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BY E-APPS

November 1, 2021

Re: Response to Request for Additional Information Regarding
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:

On behalf of U.S. Bancorp (the “Applicant”), Minneapolis, Minnesota, enclosed please find a response (the “Response Submission”) to the letter dated October 20, 2021, from the Federal Reserve Bank of Minneapolis (“Reserve Bank”) requesting additional information on the application by the Applicant to acquire all of the issued and outstanding shares of common stock of MUFG Union Bank, National Association (“Union Bank”) pursuant to Section 3 of the Bank Holding Company Act of 1956, as amended. Each item or question is repeated in the Response Submission, followed by U.S. Bancorp’s response or by reference to an exhibit in which the response is contained.

The Response Submission is divided into a non-confidential portion and a confidential portion. For the confidential portion, which has been marked “Confidential Treatment Requested,” U.S. Bancorp respectfully requests confidential treatment pursuant to the Freedom of Information Act, 5 U.S.C. § 552(b), and the Board’s regulations thereunder, 12 C.F.R. Part 261 (collectively, “FOIA”), on the grounds that the information contained in the confidential portion has been actually and customarily kept confidential by the Applicant and, where relevant, Union Bank and this information is being provided to the Board and the Reserve Bank under an assurance and expectation of privacy.¹ Disclosure of this information would reveal to competitors the internal strategies, transactions, and competitive position of the Applicant and, where relevant, Union Bank, and would place the Applicant and Union Bank at a competitive disadvantage with respect to competitors who do not publicly reveal such information. Accordingly, we respectfully request that the confidential

¹ *Food Mktg. Inst. v. Argus Leader Media*, 139 S. Ct. 2356, 2363 and 2366 (2019).

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portion not be made available for public inspection or copying. In addition, we request that any memoranda, notes, or other writings of any kind whatsoever by an employee, agent, or other person under the control of the Board or the Reserve Bank that incorporate, include, or relate to any of the matters referred to in the confidential portion not be made part of any public record and not be disclosed to any person.

In the event of a FOIA request, we respectfully request notice of such request, as well as a reasonable period of time to respond prior to any release of materials by Board staff or Reserve Bank staff. This request for notice and an opportunity to respond also extends in the case of any part of the confidential portion (including any such memoranda, notes, or other writings by Board staff or Reserve Bank staff) being the subject of a FOIA request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court, or grand jury.

* * *

If you have any questions regarding this Application, please contact me, Lee Meyerson or Spencer Sloan.

Very truly yours,

Adam J. Cohen

Adam J. Cohen

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. 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.

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

RESPONSE SUBMISSION OF U.S. BANCORP
to the
REQUEST FOR ADDITIONAL INFORMATION OF OCTOBER 20, 2021
from the
FEDERAL RESERVE BANK OF MINNEAPOLIS
relating to the proposal to acquire
MUFG UNION BANK, NATIONAL ASSOCIATION

November 1, 2021

**Submission in Response to the Request for Information dated October 20, 2021
 (“Response Submission”)¹
 November 1, 2021**

Each item contained in the Request for Information dated October 20, 2021 is repeated below, followed by U.S. Bancorp’s response.

- 1. We would like to assess the effect of the merger on market concentration in small business lending in the banking markets (1) The Big Bear Lake and (2) Hesperia-Apple Valley-Victorville. We usually use county-level data from the CRA reports to do this assessment, but because these two banking markets are both part of San Bernardino County, county-level data is not granular enough. Therefore, please provide the data as in the CRA reports for San Bernardino County but broken down into three separate geographic areas: (1) The Big Bear Lake, (2) Hesperia-Apple Valley-Victorville, and (3) Remainder of San Bernardino County. Please provide the data for 2019 and for 2020. Other than the more granular geographic breakdown please provide the data as required for the CRA report. In particular please provide data for the different loan size buckets in the CRA reports (<\$100,000, \$100,000-\$250,000, and \$250,000-\$1 million).**

For the information requested by this Question 1, please see Confidential Exhibit A to this Response Submission.

¹ Capitalized terms used but not defined herein have the meanings set forth in the Application to the Board of Governors of the Federal Reserve System pursuant to Section 3 of the Bank Holding Company Act, dated October 6, 2021, relating to U.S. Bancorp’s proposed acquisition of MUFG Union Bank, N.A. (the “Application”).

PUBLIC ANNEX

In Part IV.D.1 of the Preliminary Statement to the Application, the Applicant provided a chart summarizing U.S. Bank’s community lending activity since the assessment period for its 2017 CRA Evaluation from January 1, 2016 through December 2020. The Applicant notes that the total dollar volume of HMDA loans stated in the version of this summary chart as provided in the Application understated the Applicant’s actual dollar volume of HMDA loans from January 1, 2016 through December 2020 on both a nationwide and state-of-California basis, due to an inadvertent data query error. The Applicant respectfully submits the following corrected version of the chart summarizing U.S. Bank’s community lending activity since the assessment period for its 2017 CRA Evaluation from January 1, 2016 through December 2020, with the corrected dollar amounts of HMDA loans highlighted below for ease of reference.

Loan Type	U.S. Bank (Nationwide)		U.S. Bank (California)	
	Total #	Total \$ (\$000)	Total #	Total \$ (\$000)
Small Business	1,654,832	36,896,286	272,536	6,879,229
Small Farm	56,637	2,345,750	4,813	73,342
HMDA	1,368,833	333,262,662	156,592	69,773,158
Community Development	2,938	9,334,255	452	2,762,223