Zions Bancorporation

Resolution Plan

Public Executive Summary

ZIONS BANCORPORATION RESOLUTION PLAN
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Section 1: PUBLIC SECTION

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Section 1: PUBLIC SECTION

1.1 Introduction

To promote financial stability, section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**") and the related rule (the "**Title I Rule**") require each bank holding company with consolidated assets in excess of $50 billion to periodically submit to the Board of Governors of the Federal Reserve System (the "**Federal Reserve**") and the Federal Deposit Insurance Corporation (the "**FDIC**") a plan for that company's rapid and orderly resolution in the event of material financial distress or failure.

Zions Bancorporation is a financial holding company registered with the Federal Reserve with consolidated assets in excess of $50 billion. Therefore, Zions Bancorporation is submitting a resolution plan under the Dodd-Frank Act and the Title I Rule (the "**Zions Resolution Plan**"). At the present time, all third-party sources such as nationally recognized statistical rating organizations and other organizations that use statistically-based models to forecast probabilities of default indicate that the risk of a need for resolution of Zions Bancorporation is highly unlikely. Nevertheless, in the unlikely event of material financial distress or failure, the Zions Resolution Plan provides for the resolution of Zions Bancorporation and its material entities ("**MEs**"), in a rapid and orderly way, without posing systemic risk to the larger financial system and without the need for any government or taxpayer support.

The Zions Resolution Plan is a roadmap to facilitate the orderly resolution of Zions Bancorporation and its MEs (collectively, the "**Company**") upon the failure of its MEs under applicable insolvency regimes, including (1) receivership under the Federal Deposit Insurance Act, as amended (the "**FDIA**") and (2) reorganization or liquidation under the United States Bankruptcy Code (the "**Bankruptcy Code**").

In conformance with the rules and guidance provided by the Federal Reserve and the FDIC, the Zions Resolution Plan assumes an idiosyncratic material financial event that affects the Company under economic conditions consistent with the Federal Reserve Supervisory Baseline Scenario published on November 15, 2012. The Zions Resolution Plan further assumes that:

- there is no disruption to the capital markets,
- other market participants are functioning normally, and
- the Company has not taken any steps to enhance its capital or liquidity position.

Section 1. Public Section

Unless otherwise indicated, information in this Public Summary is provided as of December 31, 2012.

1.2 Zions Bancorporation

Zions Bancorporation is a financial holding company organized under the laws of the State of Utah in 1955, and registered under the Bank Holding Company Act, as amended. The Company owned and operated eight commercial banks (the "**Subsidiary Banks**") with a total of 480 domestic branches at year-end 2012. The Subsidiary Banks each operate under a different name and each has its own board of directors, chief executive officer, and management team.

The Company provides a full range of banking and related services through its Subsidiary Banks and other non-bank subsidiaries, primarily in Utah, California, Texas, Arizona, Nevada, Colorado, Idaho, Washington, Oregon, and New Mexico. Full-time equivalent employees of the Company totaled 10,368 at year-end 2012.

The Company focuses on providing community banking services by continuously strengthening its offerings of the following products and services:

- small and medium-sized business and corporate banking (the Company is ranked by the Small Business Administration as the fourth largest banker to small businesses in the nation);
- commercial and residential development, construction, and term lending (approximately 75% of the Company's lending activity is commercially oriented);
- retail banking, including term residential mortgage and home equity credit lines, bankcard, checking accounts, savings accounts, time certificates of deposits of various types and maturities, safe deposit facilities, direct deposit, etc.;
- treasury cash management and related products and services;
- trust and wealth management; and
- investment activities, including a discount brokerage firm, ZionsDirect, which offers a unique auction approach for investors to purchase securities.

In addition to these products and services, the Company specializes in capital markets and public finance, SBA lending, secondary market agricultural real estate mortgage loans through

Farmer Mac, and municipal finance advisory and underwriting services. Certain of the Subsidiary Banks also provide services to key market segments through their women's financial, diverse markets, private client services, and executive banking groups.

1.3 Summary of Resolution Plan

1.3.1 Material Entities

For purposes of resolution planning, Zions Bancorporation has identified six MEs under the Title I Rule. An ME under the Title I Rule is any subsidiary that is significant to the activities of a critical operation or core business line of a covered company. The Zions Resolution Plan addresses strategies that could be useful in ensuring the orderly resolution of each ME in the event of material financial distress or failure. The MEs are:

1.3.1.1 Zions Bancorporation

Zions Bancorporation is a financial holding company headquartered in Salt Lake City, Utah that provides a full range of banking and related services through the Subsidiary Banks in ten Western and Southwestern states:

- Zions First National Bank ("**Zions Bank**") in Utah and Idaho;
- California Bank & Trust ("**CB&T**") in California;
- Amegy Corporation and its subsidiary, Amegy Bank N.A. (**"Amegy Bank"**), in Texas;
- National Bank of Arizona ("**NBAZ**") in Arizona;
- Nevada State Bank ("**NSB**") in Nevada;
- Vectra Bank Colorado ("**Vectra**"), in Colorado and New Mexico;
- The Commerce Bank of Washington, N.A. ("**TCBW**") in Washington; and
- The Commerce Bank of Oregon ("**TCBO**") in Oregon.

Zions Bancorporation and the Subsidiary Banks also own and operate certain nonbank subsidiaries that engage in financial services.

In addition, Zions Bancorporation owns Zions Management Services Company ("**ZMSC**"), which provides centralized technology and operations functions for the Subsidiary Banks and other affiliates.

1.3.1.2 Zions First National Bank

Zions Bank is headquartered in Salt Lake City, Utah and is primarily responsible for conducting the Company's operations in Utah and Idaho. Zions Bank is the 2nd largest full-service commercial bank in Utah and the 3rd largest in Idaho, as measured by domestic deposits in these states, (excluding national or global wholesale banking organizations such as Goldman Sachs and American Express). Zions Bank conducts the largest portion of the Company's capital markets operations, including activities though its broker-dealer subsidiary Zions Direct, Inc., fixed income securities trading, correspondent banking, public finance, and trust and investment advisory services through its subsidiary Western National Trust Company.

1.3.1.3 California Bank & Trust

CB&T is the 14th largest full-service commercial bank in California, as measured by domestic deposits in the state. Its core business is built on relationship banking by providing commercial, real estate and consumer lending, depository services, international banking, cash management, and community development services.

1.3.1.4 Amegy Corporation

Amegy Corporation is headquartered in Houston, Texas and operates Amegy Bank, Amegy Mortgage Company, Amegy Investments, and Amegy Insurance Agency.

1.3.1.5 Amegy Bank

Amegy Bank is the 9th largest full-service commercial bank in Texas, as measured by domestic deposits in the state. Its core business is built on a wide range of commercial, retail banking, and mortgage lending products and services. Amegy Bank specializes in banking privately owned businesses of all sizes and public companies in all industries, with additional expertise in real estate, energy, and correspondent banking.

1.3.1.6 Zions Management Services Company

ZMSC provides internal technology and operational services to the Company and its subsidiaries. These services include a retail loan center (which houses centralized consumer lending, small business administration lending, and small business lending), wires, ACH, check clearing, bankcard, remote deposit capture, lockbox, vendor management, business continuity, disaster recovery, fraud monitoring and management, information security, customer call center, payroll and benefits, among others.

Section 1. Public Section

1.3.2 Description of Core Business Lines

The Company has determined that its Core Business Lines correspond primarily with its Securities and Exchange Commission ("**SEC**") reporting segments, Zions Bank, Amegy Corporation (including Amegy Bank) and CB&T.

1.3.3 Summary Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources

For detailed financial information with respect to Zions Bancorporation, please refer to Zions Bancorporation's annual, quarterly, and current reports filed with the SEC and available on the SEC's website at www.sec.gov, including the Annual Report on Form 10-K for the year ended December 31, 2012.

The information below is based on Zions Bancorporation's Consolidated Report of Condition and Income on FFIEC Form 031 for the year ended December 31, 2012, as filed with the FDIC, and is available on the FDIC's website at www.fdic.gov.

Exhibit 1: Zions Bancorporation and Subsidiaries – Consolidated Balance Sheets

(In thousands, except share amounts)	December 31	
	2012	2011
ASSETS	$1,841,907	$1,224,350
Cash and due from banks		
Money market investments:	5,978,978	7,020,895
Interest-bearing deposits	2,775,354	102,159
Federal funds sold and security resell agreements		
Investment securities:	756,909	807,804
Held-to-maturity, at adjusted cost (approximate fair value $674,741 and $729,974)	3,091,310	3,230,795
Available-for-sale, at fair value	28,290	40,273
Trading account, at fair value	3,876,509	4,078,872
Loans held for sale	251,651	201,590
Loans, net of unearned income and fees:		
Loans and leases	37,137,006	36,507,039
FDIC-supported loans	528,241	750,870
	37,665,247	37,257,909
Less allowance for loan losses	896,087	1,051,685
Loans, net of allowance	36,769,160	36,206,224

Section 1. Public Section

Exhibit 1: Zions Bancorporation and Subsidiaries – Consolidated Balance Sheets		
(In thousands, except share amounts)	**December 31**	
	2012	**2011**
Other noninterest-bearing investments	855,462	865,231
Premises and equipment, net	708,882	719,276
Goodwill	1,014,129	1,015,129
Core deposit and other intangibles	50,818	67,830
Other real estate owned	98,151	153,178
Other assets	1,290,917	1,494,375
Total Assets	$55,511,918	$53,149,109
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Noninterest-bearing demand	18,469,458	16,110,857
Interest-bearing:		
Savings and money market	22,896,624	21,775,841
Time	2,962,931	3,413,550
Foreign	1,804,060	1,575,361
	46,133,073	42,875,609
Securities sold, not yet purchased	26,735	44,486
Federal funds purchased and security repurchase agreements	320,478	608,098
Other short-term borrowings	5,409	70,273
Long-term debt	2,337,113	1,954,462
Reserve for unfunded lending commitments	106,809	102,422
Other liabilities	533,660	510,531
Total Liabilities	49,463,277	46,165,881
Shareholders' equity:		
Preferred stock, without par value, authorized 4,400,000 shares	1,128,302	2,377,560
Common stock, without par value; authorized 350,000,000 shares; issued and outstanding 184,199,198 and 184,135,388 shares	4,166,109	4,163,242
Retained earnings	1,203,815	1,036,590
Accumulated other comprehensive income (loss)	(446,157)	(592,084)
Controlling interest shareholders' equity	6,052,069	6,985,308
Noncontrolling interests	(3,428)	(2,080)
Total shareholders' equity	6,048,641	6,983,228
Total Liabilities and Shareholders' Equity	$55,511,918	$53,149,109

1.3.3.1 Capital

Exhibit 2 below provides capital and performance ratios for Zions Bancorporation and Subsidiaries.

Exhibit 2: Capital and Performance Ratios for Zions Bancorporation and Subsidiaries			
	December 31		
	2012	2011	2010
Tangible common equity ratio	7.09%	6.77%	6.99%
Tangible equity ratio	9.15%	11.33%	11.10%
Average equity to average assets	12.22%	13.36%	11.99%
Risk-based capital ratios:			
Common equity Tier 1	9.80%	9.57%	8.95%
Tier 1 leverage	10.96%	13.40%	12.56%
Tier 1 risk-based	13.38%	16.13%	14.78%
Total risk-based	15.05%	18.06%	17.15%
Return on average common equity	3.76%	3.32%	(9.26)%
Tangible return on average tangible common equity	5.18%	4.72%	(11.89)%

1.3.3.2 Regulatory Capital

The Company is subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory – and possibly additional discretionary – actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Required capital levels are also subject to judgmental review by regulators.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of Total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. As of December 31, 2012, the Company exceeded all capital adequacy requirements to which it is subject.

As of December 31, 2012, all capital ratios of the Company and each of the Subsidiary Banks exceeded the "well capitalized" levels under the regulatory framework for prompt corrective action. In response to the recent severe economic crisis, the determination of appropriate capital levels, particularly for Zions Bancorporation and other systemically important financial institutions (**"SIFIs"**), is being driven increasingly by the results of comprehensive stress tests performed by each financial institution and its various regulators. These stress tests are part of the Capital Plan Review program overseen by the Federal Reserve, which requires SIFIs to submit their Capital Plans annually.

The stress tests seek to measure comprehensively all risks to which the institution is exposed, including credit, liquidity, market, operating, and other risks, the losses that could result from those risk exposures under adverse scenarios, and the institution's resulting capital levels. The results of these institution-specific tests as well as the Basel III capital framework being implemented are driving the Company and most other SIFIs to hold capital considerably in excess of "well capitalized" regulatory standards, and in excess of historical levels. Regulators have indicated that these stress test results will also be an important factor in approving the amounts and timing of capital issuances, dividends and distributions, and stock and securities repurchases.

The actual capital amounts and ratios for Zions Bancorporation and the three largest Subsidiary Banks are as follows:

Exhibit 3: Capital and Performance Ratios for the Company and ME Subsidiary Banks

(In thousands, except ratio data)	Actual		To be well capitalized	
	Amount	Ratio	Amount	Ratio
As of December 31, 2012:				
Total capital (to risk-weighted assets)				
The Company	$6,616,521	15.05%	$4,396,983	10.00%
Zions Bank	2,034,662	14.17%	1,435,690	10.00%
CB&T	1,222,822	14.18%	862,218	10.00%
Amegy Bank	1,598,708	15.17%	1,054,110	10.00%
Tier 1 capital (to risk-weighted assets)				
The Company	5,883,669	13.38%	2,638,190	6.00%
Zions Bank	1,861,218	12.96%	861,414	6.00%
CB&T	1,114,315	12.92%	517,331	6.00%
Amegy Bank	1,466,001	13.91%	632,466	6.00%
Tier 1 capital (to average assets)				
The Company	5,883,669	10.96%	N/A	N/A
Zions Bank	1,861,218	10.58%	879,719	5.00%
CB&T	1,114,315	10.37%	537,534	5.00%
Amegy Bank	1,466,001	12.03%	609,319	5.00%

1.3.3.3 Funding Sources and Liquidity

The parent company, Zions Bancorporation funds itself primarily through long-term debt, while interest-bearing and noninterest-bearing deposits are a primary source of funding for the Subsidiary Banks. On a consolidated basis, average total deposits increased by 5.2% during 2012, with average interest-bearing deposits increasing by 0.1% and average noninterest-bearing deposits increasing 14.7%. The increase in noninterest-bearing deposits was largely driven by increased deposits from business customers.

Core deposits at December 31, 2012, which exclude time deposits larger than $100,000 and brokered deposits, increased by 9.0%, or $3.69 billion, from December 31, 2011. The increase was mainly due to increases in noninterest-bearing and interest-bearing demand deposits and savings and money market accounts, partially offset by decreases in time deposits.

Demand and savings and money market deposits comprised 89.7% of total deposits at December 31, 2012, compared with 88.4% at December 31, 2011.

During 2012 and 2011, Zions Bancorporation maintained a low level of brokered deposits with the primary purpose of keeping that funding source available in case of a future need. At December 31, 2012, total deposits included $37 million of brokered deposits compared to $204 million at December 31, 2011. The Company manages its liquidity to provide adequate funds to meet its anticipated financial and contractual obligations, including withdrawals by depositors, debt and capital service requirements, and lease obligations, as well as to fund customers' needs for credit.

Overseeing liquidity management is the responsibility of Zions Bancorporation's Asset and Liability Committee ("**ALCO**"), which implements a Board-adopted corporate Liquidity Policy. This policy addresses maintaining adequate liquidity, diversifying funding positions, monitoring liquidity at consolidated as well as Subsidiary Bank levels, and anticipating future funding needs. The policy also includes liquidity ratio guidelines, for example, the "time to required funding" (which measures the time remaining before a parent company would need to receive access to dividends from its subsidiaries, or alternatively issue capital in the financial markets in order to meet its financial obligations) and fixed charge coverage ratios, which are used to monitor the liquidity positions of Zions Bancorporation and the Subsidiary Banks, as well as various stress test and liquid asset measurements for Zions Bancorporation and bank liquidity.

The management of liquidity and funding is performed centrally by Zions Bank's Capital Markets/Investment Division under the direction of Zions Bancorporation's Chief Investment Officer, with oversight by ALCO. The Chief Investment Officer is responsible for recommending changes to existing funding plans, as well as to the policy guidelines. These recommendations must be submitted for approval to ALCO. The Subsidiary Banks have authority to price deposits, borrow from the Federal Home Loan Bank ("**FHLB**") and the Federal Reserve, and sell Federal Funds to or purchase Federal Funds from Zions Bank or correspondent banks. The Subsidiary Banks may also make liquidity and funding recommendations to the Chief Investment Officer.

The FHLB system and Federal Reserve Banks have been and are a source of back-up liquidity, and from time to time, a significant source of funding for each of the Subsidiary Banks. Moreover, as of December 31, 2012, the unused lines of credit of the Subsidiary Banks totaled approximately $10.4 billion as a result of the Subsidiary Banks pledging a substantial portion of their loans with the FHLB.

1.3.4 Description of Derivatives and Hedging Activities

The Company's objectives in using derivatives are primarily to modify the duration of specific assets or liabilities, or the duration of equity of the consolidated company as it considers advisable, to manage exposure to interest rate movements or other identified risks, and/or to directly offset derivatives sold to the customers of the Company. To accomplish these objectives, the Company has used, among other instruments, interest rate swaps as part of its cash flow hedging strategy. These derivatives are used to hedge the variable cash flows associated with designated commercial loans.

Exposure to credit risk arises from the possibility of nonperformance by counterparties. These counterparties primarily consist of financial institutions that are well established and well capitalized. The Company controls this credit risk through credit approvals, limits, pledges of collateral, and monitoring procedures. No losses on derivative instruments have occurred as a result of counterparty nonperformance. Nevertheless, the related credit risk is considered and measured when and where appropriate.

The Company's interest rate risk management strategy involves the use of hedging to mitigate its exposure to potential adverse effects from changes in interest rates. Interest rate swap agreements designated as cash flow hedges involve the receipt of fixed-rate amounts in exchange for variable-rate payments over the life of the agreements without exchange of the underlying principal amount. Derivatives not designated as accounting hedges, including basis swap agreements, are not speculative and are used to economically manage the Company's exposure to interest rate movements and other identified risks, but do not meet the strict hedge accounting requirements.

The derivative contracts used by the Company are exchange-traded or Over-the-Counter ("**OTC**"). Exchange-traded derivatives consist of forward currency exchange contracts, which are part of Zions Bancorporation's services provided to commercial customers. OTC derivatives consist of interest rate swaps, options, and futures contracts.

The Company uses certain derivative instruments and other financial instruments in the normal course of business to meet the financing needs of its customers, to reduce the Company's own exposure to fluctuations in interest rates, and to make a market in U.S. Government, agency, corporate, and municipal securities. These financial instruments involve, to varying degrees, elements of credit, liquidity, and interest rate risk in excess of the amounts recognized in the balance sheet. The Company offers its customers interest rate swaps to assist them in managing their exposure to fluctuating interest rates. Previously, the Company also offered energy commodity swaps. Upon issuance, all of these customer swaps are immediately "hedged" by offsetting derivative contracts, such that Zions Bancorporation minimizes its net risk exposure resulting from such transactions. Fee income from customer swaps is included in other service charges, commissions, and fees. As with other derivative instruments, the Company has credit risk for any nonperformance by counterparties.

On July 28, 2010, the Zions Bancorporation entered into a total return swap ("**TRS**") and related interest rate swaps with Deutsche Bank AG ("**DB**") relating to a portfolio of $1.16 billion notional amount of Zions Bancorporation's bank and insurance trust preferred CDOs. As a result of the TRS, DB assumed all of the credit risk of this CDO portfolio, providing timely payment of all scheduled payments of interest and principal when contractually due to Zions Bancorporation (without regard to acceleration or deferral events). The transaction reduced regulatory risk-weighted assets and improved Zions Bancorporation's risk-based capital ratios. The fair value of the TRS derivative liability was $5.1 million at December 31, 2012.

No derivatives have been designated for hedges of investments in foreign operations.

The Company records all derivatives at fair value on the balance sheet. When quoted market prices are not available, the valuation of derivative instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. These future net cash flows, however, are susceptible to change due primarily to fluctuations in interest rates (most significantly), and foreign exchange rates. As a result, the estimated values of these derivatives will change over time as cash is received and paid and as market conditions change. As these changes take place, they may have a positive or negative impact on the Company's estimated valuations.

The Company incorporates credit valuation adjustments to appropriately reflect both Zions Bancorporation's own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements of its OTC derivatives, based on a total expected exposure credit model. In adjusting the fair value of the Company's derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, current threshold amounts, mutual puts, and guarantees. Additionally, the Company actively monitors counterparty credit ratings for significant changes.

The Company assesses the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows on the derivative hedging instrument with the changes in fair value or cash flows on the designated hedged item or transaction. For derivatives not designated as accounting hedges, changes in fair value are recognized in earnings.

The Company's derivative contracts require it to pledge collateral for derivatives that are in a net liability position at a given balance sheet date. Certain of these derivative contracts contain credit-risk-related contingent features that include the requirement to maintain a minimum debt credit rating. The Company may be required to pledge additional collateral if a credit-risk-related feature were triggered, such as a downgrade of its credit rating. However, in past situations, not all counterparties have demanded that additional collateral be pledged when provided for under their contracts. At December 31, 2012, the fair value of the Company's derivative liabilities was $89.1 million, for which it was required to pledge cash collateral of approximately $99.1 million in the normal course of business. If the Company's credit rating was downgraded by one notch at December 31, 2012, the additional amount of collateral it could be required to pledge is $3.3 million.

Selected information with respect to notional amounts and recorded gross fair values at December 31, 2012, and the related gain (loss) of derivative instruments for the year then ended is summarized as follows:

Exhibit 4: Derivatives and Hedging Activities

(In thousands)	December 31, 2012			December 31, 2011		
	Notional Amount	Other Assets	Other Liabilities	Notional Amount	Other Assets	Other Liabilities
Derivatives designated as hedging instruments						
Asset derivatives						
Cash flow hedges[1]:						
Interest rate swaps	$ 150,000	$ 1,188	$ —	$ 335,000	$ 7,341	$ —
Total derivatives designated as hedging instruments	150,000	1,188	—	335,000	7,341	—
Derivatives not designated as hedging instruments						
Interest rate swaps	98,524	1,043	1,047	145,388	1,952	1,977
Interest rate swaps for customers[2]	2,607,603	79,579	82,926	2,638,601	82,648	87,363
Basis swaps	—	—	—	85,000	3	11
Options contracts	—	—	—	1,700,000	11	—
Total return swap	1,159,686	—	5,127	1,159,686	—	5,422
Total derivatives not designated as hedging instruments	3,865,813	80,622	89,100	5,728,675	84,614	94,773
Total derivatives	$4,015,813	$81,810	$89,100	$6,063,675	$91,955	$94,773

Exhibit 5: Amount of Derivative Gain (Loss) Recognized / Reclassified

(In thousands)	Year Ended December 31, 2012				Year Ended December 31, 2011			
	OCI	Re-classified from AOCI to interest income	Non-interest income (expense)	Offset to interest expense	OCI	Re-classified from AOCI to interest income	Non-interest income (expense)	Offset to interest expense
Derivatives designated as hedging instruments								
Asset derivatives								
Cash flow hedges[1]:								
Interest rate swaps	$390	$13,062			$2,104	$35,323		
Interest rate floors	—	—			221	1,950		
	390	13,062			2,325	37,273		
Liability derivatives								
Fair value hedges:								
Terminated swaps on long-term debt				$3,054				$2,950
Total derivatives designated as hedging instruments	390	13,062		3,054	2,325	37,273		2,950
Derivatives not designated as hedging instruments								

Exhibit 5: Amount of Derivative Gain (Loss) Recognized / Reclassified								
	Year Ended December 31, 2012				Year Ended December 31, 2011			
(In thousands)	OCI	Re-classified from AOCI to interest income	Non-interest income (expense)	Offset to interest expense	OCI	Re-classified from AOCI to interest income	Non-interest income (expense)	Offset to interest expense
Interest rate swaps			$ (1,467)				$ 123	
Interest rate swaps for customers[2]			7,858				3,730	
Energy commodity swaps for customers[2]			—				56	
Basis swaps			18				170	
Futures contracts			(13)				6,493	
Options contracts			—				(27)	
Total return swap			(21,707)				(10,699)	
Total derivatives not designated as hedging instruments			(15,311)				(154)	
Total derivatives	$390	$13,062	$(15,311)	$3,054	$2,325	$37,273	$ (154)	$2,950

Note: These schedules are not intended to present at any given time Zions Bancorporation's long/short position with respect to its derivative contracts.

[1] Amounts recognized in OCI and reclassified from AOCI represent the effective portion of the derivative gain (loss).

[2] Amounts include both the customer swaps and the offsetting derivative contracts.

1.3.5 Memberships in Material Payment, Clearing and Settlement Systems

The Company depends on payment, clearing, and settlement systems to facilitate its day-to-day operations. During 2012, the Company engaged in cash and securities transactions across the following payment, clearing and settlement systems:

Exhibit 6: Memberships in Material Payment, Clearing and Settlement Systems	
Network	**Description**
ACI Money Transfer System	Multibank, multicurrency solution that provides payments processing capabilities
Automated Clearing House (ACH)	Electronic network for financial transactions, credit and debit batches, in the United States
Bank of New York Mellon	Futures Commission Merchant (FCM)
DeutscheBank Clearing	Futures Commission Merchant (FCM)
DTCC/FICC/NSCC	Securities settlement, safekeeping
Electronic Check Clearing House Organization (ECCHO)	A rules development, maintenance and advocacy organization. It specializes in rule that govern the electronic exchange of image items.
Fed Clearings	Used for presentment and receipt of forward collection checks

Exhibit 6: Memberships in Material Payment, Clearing and Settlement Systems	
Network	**Description**
FedACH Services	Payment services that enable an electronic exchange of debit and credit transactions through the Automated Clearing House (ACH) network
Fedwire	Gross-settlement system that enables the bank to send or receive payments on its own behalf or for clients, settle commercial payments or positions with other financial institutions or clearing arrangements, submit federal tax payments or buy and sell federal funds
MasterCard	Global electronic payments
National ACH Association (NACHA):	Rule-making and governing organization for the ACH network
Payments Association Member (Regional Payments Association)	Regional Payments
Standard Chartered Bank	International wire transfer
SWIFT	Global network that allows financial institutions to send and receive information about financial transactions
VISA	Global electronic payments
Western Payments Alliance (WesPay)	Regional payments association located in the western United States

1.3.6 Description of Foreign Operations

Zions Bank and Amegy Bank operate branches in Grand Cayman, Grand Cayman Islands, B.W.I. Zions Bank's foreign branch only accepts deposits from qualified domestic customers. Amegy Bank's foreign branch accepts deposits from qualified domestic and foreign customers. While deposits in these branches are not subject to the Federal Reserve Bank reserve requirements, there are no federal or state income tax benefits to Zions Bancorporation or any customers as a result of these operations.

Foreign deposits at December 31, 2012 and 2011 were $1.8 billion and $1.6 billion, respectively, and averaged $1.5 billion for both 2012 and 2011. Foreign deposits are related to domestic customers of the Company's subsidiary banks.

1.3.7 Material Supervisory Authorities

The banking and financial services business in which the Company engages is highly regulated. Such regulation is intended, among other things, to improve the stability of banking and financial companies and to protect the interests of customers, including depositors. Zions Bancorporation and its affiliates are subject to regulatory supervision and examinations by the following authorities: Office of the Comptroller of the Currency, Federal Reserve, FDIC, Consumer Financial Protection Bureau, and the SEC.

1.3.8 Principal Officers

Exhibit 7: Executive Officers of Zions Bancorporation	
Name	**Position**
Harris H. Simmons	Chairman, President, and Chief Executive Officer
Doyle L. Arnold	Vice Chairman and Chief Financial Officer
Bruce K. Alexander	Executive Vice President; Chairman, President and Chief Executive Officer of Vectra Bank Colorado, N.A.
A. Scott Anderson	Executive Vice President; President and Chief Executive Officer of Zions First National Bank
David E. Blackford	Executive Vice President; Chairman, President and Chief Executive Officer of California Bank & Trust
Julie G. Castle	Executive Vice President; President and Chief Executive Officer of Contango Capital Advisors
Dallas E. Haun	Executive Vice President; President and Chief Executive Officer of Nevada State Bank
W. David Hemingway	Executive Vice President, Capital Markets and Investments
Dianne R. James	Executive Vice President, Chief Human Resources Officer
Thomas E. Laursen	Executive Vice President, General Counsel and Secretary
Keith D. Maio	Executive Vice President; President and Chief Executive Officer of National Bank of Arizona
Scott J. McLean	Executive Vice President; Chief Executive Officer of Amegy Bank N.A.
Michael Morris	Executive Vice President, Chief Credit Officer
Joseph L. Reilly	Executive Vice President, Technology and Operations Systems
Stanley D. Savage	Executive Vice President; Chairman, President and Chief Executive Officer of The Commerce Bank of Washington, N.A.
Edward P. Schreiber	Executive Vice President, Chief Risk Officer
Steven D. Stephens	Executive Vice President; President of Amegy Bank N.A.
James R. Abbott	Senior Vice President, Investor Relations
Alexander J. Hume	Senior Vice President, Corporate Controller

1.3.9 Resolution Planning Corporate Governance Structure and Processes Related to Resolution Planning

Zions Bancorporation has developed a strong governance framework with respect to its resolution planning obligations under the Dodd-Frank Act and the Title I Rule. This framework has been informed by its resolution planning experience since the adoption of the Dodd-Frank Act.

The Company has committed significant internal and external resources to the development of this initial resolution plan. A dedicated resolution planning team within the Company's risk management framework was formed and led the development and coordination of the planning process. In addition, personnel across the businesses, operations, technology, finance, treasury, risk, legal, compliance, audit, and other functions were involved in developing, reviewing and challenging the Zions Resolution Plan. Most importantly, the Zions Resolution Plan was developed under the oversight of members of the Risk Oversight Committee, and approved by the Zions Bancorporation Board of Directors.

The Zions Resolution Plan has been approved by the Zions Bancorporation Risk Oversight Committee and the Board of Directors.

1.3.10 Description of Material Management Information Systems

The Company uses information technology and management information systems ("**MIS**"), including certain MIS provided and maintained separately by certain third parties, to manage effectively its business line, support, and control function activities. The MIS reporting of the Company is generated from various sources of information to (1) create management reports; (2) conduct business activities, lending operations, and financing; (3) oversee risk and compliance management; and (4) support the front-office of the Company.

As part of the information collection process in the context of the preparation of the Zions Resolution Plan, the Company identified systems and applications deemed key to the Company, its MEs and the other Subsidiary Banks. The Company has processes in place to provide regulators access to key MIS in the unlikely event of a resolution scenario.

1.3.11 High-Level Description of Resolution Strategy Including Such Items as the Range of Potential Purchasers of Zions Bancorporation, Its Material Entities and Core Business Lines

The Company has developed resolution strategies under the assumption that an idiosyncratic event of failure has occurred at the Company. The Company has planned for the rapid and orderly resolution without government intervention or taxpayer support by formulating resolution strategies for each of its MEs.

In the unlikely event that a resolution of the Company was necessary, Zions Bancorporation and Amegy Corporation would be wound down in an orderly manner under Chapter 11 of the Bankruptcy Code ("**Chapter 11**"). The Subsidiary Banks would be placed into FDIC receivership and a sale to one or more third-party buyers of assets and liabilities out of the receiverships would be attempted over the weekend after the FDIC places the Subsidiary Banks into receivership. Alternatively, substantially all of the Subsidiary Banks' assets and liabilities would be transferred to one bridge bank or some combination of multiple bridge banks to be managed for an interim period of time, following which the assets and liabilities would be sold out of the bridge bank(s) by the FDIC to one or more third-party buyers.

It is expected that ZMSC would not enter resolution immediately, but rather would remain operational during the resolution of entities it supports. Only then, some months later, would ZMSC enter into Chapter 11 proceedings.

1.4 Conclusion

The Zions Resolution Plan provides for the resolution of the Company, in a rapid and orderly way, without posing systemic risk to the larger financial system and without the need for any government or taxpayer support. The resolution options proposed are designed to ensure that key components of the Company would be able to continue their operations during the period immediately following failure, minimizing customer impact.