



FEDERAL RESERVE BANK OF MINNEAPOLIS

Pursuing an economy that works for all of us

Chris P. Wangen
ASSISTANT VICE PRESIDENT

May 20, 2022

Sent Via Email to adam.cohen@stblaw.com and spencer.sloan@stblaw.com

Mr. Adam Cohen
Mr. Spencer J. Sloan
Simpson Thacher & Bartlett LLP
900 G Street, NW
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Dear Messrs. Cohen and Sloan:

The following relates to the application submitted by U.S. Bancorp (“USB”), Minneapolis, Minnesota, the parent of U.S. Bank National Association (“US Bank”), Cincinnati, Ohio, to acquire MUFG Union Bank, National Association (“Union Bank”), San Francisco, California, under section 3 of the Bank Holding Company Act. Please provide written responses to the items listed below and in the Confidential Annex:

1. Provide actual and pro forma balance sheets for USB, on a parent-only and consolidated basis, and for US Bank and Union Bank on a stand-alone and pro forma basis, as of March 31, 2022, and projections for the next three years of operations.
 - a. Provide explanatory detailed footnotes for the debit and credit adjustments.
 - b. Provide explanatory detailed footnotes for any carve-out adjustments.
 - c. If not reflected in the explanatory footnotes, provide supporting analysis for the valuation of the transaction.
2. Provide actual and pro forma income statements for USB, on a parent-only and consolidated basis, and actual for US Bank and MUFG Union Bank, on a stand-alone and pro forma basis, showing separately each principal source of revenue and expense for the period ending March 31, 2022, and projections for the next three years, when available. Your response should include relevant adjustments and explanatory detailed footnotes.
3. Provide actual and pro forma capital calculations for USB, US Bank, and Union Bank as of March 31, 2022, when available. Also, provide projected capital calculations for the next three years of operations. Your response should include relevant adjustments and explanatory detailed footnotes.
4. Provide liquidity metrics for USB as of March 31, 2022.

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5. Provide actual and pro forma cash flow statements for USB, on a parent-only basis, as of March 31, 2022, and projections for the next three years of operations.
6. Provide related asset quality ratios (with relevant calculations) for USB, US Bank, and Union Bank as of March 31, 2022. The asset quality analysis should include the following:
 - a. A breakdown of actual asset quality information for Union Bank as of March 31, 2022.
 - b. A breakdown of actual asset quality information for USB and US Bank as of March 31, 2022.
 - c. A breakdown of pro forma asset quality information for USB and US Bank as of March 31, 2022.
 - d. A focus on two separate elements: (i) criticized and classified assets, comprised of the four separate categories of other assets especially mentioned (“OAEM” or special mention), substandard, doubtful, and loss (with relevant components of other real estate owned (“OREO”) separately identified in each category), and (ii) nonperforming assets, comprised of the four separate categories of nonaccrual loans, restructured loans in compliance with their terms, OREO, and other repossessed assets. Also, separately provide the category of loans 90 days past-due.
 - e. Indicate what level of (i) criticized and classified assets, (ii) nonperforming assets, and (iii) loans 90 days past-due that may be affected by the purchase accounting adjustments and other known events. To the extent not explained elsewhere, discuss the basis and justification for such adjustments.
 - f. A calculation of relevant asset quality ratios; for example, the level of criticized and classified assets should be compared to the total amount of tier 1 capital and allowance for loan loss reserves, while the level of nonperforming assets should be compared to the total amount of gross loans and OREO. The numerator and denominator of each calculated ratio must be as of the same point in time. Also, the ratios should be calculated in connection with all actual and resulting pro forma columns.
 - g. The amount of criticized and classified assets should be either as confirmed by relevant examiners at a recent examination or as more recently determined by the applicant’s internal credit monitoring systems. Also, the breakdown provided for criticized and classified assets should encompass all such assets on the balance sheet, not just loans.
7. Provide actual and pro forma loan concentration metrics for US Bank and Union Bank as of March 31, 2022, prepared pursuant to SR Letter 07-1, *Interagency Guidance on Concentrations in Commercial Real Estate*.

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Please provide your response via E-Apps within eight business days of this letter. Any information for which confidential treatment is desired should be so labeled and separately bound in accordance with section 261.17 of the Board's Rules Regarding Availability of Information, 12 CFR 261.17. Please also send a copy of your response to the regulators listed below, and please provide a copy of the public portion of your response (together with any attachments) directly to the commenters listed below.

If you have any questions regarding this letter, you may contact Senior Mergers & Acquisitions Analyst Linda Anderson by email at lindaa.anderson@mpls.frb.org.

Sincerely,



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