes small business banking and personal financial services, consisting of commercial lending, 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 Service<sup>5</sup>

The Critical Services that Comerica Bank has identified are Human Resources, Finance, Corporate Legal, Audit, Operations, Information Services, Treasury, and Enterprise Risk.

### 6. Payment, Clearing, and Settlement Systems

Comerica Bank is a member of a number of payment, clearing, and settlement systems that are common to every bank in its size range in the country. It can safely be assumed that any potential third-party purchasers will also be direct members of each of these systems and would use their own pre-existing memberships with the same payment, clearing, and settlement systems. It is also assumed that a bridge bank established in the Multiple Acquirer Strategy would be able to maintain access to Comerica Bank’s systems. The challenge would come during the Runway Period because the systems might, during that period, ask for additional assurances, collateral, or margin. These reactions would depend upon the rules of the particular system, but it is likely that a system would allow Comerica Bank to continue to access its platform as long as Comerica Bank is able to meet the existing and any newly imposed requirements.

Comerica Bank has a direct membership with the following payment, clearing, and settlement systems:

- Automated Clearing House network – via FedACH and The Clearing House Electronic Payments Network (EPN)
- Check Clearing – via FIS Endpoint Exchange, FRB Check Services, The Clearing House Image Exchange, and various correspondent/respondent bank relationships
- Fedwire Funds Service - wire transfer services
- Fedwire Securities Service – transfer and settlement services for all marketable U.S. Treasury securities
- Society for Worldwide Interbank Funds Transfer (SWIFT) – messaging service used for international payments
- JP Morgan Access – Global Capital Markets uses JPM’s MORCOM reporting platform to

<sup>5</sup> In addition to identifying Critical Services, Comerica Bank also reviewed its operations to determine whether it had any critical operations. A critical operation is any service or operation, 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. Accordingly, Comerica Bank does not have any Critical Operations.

retrieve reports of activities related to JPM acting as our sole Futures Commission Merchant (FCM), *i.e.*, servicing agent for Chicago Mercantile Exchange (CME) trades

- Payment Card Solutions
- Elan Financial Services – credit card partner that owns the retail card accounts and provides card access via Visa, Mastercard and American Express networks
- Mastercard Network – payment processor for Comerica prepaid cards, commercial credit cards and debit cards
- PULSE Network – Alternate payment processor for Comerica's ATM & Point of Sale debit cards
- Worldpay (formerly Vantiv) Merchant Card – payment service provider to merchants
- Visa Network – payment processor for Comerica prepaid cards

## 7. Trading, Derivatives, and Hedges

### Overview

Comerica Bank executes hedging transactions on behalf of customers and hedges its own balance sheet. All energy and interest rate derivatives transactions, as well as all material Foreign Exchange derivative transactions are ultimately matched with individual offsets and managed within policy VaR. In conformance with the Dodd-Frank Act and regulations issued under section 619 of that Act (the “**Volcker Rule**”), Comerica Bank does not engage in proprietary trading activity.

Located in Dallas, Texas, the Parent’s Treasury Group uses derivatives, as appropriate, 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 the ASC 815 standard 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 the 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, 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, independent of GCM. 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 where 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 Comerica 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 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 GCM 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 Brasil Participações e Serviços Ltda. – 90% Comerica Bank/10% Comerica Incorporated
- Cass & Co. – 100% Comerica Bank

In addition, Comerica Bank operates the following foreign branches:

- Cayman Islands (Georgetown) Branch, Georgetown, Cayman Islands
- Canada (Toronto) Branch, Toronto, Ontario, Canada

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

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”) employed by Comerica Bank use 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.

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**"), as coordinated through the FDIC's 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 multiple critical IT elements within the same recovery time objectives. 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.

Comerica Bank has a team that is dedicated to the maintenance of both the Business Continuity Plan and the Disaster Recovery Plan, and for testing these plans 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, Comerica Incorporated's Executive Risk Committee and the Comerica Bank Board 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, based on the nature of their respective disciplines, which include regional state-of-the-art Incident Command Centers to various threat identification and tracking sources to identify actual and trending threat conditions (*e.g.*, geological, meteorological, biological, *etc.*).

#### 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 569 facilities (as



of March 31, 2018), 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 and Technology.

### Capabilities of Systems to Collect Information

Comerica Bank developed various data collection forms, processes, and templates to collect the data required for the development of the first Plan submission that occurred in 2013. For this Plan submission, Comerica Bank utilized Workiva's Wdesk product, a cloud-based productivity platform for enterprise-level risk, compliance, and management reporting. Points of contact and their sources of information were identified, access was granted to Wdesk, and all completed Plan updates were input directly by the points of contact into the Plan using the Wdesk product.

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

Comerica Bank is an insured depository institution, and as such, the applicable resolution regime is set forth in the bank resolution provisions of the FDI Act, which are found 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 exist. 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, to maintain public confidence in the United States banking system, and to be least disruptive to depositors and other stakeholders. In a receivership, the FDIC's duty would be to resolve Comerica Bank in a manner that is the least costly to the DIF of all the alternatives and administer a claims process for creditors and other claimants against Comerica Bank in receivership. In carrying out that duty, the FDIC has the authority to transfer all or a portion of the failed Comerica Bank's assets and liabilities to a third party or bridge bank without the need to obtain the consent of Comerica Bank's creditors or counterparties or a court, at least to the extent that state or federal law governs the issue.

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

### Resolution Strategies

The FDIC requires this Plan to present two resolution strategies under which Comerica Bank can be resolved under Sections 11 and 13 of the FDI Act in the highly unlikely event of its failure: the Multiple Acquirer Strategy and the Liquidation Strategy. Comerica Bank's preferred resolution strategy is the Multiple Acquirer Strategy. The Plan also presents a third strategy, the Friday Evening Sale Strategy, which Comerica Bank believes is a reasonable resolution strategy.

First, Comerica Bank's preferred resolution strategy is the Multiple Acquirer Strategy. Under the Multiple Acquirer Strategy, upon Comerica Bank's failure and the FDIC's appointment as receiver, Comerica Bank would segment its businesses, which would be sold separately to third-party purchasers or via an IPO. Comerica Bank believes the Multiple Acquirer Strategy is eminently feasible. The Multiple Acquirer Strategy is designed to preserve franchise value derived from Comerica's existing business model by maintaining geographic segments and related business lines, incur the least cost to the DIF, and result in the least impact on customers and employees.

Second, the Plan also sets forth the non-preferred Liquidation Strategy. Under the Liquidation Strategy, U.S. insured depositors would receive full payment from the DIF, but the analysis anticipates losses to the DIF. The FDIC, upon being appointed Comerica Bank's receiver, would liquidate Comerica Bank's assets and use the remaining proceeds to pay off uninsured depositors and other creditors. The Liquidation Strategy would be in lieu of establishing a bridge bank through which Comerica Bank's businesses could be sold in an orderly fashion.

Last, Comerica Bank believes a reasonable resolution strategy is the Friday Evening Sale Strategy. The Friday Evening Sale Strategy was Comerica's sole resolution strategy in past 165(d) and IDI Resolution Plans. Under the Friday Evening Sale Strategy, the FDIC, acting as receiver, would sell Comerica Bank in its entirety through a pre-arranged purchase and assumption transaction to a single third-party purchaser on the Friday evening of Resolution Weekend. Because of the attractiveness of the Comerica franchise and the ability to gain market share quickly, Comerica Bank believes it would be a much sought-after target even in the event of a forced sale. Based on the manageable size of Comerica Bank, as well as the tightly integrated nature of its business lines and operations, the Friday Evening Sale Strategy is intended to achieve reasonable value for the receivership, incur no 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.

#### Multiple Acquirer Strategy Considerations

##### *Viability*

The attractiveness of Comerica Bank's geographic markets and business lines, its performance through the last financial crisis, its clearly defined and successful strategy, as well as manageable size and simple operating structure, would make segments of Comerica Bank much sought-after assets in the event of a forced sale even in the Severely Adverse economic scenario. Furthermore, the successful operating strategy of Comerica Bank, which stresses relationship banking, ensures that the Comerica Bank customer base is tightly enough integrated that a sale of the entire Comerica Bank segment (as opposed to splitting the bank by its lines of business) is an eminently feasible resolution strategy. This core value preserving principle is unaffected by exogenous economic conditions or scenarios, under any set of assumptions.

##### *Timing*

The timing associated with this option would take between 12 and 18 months to complete. The bridge bank would operate for a period of time in order to stabilize operations, show a year's worth of operating history, and eventually prepare for and complete an IPO.

##### *Benefits*

The Multiple Acquirer Strategy would likely impose the "least cost" on the FDIC, and keeping Comerica Bank's key geographies as a whole would result in the least amount of impact on customers and systems.

### *Access to Deposits*

All related deposit and customer erosion is assumed to have occurred in the Runway Period and the month following resolution for the segments that are placed into the bridge bank. In addition, 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 begins 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, Clearing, and Settlement Services*

It can safely be assumed that any third-party purchasers would have access to all relevant payment, clearing, and settlement systems. It is also assumed that the bridge bank will be in a position to provide adequate assurances, including in the form of pre-funding or increased collateral, so that all relevant systems will continue to process transactions for the bridge bank established under the Multiple Acquirer Strategy.

Based on the foregoing assumptions, Comerica Bank has concluded that the Multiple Acquirer Strategy is its preferred strategy.

## **12. Corporate Governance of the Comerica Enterprise and Resolution Planning Governance**

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

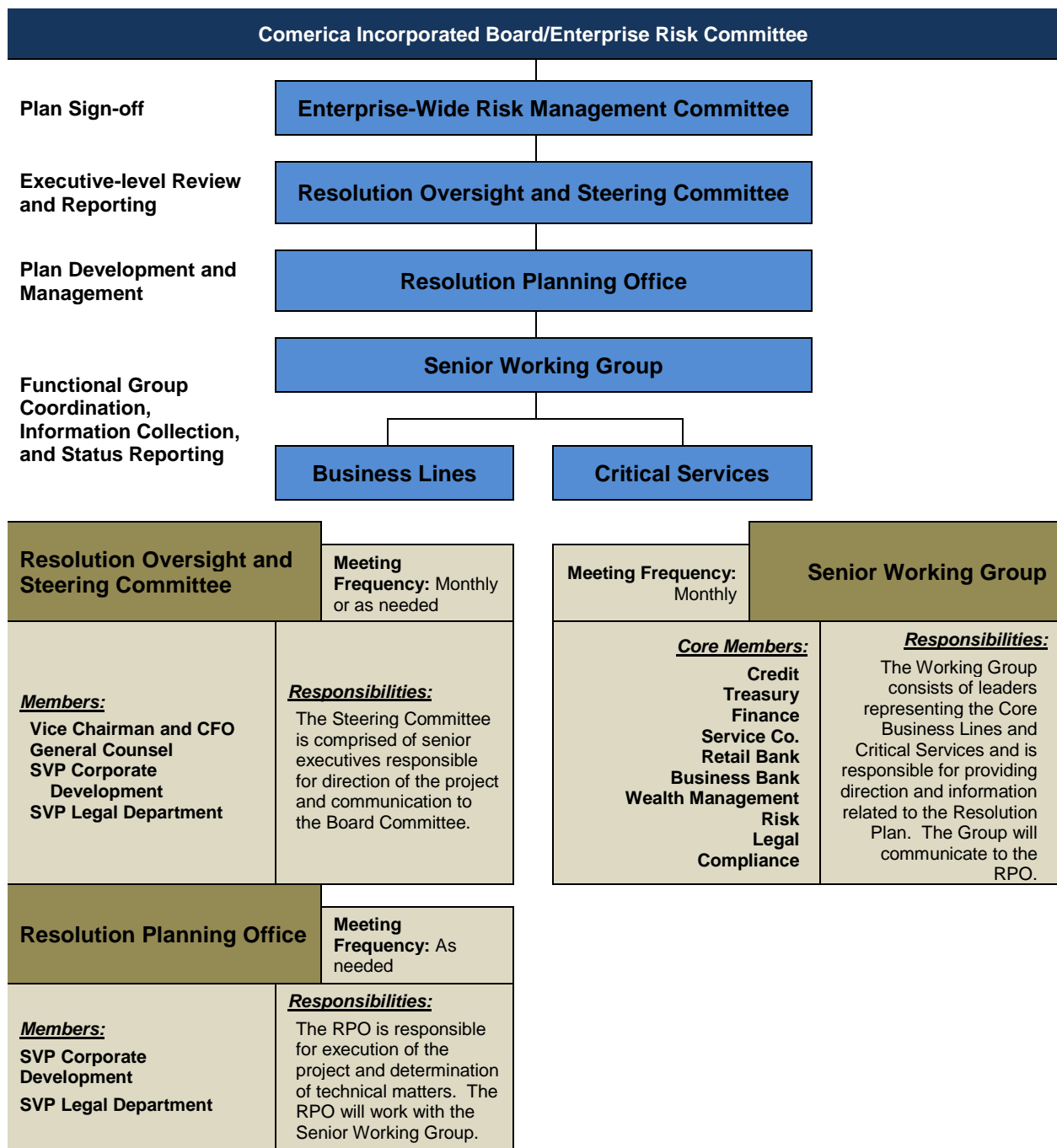
Governance over the Plan is accomplished through a variety of Board-level, executive management, and senior management committees, as well as via legal entity and business line management structures. The Board of the Parent and the Board of Comerica Bank have final responsibility for approving the initial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

Development of the Plan at Comerica Bank has been coordinated by an RPO, which is co-led by senior officers within the Enterprise Risk 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.

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, Technology, Operations, Treasury, and Enterprise 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 Comerica Bank, as well as implementing all legal and regulatory changes impacting the Plan.

Figure 12-1 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 Enterprise Risk, Finance, Technology, 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 (the “**Oversight 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 CRO, the Chief Legal Officer, and the business head of Comerica Bank's core business segments (the President of Comerica Incorporated and Comerica Bank). The Enterprise-Wide Risk Management 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 FDIC.

### 13. Supervisory and Regulatory Information

Figure 13-1 lists the regulatory authorities with primary oversight responsibilities with respect to 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 with respect to 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 with respect to 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



Agency	Focus On
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 available on the Internet website and are also 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 track," "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; whether the Comerica Enterprise may achieve opportunities for revenue enhancements and efficiency improvements under the GEAR Up initiative, or changes in the scope or assumptions underlying the GEAR Up initiative; operational difficulties, failure of technology infrastructure or information security incidents; reliance on other companies to provide certain key components of business infrastructure; the Comerica Enterprise's ability to maintain adequate sources of funding and liquidity; the effects of more stringent capital or liquidity requirements;

declines or other changes in the businesses or industries of the Comerica Enterprise's customers; unfavorable developments concerning credit quality; changes in regulation or oversight; changes in the financial markets, including fluctuations in interest rates and their impact on deposit pricing; transitions away from LIBOR towards new interest rate benchmarks; reductions in the Comerica Enterprise's credit rating; damage to the Comerica Enterprise's reputation; the Comerica Enterprise's ability to utilize technology to efficiently and effectively develop, market and deliver new products and services; competitive product and pricing pressures among financial institutions within the Comerica Enterprise's markets; the interdependence of financial service companies; the implementation of the Comerica Enterprise's strategies and business initiatives; changes in customer behavior; management's ability to maintain and expand customer relationships; the effectiveness of methods of reducing risk exposures; the effects of catastrophic events including, but not limited to, hurricanes, tornadoes, earthquakes, fires, droughts and floods; the effects of recent tax reform and potential legislative, administrative or judicial changes or interpretations related to these and other tax regulations; any future strategic acquisitions or divestitures; management's ability to retain key officers and employees; the impact of legal and regulatory proceedings or determinations; the effects of terrorist activities and other hostilities; changes in accounting standards; the critical nature of the Comerica Enterprise's accounting policies and the volatility of the Comerica Enterprise's stock price.

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, 2017.

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, Comerica 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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Part 2:  
Selected Financial Information

Comerica Bank

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## Part 2: Selected Financial Information

Figure SF-1 below is the unconsolidated balance sheet and consolidated balance sheet for Comerica Bank and its subsidiaries.

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

Consolidating Balance Sheet - Comerica Bank and Subsidiaries								
December 31, 2017 in millions of dollars	Comerica Bank	Comerica Financial & Subsidiaries	Comerica Investment Services & Subsidiaries	Miscellaneous Subsidiaries	Eliminations	Preliminary Comerica Bank & Subsidiaries	Regulatory Reclasses	Comerica Bank & Subsidiaries
Noninterest-bearing balances due from depository institutions and currency and coin	\$1,438	\$1,799	\$44	\$213	\$(2,056)	\$1,438	\$99	\$1,537
Interest-bearing bal. due from depository institutions	4,395	-	125	520	(643)	4,397	-	4,397
Available-for-sale securities	10,903	-	35	-	-	10,938	-	10,938
Held-to-maturity securities	1,266	-	-	-	-	1,266	-	1,266
Federal funds sold	10	-	-	-	-	10	-	10
Securities purchased under agreements to resell	-	-	-	-	-	-	-	-
Loans and leases held for sale	4	-	-	-	-	4	-	4
Loans and leases, net of unearned income	48,850	-	-	311	12	49,173	(1)	49,172
LESS: Allowance for loan and lease losses	(709)	-	-	(3)	-	(712)	-	(712)
Loans and leases, net of unearned income and allowance	48,141	-	-	308	12	48,461	(1)	48,460
Trading assets	-	-	-	-	-	-	144	144
Premises and fixed assets	426	-	-	38	-	464	-	464
Other real estate owned	5	-	-	1	-	6	-	6
Investments in unconsolidated subsidiaries and associated companies	2,635	-	-	19	(2,654)	-	8	8
Goodwill	637	-	42	17	-	696	-	696
Other intangible assets	6	-	-	-	-	6	-	6
Other assets	3,961	-	6	(176)	9	3,800	(127)	3,673
<b>Total assets</b>	<b>\$73,827</b>	<b>\$1,799</b>	<b>\$252</b>	<b>\$940</b>	<b>\$(5,332)</b>	<b>\$71,486</b>	<b>\$123</b>	<b>\$71,609</b>
Noninterest-bearing deposits in domestic offices	\$33,989	\$-	\$-	\$-	\$(2,045)	\$31,944	\$110	\$32,054
Interest-bearing deposits in domestic offices	26,767	-	-	-	-	26,767	(150)	26,617
Noninterest-bearing deposits in foreign offices	276	-	-	-	-	267	1	277
Interest-bearing deposits in foreign offices	727	-	-	-	(643)	84	150	234
<b>Total deposits</b>	<b>61,759</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2,688)</b>	<b>59,071</b>	<b>111</b>	<b>59,182</b>
Federal funds purchased	10	-	-	-	-	10	-	10
Securities sold under agreements to repurchase	2	-	-	-	-	2	-	2
Trading liabilities	-	-	-	-	-	-	110	110
Other borrowed money	3,465	-	-	-	-	3,465	-	3,465
Subordinated notes	555	-	-	-	-	555	-	555
Other liabilities	547	-	5	412	10	974	(98)	876
<b>Total liabilities</b>	<b>63,688</b>	<b>-</b>	<b>5</b>	<b>412</b>	<b>(2,678)</b>	<b>64,077</b>	<b>123</b>	<b>64,200</b>
Common stock	58	1,056	-	1	(1,057)	58	-	58
Surplus	2,775	472	297	787	(1,556)	2,775	-	2,775
Retained earnings	5,107	271	(50)	(100)	(201)	5,027	-	5,027
Accumulated other comprehensive loss	(451)	-	-	(160)	160	(451)	-	(451)
Other equity capital components	-	-	-	-	-	-	-	-
<b>Total equity capital</b>	<b>7,489</b>	<b>1,799</b>	<b>247</b>	<b>528</b>	<b>(2,654)</b>	<b>7,409</b>	<b>-</b>	<b>7,409</b>
<b>Total liabilities and equity capital</b>	<b>\$73,827</b>	<b>\$1,799</b>	<b>\$252</b>	<b>\$940</b>	<b>\$(5,332)</b>	<b>\$71,486</b>	<b>\$123</b>	<b>\$71,609</b>



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*excellence*