



FEDERAL RESERVE BANK OF MINNEAPOLIS

Pursuing an economy that works for all of us

Chris P. Wangen
ASSISTANT VICE PRESIDENT

May 26, 2022

Sent Via Email to adam.cohen@stblaw.com and spencer.sloan@stblaw.com

Mr. Adam Cohen
Mr. Spencer J. Sloan
Simpson Thacher & Bartlett LLP
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Dear Messrs. Cohen and Sloan:

The following relates to the application submitted by U.S. Bancorp (“USB”), Minneapolis, Minnesota, the parent of U.S. Bank National Association (“US Bank”), Cincinnati, Ohio, to acquire MUFG Union Bank, National Association (“Union Bank”), San Francisco, California, under section 3 of the Bank Holding Company Act. Please provide written responses to the items listed below and in the Confidential Annex:

1. The below questions relate to USB’s response submission on April 26, 2022, to the request for additional information dated April 14, 2022, Confidential Exhibit A, response to question 1, regarding transitional services agreements and reverse transitional services agreements (“Agreements”).
 - a. Discuss in detail how the Agreements tie into the banks’ systems conversion and the transfer of assets and liabilities from Union Bank to MUFG’s affiliates and/or subsidiaries post consummation. Your response should include the following:
 - i. A discussion of the reasons the services would still be required post systems conversion, particularly the services related to IT and ops, human resources, vendor contracts, and KYC with durations of up to 12 and 18 months.
 - ii. How MUFG’s and USB’s transition representatives plan to coordinate and communicate with the integration working group that oversees the integration and conversion plans.
 - b. Discuss the risks, including operational, reputational, and legal risks, associated with these transitional services and systems conversion, particularly those relating to IT and ops, vendor contracts, and client-related services. Discuss how USB intends to manage these risks throughout the duration of the Agreements.

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Please provide your response via E-Apps within eight business days of this letter. Any information for which confidential treatment is desired should be so labeled and separately bound in accordance with section 261.17 of the Board's Rules Regarding Availability of Information, 12 CFR 261.17. Please also send a copy of your response to the regulators listed below, and please provide a copy of the public portion of your response (together with any attachments) directly to the commenters listed below.

If you have any questions regarding this letter, you may contact Senior Mergers & Acquisitions Analyst Linda Anderson by email at lindaa.anderson@mpls.frb.org.

Sincerely,



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CPW/LAA

c:

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