



**SUNTRUST BANKS, INC.  
2017 165(d) RESOLUTION PLAN**

**Public Section**

December 31, 2017

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## (a) Public Section

### Introduction

Section 165(d) of the Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") requires bank holding companies with \$50 billion or more in total assets to periodically submit to the Board of Governors of the Federal Reserve System ("Federal Reserve Board" or "FRB") and Federal Deposit Insurance Corporation ("FDIC") a plan for the bank holding company's rapid and orderly resolution in the event of material distress or failure. The FRB and FDIC subsequently jointly adopted a final rule implementing this provision of the Dodd-Frank Act (Federal Reserve Regulation QQ, Part 381 of the FDIC regulations, the "DFA Rule"). The DFA Rule requires a strategic analysis by the covered company of how it can be resolved under Title 11 of the U.S. Code (the "Bankruptcy Code") in a way that would not pose systemic risk to the financial system. This rule also allows, for companies meeting certain criteria, a tailored resolution plan focused on fulfillment of specific information.

In its tailored 165(d) Resolution Plan submission, SunTrust identifies SunTrust Banks, Inc. ("STI") as the covered company. SunTrust Banks, Inc. is the top-tier bank holding company and legal entity in SunTrust's organizational structure. It is a bank holding company that has elected financial holding company status under the Bank Holding Company Act. Its shares are publicly-traded on the New York Stock Exchange.

Over recent years, SunTrust has made a concerted effort to diversify its business mix, enhance its focus on efficiency, executional excellence, and risk management, as well as materially de-risk its balance sheet, which has led to a lower risk profile and improved asset quality. A 2015 ratings upgrade from Fitch of STI's long-term Issuer Default Ratings to 'A-' from 'BBB+' was supported by improving earnings, the company's balanced and diverse business mix, and good asset quality.<sup>1</sup> This rating was re-affirmed by Fitch in October 2016 and 2017.<sup>2</sup> Furthermore, on September 22, 2017, S&P Global Ratings revised its outlooks on STI and SunTrust Bank ("STB") to positive from stable based on the company's focus on risk reduction and diversification within its loan portfolio.<sup>3</sup>

Pursuant to the requirements of the DFA Rule, a covered company must assume the failure of the covered company. Such a scenario must impose a number of facts, conditions, and actions that are highly unlikely to actually occur. Normally, if such extreme events were unfolding, SunTrust would implement internal contingency plans and federal regulators would proceed with certain actions they are required by law to undertake. For example, the Federal Deposit Insurance Act (12 U.S. Code Chapter 16) requires that federal bank regulators take action under certain conditions such as prohibiting deposits from correspondent banks. In this resolution planning exercise, however, bank holding companies assume scenarios where the banking regulators do not take such actions, notwithstanding their legal obligations, and internal contingency plans are assumed to be withheld in order to explore the potential ramifications.

This Public Section summarizes the key elements of SunTrust's 165(d) Resolution Plan. Unless otherwise indicated, information in this Public Section is provided as of December 31, 2016.

STI was incorporated under the laws of the State of Georgia in 1984 and registered as a financial holding company. The company's principal executive offices are located at SunTrust Plaza, 303 Peachtree Street NE, Atlanta, Georgia 30308. Its shares are publicly-traded on the New York Stock Exchange and it is subject to regulation and supervision primarily by the FRB, the FDIC, and the Georgia Department of Banking and Finance.

STI's primary function is to invest in its subsidiaries and provide ongoing financial support via cash reserves or stock sales and to protect assets, absorb financial losses, and limit liability. In addition to a small securities portfolio, its main assets are investments in its subsidiaries. Importantly, STI's subsidiary SunTrust Bank Holding Company acts

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<sup>1</sup> FitchRatings.com (October 5, 2015).

<sup>2</sup> FitchRatings.com (October 4, 2016; and October 13, 2017).

<sup>3</sup> S&P Global Ratings, "Research Update: SunTrust Banks Inc. Outlook Revised To Positive On Reduced Risk In Its Loan Portfolio; 'BBB+/A-2' Ratings Affirmed", (September 22, 2017).

as an intermediate holding company which wholly owns STB. Additionally, STI holds several nonbank entities. These include several leasing and trust-preferred related vehicles, broker-dealers (SunTrust Robinson Humphrey ("STRH") and SunTrust Investment Services), investment advisors, and insurance companies.

### (1) Names of material entities

Under the DFA Rule, a material entity is any subsidiary of the covered company that is significant to the activities of a critical operation<sup>4</sup> or core business line. Applying this rule and the additional nonbank entities focus permitted in tailored plans, SunTrust identified the following material entity for the 165(d) Resolution Plan:

- **SunTrust Robinson Humphrey, Inc.** is a wholly-owned subsidiary of STI, with SunTrust Robinson Humphrey also being the trade name of SunTrust's corporate and investment banking services. While the business unit provides comprehensive lending, deposit and treasury, strategic sales and merger and acquisition advisory, and risk management solutions to serve the needs of corporate and institutional clients across the nation, the material entity STRH is specifically engaged in the business' service offerings in the areas of debt and equity underwriting, investment solutions, trading, research and sales, loan syndications, and municipal securities trading. STRH is a material entity under the DFA Rule because it is the only nonbank entity that is integral to a core business line (Corporate and Investment Banking).

### (2) Description of core business lines

Under the DFA Rule, core business lines are defined as those business lines of the covered company, including associated operations, services, functions, and support, that upon failure would result in a material loss of revenue, profit, or franchise value. SunTrust identified the following five core business lines. For the tailored 165(d) Resolution Plan, SunTrust focuses on the covered company (STI) and its subsidiary, nonbank, material entity (STRH). As a result, the primary focus is on the Corporate & Investment Banking core business line while the remaining core business lines are managed primarily by the insured depository institution, STB.

- **Corporate and Investment Banking** ("CIB") offers traditional banking products such as loans, deposits and treasury management solutions. Other product offerings include syndicated lending, trading, and various investment banking services to larger corporate and middle market/commercial clients of SunTrust on a national basis. Corporate and Investment Banking is organized around two businesses: Corporate Banking Group and Investment Banking Group. These businesses are differentiated by client needs with investment banking clients accessing the capital markets more frequently than corporate banking clients. The businesses are integrated and the products of each business are utilized as needed and when required by clients.
- **Consumer Banking** provides services to consumers and branch-managed small business clients through an extensive network of traditional and in-store branches, ATMs and Interactive Teller Machines ("ITMs"), the internet ([www.suntrust.com](http://www.suntrust.com)), mobile banking, and telephone (1-800-SUNTRUST). Financial products and services offered to consumers and small business clients include deposits and payments, loans (offered through the non-core Consumer Lending business line), brokerage, and various fee-based services. Discount/online and full-service brokerage products are offered to individual clients through SunTrust Investment Services. Consumer Banking also serves as an entry point for clients and provides services for other lines of business. As of December 31, 2016, the branch network consisted of 1,367 full-service branches (not including in-store locations in selected grocery stores) and 2,160 ATMs and ITMs (on and off STB premises) located in 11 states and the District of Columbia.
- **Commercial and Business Banking** offers a comprehensive line of products and services, including deposit, treasury and cash management, lending, leasing, and access to capital markets and investment management solutions to businesses, institutions, not-for-profit organizations, and government entities

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<sup>4</sup> Critical operations are those operations, including associated services, functions, and support, the failure or discontinuance of which, in the view of the covered company or as jointly directed by the FRB and the FDIC, would pose a threat to the financial stability of the United States. SunTrust has no critical operations.

through geographically based units primarily across the Southeast and Mid-Atlantic and broadening to additional markets.

- **Mortgage Banking** offers residential mortgage products nationally through its retail, consumer direct, and correspondent channels. The Mortgage Banking business line services loans for SunTrust Mortgage, a subsidiary of STB, and SunTrust Bank, and for other investors the majority of which are for government-sponsored enterprises or government agencies.
- **Private Wealth Management** provides a full array of wealth management products and professional services including loans, deposits, brokerage, professional investment management, and trust services to both individual and institutional clients seeking active management of their financial resources. Institutional clients are served by the Institutional Investment Solutions business. Discount/online and full-service brokerage products are offered to individual clients through SunTrust Investment Services. Private Wealth Management serves clients throughout the SunTrust footprint and in many markets nationally with additional offices in California and New York for some services.

SunTrust Robinson Humphrey is a material entity due to providing nonbank, institutional broker-dealer services for the Corporate and Investment Banking business line.

**(3) Consolidated or segment financial information regarding assets, liabilities, capital and major funding sources**

The consolidated balance sheets of STI and STRH are presented below followed by additional information regarding SunTrust's regulatory capital and major funding sources.

Table a.3-1 - Consolidated Balance Sheet of SunTrust Banks, Inc.

*As of December 31, 2016*  
*(\$ in millions)*

<b>Assets</b>	<b>STI Consolidated \$ Amount</b>
Cash and due from banks	5,091
Federal funds sold and securities borrowed or purchased under agreements to resell	1,307
Interest-bearing deposits in other banks	25
<b>Cash and cash equivalents</b>	<b>6,423</b>
Trading assets and derivatives	6,067
Securities available for sale	30,672
Loans held for sale	4,169
Loans held for investment	143,298
Allowance for loan losses	(1,709)
<b>Net loans</b>	<b>141,589</b>
Premises and equipment	1,556
Goodwill	6,337
Other intangible assets	1,657

	STI Consolidated
Other assets	6,405
<b>Total assets</b>	<b>\$204,875</b>

Source(s): SunTrust Banks, Inc. 10-K as of December 31, 2016

As of December 31, 2016  
(\$ in millions)

	STI Consolidated
Liabilities & Equity	\$ Amount
Noninterest-bearing deposits	43,431
Interest-bearing deposits	115,433
<b>Total consumer and commercial deposits</b>	<b>158,864</b>
Brokered time deposits	924
Foreign deposits	610
<b>Total deposits</b>	<b>160,398</b>
Funds purchased	2,116
Securities sold under agreements to repurchase	1,633
Other short-term borrowings	1,015
Subordinated notes and debentures	2,478
Other long-term debt	9,270
Trading liabilities	1,351
Other liabilities	2,996
<b>Total liabilities</b>	<b>181,257</b>
<b>Total shareholders' equity</b>	<b>23,618</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$204,875</b>

Source(s): SunTrust Banks, Inc. 10-K as of December 31, 2016

Table a.3-2 - Balance Sheet of SunTrust Robinson Humphrey

As of December 31, 2016  
(\$ in millions)

Assets	STRH \$ Amount
Cash and cash equivalents	0
Securities segregated under Federal and other regulations	30
Deposits with clearing organizations	12
Receivables from brokers and dealers	16
Customer receivables	14

<b>Assets</b>	<b>STRH \$ Amount</b>
Securities purchased under agreements to resell	866
Securities borrowed	271
Securities owned:	
U.S. government and agency obligations	947
Corporate debt and other securities	659
Commercial paper	139
State and municipal obligations	134
Total securities owned (including encumbered securities of \$1011) <sup>(a)</sup>	1,879
Secured demand note receivable from Parent	0
Goodwill	131
Accrued interest and other income receivable	43
Net Deferred taxes assets	43
Income tax receivable from Parent	1
Furniture, equipment, and leasehold improvements, less accumulated depreciation and amortization of \$68	18
Net receivables from unsettled securities transactions	83
Other assets	5
<b>Total assets</b>	<b>\$3,412</b>

Source(s): SunTrust Robinson Humphrey, Inc. Audited Financial Statements as of December 31, 2016

Note: Percentage totals may not foot due to rounding.

<sup>(a)</sup> Securities are encumbered for repurchase agreements and amounts pledged for customer reserves (15c3-3) as well as clearing risk with National Financial Services and futures margin.

As of December 31, 2016

(\$ in millions, except share amounts)

<b>Liabilities &amp; Equity</b>	<b>STRH \$ Amount</b>
Securities sold under agreements to repurchase	1,274
Securities sold but not yet purchased and derivatives	842
Lines of credit payable to related parties	130
Subordinated demand note payable to Parent	0
Accrued interest payable and other liabilities	30
Accrued compensation and benefits	93
Income tax payable to Parent	0
Payables to brokers and dealers	9
Customer payables	3
Due to related parties	1
<b>Total liabilities</b>	<b>\$2,382</b>

<b>Liabilities &amp; Equity</b>	<b>STRH \$ Amount</b>
Common stock, \$1 par value; 100,000 shares authorized, issued, and outstanding	0
Additional paid-in capital	596
Retained earnings	434
<b>Total shareholders' equity</b>	<b>1,030</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$3,412</b>

Source(s): SunTrust Robinson Humphrey, Inc. Audited Financial Statements as of December 31, 2016

Note: Percentage totals may not foot due to rounding.

The following table depicts Basel III calculations of regulatory capital ratios for STI consolidated with subsidiaries.

Table a.3-3 - Regulatory Capital Summary

As of December 31, 2016

<b>Capital Ratios</b>	<b>STI Consolidated</b>
Common Equity Tier 1 Capital Ratio	9.59%
Tier 1 capital	10.28%
Total capital	12.26%
Tier 1 leverage	9.22%

Source(s): SunTrust 10-K as of December 31, 2016

Dividends from STB is the most significant source of funding for SunTrust. STB is funded primarily by core client deposits with secondary sources of funding from Federal Home Loan Bank advances and senior and subordinated debt issuances.

Table a.3-4 - Average Balance of Funding Sources

(\$ in millions)

<b>STI Consolidated Funding Sources (Average Balance)</b>	<b>2016</b>	<b>2015</b>
<b>Interest-bearing deposits</b>		
NOW accounts	40,949	35,161
Money market accounts	53,795	50,518
Savings	6,285	6,165
Consumer time deposits	5,852	6,443
Other time deposits	3,908	3,813
Brokered time deposits	926	888
Foreign deposits	123	218
<b>Total interest-bearing deposits</b>	<b>111,838</b>	<b>103,206</b>
Funds purchased	1,055	822

<b>STI Consolidated Funding Sources (Average Balance)</b>	<b>2016</b>	<b>2015</b>
Securities sold under agreements to repurchase	1,734	1,821
Interest-bearing trading liabilities	1,025	881
Other short-term borrowings	1,452	2,135
Long-term debt	10,767	10,873
<b>Total interest-bearing liabilities</b>	<b>127,871</b>	<b>119,738</b>
Noninterest-bearing deposits	43,400	42,102
<b>Total funding sources</b>	<b>\$171,271</b>	<b>\$161,840</b>

Source(s): SunTrust 10-K as at December 31, 2016.

Note: "NOW" is Negotiable Order of Withdrawal.

For additional financial information on SunTrust, refer to annual, quarterly, and current reports filed with the Securities and Exchange Commission and available at [www.sec.gov](http://www.sec.gov).

#### **(4) Description of derivative activities and hedging activities**

SunTrust uses various derivative financial instruments, both in a dealer capacity to facilitate client transactions and for risk management purposes. SunTrust generally manages the risk associated with these derivatives within the framework of its value-at-risk approach that monitors the risk associated with covered positions' exposures. Derivatives are used as a risk management tool to hedge SunTrust's balance sheet exposure to changes in identified cash flow and fair value risks, either economically or in accordance with hedge accounting provisions. SunTrust's Corporate Treasury function is responsible for employing various hedging strategies to manage these objectives. Additionally, as a normal part of its operations, SunTrust enters into interest rate lock commitments on mortgage loans that are accounted for as freestanding derivatives and has certain contracts containing embedded derivatives that are carried, in their entirety, at fair value.

Table a.4-1 - Derivatives Assets and Liabilities

As of December 31, 2016  
(\$ in millions)

STI Consolidated				
Derivatives Assets and Liabilities	Asset Derivatives		Liability Derivatives	
	Notional Amount	Fair Value	Notional Amount	Fair Value
<b>Derivatives designated in cash flow hedging relationships</b>				
Interest rate contracts hedging floating rate loans	6,400	34	11,050	265
<b>Derivatives designated in fair value hedging relationships</b>				
Interest rate contracts covering fixed rate debt	600	2	4,510	81
Interest rate contracts covering brokered CDs	60	0	30	0
<b>Total</b>	<b>660</b>	<b>2</b>	<b>4,540</b>	<b>81</b>
<b>Derivatives not designated as hedging instruments</b>				
Interest rate contracts				
MSRs <sup>(a)</sup>	12,165	413	18,774	335
LHFS, IRLCs <sup>(b)</sup>	11,774	134	8,306	58
LHFI	100	2	36	1
Trading activity <sup>(c)</sup>	70,599	1,536	67,477	1,401
Foreign exchange rate contracts hedging trading activity	3,231	161	3,360	148
<b>Credit contracts hedging</b>				
Loans	15	0	620	8
Trading activity <sup>(d)</sup>	2,128	34	2,271	33
Equity contracts - Trading activity <sup>(c)</sup>	23,164	2,095	35,312	2,477
Other contracts				
IRLCs and other <sup>(e)</sup>	2,412	28	668	22
Commodities	747	75	746	73
<b>Total</b>	<b>126,335</b>	<b>4,478</b>	<b>137,570</b>	<b>4,556</b>
<b>Total derivatives<sup>(e)</sup></b>	<b>\$133,395</b>	<b>\$4,514</b>	<b>\$153,160</b>	<b>\$4,902</b>

Source(s): SunTrust 10-K as of December 31, 2016

Note: "CDs" is Certificates of Deposit; "MSRs" is Mortgage Servicing Rights; "LHFS" is Loans Held For Sale; "IRLCs" is Interest Rate Lock Commitments; "LHFI" is Loans Held For Investment.

<sup>(a)</sup>Amount includes \$6.7 billion of notional amounts related to interest rate futures. These futures contracts settle in cash daily, one day in arrears. The derivative asset or liability associated with the one day lag is included in the fair value column of this table.

<sup>(b)</sup>Amount includes \$720 million of notional amounts related to interest rate futures. These futures contracts settle in cash daily, one day in arrears. The derivative asset or liability associated with the one day lag is included in the fair value column of this table.

<sup>(c)</sup>Amounts include \$12.3 billion of notional amounts related to interest rate futures and \$629 million of notional amounts related to equity futures. These futures contracts settle in cash daily, one day in arrears. The derivative asset or liability associated with the one day lag is included in the fair value column of this table. Amounts also include notional amounts related to interest rate swaps hedging fixed rate debt.

<sup>(d)</sup>Asset and liability amounts include \$5 million and \$13 million, respectively, of notional amounts from purchased and written credit risk participation agreements, whose notional is calculated as the notional of the derivative participated adjusted by the relevant Risk-Weighted Assets ("RWA") conversion factor.

<sup>(e)</sup>Includes \$49 million notional amount that is based on the 3.2 million of Visa Class B shares, the conversion ratio from Class B shares to Class A shares, and the Class A share price at the derivative inception date of May 28, 2009. This derivative was established upon the sale of Class B shares in the second quarter of 2009.

**(5) List of memberships in material payment, clearing and settlement systems**

Similar to many financial institutions, SunTrust participates and maintains membership in a number of payment, clearing and settlement systems (also known as financial market utilities or "FMUs") as an essential part of engaging in the financial services industry and serving its clients. These FMUs allow SunTrust to provide payment services to customers and clients, to serve as a broker-dealer for securities transactions, and to engage in derivatives transactions as needed to manage risk, secure funding, and meet the needs of its clients. SunTrust has numerous connections to the financial system that include membership at certain FMUs:

- The STI legal entity is a registered member in a direct payment system, Viewpointe, which supports the transactions conducted by STB. The STI entity is a partial owner of Viewpointe but does not directly utilize this service.
- STI's subsidiary STRH has connections to clearinghouses, settlement systems, and central securities depositories.

Corporate and Investment Banking relies on STB and STRH for connections to payments, clearing, and settlement systems. The table below details the payment, clearing, and settlement systems of which STI or its material entity STRH (as a nonbank entity) are users, directly or indirectly through an agent and, most importantly, identifies the SunTrust entity that has membership or "owns" the connection to the system.

Table a.5-1 - Memberships in Material Payment, Clearing, and Settlement Systems

*As of December 31, 2016*

	<b>System</b>	<b>System Description</b>	<b>Legal Entity with Membership<sup>(a)</sup></b>	<b>Legal Entity Users</b>	<b>Business Lines Supported</b>
<b>Payment Utilities Direct Participation</b>					
1	Viewpointe <sup>(b)</sup>	Viewpointe provides SunTrust with its check image archive, image exchange, and check net settlement capabilities. Founded in 2000, Viewpointe Archive Services, LLC is owned by SunTrust, IBM and four other large financial institutions. SunTrust uses Viewpointe to send return items to the bank of first deposit.	STI	STB	All
2	The Clearing House ("TCH")	The Clearing House Payments Company is considered a systemically important financial market utility by the Financial Stability Oversight Council due to its role as the operator of Clearing House Interbank Payments System ("CHIPS"). SunTrust is a part owner of The Clearing House.	STB	STB	All
<b>Clearinghouses Direct Participation</b>					

	System	System Description	Legal Entity with Membership <sup>(a)</sup>	Legal Entity Users	Business Lines Supported
3	Depository Trust and Clearing Corporation ("DTCC")	Provides clearing, settlement and information services for equities, corporate and municipal bonds, government and mortgage-backed securities, money market instruments, and over-the-counter derivatives. The DTCC Trade Information Warehouse provides life cycle event processing services for approximately 98% of all credit derivative transactions in the global marketplace. Membership #2095.	STRH	STRH	CIB
4	National Securities Clearing Corporation ("NSCC")	NSCC is a wholly-owned subsidiary of DTCC, and is registered with and regulated by the Securities and Exchange Commission. NSCC provides clearing, settlement, risk management, central counterparty services, and a guarantee of completion for certain transactions for virtually all broker-to-broker trades involving equities, corporate and municipal debt, American depository receipts, exchange-traded funds, and unit investment trusts. It also nets trades and payments among its participants, reducing the value of securities and payments that need to be exchanged by an average of 98% each day.	STRH	STRH	CIB
<b>Settlement Utilities Direct Participation</b>					
	Viewpoint <sup>(b)</sup>	See above for description for line item 1	STI	STB	All
	FRBCheck via Viewpoint <sup>(b)</sup>	See above for description for line item 1	STI	STB	All
	NSCC	See above for description for line item 4	STRH	STRH	CIB
<b>Settlement Systems Indirect Access through Counterparty Agents</b>					
5	Inform	Inform is a web portal application hosted by Bank of New York ("BoNY") Mellon for Fixed Income. Inform functions as a graphical user interface front end to BoNY Mellon's mainframe Asset Securities Processing system for clearance, settlement and custody of depository-eligible (DTC & FRB) securities held by SunTrust Bank Safekeeping. STRH teammates manage clearance, settlement, and custody of customer securities in BoNY Mellon's mainframe ASP application through the Inform web portal.	STRH	STRH	CIB
6	Depository Trust Company ("DTC")	DTC is a wholly-owned subsidiary of the Depository Trust and Clearing Corporation and a limited-purpose trust company under New York State banking law supervised by the New York Department of Financial Services. DTC is a member of the U.S. Federal Reserve and a registered clearing agency with the Securities and Exchange Commission. DTC's primary activities include settling trades in corporate, municipal and mortgage-backed securities. DTC permits participants to transfer securities held in each participant's account or for the account of a participant's customer.	STRH	STRH	CIB
	NSCC	See above for description for line item 4	STRH	STRH	CIB
<b>Securities Depositories Indirect Access through Counterparty Agents</b>					
7	Fixed Income Clearing Corporation ("FICC") via Broadridge	Broadridge Financial Solutions, Inc. provides FICC compliant clearing for fixed income securities, including treasury securities and mortgage backed securities for the purposes of fixed income transaction processing.	STRH	STRH	CIB
<b>Payments (Trade Settlement) Utilities Through an Affiliate</b>					

	System	System Description	Legal Entity with Membership <sup>(a)</sup>	Legal Entity Users	Business Lines Supported
8	SunTrust Funds Transfer System via Online Cash Manager ("OCM") (FedWire and SWIFT)	OCM is a secure, browser-based tool for online banking, bill pay, Automated Clearing House ("ACH"), and payroll. On the ACH origination side, SunTrust receives ACH files from internal and external clients via OCM and Online Treasury Manager and direct file transmissions.	STB	STRH	CIB
9	SunTrust Treasury Management for Foreign Exchange ("FX") & Fixed Income via Online Treasury Manager	Web enabled application for corporate banking functions.	STB	STRH STB	CIB

Source(s): Interviews with Line of Business and Function Subject Matter Experts

<sup>(a)</sup> In no case is STB's performance as a member in a payment, clearing, or settlement system guaranteed by a third party.

<sup>(b)</sup> STB connects to FRBCheck indirectly through Viewpointe; the access to Viewpointe is through a connection owned by STI, but because STB is an affiliate of STI it is permitted to use the access.

## (6) Description of foreign operations

SunTrust does not have material foreign banking operations.

## Foreign Operations of Material Entities

STI has two foreign nonmaterial nonbank entities:

- **SunTrust Banks Trust Company (Cayman) Ltd.**, located in the Cayman Islands, is a non-deposit trust company with approximately \$2.2 billion in assets (consolidated) as of year-end 2016. The Cayman Trust Company holds only a Trust License and primarily serves as Trustee for Revocable Reserved Powers Trusts and Revocable Discretionary Trusts solely for non-US residents. Additionally, it owns shares of foreign private investment companies and holds interests for non-U.S. residents.
- **ST Management Services India Private Ltd.** is a Bangalore-based entity used to pay contractors in India, but is in the process being wound-down in accordance with the laws of India.

## (7) Identification of material supervisory authorities

As a bank holding company, STI is supervised on a fully consolidated basis by the FRB. The Federal Reserve Bank of Atlanta supports the FRB in the fulfillment of its supervision and regulation of STI under delegated authority. STB is a state-chartered member of the Federal Reserve System, regulated by the FRB, Federal Reserve Bank of Atlanta, FDIC, Consumer Financial Protection Bureau, and Georgia Department of Banking and Finance. STI's nonbank material subsidiary, STRH, is regulated and supervised by Financial Industry Regulatory Authority, Securities and Exchange Commission, Commodity Futures Trading Commission, and National Futures Association. Additionally, SunTrust is supervised by the Financial Crimes Enforcement Network.

## (8) Identification of the principal officers

STI's principal officers are identified below.

Table a.8-1 - Principal Officers in Alphabetical Order

As of December 31, 2016

<b>Principal Officer</b>	<b>Title</b>
Raymond D. Fortin	Corporate Executive Vice President, General Counsel and Corporate Secretary
Aleem Gillani	Corporate Executive Vice President, Chief Financial Officer
Jerome T. Lienhard, II	Corporate Executive Vice President, Chief Risk Officer
<b>William H. Rogers, Jr.</b>	<b>Chairman and Chief Executive Officer</b>

Source: Workday

### **(9) Description of the corporate governance structure and processes related to resolution planning**

SunTrust has implemented a governance framework for development, review, and approval of its Resolution Plan and for ongoing monitoring of resolution planning matters. As required under the DFA Rule, on November 15, 2017, the 165(d) Resolution Plan was approved by the STI Board of Directors pursuant to a process that involved active, informed participation across SunTrust's segments, lines of business, and support functions.

SunTrust recognizes the importance of integration of resolution planning to its strategic and business-as-usual activities and therefore maintains a sustainable governance structure. The governance framework for the development, review, and approval of this Resolution Plan and for ongoing monitoring of resolution planning matters is executed on an annual basis.

Full-time SunTrust resources have been and continue to be focused on resolution planning activities. SunTrust has created a Capital Adequacy and Resolution ("CAR") team to coordinate the development, review, and approvals related to the Resolution Plan and conduct ongoing monitoring and related maintenance. CAR operates as a unit within SunTrust's Corporate Treasury function, and is the central point of control with respect to the resolution planning governance structure. CAR collaborated with business partners and key executives to engage in the development, review, approval, and maintenance activities throughout the year that sustain, support, and improve the Resolution Plan.

CAR works with a Core Leadership Team which includes leaders from Corporate Strategy, Corporate Treasury, Enterprise Risk, Corporate Finance, Regulatory Services, Business Information Office, Enterprise Information Services, and other stakeholders from key support functions to gather and synthesize information for inclusion in the Plan. CAR and the Core Leadership Team conduct regular meetings during the Resolution Plan's critical formative stages where methodologies, key analyses, and impactful conclusions are discussed.

Oversight of CAR's resolution planning efforts was previously the responsibility of an Executive Strategy Team. However, oversight of resolution planning activities has since been integrated into the existing executive level committee, the Capital Committee. During the course of the Resolution Plan's development, the Capital Committee receives status updates on key developments and changes. The Capital Committee includes the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Corporate Treasurer, Head of Investor Relations and Assistant Treasurer, Head of Capital Adequacy and Resolution, Corporate Development Executive, Director of Regulatory Relations, and the General Auditor. The Capital Committee provides oversight and sets direction for resolution planning in addition to other stress-testing programs such as Comprehensive Capital Analysis and Review ("CCAR") and Dodd-Frank Act Stress Test ("DFAST").

The SunTrust Board Risk Committee oversees Resolution Plan development through periodic updates as needed where key aspects of the Resolution Plan are presented and discussed with a focus on regulatory feedback and SunTrust's associated responses. The Board Risk Committee keeps the STI Board of Directors apprised which assists in their later review process to approve the final Resolution Plan prior to submission. CAR is positioned to be responsive to any Board member questions or requests. Once finalized, the Board's approval of the Plan is memorialized in Board meeting minutes.

In addition to the oversight and approval processes noted above, the resolution planning process incorporates layers of internal controls to ensure the accuracy and relevance of information included in the Resolution Plan. Resolution Plan sections are reviewed in detail by relevant members of business and corporate function management.

#### **(10) Description of material management information systems**

SunTrust Enterprise Information Services ("EIS") provides technology and operations services in support of SunTrust's clients and teammates. EIS is responsible for developing and operating technology services, and managing technology outsourcing to third-party vendors. EIS reports to the Chief Information Officer of SunTrust. EIS, in conjunction with the segments, maintains management information systems that support business activities, branch banking, lending operations, accounting, finance, risk, and compliance management. Two primary deposit application systems house savings and checking accounts, as well as certificates of deposit and individual retirement accounts. SunTrust also utilizes management information systems to produce management and regulatory reports, as well as data underlying the Resolution Plan.

EIS employs an operating model where major technology services are paired with business units to deliver and support critical applications and systems. The primary information technology data center for SunTrust supports back-end operations, hosts the majority of in-house and vendor-licensed applications, and serves as a gateway to vendor-hosted applications. SunTrust maintains a separate backup data center for disaster recovery.

A Business Resiliency Management program was created to enable SunTrust to resume normal business operations, minimize financial losses, continue financial and risk reporting within established parameters, and serve clients in the event of a business disruption or natural disaster. This program includes a process to identify services, applications and application owners, systems, and third parties that are critical in resolution.

#### **(11) Description, at a high level, of the covered company's resolution strategy, covering such items as the range of potential purchasers of the covered company, its material entities and core business lines**

Given STI's significant reliance on STB, STI would file a voluntary Chapter 11 bankruptcy petition as soon as practicable following a scenario resulting in STB's failure. Following this filing, STI would proceed with a liquidation of its remaining assets managed as a Debtor In Possession ("DIP") and would be afforded the rights, powers, and duties of a DIP provided in the United States Bankruptcy Code. As a DIP, STI would maintain control over its property, premises, bank accounts, and other assets and would be charged with seeking purchasers for assets to be sold to ensure maximum value is achieved for creditors and the liquidation is conducted in an efficient manner.

The other material entity covered by this 165(d) Resolution Plan, STRH, would be materially impacted by the failure of and disaffiliation from STB resulting in significant reputational damage. As a result of the negative press stemming from the idiosyncratic failure-causing event and failure of the bank, it is assumed that STRH would experience significant client and teammate attrition preventing it from continuing as a going concern or becoming a potential acquisition target. These same weaknesses would impact the attractiveness of the broader Corporate and Investment Banking business line as an acquisition target. Many potential purchasers already have established similar operations, making a strong client base and retention of Coverage Bankers the key components of interest to potential buyers; however, these attributes would be significantly disrupted in this scenario. As a result, STRH is proposed to be wound down in an orderly manner outside of bankruptcy proceedings as it would remain independently solvent.

Strategies to address SunTrust's other core business lines that operate within STB and the strategy to resolve STB itself are described within the Insured Depository Institution Resolution Plan separately submitted to the FDIC.

These strategies are designed to ensure the rapid and orderly resolution of SunTrust pursuant to an effective and feasible plan. The Resolution Plan evaluates these strategies under various macroeconomic scenarios (i.e., baseline, adverse, and severely adverse) as required and demonstrates how, in such economic conditions, STI and its nonbank material entity could be resolved in a reasonable period of time without the use of extraordinary government support, funds from the United States taxpayer, and in a manner that substantially mitigates the risk that the failure of these companies would have a serious adverse effect on financial stability in the United States.

Any actions or losses reflected in the Plan do not reflect a view of the actual risk characteristics of businesses or portfolios, but rather represent a hypothetical scenario developed solely for purposes of the 165(d) Resolution Plan.