



BNP PARIBAS

The bank for a changing world

PUBLIC SECTION

OCTOBER 1, 2014

PUBLIC SECTION

BNP Paribas 165(d) Resolution Plan Bank of the West IDI Resolution Plan

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1. Introduction

BNP Paribas (“BNPP SA” and its subsidiaries and affiliates, collectively referred to as “BNPP”, “BNPP Group” or the “Group”) is a foreign bank holding company with operations in the United States (“US”), and more than \$50 billion in total consolidated assets. Therefore, BNPP SA is deemed to be a “covered company” in accordance with the rule requiring the preparation and submission of a resolution plan for systemically important financial institutions (“165(d) Rule”). The 165(d) Rule was issued by the Board of Governors of the Federal Reserve System (“FRB”) and the Federal Deposit Insurance Corporation (“FDIC”) to implement Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”).

As required by regulation, BNPP’s US Resolution Plan (“RP”) is provided in two parts:

- BNPP’s 165(d) Resolution Plan (“165(d) RP”) has been developed in accordance with the requirements of Section 165(d) of the Dodd-Frank Act. The Public Section of the 165(d) RP is provided in Section 2; and
- BNPP’s subsidiary, Bank of the West (“BOW”), is an insured depository institution (“IDI”) regulated by the FDIC. BOW has developed an IDI Resolution Plan (“IDI RP”) in accordance with the FDIC’s rule requiring the preparation and submission of a resolution plan for IDIs (“IDI Rule” and, together with the 165(d) Rule, the “Rules”). An IDI RP is required for IDIs with \$50 billion or more in total assets. The Public Section of the IDI RP is provided in Section 3.

The FDIC and the FRB have each, by rule and through the supervisory process, prescribed the assumptions, required approach, and scope for these resolution plans, and have required that certain information be included in a Public Section of the resolution plans. BNPP SA, on behalf of itself and its subsidiaries, submits this Public Section in compliance with those Rules and related guidance. The 165(d) and the IDI RP together comprise a plan by which BNPP believes it would achieve a rapid and orderly resolution of its US operations in a manner that would avoid serious adverse effects on financial stability in the US. In addition, the IDI RP would enable the FDIC, as receiver, to resolve BOW in a manner that ensures that depositors receive access to their insured deposits within one business day of BOW’s failure (two business days if the failure occurs on a day other than Friday), maximizes the net present value return from the sale or disposition of its assets, and minimizes the amount of any loss realized by BOW’s creditors in the bank.

1.1 Overview of BNP Paribas

BNPP is one of the world's largest global banking organizations, is headquartered in Paris, and has significant global activity managed from Paris and London. It is present in 75 countries and has almost 185,000 employees. BNPP has three primary operating divisions: Retail Banking, Corporate & Investment Banking (“CIB”), and Investment Solutions (“IS”).



1.1.1 Retail Banking

Retail Banking has 6,800 branches in 40 countries and employs 131,000 people, 71% of the Group's total workforce. In 2013 more than 50% of BNPP revenues from the operating divisions were generated by Retail Banking. These activities are grouped into Domestic Markets, International Retail Banking and Personal Finance. Within Retail Banking, BNPP has four domestic markets: France, Italy, Belgium, and Luxembourg.

Additionally, BNPP has significant retail operations in the US, Turkey, Poland, and Ukraine.

In addition to traditional retail banking products, Retail Banking also includes: Arval (vehicle fleet contract hire), BNPP Leasing Solutions (leasing solutions ranging from equipment leasing to long-term rental and asset management contracts), BNPP Personal Investors (online savings and brokerage), and Personal Finance (consumer loans). Additional activities include Wealth Management, Cash Management and factoring.

BNPP's International Retail Banking presence consists essentially of the Europe-Mediterranean region and BancWest Corporation ("BancWest," the bank holding company of BOW and First Hawaiian Bank ("FHB"), BNPP's US IDIs). BancWest had 11,929 employees, close to 675 branches, and total assets of over USD 80 billion at December 31, 2013.

1.1.2 Corporate and Investment Banking

BNPP CIB conducts investment banking operations globally, including in Paris, London, Brussels, New York, Hong Kong, Tokyo, and Singapore. In 2013, 22% of the BNPP's revenues from operating divisions were generated by CIB. CIB provides clients with corporate banking, advisory, and capital markets services through the Corporate Banking, Corporate Finance, Global Equities and Commodity Derivatives ("GECD"), and Fixed Income divisions.

Corporate Banking comprises financing services for corporate clients, from transaction banking (e.g., cash management, international trade finance and liquidity management) to specialized financing solutions (e.g., aircraft, shipping, real estate, export, leveraged financing, project, corporate acquisition financing and media telecom). These services include a corporate deposit product line.

Corporate Finance offers advisory services for mergers and acquisitions ("M&A") and primary equity capital market transactions. BNPP's M&A teams advise both buyers and targets and also offer advice on a range of activities, including other strategic financial issues and privatizations. Primary capital markets services include initial public offerings, equity issues, secondary issue placements, and convertible/exchangeable bond issues. A team of more than 250 professionals is spread across Europe, the Middle East and Africa and about 50 professionals operate in North and Latin America.



In Asia Pacific, almost a hundred specialists are integrated into the Investment Banking platform.

The GECD business offers equity, commodity, index, and fund derivatives, as well as financing solutions and an integrated equity brokerage platform. It employs 1,300 front-office professionals operating in three major regions (Europe, Americas and Asia-Pacific). GECD encompasses three complimentary businesses: Structured Equity provides solutions for individuals (through brokers or banking networks), corporates, insurance companies and pension funds; Flow & Financing caters to the needs of institutional investors and asset managers; and Commodity Derivatives primarily provides a range of risk hedging solutions to corporate clients whose businesses are highly correlated with commodity prices.

Fixed Income provides credit, currency, and interest rate products and offers a range of services extending from origination to sales and trading, including structuring, syndication, research, and electronic platforms. BNPP's global Fixed Income network has built a large and diversified institutional client base of asset managers, insurance companies, pension funds, banks, corporates, governments, and supranational organizations. Fixed Income comprises 2,300 staff spanning four global business lines: Primary Markets, G10 Rates, Credit and FX & Local Markets. It is headquartered in London, with eight further principal trading hubs in Paris, Brussels, Luxembourg, Singapore, Hong Kong, Tokyo, New York and São Paulo. Fixed Income is an important participant in the debt capital markets and offers its institutional client base investment solutions across its product lines.

1.1.3 Investment Solutions

IS offers a range of high value-added products and services around the world, designed to meet the requirements of individual, corporate, and institutional investors. IS provides its customers with a unified business model founded on the complementarity of its areas of expertise, the sharing of a comprehensive vision and the constant objective of increasing the value of customers' assets and investments. In 2013, 16% of revenues from the operating divisions came from IS. It is active in 68 countries and employs 26,160 people.

IS consists of the following five business lines, some of which only conduct activities outside the US:

- **Insurance** – BNPP Cardif provides savings solutions and creditor insurance to individuals and families, and to their property. It is active in 37 countries with 90 million customers and has strong positions in Europe, Asia and Latin America;
- **Securities Services** – BNPP Securities Services serves a clientele of asset managers, financial institutions, and corporations and is one of the major global players in securities services;



- **Private Banking** – BNPP Wealth Management serves a clientele of affluent or wealthy individuals, shareholder families, and entrepreneurs. BNPP Wealth Management is a world renowned private bank with EUR 280 billion of assets under management in 2013 and over 6,000 professionals practicing in nearly 30 countries;
- **Asset Management** – BNPP Investment Partners provides clients with asset management expertise. It operates in 35 countries and has around 3,200 employees, including nearly 700 investment professionals specialized in a specific asset class or product; and
- **Real Estate Services** – BNPP Real Estate covers every stage of the property cycle. In commercial real estate, it serves customers in 40 countries through its direct offices (15 European countries and three platforms in Hong Kong, Singapore, and Dubai) and its alliances with local partners (22 countries). In residential property, it is for the most part active in France (the Paris region and a few other metropolitan areas) and is developing its activity as well in Rome and Milan.

1.2 Overview of BNPP's US Presence

BNPP's US operations with the exception of retail banking are headquartered in New York, New York with locations across the US, including Chicago, Illinois; Houston, Texas; Boston, Massachusetts; Jersey City and Iselin, New Jersey; McLean, Virginia; Reading and King of Prussia, Pennsylvania; and San Francisco and Los Angeles, California. BNPP SA's subsidiary, BancWest, owns two IDIs—BOW and FHB—and other miscellaneous subsidiaries and serves individuals and mid-market corporates in the western US and Hawaii. BNPP employs (including through BancWest, its subsidiaries and other BNPP subsidiaries) approximately 15,000 people within the US.



2. 165(d) Resolution Plan

2.1 Introduction

BNPP SA is a *societe anonyme* incorporated in France and is a bank holding company under the US Bank Holding Company Act of 1956, as amended. In addition, BNPP SA directly engages in US banking activities through its US branches, agencies, and representative offices. BNPP SA also engages in a range of financial activities through various US non-bank subsidiaries. In April 2001, BNPP SA became a financial holding company in accordance with the Gramm-Leach-Bliley Act. In December 2012, BNPP SA registered with the Commodity Futures Trading Commission (“CFTC”) as a swap dealer under the Commodity Exchange Act.

BNPP’s 165(d) RP provides the FRB and the FDIC with a plan for the rapid and orderly resolution of BNPP’s US operations in the event of material financial distress or failure of its four Material Entities in the US, as they are defined and identified below in Section 2..2 (“MEs”). The 165(d) RP provides information required in the 165(d) Rule with respect to BNPP’s US operations, including its subsidiaries and banking branches, and its critical operations and core business lines (“Core BLs”) that are conducted in whole or material part in the US. These operations are conducted through its three operating divisions, CIB, IS, and Retail Banking, noted above.

In addition, the IDI RP provides the FDIC with a plan that would enable the FDIC, as receiver, to resolve BOW in a manner that ensures that depositors receive access to their insured deposits within one business day of the bank’s failure (two business days if the failure occurs on a day other than Friday), maximizes the net present value return from the sale or disposition of its assets, and minimizes the amount of any loss realized by the creditors in the bank.

The 165(d) RP is filed with the FRB and the FDIC. BOW’s IDI RP is separately filed with the FDIC and is also included as part of the 165(d) RP filing.

The RP is intended to serve also as the US Operations Chapter of BNPP’s Recovery and Resolution Plan (the “Group RRP”), and will therefore also be filed, subject to appropriate regulatory approval, with the *Autorite de controle prudentiel et de resolution* (“ACPR”) as part of the Group RRP. Since 2011, BNPP has been subject to requirements by the ACPR in France and guidelines of the G-20’s Financial Stability Board to annually submit a Group Recovery and Resolution Plan.

BNPP is working in consultation with its regulators to address any specific requirements in the different jurisdictions and satisfy their key goals for planning a rapid and orderly resolution.

The RP was prepared as part of a global effort to address resolution planning in multiple jurisdictions through a consistent approach while being responsive to each individual jurisdiction’s resolution planning requirements. The requirements of national regulators



relating to recovery and resolution planning often differ from those under the Rules. In particular, the RP is focused on planning for the resolution of BNPP's US operations. Existing plans and plans being formulated in other jurisdictions also contain strategies for the recovery or resolution of BNPP according to the rules and laws in those specific jurisdictions. Accordingly, the definitions used for, and approach taken in, the RP may differ from those used in similar plans filed by BNPP with non-US regulators. Further, the Core BLs are identified for purposes of the RP and are not necessarily considered Core BLs in other contexts or jurisdictions.

2.2 Material Entities

BNPP has identified five MEs:

➤ BNP Paribas Securities Corp.

BNP Paribas Securities Corp. ("BNPPSC") is a registered broker-dealer with the Securities and Exchange Commission ("SEC") under the Securities Exchange Act ("Exchange Act") and is a registered futures commission merchant ("FCM") with the CFTC under the Commodity Exchange Act. BNPPSC is a wholly owned subsidiary of BNP Paribas North America, Inc. ("BNPP NA") and an indirect subsidiary of BNPP SA.

➤ BNP Paribas Prime Brokerage Inc.

BNP Paribas Prime Brokerage, Inc. ("BNPP PBI") is a registered broker-dealer with the SEC under the Exchange Act and is a registered FCM with the CFTC under the Commodity Exchange Act. BNPP PBI is a wholly owned subsidiary of BNPP NA and an indirect subsidiary of BNPP SA.

➤ BNP Paribas New York Branch

The BNP Paribas New York branch ("BNPP NY Branch") is a legal and operational extension of BNPP SA, and thus, is not a separate legal entity. BNPP SA currently operates two state-licensed branch offices in New York City that are consolidated for reporting purposes. The BNPP NY Branch primarily conducts banking activities for the Corporate Banking operating division, offering short-, medium- and long-term financing solutions to satisfy corporate and institutional clients' needs for structured products.

➤ Bank of the West

BOW is a regional retail bank headquartered in San Francisco, California. BOW conducts operations in 19 Western states and has representative offices in New York, Chicago, Dallas, Tokyo, and Taipei. BOW offers a range of retail banking products and services to individuals, small to mid-size businesses, and large corporate clients. BOW is a wholly owned subsidiary of BancWest, which in turn is a direct subsidiary of BNPP SA.

➤ BNP Paribas RCC, Inc.



BNP Paribas RCC, Inc. (“BNPP RCC”) is a wholly-owned subsidiary of BNPP NA, and an indirect wholly owned subsidiary of BNPP SA. This shared services entity conducts back office operations, IT, and other operational support in support of BNPPSC, BNPP PBI and BNPP NY Branch.

2.3 Core Business Lines

BNPP has identified US Retail Banking and US Government Securities Trading as Core BLs based on the criteria of the 165(d) Rule:

➤ US Retail Banking

BNPP conducts its US Retail Banking business through BOW and FHB. BOW and FHB offer a range of banking products and services to individuals, small to mid-size businesses, and large corporate clients.

➤ US Government Securities Trading

US Government Securities Trading, conducted by BNPPSC, provides BNPP with strategic access to US origination and distribution of US Treasury and Government Sponsored Entity (“GSE”)-backed securities. US Government Securities Trading is comprised of BNPPSC’s Primary Dealer, GSE, and repo activities.

2.4 Summary of Financial Information

The following summary financial information for BNPP was prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted in the European Union, as of and for the year ended December 31, 2013. This information is taken from the audited consolidated financial statements included in BNPP’s Annual Registration Document, the French-language version of which was filed with the ACPR on March 7, 2014.

2.4.1 Balance Sheet

The following table sets forth the consolidated balance sheet of BNPP Group, as of December 31, 2013.

Note these tables were prepared in accordance with IFRS, rather than US Generally Accepted Accounting Principles.

Table 2-1 BNPP Group Balance Sheet

Balance Sheet	(in EUR millions)
Assets	
Cash and amounts due from central banks	101,066



Balance Sheet	(in EUR millions)
Financial instruments at fair value through profit or loss	
Trading securities	157,740
Loans and repurchase agreements	145,308
Instruments designated at fair value through profit or loss	67,230
Derivative financial instruments	301,409
Derivatives used for hedging purposes	8,426
Available-for-sale financial assets	203,413
Loans and receivables due from credit institutions	50,487
Loans and receivables due from customers	617,161
Remeasurement adjustment on interest-rate risk hedged portfolios	3,657
Held-to-maturity financial assets	9,881
Current and deferred tax assets	9,048
Accrued income and other assets	89,105
Investments in associates	5,747
Investment property	713
Property, plant, and equipment	17,177
Intangible assets	2,577
Goodwill	9,994
Total Assets	1,800,139
Liabilities and Equity	
Liabilities	
Due to central banks	661
Financial instruments at fair value through profit or loss	
Trading securities	69,803
Borrowings and repurchase agreements	195,934
Instruments designated at fair value through profit or loss	45,329
Derivative financial instruments	297,081
Derivatives used for hedging purposes	12,289
Due to credit institutions	85,021



Balance Sheet	(in EUR millions)
Due to customers	557,903
Debt securities	183,507
Remeasurement adjustment on interest-rate risk hedged portfolios	924
Current and deferred tax liabilities	2,632
Accrued expenses and other liabilities	78,676
Technical reserves of insurance companies	155,226
Provisions for contingencies and charges	11,963
Subordinated debt	12,028
Total Liabilities	1,708,977
Consolidated Equity	
Share capital, additional paid-in capital, and retained earnings	80,824
Net income for the period attributable to shareholders	4,832
Total Capital, Retained Earnings and Net Income for the Period Attributable to Shareholders	85,656
Change in assets and liabilities recognized directly in equity	1,935
Shareholders' Equity	87,591
Retained earnings and net income for the period attributable to minority interests	3,579
Changes in assets and liabilities recognized directly in equity	(8)
Total minority interests	3,571
Total Consolidated Equity	91,162
Total Liabilities and Equity	1,800,139

Source: BNPP Annual Registration Document

2.4.2 Major Funding Sources

At year-end 2013, equity, customer deposits, and medium- and long-term resources represented a surplus of EUR 101 billion compared to the funding needs of client activity and tangible and intangible assets. Stable resources amount to 114% of the funding needs of customer activity, including tangible and intangible assets. BNPP's liquid and



asset reserves immediately available totaled EUR 247 billion, which equates to 154% of short-term cash needs.

BNPP's Group Asset & Liability Management - Treasury function is responsible for managing liquidity reserves, which comprise assets that can be easily liquidated in the event of a liquidity event. The liquidity reserve comprises deposits with central banks, available securities and loans eligible for central bank refinancing, and available securities that can be financed through repurchase agreements or immediately sold on the market.

Liquidity stress tests are performed regularly on short maturities, based on market factors and/or factors specific to BNPP. The availability of sufficient liquidity reserves to cope with an unexpected surge in liquidity needs is regularly measured at the group and entity levels.

2.4.3 Capital

Under the European Union regulation transposed into French law by Regulation 91-05, BNPP's capital adequacy ratio must be at least 8% at all times, including a Tier 1 ratio of at least 4%. Under US capital adequacy regulations, as a financial holding company BNPP is required to have a Total Capital ratio of at least 10% and a Tier 1 ratio of at least 6%.

BNPP's solvency ratios (capital to risk-weighted assets), as of December 31, 2013, were 14.3% for Total Capital and 12.8% for Tier 1. BNPP's Common Equity Tier 1 ratio was 10.3% (pro forma fully loaded in accordance with CRD 4).

2.5 Derivative and Hedging Activities

BNPP is an active participant in the global derivatives markets and as such, engages in hedging and market-making activities in foreign exchange, credit, interest rate, equity and commodity index derivatives. Derivatives counterparties include corporate and institutional clients. BNPP's derivative activities include trading in swaps, forwards, futures and options. These derivatives are either standard contracts transacted through regulated exchanges or over-the-counter ("OTC") derivatives. Exchange-traded products are "cleared", and OTC products may be "cleared" or "uncleared".

The majority of derivative financial instruments held for trading are related to transactions initiated for trading purposes. They may result from market-making or arbitrage activities. Transactions include trades in "ordinary" instruments such as credit default swaps and structured transactions with complex risk profiles tailored to meet the needs of BNPP's customers. The net position is subject to limits in all cases. Some derivative instruments are also contracted to hedge financial assets or financial liabilities for which BNPP has not documented a hedging relationship, or which do not qualify for



hedge accounting under IFRS. This applies in particular to credit derivative transactions, which are primarily contracted to protect BNPP's loan book.

Hedges initiated by BNPP consist mainly of interest rate or currency hedges using derivative financial instruments (e.g., swaps, options, and forwards). Depending on the hedging objective, derivative financial instruments used for hedging purposes are qualified as either fair value hedges, cash flow hedges, or hedges of net investments in foreign operations.

Forward financial instruments are purchased on various markets for use as specific or general hedges of assets and liabilities, or for transaction purposes. BNPP's commitments related to these instruments are recognized off-balance sheet at nominal value. The accounting treatment of these instruments depends on the corresponding investment strategy.



2.6 Memberships in Material Payment, Clearing, and Settlement Systems

BNPP uses a wide array of memberships in Financial Market Utilities (“FMUs”), including payment systems, clearinghouses, securities depositories, and central counterparties. The next table enumerates material FMU direct memberships used by BNPPSC, BNPP PBI, the BNPP NY Branch, BOW, and BNPP RCC:

Table 2-2 Material FMUs for MEs

FMU	Functionality	BNPP member
BNY Mellon	Settlement	BNPPSC, BNPP PBI, BNPP NY Branch
Chicago Mercantile Exchange Clearing	Clearing	BNPPSC, BNPP PBI
CHIPS	Payments	BNPP NY Branch
CLS Bank International	Payments	BNPP NY Branch
Depository Trust and Clearing Corporation	Settlement	BNPPSC, BNPP PBI, BNPP NY Branch
Eurex Clearing AG	Clearing	BNP Paribas Securities Services Frankfurt branch ¹
Euroclear Belgium	Settlement	BNPPSC
		BNPP PBI
Fed ACH	Payments	BNPP NY Branch, BOW
FedWire Funds Services	Payments	BNPP NY Branch, BOW
Fixed Income Clearing Corporation / Government Securities Division	Clearing	BNPPSC
Fixed Income Clearing Corporation / Mortgage Backed Securities Division	Clearing	BNPPSC
ICE Clear Credit LLC	Settlement and Clearing	BNPPSC
ICE Clear Europe	Clearing	BNPP PBI
ICE Clear US	Clearing	BNPP PBI
LCH.Clearnet Limited	Clearing	BNPPSC

¹ BNP Paribas Securities Services Frankfurt branch is not an ME, but is in the chart listed above because it is a direct member of an FMU, and it is relied on by an ME for indirect access.



FMU	Functionality	BNPP member
LCH.Clearnet LLC	Clearing	BNPPSC
LCH.Clearnet SA	Clearing	BNPPSC
National Securities Clearing Corporation	Clearing	BNPPSC, BNPP PBI
Options Clearing Corporation	Clearing	BNPPSC, BNPP PBI
Society for Worldwide Interbank Financial Telecommunication ("SWIFT") Alliance	Payments	BNPPSC, BNPP PBI, BNPP NY Branch, BOW

2.7 Foreign Operations

BNPP is a leading European provider of financial services on a worldwide scale. BNPP employs nearly 185,000 people and operates in 75 countries. Business activities are organized principally by the operating divisions of Retail Banking, CIB, and IS, and secondarily by region. Globally, Retail Banking is the largest operating division in terms of assets and revenues. Control functions are organized at group and regional levels.

The regions include Europe, North America, South America, Asia-Pacific, Africa, and the Middle East. European operations had over 141,000 employees as of December 31, 2013. In Europe, BNPP has four primary domestic markets: Belgium, France, Italy, and Luxembourg. CIB has a large presence in Europe, the Americas, and Asia-Pacific.

The following table enumerates BNPP's consolidated revenues by geographic area for the year 2013. The geographic split of segment results is based on the region in which they are recognized for accounting purposes and does not necessarily reflect the counterparty's nationality or the location of operations.

**Table 2-3 Revenues by Geographic Area**

Revenues by Geographic Area	Amount (in EUR millions)
Europe	29,881
North America	3,852
APAC	2,645
Others	2,444
TOTAL	38,822

Source: BNPP Annual Registration Document

2.8 Material Supervisory Authorities

As BNPP SA is a bank holding company, the FRB has general regulatory oversight over BNPP SA and all the BNPP US entities, including over BNPP RCC. The following table identifies the primary supervisory authorities with specific regulatory oversight over BNPP SA and the MEs.

**Table 2-4 Primary Supervisory Authorities**

Legal Entity	Primary Supervisory Authorities
BNPP SA	ACPR
BNPP NY Branch	New York State Department of Financial Services (“NYDFS”)
BNPPSC	SEC
	CFTC
BNPP PBI	SEC
	CFTC
BOW	FDIC
	California Department of Business Oversight (“CDBO”)
BNPP RCC	None

2.9 Principal Officers

The table below identifies the members of the BNPP Board of Directors, as of September 30, 2014.

Table 2-5 BNPP Board of Directors

BNPP Board of Directors	
Name	Role / Title
Baudouin Prot ²	Chairman of the BNP Paribas Board of Directors
Michel Pebereau	Honorary Chairman of BNP Paribas
Jean-Laurent Bonnafe	Chief Executive Officer and Director of BNP Paribas
Monique Cohen	Non-Executive Director
Pierre Andre de Chalendar	Non-Executive Director
Christophe de Margerie	Non-Executive Director
Marion Guillou	Non-Executive Director
Denis Kessler	Non-Executive Director
Jean-Francois Lepetit	Non-Executive Director

² As of December 1, 2014, Baudouin Prot will step down as Chairman and be replaced by Jean Lemierre.



BNPP Board of Directors	
Name	Role / Title
Nicole Misson	Non-Executive Director (elected by BNPP SA executives)
Thierry Mouchard	Non-Executive Director (elected by BNPP SA employees)
Laurence Parisot	Non-Executive Director
Daniela Schwarzer	Non-Executive Director
Michel Tilmant	Non-Executive Director
Emiel Van Broekhoven	Non-Executive Director
Fields Wicker-Miurin	Non-Executive Director



The table below identifies the members of the BNPP Group Executive Committee, as of September 30, 2014:

Table 2-6 BNPP Group Executive Committee

BNPP Group Executive Committee	
Name	Role / Title
Jean-Laurent Bonnafe	Chief Executive Officer and Director
Francois Villeroy de Galhau	Chief Operating Officer
Philippe Bordenave	Chief Operating Officer
Alain Papiasse	Deputy Chief Operating Officer, Head of CIB
Michel Konczaty	Deputy Chief Operating Officer
Jacques d'Estais	Deputy Chief Operating Officer and Head of IS, Personal Finance, International Retail Banking
Jean Clamon	Advisor to Chief Executive Officer and Chief Operating Officers
Marie-Claire Capobianco	Head of French Retail Banking
Stefaan Decraene	Head of International Retail Banking
Fabio Gallia	Head of Italy and Chief Executive Officer and Director of BNL
Yann Gerardin	Head of GECD
Maxime Jadot	Head of BNP Paribas Fortis
Frederic Janbon	Head of Fixed Income
Thierry Laborde	Head of BNPP Personal Finance
Eric Martin	Head of Compliance and Internal Control
Yves Martrenchar	Head of Group Human Resources
Eric Raynaud	Head of Asia-Pacific Region
Frank Roncey	Head of Group Risk Management



2.10 Corporate Governance Structure and Processes Related to Resolution Planning

BNPP's US operations have leveraged the existing governance framework of BNPP's Group RRP. The BNPP Board of Directors is the ultimate owner of the Group RRP, including the RP. The BNPP Board of Directors is responsible for overseeing the implementation of the Group RRP, which includes the documentation of supporting processes, methods, reporting lines and responsible persons.

The US RP Steering Committee is responsible for overseeing the development, resourcing, maintenance, and filing of the 165(d) RP. The US RP Steering Committee approves the scope, resolution assumptions and other methodology decisions, and monitors project status. The US RP Steering Committee focuses primarily on the 165(d) RP, and includes a BOW representative.

The US RP Steering Committee is chaired by the Chief Operating Officer of the North America Region (CIB/IS). Members belong to a number of functions (such as Legal, Finance, and Operations) and businesses in order to provide coordination and consistency, and additional members were added in response to project requirements.

To ensure completeness of the content and alignment to the guidance provided by the regulators, the US RP Steering Committee retained external legal counsel and specialty resolution consultants to review and provide technical analysis.

The RP teams for BNPP's US operations received oversight and guidance from the BNPP RRP team on matters relating to the structure, content, and process. The BNPP RRP team also is BNPP's main liaison to BNPP's Crisis Management Group, which, under the leadership of the ACPR, includes representatives from the FRB, the FDIC, the NYSDFS, and the CDBO.

The 165(d) RP was reviewed and approved by the Board of Directors of Paribas North America, Inc. ("PNA") through a delegation to Mr. Jean-Yves Fillion, Chief Executive Officer of PNA at the PNA Board meeting. The IDI RP was reviewed and approved by the BOW Board of Directors. Both the 165(d) RP and the IDI RP were then provided to the USA Risk Oversight Committee for review and endorsement.

The Group RRP, including the 165(d) RP and the IDI RP, was presented to the Internal Control Risk Management and Compliance Committee of the Board of Directors. Mr. Jean-Laurent Bonnafé, Group CEO of BNPP, reviewed and approved the consolidated RP prior to its filing, pursuant to a delegation of authority to him by the BNPP Board of Directors.



2.11 Material Management Information Systems

2.11.1 Definition

Management information systems (“MIS”) at BNPP are software applications that aggregate, or break-out, financial and transaction data. Front office applications feed systems for operations, regulatory compliance programs, and independent risk management. The operational systems in turn feed the accounting applications. For purposes of this 165(d) RP, MIS excludes hardware and FMUs (the latter are described in Section 2.6).

2.11.2 Capabilities

BNPP’s MIS capabilities enable users to aggregate data locally or globally at the level of product or operational process, business line or function, or legal entity. Automated processing is prevalent, as encouraged by the Federal Reserve Banks. MIS development is performed by a mix of in-house developers, vendors, and in-house partnerships with vendors.

MIS is used for credit and market risk management, banking and trading transaction recordkeeping, business-level and legal entity financial reporting, regulatory reporting (including trade reporting), middle office processing, clearing and settlement, collateral management, client and referential data, treasury and liquidity analysis, compliance monitoring, and legal document maintenance.

Internal users belong to BNPP’s local and global business units and functions. External users are clients and regulators.

2.11.3 Governance

Policies – Global and local Information Technology & Operations divisions support MIS, except in the Group Risk Management division, which supports the MIS applications that Group Risk Management uses. Global and local policies ensure infrastructure is protected against unauthorized internal access or external attack. Capacity is planned and monitored to handle changes in data volume.

Business Continuity Management – BNPP’s US operations maintain a Business Continuity Management program for critical IT and other processes of business lines and functions. A database contains written plans for each division, and these plans are tested at least semi-annually. Disaster Recovery involves back-up and testing for data recovery. Local off-site capabilities are maintained continuously for critical IT and operational processes. Similar global and regional programs cover non-US applications and processes upon which there is US reliance.



Separate databases contain Recovery Time Objectives and other security ratings for applications.

2.12 High-level Description of Resolution Strategy

Consistent with the requirements provided in the 165(d) Rule, BNPP has prepared a strategic analysis consisting of resolution strategies for its MEs, Core BLs, and critical operations in the event of the failure of BNPP SA and the MEs.

The strategic analysis has been developed under the assumptions required by the US regulators and assumes that BNPPSC, BNPP PBI, BNPP NY Branch and BOW experience a 30-day period of financial distress prior to the point of entering resolution. As permitted by the FRB and the FDIC, BNPP has assumed that BNPP RCC does not fail at the end of this distress period, but is wound down through a voluntary liquidation once the other MEs are substantially resolved. The strategic analysis focuses on an orderly wind-down of BNPPSC, BNPP PBI and the BNPP NY Branch and the sale of BOW in a manner that would minimize any market disruptions. This strategy also addresses how the US operations of BNPP may undergo an orderly resolution without recourse to any assistance from US taxpayers. In addition, BNPP has prepared an alternative strategy, under assumptions that consider the resolution planning developments currently ongoing in BNPP's home jurisdiction, France, and in the European Union.

The RP provides a detailed analysis of how BNPP's material operations in the US could be resolved in a rapid and orderly manner that would not create serious adverse effects on US financial stability and that would otherwise meet the requirements of the Rules. BNPP's resolution strategy is premised on the assumptions outlined below. The strategy to resolve BNPP's operations in the US is organized around the resolution of BNPPSC, BNPP PBI, BNPP NY Branch and BOW. The resolution of the Core BLs and Critical Operations would occur through the MEs in which they operate. By providing for the orderly wind down of the designated Critical Operations, the strategy is intended to minimize adverse effects on US financial stability. The MEs would be resolved as follows:

- BNPPSC would be wound down after the initiation of a Securities Investor Protection Act ("SIPA") proceeding by a trustee appointed by Securities Investor Protection Corporation ("SIPC Trustee"). The SIPC Trustee would transfer customer accounts to a solvent broker-dealer and transfer BNPPSC's FCM customer accounts to a solvent FCM. The SIPC Trustee would then liquidate the remainder of BNPPSC's broker-dealer business and FCM business.
- BNPP PBI would be wound down after the initiation of a SIPA proceeding by a SIPC Trustee. The SIPC Trustee would transfer customer accounts to a solvent broker-dealer and transfer BNPP PBI's FCM customer accounts to a solvent FCM. The



SIPC Trustee would then liquidate the remainder of BNPP PBI's broker-dealer business and FCM business.

- The BNPP NY Branch would be seized by the Superintendent of the NYSDFS, who would then commence liquidation.
- BOW would be resolved under the Federal Deposit Insurance Act by the FDIC, following its appointment as receiver, through an immediate whole bank purchase and assumption ("P&A") transaction transferring its operations to another bank or a transfer to a bridge bank and a subsequent sale of the operations to another bank through a whole bank P&A transaction.
- BNPP RCC is a dedicated service company that provides services to the other MEs and is assumed not to fail. It is not regulated as a financial or banking entity and it would not enter resolution proceedings, rather it would be voluntary liquidated once the other MEs are substantially resolved.



3. IDI Resolution Plan

3.1 Introduction

This Public Section provides an overview of the overall resolution strategy for Bank of the West (“BOW”) a state nonmember bank headquartered in San Francisco, California.

The FDIC adopted the IDI Rule in January 2012 requiring IDIs with \$50 billion or more in total assets to submit periodically to the FDIC an IDI RP. The IDI Rule requires a covered insured depository institution (“CIDI”) to submit an IDI RP that should enable the FDIC, as receiver, to resolve the institution under Sections 11 and 13 of the Federal Deposit Insurance Act 12 U.S.C. 1821 and 1823, in a manner that ensures that depositors receive access to their insured deposits within one business day of the institution’s failure (two business days if the failure occurs on a day other than Friday), maximizes the net present value return from the sale or disposition of its assets and minimizes the amount of any loss to be realized by the institution’s creditors. The IDI RP should also describe how the strategies for the separation of the CIDI and its subsidiaries from its parent company’s organization and sale or disposition of deposit franchise, core business lines and major assets can be demonstrated to be the least costly to the Deposit Insurance Fund of all possible methods for resolving the CIDI. The IDI RP submitted by each CIDI is intended to help the FDIC evaluate potential loss severity and to enable the FDIC to perform its resolution functions most efficiently. Each IDI RP is intended to convey to the FDIC a comprehensive understanding of the organization, operation and business practices of the CIDI and to provide the FDIC with essential information concerning the CIDI’s structure, operations, business practices, financial responsibilities, and risk exposures.

The IDI RP submitted by BOW is intended to form part of the resolution plan submitted by BNP Paribas (“BNPP SA”) and its subsidiaries), collectively referred to as (“BNPP”, “BNPP Group” or the “Group”), the French banking holding company which is the ultimate parent of BOW, and will therefore, subject to appropriate regulatory approval, be submitted to the ACPR. Since 2011, BNPP has been subject to requirements by the ACPR in France and guidelines of the G-20’s Financial Stability Board to annually submit a Group Recovery and Resolution Plan. BNPP SA is submitting a resolution plan pursuant to Section 165(d) of the Dodd-Frank Act, which mandates that each covered company periodically submit to the FRB, the Financial Stability Oversight Council, and the FDIC the plan of such company for its rapid and orderly resolution under the Bankruptcy Code in the event of its material financial distress or failure.

3.2 Material Entities

BOW is a regional bank headquartered in San Francisco, CA with operations in 19 Western states, a branch in the Cayman Islands and representative offices in New York, Chicago, Dallas, Taipei and Tokyo. BOW is a wholly-owned subsidiary of BancWest



Corporation (“BancWest”), which in turn is a subsidiary of BNPP, a European leader in global banking and financial services.

BOW’s business model is a customer-focused, full relationship model. BOW works to integrate each line of business with the other lines, where feasible, so as to cross-market products and opportunities to its customers and to provide them with a range of financial solutions.

BOW has no Material Entities, as its core business lines and critical services are conducted almost entirely within BOW.

3.3 Core Business Lines

BOW has four core lines of business: the Regional Banking Group (“RBG”), the Commercial Banking Group (“CBG”), the National Finance Group (“NFG”), and the Wealth Management Group (“WMG”).¹

➤ The Regional Banking Group

RBG supports BOW’s large base of personal and small business customers in BOW’s 19-state footprint through BOW’s network of over 600 branches and small business centers. RBG employs a relationship-driven model, whereby a wide range of lending and deposit products are provided to consumers and small- and medium-sized businesses with a focus on high quality, personalized service and relationship management. RBG serves small- and medium-sized business with revenues up to \$25 million annually, and up to \$50 million annually in some markets. RBG seeks to match its services to its customers’ needs in order to position BOW as a valued member of the local communities in which BOW is located

➤ The Commercial Banking Group

CBG offers a full range of credit and deposit solutions to middle and large market commercial clients. CBG has specialized expertise in agribusiness, equipment finance, commercial real estate, government and public sector banking, and religious institution finance. CBG bankers operate in cities throughout BOW’s 19-state retail footprint and in BOW’s representative offices in New York City, Chicago and Dallas. CBG also offers its commercial customers capital markets, cash management, foreign exchange and global trade products and services, as well as manufacturer leasing programs, lease portfolio servicing and back-office processing. Capital markets transactions are performed by CBG at the request of BOW clients.

¹ “Core business lines” are defined as “those business lines of the CIDI, including associated operations, services, functions and support that, in the view of the CIDI, upon failure would result in a material loss of revenue, profit or franchise value.” 12 CFR Part 360.



➤ **The National Finance Group**

NFG has four business functions, including two lending functions (direct and indirect), three servicing platforms and an insurance agency. NFG's direct lending channel offers mortgage loans, home equity loans and lines, secured and unsecured personal loans and lines, direct recreational vehicle "RV" and marine (via Essex Credit Corporation), and credit card financing to consumers, most of whom are part of RBG's and the Wealth Management Group's client base. NFG works to expand BOW's existing relationship with the customer from a deposit-only relationship into a deposit-and-lending relationship. NFG's indirect lending channel purchases automobile, RV and marine loan contracts from over 5,200 dealerships across the United States. The indirect lending function also includes support units responsible for customer service, payment processing, collections and other aspects of the loan from the funding through the ultimate payoff of the loan. NFG manages the servicing of direct and indirect loans and the lending decision-making services for small business loans. NFG offers individual and business insurance products through BW Insurance Agency, Inc.

➤ **The Wealth Management Group**

WMG focuses on expanding banking relationships with retail, mass affluent and high net worth customers already within BOW's franchise, while also seeking new client relationships sourced externally. WMG has two business divisions: the Private Client Services Division (PCS) and the Retirement & Investment Division (R&I) or BancWest Investment Services (BWIS). PCS provides banking and investment solutions tailored to affluent and high net worth customers, offering deposit, credit, trust services and investment products. PCS also houses Trust Services, the fiduciary arm of the WMG. R&I offers brokerage investment services to all segments of BOW's customer base with traditional products and services.

Additional information related to Bank of the West's business is contained in BOW of the West Annual Report, available at www.bankofthewest.com.

3.4 Summary of Financial Information

3.4.1 Consolidated Financial Information

The tables below provide a consolidated balance sheet for BOW as of December 31, 2013.



Table 3-1 Bank of the West and Subsidiaries Consolidated Balance Sheets

<i>(USD in thousands, except per share amounts)</i>	As of December 31,	
	2013	2012
Assets		
Cash and due from banks	\$ 825,492	\$1,054,216
Interest-bearing deposits in other banks	2,442,252	1,599,849
Trading assets	6,499	6,498
Securities available for sale	8,685,416	8,164,040
Loans held for sale	13,959	261,101
Loans and leases:		
Loans and leases	47,329,731	44,991,531
Less allowance for loan and lease losses	634,573	710,703
Net loans and leases	46,695,158	44,280,828
Premises and equipment, net	421,741	440,930
Other real estate owned and repossessed personal property	25,497	44,906
Interest receivable	162,777	172,025
Bank-owned life insurance	1,327,950	1,315,039
Identifiable intangible assets	193,363	170,753
Goodwill	4,201,513	4,201,513
Pension assets	40,741	-
Other assets	1,425,423	1,631,661
Total assets	\$66,467,781	\$63,343,359
Liabilities and Equity		
Deposits:		
Interest-bearing	\$34,375,898	\$32,838,841
Noninterest-bearing	13,996,570	14,268,596
Total deposits	48,372,468	47,107,437
Short-term borrowings	3,055,802	328,190
Long-term debt	2,312,978	2,974,800
Liability for pension benefits	118,583	221,906
Other liabilities	895,157	1,057,241



<i>(USD in thousands, except per share amounts)</i>	As of December 31,	
	2013	2012
Total liabilities	54,754,988	51,689,574
Equity:		
Common stock, par value \$0.001 per share:		
Authorized — 20,000,000 shares		
Issued and outstanding — 5,548,359 shares as of December 31, 2013 and 2012	6	6
Additional paid-in capital	9,735,522	9,733,396
Retained earnings	2,110,695	1,850,090
Accumulated other comprehensive (loss) income	(148,434)	52,133
Total Bank of the West stockholder's equity	11,697,789	11,635,625
Noncontrolling interest	15,004	18,160
Total equity	11,712,793	11,653,785
Total liabilities and equity	\$66,467,781	\$63,343,359

3.4.2 Capital

Bank of the West seeks to:

- maintain capital at a level appropriate to support BOW's businesses, risk appetite, growth, and strategic initiatives;
- maintain BOW's capital at a level that exceeds the level qualifying BOW as a "well capitalized" financial institution under US banking regulatory standards; and
- balance capital adequacy with capital efficiency to support management of BOW in a safe and sound manner.

BOW conducts a semi-annual assessment of capital adequacy to assess the sufficiency of BOW's capital relative to defined risks under base case and stress case scenarios. BOW's current semi-annual capital adequacy assessment is comprised of benchmarking, capital forecasting, and stress testing within the context of BOW's Risk Appetite Framework as well as internally developed calculations of risk-based capital. BOW's independent model governance processes cover models used in BOW's capital adequacy assessment.

BOW currently calculates regulatory risk-weighted assets and risk-based capital in accordance with Basel I rules. The capital metrics in the following chart are measured using a Basel I basis.



Table 3-4 BOW Capital Ratios

Capital Metric	US Regulatory Minimal ¹		BOW Actual as of 12/31/2013
	Adequately Capitalized	Well Capitalized	
Tier 1 Capital Ratio ²	4%	6%	14.42%
Tier 1 Capital Ratio: DFAST	--	--	11.6% ⁵
Total Capital Ratio ³	8%	10%	15.67%
Leverage Ratio ⁴	4%	5%	12.38%

- (1) "Adequately Capitalized" and "Well Capitalized" per current U.S. regulatory definitions. 12 CFR §325.103.
- (2) Tier 1 Risk-Based Capital Ratio = Tier 1 Capital / Risk-Weighted Assets (RWA)
- (3) Total Risk-Based Capital Ratio = Total Risk-Based Capital / RWA
- (4) Leverage Ratio = Tier 1 Capital / Total Assets
- (5) Stress Test Tier 1 Capital Ratio under Severely Adverse Scenario at end of nine quarter estimation period from the most recently completed DFAST submitted January 2014.

3.4.3 Major Funding Sources

BOW is self-funding in that it has sufficient deposits to meet its funding needs. BOW does also access other sources of funds, which may include at any time and depending on the conditions in the market, borrowed fed funds (from other Federal Reserve member institutions), Eurodollars, wholesale CDs, market-linked CDs, affiliate funding, Federal Home Loan Bank advances, the Federal Reserve Discount window, repurchase agreements, asset securitization, and sales of unencumbered liquid securities.

3.5 Derivative and Hedging Activities

BOW engages in interest rate, foreign exchange and hedging activities. BOW conducts capital markets trading, derivatives and hedging activities to provide BOW customers with access to investment products and interest rate risk management tools in conjunction with loan products. BOW enters into foreign currency transactions with approved customers, with BOW taking the position opposite that of the customer. BOW then enters into offsetting trades with third party market participants to hedge the positions created by the customer transactions. BOW's Treasury engages in derivatives transactions to hedge its internal interest rate risk and to hedge fluctuations in the value of Market-Linked Certificates of Deposit reference assets. While BOW maintains an investment portfolio for collateral, liquidity and balance sheet management purposes, it does not conduct proprietary trading.



BOW's derivatives are subject to credit risk associated with counterparties to the derivative contracts. BOW measures that credit risk based on its assessment of the probability of counterparty default and includes that within the fair value of the derivative. BOW manages counterparty credit risk by utilizing master netting and Collateral Support Annex ("CSA") agreements which allow BOW to call for immediate, full collateral coverage when credit-rating thresholds are triggered by counterparties. At December 31, 2013, the aggregate fair value of all derivatives under CSAs were in a net liability position of USD 139 million to which BOW posted USD 141 million of investment securities as collateral and USD 11 million of restricted cash.

BOW has fair value hedges which primarily consist of interest rate swaps designed to hedge the change in fair value corresponding to interest rate changes of underlying fixed-rate debt. BOW records changes in the fair value of derivatives designated as fair value hedges, and changes in the fair value of the hedged items, in noninterest income.

BOW's cash flow hedges are interest rate swaps that hedge the forecasted cash flows of underlying variable-rate debt and variable-rate loans. Changes in the fair values of derivatives designated as cash flow hedges, to the extent effective, are recorded in other comprehensive income until income from the cash flows of the hedged items is realized. Any ineffectiveness which may arise during the hedging relationship is recognized in earnings in the period in which it arises. If a derivative designated as a cash flow hedge is terminated or deemed overall ineffective, the gain or loss in other comprehensive income is amortized to earnings over the period the forecasted hedged transactions impact earnings. If a hedged forecasted transaction is probable of not occurring, hedge accounting is ceased and any gain or loss included in other comprehensive income (loss) is reported in earnings immediately.

BOW has free standing derivative instruments which include derivative transactions entered into for which hedge accounting treatment does not apply. These derivatives include interest rate swaps, interest rate collars, market linked equity swaps and options and forward commitments to fund and sell residential mortgage loans. BOW acts as a seller and buyer of interest rate derivatives and foreign exchange contracts to accommodate customers. To mitigate the market and liquidity risk associated with those derivatives, BOW enters into similar offsetting positions.

At December 31, 2013 BOW had USD 1.2 billion of derivatives designated as fair value hedges and USD 2.15 billion designated as cash flow hedges.

3.6 Memberships in Material Payment, Clearing, and Settlement Systems

BOW is a member or client of the payment, clearing and settlement systems or entities listed below, none of which is managed, owned or operated by BOW. BOW itself is the member or client, and BOW's Operations and Systems Group manages these relationships for the core lines of business.



➤ **Checks**

The Bank accepts checks from its customers through the branch network and via remote deposit capture devices. The Bank balances and distributes these checks to collection entities that facilitate payment, including the following:

- The Federal Reserve System
- The Small Value Payment Company
- Endpoint Exchange
- JPMorgan Chase
- The Royal Bank of Canada

➤ **Wires**

BOW receives and sends wire transfer transactions through the Federal Reserve's FedWire network. The Federal Reserve processes and settles wire transfers in a real-time processing environment. BOW uses an industry standard vendor platform to format and send outgoing wire transfers, and to receive and post incoming wire transfers for settlement to customer accounts. Customers may initiate wire transfer instructions through the branch network or through the DirectWire call-center service. Some customers may also initiate wire transfers through BOW's WebDirect application (which is a vendor platform). International wire transfers may also use the SWIFT network to initiate payment instructions.

➤ **Automated Clearing House**

Bank of the West receives and sends Automated Clearing House ("ACH") transactions through the Federal Reserve's FedACH system. BOW functions as both a Receiving Depository Financial Institution and as an Originating Depository Financial Institution, as defined in the NACHA Operating Rules, to facilitate ACH transaction processing for customers. Transactions are received from, and originated to, the Federal Reserve System for settlement among other financial institutions, originators and receivers. BOW is a member of WesPay, a regional payments association which is a direct member of NACHA.

➤ **Cash**

Bank of the West provides currency, as well as processes deposits, for some commercial customers. BOW uses a number of vendors to provide this service, including Wells Fargo, Union Bank, Loomis, Brinks, Rochester and the Federal Reserve System.

3.7 Foreign Operations

BOW has limited foreign operations, consisting of two representative offices and one overseas branch used for taking Eurodollar and foreign currency deposits.



3.8 Material Supervisory Authorities

BOW is a California banking corporation with a banking license granted by the CDBO. BOW is a state nonmember bank subject to regulation, supervision and examination by the FDIC and the CDBO. BOW is also supervised by the Consumer Financial Protection Bureau for certain consumer protection purposes and complies with regulations issued by the Commodity Futures Trading Commission for certain commercial banking purposes. BOW is a member of the Federal Home Loan Bank System and is required to maintain an investment in the capital stock of the Federal Home Loan Bank. BOW maintains insurance on its customer deposit accounts with the FDIC, which requires quarterly assessments of deposit insurance premiums.

BWIS, a wholly-owned subsidiary of BOW, is a broker/dealer registered with and regulated by the Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. BancWest Insurance Agency, also a wholly-owned subsidiary of BOW, is licensed to do business (or is exempt from licensing requirements) in 49 states.

3.9 Principal Officers

The table below identifies members of BOW’s Executive Management Committee.

Table 3-5 BOW’s Executive Management Committee

Officer	Position
J. Michael Shepherd	Chairman and Chief Executive Officer
Thibault Fulconis	Vice Chairman Commercial Banking and Consumer Finance Group
John Bahnken	Senior Executive Vice President, WMG
Michael Bracco	Senior Executive Vice President, Chief Administrative Officer
Duke Dayal	Senior Executive Vice President, Chief Financial Officer
Donald Duggan	Senior Executive Vice President, Banking Services
Kirsten Garen	Executive Vice President, Chief Information Officer
Scott Germer	Senior Executive Vice President, Risk Manager
Andy Harmening	Senior Executive Vice President, RBG
Gilles Karpowicz	Executive Vice President, Director of Audit and Inspection
Russ Playford	Senior Executive Vice President, Chief Risk Officer
Jean Marc Torre	Senior Executive Vice President, CBG
Vanessa Washington	Senior Executive Vice President, General Counsel & Secretary



Officer	Position
Paul Wible	Senior Executive Vice President, NFG

3.10 Corporate Governance Structure and Processes Related to Resolution Planning

BOW has established a governance framework designed to ensure that resolution planning receives appropriate attention by Bank personnel. The resolution planning process is shared jointly between the Risk Management and Finance functions of BOW, and the Chief Risk Officer and the Chief Financial Officer are the senior executives responsible for the plan. BOW created an internal core project team to focus on preparation of the Resolution Plan, which included senior managers from the Risk Management and Finance functions and included representatives from BOW's risk management, legal and project management functions.

In addition to the core project team, BOW identified key personnel from BOW's business units and support areas to be "quarterbacks" in the Resolution Plan preparation process. The thirteen quarterbacks were responsible for gathering and developing information from their respective areas for inclusion in the Resolution Plan.

BOW also coordinated with representatives of its parent, BNPP, for inclusion of BOW's Resolution Plan in the BNPP 165(d) RP.

Responsibility for the preparation of subsequent annual plans will remain shared between the Risk Management and Finance functions of BOW. BOW anticipates following a similar process in preparing a resolution plan annually or upon the occurrence of a material event, such as:

- a material change in the legal structure or ownership of BOW;
- an acquisition, divestiture, or shift in business strategy which would have a material impact on BOW's financial condition; or
- a shift in BOW's operations which would have a material impact on BOW's annual non-interest expense.

3.11 Material Management Information Systems

BOW utilizes MIS for risk management, accounting, financial, and regulatory reporting, as well as internal management reporting and analysis. Key MIS and applications are inventoried internally at BOW, which inventory includes a detailed description of each system or application, along with BOW internal owner, the type of implementation and the use and function.

Systems and applications at BOW are essential to smooth and effective operations and are managed through a Business Continuity Approach. BOW maintains a Business Continuity Management Plan which is administered in accordance with current



regulatory guidance and corporate practices. The Business Continuity Management Plan is designed to:

- allow BOW to continue to serve customers and financial market participants;
- minimize financial loss to BOW; and
- mitigate the negative effects of disruptions on BOW's strategic plans, reputation, operations, liquidity, credit quality, market position and ability to comply with applicable laws and regulations.

In accordance with Federal Financial Institutions Examination Council guidance and applicable laws and regulations, BOW also maintains a Business Continuity Program, which includes Business Continuity Plans, including assistance for the business units in developing continuity plans and identifying office space to be used in the event of a disaster; Technical Disaster Recovery Plans, including assistance for Information Technology in developing recovery plans for the technology needed to support priority businesses and critical infrastructure; and Contingency Exercises, including exercises of the recovery plans to train management and staff and to find areas for improvement.

3.12 High-level Description of BOW's Resolution Strategy

The sale of BOW as a whole is the resolution strategy most likely to be effected by the FDIC. Whole bank resolution will likely provide the "least cost resolution" of BOW for the FDIC, allow BOW to continue daily business operations during the transition period, and provide time for prospective Bank purchasers to evaluate and submit informed bids.

BOW should be a desirable target for purchase due to its attractive deposit mix, presence in high-growth Western markets (e.g., California, Colorado), its expertise in specific niche banking areas, such as agriculture, religious institutions, and certain areas of consumer finance, and its strong credit culture.

Selling BOW as a whole should preserve franchise value and minimize disruption to the local community, as BOW would be able to provide uninterrupted service to its customers, e.g., continuing to accept deposits and make loans to its regular customers. During a transition period, BOW would anticipate undertaking efforts to restructure nonperforming assets to increase their value and monitor performing assets to maintain their value. In addition, Bank management would strive to retain key employees, although employee retention in an uncertain resolution environment will likely present a challenge.