



April 12, 2016

Mr. Brian Moynihan  
Chairman of the Board and Chief Executive Officer  
Bank of America Corporation  
100 North Tryon Street  
Charlotte, North Carolina 28202

Dear Mr. Moynihan:

On July 1, 2015, the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation (FDIC) (together, the Agencies) received the annual resolution plan submission (2015 Plan) of Bank of America Corporation (BAC) required by section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), 12 U.S.C. § 5365(d), and the jointly issued implementing regulation, 12 CFR Part 243 and 12 CFR Part 381 (the Resolution Plan Rule). The Agencies have reviewed the 2015 Plan taking into consideration section 165(d) of the Dodd-Frank Act, the Resolution Plan Rule, the letter that the Agencies provided to BAC in August 2014 (the 2014 Letter) regarding BAC's 2013 resolution plan submission, the communication the Agencies made to BAC in February 2015 clarifying the 2014 Letter (the 2015 Communication), other guidance provided by the Agencies, and other supervisory information available to the Agencies.

In reviewing the 2015 Plan, the Agencies noted improvements over prior resolution plan submissions of BAC. Nonetheless, the Agencies have jointly determined pursuant to

section 165(d) of the Dodd-Frank Act and section .5(b) of the Resolution Plan Rule that the 2015 Plan is not credible or would not facilitate an orderly resolution under the U.S. Bankruptcy Code. Section II of this letter identifies the aspects of the 2015 Plan that the Agencies jointly determined to be deficient.

BAC must provide a submission that addresses the deficiencies jointly identified by the Agencies and otherwise satisfies the requirements of section .5(c) of the Resolution Plan Rule by October 1, 2016 (2016 Submission). The 2016 Submission must include a separate public section that explains the actions the firm has taken to address the jointly identified deficiencies. The 2016 Submission will satisfy the informational requirements of BAC's annual resolution plan submission for 2016 (i.e., the 2016 Submission is not required to contain informational content other than as specified in this letter). In the event that the 2016 Submission does not adequately remedy the deficiencies identified by the Agencies in this letter, the Agencies may jointly determine pursuant to section .6 of the Resolution Plan Rule that BAC or any of its subsidiaries shall be subject to more stringent capital, leverage, or liquidity requirements, or restrictions on their growth, activities, or operations.

In addition, the Agencies have identified shortcomings in the 2015 Plan. The Agencies will review the plan due on July 1, 2017 (2017 Plan), to determine if BAC has satisfactorily addressed the shortcomings identified in Section III below. If the Agencies jointly decide that these matters are not satisfactorily addressed in the 2017 Plan, the Agencies may determine jointly that the 2017 Plan is not credible or would not facilitate an orderly resolution under the U.S. Bankruptcy Code. The 2016 Submission should include a status report on BAC's actions to address the shortcomings. The public section of the 2016 Submission also should explain, at a high level, the actions the firm plans to take to address the shortcomings.

## **I. Background**

Section 165(d) of the Dodd-Frank Act requires that each bank holding company with \$50 billion or more in total consolidated assets and each designated nonbank financial company report to the Agencies the plan of such company for its rapid and orderly resolution in the event of material financial distress or failure. Under the statute, the Agencies may jointly determine, based on their review, that the plan is “not credible or would not facilitate an orderly resolution of the company under Title 11, United States Code.”<sup>1</sup> The statute and the Resolution Plan Rule provide a process by which the deficiencies jointly identified by the Agencies in such a plan may be remedied.

In addition to the Resolution Plan Rule, the Agencies have provided supplemental written information and guidance to assist BAC’s development of a resolution plan that satisfies the requirements of section 165(d) of the Dodd-Frank Act. This information and guidance included:

- The April 2013 joint guidance to 2012 plan filers, which addressed a number of resolution plan issues and detailed five significant obstacles to orderly resolution in bankruptcy (multiple competing insolvencies, global cooperation, operations and interconnections, counterparty actions, and liquidity and funding).<sup>2</sup>
- The 2014 Letter, which outlined a number of shortcomings in the 2013 resolution plan submission and specific issues to be addressed in the 2015 Plan. The 2014 Letter explicitly reminded BAC that failure to make demonstrable progress in addressing these shortcomings and in taking the additional actions set forth in the 2014 Letter could result in a joint determination that BAC’s 2015 Plan is not credible or would not facilitate orderly resolution in bankruptcy.

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<sup>1</sup> 12 U.S.C. § 5365(d)(4).

<sup>2</sup> See “Guidance for 2013 §165(d) Annual Resolution Plan Submissions by Domestic Covered Companies that Submitted Initial Resolution Plans in 2012” (2013 Guidance), issued jointly by the Agencies on April 15, 2013. The 2013 Guidance further noted that “this list of Obstacles is not exhaustive and does not preclude other Obstacles from being identified by the Agencies in the future, nor does it preclude Covered Companies from identifying and addressing other weaknesses or potential impediments to resolution.”

- The 2015 Communication, which provided additional staff guidance in response to BAC's December 2014 submission describing certain proposed elements of the 2015 Plan. Among other things, the 2015 Communication reminded firms to make conservative assumptions and provide substantial supporting analysis concerning certain of the proposed 2015 Plan elements.

Furthermore, since the release of the 2014 Letter, the Agencies have made staff available to answer questions related to the 2015 Plan.

In July 2015, the Agencies received the 2015 Plan and began their review. The Agencies reviewed BAC's 2015 Plan to determine whether it satisfies the requirements of section 165(d) of the Dodd-Frank Act and the Resolution Plan Rule. As part of their review, the Agencies assessed whether the 2015 Plan addressed each of the items identified in the 2014 Letter and the 2015 Communication, including whether the firm had made demonstrable progress to improve resolvability under the U.S. Bankruptcy Code based on the actions that the firm had completed by the 2015 Plan date against the firm's full-implementation schedule. Firms were expected to provide a timetable for completion of the remaining actions after the 2015 Plan date that included well-identified interim achievement benchmarks against which the Agencies could measure progress. Planned future actions are generally expected to be fully implemented by the date of the firm's 2017 Plan or earlier.<sup>3</sup>

### **Progress Made by BAC**

Over the past several years, BAC has taken important steps to enhance the firm's resolvability and facilitate its orderly resolution in bankruptcy, including:

- BAC has improved and simplified its funding structure by increasing firm-wide high-quality liquid assets (HQLA) [REDACTED]

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<sup>3</sup> The 2015 Communication explicitly advised that remaining actions required by the Agencies in the 2014 Letter and the 2015 Communication to improve resolvability generally are expected to be completed no later than July 1, 2017.

[REDACTED]

- In addition to improving its overall capital position, BAC has complied with the clean holding company guidance from the 2014 Letter and 2015 Communication.
- BAC has strengthened its governance related to resolution by formalizing the Event Management Governance Function and developing board governance playbooks.
- BAC has implemented a number of initiatives related to operational preparedness, including: aligning shared services to legal entities determined by the firm to support operational continuity; improving management information system capabilities to capture a variety of key information on a legal entity basis; [REDACTED]; and documenting and tracking financial market utility access.
- BAC has implemented a number of Resolvability Enhancement Initiatives to provide for a less complex and more rational structure, including merging BAC and Merrill Lynch and Company; merging FIA Card Services, National Association into BANA; and substantially reducing the firm's total number of legal entities.
- BAC has begun simplifying its derivatives booking model (e.g., reduced the number of internal transactions that transfer risk and positions between BAC legal entities) and adhered to the International Swaps and Derivatives Association 2015 Universal Resolution Stay Protocol.

## **II. Deficiencies and Remediation**

Notwithstanding the noted progress BAC has made to date, the Agencies jointly identified two aspects of the 2015 Plan that are deficient.

### **LIQUIDITY**

The Agencies identified a deficiency regarding liquidity in the 2015 Plan. As described below, BAC does not have acceptable models and processes for estimating and maintaining

sufficient liquidity at, or readily available to, material entities,<sup>4</sup> or for estimating its liquidity needs to fund its material entities during the resolution period.

*Resolution Liquidity Adequacy and Positioning (RLAP):* The firm’s 2015 Plan did not demonstrate that BAC has an appropriate model and process for estimating and maintaining sufficient liquidity at or readily available to material entities in resolution (RLAP model).<sup>5</sup> This deficiency is notable given BAC’s funding profile in its 2015 Plan, which relied on the firm’s ability to shift substantial amounts of liquidity around the organization as needed in severe stress.

As an illustration, BAC’s Global Liquidity Risk Management stress model does not comprehensively capture interaffiliate liquidity exposures and frictions, which may underestimate the vulnerability of certain entities to adverse third party actions that could inhibit the projected flow of funds. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]. The 2015 Plan did not assess the risk that all or a portion of the \$ [REDACTED] could remain trapped in [REDACTED] (frictions), including the risk that BAC may need to file for bankruptcy earlier than anticipated, as discussed in the Governance Mechanism section below.

The 2015 Plan submission noted that BAC has improved its liquidity profile relative to the September 2014 financial data provided. However, there remains uncertainty regarding the

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<sup>4</sup> “Material entities” and “critical operations” refer to the material entities and critical operations identified in the 2015 Plan.

<sup>5</sup> “Model” refers to the set of calculations estimating the net liquidity surplus/deficit at each legal entity and for the firm in aggregate based on assumptions regarding available liquidity, e.g., HQLA and third party and interaffiliate net outflows.

sustainability of this progress given the lack of an acceptable model and process. A clearly established process to ensure that the firm has sufficient and appropriately positioned or available liquidity would provide confidence that the improvement would be sustained on a consistent basis over time.

To address this deficiency, the 2016 Submission must demonstrate that the firm has developed and implemented an acceptable RLAP model that is enhanced to address the weaknesses above. Specifically, BAC should be able to measure the stand-alone liquidity position of each material entity (including material entities that are non-U.S. branches)—i.e., the HQLA at the material entity less net outflows to third parties and affiliates—and ensure that liquidity is readily available to meet any deficits. The RLAP model should cover a period of at least 30 days and reflect the idiosyncratic liquidity profile and risk of the firm. The model should balance the reduction in frictions associated with holding liquidity directly at material entities with the flexibility provided by holding HQLA at the parent available to meet unanticipated outflows at material entities. Thus, the firm should not rely exclusively on either full pre-positioning or the parent. The model should ensure that the parent holding company holds sufficient HQLA (inclusive of deposits at the U.S. branch of the lead bank subsidiary) to cover the sum of all stand-alone material legal entities' net liquidity deficits and BAC should not assume that a net liquidity surplus at one material entity can be moved to meet net liquidity deficits at other material entities or to augment parent resources.

*Resolution Liquidity Execution Need (RLEN):* As noted above, BAC does not have an appropriate model and process for estimating its liquidity needs to fund its material entities during the resolution period. BAC's 2015 Plan did not sufficiently disclose or provide comprehensive support for estimating liquidity needs in resolution beyond the assumptions used

for intraday reserves, the buffer for postfailure stress outflows, and operating expenses. For instance, the 2015 Plan did not provide daily cash flows for each material entity during the stabilization period following the parent's bankruptcy filing, thereby failing to demonstrate that peak funding needs are captured in the resolution period. Regarding affiliate transactions, the 2015 Plan did not provide a comprehensive breakout of liquidity flows from all interaffiliate financial arrangements, such as the movement of collateral from interaffiliate derivative trades based on their margin requirements. The Agencies acknowledge BAC's stated priority [REDACTED]

[REDACTED]  
[REDACTED]. Nonetheless, further work is required, as noted below.

The 2015 Plan included projected [REDACTED]  
[REDACTED], but these projections were insufficiently detailed and supported and were not included for all material entities. [REDACTED]

[REDACTED]. While the 2015 Plan indicated [REDACTED]  
[REDACTED], an analysis to support the level of liquidity needed to execute the strategy was not provided.

To address this deficiency, BAC must provide in the 2016 Submission an enhanced model and process for estimating the minimum liquidity needed to fund material entities in resolution to ensure that material entities could continue operating consistent with regulatory requirements, market expectations, and BAC's postfailure strategy. The 2016 Submission should describe the model and process enhancements and their impacts on the estimation of the liquidity needed to execute the firm's strategy in resolution. Such enhancements should include



greater detail on the estimation of the minimum operating liquidity required by each material entity and the estimate of the peak daily funding needs of each material entity throughout the entire stabilization period. The estimate of the operating liquidity need should not only capture intraday liquidity requirements, but also should include funding frictions from interaffiliate transactions, other funding frictions, working capital needs, and any other conservative buffers needed to ensure that material entities could operate without disruption throughout the resolution period. The estimate of the minimum liquidity needed to fund material entities in resolution should be used to inform the board of directors of when the parent company may need to file for bankruptcy.

#### **GOVERNANCE MECHANISMS**

The Agencies identified a deficiency regarding governance mechanisms.

*Playbooks and Triggers:* In the 2015 Communication, the Agencies directed BAC to identify the governance mechanisms in place or in development that would ensure execution of the required board actions at the appropriate time (as anticipated under BAC's preferred strategy), including pre-action triggers and existing agreements for such actions. Such governance mechanisms are important to BAC's resolution strategy because the 2015 Plan relied upon, among other things, the timely provision of financial resources from BAC to material operating entities.

The 2015 Plan included triggers to escalate information to the board of directors [REDACTED]. [REDACTED]. However, the 2015 Plan did not include triggers to inject capital and liquidity into material entities as contemplated under the firm's single point of entry (SPOE) strategy. Nor did the 2015 Plan include triggers that directly connect the liquidity and capital needed to execute the SPOE strategy with the decision to file for bankruptcy.

The 2015 Plan also had not made demonstrable progress regarding developing a formal agreement or alternative approach that would help ensure that all financial resources necessary to execute the strategy would be placed in each material entity prior to the parent holding company's bankruptcy filing. The Agencies understand the firm commenced a project to develop Capital Contribution Agreements (CCAs) [REDACTED]

[REDACTED].

To address this deficiency, the 2016 Submission must provide analysis of how the CCAs, including the triggers identified therein, would support the successful recapitalization and funding of subsidiaries prior to bankruptcy. In addition, the 2016 Submission must amend, or include a project plan to amend, the board playbooks submitted in the 2015 Plan. The amended playbooks must include clearly identified triggers linked to specific actions for the timely execution of a bankruptcy filing and related pre-filing actions.<sup>6</sup> These triggers should be based, at a minimum, on capital, liquidity, and market metrics. The triggers should incorporate BAC's methodologies for forecasting the liquidity and capital needed to operate following a bankruptcy filing.

### **III. Shortcomings**

BAC must address the shortcomings identified in this letter in its 2017 Plan. If the Agencies jointly decide that these matters are not satisfactorily addressed in the 2017 Plan, the Agencies may determine jointly that the 2017 Plan is not credible or would not facilitate an orderly resolution under the U.S. Bankruptcy Code.

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<sup>6</sup> Key pre-filing actions include the preparation of the emergency motion required to be decided on the first day of BAC's bankruptcy.

## **DERIVATIVES AND TRADING ACTIVITIES**

The Agencies identified a shortcoming regarding the firm's plan to wind down its derivatives portfolio. The 2015 Plan called for a wind-down of trading activities, including derivatives in BAC's broker-dealers and banking entities. Although the 2015 Plan explored options and potential strategies to wind down the derivative portfolios, it lacked detailed portfolio information and specificity regarding implementation of the wind-down. Particularly, the sequencing of the wind-down was provided only in general terms and notional volumes were not provided in any period, by product type or material entity. The 2015 Plan also did not fully address the material financial interconnections among the banking entities and the broker-dealers (including associated risks) in the wind-down of the trading portfolios.

To address this shortcoming, BAC should provide the information necessary to complete the tables in the Appendix and provide analysis for at least one executable wind-down pathway for segmenting and packaging the derivative portfolios that considers:

- (A) The nature, concentration, maturity, and liquidity of trading positions;
- (B) The proportion of centrally cleared versus uncleared derivatives;
- (C) The anticipated size, composition, and complexity of the portfolio at the end of the wind-down period (i.e., the residual or stub);
- (D) Challenges with novating less-liquid, longer-dated derivatives; and
- (E) The challenges and costs of obtaining timely consents from counterparties and potential acquirers (step-in banks).

The losses and liquidity required to support the active wind-down analysis should be incorporated into the firm's resolution capital and liquidity execution needs estimates.

The FDIC considers this shortcoming regarding derivatives and trading activities to be a deficiency.

## **GOVERNANCE MECHANISMS**

*Pre-Bankruptcy Parent Support:* As indicated above, BAC has not made demonstrable progress regarding developing a formal agreement or alternative approach that would help ensure that all financial resources necessary to execute the strategy would be placed in each material entity prior to the parent holding company's bankruptcy filing. The Agencies identified a shortcoming in the 2015 Plan regarding BAC's limited analysis of the range of potential legal challenges that could adversely affect BAC's approach to providing capital and liquidity to the subsidiaries prior to bankruptcy (Support).

To address this shortcoming, the 2017 Plan should include a detailed legal analysis of the potential state law and bankruptcy law challenges and mitigants to the planned provision of Support. Specifically, the analysis should identify any potential legal obstacles and explain how BAC would seek to ensure that Support would be provided as planned.

The 2017 Plan also should include the mitigant(s) to potential challenges to the planned Support that BAC considers most effective. In identifying appropriate mitigants, BAC should consider the effectiveness, alone or in combination, of a contractually binding mechanism, prepositioning of financial resources in material entities, and the creation of an intermediate holding company.

BAC's governance playbooks included in the 2017 Plan should incorporate any developments from BAC's further analysis of potential legal challenges regarding Support, including any Support approach(es) BAC has implemented.

## LEGAL ENTITY RATIONALIZATION

The Agencies also identified a shortcoming in the 2015 Plan regarding the criteria for a rational and less-complex legal entity structure. BAC's legal entity criteria lack specificity, are not fully implemented, and do not result in sufficient divestiture options.

The 2014 Letter directed BAC to develop a set of criteria for a rational legal entity structure that would consider the best alignment of legal entities and business lines to improve the firm's resolvability. While BAC's 2015 Plan contained [REDACTED] legal entity criteria [REDACTED] [REDACTED] (collectively, LER Criteria), they do not mandate or clearly lead to actions or arrangements that promote the best alignment of legal entities and business lines to improve the firm's resolvability. Additionally, the criteria lack the specificity needed to ensure management could utilize them in a consistent and meaningful manner. For instance, "[REDACTED] [REDACTED]" could require additional specificity to lead to an action. BAC's Legal Entity Criteria Project, which is formalizing the current set of legal entity criteria, should include more specificity to guide management to rationalize legal entities and ensure a less complex structure that promotes resolvability.

The LER Criteria also did not result in divestiture options that would provide meaningful optionality in resolution to support critical operations. BAC's project to separate the retail from the wholesale brokerage business into separate legal entities constitutes a divestiture option, but it may not enable sufficient optionality under different market conditions.

To address this shortcoming, BAC's 2017 Plan should establish criteria that are clear, actionable, and promote the best alignment of legal entities and business lines to improve the firm's resolvability. The 2017 Plan also should reflect that BAC has established governance

procedures to ensure that its revised LER Criteria are applied on an ongoing basis. In addition, BAC should include divestiture options that enable meaningful optionality under different market conditions.

**IV. Conclusion**

If you have any questions about the information communicated in this letter, please contact the Agencies.

Very truly yours,

*(Signed)*

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Robert deV. Frierson  
Secretary of the Board  
Board of Governors of the  
Federal Reserve System

Very truly yours,

*(Signed)*

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Robert E. Feldman  
Executive Secretary  
Federal Deposit Insurance Corporation

## Appendix



## **Appendix Derivative Data Tables**

### **General Instructions**

#### **Purpose**

To provide estimates related to the active wind down of reporting firms' derivatives portfolios for Title 1 resolution planning purposes.

#### **Who Must Report**

This Appendix is required to be included in the 2016 Submission of any firm for which the Agencies have jointly identified a deficiency with respect to Derivatives and Trading Activities.

This Appendix also should be included in the 2017 Plans as per the joint Agencies' guidance.

#### **Organization of Schedules**

Schedule A – To summarize the data captured in Schedule B.

Schedule B – To capture starting and ending notional and fair value derivatives data by material entity, as well as drivers of changes, capital and liquidity impacts from wind-down, and select inter-affiliate exposures, e.g., between the lead bank subsidiary and UK broker-dealer.

Schedule C – To comprehensively capture inter-affiliate exposures between material entities across several dimensions as of the start of plan date.

#### **Key definitions**

Bilateral – Refers to over-the-counter derivatives (OTC) that are not listed or cleared through a central counterparty.

Cleared – Refers to derivatives that are listed on an exchange or cleared through a central counterparty (CCP). Firms may include derivatives that are eligible for clearing but are not currently centrally cleared in this category but should footnote the amount included.

Gross Notional – Firms should utilize the definition from Schedule HC-L Derivatives and Off-Balance-Sheet Items of Reporting Form FR Y-9C Consolidated Financial Statements for Holding Companies. Figures should be reported in \$ billions.

Gross Positive/Negative Fair Value – Estimates of fair value should be consistent with those used in Form FR Y-9C Consolidated Financial Statements for Holding Companies. Gross positive/negative fair values should be reported without taking into account netting and collateral received/posted. Figures should be reported in \$ billions.

Liquidity Impacts – Estimates of net liquidity impacts over the relevant period should be reported in \$ billions with net liquidity inflows shown as positive and net liquidity outflows shown as negative.

Material Entity – The definition of a material entity for this data appendix is the same as it is for firms' Title 1 resolution plans. Firms should report data for all material entities that are contractual counterparties to derivatives contracts and have active derivative positions as of the start of plan date. Material entities should be listed in descending order by total gross notional outstanding as of the start of plan date. This ordering should be maintained for all schedules in this data appendix.

P&L Impacts – Estimates of gains or losses over the relevant period should be reported in \$ billions with gains shown as positive and losses as negative.

Runway Period – For this data appendix, the runway period should commence with the start of plan date and end with the parent company filing for bankruptcy.

Start of Plan Date – The start of plan date should correspond with the “trigger loss” and the commencement of the runway period in firms' resolution plans. For JPMC's 2016 Submission, the firm should use March 31, 2016 as the start of plan date. For firms' 2017 Plan submissions, firms should utilize December 31, 2016 as their start of plan date.

Wind-Down Period – For this data appendix, the wind-down period should commence upon the parent company filing for bankruptcy and end when the firm estimates that it would no longer need to perform on its derivatives obligations. As such, the wind-down period here should include any “stabilization” and post-stabilization period, to the extent such a phase may feature

in a firm's plan. The wind-down period should be no shorter than 12 months and no longer than 18 months. Firms may select the duration of their wind-down period within those constraints.

**Title 1 Plan—Appendix Derivative Data Tables**

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**Start of Plan Date:**

\_\_\_\_\_  
Month / Day / Year

**Company Information**

Legal Name of Entity

Street

City

State

Zip Code

**Person to whom questions about this report should be directed:**

Name

Title

Area Code/Phone Number

Area Code/FAX Number

E-mail Address of Contact

**Schedule A—Summary Tables**

**Table 1 – Gross Notionals**

| By Material Entity | As of Start of Plan Date                     |                      |                          | Changes over Runway and Wind-Down Periods |                   |                  |                                | End of Wind-Down                             |                      |                          |
|--------------------|--|----------------------|--------------------------|---|-------------------|------------------|--------------------------------|--|----------------------|--------------------------|
|                    | Total Derivatives Gross Notional Outstanding | Of which Third Party | Of which Inter-affiliate | Due to Terminations                       | Due to Maturities | Due to Novations | Due to Other Actions (Specify) | Total Derivatives Gross Notional Outstanding | Of which Third Party | Of which Inter-affiliate |
| ME-1               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-2               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-3               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-4               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-5               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-6               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-7               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-8               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-9               |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| ME-10              |  |                      |                          |   |                   |                  |                                |  |                      |                          |
| etc....            |  |                      |                          |   |                   |                  |                                |  |                      |                          |

Table 2 – Capital and Liquidity Impacts

| By Material Entity | P&L Impact (Wind-Down Period Only) |                    |                                  | Total P&L Impact from Wind-Down | Liquidity Impact (Wind-Down Period Only) |                                  |                                 |   | Total Liquidity Impact from Wind-Down |
|--------------------|------------------------------------|--------------------|----------------------------------|---------------------------------|--|----------------------------------|---------------------------------|---|---------------------------------------|
|                    | P&L from Terminations              | P&L from Novations | P&L from Other Actions (Specify) |                                 | Liquidity Impact from Terminations       | Liquidity Impact from Maturities | Liquidity Impact from Novations | Liquidity Impact from Other Actions (Specify) |                                       |
| ME-1               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-2               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-3               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-4               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-5               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-6               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-7               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-8               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-9               |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| ME-10              |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |
| etc....            |                                    |                    |                                  |                                 |  |                                  |                                 |   |                                       |







**Table 1.Cx—Inter-affiliate OTC Derivatives Between Bank and Other Material Entity (ME-x) (same format as Table 1.C1)**

**Schedule C—Inter-affiliate Exposures**

The lower triangle should be from the perspective of the MES listed on column to the MES listed in the rows.

**Matrix 1.a—Gross Notional of Inter-affiliate OTC Derivatives Trade (Start of Title 1 Plan Date)**

|         |      |      |      |      |      |      |      |      |      |       |         |
|---------|------|------|------|------|------|------|------|------|------|-------|---------|
|         | ME-1 | ME-2 | ME-3 | ME-4 | ME-5 | ME-6 | ME-7 | ME-8 | ME-9 | ME-10 | etc.... |
| ME-1    |      |      |      |      |      |      |      |      |      |       |         |
| ME-2    |      |      |      |      |      |      |      |      |      |       |         |
| ME-3    |      |      |      |      |      |      |      |      |      |       |         |
| ME-4    |      |      |      |      |      |      |      |      |      |       |         |
| ME-5    |      |      |      |      |      |      |      |      |      |       |         |
| ME-6    |      |      |      |      |      |      |      |      |      |       |         |
| ME-7    |      |      |      |      |      |      |      |      |      |       |         |
| ME-8    |      |      |      |      |      |      |      |      |      |       |         |
| ME-9    |      |      |      |      |      |      |      |      |      |       |         |
| ME-10   |      |      |      |      |      |      |      |      |      |       |         |
| etc.... |      |      |      |      |      |      |      |      |      |       |         |

**Matrix 1.b—Gross Notional of Inter-affiliate OTC Derivatives Trade (End of Wind-Down)**

|         |      |      |      |      |      |      |      |      |      |       |         |
|---------|------|------|------|------|------|------|------|------|------|-------|---------|
|         | ME-1 | ME-2 | ME-3 | ME-4 | ME-5 | ME-6 | ME-7 | ME-8 | ME-9 | ME-10 | etc.... |
| ME-1    |      |      |      |      |      |      |      |      |      |       |         |
| ME-2    |      |      |      |      |      |      |      |      |      |       |         |
| ME-3    |      |      |      |      |      |      |      |      |      |       |         |
| ME-4    |      |      |      |      |      |      |      |      |      |       |         |
| ME-5    |      |      |      |      |      |      |      |      |      |       |         |
| ME-6    |      |      |      |      |      |      |      |      |      |       |         |
| ME-7    |      |      |      |      |      |      |      |      |      |       |         |
| ME-8    |      |      |      |      |      |      |      |      |      |       |         |
| ME-9    |      |      |      |      |      |      |      |      |      |       |         |
| ME-10   |      |      |      |      |      |      |      |      |      |       |         |
| etc.... |      |      |      |      |      |      |      |      |      |       |         |

**Matrix 2.a – Uncollateralized Current Exposure from Inter-affiliate OTC Derivatives (Start of Plan Date) (same format as Matrix 1.a)**

**Matrix 2.b – Uncollateralized Current Exposure from Inter-affiliate OTC Derivatives, Gross of Collateral (End of Wind-Down)  
(same format as Matrix 1.b)**

**Matrix 3.a – Net Collateralized Current Exposure from Inter-affiliate OTC Derivatives (Start of Plan Date) (same format as Matrix  
1.a)**

**Matrix 3.b – Net Collateralized Current Exposure from Inter-affiliate OTC Derivatives (Start of Plan Date) (same format as Matrix  
1.a)**