BBVA S.A. and Compass Bank

U.S. Resolution Plan

Section I - Public Section

December 31, 2015

This document includes forward-looking statements that may not reflect actual results. In some instances, the information contained in this U.S. resolution plan is derived from systems used for internal management purposes that are not subject to internal controls over financial reporting.

BBVA S.A. and Compass Bank U.S. Resolution Plan – Section I: Public Section

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1 Introduction

Banco Bilbao Vizcaya Argentaria, S.A. (“BBVA SA”[1]) is a foreign bank holding company with operations in the United States (“U.S.”) and more than $50 billion in total U.S. consolidated assets as of December 31, 2014. BBVA is therefore deemed to be a “covered company” in accordance with the final rule implementing Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“165(d) Rule”)requiring the annual preparation and submission of a resolution plan for systemically important financial institutions (“165(d) Plan” or “Tailored 165(d) Plan”). The 165(d) Rule was jointly adopted by the Board of Governors of the Federal Reserve System (“FRB”) and the Federal Deposit Insurance Corporation (“FDIC”) in September 2011.

On June 4, 2015 BBVA SA was approved by the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation to file a tailored 165(d) resolution plan for its 2015 submission.

In January 2012, the FDIC issued a final rule requiring insured depository institutions (“IDIs”) with assets of $50 billion or more to periodically submit to the FDIC a plan for resolving the IDI in the event of failure under the Federal Deposit Insurance Act (“FDIA”). BBVA’s U.S. bank subsidiary, Compass Bank (“the Bank”) is an IDI with approximately $79.6 billion in total consolidated assets as of December 31, 2014 and is concurrently filing its IDI resolution plan (“IDI Plan”).

The FDIC and the FRB have each, by rule and through the supervisory process, prescribed the assumptions, required approach, and scope for the 165(d) Plan and the IDI Plan (collectively, the “Plans”), and have required that certain information be included in a public section of the R Plans. The Plans describe a means by which BBVA believes it could achieve a rapid and orderly resolution of its material U.S. operations in a manner that would avoid serious adverse effects on financial stability in the United States. The following information constitutes the public sections of Plans as required by the final rules and guidance.

Overview of BBVA Group

BBVA Group is an internationally diversified financial group with a significant presence in traditional retail banking, asset management, private banking and wholesale banking. BBVA Group also operates in other sectors such as insurance, real estate, and operational leasing. BBVA is a private-law entity governed by the laws and regulations applicable to banks operating in Spain and is the parent company of the financial group whose objective is to engage directly or indirectly in activities, transactions, agreements and services relating to the banking business. BBVA conducts its business through branches and offices located throughout Spain and abroad following a corporate structure based on a decentralized model where all its subsidiaries are independent in terms of funding, operations and business management. BBVA currently manages its business focusing on five geographical areas including Spain, Mexico, South America, the United States and Eurasia. In addition to business units based on the main geographies where BBVA operates, Corporate and Investment Banking (“CIB”) and Retail Banking are considered global businesses for BBVA, managed globally and locally at the subsidiary level. The following table presents the total assets of BBVA by geographical business area as of December 31, 2014.

[1] Together with its subsidiaries and affiliates, “BBVA” or “BBVA Group”

BBVA Group Total Assets by Business Area as of December 31, 2014

Business Area	millions of Euros	percentage of total
Spain	318,353	50.67%
Mexico	93,731	14.92%
South America	84,364	13.43%
U.S.	69,261	11.02%
Eurasia	44,667	7.11%
Real Estate (Spain)	17,934	2.85%
Subtotal Assets by Operating Segments	628,310	100.00%
Corporate Center and other adjustments[2]	3,632	
Total Assets of BBVA Group	631,942	

BBVA's approach to banking is based on four pillars:

- Diversification and leadership
  - BBVA's model offers a highly balanced mix in terms of geographical areas, business and segments.
  - Diversification has enabled BBVA to maintain a high level of recurrent revenues, despite the adverse conditions of the environment and the economic cycles.
  - BBVA's Balanced and diversified model is based on sound franchises, with a sufficiently large customer base and leadership positions in our core markets.
- Prudent and proactive management
  - BBVA has a management model based on prudence and anticipation.
    - Prudence is materialized basically in structural and credit risk management, capital management and corporate transaction management.
    - Anticipation is also crucial in terms of the need to anticipate events and to have the flexibility to adapt to them easily.
- Return adjusted to principles
  - A model based on return adjusted to the principles of Integrity, Prudence and Transparency.
- A customer-centric approach

Overview of BBVA's U.S. Presence

In the U.S., BBVA provides Retail Banking, Commercial Banking, CIB, and Wealth Management products and services to customers primarily through its U.S. bank subsidiary Compass Bank. The Bank, under its brand name BBVA Compass, is an Alabama state-chartered commercial bank franchise with operations throughout the Sunbelt Region which stretches from Florida to California. It ranks among the 30 largest U.S. commercial banks based on deposit market share.

BBVA also operates a branch and international banking facility in New York, a broker dealer - BBVA Securities, Inc. ("BSI") based in New York, an agency of BBVA Bancomer SA located in Houston, and BBVA Bancomer USA, Inc., a subsidiary of BBVA Bancomer SA based in Houston that offers money transfer and other services.

BBVA has approximately 10,500 employees in the United States and its U.S. assets represent approximately 11% of the total assets of BBVA.

BBVA's Global Structure and Resolution Planning

[2] *Includes adjustments due to Garanti Group accounted for using the equity method and other inter-areas adjustments*

In November 2012, BBVA[3] was designated a global systemically important financial institution ("G-SIFI") by the Financial Stability Board ("FSB") and as a result, is subject, among others, to requirements for recovery and resolution planning, resolvability assessments and additional capital requirements for loss absorption capacity. BBVA's Crisis Management Group, including representation from authorities in Europe, Spain, Mexico and the United States, is ultimately responsible for defining the BBVA Group's global resolution strategy.

As a global banking institution with a multinational presence in several jurisdictions, BBVA Group is subject to local regulation, including resolution regimes and supervisory rules. BBVA Group primarily consists of a large number of separately incorporated and capitalized banking entities across different jurisdictions. BBVA Group's subsidiary structure and its emphasis on their independence ensures that they satisfy domestic capital, liquidity and funding requirements and have the independent resources to respond to financial stress. In addition, BBVA's U.S. operations benefit from the global reach of BBVA's businesses and share in certain common services, for which there are robust contractual arrangements.

BBVA Group's subsidiary structure provides greater resilience for its operations within individual countries, including the U.S.. Due to BBVA Group's decentralized model, its organizational structure and the way it conducts its business in the different geographies in which it operates, it would fulfill most of the "Multiple Point of Entry" pre-conditions outlined in the Financial Stability Board's ("FSB's") "Key Attributes of Effective Resolution Regimes for Financial Institutions.

2 Material Legal Entities

Both the 165(d) and IDI rules define a "Material Legal Entity" ("MLE") as "a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line."

BBVA has identified three MLEs for the purposes of the tailored 165(d) and IDI Plans including:

1. BBVA Compass Bancshares, Inc. ("Compass Bancshares")
2. Compass Bank
3. Compass Capital Markets, Inc. ("CCM")

Due to the scope of the Tailored 165(d) Plan, only Compass Bancshares is discussed therein. Analysis and discussion around Compass Bank and Compass Capital Markets is included in the IDI Plan.

BBVA Compass Bancshares, Inc.
Compass Bancshares is a wholly-owned subsidiary of BBVA and a bank holding company incorporated in the State of Texas with its principal place of business in Houston, Texas. It serves as the U.S. bank holding company for BBVA and is the owner of the Bank and BBVA Securities Inc. ("BSI").

Compass Bank
The Bank is an Alabama state chartered bank and is headquartered in Birmingham, Alabama. The Bank operates 675 branches throughout Alabama, Arizona, California, Colorado, Florida, New Mexico, and Texas. The Bank ranks as the second largest bank in Alabama, fifth largest bank in Texas, and fifth largest bank in Arizona.

The Bank provides banking services customary for full service banks of similar size and character. Such services include receiving demand and time deposits, making personal and commercial loans and furnishing personal and commercial accounts. It offers, either directly or through its subsidiaries or affiliates, a variety of fiduciary services, including portfolio management and administration and investment services to estates, trusts, and employee benefit plans; term life insurance, fixed-rate annuities, property and casualty insurance and other insurance products; investment advisory services; a variety of investment services and products to

[3] As of November 3, 2015 BBVA was removed from the G-SIFI listing.

institutional and individual investors; discount brokerage services, mutual funds, and variable annuities; and lease financing services.

Compass Capital Markets, Inc.
CCM is a wholly owned subsidiary of the Bank that provides finance management services and holds investment assets.

3 Core Business Lines

At December 31, 2014, BBVA operated two lines of business within the United States, which have been designated "Core Business Lines" ("CBLs") for the Plans based on the revenue, profit and franchise value they provide to BBVA's U.S. operations. The CBLs and the MLEs through which they operate include:

Core Business Line	Associated Material Legal Entity
Consumer and Commercial Banking	Compass Bank
CIB	Compass Bank [4]

Consumer and Commercial Banking includes Retail Banking, Wealth Management and Commercial Banking. Retail Banking serves the Bank's consumer and small business customers through its banking centers. Retail Banking provides consumers with products and services including home mortgages, credit and debit cards, deposit accounts, insurance products, mutual funds and brokerage services. Wealth Management provides wealth management services, including specialized investment portfolio management, traditional credit and deposit products, traditional trust and estate services, investment advisory services, bond accounting services, safekeeping of securities, financial counseling and customized services to companies and their employees. Commercial Banking provides traditional banking and investment services to middle market businesses in each of the Bank's geographic markets. In addition to credit and deposit products, Commercial Banking also offers capabilities in treasury management services, leasing, accounts receivable purchasing, asset-based lending, equipment leasing, asset recovery management, international services, insurance, interest rate protection and investment products.

CIB provides products and services focusing on corporate finance, corporate lending including syndicated loans and letters of credit, structured finance and global markets. CIB clients are primarily comprised of large corporations. CIB offers products and services related to cash management, trade, deposits, letters of credit, working capital loans, treasury management solutions, structured trade finance, fixed-income investment products, and derivative, including interest rate swaps, foreign exchange ("FX") forwards, and FX swaps.

4 Summary Financial Information Regarding Assets, Liabilities, Capital and Funding

Financial Data

BBVA

[4] CIB also operates through BSI and BBVA's New York Branch; however, neither is deemed a material legal entity for the 165(d) Plan.

Certain relevant data and ratios of BBVA Group as of December 31, 2014 are presented in the following table.

BBVA Highlights	millions of euros
Balance sheet (Millions Euros)	
Total assets	631,942
Total lending (gross)	350,822
Customer deposits	319,060
Other customer funds	72,191
Total equity	51,609
Income statement	
Net interest income	14,382
Gross income	20,725
Income before tax	3,980
Net attributable profit	2,618
Data per share and share performance ratios	
Share price (euros)	7.85
Market capitalization (Millions Euros)	48,470
Net attributable profit per share (euros) (1)	0.44
Book value per share (euros)	8.01
Other information	
Number of shares (millions)	6,171
Number of shareholders	960,397
Number of employees	108,770
Number of branches	7,371
Number of ATMs	22,104

The following table presents the BBVA consolidated balance sheet as of December 31, 2014, prepared in accordance with International Financial Reporting Standards.

BBVA Consolidated Balance Sheet as of December 31, 2014

Assets:	**millions of euros**
Cash and balances with central banks	31,430
Financial assets held for trading	83,258
Other financial assets designated at fair value through profit or loss	2,761
Available-for-sale financial assets	94,875
Loans and receivables	372,375
Held-to-maturity investments	-
Fair value changes of the hedged items in portfolio hedges of interest rate risk	121
Hedging derivatives	2,551
Non-current assets held for sale	3,793
Investments in entities accounted for using the equity method	4,509
Insurance contracts linked to pensions	-
Reinsurance assets	559
Tangible Assets	7,820
Intangible assets	7,371
Tax assets	12,426
Other assets	8,094
Total Assets	**631,942**
Liabilities and Equity:	
Liabilities:	
Financial liabilities held for trading	56,798
Other financial liabilities designated at fair value through profit or loss	2,724
Financial liabilities at amortized cost	491,899
Fair value changes of the hedged items in portfolio hedges of interest rate risk	0
Hedging derivatives	2,331
Liabilities associated with non-current assets held for sale	-
Liabilities under insurance contracts	10,460
Provisions	7,444
Tax liabilities	4,157
Other liabilities	4,519
Total Liabilities	**580,333**
Equity:	
Stockholders' funds	
Common stock	3,024
Share premium	23,992
Reserves	20,936
Other equity instruments	67
Less: Treasury stock	(350)
Income attributed to the parent company	2,618
Less: Dividends and renumeration	(841)
Valuation adjustments	(348)
Non-controlling interest	2,511
Total Equity	**51,609**
Total Liabilities and Shareholder's Equity	**631,942**

Compass Bank

The following table summarizes the consolidated balance sheet of the Bank as of December 31, 2014, prepared in accordance with U.S. Generally Accepted Accounting Principles.

Compass Bank Consolidated Balance Sheet as of December 31, 2014

Assets:	**$ in thousands**
Cash and due from banks	2,693,696
Federal funds sold, securities purchased under agreements to resell and interest bearing deposits	44,556
Trading account assets	357,986
Investment securities available for sale	10,236,465
Investment securities held to maturity	1,348,354
Loans held for sale	154,816
Loans	57,371,784
Premises and equipment, net	1,346,951
Bank owned life insurance	694,335
Goodwill	5,046,847
Other intangible assets	70,783
Other real estate owned	20,600
Other assets	237,419
Total Assets	**79,624,592**
Liabilities and Equity:	
Liabilities:	
Deposits:	
Interest bearing deposits	44,041,307
Non-interest bearing deposits	17,315,372
Total Deposits	61,356,679
Federal funds purchased and securities sold under agreement to Repurchase	693,820
FHLB and other borrowings	4,706,108
Accrued expenses and other liabilities	1,095,424
Total Liabilities	**67,852,031**
Equity:	
Common stock	1,011
Surplus	15,069,571
Retained earnings (deficit)	(3,275,554)
Accumulated other comprehensive income (loss)	(51,537)
Total BBVA Compass Bancshares, Inc. shareholder's equity	**11,743,670**
Non-controlling interests in consolidated subsidiaries	28,891
Total Equity	**11,772,561**
Total Liabilities and Shareholder's Equity	**79,624,592**

Capital

BBVA

Capital management within BBVA has a twofold aim:

- Maintain a level of capitalization according to the business objectives in all countries in which it operates and, simultaneously,

- Maximize the return on shareholders' funds through the efficient allocation of capital to the different units, a good management of the balance sheet and appropriate use of the various instruments forming the basis of the Group's equity: shares, preferred securities and subordinate debt.

With oversight and monitoring by BBVA, each BBVA subsidiary autonomously manages its capital, self-financing its ordinary organic growth from retained profits, administering its risk weighted assets and issuing hybrid capital instruments when necessary. Capital levels in each of the local subsidiaries are established and managed based on a number of factors including current and emerging regulatory requirements, risk appetite, business activity and projected growth.

The capital composition and ratios of BBVA as of December 31, 2014 are reflected in the table below.

BBVA Capital Composition and Measures

Capital Measure (BIS III phased-in)	BBVA Actual (millions of euros)
Core capital	41,832
Capital (Tier I)	41,832
Other eligible capital (Tier II)	10,986
Capital base	52,818
Risk-weighted assets	350,803
BIS ratio	15.1%
Core capital	11.9%
Tier I	11.9%
Tier II	3.1%

Compass Bank

The Bank manages its capital position on the premise that it is prudent to maintain capital levels well in excess of regulatory minimums. Capital management activities for the Bank are centrally managed through the Capital Planning Group. The Capital Planning Group is responsible for assessing capital adequacy in relation to the risk profile and risk appetite, ensuring capital levels support the Bank's risk profile, and monitoring current and projected capital levels.

The following table summarizes the Bank's regulatory capital ratios compared to the regulatory requirements as of December 31, 2014.

Compass Bank Regulatory Capital Ratios and Regulatory Requirements

Regulatory Capital Measure	Regulatory Minimum	Well-capitalized Levels	Compass Bank as of December 31, 2014
Tier 1 common ratio	5.00%	n/a	10.44%
Tier 1 capital ratio	4.00%	6.00%	10.49%
Total capital ratio	8.00%	10.00%	12.37%
Tier 1 leverage ratio	4.00%	5.00%	9.03%

Funding Sources

BBVA

BBVA has continued with its sound structural liquidity position, supported by the strengths and proactive management of its balance sheet. The Strategy and Finance Division, through Balance Sheet Management, manages BBVA Group's liquidity and funding. It plans and executes the funding of the long-term structural gap of each Liquidity Management Unit (LMUs) and proposes to ALCO the actions to adopt in this regard in accordance with the policies and limits established by the Standing Committee.

BBVA has maintained its objective of strengthening the funding structure of the different Group entities based on growing their self-funding from stable customer funds, while guaranteeing a sufficient buffer of fully available liquid assets, diversifying the various sources of funding available, and optimizing the generation of collateral available for dealing with stress situations in the markets.

BBVA has continued to strengthen its medium-term liquidity strategy, based on the principles that govern liquidity management:

- Independence of subsidiaries
- Decentralized management
- Combination of self-funding of investment activity by business areas with policies of selective issuance to ensure diversified funding. The aim of all this is to preserve solvency, sustained growth and recurrent earnings

Compass Bank

Funding and liquidity for the Bank is managed independently of other BBVA businesses and the Bank does not rely on BBVA or its affiliates for funding. The Bank's primary funding source is consumer and commercial deposits, which are a stable source of funding for the Bank. While considerably smaller, the Bank also uses funding from Federal Home Loan Bank ("FHLB") borrowings and occasionally from repurchase agreements with customers. Additional sources of funding to which the Bank maintains access include brokered deposits, Eurodollar deposits, U.S. Treasury programs, and FRB programs as well as a Bank Note Program for senior or subordinated debt.

5 Derivative and Hedging Activities

BBVA

BBVA uses derivative contracts to meet the needs of its customers, for trading purposes and to manage exposure to credit and market risk. Derivatives are used for hedging purposes in the management of its portfolios and structural positions. The accounting treatment of the hedge transactions varies based on the nature of the instrument hedged and the type of hedge transaction.

As of December 31, 2014, the main positions hedged by the Group and the derivatives assigned to hedge those positions were:

- Fair value hedging:
    - Available-for-sale fixed-interest debt securities: This risk is hedged using interest rate derivatives (fixed-variable swaps).
    - Long-term fixed-interest debt securities issued by the Group: This risk is hedged using interest rate derivatives (fixed-variable swaps).
    - Available-for-sale equity instruments: This risk is hedged using equity swaps.
    - Fixed-interest loans: This risk is hedged using interest rate derivatives (fixed-variable swaps).
    - Fixed-interest deposit portfolio hedges: This risk is hedged using interest-rate options and/or implicit interest rate derivatives. The valuation of the deposit hedges corresponding to interest-rate risk is recognized under the heading "Fair value changes of the hedged items in portfolio hedges of interest-rate risk."
- Cash-flow hedges: Most of the hedged items are floating interest-rate loans and asset hedges linked to the inflation of the available for sale portfolio. This risk is hedged using foreign-exchange and interest-rate swaps.

- Net foreign-currency investment hedges: The risks hedged are foreign-currency investments in BBVA's subsidiaries based abroad. This risk is hedged mainly with foreign-exchange options and forward currency purchases.

Compass Bank

The Bank enters into derivative transactions in the normal course of business both to accommodate the financing needs of its customers and to hedge its own interest rate risk. These instruments include interest rate swaps, caps, floors, financial forwards and futures contracts, foreign exchange contracts, options written and purchased, and commodity contracts. The Bank mainly uses derivatives to manage economic risk related to commercial loans, long-term debt and other funding sources.

All derivative instruments are recognized on the Bank's consolidated balance sheet at their fair value. The Bank formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. This process includes linking all derivative instruments that are designated as fair value or cash flow hedges to specific assets and liabilities on the Bank's consolidated balance sheet at their fair value or to specific firm commitments or forecasted transactions. The Bank also formally assesses, both at the hedge's inception and on an ongoing basis, whether the derivative instruments that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The Bank discontinues hedge accounting prospectively when: (1) it is determined that the derivative instrument is no longer highly effective in offsetting changes in the fair value or cash flows of a hedged item (including firm commitments or forecasted transactions); (2) the derivative instrument expires or is sold, terminated or exercised; (3) the derivative instrument is de-designated as a hedge instrument because it is unlikely that a forecasted transaction will occur; (4) a hedged firm commitment no longer meets the definition of a firm commitment; or (5) management determines that designation of the derivative instrument as a hedge instrument is no longer appropriate.

6 Memberships in Material Payment, Clearing, and Settlement Systems

BBVA's U.S. MLEs are members of various financial market utilities ("FMUs") which are used by the various businesses to conduct day-to-day operations including payment, clearing and settlement activities.

The following table highlights key memberships the MLEs have with FMUs in order to facilitate payment, clearing and settlement services for its CBLs:

Material FMU Memberships

Membership	Service Description	Owner(s)
Depository Trust and Clearing Corporation *	Clearing Corporation	Compass Bank
FedACH	Federal Reserve Automated Clearing House	Compass Bank
Fedwire	Check Clearing & Wire Transfer	Compass Bank
Society for Worldwide Interbank Financial Telecommunication	International Wire Transfer	Compass Bank

*Includes NSCC and FICC subsidiaries

7 Description of Foreign Operations

BBVA operates in over 31 countries and employs over 114,000 people worldwide through local bank and non-bank subsidiaries and branches. BBVA's multinational presence follows a corporate structure based on a decentralized model where all its subsidiaries are independent in terms of funding, operations and business management. In addition, corporate support functions ensure the coordination of the different franchises by defining common corporate policies and procedures.

BBVA is a leader in the Spanish market, has the largest financial institution in Mexico, and has leading franchises in South America, in the Sunbelt region of the United States, and in Turkey. Additionally, BBVA has a relevant banking presence in the Asia-Pacific region with branches and representation offices in Australia, China, Hong Kong, India, Indonesia, Japan, Singapore, South Korea, Taiwan, and United Arab Emirates ("UAE"). BBVA has also increased its stake in Garanti Bank, the best banking franchise in Turkey.

BBVA's U.S. based operations have very limited operations outside the United States, comprised of one overseas branch of Compass Bank used for accepting Eurodollar deposits and providing an overnight sweep option for commercial customer deposits and one overseas branch of BBVA managed out of the New York Branch.

8 Material Supervisory Authorities

Spain

BBVA is subject to supervision by the European Central Bank and the Bank of Spain, under the Single Supervisory Mechanism. BBVA has a Crisis Management Group comprised of regulators from jurisdictions where BBVA has a significant presence including: the Bank of Spain, the Fund for Orderly Bank Restructuring ("FROB" - Spain), the National Commission for Banking and Securities ("CNBV" - Mexico), the Institute for Protection of Bank Savings ("IPAB" - Mexico), the Bank of Mexico, the Federal Reserve and the FDIC. The European Banking Authority is a non-voting member of BBVA's Crisis Management Group.

United States

The Bank is an Alabama banking corporation with a banking charter issued by the Alabama State Banking Department and is a member of the Federal Reserve System. The Bank is primarily regulated, supervised and examined by the Alabama State Banking Department and the Federal Reserve Bank of Atlanta. The Bank is also supervised by the Consumer Financial Protection Bureau and complies with regulations issued by the Commodities Futures Trading Commission. The Bank is a member of the FHLB system and maintains insurance on customer deposits with the FDIC.

Compass Bancshares is primarily regulated by the Federal Reserve Bank of Atlanta.
Other jurisdictions

BBVA is subject to laws and regulations that are required in order to conduct banking and financial services in each country of incorporation. The requirements are defined on a jurisdictional basis by the government, central bank, regulatory authorities or other bodies as applicable.

9 Principal Officers

BBVA

The following table identifies BBVA's Management Committee as of December 31, 2014.

Name	Title
Francisco González Rodríguez	Chairman and Chief Executive Officer
Ángel Cano Fernández	President and Chief Operating Officer
Eduardo Arbizu Lostao	Head of Legal and Compliance Services
Juan Ignacio Apoita Gordo	Head of Human Resources and Services
Carlos Torres Vila	Head of Digital Banking
Jaime Sáenz de Tejada Pulido	Head of Strategy and Finance
Cristina de Parias Halcón	Head of Spain and Portugal
Ramónn Monell Valls	Head of Innovation and Technology
Ignacio Moliner Robredo	Head of Communication and Brand
Ricardo Gómez Barredo	Head of Global Accounting and Information Management
Manuel Castro Aladro	Head of Global Risk Management
Ignacio Deschamps González	Head of Global LOBs and South America
Juan Asúa Madariaga	Head of CIB
Manuel Sánchez Rodríguez	Head of USA
Vicente Rodero Rodero	Head of Mexico

Compass Bank

The following table identifies the Bank's Management Committee as of December 31, 2014.[5]

Name	Title
Manuel Sánchez Rodriguez	President and Chief Executive Officer
Kirk Pressley	Senior Executive Vice President, Chief Financial Officer
Javier Hernández	Senior Executive Vice President, Chief Risk Officer
Gabriel Sanchez Iniesta	Senior Executive Vice President, Chief Information Officer
B. Shane Clanton	Senior Executive Vice President, General Counsel and Secretary
Rafael Bustillo	Senior Executive Vice President, Chief Operating Officer
Juan Pablo Jimeno Moreno	Managing Director, Head of Global Markets
David Powell	Managing Director, Head of Corporate Investment Banking – Corporate Clients
Jeff Dennes	Senior Executive Vice President, Chief Digital Bank Officer
Alvaro Aguilar	Executive Vice President, Director of Strategic Planning & Business Coordination
Adrian Garrido	Executive Vice President, Chief Audit Executive
Rosilyn Houston	Senior Executive Vice President, Chief Human Resources Executive

[5] The Chief Audit Executive and the Director of Strategy and Planning for BBVA in the U.S. are permanent nonvoting members.

10 Resolution Planning Corporate Governance Structure and Related Processes

BBVA's Board of Directors is ultimately responsible for the governance of BBVA and its operations worldwide. In order for BBVA's Board to carry out its responsibilities, authority is delegated to committees of the BBVA Board in addition to boards, committees and senior management of its various regions, divisions and operating entities throughout BBVA.

Tailored 165(d) Plan

BBVA leverages a combination of existing and new Resolution Plan project specific processes and procedures for the development and approval of the 165(d) Plan. Overall preparation and governance for the 165(d) Plan resides with the office of the U.S. Chief Financial Officer in coordination with BBVA's Office of Recovery and Resolution Planning. Qualified external consultants were also engaged to provide direction and assist in the development of the 165(d) Plan.

The 165(d) Plan was reviewed and or approved by various groups and committees, including a Resolution Plan Decision Making Authority ("DMA"), the Bank's Regulatory Oversight Committee ("ROC"), which functioned as the Steering Committee for the development of the resolution plans, and BBVA's U.S. Operations Committee. These groups and committees included representatives at varying organization levels, ranging from Directors to C-Suite Executives from the CBLs, and the Bank's corporate shared services (Risk, Accounting, Treasury, Capital Planning, Tax, Technology, Operations, and Legal/Compliance).

Following these approvals and in accordance with the 165(d) Rule, the final approval of the 165(d) Plan by BBVA was completed by a delegee acting under authority of the BBVA Board of Directors.

IDI Plan

The IDI Plan was reviewed and or approved by various committees, beginning with the DMA. Following approval of the IDI Plan by the DMA, the Regulatory Oversight Committee ("ROC") reviewed and approved the IDI Plan. The Bank's U.S. Operations Committee reviewed the IDI Plan prior to it being approved by the Board of Directors.

The Bank's Board of Directors was responsible for the final approval of the IDI Plan before submission.

11 Description of Material Management Information Systems

BBVA's U.S. operations rely on management information systems and reporting to monitor the key financial, operational and risk-related aspects of the U.S. MLEs and CBLs.

A portion of the information underlying the Plans was sourced from the MLEs key management information systems associated with the Risk, Finance and Technology functions. Both BBVA S.A. and the Bank, has processes and controls in place to ensure the integrity of data maintained and reports generated by these systems. Such data integrity processes include daily reconciliation and balancing, independent audit requirements, internal audit information systems reviews and daily reviews to ensure completeness and accuracy of data.

As part of the information collection process, resources from each MLE, CBL and corporate shared service identified the key management information systems needed to produce reports required to manage day-to-day operations. The Bank uses Mobius, a reporting tool, to aggregate data and reports utilizing information from various underlying systems and IBM Cognos TM1, an enterprise planning application to implement collaborative planning, budgeting and forecasting and to provide real time financial data to decision makers.

The Bank maintains Business Continuity Plan's ("BCPs") for each of the business operations, applications and systems to ensure continuity of operations in the event of a business interruption.

12 Summary of Resolution Strategies

Consistent with the requirements provided in the 165(d) and IDI Rules (collectively, the "Resolution Plan Rules"), BBVA and the Bank have prepared strategic analyses consisting of resolution strategies for its MLEs and CBLs in the event of the failure of BBVA and Compass Bank. The strategic analysis has been developed under the assumptions required by the FRB and the FDIC. By incorporating these assumptions, BBVA or the Bank are not representing or warranting that the assumed events would happen or would happen in the sequence assumed in the Plans.

The Tailored 165(d) Plan provides a detailed analysis of how BBVA's material U.S. subsidiaries and operations could be resolved in a rapid and orderly manner that would not create serious adverse effects on U.S. financial stability and that would otherwise meet the requirements of the Resolution Plan Rules. In addition, the IDI Plan demonstrates how the Bank could be resolved in a manner that would ensure depositors have access to their insured deposits within one business day (two days if the Bank fails on any day other than Friday), maximizes the value of the Bank's assets, and minimizes the amount of any loss realized by creditors in the resolution. The strategy to resolve BBVA's U.S. operations is organized around the resolution of the MLEs, including the Bank, CCM and Compass Bancshares. The resolution of the CBLs would occur through the MLEs in which they operate. The MLEs would be resolved as follows:

- The Bank would be resolved under the FDIA by the FDIC, following its appointment as "Receiver". The Bank would likely be resolved by sale of substantially all assets and assumption of substantially all liabilities to a single third-party ("Purchase and Assumption") during the weekend following the FDIC's appointment as Receiver ("Resolution Weekend"). If the Purchase and Assumption were not to occur during Resolution Weekend, the following alternative resolution approaches would be considered:
  - Purchase and Assumption occurring several months after the FDIC's appointment as Receiver;
  - Multiple Acquirer Strategy that would include establishing and operating a Bridge Bank, selling assets to several third-party acquirers, and an initial public offering of any remaining assets, liabilities and operations; and
  - Liquidation which assumes the suspension of all business activities and the liquidation of all assets through a combination of asset sales and run-off.

- CCM is not assumed to fail in the Plans, but rather is assumed to be resolved with the Bank as discussed above.

- Compass Bancshares would be resolved under Chapter 11 of the U.S. Bankruptcy Code.