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BY E-APPS

October 26, 2021

Re: Application by U.S. Bancorp to Acquire
MUFG Union Bank, N.A.

Chris Wangen
Assistant Vice President, Supervision, Regulation, and Credit
Federal Reserve Bank of Minneapolis
90 Hennepin Avenue
Minneapolis, MN 55401

Dear Ms. Wangen:

This letter provides the response of U.S. Bancorp to the comment letter, dated October 7, 2021, submitted by Mr. Al Pina of the National Minority Community Reinvestment Cooperative, Ms. Marcia Griffin of HomeFree-USA, Mr. John Gamboa of California Community Builders, and several other co-signors (together, the “Community Groups”), to the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation in connection with the applications to acquire all of the issued and outstanding shares of common stock of MUFG Union Bank, National Association (“Union Bank”) and subsequently merge Union Bank with and into the U.S. Bancorp’s wholly-owned national bank subsidiary, U.S. Bank National Association (together with U.S. Bancorp, “USB”).

USB appreciates that the Community Groups share an interest in the communities that USB serves. USB places a high priority on corporate citizenship and continues to strengthen the communities it serves through engagement in community development and outreach activities, and actively participates in the communities in which it operates through participation and sponsorship of a variety of community-based organizations, as well as through lending and investment initiatives. USB has demonstrated a commitment to both the letter and the spirit of the Community Reinvestment Act (“CRA”) through both past and recent experiences, to ensure USB is meeting the credit needs of the communities within which it operates.

USB’s commitment to its communities extends beyond its CRA performance record, as USB knows that as a financial services institution, it can utilize its core capabilities to play an important role in addressing the racial wealth gap. Based on its outreach efforts by USB senior leaders and bank mortgage representatives with elected officials, nonprofit housing

agency executives, community advocates and faith-based community leaders, USB has been creating programs, products and services to help address the racial wealth gap. Union Bank similarly seeks to advance racial equity in its communities through diverse lending, grant-making and partnerships, and resource offerings for clients across a spectrum of needs, and has a long history of supporting diverse communities across its footprint with a commitment to the considerable work necessary to preserve jobs, grow small businesses, and build thriving communities. Both USB and Union Bank have also remained committed to supporting local communities most impacted by the COVID-19 pandemic, with USB recently named the most essential bank amid COVID-19 by The Harris Poll.

With respect to the Community Groups' request for a public meeting, extensive information regarding the commitments by both USB and Union Bank to advancing racial equity and addressing the racial wealth gap, as well as the responses by both banks to the impacts of the COVID-19 pandemic on their respective communities, is provided in the applications. USB submits that the Community Groups' letter does not identify disputed questions of fact or raise matters that are not otherwise already addressed in the applications. USB appreciates the opportunity to respond to the Community Groups' letter and intends to respond to any additional timely public comments on the applications through one or more responses.

USB also notes that on October 6, 2021, it received a separate letter from the Community Groups inviting USB to meet with community leaders and others to discuss USB's CRA plans related to the proposed acquisition of Union Bank. USB appreciates the Community Groups' stated belief in the October 6th letter that the "acquisition of Union Bank could substantially benefit all the states in which the new U.S. Bank will be a top lender." Since receiving the October 6th letter, USB has had several conversations with the Community Groups' leadership. On October 18th, several of USB's executive leaders met with a delegation of the Community Groups' leadership to discuss the proposed acquisition of Union Bank. Following that meeting, USB has scheduled a follow-up meeting between the Community Groups and USB's chief executive officer and certain members of the Managing Committee. USB looks forward to continuing its discussions directly with the Community Groups regarding the matters raised in the October 6th letter.

Further, USB has engaged with a number of other community organizations in constructive dialogue regarding plans to ascertain and address the needs of USB's communities. In particular, USB has worked with community organizations to schedule a series of meetings and listening sessions with senior executives of USB, to continue building an understanding of how USB can support its communities.

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Chris Wangen

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USB appreciates the opportunity to respond to the Community Groups' comment made on the applications. If you have any questions regarding this response, please do not hesitate to contact me or Spencer Sloan.

Very truly yours,

Adam J. Cohen

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Enclosures

cc: Ms. Alison M. Thro
Board – Legal

Ms. Linda Anderson
Reserve Bank

Ms. Erin Grace
Ms. Shannon Mulligan
U.S. Department of Justice, Antitrust Division

Ms. Patricia Roberts
Mr. John O'Brien
OCC

Mr. James LaPierre
FDIC

Mr. Al Pina
National Minority Community Reinvestment Co-Operative

Ms. Marcia Griffin
HomeFree-USA

Mr. John Gamboa
California Community Builders

Ms. Dina Harris
National Faith Homebuyers Program

Dr. Ruben Guerra, PhD
CA Black & Latino Business CRA Council

Mr. Marcos Morales
Hogar Hispano, Inc.

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Ms. Jules Dunham Howie
Director, UPC Westside CDC

Mr. Kelvin W. Perry
Black Chamber of Commerce of Greater Kansas City

Mr. Steve Figueroa
Inland Empire Latino Coalition

Mr. Darrel Saucedo
LA Latino Chamber

Ms. Bertha Garcia
Ventura CCDC

Mr. Joey Quinto
CA Journal for Filipino Americans

Mr. Jose Antonio Ramirez
Central CA Latino PAC

Mr. Adam Briones
California Community Builders

Mr. James Chosy
Ms. Cristina Regojo Gedan
Ms. Sarah Flowers
U.S. Bancorp

Ms. Wendy M. Goldberg
Sullivan & Cromwell