



**SUNTRUST BANKS, INC. 2014 165(d)  
RESOLUTION PLAN SUBMISSION**

**Public Section**

December 19, 2014

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# SunTrust 2014 Resolution Plan

## PUBLIC SECTION

### Introduction

Section 165(d) of the Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) requires bank holding companies with \$50 billion or more in total assets to periodically submit to the Board of Governors of the Federal Reserve System (“Federal Reserve Board”) and Federal Deposit Insurance Corporation (“FDIC”) a plan for the bank holding companies' rapid and orderly resolution in the event of material distress or failure. The Federal Reserve Board and FDIC subsequently jointly adopted a final rule implementing this provision of the Dodd-Frank Act (Federal Reserve Regulation QQ, Part 381 of the FDIC regulations, the “DFA Rule”).<sup>1</sup> Separately, the FDIC's final rule requires insured depository institutions (“IDIs”) with \$50 billion or more in total assets to periodically submit to the FDIC a plan for the institutions' resolution (Part 360 of the FDIC regulations, the “Covered Insured Depository Institution (“CIDI”) Rule”).<sup>2</sup>

As a bank holding company with \$50 billion or more in total assets, SunTrust Banks, Inc. (“STI”) is subject to the DFA Rule. Similarly, SunTrust Bank (“STB”), STI's wholly-owned IDI, is subject to the CIDI Rule because its total assets exceed \$50 billion.

As permitted under the DFA Rule, STI notified the Federal Reserve Board and FDIC in April 2014 of its intent to file a tailored Resolution Plan (the “Resolution Plan”) due to its limited holdings of nonbank assets and the size of STB relative to STI.

SunTrust<sup>3</sup> is a diversified financial services holding company with businesses that provide a broad range of financial services to consumer, business, and corporate and institutional clients. Through STB, SunTrust offers deposit, credit, trust, and investment services. Additional subsidiaries provide mortgage banking, asset management, securities brokerage, equipment leasing, capital markets, and investment banking services. Within its retail, commercial, and private wealth businesses, STB operates primarily within the Southeastern and Mid-Atlantic United States, most notably Florida, Georgia, Virginia, Tennessee, Maryland, North Carolina, South Carolina, and the District of Columbia (the “SunTrust footprint”). Within the SunTrust footprint, the company possesses strong market positions and provides clients with a wide selection of branch- and technology-based, 24-hour channels, including ATMs, call centers, and digital banking (Internet, mobile, tablet). Within its corporate and investment banking, commercial real estate, certain consumer lending, and mortgage businesses, SunTrust has a more national presence. SunTrust's client base encompasses a broad range of individuals, businesses, corporations, institutions, and government agencies. SunTrust has three primary Business Segments:

- Consumer Banking and Private Wealth Management
- Wholesale Banking
- Mortgage Banking

As required under the DFA Rule, CIDI Rule, and related supervisory guidance, the Resolution Plan provides for the resolution of STI and STB following a hypothetical, idiosyncratic shock that results in the imminent failure of STI and STB. This hypothetical idiosyncratic shock occurs when general macroeconomic conditions are consistent with certain baseline assumptions where the United States financial system is not experiencing a system-wide financial panic or other crisis. The 2014 Plan also addresses the resolution of STI and SunTrust Robinson Humphrey, Inc. (“STRH”) under the 2014 Dodd Frank Act Stress Test (“DFAST”)<sup>4</sup> adverse and severely adverse scenarios. The Resolution Plan demonstrates how SunTrust's material entities could be resolved in a reasonable period of time, without the use of any extraordinary government support, funds from the United States taxpayer, nor the use of Title

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<sup>1</sup> Federal Reserve Board and FDIC, Resolution Plans Required, 76 Fed. Reg. 67323 (Nov. 1, 2011).

<sup>2</sup> FDIC, Resolution Plans Required for Insured Depository Institutions with \$50 billion or more in Total Assets, 77 Fed. Reg. 3075 (Jan. 23, 2012).

<sup>3</sup> The term “SunTrust” refers to the consolidated enterprise.

<sup>4</sup> 2014 Supervisory Scenarios for Annual Stress Tests Required under the Dodd-Frank Act Stress Testing Rules and the Capital Plan Rule (Nov. 1, 2013).

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II Orderly Liquidation Authority, and in a manner that substantially mitigates the risk that the failure of these material entities or core business lines would have a serious adverse effect on financial stability in the United States.

In addition, the SunTrust resolution strategies:

- Enable STB to be resolved at the least cost to the Deposit Insurance Fund.
- Ensure depositors have access to their insured deposits within one business day of the STB's failure.
- Maximize the net present value return from the sale or disposition of the STB's assets and minimize the amount of any loss realized by the creditors in STB's resolution.
- Ensure the continuation of critical services of STB despite STB's failure.
- Maintain public confidence in the United States banking system and minimize disruption to depositors and other stakeholders.
- Facilitate separability from the rest of SunTrust.
- Maximize return to claimants.

This Public Section summarizes the key elements of the Resolution Plan. Unless otherwise indicated, information in this Public Section is provided as of December 31, 2013.

### A. The Names of Material Entities

DFA and CIDI Rules require covered companies to identify material entities. Under the DFA Rule, a material entity is any subsidiary significant to the activities of a critical operation<sup>5</sup> or core business line of a covered company. Under the CIDI Rule, a material entity is any company significant to the activities of a critical service<sup>6</sup> or core business line. SunTrust identified the following material entities:

- **SunTrust Banks, Inc., ("STI")** is the top-tier legal entity in SunTrust's organizational structure. It is a bank holding company that has elected financial holding company status under the Bank Holding Company Act. Its shares are publicly-traded on the New York Stock Exchange. It is a material entity under the CIDI Rule and the covered company under the DFA Rule.
- **SunTrust Bank ("STB")** is a wholly-owned, indirect subsidiary of STI, is Georgia state-chartered and a state member bank of the Federal Reserve System. STB and its subsidiaries hold approximately 98% of SunTrust's total assets and employ over 94% of total SunTrust teammates. The vast majority of the material elements of the core business lines are contained within STB, as are the vast majority of the internally-provided critical services. It is a material entity under the DFA Rule and the covered IDI under the CIDI Rule.
- **SunTrust Mortgage ("STM")** is a wholly-owned subsidiary of STB that originates, purchases, sells, and services mortgage whole loans. STM contains those material elements of the Mortgage Banking core business line and associated internally-provided critical services that are not housed in STB. It is a material entity under both the DFA and CIDI Rules.
- **SunTrust Robinson Humphrey, Inc., ("STRH")** is a wholly-owned subsidiary of STI, with SunTrust Robinson Humphrey also being the trade name of the corporate and investment banking services of SunTrust Banks, Inc. It provides comprehensive capital raising and lending, deposit and treasury, strategic advisory, risk management, and investment solutions to serve the needs of corporate clients across the nation. STRH also offers debt and equity underwriting, trading, research and sales, loan syndications,

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<sup>5</sup> Critical operations are those operations, 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 Federal Reserve Board and the FDIC, would pose a threat to the financial stability of the United States. SunTrust has no critical operations.

<sup>6</sup> Critical services are those services and operations of the IDI, such as servicing information technology ("IT") support and operations, human resources and personnel that are necessary to continue the day-to-day operations of the IDI.

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municipal securities trading, and sales, and merger and acquisition advisory services. STRH is a material entity under both the DFA and CIDI rules because it is integral to the Corporate and Investment Banking core business line.

### B. Description of Core Business Lines

Under the DFA and CIDI Rules, core business lines are defined as those business lines, including associated operations, services, functions, and support that upon failure would result in a material loss of revenue, profit or franchise value. SunTrust identified the following five core business lines:

- **Retail Banking** provides banking, lending, and other financial services to retail and small business clients exclusively within the SunTrust footprint through an extensive network of traditional and in-store retail branches, ATMs, contact centers, and digital channels (Internet, mobile, and tablet). It also serves the Private Wealth Management business line and Wholesale Banking segment clients with its network of branches. SunTrust's retail footprint is entirely contained in the United States and is concentrated in high-density metropolitan markets across the Southeast and Mid-Atlantic. As of December 31, 2013 the branch network consisted of 1,497 full-service branches and 2,236 ATMs located in 12 states and includes some in-store branches.
- **Commercial and Business Banking** combined in one business line, offers a comprehensive line of products and services, including deposit, treasury and cash management, lending, leasing, and access to capital markets and investment management solutions to businesses, institutions, not-for-profit organizations and government entities through geographically based units across the Southeast and Mid-Atlantic.
- **Mortgage Banking** offers residential mortgage products nationally through its retail, consumer direct, and correspondent channels. The Mortgage Banking business line services loans for itself, for STB, and for other investors, the majority of which are government-sponsored enterprises or government agencies.<sup>7</sup>
- **Private Wealth Management** provides wealth management services, including brokerage, trust, estate, financial planning, private banking, family office and lending, through multiple channels to high and ultra-high net worth individuals and other targeted entities inside and outside the SunTrust footprint.
- **Corporate and Investment Banking** offers traditional banking products such as loans, deposits and treasury banking solutions. Other product offerings include syndicated lending, trading and various investment banking services to SunTrust's larger corporate and commercial middle markets clients on a national basis. Corporate and Investment Banking is organized around two businesses: Corporate Banking Group and Investment Banking Group. These businesses are differentiated by client needs with Investment Banking clients accessing the capital markets more frequently than Corporate Banking clients. The businesses are integrated and the products of each segment are utilized as needed and when they are required by clients.

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<sup>7</sup> STM began winding down the broker channel in mid to late 2013 and fully exited the broker channel in early 2014.

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### C. Consolidated Financial Information Regarding Assets, Liabilities, Capital and Major Funding

Information on the consolidated balance sheet and regulatory capital of STI and STB are presented below.

Table C-1 – Consolidated Balance Sheets

*As of December 31, 2013*

*(\$ in millions)*

| <b>Assets</b>  | <b>STI<br/>Consolidated<br/>\$ Amount</b> | <b>STB<br/>Consolidated<br/>\$ Amount</b> |
|--|---|---|
| Cash and due from banks  | 4,258                                     | 4,217                                     |
| Federal funds sold and securities borrowed or purchased under agreements to resell | 983                                       | 152                                       |
| Interest-bearing deposits in other banks   | 22  | 2   |
| Cash and cash equivalents  | 5,263                                     | 4,371                                     |
| Trading assets   | 5,040                                     | 3,612                                     |
| Securities available for sale  | 22,542                                    | 22,213                                    |
| Loans held for sale  | 1,699                                     | 1,407                                     |
| Loans held for investment  | 127,877                                   | 128,010                                   |
| Allowance for loan losses  | (2,044)                                   | (2,044)                                   |
| Net loans  | 125,833                                   | 125,966                                   |
| Premises and equipment   | 1,565                                     | 1,367                                     |
| Goodwill   | 6,369                                     | 5,880                                     |
| Other intangible assets  | 1,334                                     | 1,311                                     |
| Other real estate owned  | 170                                       | 170                                       |
| Other assets   | 5,520                                     | 4,754                                     |
| <b>Total assets</b>  | <b>175,335</b>                            | <b>171,051</b>                            |

*Source: SunTrust Banks, Inc. 10-K as of December 31, 2013; TM1 Consolidated Balance Sheet EOM- Subsidiary Detail; STB Call Report*

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As of December 31, 2013  
(\$ in millions)

| Liabilities & Equity                           | STI<br>Consolidated<br>\$ Amount | STB<br>Consolidated<br>\$ Amount |
|--|----------------------------------|----------------------------------|
| Noninterest-bearing deposits                   | 38,800                           | 39,196                           |
| Interest-bearing deposits                      | 88,935                           | 91,691                           |
| Total consumer and commercial deposits         | 127,735                          | 130,887                          |
|  |                                  |                                  |
| Brokered time deposits                         | 2,024                            | 2,024                            |
| Total deposits                                 | 129,759                          | 132,911                          |
|  |                                  |                                  |
| Funds purchased                                | 1,192                            | 1,192                            |
| Securities sold under agreements to repurchase | 1,759                            | 877                              |
| Other short-term borrowings                    | 5,788                            | 4,240                            |
| Subordinated notes and debentures              | 2,627                            | 1,800                            |
| Other long-term debt                           | 8,073                            | 5,110                            |
| Trading liabilities                            | 1,181                            | 660                              |
| Other liabilities                              | 3,534                            | 2,677                            |
| Total liabilities                              | 153,913                          | 149,467                          |
|  |                                  |                                  |
| Total shareholders' equity                     | 21,422                           | 21,584                           |
|  |                                  |                                  |
| <b>Total liabilities and equity</b>            | <b>175,335</b>                   | <b>171,051</b>                   |

Source: SunTrust Banks, Inc. 10-K as of December 31, 2013; TM1 Consolidated Balance Sheet EOM- Subsidiary Detail; STB Call Report

The following table depicts Basel I calculations of regulatory capital ratios for SunTrust and STB, consolidated with their subsidiaries, as of December 31, 2013.

Table C-2 – Regulatory Capital Summary

As of December 31, 2013

| Capital Ratios  | STI<br>Consolidated | STB<br>Consolidated |
|-----------------|---------------------|---------------------|
| Tier 1 capital  | 10.81%              | 10.96%              |
| Total capital   | 12.81%              | 12.84%              |
| Tier 1 leverage | 9.58%               | 9.78%               |

Source: SunTrust 10-K as of December 31, 2013

## SunTrust 2014 Resolution Plan

The following table depicts Basel I calculations of SunTrust's Tier 1 common equity, risk-weighted assets ("RWA"), and Tier 1 common equity ratio as of December 31, 2013.

Table C-3 - SunTrust Regulatory Capital - Basel I

*As of December 31, 2013  
(\$ in billions)*

| <b>STI Consolidated</b>                   | <b>2013</b> |
|---|-------------|
| <b>Tier 1 Common Equity under Basel I</b> |             |
| Tier 1 Capital                            | 16.1        |
| Less:                                     |             |
| Qualifying trust preferred securities     | 0.6         |
| Preferred stock                           | 0.7         |
| Allowable minority interest               | 0.1         |
| Tier 1 common equity                      | 14.6        |
| Total risk-weighted assets                | 148.7       |
| Tier 1 common equity ratio                | 9.8%        |

*Source: SunTrust 10-K as of December 31, 2013*

The following table depicts the Basel III calculations of SunTrust's common equity Tier 1, RWA, and common equity Tier 1 ratio as of December 31, 2013. These calculations are based on SunTrust's interpretation of final Basel III rule issued by the Federal Reserve Board in October 2013.

Table C-4 - SunTrust Regulatory Capital - Final Basel III

*As of December 31, 2013  
(\$ in billions)*

| <b>STI Consolidated</b>                                     | <b>2013</b> |
|---|-------------|
| <b>Estimated Tier 1 Common Equity under Final Basel III</b> |             |
| Tier 1 common equity under Basel I                          | 14.6        |
| Adjustments from Basel I to Basel III                       | 0           |
| CET 1 capital under Basel III <sup>(a)</sup>                | 14.6        |
| Risk-weighted assets - Basel I                              | 148.7       |
| Adjustments from Basel I to Basel III                       | 3.9         |
| Risk-weighted assets - Basel III <sup>(a)</sup>             | 152.6       |
| Common equity tier 1 ratio - Basel III <sup>(a)</sup>       | 9.6%        |

*Source: SunTrust 10-K as of December 31, 2013*

<sup>(a)</sup> The Basel III calculations of CET 1, RWA, and the common equity Tier 1 ratio are based upon SunTrust's current interpretation of the final Basel III rules published by the Federal Reserve during October 2013, on a fully phased in basis.

For additional financial information on SunTrust, refer to annual, quarterly, and current reports filed with the SEC and available at [www.sec.gov](http://www.sec.gov).



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STB is the most significant source of funding for SunTrust. STB is funded primarily by deposits, with secondary sources of funding from Federal Home Loan Bank advances, and senior and subordinated debt issuances.

Table C-5 – Funding Sources

*As of December 31, 2013*  
*(\$ in millions)*

| <b>STI Consolidated<br/>Funding Sources (Average Balance)</b> | <b>2013</b>    | <b>2012</b>    |
|---|----------------|----------------|
| Interest-bearing deposits                                     |                |                |
| NOW accounts  | 26,083         | 25,155         |
| Money market accounts   | 42,655         | 42,101         |
| Savings   | 5,740          | 5,113          |
| Consumer time deposits  | 9,018          | 10,597         |
| Other time deposits   | 4,937          | 5,954          |
| Brokered time deposits  | 2,030          | 2,204          |
| Foreign deposits  | 35             | 51             |
| Total interest-bearing deposits                               | 90,498         | 91,175         |
|   |                |                |
| Funds purchased   | 639            | 798            |
| Securities sold under agreements to repurchase                | 1,857          | 1,602          |
| Interest-bearing trading liabilities                          | 705            | 676            |
| Other short-term borrowings                                   | 4,953          | 6,952          |
| Long-term debt  | 9,872          | 11,806         |
| Total interest-bearing liabilities                            | 108,524        | 113,009        |
|   |                |                |
| Noninterest-bearing deposits                                  | 38,643         | 37,329         |
|   |                |                |
| <b>Total funding sources</b>                                  | <b>147,167</b> | <b>150,338</b> |

Source: SunTrust 10-K as of December 31, 2013

### D. Description of Derivative Activities and Hedging Activities

SunTrust uses various derivative financial instruments, both in a dealer capacity to facilitate client transactions and for risk management purposes. SunTrust generally manages the risk associated with these derivatives within the framework of its value-at-risk approach that monitors the risk associated with covered positions' exposures. Derivatives are used as a risk management tool to hedge SunTrust's balance sheet exposure to changes in identified cash flow and fair value risks, either economically or in accordance with hedge accounting provisions. SunTrust's Corporate Treasury function is responsible for employing various hedging strategies to manage these objectives. Additionally, as a normal part of its operations, SunTrust enters into interest rate lock commitments ("IRLCs") on mortgage loans that are accounted for as freestanding derivatives and has certain contracts containing embedded derivatives that are carried, in their entirety, at fair value.

The following tables present SunTrust's derivative positions as of December 31, 2013.

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Table D-1 – Derivatives Assets and Liabilities

As of December 31, 2013

(\$ in millions)

| STI Consolidated   |                   |              |                       |              |
|--|-------------------|--------------|-----------------------|--------------|
| Derivatives Assets and Liabilities                       | Asset Derivatives |              | Liability Derivatives |              |
|  | Notional Amount   | Fair Value   | Notional Amount       | Fair Value   |
| <b>Derivatives designated as hedging instruments</b>     |                   |              |                       |              |
| Interest rate contracts                                  |                   |              |                       |              |
| Floating rate loans                                      | 17,250            | 471          | 0                     | 0            |
| Fixed rate debt  | 2,000             | 52           | 900                   | 24           |
| <b>Total</b>   | <b>19,250</b>     | <b>523</b>   | <b>900</b>            | <b>24</b>    |
| <b>Derivatives not designated as hedging instruments</b> |                   |              |                       |              |
| Interest rate contracts                                  |                   |              |                       |              |
| Fixed rate debt  | 0                 | 0            | 60                    | 7            |
| MSRs   | 1,425             | 27           | 6,898                 | 79           |
| LHFS, IRLCs <sup>(a)</sup>                               | 4,561             | 30           | 1,317                 | 5            |
| Trading activity <sup>(b)</sup>                          | 70,615            | 2,917        | 65,299                | 2,742        |
| Foreign exchange rate contracts                          |                   |              |                       |              |
| Commercial loans   | 0                 | 0            | 0                     | 0            |
| Trading activity   | 2,449             | 61           | 2,624                 | 57           |
| Credit contracts   |                   |              |                       |              |
| Loans  | 0                 | 0            | 427                   | 5            |
| Trading activity <sup>(c)</sup>                          | 1,568             | 37           | 1,579                 | 34           |
| Equity contracts - Trading activity                      | 19,595            | 2,504        | 24,712                | 2,702        |
| Other contracts  |                   |              |                       |              |
| IRLCs and other <sup>(d)</sup>                           | 1,114             | 12           | 755                   | 4            |
| Trading activity   | 241               | 14           | 228                   | 14           |
| <b>Total</b>   | <b>101,568</b>    | <b>5,602</b> | <b>103,899</b>        | <b>5,649</b> |
| <b>Total derivatives <sup>(e)</sup></b>                  | <b>120,818</b>    | <b>6,125</b> | <b>104,799</b>        | <b>5,673</b> |

Source: SunTrust 10-K as of December 31, 2013

<sup>(a)</sup> Amounts include \$885 million of notional amounts related to interest rate futures. These futures contracts settle in cash daily, one day in arrears. The derivative asset or liability associated with the one day lag is included in the fair value column of this table.

<sup>(b)</sup> Amounts include \$15.2 billion and \$0.2 billion of notional amounts related to interest rate futures and equity futures, respectively. These futures contracts settle in cash daily, one day in arrears. The derivative assets/liabilities associated with the one day lag are included in the fair value column of this table.

<sup>(c)</sup> Asset and liability amounts include \$4 million and \$5 million, respectively, of notional amounts from purchased and written credit risk participation agreements, respectively, whose notional amount is calculated as the notional of the derivative participated adjusted by the relevant RWA conversion factor.

<sup>(d)</sup> Includes a notional amount that is based on the number of Visa Class B shares, 3.2 million, the conversion ratio from Class B shares to Class A shares, and the Class A share price at the derivative inception date of May 28, 2009. This derivative was established upon the sale of Class B shares in the second quarter of 2009 as discussed in Note 17 of the SunTrust 10-K, "Guarantees." The fair value of the derivative liability, which relates to a notional amount of \$55 million, is immaterial and is recognized in other liabilities in the Consolidated Balance Sheets.

<sup>(e)</sup> Does not include the effects of netting.

## SunTrust 2014 Resolution Plan

### E. Memberships in Material Payment, Clearing, and Settlement Systems

The following table identifies the memberships of SunTrust legal entities in material payment, clearing, and settlement systems.

Table E-1 – Memberships in Material Payment, Clearing, and Settlement Systems

As of December 31, 2013

| System   | Legal Entity with Membership | Legal Entity Guaranteeing Membership | Legal Entities Using System | Business Lines Supported by System |
|--|------------------------------|--------------------------------------|-----------------------------|------------------------------------|
| <b>Payment Utilities Direct Participation</b>      |                              |                                      |                             |                                    |
| FedWire  | STB                          | None                                 | STI, STB, STM, STRH         | All                                |
| SWIFT  | STB                          | None                                 | STI, STB, STM, STRH         | All                                |
| FedACH   | STB                          | None                                 | STB, STM                    | All                                |
| Electronic Payments Network (The Clearing House)   | STB                          | None                                 | STB, STM                    | All                                |
| Viewpoint <sup>(a)</sup>                           | STI                          | None                                 | STB, STM                    | All                                |
| <b>Clearinghouses Direct Participation</b>         |                              |                                      |                             |                                    |
| DTCC (2095)  | STRH                         | None                                 | STRH                        | CIB                                |
| DTCC (2114)  | STB                          | None                                 | STB                         | All                                |
| NSCC   | STRH                         | None                                 | STRH                        | CIB                                |
| <b>Settlement Utilities Direct Participation</b>   |                              |                                      |                             |                                    |
| NSCC   | STRH                         | None                                 | STRH                        | CIB                                |
| <b>Securities Depositories Direct Access</b>       |                              |                                      |                             |                                    |
| DTC  | STRH                         | None                                 | STRH                        | CIB                                |
| NSCC   | STRH                         | None                                 | STRH                        | CIB                                |
| FedLine  | STB                          | None                                 | STB                         | All                                |
| <b>Government Agencies Direct Access</b>           |                              |                                      |                             |                                    |
| FHA  | STM                          | None                                 | STM                         | MTG                                |
| FHLMC  | STM                          | None                                 | STM                         | MTG                                |
| FNMA   | STM                          | None                                 | STM                         | MTG                                |
| GNMA   | STM                          | None                                 | STM                         | MTG                                |
| <b>Other Systems Direct Participation</b>          |                              |                                      |                             |                                    |
| MasterCard (debit and credit)                      | STB                          | None                                 | STB                         | All                                |
| Visa (gift and prepaid)                            | STB                          | None                                 | STB                         | All                                |
| STAR (ATM)   | STB                          | None                                 | STB                         | All                                |
| Cirrus (ATM)                                       | STB                          | None                                 | STB                         | All                                |
| PLUS (ATM)   | STB                          | None                                 | STB                         | All                                |
| NYCE (ATM)   | STB                          | None                                 | STB                         | All                                |
| Interlink (POS)                                    | STB                          | None                                 | STB                         | All                                |
| <b>Payment Utilities Through an Affiliate</b>      |                              |                                      |                             |                                    |
| SunTrust Funds Transfer System (FedWire and SWIFT) | STB                          | None                                 | STRH                        | CIB                                |
| ISA (SWIFT)  | STB                          | None                                 | STRH                        | CIB                                |
| SunTrust Treasury Management (ACH) for FX          | STB                          | None                                 | STRH                        | CIB                                |

Source: Interviews with Line of Business and Function Subject Matter Experts

Note: CIB = Corporate and Investment Banking; MTG = Mortgage Banking; NSCC = National Securities Clearing Corporation

## SunTrust 2014 Resolution Plan

<sup>(a)</sup> STB connects to FRB Check indirectly through Viewpointe via a connection owned by STI, but as an affiliate can be used by STB.

### F. Description of Foreign Operations

SunTrust does not have material foreign banking operations.

### G. Identities of Material Supervisory Authorities

As a bank holding company, STI is supervised on a fully consolidated basis by the Federal Reserve Board. The Federal Reserve Bank of Atlanta supports the Federal Reserve Board in the fulfillment of its supervision and regulation of STI under delegated authority. STB is a member of the Federal Reserve System and regulated by the Federal Reserve Board, Federal Reserve Bank of Atlanta, FDIC, and Georgia Department of Banking and Finance. Some of STI's nonbank subsidiaries are regulated and supervised by various other regulatory bodies, including, but not limited to, the Securities and Exchange Commission, Commodity Futures Trading Commission, Financial Industry Regulatory Authority, National Futures Association, and state insurance authorities.

### H. Identities of Principal Officers

STI's and STB's principal officers are the same and are identified below.

Table H-1 – Principal Officers in Alphabetical Order

*As of December 31, 2013*

| Principal Officer                | Title  |
|----------------------------------|--|
| Kenneth J. Carrig                | Corporate Executive Vice President, Chief Human Resources Officer  |
| Mark A. Chancy                   | Corporate Executive Vice President, Wholesale Banking Executive  |
| Anil T. Cheriyan                 | Corporate Executive Vice President, Chief Information Officer  |
| Rilla S. Delorier <sup>(a)</sup> | Corporate Executive Vice President, Chief Marketing and Client Experience Officer  |
| Brad R. Dinsmore                 | Corporate Executive Vice President, Consumer Banking and Private Wealth Management Executive                                       |
| Raymond D. Fortin                | Corporate Executive Vice President, General Counsel and Corporate Secretary  |
| Thomas E. Freeman                | Corporate Executive Vice President, Chief Risk Officer   |
| Aleem Gillani                    | Corporate Executive Vice President, Chief Financial Officer  |
| Jerome T. Lienhard, II           | Corporate Executive Vice President, Mortgage Banking Executive<br>President and Chief Executive Officer of SunTrust Mortgage, Inc. |
| William H. Rogers, Jr.           | Chairman and Chief Executive Officer   |

Source: *SunTrust Organizational Chart*

<sup>(a)</sup> During 2014, Rilla Delorier assumed a new role as Consumer Channels Sales and Service Executive and Susan Johnson joined SunTrust to serve as Corporate Executive Vice President and Chief Marketing Officer.

## SunTrust 2014 Resolution Plan

### **I. Description of the Corporate Governance Structure and Processes Related to Resolution**

SunTrust has implemented a governance framework for development, review, and approval of its Resolution Plan and for ongoing monitoring of resolution planning matters. As required under the DFA and CIDI Rules, on November 11, 2014, the Resolution Plan was approved by both the STI and STB Boards of Directors pursuant to a process that involved active, informed participation across SunTrust's lines of business and support functions.

SunTrust recognizes the importance of integration of resolution planning in its strategic and business-as-usual activities and therefore, maintains a sustainable governance structure. The governance framework for the development, review, and approval of this Resolution Plan and for ongoing monitoring of resolution planning matters is essentially the same as what SunTrust created for the development, review and approval of the 2013 Plan.

Full-time SunTrust resources have been and continue to be devoted to resolution planning activities. SunTrust established an Enterprise Recovery and Resolution Planning ("ERRP") group to coordinate the development, review, and approvals related to the Resolution Plan and conduct ongoing monitoring and related maintenance. ERRP operates as a unit within SunTrust's Corporate Operational Risk Management department and is the central point of control with respect to the resolution planning governance structure. ERRP collaborated with key executives to create teams specific to resolution planning, as well as to engage existing ones. Together, these teams collaborate in the development, review, approval, and maintenance activities throughout the year that sustain and support the Resolution Plan.

ERRP works with a Core Leadership Team ("CLT") comprised of executive leaders from Corporate Strategy, Corporate Treasury, Corporate Functions Services, Enterprise Information Services ("EIS"), and other stakeholders from key corporate functions, to gather and synthesize information for inclusion in the Resolution Plan. ERRP and the CLT conduct regular meetings during the Resolution Plan's critical formative and approval stages, where methodologies, key analyses, and impactful conclusions are discussed.

Further, ERRP and the CLT frequently meet with and report to an Executive Strategy Team ("EST") during the course of the Resolution Plan's development to conduct reviews and determine executive approvals. The EST is comprised of select executive team members who together provide oversight and set direction. The EST and the Corporate Risk Committee ("CRC") monitor resolution planning progress throughout the year. The engagement of the EST's select executive team members and the CRC is designed to promote transparency and communication of resolution planning considerations across SunTrust's existing governance structures.

SunTrust's Board Risk Committee oversees Resolution Plan development through updates several times a year where key aspects of the Resolution Plan are presented and discussed. Both STI's and STB's Boards of Directors are required to confirm and approve the final Resolution Plan.

In addition to the oversight and approval processes noted above, the resolution planning process incorporates layers of internal controls to ensure the accuracy and relevance of information included in the Resolution Plan. Resolution Plan sections are reviewed in detail by relevant business and corporate function management.

### **J. Description of Material Management Information Systems**

SunTrust's EIS department provides technology and operations services in support of SunTrust's clients and teammates. EIS is responsible for developing and operating technology services, and managing technology outsourcing to third-party vendors. EIS reports to SunTrust's Chief Information Officer. EIS, in conjunction with the business lines, supports management information systems that support business activities, branch banking, lending operations, accounting, finance, risk, and compliance management. SunTrust's two primary deposit application systems house savings and checking accounts, as well as certificates of deposit and individual retirement accounts. SunTrust also utilizes management information systems to produce management and regulatory reports, as well as some information underlying the Resolution Plan.

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EIS employs an operating model where major technology services are paired with business units to deliver and support critical applications and systems. The primary IT data center for SunTrust supports back-end operations, hosts the majority of in-house and vendor-licensed applications, and serves as a gateway to vendor-hosted applications. SunTrust maintains a separate backup data center for disaster recovery.

SunTrust has a Business Continuity/Disaster Recovery program that enables SunTrust to resume normal business operations, minimize financial losses, continue financial and risk reporting within established parameters, and serve clients in the event of disaster. SunTrust also has a process to identify applications and systems critical in resolution.

### **K. High-level Description of Resolution Strategy**

In the event of failure, STB would be subject to FDIC receivership under the Federal Deposit Insurance Act. SunTrust has considered a number of sale and disposition options, seeking to maximize value for the receivership, incur the least cost to the Deposit Insurance Fund, and provide access to deposits within one business day, as required by the CIDI Rule. These options include, but are not limited to, the sale of STB in its entirety together with STM to a third-party purchaser pursuant to a purchase and assumption agreement, as well as separate sale of specific groups of branches by geography, sale of core business lines, and sale of material entities and/or the transfer of insured deposits only.

Given STI's dependency on STB, STI would file a voluntary Chapter 11 bankruptcy petition as soon as practicable following a scenario of STB's failure, and STI would likely proceed with a liquidation of its remaining individual assets. STRH, a subsidiary of STI, would be wound down.

These strategies are designed to ensure the rapid and orderly resolution of SunTrust pursuant to an effective and feasible plan.