

BayernLB Holding AG (Bayerische Landesbank)

Public Section of 2014 §165(d) Tailored Resolution Plan

Public Section

a. Introduction

To promote financial stability, Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and its implementing rules (collectively, the “Rule”) ¹ require, among other things, any company covered by section 165(d) to periodically submit to the Board of Governors of the Federal Reserve System (the “Federal Reserve” or the “Board”) a plan for such company’s rapid and orderly resolution in the event of material financial distress or failure. Included in Covered Companies are foreign-based covered companies, which are defined in the Rule as “any covered company that is not incorporated or organized under the laws of the United States.”

BayernLB Holding AG (“BayernLB” or the “Bank”) wholly owns Bayerische Landesbank, which itself has more than \$50 billion in consolidated global assets, and operates a New York Branch (the “Branch”). Therefore, and as more fully explained below, BayernLB is considered a “Covered Company” under the Rule and must file this Resolution Plan with the Federal Reserve.

Under the requirements of the Rule, Covered Companies are required to assess their U.S. banking operations for the presence of Material Entities,² Critical Operations,³ and Core Business Lines.⁴ BayernLB determined that its U.S. operations have no Material Entities, Critical Operations, or Core Business Lines as defined in the Rule.

b. Background

BayernLB is a large commercial bank that is majority-owned by the Free State of Bavaria (Freistaat Bayern). The Bank is headquartered in Munich, Germany and maintains branches, subsidiaries and representative offices in key international financial centers and economic regions. It is one of the leading commercial banks for large and mid-market commercial

¹ The implementing rules were jointly issued by the Federal Reserve System (the “Board”), codified at 12 C.F.R. Part 243, and the Federal Deposit Insurance Corporation (the “FDIC”), codified at 12 C.F.R. Part 381 (together, the “Agencies”), on November 1, 2011.

² 12 CFR 243.2(l) *Material entity* means a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line (as defined in this part).

³ 12 CFR 243.2(g) *Critical operations* means those operations of the covered company, including associated services, functions and support, the failure or discontinuance of which, in the view of the covered company or as jointly directed by the Board and the Corporation, would pose a threat to the financial stability of the United States.

⁴ 12 CFR 243.2(d). *Core business lines* means those business lines of the covered company, including associated operations, services, functions and support, that, in the view of the covered company, upon failure would result in a material loss of revenue, profit, or franchise value.

customers in Germany. The Bank serves retail customers in Germany mostly through its subsidiary Deutsche Kreditbank (“DKB”).

The Bank’s minority owner is the Association of Bavarian Savings Banks (Sparkassenverband Bayern).⁵ Because of this relationship, the Bank works in close cooperation with the Bavarian savings banks, offering them a wide range of products while also acting as central bank within the Association.

In the United States, BayernLB operates the federally-licensed Branch. The Branch is primarily regulated by the Office of the Comptroller of the Currency (“OCC”). Because it has the Branch, BayernLB is subject to Federal Reserve supervision as a Foreign Banking Organization under the Bank Holding Company Act of 1956, as amended. Because BayernLB’s total consolidated global assets exceed \$50 billion, it is a Covered Company under the Rule and must submit a resolution plan that covers its U.S. operations.

c. Consolidated Financial Information

The following is BayernLB’s global balance sheet as of the end of its 2013 fiscal year.

⁵ As of December 31, 2013, the Sparkassenverband Bayern owns one share less than 25% of BayernLB Holding AG.

Assets

	Notes	31 Dec 2013 EUR million	31 Dec 2012 EUR million	1 Jan 2012 EUR million
Cash reserves	(7, 40)	3,160	2,583	2,645
Loans and advances to banks	(8, 41)	43,470	44,446	49,555
Loans and advances to customers	(8, 42)	137,965	150,612	157,589
Risk provisions	(9, 43)	-2,668	-2,830	-2,922
Portfolio hedge adjustment assets	(10)	1,687	2,334	1,393
Assets held for trading	(11, 44)	25,462	42,123	48,636
Positive fair values from derivative financial instruments (hedge accounting)	(12, 45)	2,889	4,162	4,548
Financial investments	(13, 46)	39,720	38,606	41,926
Interests in companies measured at equity	(14, 47)	26	111	110
Investment property	(15, 48)	99	69	2,061
Property, plant and equipment	(15, 49)	619	629	611
Intangible assets	(16, 50)	154	186	147
Current tax assets	(27, 51)	76	67	72
Deferred tax assets	(27, 51)	209	429	818
Non-current assets or disposal groups classified as held for sale	(17, 52)	2,065	2,460	1,255
Other assets	(18, 53)	668	877	756
Total assets		255,601	286,864	309,201

Rounding differences may occur in the tables.

Liabilities

	Notes	31 Dec 2013 EUR million	31 Dec 2012 EUR million	1 Jan 2012 EUR million
Liabilities to banks	(19, 54)	71,191	70,521	75,715
Liabilities to customers	(19, 55)	86,183	90,819	92,682
Securitised liabilities	(19, 56)	52,964	60,319	74,075
Liabilities held for trading	(20, 57)	16,797	34,747	35,717
Negative fair values from derivative financial instruments (hedge accounting)	(21, 58)	2,846	3,864	3,306
Provisions	(22, 59)	3,503	3,178	3,682
Current tax liabilities	(27, 60)	265	274	374
Deferred tax liabilities	(27, 60)	29	90	778
Liabilities of disposal groups	(23, 61)	1,438	1,259	536
Other liabilities	(24, 62)	522	545	724
Subordinated capital	(63)	4,984	6,346	6,964
Equity	(64)	14,879	14,903	14,648
• Equity excluding non-controlling interests		14,849	14,801	14,527
– subscribed capital		6,846	6,556	6,150
– specific-purpose capital		–	612	612
– compound instruments (equity component)	(25)	145	182	334
– capital surplus		3,893	4,036	4,473
– retained earnings		4,094	3,511	3,744
– revaluation surplus		–37	–34	–714
– foreign currency translation reserve		–92	–61	–72
– consolidated profit		–	–	–
• Non-controlling interests		30	102	122
Total liabilities		255,601	286,864	309,201

Rounding differences may occur in the tables.

d. U.S. Derivative and Hedging Activities

BayernLB New York Branch engages in derivative activities primarily to hedge interest rate risk associated with its banking book. It transacts a de minimis amount of interest rate swaps with existing loan customers.

e. List of Memberships in Material Payment, Clearing, and Settlement Systems

The Branch is not a member of any material payment, clearing or settlement system.

f. Description of Foreign Operations of the U.S. Branch

None. The New York Branch had managed the Bank's Cayman Branch, but the Cayman Branch balance sheet as of Decemebtr 31, 2013 was zero, and the Bank surrendered its Cayman Branch license in March 2014.

g. Material Supervisory Authorities

As of November 4, 2014, the European Central Bank is BayernLB's primary supervisor.

The OCC supervises BayernLB New York Branch. Additionally, BayernLB is supervised as a Foreign Banking Organization by the Board of Governors of the Federal Reserve System.

h. Identities of Principal Officers

The following table sets forth the members of BayernLB's Board of Management, as of December 31, 2013:

Name	Role/Title
Gerd Haeusler*	CEO
Dr Edgar Zoller	Deputy CEO
Marcus Kramer	Member of the Board of Management
Stephan Winkelmeier**	Member of the Board of Management
Michael Bucker	Member of the Board of Management

*As of April 1, 2014, Mr. Haeusler left the Board of Management, replaced by Dr. Johannes-Jorg Riegler.

** As of March 31, 2014, Mr. Winkelmeier left the Board of Management.

*** Dr. Markus Wiegelmann joined the Board of Management as of January 1,2014.

i. Corporate Governance Structure and Processes Related to Resolution Planning

Authority and responsibility for developing and maintaining the Resolution Plan rests with the Board of Management. The Board delegated the US resolution planning responsibility to the General Manager of the Branch. On the basis of that delegated authority, the General Manager of the Branch formed a Steering Committee, comprising senior executives within the Branch and Head Office. The Steering Committee is responsible for overseeing resolution planning to meet regulatory requirements. The Steering Committee works with representatives from key operating functions and lines of business in the Branch. A Project Management Office supported the Steering Committee as it drafted the initial plan, and it provides ad-hoc advice and support for the ongoing maintenance of the plan.

The Board of Management reviewed and approved the initial filing of the Resolution Plan in

2013. Acting on the authority delegated by the Board, the General Manager and the Steering Committee reviewed and approved this updated filing for 2014.

j. Description of Material Management Information Systems

BayernLB's management information systems ("MIS") are applications that aggregate, analyze, and report financial data necessary for prudent decision making and risk management. The applications consist of third-party and in-house platform technologies and user interfaces that staff use to generate reports on both a periodic and ad-hoc basis. The key MIS at BayernLB generate numerous reports used in the normal course of business to monitor the financial health, risks, and operations of BayernLB.

The ability of BayernLB's MIS to aggregate and analyze data locally and globally is robust. BayernLB maintains detailed business continuity plans with respect to all technology platforms, including its MIS.

k. High level Description of the Resolution Strategy for the Covered Company

The resolution strategy for the Covered Company is a liquidation of the Branch. The Branch would be resolved by the OCC through a receivership pursuant to the governing provisions of the International Banking Act of 1978 and the National Banking Act. The receivership will liquidate BayernLB's U.S. assets to satisfy the claims of the Branch creditors to the fullest extent possible. Pursuant to this strategy, the plan outlines the asset sales that could occur during the resolution process. These plans include assessments as to the marketability and liquidity of the various classes of the Branch assets.