

FEDERAL RESERVE BANK *of* CLEVELAND

R. Ryan Schilling
Banking Supervisor

P.O. Box 6387
Cleveland, OH 44141-1387
513.455.4406
513.262.3615 cell
ryan.schilling@clev.frb.org

www.clevelandfed.org

February 23, 2021

Patricia A. Robinson
Of Counsel
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

VIA EMAIL

Dear Ms. Robinson:

This letter refers to the applications filed by PNC Financial Services Group, Inc., Pittsburgh, Pennsylvania, and its mid-tier bank holding company, PNC Bancorp, Inc., Wilmington, Delaware (together, “PNC” or “applicants”), to acquire BBVA USA Bancshares, Inc., Houston, Texas, and its subsidiary bank, BBVA USA, Birmingham, Alabama (together, “BBVA”), pursuant to sections 3(a)(3) and (3)(a)(5) of the Bank Holding Company Act of 1956 (“BHC Act”). Please provide a complete, detailed response to each of the following additional information items, including those in the confidential section. Supporting documentation should be provided, as appropriate.

1. Provide a copy of the branch closure and consolidation policy that would govern any closures or consolidations for the combined bank.
2. With respect to the Supplemental Information submitted on January 26, 2021 (“Supplement”), which lists branches that will be closed or consolidated as a result of the proposed transaction, provide the following information:
 - a. Board staff identified two branches that had been listed as being in “Middle” income census tracts in the Supplement but are in census tracts classified as “Moderate” income in the 2020 FFIEC Geocoding Map. Provide the basis for classifying the income levels as “Middle” for the branches located at:
 - i. 1003 US Hwy. 72 East, Athens, AL 35611
 - ii. 250 W Fort Morgan Rd., Gulf Shores, AL 36542
 - b. For each branch located in low- and moderate-income or majority minority tracts, provide a description of efforts contemplated to mitigate the potential impact of these closures and consolidations.
 - c. Provide an explanation of the criteria being considered in branch closure and consolidation deliberations and the anticipated effects of the changes in branch structure on minority communities.

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Provide your response within eight business days, via E-Apps, to Todd Hershberger, Senior Examiner/Applications Analyst at the Federal Reserve Bank of Cleveland. Any information for which confidential treatment is desired should be so labeled and separately bound in accordance with the Board's Rules Regarding Availability of Information at 12 CFR 261.17. Please also send a copy of your response to the Office of the Comptroller of the Currency, the Texas Department of Banking, and State of Alabama State Banking Department. If you have any questions, please contact Lisa Joire (202-785-6036) or Thomas Wong (202-973-6957), both of the Board's Division of Consumer and Community Affairs.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Ryan Schilling". The signature is fluid and cursive, with the first name "R. Ryan" and the last name "Schilling" clearly distinguishable.

R. Ryan Schilling

cc: Board of Governors