



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, DC 20551

December 6, 2023

Matthew G. Bisanz, Esq.
Mayer Brown LLP
1999 K Street NW
Washington, D.C. 20006

Dear Mr. Bisanz:

This is in response to your letter dated November 17, 2023, to the Board on behalf of Huntington Bancshares Incorporated (“Huntington”), the parent of The Huntington National Bank (“Huntington Bank”), both of Columbus, Ohio, requesting relief under the Board’s Regulation Q (the “capital rule”).¹ Specifically, Huntington requests authorization to treat the proposed transaction by Huntington Bank named “Huntington Auto Credit-Linked Notes, Series 2024-1” (the “CLN transaction”) as a synthetic securitization for purposes of calculating Huntington’s risk-weighted assets under the capital rule.

In the CLN transaction, Huntington Bank intends to issue debt obligations in [REDACTED], the principal and interest payments on which are calculated based on the performance of a pool of loans held by Huntington Bank. Specifically, payments on the obligations would be calculated as if a financial guarantee were in place. Huntington Bank would receive cash from purchasers in consideration for the issuance of these debt obligations.

To be a securitization exposure under the capital rule, an exposure must arise from or reference a “traditional securitization” or a “synthetic securitization,” as defined in the capital rule.² If the transaction meets certain operational criteria, a Board-regulated institution may, in the case of a traditional securitization, exclude the underlying exposures from the calculation of its risk-weighted assets or, in the case of a synthetic securitization, recognize for risk-based capital purposes the use of a credit risk mitigant to hedge the underlying exposures.³ A Board-regulated institution that meets

¹ 12 CFR part 217.

² 12 CFR 217.2 s.vv. securitization exposure, synthetic securitization, traditional securitization.

³ 12 CFR 217.41(a) and (b); .141(a) and (b).

these conditions must hold risk-based capital against any credit risk of the exposures it retains in connection with the securitization.⁴ Huntington requests that the Board permit it to compute its risk-weighted asset amount under the capital rule as if the CLN transaction were a synthetic securitization that met the operational criteria for synthetic securitizations.

For a transaction to be a synthetic securitization under the capital rule, at least a portion of the credit risk of one or more underlying exposures must be transferred to one or more third parties through the use of one or more “credit derivatives” or “guarantees,” as defined in the capital rule.⁵ Moreover, to meet the operational criteria for a synthetic securitization, a Board-regulated institution must use a qualifying credit risk mitigant in the form of “financial collateral,” a guarantee that meets certain requirements, or a credit derivative that meets certain requirements.⁶ Huntington has not demonstrated that the CLN transaction would satisfy each of these elements of the capital rule.

Under the CLN transaction, as represented by Huntington, a portion of the credit risk of the underlying exposures would be transferred to the obligation holders by use of contractual provisions that, in the opinion of counsel of Huntington, would create an enforceable obligation on those holders to absorb credit losses. In addition, Huntington Bank would receive the value of the purchased credit protection at issuance in the form of cash proceeds; the proceeds would serve to mitigate credit risk of the protection providers. The amount of cash that Huntington Bank would owe to the obligation holders would depend on the credit performance of the pool of reference assets. Thus, the credit protection would be pre-funded rather than backed by collateral. Huntington contends that the CLN transaction would meet all other definitional requirements and operational criteria for synthetic securitizations under the capital rule. It is expected that the risk weight produced under the securitization framework under the capital rule would be commensurate with the risk of the exposures that arise from the transaction if the CLN transaction as represented by Huntington were treated as a synthetic securitization that meets the operational criteria for a synthetic securitization.

Based on all the facts of record, the Director of the Division of Supervision and Regulation, acting pursuant to section 217.1(d)(3) of the capital rule under authority delegated by the Board,⁷ and after consultation with the General Counsel, has determined that Huntington may calculate its risk-weighted asset amount under the capital rule as if the CLN transaction were a synthetic securitization that met all the operational criteria for a synthetic securitization. This action also permits Huntington to treat other credit-linked-note transactions as synthetic securitizations for purposes of calculating risk-weighted assets under the capital rule, so long as any such other credit-

⁴ Id.

⁵ 12 CFR 217.2 s.vv. credit derivative, guarantee, synthetic securitization.

⁶ 12 CFR 217.41(b)(1); .141(b)(1); see also 12 CFR 217.2 s.vv. eligible credit derivative, eligible guarantee, financial collateral.

⁷ 12 CFR 265.7(k)(1)(ii)(C).

linked-note transactions are structured and documented in a substantially identical manner to the CLN transaction and do not deviate from the definitional requirements and operational criteria for synthetic securitizations in the capital rule other than with respect to the use of a “guarantee” and the presence of a qualifying credit risk mitigant. In addition, this action applies only to the CLN transaction and other substantially identical CLN transactions up to an aggregate outstanding reference portfolio principal amount of the lower of 100 percent of Huntington’s total capital or \$20 billion. Huntington may not apply this treatment to less than the entirety of all the exposures arising out of any given CLN transaction.

This action is based on the specific facts and representations in the request and in communications with Board staff, as well as any commitments provided by Huntington. Any change in these facts or representations should be communicated immediately to Board staff and could result in a different conclusion. This action also is limited to this transaction and like transactions as described above and does not apply to any other transaction.

Very truly yours,

(Signed) Michele Taylor Fennell

Michele Taylor Fennell
Deputy Associate Secretary of the Board