



**SUNTRUST BANKS, INC. 2013 165(d)  
RESOLUTION PLAN SUBMISSION**

**Public Section**

December 18, 2013

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# SunTrust 2013 165(d) Resolution Plan

## Public Section

### 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 their 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 covers insured depository institutions (“IDIs”) with \$50 billion or more in total assets, requiring these covered institutions to submit periodically to the FDIC a plan for their resolution (Part 360 of the FDIC regulations, the “Covered Insured Depository Institution (“CIDI”) Rule”).<sup>2</sup>

As a bank holding company (“BHC”) 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 March 2013 of its intent to file a tailored resolution plan due to its limited holdings of non-bank assets and the size of STB relative to STI.

SunTrust<sup>3</sup> is a diversified financial services holding company whose businesses provide a broad range of financial services to consumer, business, and corporate clients. Through STB, SunTrust offers a full line of financial services for consumers and businesses including deposit, credit, and trust and investment services. Additional subsidiaries provide mortgage banking, asset management, securities brokerage, capital markets, and investment banking services. Within its retail, commercial, and private wealth businesses, SunTrust operates primarily within Florida, Georgia, and Virginia, and enjoys strong market positions in these markets. Other markets include Maryland, North Carolina, South Carolina, Tennessee, West Virginia, and the District of Columbia (collectively, the “SunTrust Footprint”). Within the SunTrust Footprint, SunTrust provides its clients with a wide selection of branch-based and automated telebanking channels, including the internet, ATMs, and twenty-four hour telebanking. Within its corporate and investment banking, commercial real estate, and mortgage businesses, SunTrust’s presence is more national. SunTrust’s client base encompasses a broad range of individuals, businesses, institutions, and governmental 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 an idiosyncratic shock that results in the imminent failure of STI and STB. This idiosyncratic shock occurs at a time when general macroeconomic conditions are consistent with certain baseline assumptions in which the United States financial system is not experiencing a system-wide financial panic or other crisis. The Resolution Plan demonstrates how the material entities and core business lines of SunTrust could be resolved in a reasonable period of time, without the use of any extraordinary government support, without funds from the United States taxpayer and without the use of Title 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.

<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.

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In addition, the SunTrust resolution strategies:

- Enable STB to be resolved at the least cost to the Deposit Insurance Fund.
- Ensure that depositors have access to their insured deposits within one business day of the failure of STB.
- 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 the resolution of STB.
- Ensure the continuation of critical services of STB despite the failure of STB.
- Maintain public confidence in the United States banking system and is least disruptive to depositors and other stakeholders.
- Facilitate separability from the rest of SunTrust.
- Otherwise 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, 2012.

### **A. The Names of Material Entities**

Under the DFA Rule, a material entity is any subsidiary that is significant to the activities of a critical operation<sup>4</sup> or core business line of a covered company. Under the CIDI Rule, a material entity is any company that is significant to the activities of a critical service<sup>5</sup> or core business line. SunTrust identified the following material entities:

- 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.
- STB is a wholly-owned, indirect subsidiary of STI and is a Georgia state-chartered member bank. STB and its subsidiaries hold approximately 97% of SunTrust's total assets and employ over 92% of total SunTrust employees. The material elements of three of SunTrust's four core business lines are contained within STB. Similarly, all internally-provided critical services, with one exception, are contained within STB. It is a material entity under the DFA Rule and the covered IDI under the CIDI Rule.
- SunTrust Mortgage, Inc. ("STM") is a wholly-owned subsidiary of STB that originates, purchases, sells, and services mortgage whole loans. It contains SunTrust's only core business line and internally-provided critical services that are not housed in STB. It is a material entity under both the DFA and CIDI Rules.

<sup>4</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>5</sup> Critical services are those services and operations of the IDI, such as servicing information technology support and operations, human resources and personnel, that are necessary to continue the day-to-day operations of the IDI.

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### **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. Because of STB's dominant role in the overall SunTrust organization, the core business lines of STI and STB are the same. SunTrust identified the following four core business lines:

- Retail Banking provides banking solutions to retail clients exclusively within the SunTrust footprint, and serves the Private Wealth Management core business line and wholesale banking segment clients through its network of branches.
- Commercial and Business Banking offers a comprehensive line of banking (for example, deposits, treasury and cash management, lending, leasing, etc.), capital markets, and investment management solutions to businesses, institutions, not-for-profit organizations, and government entities.
- Private Wealth Management provides a range of services to high net worth and ultra-high net worth individuals and institutions, including brokerage, trust, estate, financial planning, private banking, family office, and lending through multiple channels both within and outside the SunTrust Footprint.
- Mortgage Banking offers residential mortgage products nationally through its retail, consumer direct, broker, and correspondent channels.

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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, 2012*

*(\$ in millions)*

<b>Assets</b>	<b>STI Consolidated \$ Amount</b>	<b>STB Consolidated \$ Amount</b>
Cash and due from banks	7,156	7,097
Federal funds sold and securities borrowed or purchased under agreements to resell	1,101	53
Cash and cash equivalents	8,257	7,150
Trading assets	6,049	4,143
Securities available for sale	21,953	20,889
Loans held for sale	3,399	3,064
Loans	121,470	121,706
Allowance for loan losses	(2,174)	(2,173)
Net loans	119,296	119,533
Premises and equipment	1,564	1,367
Goodwill	6,369	5,880
Other intangible assets	956	925
Other real estate owned	264	419
Other assets	5,335	5,707
<b>Total assets</b>	<b>173,442</b>	<b>169,077</b>

*Source: SunTrust Banks, Inc. 10-K as of December 31, 2012; SunTrust Bank  
Consolidated Reports of Condition and Income as of December 31, 2012*

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As of December 31, 2012  
(\$ in millions)

	STI	STB
<b>Liabilities &amp; Equity</b>	<b>Consolidated</b>	<b>Consolidated</b>
	<b>\$ Amount</b>	<b>\$ Amount</b>
Noninterest-bearing deposits	39,481	34,660
Interest-bearing deposits	92,835	98,619
Total deposits (1)	<u>132,316</u>	<u>133,279</u>
Funds purchased	617	617
Securities sold under agreements to repurchase	1,574	642
Other short-term borrowings	3,303	1,627
Subordinated notes and debentures	2,663	1,836
Other long-term debt	6,694	6,169
Trading liabilities	1,161	561
Other liabilities	4,129	2,987
Total liabilities	<u>152,457</u>	<u>147,718</u>
Total shareholders' equity	<u>20,985</u>	<u>21,359</u>
<b>Total liabilities and equity</b>	<b><u>173,442</u></b>	<b><u>169,077</u></b>

Source: SunTrust Banks, Inc. 10-K as of December 31, 2012; SunTrust Bank Consolidated Reports of Condition and Income as of December 31, 2012  
(1) Certain internal accounts are reclassified between interest-bearing and noninterest-bearing for regulatory purposes.

The following table depicts Basel I calculations of regulatory capital ratios for SunTrust and STB, consolidated with its subsidiaries, as of December 31, 2012.

Table C.2 – Regulatory Capital Summary

As of December 31, 2012

	STI	STB
<b>Capital Ratios</b>	<b>Consolidated</b>	<b>Consolidated</b>
Tier 1 capital	11.1%	11.4%
Total capital	13.5%	13.6%
Tier 1 leverage	8.9%	9.2%

Source: SunTrust Banks, Inc. 10-K as of December 31, 2012

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The following table depicts Basel I calculations of SunTrust's Tier 1 common equity, risk-weighted assets, and Tier 1 common equity ratio as of December 31, 2012.

Table C.3 - SunTrust Regulatory Capital - Basel I

*As of December 31, 2012*

*(\$ in billions)*

<b>STI Consolidated</b>	
<b>Tier 1 Common Equity under Basel I</b>	<b>2012</b>
Tier 1 Capital	15.0
Less:	
Qualifying trust preferred securities	(0.6)
Preferred stock	0.7
Allowable minority interest	0.1
Tier 1 common equity	13.5
Total risk-weighted assets	<u>134.5</u>
Tier 1 common equity ratio	<u>10.0%</u>

*Source: SunTrust Banks, Inc. 10-K as of December 31, 2012*

The following table depicts the proposed Basel III calculations of SunTrust's Tier 1 common equity, risk-weighted assets, and Tier 1 common equity ratio as of December 31, 2012. These calculations are based on SunTrust's interpretation of the notice of proposed rulemaking issued by the Federal Reserve in June 2012.

Table C.4 - SunTrust Regulatory Capital - Proposed Basel III

*As of December 31, 2012*

*(\$ in billions)*

<b>STI Consolidated</b>	
<b>Estimated Tier 1 Common Equity under Proposed Basel III</b>	<b>2012</b>
Tier 1 common equity under Basel I	13.5
Adjustments from Basel I to Basel III	<u>(0.2)</u>
Tier 1 common equity under Basel III	<u>13.3</u>
Risk-weighted assets under Basel I	134.5
Adjustments from Basel I to Basel III	<u>26.2</u>
Risk-weighted assets - Basel III	<u>160.7</u>
Tier 1 common equity ratio	<u>8.2%</u>

*Source: SunTrust Banks, Inc. 10-K as of December 31, 2012*

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

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.

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Table C.5 – Funding Sources

*As of December 31, 2012*

*(\$ in millions)*

<b>STI Consolidated</b>		
<b>Funding Sources (Average Balance)</b>	<b>2012</b>	<b>2011</b>
<b>Interest-bearing deposits</b>		
NOW accounts	25,155	24,751
Money market accounts	42,101	42,854
Savings	5,113	4,535
Consumer time deposits	10,597	12,451
Other time deposits	5,954	7,036
Brokered time deposits	2,204	2,306
Foreign deposits	51	80
Total interest-bearing deposits	91,175	94,013
Funds purchased	798	1,038
Securities sold under agreements to repurchase	1,602	2,157
Interest-bearing trading liabilities	676	851
Other short-term borrowings	6,952	3,465
Long-term debt	11,806	13,496
<b>Total interest-bearing liabilities</b>	<b>113,009</b>	<b>115,020</b>
Noninterest-bearing deposits	37,329	31,045
<b>Total funding sources</b>	<b>150,338</b>	<b>146,065</b>

*Source: SunTrust Banks, Inc. 10-K as of December 31, 2012*

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

SunTrust enters into 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 ("VaR") approach that monitors the risk associated with covered positions' exposure. 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 the various hedging strategies to manage these objectives. Additionally, as a normal part of its operations, SunTrust enters into interest rate lock commitments 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.

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The following tables present SunTrust's derivative positions as of December 31, 2012, and 2011.

Table D.1 – Derivatives Assets and Liabilities

As of December 31, 2012

(\$ in millions)

<b>STI Consolidated</b>				
<b>Derivatives Assets and Liabilities</b>	<b>Asset Derivatives</b>		<b>Liability Derivatives</b>	
	<b>Notional Amount</b>	<b>Fair Value</b>	<b>Notional Amount</b>	<b>Fair Value</b>
<b>Derivatives designated as hedging instruments</b>				
Interest rate contracts				
Floating rate loans	17,350	771	0	0
Fixed rate debt	1,000	61	0	0
<b>Total</b>	<b>18,350</b>	<b>832</b>	<b>0</b>	<b>0</b>
<b>Derivatives not designated as hedging instruments</b>				
Interest rate contracts				
Fixed rate debt	0	0	60	10
MSRs	6,185	150	12,643	33
LHFS, IRLCs (1)	2,333	6	7,076	15
Trading activity (2)	81,930	6,044	86,037	5,777
Foreign exchange rate contracts				
Commercial loans	0	0	34	0
Trading activity	2,451	66	2,326	63
Credit contracts				
Loans	0	0	445	8
Trading activity (3)	1,958	55	2,081	49
Equity contracts - Trading activity	15,748	1,342	22,184	1,529
Other contracts				
IRLCs and other (4)	6,783	132	142	1
Trading activity	255	29	255	29
<b>Total</b>	<b>117,643</b>	<b>7,824</b>	<b>133,283</b>	<b>7,514</b>
<b>Total derivatives (5)</b>	<b>135,993</b>	<b>8,656</b>	<b>133,283</b>	<b>7,514</b>

Source: SunTrust Banks, Inc. 10-K as of December 31, 2012

(1) Amount includes \$1.7 billion of notional amounts related to interest rate futures. These futures contracts settle in cash daily, one day in arrears.

(2) Amounts include \$16.2 billion and \$0.8 billion of notional related to interest rate futures and equity futures, respectively.

These futures contracts settle in cash daily, one day in arrears.

(3) Asset and liability amounts each include \$3 million of notional from purchased and written credit risk participation agreements, respectively, whose notional is calculated as the notional of the derivative participated adjusted by the relevant RWA conversion factor.

(4) Includes \$1 million derivative liability recognized in other liabilities in the Consolidated Balance Sheets, related to a notional amount of \$134 million.

(5) Does not include the effects of netting

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**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, 2012*

System	Legal Entity with Membership
<b>Payment Utilities Direct Participation</b>	
Fedwire	STB
Swift	STB
FedACH	STB
Electronic Payments Network (The Clearing House)	STB
Viewpointe (check imaging)	STI
<b>Payment Systems Indirect Access through Counterparty Agents</b>	
Correspondent banks for USD clearing: <ul style="list-style-type: none"> <li>• HSBC Bank, New York branch</li> <li>• Citibank, NA</li> <li>• Standard Chartered Bank, New York branch</li> <li>• JPMorgan Chase Bank, NA</li> </ul>	STB
Correspondent banks for FX Clearing: <ul style="list-style-type: none"> <li>• Royal Bank of Scotland</li> <li>• Canadian Bank of Commerce</li> <li>• HSBC Bank - Shanghai, Hong Kong, London</li> <li>• Bank of Tokyo</li> <li>• Bank of Nova Scotia - Mumbai</li> <li>• Australia and New Zealand Banking Group Limited - Australia, New Zealand</li> <li>• UBS</li> <li>• Ceskoslovenska Obshadni Bank</li> <li>• Raiffeisen Bank</li> <li>• Citibank, NA - Mexico, Saudia Arabia, Kuwait, Israel</li> <li>• Bank Polska Kasa Opieki</li> <li>• Skandinaviska Enskilda Baken - Sweden, Denmark, Norway</li> <li>• DBS Bank Ltd</li> <li>• ABSA Bank</li> <li>• Deutsche Bank</li> <li>• Standard Chartered Bank - UAE</li> </ul>	STB
Federal Reserve Board Check via Viewpointe	STI
<b>Clearinghouses Direct Participation</b>	
Depository Trust & Clearing Corporation ("DTCC") (2095)	SunTrust Robinson Humphrey, Inc. ("STRH"), a subsidiary of STI
DTCC (2114)	STB
National Securities Clearing Corporation ("NSSC")	STRH
<b>Clearinghouses Indirect Access through Counterparty Agents</b>	
NSSC via National Financial Services	STB
CME (12402S) via: <ul style="list-style-type: none"> <li>• JPMorgan Chase Bank, NA</li> <li>• Barclays Bank</li> <li>• Citibank, NA</li> <li>• Wells Fargo Bank, NA</li> </ul>	STB

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System	Legal Entity with Membership
LCH.Clearent Group ("LCH") (STBSNTBKXXX) via: <ul style="list-style-type: none"> <li>• JPMorgan Chase Bank, NA</li> <li>• Barclays Bank</li> <li>• Citibank, NA</li> <li>• Wells Fargo Bank, NA</li> </ul>	STB
IntercontinentalExchange ("ICE") via: <ul style="list-style-type: none"> <li>• Ice Links</li> <li>• Markit (DTCC)</li> </ul>	STB
<b>Settlement Utilities Direct Participation</b>	
NSCC	STRH
<b>Settlement Systems Indirect Access through Counterparty Agents</b>	
The Bank of New York Mellon ("BoNY") for Fixed Income	STB
BoNY for Fixed Income	STRH
Money Transfer System (Fedwire)	STB
ISA (SWIFT)	STB
SunTrust Treasury Management (Automated Clearing House ("ACH")) for FX	STB
<b>Securities Depositories Direct Access</b>	
Depository Trust Company ("DTC")	STRH
NSCC	STRH
Fedline	STB
<b>Securities Depositories Indirect Access through Counterparty Agents</b>	
Fixed Income Clearing Corporation ("FICC") via Broadridge	STRH
<b>Government Agencies Direct Access</b>	
Federal Housing Administration	STM
Freddie Mac	STM
Fannie Mae	STM
Ginnie Mae	STM
<b>Other Systems Direct Participation</b>	
Mastercard (debit and credit)	STB
Visa (gift and prepaid)	STB
STAR (ATM)	STB
Cirrus (ATM)	STB
PLUS (ATM)	STB
New York Currency Exchange (ATM)	STB
Interlink (POS)	STB

Source: Interviews with LOB and Functional SMEs, consolidated into P1T5 data collection template.

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**F. Description of Foreign Operations**

SunTrust does not have material foreign 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 is regulated by the Federal Reserve Board, Federal Reserve Bank of Atlanta, the FDIC, and the Georgia Department of Banking and Finance. Some of STI's non-bank subsidiaries are regulated and supervised by various other regulatory bodies, including, but not limited to, the Securities and Exchange Commission ("SEC"), Commodity Futures Trading Commission ("CFTC"), Financial Industry Regulatory Authority ("FINRA"), National Futures Association ("NFA"), and state insurance authorities.

**H. Identities of Principal Officers**

The principal officers of STI and STB are the same and are identified below. The officers are the same for both STI and STB.

Table H-1: Principal Officers in Alphabetical Order

*As of December 31, 2012*

Principal Officer	Title
Kenneth J. Carrig	Corporate Executive Vice President and Chief Human Resources Officer
Mark A. Chancy	Corporate Executive Vice President and Wholesale Banking Executive
Anil T. Cheriyan	Corporate Executive Vice President and Chief Information Officer
Hugh S. (Beau) Cummins, III	Corporate Executive Vice President, Corporate and Investment Banking Executive
Rilla S. Delorier	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 and Chief Risk Officer
Aleem Gillani	Corporate Executive Vice President and Chief Financial Officer
Thomas G. Kuntz	Corporate Executive Vice President, Commercial and Business Banking and Geographic Leadership Executive
Jerome T. Lienhard, II	Corporate Executive Vice President and Mortgage Banking Executive President and Chief Executive Officer of SunTrust Mortgage, Inc.
William H. Rogers, Jr.	Chairman and Chief Executive Officer

## **SunTrust 2013 165(d) Resolution Plan Public Section**

### **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, the Resolution Plan was approved by the STI and STB Boards of Directors pursuant to a process that involved active, informed participation across SunTrust's business units and corporate functions.

Full time SunTrust resources have been and continue to be devoted to resolution planning activities. SunTrust has established an Enterprise Recovery and Resolution Planning Department ("ERRP") to coordinate development, review, and approvals related to the Resolution Plan and to conduct ongoing monitoring and maintenance related thereto. ERRP operates as a unit within SunTrust's Corporate Operational Risk Management ("CORM") Department, and is the central point of control with respect to the resolution planning governance structure. ERRP worked with a Work Stream Owners Team, composed of management from key corporate functions, to gather and synthesize information for inclusion in the Resolution Plan. ERRP and Work Stream Owners conducted regular meetings during the critical formative and approval stages of the Resolution Plan.

Further, ERRP and the Work Stream Owners met with and reported to an Executive Strategy Team ("EST") frequently during the course of the development of the Resolution Plan to provide oversight, set direction, conduct review and determine executive approvals. The EST leadership team is composed of select principal officers. In addition, the Corporate Risk Committee monitored resolution planning progress throughout the year. The engagement of select principal officers and the Corporate Risk Committee is designed to promote transparency and communication of resolution planning considerations across SunTrust governance.

SunTrust's Board Risk Committee ("BRC") provided oversight of Resolution Plan development through quarterly updates during which key aspects of the Resolution Plan were discussed. The full Boards of Directors of both STI and STB confirmed and approved the final Resolution Plan.

In addition to the oversight and approval processes noted above, the resolution planning process was subject to several layers of internal controls to ensure the accuracy and relevance of information included in the Resolution Plan. Resolution Plan sections were reviewed in detail by relevant business and corporate function management. Further, SunTrust Audit Services participated as an observer in ERRP/Work Stream Owners Team meetings as well as EST meetings, and conducted independent audit reviews during the course of Resolution Plan development.

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

SunTrust's Enterprise Information Services ("EIS") provides technology and operations services in support of SunTrust's clients and employees. The EIS team 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 ("MIS"), which are utilized to 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 CDs and IRAs. SunTrust also utilizes MIS to produce management and regulatory reports, as well as some information underlying the Resolution Plan.

EIS employs a matrix operating model in which major technology services are paired with the business units they support to deliver and support critical applications and systems. The primary Information

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Technology data center ("DC") 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 ("BC/DR") program that enables SunTrust to resume normal business operations, minimize financial losses, continue financial and risk reporting within established parameters, and serve our customers in the event of disaster. The criticality of each application or system supporting a critical business process determines its applicable recovery window.

### **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 considered a number of sale and disposition options to ensure maximum value for the receivership, least cost to the Deposit Insurance Fund, and access to insured deposits within one business day, as required by the CIDI Rule. These options included, but were not limited to, the sale of STB in its entirety 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 or the transfer of insured deposits only.

Given STI's dependency on STB, STI will 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.

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