



March 24, 2017

Mr. Ralph W. Babb Jr.  
Chairman and Chief Executive Officer  
Comerica Incorporated  
1717 Main Street  
Dallas, Texas 75201

Dear Mr. Babb:

The Board of Governors of the Federal Reserve System (the Board) and the Federal Deposit Insurance Corporation (the FDIC) (together, the Agencies) have reviewed the annual resolution plan submission (2015 Plan) that Comerica Incorporated submitted in December 2015, as required by section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, 12 U.S.C. § 5365(d), and the jointly issued implementing regulation, 12 CFR Part 243 (Board) and 12 CFR Part 381 (FDIC) (the Resolution Plan Rule).

The Agencies are jointly issuing this letter to clarify expectations for the resolution plan required to be submitted on or before December 31, 2017 (2017 Plan). Comerica Incorporated should comply with the requirements for its 2017 Plan by submitting information that is responsive to and consistent with this letter by December 31, 2017. Previously provided guidance continues to be applicable except to the extent that it is superseded or supplemented by the provisions of this letter.

Pursuant to paragraph \_\_.4(k) of the Resolution Plan Rule, the Agencies have determined that the executive summary and strategic analysis<sup>1</sup> of the 2017 Plan may be limited to any content that has changed from that of the 2015 Plan as a result of feedback provided in this letter. The 2017 Plan should incorporate by reference elements of the 2015 Plan that do not require any change or clarification as outlined in section \_\_.4(j) of the Resolution Plan Rule, with reference to relevant chapter and page(s) of the 2015 Plan. The 2017 Plan should also discuss material changes to Comerica Incorporated's resolution plan from the 2015 Plan; any actions taken by Comerica Incorporated since the filing of the 2015 Plan to improve the effectiveness of the resolution plan or remedy or otherwise mitigate any material weaknesses or impediments to effective and timely execution of the resolution plan; and Comerica Incorporated's strategy for ensuring that any insured depository institution subsidiary will be adequately protected from risks arising from the activities of any nonbank subsidiaries (other than those that are subsidiaries of the insured depository institution).<sup>2</sup>

*Stress Scenario:* The 2017 Plan should assume the Dodd-Frank Act Stress Test (DFAST) severely adverse scenario for the first quarter of 2017 is the domestic and international economic environment at the time of Comerica Incorporated's failure and throughout the resolution process.<sup>3</sup> The 2017 Plan should also discuss any changes to the resolution strategy under the adverse and baseline scenarios to the extent that these scenarios reflect obstacles to a rapid and orderly resolution that are not captured under the severely adverse scenario.

*Shared and Outsourced Services:* The 2017 Plan should provide an update on Comerica Incorporated's progress in addressing the risk that services provided to material entities by affiliates or third parties may be interrupted after Comerica Incorporated files for bankruptcy.

---

<sup>1</sup> See Resolution Plan Rule subsections \_\_.4(b) and \_\_.4(c).

<sup>2</sup> *Id.*

<sup>3</sup> <https://www.federalreserve.gov/newsevents/press/bcreg/bcreg20170203a5.pdf>

The 2017 Plan also should provide an update on Comerica Incorporated's progress in addressing the risk that key employees may depart during its resolution.

*Financial Statements and Projections:* The 2017 Plan should include pro forma balance sheets for each material entity at key junctures in the execution of the resolution strategy, beginning at December 31, 2016. Key junctures should include the beginning and end of the runway period. The pro forma financial statements should clearly evidence the losses or other stress event(s) leading to the bankruptcy filing and any other key assumptions underlying the plan. If Comerica Incorporated's strategy includes a reorganization, the pro forma financial statements should reflect any recapitalization or reorganization actions to implement the strategy.

*Public Section:* The 2017 Plan must be divided into a confidential section and a public section. The public section should be submitted as a separate document and should contain an executive summary of the resolution plan that describes the business of Comerica Incorporated and includes, to the extent material to an understanding of Comerica Incorporated, the eleven informational elements required by subsection \_\_.8(c) of the Resolution Plan Rule. Additionally, either the public section or the confidential section must detail compliance with subsection \_\_.3(e) of the Resolution Plan Rule.

If you have any questions about the information communicated in this letter, please contact Alfonso Ventoso, Manager, Federal Reserve Board, at 202-475-6366 or [alfonso.r.ventoso@frb.gov](mailto:alfonso.r.ventoso@frb.gov) or Robert Connors, Associate Director, FDIC, at 202-898-3834 or [rconnors@fdic.gov](mailto:rconnors@fdic.gov).

Sincerely,

*Michael Gibson (Signed)*

Michael Gibson  
Director  
Division of Supervision & Regulation  
Board of Governors  
of the Federal Reserve System

Sincerely,

*Doreen Eberley (Signed)*

Doreen Eberley  
Director  
Division of Risk Management Supervision  
Federal Deposit Insurance Corporation