

COMERICA INC /NEW/

Form 10-K

February 12, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

For the fiscal year ended

December 31, 2018

Commission file number 1-10706

COMERICA INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware 38-1998421

(State or Other Jurisdiction of Incorporation) (IRS Employer Identification Number)

Comerica Bank Tower

1717 Main Street, MC 6404

Dallas, Texas 75201

(Address of Principal Executive Offices) (Zip Code)

(214) 462-6831

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of  
the Exchange Act:

Common Stock, \$5 par value

These securities are registered on the New York Stock Exchange.

Securities registered pursuant to Section 12(g) of the  
Exchange Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities  
Act. Yes  No

Indicate by check mark if registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the  
Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the  
Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was  
required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be  
submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for  
such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not  
contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information  
statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a  
smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated  
filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition  
period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At June 29, 2018 (the last business day of the registrant's most recently completed second fiscal quarter), the registrant's common stock, \$5 par value, held by non-affiliates had an aggregate market value of approximately \$15.3 billion based on the closing price on the New York Stock Exchange on that date of \$90.92 per share. For purposes of this Form 10-K only, it has been assumed that all common shares Comerica's Trust Department holds for Comerica's employee plans, and all common shares the registrant's directors and executive officers hold, are shares held by affiliates.

At February 8, 2019, the registrant had outstanding 159,000,514 shares of its common stock, \$5 par value.

Documents Incorporated by Reference:

Part III: Items 10-14—Proxy Statement for the Annual Meeting of Shareholders to be held April 23, 2019.

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PART I

Item 1. Business.

GENERAL

Comerica Incorporated (“Comerica”) is a financial services company, incorporated under the laws of the State of Delaware, and headquartered in Dallas, Texas. Based on total assets as reported in the most recently filed Consolidated Financial Statements for Bank Holding Companies (FR Y-9C), it was among the 25 largest commercial United States (“U.S.”) financial holding companies. Comerica was formed in 1973 to acquire the outstanding common stock of Comerica Bank, which at such time was a Michigan banking corporation and one of Michigan's oldest banks (formerly Comerica Bank-Detroit). On October 31, 2007, Comerica Bank, a Michigan banking corporation, was merged with and into Comerica Bank, a Texas banking association (“Comerica Bank”). As of December 31, 2018, Comerica owned directly or indirectly all the outstanding common stock of 2 active banking and 29 non-banking subsidiaries. At December 31, 2018, Comerica had total assets of approximately \$70.8 billion, total deposits of approximately \$55.6 billion, total loans (net of unearned income) of approximately \$50.2 billion and shareholders’ equity of approximately \$7.5 billion.

Comerica has strategically aligned its operations into three major business segments: the Business Bank, the Retail Bank, and Wealth Management. In addition to the three major business segments, Finance is also reported as a segment.

Comerica operates in three primary geographic markets - Texas, California, and Michigan, as well as in Arizona and Florida, with select businesses operating in several other states, and in Canada and Mexico.

We provide information about the net interest income and noninterest income we received from our various classes of products and services: (1) under the caption, “Analysis of Net Interest Income” on page F-6 of the Financial Section of this report; (2) under the caption “Net Interest Income” on page F-7 of the Financial Section of this report; and (3) under the caption “Noninterest Income” on pages F-8 through F-9 of the Financial Section of this report.

COMPETITION

The financial services business is highly competitive. Comerica and its subsidiaries mainly compete in their three primary geographic markets of Texas, California and Michigan, as well as in the states of Arizona and Florida. They also compete in broader, national geographic markets, as well as markets in Mexico and Canada. They are subject to competition with respect to various products and services, including, without limitation, loans and lines of credit, deposits, cash management, capital market products, international trade finance, letters of credit, foreign exchange management services, loan syndication services, consumer lending, consumer deposit gathering, mortgage loan origination, consumer products, fiduciary services, private banking, retirement services, investment management and advisory services, investment banking services, brokerage services, the sale of annuity products, and the sale of life, disability and long-term care insurance products.

Comerica competes in terms of products and pricing with large national and regional financial institutions and with smaller financial institutions. Some of Comerica's larger competitors, including certain nationwide banks that have a significant presence in Comerica's market area, may make available to their customers a broader array of product, pricing and structure alternatives and, due to their asset size, may more easily absorb credit losses in a larger overall portfolio. Some of Comerica's competitors (larger or smaller) may have more liberal lending policies and processes. Increasingly, Comerica competes with other companies based on financial technology and capabilities, such as mobile banking applications and funds transfer. Further, Comerica's banking competitors may be subject to a significantly different or reduced degree of regulation due to their asset size or types of products offered. They may also have the ability to more efficiently utilize resources to comply with regulations or may be able to more effectively absorb the costs of regulations into their existing cost structure. Comerica believes that the level of competition in all geographic markets will continue to increase in the future.

In addition to banks, Comerica's banking subsidiaries also face competition from other financial intermediaries, including savings and loan associations, consumer finance companies, leasing companies, venture capital funds, credit unions, investment banks, insurance companies and securities firms. Competition among providers of financial products and services continues to increase as technology advances have lowered the barriers to entry for financial technology companies, with customers having the opportunity to select from a growing variety of traditional and

nontraditional alternatives, including crowdfunding, digital wallets and money transfer services. The ability of non-banking financial institutions to provide services previously limited to commercial banks has intensified competition. Because non-banking financial institutions are not subject to many of the same regulatory restrictions as banks and bank holding companies, they can often operate with greater flexibility and lower cost structures. In addition, the industry continues to consolidate, which affects competition by eliminating some regional and local institutions, while strengthening the franchises of acquirers.

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SUPERVISION AND REGULATION

Banks, bank holding companies, and financial institutions are highly regulated at both the state and federal level. Comerica is subject to supervision and regulation at the federal level by the Board of Governors of the Federal Reserve System (“FRB”) under the Bank Holding Company Act of 1956, as amended. Comerica Bank is chartered by the State of Texas and at the state level is supervised and regulated by the Texas Department of Banking under the Texas Finance Code. Comerica Bank has elected to be a member of the Federal Reserve System under the Federal Reserve Act and, consequently, is supervised and regulated by the Federal Reserve Bank of Dallas. Comerica Bank & Trust, National Association is chartered under federal law and is subject to supervision and regulation by the Office of the Comptroller of the Currency (“OCC”) under the National Bank Act. Comerica Bank & Trust, National Association, by virtue of being a national bank, is also a member of the Federal Reserve System. The deposits of Comerica Bank and Comerica Bank & Trust, National Association are insured by the Deposit Insurance Fund (“DIF”) of the Federal Deposit Insurance Corporation (“FDIC”) to the extent provided by law, and therefore Comerica Bank and Comerica Bank & Trust, National Association are each also subject to regulation and examination by the FDIC. Certain transactions executed by Comerica Bank are also subject to regulation by the U.S. Commodity Futures Trading Commission (“CFTC”). The Department of Labor (“DOL”) regulates financial institutions providing services to plans governed by the Employee Retirement Income Security Act of 1974. Comerica Bank’s Canada branch is supervised by the Office of the Superintendent of Financial Institutions and its Mexico representative office is supervised by the Banco de México.

The FRB supervises non-banking activities conducted by companies directly and indirectly owned by Comerica. In addition, Comerica’s non-banking subsidiaries are subject to supervision and regulation by various state, federal and self-regulatory agencies, including, but not limited to, the Financial Industry Regulatory Authority, Inc. (“FINRA”), the Department of Licensing and Regulatory Affairs of the State of Michigan and the Municipal Securities Rulemaking Board (“MSRB”) (in the case of Comerica Securities, Inc.); the Department of Insurance and Financial Services of the State of Michigan (in the case of Comerica Insurance Services, Inc.); the DOL (in the case of Comerica Securities, Inc. and Comerica Insurance Services, Inc.); and the Securities and Exchange Commission (“SEC”) (in the case of Comerica Securities, Inc. and World Asset Management, Inc.).

Both the scope of the laws and regulations and intensity of supervision to which Comerica’s business is subject have increased over the past decade in response to the financial crisis as well as other factors such as technological and market changes. Many of these changes have occurred as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and its implementing regulations, most of which are now in place. In 2018, with the passage of the Economic Growth, Regulatory Relief and Consumer Protection Act (“EGRRCPA”), as described below, there has been some recalibration of the post-financial crisis framework; however, Comerica’s business remains subject to extensive regulation and supervision.

Comerica is also subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, both as administered by the SEC, as well as the rules of the New York Stock Exchange.

Described below are material elements of selected laws and regulations applicable to Comerica and its subsidiaries. The descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described. Changes in applicable law or regulation, and in their application by regulatory agencies, cannot be predicted, but they may have a material effect on the business of Comerica and its subsidiaries.

Economic Growth, Regulatory Relief and Consumer Protection Act

On May 24, 2018, EGRRCPA was signed into law. Among other regulatory changes, EGRRCPA amends various sections of the Dodd-Frank Act, including section 165 of Dodd-Frank Act, which was revised to raise the asset thresholds for determining the application of enhanced prudential standards for bank holding companies. Under EGRRCPA bank holding companies with less than \$100 billion of consolidated assets, including Comerica, were immediately exempted from all of the enhanced prudential standards, except risk committee requirements, which now apply to publicly-traded bank holding companies with \$50 billion or more of consolidated assets, including Comerica. As a result, Comerica is no longer subject to Dodd-Frank Act supervisory and company-run stress testing, required to file a resolution plan under Section 165(d) of the Dodd-Frank Act or subject to internal liquidity stress testing and

buffer requirements. In addition, Comerica is no longer required to pay the supervision and regulation fee assessment under the Dodd-Frank Act.

On July 6, 2018, the FRB released a statement that for bank holding companies with between \$50 billion and \$100 billion in total consolidated assets, including Comerica, the FRB would take no action to require such bank holding companies to comply with the Comprehensive Capital Analysis and Review (“CCAR”) process or the Liquidity Coverage Ratio. On October 31, 2018, the FRB proposed rules that would revise its regulations to raise the asset thresholds for these requirements so that bank holding companies with less than \$100 billion in total consolidated assets would be exempt.

Also on July 6, 2018, the federal banking regulators issued an interagency statement that banks with less than \$100 billion in total consolidated assets, including Comerica Bank, would not be required to comply with company-run stress testing requirements until November 25, 2019, at which time such banks will become exempt from company-run stress testing requirements

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under the EGRRCPA. In addition, the federal banking regulators have each issued proposed rules that would revise their stress testing regulations consistent with the EGRRCPA.

### Requirements for Approval of Activities and Acquisitions

The Gramm-Leach-Bliley Act expanded the activities in which a bank holding company registered as a financial holding company can engage. Comerica became a financial holding company in 2000. As a financial holding company, Comerica may affiliate with securities firms and insurance companies, and engage in activities that are financial in nature or incidental or complementary to activities that are financial in nature. Activities that are “financial in nature” include, but are not limited to: securities underwriting; securities dealing and market making; sponsoring mutual funds and investment companies (subject to regulatory requirements described below); insurance underwriting and agency; merchant banking; and activities that the FRB determines, in consultation with the Secretary of the United States Treasury, to be financial in nature or incidental to a financial activity. “Complementary activities” are activities that the FRB determines upon application to be complementary to a financial activity and that do not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally.

In order to maintain its status as a financial holding company, Comerica and each of its depository institution subsidiaries must each remain “well capitalized” and “well managed,” and Comerica, Comerica Bank and Comerica Bank & Trust, National Association are each “well capitalized” and “well managed” under FRB standards. If Comerica or any subsidiary bank of Comerica were to cease being “well capitalized” or “well managed” under applicable regulatory standards, the FRB could place limitations on Comerica’s ability to conduct the broader financial activities permissible for financial holding companies or impose limitations or conditions on the conduct or activities of Comerica or its affiliates. If the deficiencies persisted, the FRB could order Comerica to divest any subsidiary bank or to cease engaging in any activities permissible for financial holding companies that are not permissible for bank holding companies, or Comerica could elect to conform its non-banking activities to those permissible for a bank holding company that is not also a financial holding company.

In addition, the Community Reinvestment Act of 1977 (“CRA”) requires U.S. banks to help serve the credit needs of their communities. Comerica Bank’s current rating under the CRA is “satisfactory.” If any subsidiary bank of Comerica were to receive a rating under the CRA of less than “satisfactory,” Comerica would be prohibited from engaging in certain activities.

Federal and state laws impose notice and approval requirements for mergers and acquisitions of other depository institutions or bank holding companies. In many cases, no FRB approval is required for Comerica to acquire a company engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the FRB. Prior approval is required before Comerica may acquire the beneficial ownership or control of more than 5% of any class of voting shares or substantially all of the assets of a bank holding company (including a financial holding company) or a bank. In considering applications for approval of acquisitions, the banking regulators may take several factors into account, including whether Comerica and its subsidiaries are well capitalized and well managed, are in compliance with anti-money laundering laws and regulations, or have CRA ratings of less than “satisfactory.”

### Acquisitions of Ownership of Comerica

Acquisitions of Comerica’s voting stock above certain thresholds are subject to prior regulatory notice or approval under federal banking laws, including the Bank Holding Company Act of 1956 and the Change in Bank Control Act of 1978. Under the Change in Bank Control Act, a person or entity generally must provide prior notice to the FRB before acquiring the power to vote 10% or more of Comerica’s outstanding common stock. Investors should be aware of these requirements when acquiring shares of Comerica’s stock.

### Capital and Liquidity

Comerica and its bank subsidiaries are subject to risk-based capital requirements and guidelines imposed by the FRB and/or the OCC. In calculating risk-based capital requirements, a depository institution’s or holding company’s assets and certain specified off-balance sheet commitments are assigned to various risk categories defined by the FRB, each weighted differently based on the level of credit risk that is ascribed to such assets or commitments, based on counterparty type and asset class. A depository institution’s or holding company’s capital is divided into three tiers: Common Equity Tier 1 (“CET1”), additional Tier 1, and Tier 2. CET1 capital predominantly includes common

shareholders' equity, less certain deductions for goodwill, intangible assets and deferred tax assets that arise from net operating losses and tax credit carry-forwards, if any. Additional Tier 1 capital primarily includes any outstanding noncumulative perpetual preferred stock and related surplus. Comerica has also made the election to permanently exclude accumulated other comprehensive income related to debt securities, cash flow hedges, and defined benefit postretirement plans from CET1 capital. Tier 2 capital primarily includes qualifying subordinated debt and qualifying allowance for credit losses. The ultimate treatment for certain specific deductions and adjustments is yet to be determined pending the finalization of a proposal by banking regulators to simplify certain aspects of the capital rules. In addition, in December 2018, the federal banking regulators adopted rules that would permit bank holding companies and banks to phase in, for regulatory capital purposes, the day-one impact of the new current expected credit loss ("CECL") accounting rule on retained earnings over a period of three years. More information is set forth in the "Capital" section located on pages F-18 through F-20.



Tier 1 capital (minimum \$4.0 billion (Consolidated))	7,773		7,121	
Total capital (minimum \$5.3 billion (Consolidated))	9,211		8,378	
Risk-weighted assets	66,575		66,447	
Adjusted average assets (fourth quarter)	71,372		71,181	
CET1 capital to risk-weighted assets (minimum 4.5%)	11.68	%	10.72	%
Tier 1 capital to risk-weighted assets (minimum 6.0%)	11.68		10.72	
Total capital to risk-weighted assets (minimum 8.0%)	13.84		12.61	
Tier 1 capital to average assets (minimum 4.0%)	10.89		10.00	
Capital conservation buffer	5.68		4.61	

Comerica was previously required to comply with the modified Liquidity Coverage Ratio and would have been required to comply with the proposed Net Stable Funding Ratio. However, as discussed above, the FRB has stated that it will take no action to require bank holding companies with less than \$100 billion in total consolidated assets, including Comerica, to comply with

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the modified Liquidity Coverage Ratio. In addition, the banking regulators proposed a rule on October 31, 2018, that would raise the asset threshold for the proposed Net Stable Funding Ratio rule to apply to firms with more than \$100 billion in total consolidated assets, and therefore, Comerica would not be required to comply with this rule as currently proposed.

Additional information on the calculation of Comerica's and its bank subsidiaries' CET1 capital, Tier 1 capital, total capital and risk-weighted assets is set forth in the "Capital" section located on pages F-18 through F-20 of the Financial Section of this report and Note 20 of the Notes to Consolidated Financial Statements located on pages F-92 through F-93 of the Financial Section of this report.

#### Annual Capital Plans and Stress Tests

Comerica was previously subject to the FRB's annual CCAR process, including the requirement to submit an annual capital plan to the FRB for non-objection. However, as discussed above, the FRB has stated that it will take no action to require bank holding companies with less than \$100 billion in total consolidated assets, including Comerica, to comply with the requirements of the CCAR process, and on October 31, 2018, the FRB proposed rules that would revise its regulations to raise the asset thresholds for these requirements such that bank holding companies with less than \$100 billion in total consolidated assets would be exempt.

Comerica and Comerica Bank were also previously subject to Dodd-Frank Act stress testing requirements. As discussed above, as a bank holding company with less than \$100 billion in total consolidated assets Comerica was immediately exempted from Dodd-Frank Act supervisory and company-run stress testing requirements by the EGRRCPA, and Comerica Bank, as a bank with less than \$100 billion in total consolidated assets, will be exempt from company-run stress testing requirements under the EGRRCPA on November 25, 2019, and will not be required to comply with them during the intervening period. The federal banking regulators have proposed rules that would revise their respective regulations to raise the asset thresholds for these requirements such that bank holding companies and banks with less than \$100 billion in total consolidated assets would be exempt.

#### Federal Deposit Insurance Corporation Improvement Act

The Federal Deposit Insurance Corporation Improvement Act ("FDICIA") requires, among other things, the federal banking agencies to take "prompt corrective action" with respect to depository institutions that do not meet certain minimum capital requirements. FDICIA establishes five capital tiers: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." An institution that fails to remain well capitalized becomes subject to a series of restrictions that increase in severity as its capital condition weakens. Such restrictions may include a prohibition on capital distributions, restrictions on asset growth or restrictions on the ability to receive regulatory approval of applications. The FDICIA also provides for enhanced supervisory authority over undercapitalized institutions, including authority for the appointment of a conservator or receiver for the institution. As of December 31, 2018, each of Comerica's bank subsidiaries' capital ratios exceeded those required for an institution to be considered "well capitalized" under these regulations.

As an additional means to identify problems in the financial management of depository institutions, FDICIA requires federal bank regulatory agencies to establish certain non-capital-based safety and soundness standards for institutions any such agency supervises. The standards relate generally to, among others, earnings, liquidity, operations and management, asset quality, various risk and management exposures (e.g., credit, operational, market, interest rate, etc.) and executive compensation. The agencies are authorized to take action against institutions that fail to meet such standards.

FDICIA also contains a variety of other provisions that may affect the operations of depository institutions including reporting requirements, regulatory standards for real estate lending, "truth in savings" provisions, the requirement that a depository institution give 90 days prior notice to customers and regulatory authorities before closing any branch, and a prohibition on the acceptance or renewal of brokered deposits by depository institutions that are not well capitalized or are adequately capitalized and have not received a waiver from the FDIC.

#### Dividends

Comerica is a legal entity separate and distinct from its banking and other subsidiaries. Since Comerica's consolidated net income and liquidity consists largely of net income of and dividends received from Comerica's bank subsidiaries, Comerica's ability to pay dividends and repurchase shares depends upon its receipt of dividends from these

subsidiaries. There are statutory and regulatory requirements applicable to the payment of dividends by subsidiary banks to Comerica, as well as by Comerica to its shareholders. Certain, but not all, of these requirements are discussed below. No assurances can be given that Comerica's bank subsidiaries will, in any circumstances, pay dividends to Comerica.

Comerica Bank and Comerica Bank & Trust, National Association are required by federal law to obtain the prior approval of the FRB and/or the OCC, as the case may be, for the declaration and payment of dividends, if the total of all dividends declared by the board of directors of such bank in any calendar year will exceed the total of (i) such bank's retained net income (as defined and interpreted by regulation) for that year plus (ii) the retained net income (as defined and interpreted by regulation) for the

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preceding two years, less any required transfers to surplus or to fund the retirement of preferred stock. At January 1, 2019, Comerica's subsidiary banks could declare aggregate dividends of approximately \$108 million from retained net profits of the preceding two years. Comerica's subsidiary banks declared dividends of \$1.1 billion in 2018, \$907 million in 2017 and \$545 million in 2016.

Comerica and its bank subsidiaries must maintain the applicable CET1 capital conservation buffer to avoid becoming subject to restrictions on capital distributions, including dividends. The capital conservation buffer is currently at its fully phased-in level of 2.5%.

Furthermore, federal regulatory agencies can prohibit a bank or bank holding company from paying dividends under circumstances in which such payment could be deemed an unsafe and unsound banking practice. Under the FDICIA "prompt corrective action" regime discussed above, which applies to each of Comerica Bank and Comerica Bank & Trust, National Association, a bank is specifically prohibited from paying dividends to its parent company if payment would result in the bank becoming "undercapitalized." In addition, Comerica Bank is also subject to limitations under Texas state law regarding the amount of earnings that may be paid out as dividends to Comerica, and requires prior approval for payments of dividends that exceed certain levels.

FRB policy provides that a bank holding company should not pay dividends unless (1) the bank holding company's net income over the last four quarters (net of dividends paid) is sufficient to fully fund the dividends, (2) the prospective rate of earnings retention appears consistent with the capital needs, asset quality and overall financial condition of the bank holding company and its subsidiaries and (3) the bank holding company will continue to meet minimum required capital adequacy ratios. The policy also provides that a bank holding company should inform the FRB reasonably in advance of declaring or paying a dividend that exceeds earnings for the period for which the dividend is being paid or that could result in a material adverse change to the bank holding company's capital structure. Bank holding companies also are required to consult with the FRB before redeeming or repurchasing capital instruments (including common stock), or materially increasing dividends.

Transactions with Affiliates

Federal banking laws and regulations impose qualitative standards and quantitative limitations upon certain transactions between a bank and its affiliates, including between Comerica and its nonbank subsidiaries, on the one hand, and Comerica's affiliate insured depository institutions, on the other. For example, Section 23A of the Federal Reserve Act limits the aggregate outstanding amount of any insured depository institution's loans and other "covered transactions" with any particular nonbank affiliate (including financial subsidiaries) to no more than 10% of the institution's total capital and limits the aggregate outstanding amount of any insured depository institution's covered transactions with all of its nonbank affiliates to no more than 20% of its total capital. "Covered transactions" are defined by statute to include (i) a loan or extension of credit, (ii) a purchase of securities issued by an affiliate, (iii) a purchase of assets (unless otherwise exempted by the FRB) from the affiliate, (iv) the acceptance of securities issued by the affiliate as collateral for a loan, (v) the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate and (vi) securities borrowing or lending transactions and derivative transactions with an affiliate, to the extent that either causes a bank or its affiliate to have credit exposure to the securities borrowing/lending or derivative counterparty. Section 23A of the Federal Reserve Act also generally requires that an insured depository institution's loans to its nonbank affiliates be, at a minimum, 100% secured, and Section 23B of the Federal Reserve Act generally requires that an insured depository institution's transactions with its nonbank affiliates be on terms and under circumstances that are substantially the same or at least as favorable as those prevailing for comparable transactions with nonaffiliates. Federal banking laws also place similar restrictions on loans and other extensions of credit by FDIC-insured banks, such as Comerica Bank and Comerica Bank & Trust, National Association, and their subsidiaries to their directors, executive officers and principal shareholders.

Data Privacy and Cybersecurity Regulation

Comerica is subject to many U.S. federal, U.S. state and international laws and regulations governing consumer data privacy protection, which require, among other things, maintaining policies and procedures to protect the non-public confidential information of customers and employees. The privacy provisions of the Gramm-Leach-Bliley Act generally prohibit financial institutions, including Comerica and its subsidiaries, from disclosing nonpublic personal financial information of consumer customers to third parties for certain purposes (primarily marketing) unless

customers have the opportunity to “opt out” of the disclosure. Other laws and regulations, at the international, federal and state levels, limit Comerica’s ability to share certain information with affiliates and non-affiliates for marketing and/or non-marketing purposes, or to contact customers with marketing offers. The Gramm-Leach-Bliley Act also requires banks to implement a comprehensive information security program that includes administrative, technical and physical safeguards to ensure the security and confidentiality of customer records and information. Because we have a limited presence in New York, we are subject to certain requirements of the New York Department of Financial Service’s Cybersecurity Requirements for Financial Services Companies, which include maintaining a cybersecurity program and policies and breach notification requirements.

In October 2016, the federal banking regulators issued an advance notice of proposed rulemaking regarding enhanced cyber risk management standards, which would apply to a wide range of large financial institutions, including Comerica, and their third-party service providers. The proposed standards would expand existing cybersecurity regulations and guidance to focus on



(2) a blocking of assets in which the government or “specially designated nationals” of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). OFAC also publishes lists of persons, organizations, and countries suspected of aiding, harboring or engaging in terrorist acts, known as Specially Designated Nationals and Blocked Persons. Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences.

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EGRRCPA did not change the FDIC's rules that require depository institutions with \$50 billion or more of total consolidated assets, including Comerica Bank, to periodically file a separate resolution plan. The FDIC's Chairman, however, has stated that the FDIC intends to release an advanced notice of proposed rulemaking with respect to the FDIC's bank resolution plan requirements meant to better tailor bank resolution plans to a firm's size, complexity and risk profile.

#### Incentive-Based Compensation

Comerica is subject to guidance issued by the FRB, OCC and FDIC intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers senior executives as well as other employees who, either individually or as part of a group,



As a state member bank, Comerica Bank may engage in derivative transactions, as permitted by applicable Texas and federal law. Title VII of the Dodd-Frank Act contains a comprehensive framework for over-the-counter (“OTC”) derivatives transactions. Even though many of the requirements do not impact Comerica directly, since Comerica Bank does not meet the definition of swap dealer or “major swap participant,” Comerica continues to review and evaluate the extent to which such requirements impact its business indirectly. On November 5, 2018, the CFTC issued a final rule that sets the permanent aggregate gross notional amount threshold for the de minimis exception from the definition of swap dealer at \$8 billion in swap dealing activity entered into by a person over the preceding 12 months. Comerica's swap dealing activities are currently below this threshold.

The initial margin requirements for non-centrally cleared swaps and security-based swaps will be effective for Comerica’s swap and security-based swap counterparties that are swap dealers on September 1, 2020, at which time such counterparties will be required to collect initial margin from Comerica. The initial margin requirements were issued for the purpose of ensuring safety



Line. Each commercial borrower relationship is assigned an internal risk rating by Credit Risk Management and Decisioning. Further, Credit updates the assigned internal risk rating as new information becomes available as a result of periodic reviews of credit quality, a change in borrower performance or approval of new loan exposure. The goal of the internal risk rating framework is to support Comerica's risk management capability, including its ability to identify and manage changes in the credit risk profile of its portfolio, predict future

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EMPLOYEES

As of December 31, 2018, Comerica and its subsidiaries had 7,573 full-time and 478 part-time employees.

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AVAILABLE INFORMATION

Comerica maintains an Internet website at [www.comerica.com](http://www.comerica.com) where the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are available without charge, as soon as reasonably practicable after those reports are filed with or furnished to the SEC. The Code of Business Conduct and Ethics for Employees, the Code of Business Conduct and Ethics for Members of the Board of Directors and the Senior Financial Officer Code of Ethics adopted by Comerica are also available on the Internet website and are available in print to any shareholder who requests them. Such requests should be made in writing to the Corporate Secretary at Comerica Incorporated, Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201.

In addition, pursuant to regulations adopted by the FRB, Comerica makes additional regulatory capital-related disclosures. Under these regulations, Comerica satisfies a portion of these requirements through postings on its website, and Comerica has done so and expects to continue to do so without also providing disclosure of this information through filings with the SEC.

Where we have included web addresses in this report, such as our web address and the web address of the SEC, we have included those web addresses as inactive textual references only. Except as specifically incorporated by reference into this report, information on those websites is not part hereof.

Item 1A. Risk Factors.

This report includes forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. In addition, Comerica may make other written and oral communications from time to time that contain such statements. All statements regarding Comerica's expected financial position, strategies and growth prospects and general economic conditions Comerica expects to exist in the future are forward-looking statements. The words, "anticipates," "believes," "contemplates," "feels," "expects," "estimates," "seeks," "strives," "plans," "intends," "outlook," "forecast," "position," "mission," "assume," "achievable," "potential," "strategy," "goal," "aspiration," "opportunity," "initiative," "outcome," "continue," "maintain," "on track," "trend," "objective," "looks forward," "projects," "models" and variations of such words and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions as they relate to Comerica or its management, are intended to identify forward-looking statements.

Comerica cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date the statement is made, and Comerica does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors mentioned elsewhere in this report or previously disclosed in Comerica's SEC reports (accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) or on Comerica's website at [www.comerica.com](http://www.comerica.com)), the factors contained below, among others, could cause actual results to differ materially from forward-looking statements, and future results could differ materially from historical performance.

- General political, economic or industry conditions, either domestically or internationally, may be less favorable than expected.

Local, domestic, and international events including economic, financial market, political and industry specific conditions affect the financial services industry, directly and indirectly. The economic environment and market conditions in which Comerica operates continue to be uncertain. Financial market volatility increased through the fourth quarter of 2018. Also, economic growth in the rest of the world appears to be slowing, notably in China and in Europe. Changes to U.S. trade policy and reactions to changes by U.S. trading partners have also increased stress on many U.S. businesses. Most U.S. economic indicators continue to be positive. However, some have shown signs of weakness through the end of 2018. This includes residential investment, which has cooled as mortgage rates have increased. Conditions related to inflation, recession, unemployment, volatile interest rates, international conflicts, changes in trade policies and other factors, such as real estate values, energy prices, state and local municipal budget deficits, government spending and the U.S. national debt, outside of our control may, directly and indirectly, adversely affect Comerica.

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Governmental monetary and fiscal policies may adversely affect the financial services industry, and therefore impact Comerica's financial condition and results of operations.

Monetary and fiscal policies of various governmental and regulatory agencies, in particular the FRB, affect the financial services industry, directly and indirectly. The FRB regulates the supply of money and credit in the U.S. and its monetary and fiscal policies determine in a large part Comerica's cost of funds for lending and investing and the return that can be earned on such loans and investments. Changes in such policies, including changes in interest rates, such as recent increases in the federal funds rate, or changes in the FRB's balance sheet, such as the FRB's continuing balance sheet reduction, will influence the origination of loans, the value of investments, the generation of deposits and the rates received



Comerica's computer systems and network infrastructure and those of third parties, on which Comerica is highly dependent, are subject to security risks and could be susceptible to cyber attacks, such as denial of service attacks, hacking, terrorist activities or identity theft. Comerica's business relies on the secure processing, transmission, storage and retrieval of confidential, proprietary and other information in its computer and data management systems and networks, and in the computer and data management systems and networks of third parties. In addition, to access Comerica's network,



Comerica's liquidity and ability to fund and run its business could be materially adversely affected by a variety of conditions and factors, including financial and credit market disruptions and volatility, a lack of market or customer confidence in financial markets in general, or deposit competition as interest rates increase, which may result in a loss of customer deposits or outflows of cash or collateral and/or adversely affect Comerica's ability to access capital markets on favorable terms.

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As cybersecurity and data privacy risks for banking organizations and the broader financial system have significantly increased in recent years, cybersecurity and data privacy issues have become the subject of increasing legislative and regulatory focus. The federal bank regulatory agencies have proposed enhanced cyber risk management standards, which would apply to a wide range of large financial institutions and their third-party service providers, including Comerica and its bank subsidiaries, and would focus on cyber risk governance and management, management of internal and external dependencies, and incident response, cyber resilience and situational awareness. Several states have also proposed or adopted cybersecurity legislation and regulations, which require, among other things, notification to affected individuals











tariffs by such countries. Tariffs and retaliatory tariffs have been imposed, and additional tariffs and retaliatory tariffs have been proposed. Also, on October 1, 2018, the United States, Canada and Mexico agreed to a new trade deal, the United States-Mexico-Canada Agreement ("USMCA"), to replace the North American Free Trade Agreement. The USMCA is subject to congressional approval and various components of the USMCA are not effective until 2020. These and any other changes in tariffs, retaliatory tariffs or other trade restrictions on products and materials that Comerica's customers import or export could cause the prices of their products to increase, which could reduce demand for such products, or reduce



Comerica's future operating results depend substantially upon the continued service of its executive officers and key personnel. Comerica's future operating results also depend in significant part upon its ability to attract and retain qualified management, financial, technical, marketing, sales and support personnel. Competition for qualified personnel is intense,



Terrorist attacks or other hostilities may disrupt Comerica's operations or those of its customers. In addition, these events have had and may continue to have an adverse impact on the U.S. and world economy in general and consumer confidence and spending in particular, which could harm Comerica's operations. Any of these events could increase volatility in the U.S. and world financial markets, which could harm Comerica's stock price and may limit the capital resources available to Comerica and its customers. This could have a material adverse impact on Comerica's operating results, revenues and costs and may result in increased volatility in the market price of Comerica's common stock.









(b) Maximum number of shares and warrants that may yet be purchased under the publicly announced plans or programs. In January 2019,

the Board rescinded its warrant repurchase authorization following the expiration of all unexercised warrants.

(c) Includes approximately 121,000 shares (including 2,000 shares in the quarter ended December 31, 2018) purchased pursuant to deferred compensation plans and shares purchased from employees to pay for taxes related to restricted stock vesting under the terms of an employee share-based compensation plan during the year ended December 31,

2018. These transactions are not considered part of the Corporation's repurchase program.

(d) Includes July 24, 2018 equity repurchase authorization for an additional 10 million shares.

Item 6. Selected Financial Data.

Reference is made to the caption "Selected Financial Data" on page F-3 of the Financial Section of this report.



















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- 10.13B† Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 2) (filed as Exhibit 10.6 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, and incorporated herein by reference).
- 10.13C† Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 2.5) (filed as Exhibit 10.48 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, and incorporated herein by reference).
- 10.13D† Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 3) (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, and incorporated herein by reference).
- 10.13E† Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 4) (filed as Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference).
- 10.14† 2015 Comerica Incorporated Incentive Plan for Non-Employee Directors (filed as Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, and incorporated herein by reference).
- 10.14A† Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the 2015 Comerica Incorporated Incentive Plan for Non-Employee Directors (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, and incorporated herein by reference).
- 10.15† Form of Indemnification Agreement between Comerica Incorporated and certain of its directors and officers (filed as Exhibit 10.6 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2002, and incorporated herein by reference).
- 10.16† Supplemental Benefit Agreement with Eugene A. Miller (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, and incorporated herein by reference).
- 10.17† Supplemental Pension and Retiree Medical Agreement with Ralph W. Babb Jr. (filed as Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998, and incorporated herein by reference).
- 10.18A† Restrictive Covenants and General Release Agreement by and between Jon W. Bilstrom and Comerica Incorporated dated July 21, 2016 (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated July 27, 2016, and incorporated herein by reference).
- 10.18B† Restrictive Covenants and General Release Agreement by and between J. Patrick Faubion and Comerica Incorporated dated December 11, 2016 (filed as Exhibit 10.19C to Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, and incorporated herein by reference).
- 10.18C† Restrictive Covenants and General Release Agreement by and between David E. Duprey and Comerica Incorporated dated February 5, 2018 (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated









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**PERFORMANCE GRAPH**

The graph shown below compares the total returns (assuming reinvestment of dividends) of Comerica Incorporated common stock, the S&P 500 Index, and the KBW Bank Index. The graph assumes \$100 invested in Comerica Incorporated common stock (returns based on stock prices per the NYSE) and each of the indices on December 31, 2013 and the reinvestment of all dividends during the periods presented.

The performance shown on the graph is not necessarily indicative of future performance.













Impact of net noninterest-bearing sources of funds	0.41	0.20	0.17
Net interest margin (as a percentage of average earning assets)	3.58 %	3.11 %	2.71 %
(a) Nonaccrual loans are included in average balances reported and in the calculation of average rates.			
(b) Includes substantially all deposits by foreign depositors; deposits are primarily in excess of \$100,000.			











Prior period amounts restated to reflect the adoption of Accounting Standard Update (ASU) 2017-07,  
(a) "Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost," effective January 1, 2018. For further information, refer to Note 1 to the consolidated financial statements.

Noninterest expenses decreased \$66 million to \$1.8 billion in 2018, compared to 2017. The change in noninterest expenses included the Topic 606 proforma reduction of \$118 million to 2017 and an \$8 million increase in restructuring charges. Excluding these items, noninterest expenses increased \$44 million in 2018 primarily due to increases in salaries and benefits expense as well as outside processing fee expense (proforma), partly offset by decreases in FDIC insurance expense and other noninterest expenses.

Salaries and benefits expense increased \$48 million, or 5 percent, to \$1.0 billion in 2018, compared to \$961 million in 2017. The increase in salaries and benefits expense was driven by higher share-based and executive incentive compensation tied

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Noninterest income increased \$56 million, or 5 percent, to \$1.1 billion in 2017 compared to 2016, partially driven by the GEAR Up initiative. Card fees increased \$30 million, or 10 percent, to \$333 million in 2017, primarily due to volume-driven increases from merchant payment processing services, including new customers, and government card programs. Service charges on deposit accounts increased \$8 million, or 4 percent, to \$227 million in 2017, primarily reflecting an increase in commercial service charges. Fiduciary income increased \$8 million, or 5 percent, to \$198 million in 2017, primarily driven by the favorable impact on fees from market value increases and net asset inflows. Other noninterest income increased \$11 million, or 11 percent, to \$108 million in 2017, driven by small changes in various categories of other noninterest income. Refer to the table provided

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under the "Noninterest Income" subheading previously in this section for details of certain categories included in other noninterest income.

Noninterest expenses decreased \$70 million to \$1.9 billion in 2017, compared to 2016. Excluding restructuring charges related to the GEAR Up initiative, noninterest expenses decreased \$22 million in 2017. Salaries and benefits expense decreased \$28 million, or 3 percent, to \$961 million in 2017, primarily driven by the GEAR Up initiative, partially offset by an increase in performance-based incentive compensation and a one-time bonus of \$1,000 to approximately 4,500 non-officer employees, as well as the impact of merit increases. Outside processing fee expense increased \$30 million, or 9 percent, to \$366 million in 2017, primarily tied to revenue-generating activities, including expenses related to increases in merchant payment processing services and government card programs, as well as increases in other outsourced services. Restructuring charges associated with the implementation of the GEAR Up initiative decreased \$48 million to \$45 million in 2017, including decreases of \$42 million in employee costs, \$19 million in other restructuring costs and \$13 million in facilities costs, partially offset by an increase of \$26 million in technology costs. Equipment expense decreased \$8 million, or 15 percent, to \$45 million in 2017, primarily driven by favorable price renegotiations and a reduction in equipment depreciation expense, in part reflecting careful management of fully depreciated assets. Software expense increased \$7 million, or 6 percent, to \$126 million in 2017, primarily reflecting continued investment in the Corporation's technology infrastructure. Advertising expense increased \$7 million to \$28 million in 2017, primarily due to increased marketing expenses tied to new initiatives as well as an increase in sponsorship expenses.

The provision for income taxes increased \$298 million to \$491 million in 2017, primarily due to an increase in pre-tax income of \$564 million and the \$107 million charge to adjust deferred taxes resulting from the Tax Cuts and Jobs Act, partially offset by a \$35 million tax benefit from employee stock transactions.

Table of Contents**STRATEGIC LINES OF BUSINESS**

The Corporation has strategically aligned its operations into three major business segments: the Business Bank, the Retail Bank and Wealth Management. These business segments are differentiated based upon the type of customer and the related products and services provided. In addition to the three major business segments, the Finance Division is also reported as a segment. The Other category includes items not directly associated with these business segments or the Finance segment. The performance of the business segments is not comparable with the Corporation's consolidated results and is not necessarily comparable with similar information for any other financial institution. Additionally, because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities. Market segment results are also provided for the Corporation's three primary geographic markets: Michigan, California and Texas. In addition to the three primary geographic markets, Other Markets is also reported as a market segment. Note 23 to the consolidated financial statements describes the Corporation's segment reporting methodology as well as the business activities of each business segment and presents financial results of these business segments for the years ended December 31, 2018, 2017 and 2016.

The Corporation's management accounting system assigns balance sheet and income statement items to each segment using certain methodologies, which are regularly reviewed and refined. These methodologies may be modified as the management accounting system is enhanced and changes occur in the organizational structure and/or product lines. During 2018, the Small Business component was reclassified from Retail Bank to Business Bank. Results in all periods presented have been adjusted to reflect the change in organizational structure.

Net interest income for each segment reflects the interest income generated by earning assets less interest expense on interest-bearing liabilities plus the net impact from associated internal funds transfer pricing (FTP). The FTP methodology allocates credits to each business segment for deposits and other funds provided as well as charges for loans and other assets being funded. FTP crediting rates on deposits and other funds provided reflect the long-term value of deposits and other funding sources based on their implied maturities. FTP charge rates for funding loans and other assets reflect a matched cost of funds based on the pricing and duration characteristics of the assets. Therefore, net interest income for each segment primarily reflects the volume and associated FTP impacts of loan and deposit levels. Business segments that generate deposits benefited from higher FTP crediting rates on deposits during 2018 compared to the prior year. As overall market rates increased, FTP charges for funding loans increased for asset-generating business segments in the year ended December 31, 2018 compared to the prior year.

The following sections present a summary of the performance of each of the Corporation's business and market segments for the year ended December 31, 2018 compared to the same period in the prior year. The proforma effect of Topic 606 to the year ended December 31, 2017, reducing both noninterest income and noninterest expenses by \$118 million, primarily impacted the Business Bank and Other Markets segments.

**BUSINESS SEGMENTS**

The following table presents net income (loss) by business segment.

(dollar amounts in millions)

Years Ended December 31	2018		2017		2016	
Business Bank	\$1,024	85 %	\$755	90 %	\$613	99 %
Retail Bank	65	5	(6 )	(1 )	(61 )	(10 )
Wealth Management	121	10	87	11	68	11
	1,210	100%	836	100 %	620	100 %
Finance	(1 )		(23 )		(146 )	
Other (a)	26		(70 )		3	
Total	\$1,235		\$743		\$477	

(a) Primarily reflected discrete tax items, including a benefit of \$48 million in 2018 and a net charge of \$72 million in 2017.

The Business Bank's net income increased \$269 million to \$1.0 billion. Average loans increased \$377 million and average deposits decreased \$1.9 billion. Net interest income increased \$100 million to \$1.6 billion. An increase in loan income of \$355 million was partially offset by a \$41 million increase in deposit costs and a \$215 million increase

in allocated net FTP charges. The FTP allocation reflected increases in funding charges and crediting rates on deposits as a result of higher short-term rates. The provision for credit losses decreased \$63 million to \$6 million, primarily reflecting improved credit quality in most lines of business. Net credit-related charge-offs decreased \$44 million to \$52 million, with most of the decreases in Energy, Technology and Life Sciences as well as Corporate Banking. Including the Topic 606 proforma reduction of \$105 million to the prior year, noninterest income increased \$13 million and noninterest expenses increased \$34 million. Noninterest income benefited from a \$22 million increase in card fees (proforma) and smaller increases in other noninterest income categories, partially offset by decreases of \$9 million in service charges on deposit accounts (proforma) and \$5 million in letter of credit fees. Noninterest expenses reflected increases of \$12 million in salaries and benefits expense, \$11 million in outside processing fee expense (proforma), \$8 million in allocated corporate overhead and smaller increases in other categories of noninterest expenses, partially

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offset by an \$8 million decrease in FDIC insurance expense. Additionally, noninterest expenses in 2017 included \$6 million in net gains recognized on sales of assets that did not repeat.

The Retail Bank's net income increased \$71 million to \$65 million. Average loans and deposits were stable. Net interest income increased \$95 million to \$548 million. Increases of \$98 million in allocated net FTP credits and \$14 million in loan income were partially offset by a \$16 million increase in deposit costs. The FTP allocation primarily reflected an increase in crediting rates on deposits as a result of higher short-term rates. The provision for credit losses decreased \$3 million to a benefit of \$1 million. Including the Topic 606 proforma reduction of \$12 million to the prior year, noninterest income decreased \$6 million and noninterest expenses decreased \$1 million. Noninterest income was primarily impacted by a decrease of \$6 million due to the wind down of a retirement savings program and a \$2 million decline in service charges on deposit accounts (proforma), partially offset by a \$2 million increase in card fees (proforma). The decrease in noninterest expenses primarily reflected decreases of \$6 million in outside processing fee expense (proforma), including a \$3 million decrease resulting from the wind down of a retirement savings program in 2018, and \$4 million in FDIC insurance expense as well as smaller decreases in other categories of noninterest expenses, mostly offset by increases of \$9 million in salaries and benefits expense and \$4 million in restructuring charges.

Wealth Management's net income increased \$34 million to \$121 million. Net interest income increased \$12 million to \$181 million, primarily reflecting an increase in crediting rates on deposits as a result of higher short-term rates. The provision for credit losses decreased \$4 million to a benefit of \$3 million. Net credit-related recoveries decreased \$4 million to \$1 million in 2018. Noninterest income increased \$11 million to \$266 million, primarily reflecting increases of \$7 million in fiduciary income and \$3 million in brokerage fees. Noninterest expenses increased \$8 million to \$293 million, primarily reflecting a \$5 million increase in salaries and benefits expense and smaller increases in other categories of noninterest expenses.

The net loss in the Finance segment decreased \$22 million to \$1 million, primarily reflecting an increase in net FTP revenue as a result of higher rates charged to the business segments under the Corporation's internal FTP methodology, partially offset by a \$15 million loss, net of tax, due to repositioning the securities portfolio.

## MARKET SEGMENTS

The following table presents net income (loss) by market segment.

(dollar amounts in millions)

Years Ended December 31	2018		2017		2016	
Michigan	\$326	27 %	\$247	30 %	\$210	33 %
California	375	31	229	27	246	40
Texas	229	19	175	21	(39 )	(6 )
Other Markets	280	23	185	22	203	33
	1,210	100 %	836	100 %	620	100 %
Finance & Other (a)	25		(93 )		(143 )	
Total	\$1,235		\$743		\$477	

(a) Primarily reflected discrete tax items, including a benefit of \$48 million in 2018 and a net charge of \$72 million in 2017.

The Michigan market's net income increased \$79 million to \$326 million. Average loans decreased \$146 million and average deposits decreased \$1.1 billion. Net interest income increased \$70 million to \$727 million. An increase in loan income of \$95 million was partially offset by a \$23 million increase in deposit costs and a \$1 million increase in allocated net FTP charges. The FTP allocation reflected an increase in funding charges mostly offset by increases in crediting rates on deposits as a result of higher short-term rates. The provision for credit losses increased \$22 million to \$30 million, primarily reflecting an increase in general Middle Market. Net credit-related charge-offs increased \$8 million to \$7 million, primarily reflecting an increase in general Middle Market. Including the Topic 606 proforma reduction of \$13 million to the prior year, noninterest income decreased \$15 million and noninterest expenses increased \$1 million. The decrease in noninterest income reflected decreases of \$9 million in fiduciary income, \$6 million in service charges on deposit accounts (proforma) and smaller decreases in several other categories, partially offset by a \$3 million increase in card fees (proforma). Noninterest expenses were impacted by an \$8 million increase

in salaries and benefits expense, \$6 million of net gains recognized in 2017 on sales of assets that did not repeat and smaller increases in other categories of noninterest expenses, mostly offset by a \$14 million decrease in allocated corporate overhead.

The California market's net income increased \$146 million to \$375 million. Average loans increased \$275 million and average deposits decreased \$569 million. Net interest income increased \$77 million to \$788 million. An increase in loan income of \$158 million was partially offset by a \$23 million increase in deposit costs and a \$58 million increase in allocated net FTP charges. The FTP allocation reflected increases in funding charges and in crediting rates on deposits as a result of higher short-term rates. The provision for credit losses decreased \$73 million to \$31 million, primarily reflecting improved credit quality in most lines of business. Net credit-related charge-offs decreased \$6 million to \$27 million, with the largest decrease in Corporate Banking. Including the Topic 606 proforma reduction of \$7 million to the prior year, noninterest income was unchanged and noninterest expenses increased \$27 million. Noninterest income was impacted by a \$4 million increase in card fees (proforma)

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and smaller increases in other categories of noninterest income, offset by decreases of \$3 million each in service charges on deposit accounts (proforma) and letter of credit fees. Noninterest expenses reflected increases of \$13 million in allocated corporate overhead, \$6 million in salaries and benefits expense, \$4 million each in outside processing fee expense (proforma) and restructuring charges as well as smaller increases in other categories of noninterest expenses, partially offset by a \$4 million decrease in FDIC insurance expense. Additionally, the increase in noninterest expenses reflected the impact of a \$3 million benefit in 2017 due to a favorable litigation-related settlement.

The Texas market's net income increased \$54 million to \$229 million. Average loans decreased \$148 million and average deposits decreased \$632 million. Net interest income increased \$24 million to \$475 million. An increase in loan income of \$68 million was partially offset by increases of \$5 million in deposit costs and \$40 million in allocated net FTP charges. The FTP allocation reflected increases in funding charges and in crediting rates on deposits as a result of higher short-term rates. The provision for credit losses was impacted by a \$19 million decrease in provision benefit to \$53 million, primarily due to improved credit quality and a large decrease in Energy loans in 2017. Net credit-related charge-offs decreased \$34 million to \$12 million, primarily reflecting decreases in Energy and general Middle Market. Including the Topic 606 proforma reduction of \$6 million to the prior year, noninterest income increased \$5 million and noninterest expenses decreased \$4 million. Noninterest income was primarily impacted by a \$3 million increase in card fees (proforma). The decline in noninterest expenses primarily reflected decreases of \$4 million in allocated corporate overhead and \$3 million in FDIC insurance expense, partially offset by a \$2 million increase in outside processing fee expense (proforma).

Other Markets' net income increased \$95 million to \$280 million. Average loans increased \$227 million and average deposits increased \$267 million. Net interest income increased \$36 million to \$352 million. An increase in loan income of \$70 million was partially offset by a \$13 million increase in deposit costs and a \$21 million increase in allocated net FTP charges. The FTP allocation reflected an increase in funding charges as well as increases in crediting rates on deposits as a result of higher short-term rates. The provision for credit losses decreased \$39 million to a \$6 million benefit, with most of the decreases in Corporate Banking, Small Business as well as Technology and Life Sciences. Net credit-related charge-offs decreased \$9 million to \$5 million, primarily reflecting decreases in Technology and Life Sciences as well as Small Business. Including the Topic 606 proforma reduction of \$92 million to the prior year, noninterest income increased \$28 million and noninterest expenses increased \$18 million. Noninterest income was primarily impacted by increases of \$15 million in fiduciary income and \$13 million in card fees (proforma). Noninterest expenses primarily reflected increases of \$11 million in salaries and benefits expense and \$10 million in allocated corporate overhead, partially offset by a \$4 million decrease in outside processing fee expense (proforma).

Net income for the Finance & Other category increased \$118 million to \$25 million, primarily reflecting the \$120 million change in discrete tax items and an increase in FTP revenue as a result of higher rates charged to the market segments under the Corporation's internal FTP methodology, partially offset by a \$15 million loss, net of tax, due to repositioning the securities portfolio.

The following table lists the Corporation's banking centers by geographic market segment.

December 31	2018	2017	2016
Michigan	193	194	209
Texas	122	122	127
California	96	97	97
<b>Other Markets:</b>			
Arizona	17	17	17
Florida	7	7	7
Canada	1	1	1
Total Other Markets	25	25	25
<b>Total</b>	<b>436</b>	<b>438</b>	<b>458</b>









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Corporate Banking generally serves customers with revenue over \$500 million. The \$345 million decrease in average Corporate Banking loans reflected continued pricing and credit discipline as well as an elevated number of customers taking advantage of favorable valuations to sell their businesses.

## Investment Securities

(dollar amounts in millions)	Maturity (a)										Weighted Average Maturity Years	
	Within 1 Year	1 - 5 Years	5 - 10 Years	After 10 Years	Total	Amount	Yield	Amount	Yield	Amount		Yield
December 31, 2018												
U.S. Treasury and other U.S. government agency securities	\$ 100	1.42 %	\$ 2,627	2.34 %	\$ —	— %	\$ —	— %	\$ 2,727	2.30 %	2.3	
Residential mortgage-backed securities (b)	—	—	15	2.70	1,502	2.43	7,801	2.36	9,318	2.37	19.7	
Total investment securities	\$ 100	1.42 %	\$ 2,642	2.34 %	\$ 1,502	2.43 %	\$ 7,801	2.36 %	\$ 12,045	2.35 %	15.8	

(a) Based on final contractual maturity.

(b) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

Investment securities decreased \$159 million to \$12.0 billion at December 31, 2018, from \$12.2 billion at December 31, 2017, including a \$57 million increase in net unrealized losses. Net unrealized losses on investment securities available-for-sale were \$180 million at December 31, 2018, compared to net unrealized losses of \$123 million at December 31, 2017. At December 31, 2018, the weighted-average expected life of the Corporation's residential mortgage-backed securities portfolio was approximately 3.5 years. On an average basis, investment securities decreased \$397 million to \$11.8 billion in 2018, compared to \$12.2 billion in 2017. The decrease was primarily due to an increase in net unrealized losses.

At the end of the third quarter 2018, the Corporation repositioned \$1.3 billion of treasury securities by purchasing securities yielding approximately \$4 million in additional interest per quarter. The loss taken on the securities sold (\$15 million, net of tax) was offset by discrete tax benefits resulting from actions taken related to the Tax Cuts and Jobs Act.

## Interest-Bearing Deposits with Banks and Other Short-Term Investments

Interest-bearing deposits with banks primarily include deposits with the Federal Reserve Bank (FRB) and also include deposits with banks in developed countries or international banking facilities of foreign banks located in the United States. Interest-bearing deposits with banks are mostly used to manage liquidity requirements of the Corporation. Interest-bearing deposits with banks decreased \$1.2 billion to \$3.2 billion at December 31, 2018. On an average basis, interest-bearing deposits with banks decreased \$743 million to \$4.7 billion in 2018, compared to \$5.4 billion in 2017. Other short-term investments include federal funds sold, trading securities, money market investments and loans held-for-sale. Substantially all trading securities are deferred compensation plan assets. Loans held-for-sale typically represent residential mortgage loans originated with management's intention to sell and, from time to time, other loans that are transferred to held-for-sale. Other short-term investments increased \$38 million to \$134 million at December 31, 2018. On an average basis, other short-term investments increased \$42 million to \$134 million in 2018.

## DEPOSITS AND BORROWED FUNDS

At December 31, 2018, total deposits were \$55.6 billion, a decrease of \$2.3 billion, or 4 percent, compared to \$57.9 billion at December 31, 2017, reflecting a decrease of \$3.4 billion, or 11 percent, in noninterest-bearing deposits, partially offset by an increase of \$1.0 billion, or 4 percent, in interest-bearing deposits. The Corporation's average deposits and borrowed funds balances are detailed in the following table.

(dollar amounts in millions)				Percent	
Years Ended December 31	2018	2017	Change	Change	
Noninterest-bearing deposits	\$29,241	\$31,013	\$(1,772)	(6 )	%
Money market and interest-bearing checking deposits	22,378	21,585	793	4	
Savings deposits	2,199	2,133	66	3	
Customer certificates of deposit	2,092	2,471	(379)	(15 )	
Foreign office time deposits	25	56	(31)	(56 )	

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Total deposits	\$55,935	\$57,258	\$(1,323)	(2 )%
Short-term borrowings	\$62	\$277	\$(215 )	(78 )%
Medium- and long-term debt	5,842	4,969	873	18
Total borrowed funds	\$5,904	\$5,246	\$658	13 %

Average deposits decreased \$1.3 billion, or 2 percent, to \$55.9 billion in 2018, compared to \$57.3 billion in 2017, reflecting a decrease of \$1.8 billion, or 6 percent, in noninterest-bearing deposits, partially offset by an increase of \$449 million, or 2 percent, in interest-bearing deposits. The decrease is primarily due to more efficient cash management by customers. The largest decreases



During 2018, the Corporation repurchased 14.8 million shares for a total \$1.3 billion. This included \$149 million in the first quarter and \$169 million in the second quarter repurchased under the Corporation's 2017 capital plan. The Board of Directors (the Board) approved the repurchase of \$500 million in each of the third and fourth quarters of 2018. The Corporation facilitated the third and fourth quarter repurchases through an accelerated share repurchase program due to volume and timing execution constraints.

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### RISK MANAGEMENT

The Corporation assumes various types of risk as a result of conducting business in the normal course. The Corporation's enterprise risk framework provides a process for identifying, measuring, controlling and managing these risks. This framework incorporates a risk assessment process, a collection of risk committees that manage the Corporation's major risk elements, and a risk appetite statement that outlines the levels and types of risks the Corporation accepts. The Corporation continuously enhances its enterprise risk framework with additional processes, tools and systems designed to not only provide management with deeper insight into the various existing and emerging risks in accordance with its appetite for risk, but also to improve the Corporation's ability to control those risks and ensure that appropriate consideration is received for the risks taken.

The Corporation's front line employees, the first line of defense, are responsible for the day-to-day management of risks including the identification, assessment, measurement and control of risks encountered as a part of the normal course of business. Risks are further monitored, measured and controlled by the second line of defense, comprised of specialized risk managers for each of the major risk categories who provide oversight, effective challenge and guidance for the risk management activities of the organization. The majority of these risk managers reside in the Enterprise Risk Division. The Enterprise Risk Division, led by the Chief Risk Officer, is responsible for designing and managing the Corporation's enterprise risk framework and ensures effective risk management oversight. Risk management committees serve as a point of review and escalation for those risks which may have risk interdependencies or where risk levels may be nearing the limits outlined in the Corporation's risk appetite statement. These committees comprise senior and executive management that represent views from both the lines of business and risk management. Internal Audit, the third line of defense, monitors and assesses the overall effectiveness of the risk management framework on an ongoing basis and provides an independent assessment of the Corporation's ability to manage and control risk to management and the Audit Committee of the Board.

The Enterprise-Wide Risk Management Committee, chaired by the Chief Risk Officer, is established by the Enterprise Risk Committee of the Board, and is responsible for governance over the risk management framework, providing oversight in managing the Corporation's aggregate risk position and reporting on the comprehensive portfolio of risks as well as the potential impact these risks can have on the Corporation's risk profile and resulting capital level. Capital is the common denominator of risk. The Enterprise-Wide Risk Management Committee is principally composed of senior officers and executives representing the different risk areas and business units who are appointed by the Chairman and Chief Executive Officer of the Corporation.

The Board's Enterprise Risk Committee meets quarterly and is chartered to assist the Board in promoting the best interests of the Corporation by overseeing policies, procedures and risk practices relating to enterprise-wide risk and ensuring compliance with bank regulatory obligations. Members of the Enterprise Risk Committee are selected such that the committee comprises individuals whose experiences and qualifications can lead to broad and informed views on risk matters facing the Corporation and the financial services industry. These include, but are not limited to, existing and emerging risk matters related to credit, market, liquidity, operational, compliance and strategic conditions. A comprehensive risk report is submitted to the Enterprise Risk Committee each quarter providing management's view of the Corporation's aggregate risk position.

Further discussion and analyses of each major risk area are included in the following sub-sections of the Risk Management section in this financial review.

### CREDIT RISK

Credit risk represents the risk of loss due to failure of a customer or counterparty to meet its financial obligations in accordance with contractual terms. The governance structure is administered through the Strategic Credit Committee. The Strategic Credit Committee is chaired by the Chief Credit Officer and approves recommendations to address credit risk matters through credit policy, credit risk management practices and required credit risk actions. The Strategic Credit Committee also ensures a comprehensive reporting of credit risk levels and trends, including exception levels, along with identification and mitigation of emerging risks. In order to facilitate the corporate credit risk management process, various other corporate functions provide the resources for the Strategic Credit Committee to carry out its responsibilities. The Corporation manages credit risk through underwriting and periodically reviewing and approving its credit exposures using approved credit policies and guidelines. Additionally, the Corporation

manages credit risk through loan portfolio diversification, limiting exposure to any single industry, customer or guarantor, and selling participations and/or syndicating credit exposures above those levels it deems prudent to third parties.

The Credit Division manages credit policy and provides the resources to manage the line of business transactional credit risk, assuring that all exposure is risk rated according to the requirements of the credit risk rating policy and providing business segment reporting support as necessary. The Enterprise Risk Division provides credible and well-documented challenge of overall portfolio credit risk, and other credit-related attributes of the Corporation's loan portfolios, with a particular emphasis on all attendant modeled results. The Corporation's Asset Quality Review function, a division of Internal Audit, audits the accuracy of internal risk ratings that are assigned by the lending and credit groups. The Special Assets Group is responsible for managing the recovery process on distressed or defaulted loans and loan sales.

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Portfolio Risk Analytics, within the Credit Division, provides comprehensive reporting on portfolio credit risk levels and trends, continuous assessment and verification of risk rating models, quarterly calculation of the allowance for loan losses and the allowance for credit losses on lending-related commitments, and calculation of economic credit risk capital.

**ANALYSIS OF THE ALLOWANCE FOR LOAN LOSSES**

(dollar amounts in millions)

Years Ended December 31	2018	2017	2016	2015	2014
Balance at beginning of year	\$712	\$730	\$634	\$594	\$598
Loan charge-offs:					
Commercial	95	133	181	139	59
Commercial mortgage	3	3	3	3	22
Lease financing	—	1	—	1	—
International	1	6	23	14	6
Residential mortgage	—	—	—	1	2
Consumer	4	6	7	10	13
Total loan charge-offs	103	149	214	168	102
Recoveries:					
Commercial	44	37	43	33	34
Real estate construction	—	1	—	1	4
Commercial mortgage	2	9	20	21	28
Lease financing	—	—	—	—	2
International	1	3	—	—	—
Residential mortgage	1	1	1	2	4
Consumer	4	6	4	11	5
Total recoveries	52	57	68	68	77
Net loan charge-offs	51	92	146	100	25
Provision for loan losses	11	73	241	142	22
Foreign currency translation adjustment	(1 )	1	1	(2 )	(1 )
Balance at end of year	\$671	\$712	\$730	\$634	\$594
Net loan charge-offs during the year as a percentage of average loans outstanding during the year	0.11 %	0.19 %	0.30 %	0.21 %	0.05 %

**Allowance for Credit Losses**

The allowance for credit losses includes both the allowance for loan losses and the allowance for credit losses on lending-related commitments. The allowance for loan losses represents management's assessment of probable, estimable losses inherent in the Corporation's loan portfolio. The allowance for credit losses on lending-related commitments, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, provides for probable losses inherent in lending-related commitments, including unused commitments to extend credit and standby letters of credit. Refer to Note 1 to the consolidated financial statements for a discussion of the methodology used in the determination of the allowance for credit losses.

An analysis of the coverage of the allowance for loan losses is provided in the following table.

Years Ended December 31	2018	2017	2016
Allowance for loan losses as a percentage of total loans at end of year	1.34 %	1.45 %	1.49 %
Allowance for loan losses as a multiple of total nonperforming loans at end of year	2.9x	1.7x	1.2x
Allowance for loan losses as a multiple of total net loan charge-offs for the year	13.1x	7.7x	5.0x

The allowance for loan losses was \$671 million at December 31, 2018, compared to \$712 million at December 31, 2017, a decrease of \$41 million, or 6 percent. The decrease in the allowance for loan losses reflected continued improvement in credit quality of the portfolio, including a \$683 million decline in criticized loans and a \$41 million decline in net loan charge-offs.



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## ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES

	2018			2017			2016			2015			2014		
(dollar amounts in millions)	Allocated Allowance	Ratio (a)	% (b)	Allocated Allowance	Ratio (a)	% (b)	Allocated Allowance	Ratio (a)	% (b)	Allocated Allowance	Ratio (a)	% (b)	Allocated Allowance	Ratio (a)	% (b)
December 31															
<b>Business loans</b>															
Commercial	\$492	1.54	64	\$521	1.63	63	\$547	1.63	63	\$448	1.65	63	\$379	1.65	63
Real estate construction	19	0.62	6	19	0.6	6	21	0.6	6	12	0.4	4	20	0.4	4
Commercial mortgage	99	1.08	18	91	1.19	19	93	1.18	18	93	1.18	18	120	1.18	18
Lease financing	4	0.70	1	12	0.7	1	5	0.7	1	3	0.7	1	2	0.7	1
International	13	1.31	2	18	1.3	2	16	1.3	2	23	1.3	3	13	1.3	3
Total business loans	627	1.37	91	661	1.91	91	682	1.91	91	579	1.91	91	534	1.91	91
<b>Retail loans</b>															
Residential mortgage	9	0.43	4	13	0.4	4	11	0.4	4	14	0.4	4	14	0.4	4
Consumer	35	1.40	5	38	1.4	5	37	1.4	5	41	1.4	5	46	1.4	5
Total retail loans	44	0.97	9	51	0.9	9	48	0.9	9	55	0.9	9	60	0.9	9
Total loans	\$671	1.34	100	\$712	1.34	100	\$730	1.34	100	\$634	1.34	100	\$594	1.34	100

(a) Allocated allowance as a percentage of related loans outstanding.

(b) Loans outstanding as a percentage of total loans.

The allowance for credit losses on lending-related commitments includes specific allowances, based on individual evaluations of certain letters of credit in a manner consistent with business loans, and allowances based on the pool of the remaining letters of credit and all unused commitments to extend credit within each internal risk rating.

The allowance for credit losses on lending-related commitments was \$30 million at December 31, 2018 compared to \$42 million at December 31, 2017. An analysis of changes in the allowance for credit losses on lending-related commitments is presented below.

(dollar amounts in millions)

Years Ended December 31	2018	2017	2016	2015	2014
Balance at beginning of year	\$42	\$41	\$45	\$41	\$36
Charge-offs on lending-related commitments (a)	—	—	(11)	(1)	—
Provision for credit losses on lending-related commitments	(12)	1	7	5	5
Balance at end of year	\$30	\$42	\$41	\$45	\$41

(a) Charge-offs result from the sale of unfunded lending-related commitments.

For additional information regarding the allowance for credit losses, refer to the "Critical Accounting Policies" section of this financial review and Notes 1 and 4 to the consolidated financial statements.

## Nonperforming Assets

Nonperforming assets include loans on nonaccrual status, troubled debt restructured loans (TDRs) which have been renegotiated to less than the original contractual rates (reduced-rate loans) and foreclosed property. TDRs include performing and nonperforming loans. Nonperforming TDRs are either on nonaccrual or reduced-rate status.

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## SUMMARY OF NONPERFORMING ASSETS AND PAST DUE LOANS

(dollar amounts in millions)

December 31	2018	2017	2016	2015	2014
Nonaccrual loans:					
Business loans:					
Commercial	\$ 141	\$ 309	\$ 445	\$ 238	\$ 109
Real estate construction	—	—	—	1	2
Commercial mortgage	20	31	46	60	95
Lease financing	2	4	6	6	—
International	3	6	14	8	—
Total nonaccrual business loans	166	350	511	313	206
Retail loans:					
Residential mortgage	36	31	39	27	36
Consumer:					
Home equity	19	21	28	27	30
Other consumer	—	—	4	—	1
Total consumer	19	21	32	27	31
Total nonaccrual retail loans	55	52	71	54	67
Total nonaccrual loans	221	402	582	367	273
Reduced-rate loans	8	8	8	12	17
Total nonperforming loans	229	410	590	379	290
Foreclosed property	1	5	17	12	10
Total nonperforming assets	\$ 230	\$ 415	\$ 607	\$ 391	\$ 300
Gross interest income that would have been recorded had the nonaccrual and reduced-rate loans performed in accordance with original terms	\$ 19	\$ 31	\$ 38	\$ 27	\$ 25
Interest income recognized	4	7	6	5	6
Nonperforming loans as a percentage of total loans	0.46 %	0.83 %	1.20 %	0.77 %	0.60 %
Loans past due 90 days or more and still accruing	\$ 16	\$ 35	\$ 19	\$ 17	\$ 5
Loans past due 90 days or more and still accruing as a percentage of total loans	0.03 %	0.07 %	0.04 %	0.03 %	0.01 %

Nonperforming assets decreased \$185 million to \$230 million at December 31, 2018, from \$415 million at December 31, 2017. The decrease in nonperforming assets primarily reflected a \$168 million decrease in nonaccrual commercial loans, with the largest decreases in general Middle Market, Energy and Corporate Banking.

Nonperforming assets were 0.46 percent of total loans and foreclosed property at December 31, 2018, compared to 0.84 percent at December 31, 2017.

The following table presents a summary of TDRs at December 31, 2018 and 2017.

(in millions)

December 31	2018	2017
Nonperforming TDRs:		
Nonaccrual TDRs	\$ 73	\$ 182
Reduced-rate TDRs	8	8
Total nonperforming TDRs	81	190
Performing TDRs (a)	101	123
Total TDRs	\$ 182	\$ 313

TDRs that do not include a reduction in the original contractual interest rate which are performing in accordance with their modified terms.

At December 31, 2018, nonaccrual and performing TDRs included \$38 million and \$46 million of Energy loans, respectively, compared to \$82 million and \$43 million, respectively at December 31, 2017.



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The following table presents a summary of changes in nonaccrual loans.

(in millions)

Years Ended December 31	2018	2017
Balance at beginning of period	\$402	\$582
Loans transferred to nonaccrual (a)	197	297
Nonaccrual loan gross charge-offs	(103 )	(149 )
Loans transferred to accrual status (a)	(6 )	—
Nonaccrual loans sold	(39 )	(40 )
Payments/other (b)	(230 )	(288 )
Balance at end of period	\$221	\$402

(a) Based on an analysis of nonaccrual loans with book balances greater than \$2 million.

(b) Includes net changes related to nonaccrual loans with balances less than \$2 million, payments on nonaccrual loans with book balances greater than \$2 million and transfers of nonaccrual loans to foreclosed property.

There were 32 borrowers with balances greater than \$2 million transferred to nonaccrual status in 2018, a decrease of 6 when compared to 38 in 2017.

The following table presents the composition of nonaccrual loans by balance and the related number of borrowers at December 31, 2018 and 2017.

	2018		2017	
(dollar amounts in millions) of	Number	Balance	Number	Balance
Borrowers	Borrowers	Borrowers	Borrowers	Borrowers
Under \$2 million	799	\$ 78	939	\$ 85
\$2 million - \$5 million	14	41	16	47
\$5 million - \$10 million	10	69	12	93
\$10 million - \$25 million	2	33	8	130
Greater than \$25 million	—	—	1	47
Total	825	\$ 221	976	\$ 402

The following table presents a summary of nonaccrual loans at December 31, 2018 and loans transferred to nonaccrual and net loan charge-offs for the year ended December 31, 2018, based on North American Industry Classification System (NAICS) categories.

(dollar amounts in millions) Industry Category	December 31, 2018			Year Ended December 31, 2018					
	Nonaccrual Loans			Loans Transferred to Nonaccrual		Net Loan Charge-Offs (Recoveries)			
Mining, Quarrying and Oil & Gas Extraction	\$ 50	23	%	\$ 30	15	%	\$ 9	16	%
Residential Mortgage	36	16		10	5	—	—		
Manufacturing	33	15		91	45	19	37		
Health Care & Social Assistance	18	8		14	7	(1 )	(1 )		
Services	14	6		19	10	10	20		
Contractors	13	6		—	—	(2 )	(3 )		
Real Estate & Home Builders	8	4		3	2	2	4		
Wholesale Trade	7	3		19	10	13	25		
Information & Communication	5	2		5	3	1	2		
Other (b)	37	17		6	3	—	—		
Total	\$ 221	100	%	\$ 197	100	%	\$ 51	100	%

(a) Based on an analysis of nonaccrual loans with book balances greater than \$2 million.

(b) Consumer, excluding residential mortgage and certain personal purpose nonaccrual loans and net charge-offs, is included in the Other category.

Loans past due 90 days or more and still accruing interest generally represent loans that are well collateralized and in the process of collection. Loans past due 90 days or more decreased \$19 million to \$16 million at December 31, 2018, compared to \$35 million at December 31, 2017. Loans past due 30-89 days decreased \$169 million to \$133 million at December 31, 2018, compared to \$302 million at December 31, 2017. An aging analysis of loans included in Note 4 to the consolidated financial statements provides further information about the balances comprising past due loans.

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The following table presents a summary of total criticized loans. The Corporation's criticized list is consistent with the Special Mention, Substandard and Doubtful categories defined by regulatory authorities. Criticized loans with balances of \$2 million or more on nonaccrual status or loans with balances of \$1 million or more whose terms have been modified in a TDR are individually subjected to quarterly credit quality reviews, and the Corporation may establish specific allowances for such loans. A table of loans by credit quality indicator included in Note 4 to the consolidated financial statements provides further information about the balances comprising total criticized loans. (dollar amounts in millions)

December 31	2018	2017
Total criticized loans	\$1,548	\$2,231
As a percentage of total loans	3.1 %	4.5 %

The \$683 million decrease in criticized loans in the year ended December 31, 2018 included decreases of \$303 million in Energy and \$159 million in general Middle Market.

The following table presents a summary of changes in foreclosed property.

(in millions)

Years Ended December 31	2018	2017
Balance at beginning of period	\$5	\$17
Acquired in foreclosure	3	8
Write-downs	—	(1)
Foreclosed property sold (a)	(7)	(19)
Balance at end of period	\$1	\$5
(a) Net gain on foreclosed property sold	\$1	\$3

For further information regarding the Corporation's nonperforming assets policies and impaired loans, refer to Note 1 and Note 4 to the consolidated financial statements.

**Concentration of Credit Risk**

Concentrations of credit risk may exist when a number of borrowers are engaged in similar activities, or activities in the same geographic region, and have similar economic characteristics that would cause them to be similarly impacted by changes in economic or other conditions. The Corporation has a concentration of credit risk with the automotive industry. All other industry concentrations, as defined by management, individually represented less than 10 percent of total loans at December 31, 2018.

The following table presents a summary of loans outstanding to companies related to the automotive industry.

	2018		2017	
(in millions)	Loans	Percent of	Loans	Percent of
December 31	Outstanding	Total Loans	Outstanding	Total Loans
Production:				
Domestic	\$946		\$1,007	
Foreign	385		337	
Total production	1,331	2.7 %	1,344	2.7 %
Dealer:				
Floor plan	4,678		4,359	
Other	3,419		3,233	
Total dealer	8,097	16.1 %	7,592	15.5 %
Total automotive	\$9,428	18.8 %	\$8,936	18.2 %

Substantially all dealer loans are in the National Dealer Services business line. Loans in the National Dealer Services business line primarily include floor plan financing and other loans to automotive dealerships. Floor plan loans, included in commercial loans in the Consolidated Balance Sheets, totaled \$4.7 billion at December 31, 2018, an increase of \$319 million compared to \$4.4 billion at December 31, 2017. At December 31, 2018 other loans in the National Dealer Services business line totaled \$3.4 billion, including \$2.0 billion of owner-occupied commercial real estate mortgage loans, compared to \$3.2 billion, including \$1.9 billion of owner-occupied commercial real estate mortgage loans, at December 31, 2017. Automotive lending also includes loans to borrowers involved with

automotive production, primarily Tier 1 and Tier 2 suppliers. Loans to borrowers involved with automotive production totaled \$1.3 billion at both December 31, 2018 and 2017.

Dealer loans, as shown in the table above, totaled \$8.1 billion at December 31, 2018, of which \$4.7 billion, or 60 percent, were to foreign franchises, and \$2.3 billion, or 29 percent, were to domestic franchises. Other dealer loans, totaling \$844 million,

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or 11 percent, at December 31, 2018, include obligations where a primary franchise was indeterminable, such as loans to large public dealership consolidators and rental car, leasing, heavy truck and recreation vehicle companies. There were \$4 million of nonaccrual loans to automotive borrowers at December 31, 2018 and none at December 31, 2017. There was \$5 million of automotive net loan charge-offs in 2018 and none in 2017.

For further information regarding significant group concentrations of credit risk, refer to Note 5 to the consolidated financial statements.

**Commercial Real Estate Lending**

At December 31, 2018, the Corporation's commercial real estate portfolio represented 24 percent of total loans. The following table summarizes the Corporation's commercial real estate loan portfolio by loan category.

(in millions)

December 31	2018	2017
Real estate construction loans:		
Commercial Real Estate business line (a)	\$2,687	\$2,630
Other business lines (b)	390	331
Total real estate construction loans	\$3,077	\$2,961
Commercial mortgage loans:		
Commercial Real Estate business line (a)	\$1,743	\$1,831
Other business lines (b)	7,363	7,328
Total commercial mortgage loans	\$9,106	\$9,159

(a) Primarily loans to real estate developers.

(b) Primarily loans secured by owner-occupied real estate.

The Corporation limits risk inherent in its commercial real estate lending activities by monitoring borrowers directly involved in the commercial real estate markets and adhering to conservative policies on loan-to-value ratios for such loans. Commercial real estate loans, consisting of real estate construction and commercial mortgage loans, totaled \$12.2 billion at December 31, 2018, of which \$4.4 billion, or 36 percent, were to borrowers in the Commercial Real Estate business line, which includes loans to real estate developers, an increase of \$63 million compared to December 31, 2017. The remaining \$7.8 billion, or 64 percent, of commercial real estate loans in other business lines consisted primarily of owner-occupied commercial mortgages, which bear credit characteristics similar to non-commercial real estate business loans.

The real estate construction loan portfolio primarily contains loans made to long-time customers with satisfactory completion experience. Credit quality in the real estate construction loan portfolio was strong, with criticized loans of \$31 million and \$4 million at December 31, 2018 and 2017, respectively. There were no net charge-offs in 2018 and net recoveries of \$1 million in 2017.

Commercial mortgage loans are loans where the primary collateral is a lien on any real property and are primarily loans secured by owner occupied real estate. Real property is generally considered primary collateral if the value of that collateral represents more than 50 percent of the commitment at loan approval. Loans in the commercial mortgage portfolio generally mature within three to five years. Criticized commercial mortgage loans in the Commercial Real Estate business line totaled \$61 million and \$72 million at December 31, 2018 and December 31, 2017, respectively. In other business lines, \$206 million and \$229 million of commercial mortgage loans were criticized at December 31, 2018 and 2017, respectively. Commercial mortgage loan net charge-offs were \$1 million in 2018, compared to net recoveries of \$6 million in 2017.

**Residential Real Estate Lending**

At December 31, 2018, residential real estate loans represented 7 percent of total loans. The following table summarizes the Corporation's residential mortgage and home equity loan portfolios by geographic market.

(dollar amounts in millions) December 31	2018			2017				
	Residential Mortgage Loans	% of Total Loans	Home Equity Loans	% of Total Loans	Residential Mortgage Loans	% of Total Loans	Home Equity Loans	% of Total Loans

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Geographic market:

Michigan	\$406	21 %	\$650	37 %	\$387	19 %	\$705	39 %
California	993	50	710	40	1,023	52	718	40
Texas	310	16	346	20	297	15	335	18
Other Markets	261	13	59	3	281	14	58	3
Total	\$1,970	100%	\$1,765	100%	\$1,988	100%	\$1,816	100%

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Residential real estate loans, which consist of traditional residential mortgages and home equity loans and lines of credit, totaled \$3.7 billion at December 31, 2018. The residential real estate portfolio is principally located within the Corporation's primary geographic markets. Substantially all residential real estate loans past due 90 days or more are placed on nonaccrual status, and substantially all junior lien home equity loans that are current or less than 90 days past due are placed on nonaccrual status if full collection of the senior position is in doubt. At no later than 180 days past due, such loans are charged off to current appraised values less costs to sell.

Residential mortgages totaled \$2.0 billion at December 31, 2018, and were primarily larger, variable-rate mortgages originated and retained for certain private banking relationship customers. Of the \$2.0 billion of residential mortgage loans outstanding, \$36 million were on nonaccrual status at December 31, 2018. The home equity portfolio totaled \$1.8 billion at December 31, 2018, of which \$1.6 billion was outstanding under primarily variable-rate, interest-only home equity lines of credit, \$123 million were in amortizing status and \$36 million were closed-end home equity loans. Of the \$1.8 billion of home equity loans outstanding, \$19 million were on nonaccrual status at December 31, 2018. A majority of the home equity portfolio was secured by junior liens at December 31, 2018.

Energy Lending

The Corporation has a portfolio of Energy loans that are included primarily in commercial loans in the Consolidated Balance Sheets. Customers in the Corporation's Energy business line (approximately 170 relationships) are engaged in three segments of the oil and gas business: exploration and production (E&P), midstream and energy services. E&P generally includes such activities as searching for potential oil and gas fields, drilling exploratory wells and operating active wells. Commitments to E&P borrowers are generally subject to semi-annual borrowing base re-determinations based on a variety of factors including updated prices (reflecting market and competitive conditions), energy reserve levels and the impact of hedging. The midstream sector is generally involved in the transportation, storage and marketing of crude and/or refined oil and gas products. The Corporation's energy services customers provide products and services primarily to the E&P segment.

The following table summarizes information about the Corporation's portfolio of Energy loans.

(dollar amounts in millions)	2018			2017			
	Outstandings	Nonaccrual	Criticized (a)	Outstandings	Nonaccrual	Criticized (a)	
December 31							
Exploration and production (E&P)	\$1,771	82 %	\$ 46	\$ 143	\$1,346	73 %	\$ 94
Midstream	298	14	—	43	295	16	—
Services	94	4	2	19	195	11	14
Total Energy business line	\$2,163	100 %	\$ 48	\$ 205	\$1,836	100 %	\$ 108
As a percentage of total Energy loans		2	%	9	%	6	%

(a) Includes nonaccrual loans.

Loans in the Energy business line increased \$327 million, or 18 percent, to \$2.2 billion at December 31, 2018, compared to \$1.8 billion at December 31, 2017, or approximately 4 percent of total loans at both December 31, 2018 and 2017. Total exposure, including unused commitments to extend credit and letters of credit, was \$4.5 billion and \$4.0 billion at December 31, 2018 and December 31, 2017, respectively.

The Corporation's allowance methodology considers the various risk elements within the loan portfolio. When merited, the Corporation may incorporate a qualitative reserve component for Energy loans. There were \$6 million and \$25 million in net credit-related charge-offs in the Energy business line for the years ended December 31, 2018 and 2017, respectively.

Leveraged Loans

Certain loans in the Corporation's commercial portfolio are considered leveraged transactions. These loans are typically used for mergers, acquisitions, business recapitalizations, refinancing and equity buyouts. To help mitigate the risk associated with these loans, the Corporation focuses on middle market companies with highly capable management teams, strong sponsors and solid track records of financial performance. Industries prone to cyclical downturns and acquisitions with a high degree of integration risk are generally avoided. Other considerations include the sufficiency of collateral, the level of balance sheet leverage and the adequacy of financial covenants. During the underwriting process, cash flows are stress tested to evaluate the borrowers' abilities to handle economic downturns

and an increase in interest rates.

The FDIC defines higher-risk commercial and industrial (HR C&I) loans for assessment purposes as loans generally with leverage of four times total debt to earnings before interest, taxes and depreciation (EBITDA) as well as three times senior debt to EBITDA, excluding certain collateralized loans. HR C&I loans were \$2.5 billion and \$2.7 billion at December 31, 2018 and 2017, respectively. Criticized loans within the HR C&I loan portfolio were \$147 million and \$284 million at December 31, 2018 and 2017, respectively. Charge-offs of HR C&I loans totaled \$15 million in 2018 and \$9 million in 2017.

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### International Exposure

International assets are subject to general risks inherent in the conduct of business in countries, including economic uncertainties and each foreign government's regulations. Risk management practices minimize the risk inherent in international lending arrangements. These practices include structuring bilateral agreements or participating in bank facilities, which secure repayment from sources external to the borrower's country. Accordingly, such international outstandings are excluded from the cross-border risk of that country.

There were no countries with cross-border outstandings exceeding one percent of total assets at December 31, 2018, 2017 and 2016. Further, none exceeded 0.75 percent of total assets at December 31, 2018 and 2017. Mexico, with cross-border outstandings of \$650 million (0.89 percent of total assets) at December 31, 2016 was the only country with outstandings between 0.75 and one percent of total assets at December 31, 2016. The Corporation's international strategy is to focus on international companies doing business in North America, with an emphasis on the Corporation's primary geographic markets.

### MARKET AND LIQUIDITY RISK

Market risk represents the risk of loss due to adverse movements in market rates or prices, including interest rates, foreign exchange rates, commodity prices and equity prices. Liquidity risk represents the failure to meet financial obligations coming due, resulting from an inability to liquidate assets or obtain adequate funding, and the inability to easily unwind or offset specific exposures without significant changes in pricing, due to inadequate market depth or market disruptions.

The Asset and Liability Policy Committee (ALCO) of the Corporation establishes and monitors compliance with the policies and risk limits pertaining to market and liquidity risk management activities. ALCO meets regularly to discuss and review market and liquidity risk management strategies, and consists of executive and senior management from various areas of the Corporation, including treasury, finance, economics, lending, deposit gathering and risk management. Corporate Treasury mitigates market and liquidity risk under the direction of ALCO through the actions it takes to manage the Corporation's market, liquidity and capital positions.

In addition to assessing liquidity risk on a consolidated basis, Corporate Treasury also monitors the parent company's liquidity and has established limits for the minimum number of months into the future in which the parent company can meet existing and forecasted obligations without the support of additional dividends from subsidiaries. ALCO's liquidity policy requires the parent company to maintain sufficient liquidity to meet expected capital and debt obligations with a target of 24 months but no less than 18 months.

Corporate Treasury and the Enterprise Risk Division support ALCO in measuring, monitoring and managing interest rate risk as well as all other market risks. Key activities encompass: (i) providing information and analyses of the Corporation's balance sheet structure and measurement of interest rate and all other market risks; (ii) monitoring and reporting of the Corporation's positions relative to established policy limits and guidelines; (iii) developing and presenting analyses and strategies to adjust risk positions; (iv) reviewing and presenting policies and authorizations for approval; and (v) monitoring of industry trends and analytical tools to be used in the management of interest rate and all other market and liquidity risks.

### Interest Rate Risk

Net interest income is the primary source of revenue for the Corporation. Interest rate risk arises in the normal course of business due to differences in the repricing and cash flow characteristics of assets and liabilities, primarily through the Corporation's core business activities of extending loans and acquiring deposits. The Corporation's balance sheet is predominantly characterized by floating-rate loans funded by core deposits. The Corporation's loan composition at December 31, 2018 was 62 percent 30-day LIBOR, 13 percent other LIBOR (primarily 60-day), 16 percent prime and 9 percent fixed rate. This creates sensitivity to interest rate movements due to the imbalance between the floating-rate loan portfolio and more slowly repricing deposit products. In addition, the growth and/or contraction in the Corporation's loans and deposits may lead to changes in sensitivity to interest rate movements in the absence of mitigating actions. Examples of such actions are purchasing fixed-rate investment securities, which provide liquidity to the balance sheet and act to mitigate the inherent interest sensitivity, as well as hedging with interest rate swaps and options. The Corporation actively manages its exposure to interest rate risk, with the principal objective of optimizing net interest income and the economic value of equity while operating within acceptable limits established for interest

rate risk and maintaining adequate levels of funding and liquidity.

Since no single measurement system satisfies all management objectives, a combination of techniques is used to manage interest rate risk. These techniques examine the impact of interest rate risk on net interest income and the economic value of equity under a variety of alternative scenarios, including changes in the level, slope and shape of the yield curve utilizing multiple simulation analyses. Simulation analyses produce only estimates of net interest income as the assumptions used are inherently uncertain. Actual results may differ from simulated results due to many factors, including, but not limited to, the timing, magnitude and frequency of changes in interest rates, market conditions, regulatory impacts and management strategies.

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## Sensitivity of Net Interest Income to Changes in Interest Rates

The analysis of the impact of changes in interest rates on net interest income under various interest rate scenarios is management's principal risk management technique. Management models a base case net interest income under an unchanged interest rate environment. Existing derivative instruments entered into for risk management purposes are included in the analysis, but no additional hedging is forecasted. These derivative instruments currently comprise interest rate swaps that convert fixed-rate long-term debt to variable rates. This base case net interest income is then compared against interest rate scenarios in which rates rise or decline in a linear, non-parallel fashion from the base case over 12 months. The first scenario presents a 200 basis- point increase in short-term rates, resulting in an average increase in short-term interest rates of 100 basis points over the period (+200 scenario). The second scenario presents a 200 basis-point decrease in short-term interest rates (but not to less than zero percent).

Each scenario includes assumptions such as loan growth, investment security prepayment levels, depositor behavior, yield curve changes, loan and deposit pricing, and overall balance sheet mix and growth. In this low rate environment, depositors have maintained a higher level of liquidity and their historical behavior may be less indicative of future trends. As a result, the +200 scenario reflects a greater decrease in deposits than we have experienced historically as rates begin to rise. Changes in actual economic activity may result in a materially different interest rate environment as well as a balance sheet structure that is different from the changes management included in its simulation analysis. The table below, as of December 31, 2018 and 2017, displays the estimated impact on net interest income during the next 12 months by relating the base case scenario results to those from the rising and declining rate scenarios described above.

(in millions) December 31	Estimated Annual Change	
	2018 Amount%	2017 Amount%
Change in Interest Rates:		
Rising 200 basis points	\$142 6 %	\$197 9 %
Declining 200 basis points	(313 ) (12)	(283 ) (13)

Sensitivity to rising rates decreased from December 31, 2017 to December 31, 2018, due to changes in balance sheet composition and interest-bearing deposit pricing assumptions. The December 31, 2017 risk to declining interest rates is impacted by the assumed floor on interest rates of zero percent and therefore simulates a decline of 150 basis points, while the December 31, 2018 sensitivity reflects a decline of 200 basis points due to higher short-term rates.

## Sensitivity of Economic Value of Equity to Changes in Interest Rates

In addition to the simulation analysis on net interest income, an economic value of equity analysis provides an alternative view of the interest rate risk position. The economic value of equity is the difference between the estimate of the economic value of the Corporation's financial assets, liabilities and off-balance sheet instruments, derived through discounting cash flows based on actual rates at the end of the period, and the estimated economic value after applying the estimated impact of rate movements. The Corporation primarily monitors the percentage change on the base case economic value of equity. The economic value of equity analysis is based on an immediate parallel 200 basis point increase. The declining interest rate scenarios are based on decreases of 200 basis points and 150 basis points in interest rates at December 31, 2018 and 2017, respectively.

The table below, as of December 31, 2018 and 2017, displays the estimated impact on the economic value of equity from the interest rate scenario described above.

(in millions) December 31	2018		2017	
	Amount%	Amount %	Amount	%
Change in Interest Rates:				
Rising 200 basis points	\$711 6 %	\$1,188 9 %		
Declining 200 basis points	(2,769 ) (21)	(2,635 ) (20)		

The sensitivity of the economic value of equity to a 200 basis point parallel increase in rates declined between December 31, 2017 and December 31, 2018 due to an increase in the modeled base case economic value of equity, which was driven by changes in balance sheet composition. The percentage change in sensitivity of the economic value of equity to a parallel decrease in rates to zero during the same period was stable.



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## LOAN MATURITIES AND INTEREST RATE SENSITIVITY

(in millions)	Loans Maturing			Total
	Within One Year (a)	After One But Within Five Years	After Five Years	
December 31, 2018				
Commercial loans	\$15,175	\$ 15,706	\$ 1,095	\$31,976
Real estate construction loans	1,408	1,589	80	3,077
Commercial mortgage loans	1,653	4,793	2,660	9,106
International loans	456	543	14	1,013
Total	\$18,692	\$ 22,631	\$ 3,849	\$45,172
Sensitivity of loans to changes in interest rates:				
Predetermined (fixed) interest rates	\$711	\$ 2,397	\$ 570	\$3,678
Floating interest rates	17,981	20,234	3,279	41,494
Total	\$18,692	\$ 22,631	\$ 3,849	\$45,172

(a) Includes demand loans, loans having no stated repayment schedule or maturity and overdrafts.

The Corporation uses investment securities and derivative instruments as asset and liability management tools with the overall objective of managing the volatility of net interest income from changes in interest rates. These tools assist management in achieving the desired interest rate risk management objectives. Activity related to derivative instruments currently involves interest rate swaps effectively converting fixed-rate medium- and long-term debt to a floating rate.

## Risk Management Derivative Instruments

(in millions)	Interest	Foreign	Totals
	Rate	Exchange	
Risk Management Notional Activity	Contracts	Contracts	
Balance at January 1, 2017	\$ 2,275	\$ 717	\$2,992
Additions	—	12,004	12,004
Maturities/amortizations	(500 )	(12,071 )	(12,571)
Balance at December 31, 2017	\$ 1,775	\$ 650	\$2,425
Additions	850	10,095	10,945
Maturities/amortizations	—	(10,443 )	(10,443)
Balance at December 31, 2018	\$ 2,625	\$ 302	\$2,927

The notional amount of risk management interest rate swaps totaled \$2.6 billion at December 31, 2018, and \$1.8 billion at December 31, 2017, all under fair value hedging strategies, converting fixed-rate medium- and long-term debt to a floating rate. The fair value of risk management interest rate swaps was a net unrealized loss of \$2 million at both December 31, 2018 and 2017. Risk management interest rate swaps generated \$7 million and \$32 million of net interest income for the years ended December 31, 2018 and 2017, respectively.

In addition to interest rate swaps, the Corporation employs various other types of derivative instruments as offsetting positions to mitigate exposures to foreign currency risks associated with specific assets and liabilities (e.g., customer loans or deposits denominated in foreign currencies). Such instruments may include foreign exchange spot and forward contracts as well as foreign exchange swap agreements.

Further information regarding risk management derivative instruments is provided in Note 8 to the consolidated financial statements.

## Customer-Initiated and Other Derivative Instruments

(in millions)	Interest	Energy	Foreign	Totals
	Rate	Derivative	Exchange	
Customer-Initiated and Other Notional Activity	Contracts	Contracts	Contracts	
Balance at January 1, 2017	\$13,323	\$ 2,227	\$ 1,509	\$17,059
Additions	4,377	1,539	47,456	53,372
Maturities/amortizations	(2,096 )	(1,681 )	(46,987 )	(50,764 )

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Terminations	(1,215 )	(238 )	(94 )	(1,547 )
Balance at December 31, 2017	\$14,389	\$ 1,847	\$ 1,884	\$18,120
Additions	4,245	2,287	50,220	56,752
Maturities/amortizations	(2,195 )	(1,481 )	(50,639 )	(54,315 )
Terminations	(1,554 )	(3 )	(370 )	(1,927 )
Balance at December 31, 2018	\$14,885	\$ 2,650	\$ 1,095	\$18,630

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The Corporation sells and purchases interest rate caps and floors and enters into foreign exchange contracts, interest rate swaps and energy derivative contracts to accommodate the needs of customers requesting such services. Changes in the fair value of customer-initiated and other derivatives are recognized in earnings as they occur. To limit the market risk of these activities, the Corporation generally takes offsetting positions with dealers. The notional amounts of offsetting positions are included in the table above. Customer-initiated and other notional activity represented 86 percent and 88 percent of total interest rate, energy and foreign exchange contracts at December 31, 2018 and 2017, respectively.

Further information regarding customer-initiated and other derivative instruments is provided in Note 8 to the consolidated financial statements.

**Liquidity Risk and Off-Balance Sheet Arrangements**

Liquidity is the ability to meet financial obligations through the maturity or sale of existing assets or the acquisition of additional funds. Various financial obligations, including contractual obligations and commercial commitments, may require future cash payments by the Corporation. Certain obligations are recognized on the Consolidated Balance Sheets, while others are off-balance sheet under U.S. generally accepted accounting principles.

The following contractual obligations table summarizes the Corporation's noncancelable contractual obligations and future required minimum payments. Refer to Notes 6, 9, 10, 11, 12, and 18 to the consolidated financial statements for further information regarding these contractual obligations.

**Contractual Obligations**

(in millions) December 31, 2018	Minimum Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Deposits without a stated maturity (a)	\$53,422	\$53,422			
Certificates of deposit and other deposits with a stated maturity (a)	2,139	1,614	472	28	25
Short-term borrowings (a)	44	44	—	—	—
Medium- and long-term debt (a)	6,425	350	675	850	4,550
Operating leases	377	67	109	74	127
Commitments to fund low income housing partnerships	165	101	45	5	14
Other long-term obligations (b)	348	87	83	38	140
Total contractual obligations	\$62,920	\$55,685	\$1,384	\$995	\$4,856
Medium- and long-term debt (parent company only) (a) (c)	\$1,450	\$350	\$—	\$850	\$250

(a) Deposits and borrowings exclude accrued interest.

(b) Includes unrecognized tax benefits.

(c) Parent company only amounts are included in the medium- and long-term debt minimum payments above.

In addition to contractual obligations, other commercial commitments of the Corporation impact liquidity. These include unused commitments to extend credit, standby letters of credit and financial guarantees, and commercial letters of credit. The following table summarizes the Corporation's commercial commitments and expected expiration dates by period.

**Commercial Commitments**

(in millions) December 31, 2018	Expected Expiration Dates by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Unused commitments to extend credit	\$27,267	\$7,878	\$8,733	\$7,860	\$2,796
Standby letters of credit and financial guarantees	3,244	2,791	268	119	66
Commercial letters of credit	39	37	—	2	—
Total commercial commitments	\$30,550	\$10,706	\$9,001	\$7,981	\$2,862

Since many of these commitments expire without being drawn upon, and each customer must continue to meet the conditions established in the contract, the total amount of these commercial commitments does not necessarily

represent the future cash requirements of the Corporation. Refer to the “Other Market Risks” section below and Note 8 to the consolidated financial statements for a further discussion of these commercial commitments.

#### Wholesale Funding

The Corporation may access the purchased funds market when necessary, which includes a variety of funding sources. Capacity for incremental purchased funds at December 31, 2018 included short-term FHLB advances, the ability to purchase federal funds, sell securities under agreements to repurchase, as well as issue deposits through brokers. Purchased funds increased

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to \$52 million at December 31, 2018, compared to \$25 million at December 31, 2017. At December 31, 2018, the Bank had pledged loans totaling \$22.8 billion which provided for up to \$18.9 billion of available collateralized borrowing with the FRB.

The Bank is a member of the FHLB of Dallas, Texas, which provides short- and long-term funding to its members through advances collateralized by real estate-related assets. Actual borrowing capacity is contingent on the amount of collateral available to be pledged to the FHLB. At December 31, 2018, \$15.7 billion of real estate-related loans were pledged to the FHLB as blanket collateral for current and potential future borrowings. The Corporation had \$3.8 billion of outstanding borrowings maturing between 2026 and 2028 and capacity for potential future borrowings of approximately \$5.0 billion.

Additionally, the Bank had the ability to issue up to \$14.0 billion of debt at December 31, 2018 under an existing \$15.0 billion note program which allows the issuance of debt with maturities between three months and 30 years. The Corporation also maintains a shelf registration statement with the Securities and Exchange Commission from which it may issue debt and equity securities.

The ability of the Corporation and the Bank to raise funds at competitive rates is impacted by rating agencies' views of the credit quality, liquidity, capital and earnings of the Corporation and the Bank. As of December 31, 2018, the three major rating agencies had assigned the following ratings to long-term senior unsecured obligations of the Corporation and the Bank. A security rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.

December 31, 2018	Comerica Incorporated		Comerica Bank	
	Rating	Outlook	Rating	Outlook
Standard and Poor's	BBB+	Stable	A-	Stable
Moody's Investors Service	A3	Stable	A3	Stable
Fitch Ratings	A	Stable	A	Stable

The Corporation satisfies liquidity needs with either liquid assets or various funding sources. Liquid assets totaled \$16.3 billion at December 31, 2018, compared to \$17.4 billion at December 31, 2017. Liquid assets include cash and due from banks, federal funds sold, interest-bearing deposits with banks, other short-term investments and unencumbered investment securities.

The Corporation performs monthly liquidity stress testing to evaluate its ability to meet funding needs in hypothetical stressed environments. Such environments cover a series of broad events, distinguished in terms of duration and severity. The evaluation as of December 31, 2018 projected that sufficient sources of liquidity were available under each series of events.

**Other Market Risks**

Market risk related to the Corporation's trading instruments is not significant, as trading activities are limited. Certain components of the Corporation's noninterest income, primarily fiduciary income, are at risk to fluctuations in the market values of underlying assets, particularly equity and debt securities. Other components of noninterest income, primarily brokerage fees, are at risk to changes in the volume of market activity.

**OPERATIONAL RISK**

Operational risk represents the risk of loss resulting from inadequate or failed internal processes, people and systems, including cybersecurity, or from external events. The definition does not include strategic or reputational risks.

Although operational losses are experienced by all companies and are routinely incurred in business operations, the Corporation recognizes the need to identify and control operational losses and seeks to limit losses to a level deemed appropriate by management, as outlined in the Corporation's risk appetite statement. The appropriate risk level is determined through consideration of the nature of the Corporation's business and the environment in which it operates, in combination with the impact from, and the possible impact on, other risks faced by the Corporation. Operational risk is mitigated through a system of internal controls that are designed to keep operating risks at appropriate levels. The Operational Risk Management Committee monitors risk management techniques and systems. The Corporation has developed a framework that includes a centralized operational risk management function and business/support unit risk liaisons responsible for managing operational risk specific to the respective business lines.

## COMPLIANCE RISK

Compliance risk represents the risk of regulatory sanctions or financial loss resulting from the Corporation's failure to comply with regulations and standards of good banking practice. The impact of such risks is highly interdependent with strategic risk, as the reputational impact from compliance breaches can be severe. Activities which may expose the Corporation to compliance risk include, but are not limited to, those dealing with the prevention of money laundering, privacy and data protection, community reinvestment initiatives, fair lending, consumer protection, employment and tax matters, over-the-counter derivative activities and other activities regulated by the Dodd-Frank Wall Street Reform and Consumer Protection Act.

The Enterprise-Wide Compliance Committee, comprising senior and executive business unit managers, as well as managers responsible for compliance, audit and overall risk, oversees compliance risk. This enterprise-wide approach provides a

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consistent view of compliance across the organization. The Enterprise-Wide Compliance Committee also ensures that appropriate actions are implemented in business units to mitigate risk to an acceptable level.

**STRATEGIC RISK**

Strategic risk represents the risk of loss due to impairment of reputation, failure to fully develop and execute business plans, failure to assess current and new opportunities in business, markets and products, failure to determine appropriate consideration for risks accepted, and any other event not identified in the defined risk categories of credit, market and liquidity, operational or compliance risks. Mitigation of the various risk elements that represent strategic risk is achieved through various metrics and initiatives to help the Corporation better understand, measure and report on such risks.

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### CRITICAL ACCOUNTING POLICIES

The Corporation's consolidated financial statements are prepared based on the application of accounting policies, the most significant of which are described in Note 1. These policies require numerous estimates and strategic or economic assumptions, which may prove inaccurate or subject to variations. Changes in underlying factors, assumptions or estimates could have a material impact on the Corporation's future financial condition and results of operations. At December 31, 2018, the most critical of these significant accounting policies were the policies related to the allowance for credit losses, fair value measurement, goodwill, pension plan accounting and income taxes. These policies were reviewed with the Audit Committee of the Corporation's Board of Directors and are discussed more fully below.

#### ALLOWANCE FOR CREDIT LOSSES

The allowance for credit losses, which includes both the allowance for loan losses and the allowance for credit losses on lending-related commitments, is calculated with the objective of maintaining a reserve sufficient to absorb estimated probable losses. Management's determination of the appropriateness of the allowance is based on periodic evaluations of the loan portfolio, lending-related commitments and other relevant factors. This evaluation is inherently subjective as it requires numerous estimates, including the loss content for internal risk ratings, collateral values, the amounts and timing of expected future cash flows, and for lending-related commitments, estimates of the probability of draw on unused commitments. In addition, management exercises judgment to adjust or supplement modeled estimates for factors not otherwise fully accounted for, such as the risks and uncertainties observed in current market conditions, portfolio developments and other imprecision factors.

In determining the allowance for credit losses, the Corporation individually evaluates certain impaired loans, applies standard reserve factors to pools of homogeneous loans and lending-related commitments and incorporates qualitative adjustments. Standard loss factors, applied to the majority of the Corporation's loan portfolio and lending-related commitments, are based on estimates of probabilities of default for individual risk ratings over the loss emergence period and loss given default. Loss emergence periods are used to determine the most appropriate default horizon associated with the calculation of probabilities of default. Changes to one or more of the estimates used to develop standard loss factors, or the use of different estimates, would result in a different estimated allowance for credit losses. To illustrate, if recent loss experience dictated that the estimated standard loss factors would be changed by five percent of the estimate across all loan risk ratings, the allowance for loan losses as of December 31, 2018 would change by approximately \$23 million.

Because standard loss factors are applied to pools of loans based on the Corporation's internal risk rating system, loss estimates are highly dependent on the accuracy of the risk rating assigned to each loan. The inherent imprecision in the risk rating system resulting from inaccuracy in assigning and/or entering risk ratings in the loan accounting system is monitored by the Corporation's asset quality review function and incorporated in a qualitative adjustment. The Corporation may also include qualitative adjustments intended to capture the impact of certain other uncertainties that exist but are not yet reflected in the standard reserve factors. These qualitative adjustments are based on management's analysis of factors such as portfolios where recent historical losses exceed expected losses or known recent events are expected to alter risk ratings once evidence is acquired, observable macroeconomic metrics, including consideration of regional metrics within the Corporation's footprint, and a qualitative assessment of the lending environment, including underwriting standards, current economic and political conditions, and other factors affecting credit quality.

Qualitative reserves at December 31, 2018 primarily included components for portfolios where recent loss trends were in excess of estimated losses based on overall portfolio standard loss factors, model imprecision and changes in market conditions compared to the conditions that existed at the date of the most recent annual update to standard reserve factors.

For further discussion of the methodology used in the determination of the allowance for credit losses, refer to Note 1 to the consolidated financial statements. To the extent actual outcomes differ from management estimates, additional provision for credit losses may be required that would adversely impact earnings in future periods. The allowance is assigned to business segments and any earnings impact resulting from actual outcomes differing from management estimates would primarily affect the Business Bank segment.

#### FAIR VALUE MEASUREMENT

Investment securities available-for-sale, derivatives and deferred compensation plan assets and associated liabilities are recorded at fair value on a recurring basis. Additionally, from time to time, other assets and liabilities may be recorded at fair value on a nonrecurring basis, such as impaired loans that have been reduced based on the fair value of the underlying collateral, other real estate (primarily foreclosed property), nonmarketable equity securities and certain other assets and liabilities. These nonrecurring fair value adjustments typically involve write-downs of individual assets or application of lower of cost or fair value accounting.

Fair value is an estimate of the exchange price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (i.e., not a forced transaction, such as a liquidation or distressed sale) between market participants at the measurement date and is based on the assumptions market participants would use when pricing an asset or liability. Fair value measurement and disclosure guidance establishes a three-level hierarchy for disclosure of assets and liabilities recorded at fair

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value. Notes 1 and 2 to the consolidated financial statements includes information about the fair value hierarchy, the extent to which fair value is used to measure assets and liabilities and the valuation methodologies and key inputs used.

At December 31, 2018, assets and liabilities measured using observable inputs that are classified as Level 1 or Level 2 represented 99.6 percent and 100 percent of total assets and liabilities recorded at fair value, respectively. Valuations generated from model-based techniques that use at least one significant assumption not observable in the market are considered Level 3 and reflect estimates of assumptions market participants would use in pricing the asset or liability.

**GOODWILL**

Goodwill is initially recorded as the excess of the purchase price over the fair value of net assets acquired in a business combination and is subsequently evaluated for impairment. Goodwill impairment testing is performed annually (unless management determines an interim test is necessary) at the reporting unit level, equivalent to a business segment or one level below. The Corporation has three reporting units: the Business Bank, the Retail Bank and Wealth Management. At December 31, 2018 and 2017, goodwill totaled \$635 million, including \$473 million allocated to the Business Bank, \$101 million allocated to the Retail Bank and \$61 million allocated to Wealth Management.

The annual test of goodwill impairment was performed as of the beginning of the third quarter 2018. The Corporation may elect to perform a quantitative impairment analysis, or first conduct a qualitative analysis to determine if a quantitative analysis is necessary. The Corporation first assessed qualitative factors to determine whether it was more likely than not that the fair value of any reporting unit was less than its carrying amount, including goodwill.

Qualitative factors included economic conditions, industry and market considerations, cost factors, overall financial performance, regulatory developments and performance of the Corporation's stock, among other events and circumstances. At the conclusion of the qualitative assessment in the third quarter 2018, the Corporation determined that it was more likely than not that the fair value of each reporting unit exceeded its carrying value.

Subsequent to the date of the annual impairment test, the Corporation reorganized certain reporting structures. As a result, Small Business, formerly a component of the Retail Bank, became a component of the Business Bank. Accordingly, the Corporation reallocated \$93 million of goodwill from the Retail Bank to Business Bank. The Corporation subsequently performed an additional qualitative impairment analysis and again determined that it was more likely than not that the fair value of each reporting unit exceeded its carrying value and that performing a quantitative impairment test was not necessary.

Qualitative factors considered in the analysis of each reporting unit incorporated current economic and market conditions, including the recent Federal Reserve announcements and the impact of legislative and regulatory changes, to the extent known. However, further weakening in the economic environment, such as adverse changes in interest rates, a decline in the performance of the reporting units or other factors could cause the fair value of one or more of the reporting units to fall below their carrying value, resulting in a goodwill impairment charge. Additionally, new legislative or regulatory changes not anticipated in management's expectations may cause the fair value of one or more of the reporting units to fall below the carrying value, resulting in a goodwill impairment charge. Any impairment charge would not affect the Corporation's regulatory capital ratios, tangible common equity ratio or liquidity position.

**PENSION PLAN ACCOUNTING**

The Corporation has a qualified and non-qualified defined benefit pension plan. Effective January 1, 2017, benefits are calculated using a cash balance formula based on years of service, age, compensation and an interest credit based on the 30-year Treasury rate. Participants under age 60 as of December 31, 2016 are eligible to receive a frozen final average pay benefit in addition to amounts earned under the cash balance formula. Participants age 60 or older as of December 31, 2016 continue to be eligible for a final average pay benefit. The Corporation makes assumptions concerning future events that will determine the amount and timing of required benefit payments, funding requirements and defined benefit pension expense. The major assumptions are the discount rate used in determining the current benefit obligation, the long-term rate of return expected on plan assets, mix of assets within the portfolio, the form of payment election and the projected mortality rate.

The discount rate is determined by matching the expected cash flows of the pension plans to a portfolio of high quality corporate bonds as of the measurement date, December 31. The long-term rate of return expected on plan assets is set

after considering both long-term returns in the general market and long-term returns experienced by the assets in the plan. The current target asset allocation model for the plans is provided in Note 17 to the consolidated financial statements. The expected returns on these various asset categories are blended to derive one long-term return assumption. The assets are invested in certain collective investment funds, common stocks, U.S. Treasury and other U.S. government agency securities, and corporate and municipal bonds and notes. The form of payment election assumption is based on market experience. Mortality rate assumptions are based on mortality tables published by third-parties such as the Society of Actuaries (SOA), considering other available information including historical data as well as studies and publications from reputable sources.

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The Corporation reviews its pension plan assumptions on an annual basis with its actuarial consultants to determine if the assumptions are reasonable and adjusts the assumptions to reflect changes in future expectations. The assumptions used to calculate 2019 defined benefit plan pension expense (benefit) were as follows:

Discount rate	4.37	%
Long-term rate of return on plan assets	6.50	%
Lump sum payment election rate:		
Participants before January 1, 2017	50	%
All other participants	80	%
Mortality table:		
Base table (a)	RP-2018	
Mortality improvement scale (a)	MP-2018	

(a) Issued by the Society of Actuaries in October 2018.

Defined benefit plan expense is expected to decrease \$9 million to a benefit of approximately \$27 million in 2019, compared to a benefit of \$18 million in 2018. This includes service cost expense of \$34 million and a benefit from other components of \$61 million.

Changing the 2019 discount rate and long-term rate of return by 25 basis points would impact defined benefit expense in 2019 by \$7.1 million and \$6.4 million, respectively.

Due to the long-term nature of pension plan assumptions, actual results may differ significantly from the actuarial-based estimates. Differences resulting in actuarial gains or losses are required to be recorded in shareholders' equity as part of accumulated other comprehensive loss and amortized to defined benefit pension expense in future years. Refer to Note 17 to the consolidated financial statements for further information.

**INCOME TAXES**

The calculation of the Corporation's income tax provision and tax-related accruals is complex and requires the use of estimates and judgments. The provision for income taxes is the sum of income taxes due for the current year and deferred taxes. Deferred taxes arise from temporary differences between the income tax basis and financial accounting basis of assets and liabilities. Accrued taxes represent the net estimated amount due to or to be received from taxing jurisdictions, currently or in the future, and are included in accrued income and other assets or accrued expenses and other liabilities on the Consolidated Balance Sheets. The Corporation assesses the relative risks and merits of tax positions for various transactions after considering statutes, regulations, judicial precedent and other available information and maintains tax accruals consistent with these assessments. The Corporation is subject to audit by taxing authorities that could question and/or challenge the tax positions taken by the Corporation.

Included in net deferred taxes are deferred tax assets. Deferred tax assets are evaluated for realization based on available evidence of projected future reversals of existing taxable temporary differences, assumptions made regarding future events and, when applicable, state loss carryback capacity. A valuation allowance is provided when it is more-likely-than-not that some portion of the deferred tax asset will not be realized. In December 2017, the Tax Cuts and Jobs Act (the "Act") was signed into law, resulting in the reduction of the federal tax rate from 35 percent to 21 percent. This resulted in a \$107 million charge to adjust deferred taxes as a result of the decline in the federal tax rate in 2017, with an \$8 million downward revision to the estimated impact recorded in 2018 for a total remeasurement of the Corporation's deferred tax balance of \$99 million.

Changes in the estimate of accrued taxes occur due to changes in tax law, interpretations of existing tax laws, new judicial or regulatory guidance, and the status of examinations conducted by taxing authorities that impact the relative risks and merits of tax positions taken by the Corporation. These changes, when they occur, impact the estimate of accrued taxes and could be significant to the operating results of the Corporation. For further information on tax accruals and related risks, see Note 18 to the consolidated financial statements.

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## SUPPLEMENTAL FINANCIAL DATA

The following table provides a reconciliation of non-GAAP financial measures used in this financial review with financial measures defined by GAAP.

(dollar amounts in millions)

December 31	2018	2017	2016	2015	2014
Tangible Common Equity Ratio:					
Common shareholders' equity	\$7,507	\$7,963	\$7,796	\$7,560	\$7,402
Less:					
Goodwill	635	635	635	635	635
Other intangible assets	6	8	10	14	15
Tangible common equity	\$6,866	\$7,320	\$7,151	\$6,911	\$6,752
Total assets	\$70,818	\$71,567	\$72,978	\$71,877	\$69,186
Less:					
Goodwill	635	635	635	635	635
Other intangible assets	6	8	10	14	15
Tangible assets	\$70,177	\$70,924	\$72,333	\$71,228	\$68,536
Common equity ratio	10.60 %	11.13 %	10.68 %	10.52 %	10.70 %
Tangible common equity ratio	9.78	10.32	9.89	9.70	9.85
Tangible Common Equity per Share of Common Stock:					
Common shareholders' equity	\$7,507	\$7,963	\$7,796	\$7,560	\$7,402
Tangible common equity	6,866	7,320	7,151	6,911	6,752
Shares of common stock outstanding (in millions)	160	173	175	176	179
Common shareholders' equity per share of common stock	\$46.89	\$46.07	\$44.47	\$43.03	\$41.35
Tangible common equity per share of common stock	42.89	42.34	40.79	39.33	37.72

The tangible common equity ratio removes the effect of intangible assets from capital and total assets. Tangible common equity per share of common stock removes the effect of intangible assets from common shareholders equity per share of common stock. The Corporation believes these measurements are meaningful measures of capital adequacy used by investors, regulators, management and others to evaluate the adequacy of common equity and to compare against other companies in the industry.

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## FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. In addition, the Corporation may make other written and oral communications from time to time that contain such statements. All statements regarding the Corporation's expected financial position, strategies and growth prospects, including the GEAR Up initiative, and general economic conditions expected to exist in the future are forward-looking statements. The words, "anticipates," "believes," "contemplates," "feels," "expects," "estimates," "seeks," "strives," "plans," "intends," "outlook," "forecast," "position," "target," "mission," "assume," "achievable," "potential," "strategy," "goal," "opportunity," "initiative," "outcome," "continue," "remain," "maintain," "on track," "trend," "objective," "looks forward," "projections," "models" and variations of such words and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, as they relate to the Corporation or its management, are intended to identify forward-looking statements. The Corporation cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date the statement is made, and the Corporation does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors mentioned elsewhere in this report or previously disclosed in the Corporation's SEC reports (accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) or on the Corporation's website at [www.comerica.com](http://www.comerica.com)), actual results could differ materially from forward-looking statements and future results could differ materially from historical performance due to a variety of reasons, including but not limited to, the following factors:

- general political, economic or industry conditions, either domestically or internationally, may be less favorable than expected;
- governmental monetary and fiscal policies may adversely affect the financial services industry, and therefore impact the Corporation's financial condition and results of operations;
- the Corporation's operational or security systems or infrastructure, or those of third parties, could fail or be breached;
- the Corporation relies on other companies to provide certain key components of its delivery systems, and certain failures could materially adversely affect operations;
- security risks, including denial of service attacks, hacking, social engineering attacks targeting the Corporation's employees and customers, malware intrusion or data corruption attempts, and identity theft, could result in the disclosure of confidential information;
- proposed revenue enhancements and efficiency improvements under the GEAR Up initiative may not be achieved;
- the Corporation must maintain adequate sources of funding and liquidity to meet regulatory expectations, support its operations and fund outstanding liabilities;
- compliance with more stringent capital requirements may adversely affect the Corporation;
- declines in the businesses or industries of the Corporation's customers could cause increased credit losses or decreased loan balances, which could adversely affect the Corporation;
- unfavorable developments concerning credit quality could adversely affect the Corporation's financial results;
- changes in regulation or oversight may have a material adverse impact on the Corporation's operations;
- cybersecurity and data privacy are areas of heightened legislative and regulatory focus;
- fluctuations in interest rates and their impact on deposit pricing could adversely affect the Corporation's net interest income and balance sheet;
- developments impacting LIBOR and other interest rate benchmarks could adversely affect the Corporation;
- reduction in the Corporation's credit ratings could adversely affect the Corporation and/or the holders of its securities;
- damage to the Corporation's reputation could damage its businesses;
- the Corporation may not be able to utilize technology to develop, market and deliver new products and services to its customers;
- competitive product and pricing pressures within the Corporation's markets may change;
- the soundness of other financial institutions could adversely affect the Corporation;
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the introduction, implementation, withdrawal, success and timing of business initiatives and strategies may be less successful or may be different than anticipated, which could adversely affect the Corporation's business;

- changes in customer behavior may adversely impact the Corporation's business, financial condition and results of operations;
- management's ability to maintain and expand customer relationships may differ from expectations;
- methods of reducing risk exposures might not be effective;
- catastrophic events, including, but not limited to, hurricanes, tornadoes, earthquakes, fires, droughts and floods, may adversely affect the general economy, financial and capital markets, specific industries, and the Corporation;
- the impacts of future legislative, administrative or judicial changes or interpretations to tax regulations are unknown;
- any future strategic acquisitions or divestitures may present certain risks to the Corporation's business and operations;
- management's ability to retain key officers and employees may change;
- legal and regulatory proceedings and related financial services industry matters, including those directly involving the Corporation and its subsidiaries, could adversely affect the Corporation or the financial services industry in general;
- the Corporation may incur losses due to fraud;
- terrorist activities or other hostilities could cause adverse effects;

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• changes in accounting standards could materially impact the Corporation's financial statements;  
• the Corporation's accounting policies and processes are critical to the reporting of financial condition and results of operations and require management to make estimates about matters that are uncertain;  
• controls and procedures may fail to prevent or detect all errors or acts of fraud; and  
• the Corporation's stock price can be volatile.

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## CONSOLIDATED BALANCE SHEETS

Comerica Incorporated and Subsidiaries

(in millions, except share data)

December 31	2018	2017
<b>ASSETS</b>		
Cash and due from banks	\$1,390	\$1,438
Interest-bearing deposits with banks	3,171	4,407
Other short-term investments	134	96
Investment securities available-for-sale	12,045	10,938
Investment securities held-to-maturity	—	1,266
Commercial loans	31,976	31,060
Real estate construction loans	3,077	2,961
Commercial mortgage loans	9,106	9,159
Lease financing	507	468
International loans	1,013	983
Residential mortgage loans	1,970	1,988
Consumer loans	2,514	2,554
Total loans	50,163	49,173
Less allowance for loan losses	(671 )	(712 )
Net loans	49,492	48,461
Premises and equipment	475	466
Accrued income and other assets	4,111	4,495
Total assets	\$70,818	\$71,567
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Noninterest-bearing deposits	\$28,690	\$32,071
Money market and interest-bearing checking deposits	22,560	21,500
Savings deposits	2,172	2,152
Customer certificates of deposit	2,131	2,165
Foreign office time deposits	8	15
Total interest-bearing deposits	26,871	25,832
Total deposits	55,561	57,903
Short-term borrowings	44	10
Accrued expenses and other liabilities	1,243	1,069
Medium- and long-term debt	6,463	4,622
Total liabilities	63,311	63,604
Common stock - \$5 par value:		
Authorized - 325,000,000 shares		
Issued - 228,164,824 shares	1,141	1,141
Capital surplus	2,148	2,122
Accumulated other comprehensive loss	(609 )	(451 )
Retained earnings	8,781	7,887
	(3,954 )	(2,736 )

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Less cost of common stock in treasury - 68,081,176 shares at 12/31/18 and 55,306,483 shares at 12/31/17

Total shareholders' equity	7,507	7,963
Total liabilities and shareholders' equity	\$70,818	\$71,567

See notes to consolidated financial statements.

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## CONSOLIDATED STATEMENTS OF INCOME

Comerica Incorporated and Subsidiaries

(in millions)

Years Ended December 31	2018	2017	2016
<b>INTEREST INCOME</b>			
Interest and fees on loans	\$2,262	\$1,872	\$1,635
Interest on investment securities	265	250	247
Interest on short-term investments	92	60	27
Total interest income	2,619	2,182	1,909
<b>INTEREST EXPENSE</b>			
Interest on deposits	122	42	40
Interest on short-term borrowings	1	3	—
Interest on medium- and long-term debt	144	76	72
Total interest expense	267	121	112
Net interest income	2,352	2,061	1,797
Provision for credit losses	(1 )	74	248
Net interest income after provision for credit losses	2,353	1,987	1,549
<b>NONINTEREST INCOME</b>			
Card fees	244	333	303
Service charges on deposit accounts	211	227	219
Fiduciary income	206	198	190
Commercial lending fees	85	85	89
Foreign exchange income	47	45	42
Letter of credit fees	40	45	50
Bank-owned life insurance	39	43	42
Brokerage fees	27	23	19
Net securities losses	(19 )	—	—
Other noninterest income	96	108	97
Total noninterest income	976	1,107	1,051
<b>NONINTEREST EXPENSES</b>			
Salaries and benefits expense	1,009	961	989
Outside processing fee expense	255	366	336
Net occupancy expense	152	154	157
Software expense	125	126	119
Restructuring charges	53	45	93
Equipment expense	48	45	53
FDIC insurance expense	42	51	54
Advertising expense	30	28	21
Other noninterest expenses	80	84	108
Total noninterest expenses	1,794	1,860	1,930
Income before income taxes	1,535	1,234	670
Provision for income taxes	300	491	193
<b>NET INCOME</b>	<b>1,235</b>	<b>743</b>	<b>477</b>
Less income allocated to participating securities	8	5	4
Net income attributable to common shares	\$1,227	\$738	\$473
Earnings per common share:			
Basic	\$7.31	\$4.23	\$2.74

Diluted	7.20	4.14	2.68
Cash dividends declared on common stock	309	193	154
Cash dividends declared per common share	1.84	1.09	0.89

See notes to consolidated financial statements.

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## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Comerica Incorporated and Subsidiaries

(in millions)

Years Ended December 31	2018	2017	2016
NET INCOME	\$1,235	\$743	\$477
OTHER COMPREHENSIVE (LOSS) INCOME			
Unrealized losses on investment securities:			
Net unrealized holding losses arising during the period	(69 )	(81 )	(70 )
Less:			
Reclassification adjustment for net securities losses included in net income	(20 )	—	—
Net losses realized as a yield adjustment in interest on investment securities	—	(3 )	(3 )
Change in net unrealized losses before income taxes	(49 )	(78 )	(67 )
Defined benefit pension and other postretirement plans adjustment:			
Actuarial (loss) gain arising during the period	(191 )	72	(134 )
Prior service credit arising during the period	—	—	234
Adjustments for amounts recognized as components of net periodic benefit cost:			
Amortization of actuarial net loss	61	51	46
Amortization of prior service credit	(27 )	(27 )	(7 )
Change in defined benefit pension and other postretirement plans adjustment before income taxes	(157 )	96	139
Total other comprehensive (loss) income before income taxes	(206 )	18	72
(Benefit) provision for income taxes	(47 )	(1 )	26
Total other comprehensive (loss) income, net of tax	(159 )	19	46
COMPREHENSIVE INCOME	\$1,076	\$762	\$523
See notes to consolidated financial statements.			

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## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Comerica Incorporated and Subsidiaries

(in millions, except per share data)	Common Stock		Capital Surplus	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total Shareholders' Equity
	Shares Outstanding	Amount					
BALANCE AT DECEMBER 31, 2015	175.7	\$ 1,141	\$ 2,173	\$ (429 )	\$ 7,084	\$(2,409)	\$ 7,560
Net income	—	—	—	—	477	—	477
Other comprehensive income, net of tax	—	—	—	46	—	—	46
Cash dividends declared on common stock (\$0.89 per share)	—	—	—	—	(154 )	—	(154 )
Purchase of common stock	(6.8 )	—	—	—	—	(310 )	(310 )
Net issuance of common stock under employee stock plans	4.1	—	(15 )	—	(27 )	185	143
Net issuance of common stock for warrants	2.3	—	(57 )	—	(49 )	106	—
Share-based compensation	—	—	34	—	—	—	34
BALANCE AT DECEMBER 31, 2016	175.3	1,141	2,135	(383 )	7,331	(2,428 )	7,796
Cumulative effect of change in accounting principle	—	—	3	—	(2 )	—	1
Net income	—	—	—	—	743	—	743
Other comprehensive income, net of tax	—	—	—	19	—	—	19
Cash dividends declared on common stock (\$1.09 per share)	—	—	—	—	(193 )	—	(193 )
Purchase of common stock	(7.5 )	—	—	—	—	(544 )	(544 )
Net issuance of common stock under employee stock plans	3.3	—	(24 )	—	(26 )	152	102
Net issuance of common stock for warrants	1.8	—	(30 )	—	(53 )	83	—
Share-based compensation	—	—	39	—	—	—	39
Reclassification of certain deferred tax effects	—	—	—	(87 )	87	—	—
Other	—	—	(1 )	—	—	1	—
BALANCE AT DECEMBER 31, 2017	172.9	1,141	2,122	(451 )	7,887	(2,736 )	7,963
Cumulative effect of change in accounting principles	—	—	—	1	14	—	15
Net income	—	—	—	—	1,235	—	1,235
Other comprehensive loss, net of tax	—	—	—	(159 )	—	—	(159 )
Cash dividends declared on common stock (\$1.84 per share)	—	—	—	—	(309 )	—	(309 )
Purchase of common stock	(14.9 )	—	(3 )	—	—	(1,326 )	(1,329 )
Net issuance of common stock under employee stock plans	1.5	—	(9 )	—	(23 )	75	43
Net issuance of common stock for warrants	0.6	—	(10 )	—	(23 )	33	—
Share-based compensation	—	—	48	—	—	—	48
BALANCE AT DECEMBER 31, 2018	160.1	\$ 1,141	\$ 2,148	\$ (609 )	\$ 8,781	\$(3,954)	\$ 7,507

See notes to consolidated financial statements.

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## CONSOLIDATED STATEMENTS OF CASH FLOWS

Comerica Incorporated and Subsidiaries

(in millions)

Years Ended December 31	2018	2017	2016
<b>OPERATING ACTIVITIES</b>			
Net income	\$1,235	\$743	\$477
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	(1 )	74	248
Provision (benefit) for deferred income taxes	24	79	(51 )
Depreciation and amortization	120	121	121
Net periodic defined benefit (credit) cost	(18 )	(18 )	6
Share-based compensation expense	48	39	34
Net amortization of securities	3	6	8
Accretion of loan purchase discount	(1 )	(3 )	(4 )
Net securities losses	19	—	—
Net gains on sales of foreclosed property	(1 )	(3 )	(4 )
Net change in:			
Accrued income receivable	(45 )	(33 )	(20 )
Accrued expenses payable	49	41	37
Other, net	184	39	(366 )
Net cash provided by operating activities	1,616	1,085	486
<b>INVESTING ACTIVITIES</b>			
Investment securities available-for-sale:			
Maturities and redemptions	1,781	1,615	1,699
Sales	1,256	1,259	—
Purchases	(3,032 )	(3,112 )	(2,045 )
Investment securities held-to-maturity:			
Maturities and redemptions	—	319	402
Net change in loans	(1,045 )	(175 )	(136 )
Proceeds from sales of foreclosed property	8	22	20
Net increase in premises and equipment	(90 )	(69 )	(95 )
Federal Home Loan Bank stock:			
Purchases	(41 )	(42 )	(115 )
Redemptions	—	42	—
Proceeds from bank-owned life insurance settlements	9	18	16
Other, net	(2 )	3	—
Net cash used in investing activities	(1,156 )	(120 )	(254 )
<b>FINANCING ACTIVITIES</b>			
Net change in:			
Deposits	(2,082 )	(1,180 )	(998 )
Short-term borrowings	34	(15 )	2
Medium- and long-term debt:			
Maturities and redemptions	—	(500 )	(650 )
Issuances and advances	1,850	—	2,800
Terminations	—	(16 )	—
Common stock:			
Repurchases	(1,338 )	(560 )	(320 )

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Cash dividends paid	(263 )	(180 )	(152 )
Issuances under employee stock plans	52	118	157
Other, net	3	(5 )	—
Net cash (used in) provided by financing activities	(1,744 )	(2,338 )	839
Net (decrease) increase in cash and cash equivalents	(1,284 )	(1,373 )	1,071
Cash and cash equivalents at beginning of period	5,845	7,218	6,147
Cash and cash equivalents at end of period	\$4,561	\$5,845	\$7,218
Interest paid	\$261	\$122	\$111
Income taxes paid	200	336	151
Noncash investing and financing activities:			
Loans transferred to other real estate	3	8	21
Loans transferred from held-to-sale to portfolio	—	—	17
Securities transferred from held-to-maturity to available-for-sale	1,266	—	—
Securities transferred from available-for-sale to equity securities	81	—	—
See notes to consolidated financial statements.			

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

NOTE 1 - BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Organization

Comerica Incorporated (the Corporation) is a registered financial holding company headquartered in Dallas, Texas. The Corporation's major business segments are the Business Bank, the Retail Bank and Wealth Management. The Corporation operates in three primary geographic markets: Michigan, California and Texas. For further discussion of each business segment and primary geographic market, refer to Note 23. The Corporation and its banking subsidiaries are regulated at both the state and federal levels.

The accounting and reporting policies of the Corporation conform to United States (U.S.) generally accepted accounting principles (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Actual results could differ from these estimates. Certain amounts in the financial statements for prior years have been reclassified to conform to the current financial statement presentation.

The following summarizes the significant accounting policies of the Corporation applied in the preparation of the accompanying consolidated financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and the accounts of those subsidiaries that are majority owned and in which the Corporation has a controlling financial interest. The Corporation consolidates entities not determined to be variable interest entities (VIEs) when it holds a controlling financial interest and uses the cost or equity method when it holds less than a controlling financial interest. In consolidation, all significant intercompany accounts and transactions are eliminated. The results of operations of companies acquired are included from the date of acquisition.

The Corporation holds investments in certain legal entities that are considered VIEs. In general, a VIE is an entity that either (1) has an insufficient amount of equity to carry out its principal activities without additional subordinated financial support, (2) has a group of equity owners that are unable to make significant decisions about its activities, or (3) has a group of equity owners that do not have the obligation to absorb losses or the right to receive returns generated by its operations. If any of these characteristics are present, the entity is subject to a variable interests consolidation model, and consolidation is based on variable interests, not on voting interests. Variable interests are defined as contractual ownership or other money interests in an entity that change with fluctuations in the entity's net asset value. The primary beneficiary is required to consolidate the VIE. The primary beneficiary is defined as the party that has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits that could be significant to the VIE. The maximum potential exposure to losses relative to investments in VIEs is generally limited to the sum of the outstanding book basis and unfunded commitments for future investments.

The Corporation evaluates its investments in VIEs, both at inception and when there is a change in circumstances that requires reconsideration, to determine if the Corporation is the primary beneficiary and consolidation is required. The Corporation accounts for unconsolidated VIEs using either the proportional, cost or equity method. These investments comprise investments in community development projects which generate tax credits to their investors and are included in accrued income and other assets on the Consolidated Balance Sheets.

The proportional method is used for investments in affordable housing projects that qualify for the low-income housing tax credit (LIHTC). The equity method is used for other investments where the Corporation has the ability to exercise significant influence over the entity's operation and financial policies. Other unconsolidated equity investments that do not meet the criteria to be accounted for under the equity method are accounted for under the cost method. Amortization and other write-downs of LIHTC investments are presented on a net basis as a component of the provision for income taxes, while income, amortization and write-downs from cost and equity method investments are recorded in other noninterest income on the Consolidated Statements of Income.

Assets held in an agency or fiduciary capacity are not assets of the Corporation and are not included in the consolidated financial statements.

See Note 9 for additional information about the Corporation's involvement with VIEs.

#### Fair Value Measurements

The Corporation utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The determination of fair values of financial instruments often requires the use of estimates. In cases where quoted market values in an active market are not available, the Corporation uses present value techniques and other valuation methods to estimate the fair values of its financial instruments. These valuation methods require considerable judgment and the resulting estimates of fair value can be significantly affected by the assumptions made and methods used.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Fair value is an estimate of the exchange price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (i.e., not a forced transaction, such as a liquidation or distressed sale) between market participants at the measurement date. Fair value is based on the assumptions market participants would use when pricing an asset or liability.

Investment securities available-for-sale, derivatives, deferred compensation plans, and equity securities with readily determinable fair values (primarily money market mutual funds) are recorded at fair value on a recurring basis. Additionally, from time to time, the Corporation may be required to record other assets and liabilities at fair value on a nonrecurring basis, such as impaired loans, other real estate (primarily foreclosed property), nonmarketable equity securities and certain other assets and liabilities. These nonrecurring fair value adjustments typically involve write-downs of individual assets or application of lower of cost or fair value accounting.

Fair value measurements and disclosures guidance establishes a three-level fair value hierarchy based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. Fair value measurements are separately disclosed by level within the fair value hierarchy. For assets and liabilities recorded at fair value, it is the Corporation's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements.

Level 1 Valuation is based upon quoted prices for identical instruments traded in active markets.

Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical Level 2 or similar instruments in markets that are less active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Valuation is generated from model-based techniques that use at least one significant assumption not Level 3 observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The Corporation generally utilizes third-party pricing services to value Level 1 and Level 2 securities. Management reviews the methodologies and assumptions used by the third-party pricing services and evaluates the values provided, principally by comparison with other available market quotes for similar instruments and/or analysis based on internal models using available third-party market data. The Corporation may occasionally adjust certain values provided by the third-party pricing service when management believes, as the result of its review, that the adjusted price most appropriately reflects the fair value of the particular security.

Fair value measurements for assets and liabilities where limited or no observable market data exists are based primarily upon estimates, often calculated based on the economic and competitive environment, the characteristics of the asset or liability and other factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results of current or future values.

Following are descriptions of the valuation methodologies and key inputs used to measure financial assets and liabilities recorded at fair value, as well as a description of the methods and significant assumptions used to estimate fair value disclosures for financial instruments not recorded at fair value in their entirety on a recurring basis. The descriptions include an indication of the level of the fair value hierarchy in which the assets or liabilities are classified. Transfers of assets or liabilities between levels of the fair value hierarchy are recognized at the beginning of the reporting period, when applicable.

Cash and due from banks, federal funds sold and interest-bearing deposits with banks

Due to their short-term nature, the carrying amount of these instruments approximates the estimated fair value. As such, the Corporation classifies the estimated fair value of these instruments as Level 1.

Deferred compensation plan assets and liabilities as well as equity securities with a readily determinable fair value  
The Corporation holds a portfolio of equity securities, as well as assets held related to employee deferred compensation plans. Securities and associated deferred compensation plan liabilities are recorded at fair value on a recurring basis and included in other short-term investments and accrued expenses and other liabilities, respectively, on the Consolidated Balance Sheets. Level 1 securities include assets related to employee deferred compensation plans, which are invested in mutual funds, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and other securities traded on an active exchange, such as the New York Stock Exchange. Deferred compensation plan liabilities represent the fair value of the obligation to the employee, which corresponds to the fair value of the invested assets. Level 2 securities include municipal bonds and residential

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mortgage-backed securities issued by U.S. government-sponsored entities and corporate debt securities. The methods used to value equity securities and deferred compensation plan assets are the same as the methods used to value investment securities, discussed below.

Investment securities

Investment securities available-for-sale are recorded at fair value on a recurring basis. The Corporation discloses estimated fair values of investment securities held-to-maturity, which is determined in the same manner as investment securities available-for-sale. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include residential mortgage-backed securities issued by U.S. government agencies and U.S. government-sponsored entities and corporate debt securities. The fair value of Level 2 securities is determined using quoted prices of securities with similar characteristics, or pricing models based on observable market data inputs, primarily interest rates, spreads and prepayment information.

Securities classified as Level 3 represent securities in less liquid markets requiring significant management assumptions when determining fair value. Auction-rate securities comprise Level 3 investment securities available-for-sale. The Corporate Treasury department, with appropriate oversight and approval provided by senior management, is responsible for the valuation of auction-rate securities. Valuation results, including an analysis of changes to the valuation methodology, are provided to senior management for review on a quarterly basis.

Loans held-for-sale

Loans held-for-sale, included in other short-term investments on the Consolidated Balance Sheets, are recorded at the lower of cost or fair value. Loans held-for-sale may be carried at fair value on a nonrecurring basis when fair value is less than cost. The fair value is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, the Corporation classifies both loans held-for-sale subjected to nonrecurring fair value adjustments and the estimated fair value of loans held-for sale as Level 2.

Loans

The Corporation does not record loans at fair value on a recurring basis. However, the Corporation may establish a specific allowance for an impaired loan based on the fair value of the underlying collateral. Such loan values are reported as nonrecurring fair value measurements. Collateral values supporting individually evaluated impaired loans are evaluated quarterly. When management determines that the fair value of the collateral requires additional adjustments, either as a result of non-current appraisal value or when there is no observable market price, the Corporation classifies the impaired loan as Level 3. The Special Assets Group is responsible for performing quarterly credit quality reviews for all impaired loans as part of the quarterly allowance for loan losses process overseen by the Chief Credit Officer, during which valuation adjustments to updated collateral values are determined.

The Corporation discloses fair value estimates for loans. The estimated fair value is determined based on characteristics such as loan category, repricing features and remaining maturity, and includes prepayment and credit loss estimates. Fair values are estimated using a discounted cash flow model that employs discount rates that reflects current pricing for loans with similar maturity and risk characteristics, including credit characteristics, and the cost of equity for the portfolio at the balance sheet date. The rates take into account the expected yield curve, as well as an adjustment for prepayment risk, when applicable. The Corporation classifies the estimated fair value of loans held for investment as Level 3.

Customers' liability on acceptances outstanding and acceptances outstanding

Customers' liability on acceptances outstanding is included in accrued income and other assets and acceptances outstanding are included in accrued expenses and other liabilities on the Consolidated Balance Sheets. Due to their short-term nature, the carrying amount of these instruments approximates the estimated fair value. As such, the Corporation classifies the estimated fair value of these instruments as Level 1.

Derivative assets and derivative liabilities

Derivative instruments held or issued for risk management or customer-initiated activities are traded in over-the-counter markets where quoted market prices are not readily available. Fair value for over-the-counter derivative instruments is measured on a recurring basis using internally developed models that use primarily market observable inputs, such as yield curves and option volatilities. The Corporation manages credit risk on its derivative positions based on whether the derivatives are being settled through a clearinghouse or bilaterally with each counterparty. For derivative positions settled on a counterparty-by-counterparty basis, the Corporation calculates credit valuation adjustments, included in the fair value of these instruments, on the basis of its relationships at the counterparty portfolio/master netting agreement level. These credit valuation adjustments are determined by applying a credit spread for the counterparty or the Corporation, as appropriate, to the total expected exposure of the derivative after considering collateral and other master netting arrangements. These adjustments, which are considered Level 3 inputs, are

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based on estimates of current credit spreads to evaluate the likelihood of default. When credit valuation adjustments are significant to the overall fair value of a derivative, the Corporation classifies the over-the-counter derivative valuation in Level 3 of the fair value hierarchy; otherwise, over-the-counter derivative valuations are classified in Level 2.

Nonmarketable equity securities

The Corporation has a portfolio of indirect (through funds) private equity and venture capital investments with a carrying value of \$6 million and unfunded commitments of less than \$1 million, at December 31, 2018. The investments are accounted for either on the cost or equity method and are individually reviewed for impairment on a quarterly basis by comparing the carrying value to the estimated fair value. These investments may be carried at fair value on a nonrecurring basis when they are deemed to be impaired and written down to fair value. Where there is not a readily determinable fair value, the Corporation estimates fair value for indirect private equity and venture capital investments based on the net asset value, as reported by the fund.

The Corporation also holds restricted equity investments, primarily Federal Home Loan Bank (FHLB) and Federal Reserve Bank (FRB) stock. Restricted equity securities are not readily marketable and are recorded at cost (par value) in accrued income and other assets on the Consolidated Balance Sheets and evaluated for impairment based on the ultimate recoverability of the par value. No significant observable market data for these instruments is available. The Corporation considers the profitability and asset quality of the issuer, dividend payment history and recent redemption experience and believes its investments in FHLB and FRB stock are ultimately recoverable at par. Therefore, the carrying amount for these restricted equity investments approximates fair value. The Corporation classifies the estimated fair value of such investments as Level 1. The Corporation's investment in FHLB stock totaled \$163 million and \$122 million at December 31, 2018 and 2017, respectively, and its investment in FRB stock totaled \$85 million at both December 31, 2018 and 2017.

Other real estate

Other real estate is included in accrued income and other assets on the Consolidated Balance Sheets and includes primarily foreclosed property. Foreclosed property is initially recorded at fair value, less costs to sell, at the date of legal title transfer to the Corporation, establishing a new cost basis. Subsequently, foreclosed property is carried at the lower of cost or fair value, less costs to sell. Other real estate may be carried at fair value on a nonrecurring basis when fair value is less than cost. Fair value is based upon independent market prices, appraised value or management's estimate of the value of the property. The Special Assets Group obtains updated independent market prices and appraised values, as required by state regulation or deemed necessary based on market conditions, and determines if additional write-downs are necessary. On a quarterly basis, senior management reviews all other real estate and determines whether the carrying values are reasonable, based on the length of time elapsed since receipt of independent market price or appraised value and current market conditions. When management determines that the fair value of other real estate requires additional adjustments, either as a result of a non-current appraisal or when there is no observable market price, the Corporation classifies the other real estate as Level 3.

Deposit liabilities

The estimated fair value of checking, savings and certain money market deposit accounts is represented by the amounts payable on demand. The estimated fair value of term deposits is calculated by discounting the scheduled cash flows using the period-end rates offered on these instruments. As such, the Corporation classifies the estimated fair value of deposit liabilities as Level 2.

Short-term borrowings

The carrying amount of federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings approximates the estimated fair value. As such, the Corporation classifies the estimated fair value of short-term borrowings as Level 1.

Medium- and long-term debt

The estimated fair value of the Corporation's medium- and long-term debt is based on quoted market values when available. If quoted market values are not available, the estimated fair value is based on the market values of debt with similar characteristics. The Corporation classifies the estimated fair value of medium- and long-term debt as Level 2.

#### Credit-related financial instruments

Credit-related financial instruments include unused commitments to extend credit and letters of credit. These instruments generate ongoing fees which are recognized over the term of the commitment. In situations where credit losses are probable, the Corporation records an allowance. The carrying value of these instruments included in accrued expenses and other liabilities on the Consolidated Balance Sheets, which includes the carrying value of the deferred fees plus the related allowance, approximates the estimated fair value. The Corporation classifies the estimated fair value of credit-related financial instruments as Level 3.

For further information about fair value measurements refer to Note 2.

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Other Short-Term Investments

Other short-term investments include deferred compensation plan assets, equity securities with a readily determinable fair value and loans held-for-sale.

Deferred compensation plan assets and equity securities are carried at fair value. Realized and unrealized gains or losses are included in other noninterest income on the Consolidated Statements of Income.

Loans held-for-sale, typically residential mortgages originated with the intent to sell and occasionally may include other loans transferred to held-for-sale, are carried at the lower of cost or fair value. Fair value is determined in the aggregate for each portfolio. Changes in fair value and gains or losses upon sale are included in other noninterest income on the Consolidated Statements of Income.

Investment Securities

Debt securities not held for trading purposes are classified as available-for-sale or held-to-maturity. Securities available-for-sale are recorded at fair value, with unrealized gains and losses, net of income taxes, reported as a separate component of other comprehensive income (OCI). Interest income is recognized using the interest method. Securities for which management has the intent and ability to hold to maturity are classified as held-to-maturity and recorded at amortized cost.

Securities transferred from available-for-sale to held-to-maturity are reclassified at fair value on the date of transfer. The net unrealized gain (loss) at the date of transfer is included in historical cost and amortized over the remaining life of the related securities as a yield adjustment consistent with the amortization of the net unrealized gain (loss) included in accumulated other comprehensive loss on the same securities, resulting in no impact to net income.

The Corporation adopted ASU No. 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities" (ASU 2017-12), effective January 1, 2018. As part of the adoption, the Corporation made a transition election to reclassify the portfolio of held-to-maturity securities to available-for-sale in January 2018 as the securities are eligible to be hedged. This resulted in the recognition of additional unrealized losses of \$11 million at the date of transfer. For further information on ASU 2017-12, refer to the "Derivatives Instruments and Hedging Activities" policy in this Note.

Debt securities are reviewed quarterly for possible other-than-temporary impairment (OTTI). In determining whether OTTI exists for debt securities in an unrealized loss position, the Corporation assesses the likelihood of selling the security prior to the recovery of its amortized cost basis. If the Corporation intends to sell the debt security or it is more likely than not that the Corporation will be required to sell the debt security prior to the recovery of its amortized cost basis, the debt security is written down to fair value, and the full amount of any impairment charge is recorded as a loss in net securities losses in the Consolidated Statements of Income. If the Corporation does not intend to sell the debt security and it is more likely than not that the Corporation will not be required to sell the debt security prior to recovery of its amortized cost basis, only the credit component of any impairment of a debt security is recognized as a loss in net securities losses on the Consolidated Statements of Income, with the remaining impairment recorded in OCI.

Gains or losses on the sale of securities are computed based on the adjusted cost of the specific security sold. Effective January 1, 2018, the Corporation adopted the provisions of Accounting Standards Update (ASU) No. 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition of Financial Assets and Financial Liabilities," (ASU 2016-01). ASU 2016-01 requires equity investments, other than equity method investments, to be measured at fair value with changes in fair value recognized in net income. As a result, equity securities with readily determinable fair value were reclassified from investment securities available-for-sale to other short-term investments. At adoption, an immaterial amount of cumulative net unrealized losses on equity securities previously recognized in accumulated other comprehensive income (AOCI) was reclassified to the opening balance of retained earnings, included in cumulative effect of change in accounting principles in the accompanying Consolidated Statements of Changes in Shareholders' Equity.

For further information on investment securities, refer to Note 3.

Loans

Loans and leases originated and held for investment are recorded at the principal balance outstanding, net of unearned income, charge-offs and unamortized deferred fees and costs. Interest income is recognized on loans and leases using the interest method.

The Corporation assesses all loan modifications to determine whether a restructuring constitutes a troubled debt restructuring (TDR). A restructuring is considered a TDR when a borrower is experiencing financial difficulty and the Corporation grants a concession to the borrower. TDRs on accrual status at the original contractual rate of interest are considered performing.

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Nonperforming TDRs include TDRs on nonaccrual status and loans which have been renegotiated to less than the original contractual rates (reduced-rate loans). All TDRs are considered impaired loans.

**Loan Origination Fees and Costs**

Substantially all loan origination fees and costs are deferred and amortized to net interest income over the life of the related loan or over the commitment period as a yield adjustment. Net deferred income on originated loans, including unearned income and unamortized costs, fees, premiums and discounts, totaled \$115 million and \$113 million at December 31, 2018 and 2017, respectively.

Loan fees on unused commitments and net origination fees related to loans sold are recognized in noninterest income.

**Allowance for Credit Losses**

The allowance for credit losses includes both the allowance for loan losses and the allowance for credit losses on lending-related commitments.

The Corporation disaggregates the loan portfolio into segments for purposes of determining the allowance for credit losses. These segments are based on the level at which the Corporation develops, documents and applies a systematic methodology to determine the allowance for credit losses. The Corporation's portfolio segments are business loans and retail loans. Business loans include the commercial, real estate construction, commercial mortgage, lease financing and international loan portfolios. Retail loans consist of traditional residential mortgage, home equity and other consumer loans.

For further information on the Allowance for Credit Losses, refer to Note 4.

**Allowance for Loan Losses**

The allowance for loan losses represents management's assessment of probable, estimable losses inherent in the Corporation's loan portfolio. The allowance for loan losses includes specific allowances, based on individual evaluations of certain loans, and allowances for homogeneous pools of loans with similar risk characteristics. The Corporation individually evaluates certain impaired loans on a quarterly basis and establishes specific allowances for such loans, if required. A loan is considered impaired when it is probable that interest or principal payments will not be made in accordance with the contractual terms of the loan agreement. Consistent with this definition, all loans for which the accrual of interest has been discontinued (nonaccrual loans) are considered impaired. The Corporation individually evaluates nonaccrual loans with book balances of \$2 million or more and loans whose terms have been modified in a TDR with book balances of \$1 million or more. The threshold for individual evaluation is revised on an infrequent basis, generally when economic circumstances change significantly. Specific allowances for impaired loans are estimated using one of several methods, including the estimated fair value of underlying collateral, observable market value of similar debt or discounted expected future cash flows. Collateral values supporting individually evaluated impaired loans are evaluated quarterly. At least annually, appraisals are obtained or appraisal assumptions are updated, unless conditions dictate increased frequency. The Corporation may reduce the collateral value based upon the age of the appraisal and adverse developments in market conditions.

Loans which do not meet the criteria to be evaluated individually are evaluated in homogeneous pools of loans with similar risk characteristics. Business loans are assigned to pools based on the Corporation's internal risk rating system. Internal risk ratings are assigned to each business loan at the time of approval and are subjected to subsequent periodic reviews by the Corporation's senior management, generally at least annually or more frequently upon the occurrence of a circumstance that affects the credit risk of the loan. For business loans not individually evaluated, losses inherent to the pool are estimated by applying standard reserve factors to outstanding principal balances. Standard reserve factors are based on estimated probabilities of default for each internal risk rating, set to a default horizon based on an estimated loss emergence period, and loss given default. These factors are evaluated quarterly and updated annually, unless economic conditions necessitate a change, giving consideration to count-based borrower risk rating migration experience and trends, recent charge-off experience, current economic conditions and trends, changes in collateral values of properties securing loans, and trends with respect to past due and nonaccrual amounts.

The allowance for business loans not individually evaluated also includes qualitative adjustments to bring the allowance to the level management believes is appropriate based on factors that have not otherwise been fully accounted for, including adjustments for (i) risk factors that have not been fully addressed in internal risk ratings, (ii) imprecision in the risk rating system resulting from inaccuracy in assigning and/or entering risk ratings in the loan accounting system, (iii) market conditions and (iv) model imprecision. Risk factors that have not been fully addressed in internal risk ratings may include portfolios where recent historical losses exceed expected losses or known recent events are expected to alter risk ratings once evidence is acquired, portfolios where a certain level of concentration introduces added risk, or changes in the level and quality of experience held by lending management. An additional allowance for risk rating errors is calculated based on the results of risk rating accuracy assessments performed on samples of business loans conducted by the Corporation's asset quality review function, a function independent of

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the lending and credit groups responsible for assigning the initial internal risk rating at the time of approval. Qualitative adjustments for market conditions are determined based on an established framework. The determination of the appropriate adjustment is based on management's analysis of observable macroeconomic metrics, including consideration of regional metrics within the Corporation's footprint, internal credit risk movement and a qualitative assessment of the lending environment, including underwriting standards, current economic and political conditions, and other factors affecting credit quality. Management recognizes the sensitivity of various assumptions made in the quantitative modeling of expected losses and may adjust reserves depending upon the level of uncertainty that currently exists in one or more assumption.

The allowance for retail loans not individually evaluated is determined by applying estimated loss rates to various pools of loans within the portfolios with similar risk characteristics. Estimated loss rates for all pools are updated quarterly, incorporating quantitative and qualitative factors such as recent charge-off experience, current economic conditions and trends, changes in collateral values of properties securing loans (using index-based estimates), and trends with respect to past due and nonaccrual amounts.

The total allowance for loan losses is sufficient to absorb incurred losses inherent in the total portfolio. Unanticipated economic events, including political, economic and regulatory instability in countries where the Corporation has loans, could cause changes in the credit characteristics of the portfolio and result in an unanticipated increase in the allowance. Significant increases in current portfolio exposures, as well as the inclusion of additional industry-specific portfolio exposures in the allowance, could also increase the amount of the allowance. Any of these events, or some combination thereof, may result in the need for additional provision for credit losses in order to maintain an allowance that complies with credit risk and accounting policies.

Loans deemed uncollectible are charged off and deducted from the allowance. Recoveries on loans previously charged off are added to the allowance.

**Allowance for Credit Losses on Lending-Related Commitments**

The allowance for credit losses on lending-related commitments provides for probable losses inherent in lending-related commitments, including unused commitments to extend credit and letters of credit. The allowance for credit losses on lending-related commitments includes allowances based on homogeneous pools of letters of credit and unused commitments to extend credit within each internal risk rating. A probability of draw estimate is applied to the commitment amount, and the result is multiplied by standard reserve factors consistent with business loans. In general, the probability of draw for letters of credit is considered certain for all letters of credit supporting loans and for letters of credit assigned an internal risk rating generally consistent with regulatory defined substandard or doubtful. Other letters of credit and all unfunded commitments have a lower probability of draw. The allowance for credit losses on lending-related commitments is included in accrued expenses and other liabilities on the Consolidated Balance Sheets, with the corresponding charge reflected in the provision for credit losses on the Consolidated Statements of Income.

**Nonperforming Assets**

Nonperforming assets consist of nonaccrual loans, reduced-rate loans and foreclosed property.

A loan is considered past due when the contractually required principal or interest payment is not received by the specified due date or, for certain loans, when a scheduled monthly payment is past due and unpaid for 30 days or more. Business loans are generally placed on nonaccrual status when management determines full collection of principal or interest is unlikely or when principal or interest payments are 90 days past due, unless the loan is fully collateralized and in the process of collection. The past-due status of a business loan is one of many indicative factors considered in determining the collectability of the credit. The primary driver of when the principal amount of a business loan should be fully or partially charged-off is based on a qualitative assessment of the recoverability of the principal amount from collateral and other cash flow sources. Residential mortgage and home equity loans are generally placed on nonaccrual status once they become 90 days past due and are charged off to current appraised values less costs to sell no later than 180 days past due. In addition, junior lien home equity loans less than 90 days past due are placed on nonaccrual status if they have underlying risk characteristics that place full collection of the

loan in doubt, such as when the related senior lien position is identified as seriously delinquent. Residential mortgage and consumer loans in bankruptcy for which the court has discharged the borrower's obligation and the borrower has not reaffirmed the debt are placed on nonaccrual status and written down to estimated collateral value, without regard to the actual payment status of the loan, and are classified as TDRs. All other consumer loans are generally placed on nonaccrual status at 90 days past due and are charged off at no later than 120 days past due, or earlier if deemed uncollectible.

At the time a loan is placed on nonaccrual status, interest previously accrued but not collected is charged against current income. Principal and interest payments received on such loans are generally first applied as a reduction of principal. Income on nonaccrual loans is then recognized only to the extent that cash is received after principal has been fully repaid or future collection of principal is probable. Generally, a loan may be returned to accrual status when all delinquent principal and interest have been

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received and the Corporation expects repayment of the remaining contractual principal and interest, or when the loan or debt security is both well secured and in the process of collection.

Foreclosed property (primarily real estate) is initially recorded at fair value, less costs to sell, at the date of legal title transfer to the Corporation and subsequently carried at the lower of cost or fair value, less estimated costs to sell.

Loans are reclassified to foreclosed property upon obtaining legal title to the collateral. Independent appraisals are obtained to substantiate the fair value of foreclosed property at the time of foreclosure and updated at least annually or upon evidence of deterioration in the property's value. At the time of foreclosure, the adjustment for the difference between the related loan balance and fair value (less estimated costs to sell) of the property acquired is charged or credited to the allowance for loan losses. Subsequent write-downs, operating expenses and losses upon sale, if any, are charged to noninterest expenses. Foreclosed property is included in accrued income and other assets on the Consolidated Balance Sheets.

**Premises and Equipment**

Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation, computed using the straight-line method, is charged to operations over the estimated useful lives of the assets. Estimated useful lives are generally 3 years to 33 years for premises that the Corporation owns and 3 years to 8 years for furniture and equipment. Leasehold improvements are generally amortized over the terms of their respective leases or 10 years, whichever is shorter.

**Software**

Capitalized software is stated at cost, less accumulated amortization. Capitalized software includes purchased software, capitalizable application development costs associated with internally-developed software and cloud computing arrangements, including an in-substance software license. Amortization, computed on the straight-line method, is charged to operations over the estimated useful life of the software, generally 5 years. Capitalized software is included in accrued income and other assets on the Consolidated Balance Sheets.

**Goodwill and Core Deposit Intangibles**

Goodwill, included in accrued income and other assets on the Consolidated Balance Sheets, is initially recorded as the excess of the purchase price over the fair value of net assets acquired in a business combination and is subsequently evaluated at least annually for impairment. Goodwill impairment testing is performed at the reporting unit level, equivalent to a business segment or one level below. The Corporation has three reporting units: the Business Bank, the Retail Bank and Wealth Management.

The Corporation performs its annual evaluation of goodwill impairment in the third quarter of each year and on an interim basis if events or changes in circumstances between annual tests suggest additional testing may be warranted to determine if goodwill might be impaired. The goodwill impairment test is a two-step test. The first step of the goodwill impairment test compares the estimated fair value of identified reporting units with their carrying amount, including goodwill. If the estimated fair value of the reporting unit is less than the carrying value, the second step must be performed to determine the implied fair value of the reporting unit's goodwill and the amount of goodwill impairment, if any. The implied fair value of goodwill is determined as if the reporting unit were being acquired in a business combination. If the implied fair value of goodwill exceeds the goodwill assigned to the reporting unit, there is no impairment. If the goodwill assigned to a reporting unit exceeds the implied fair value of goodwill, an impairment charge would be recorded for the excess.

The Corporation may choose to perform a qualitative assessment to determine whether the first step of the impairment test should be performed in future periods if certain factors indicate that impairment is unlikely. Factors which could be considered in the assessment of the likelihood of impairment include macroeconomic conditions, industry and market considerations, stock performance of the Corporation and its peers, financial performance, events affecting the Corporation as a whole or its reporting units individually and previous results of goodwill impairment tests.

Core deposit intangibles are amortized on an accelerated basis, based on the estimated period the economic benefits are expected to be received. Core deposit intangibles are reviewed for impairment when events or changes in

circumstances indicate that their carrying amounts may not be recoverable. Impairment for a finite-lived intangible asset exists if the sum of the undiscounted cash flows expected to result from the use of the asset exceeds its carrying value.

Additional information regarding goodwill and core deposit intangibles can be found in Note 7.

#### Nonmarketable Equity Securities

The Corporation has certain investments that are not readily marketable. These investments include a portfolio of investments in indirect private equity and venture capital funds and restricted equity investments, which are securities the Corporation is required to hold for various reasons, primarily Federal Home Loan Bank of Dallas (FHLB) and Federal Reserve Bank (FRB) stock. These investments are accounted for on the cost or equity method and are included in accrued income and other

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assets on the Consolidated Balance Sheets. The investments are individually reviewed for impairment on a quarterly basis. Indirect private equity and venture capital funds are evaluated by comparing the carrying value to the estimated fair value. The amount by which the carrying value exceeds the fair value that is determined to be other-than-temporary impairment is charged to current earnings and the carrying value of the investment is written down accordingly. FHLB and FRB stock are recorded at cost (par value) and evaluated for impairment based on the ultimate recoverability of the par value. If the Corporation does not expect to recover the full par value, the amount by which the par value exceeds the ultimately recoverable value would be charged to current earnings and the carrying value of the investment would be written down accordingly.

**Derivative Instruments and Hedging Activities**

Derivative instruments are carried at fair value in either accrued income and other assets or accrued expenses and other liabilities on the Consolidated Balance Sheets. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument is determined by whether it has been designated and qualifies as part of a hedging relationship and, further, by the type of hedging relationship. The Corporation presents derivative instruments at fair value in the Consolidated Balance Sheets on a net basis when a right of offset exists, based on transactions with a single counterparty and any cash collateral paid to and/or received from that counterparty for derivative contracts that are subject to legally enforceable master netting arrangements.

The Corporation adopted ASU No. 2017-12 effective January 1, 2018. ASU 2017-12 better aligns the accounting and reporting of hedging relationships with the economics of risk management activities and provides administrative reliefs to simplify the application of hedge accounting, including expanding the application of the shortcut method, eliminating the separate measurement and reporting of hedge ineffectiveness and generally requiring the entire effect of the hedging instrument and the hedged item to be presented in the same income statement line item.

For derivative instruments designated and qualifying as fair value hedges (i.e., hedging the exposure to changes in the fair value of an asset or a liability or an identified portion thereof that is attributable to a particular risk), the gain or loss on the derivative instrument, as well as the offsetting loss or gain on the hedged item attributable to the hedged risk, are recognized in the same consolidated statement of income line that is used to present the earnings effect of the hedged item during the period of the change in fair values. For derivative instruments that are designated and qualify as cash flow hedges (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same consolidated statement of income line item as the earnings effect of the hedged item in the same period or periods during which the hedged transaction affects earnings. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in current earnings during the period of change.

The Corporation's derivative instruments used for risk management predominately comprise swaps converting fixed-rate long-term debt to variable rates. An ineffectiveness net gain of \$1 million and net loss of \$2 million were included in other noninterest income in the consolidated statements of income for the years ended December 31, 2017 and 2016, respectively. Under ASU 2017-12, beginning January 1, 2018, gains or losses relating to hedge ineffectiveness are no longer separately measured or reported.

To qualify for the use of hedge accounting, a derivative must be effective at inception and expected to be continuously effective in offsetting the risk being hedged. For derivatives designated as hedging instruments at inception, the Corporation uses either the short-cut method or applies statistical regression analysis to assess effectiveness. The short-cut method is used for \$1 billion notional of fair value hedges of medium- and long-term debt. This method allows for the assumption of perfect effectiveness and eliminates the requirement to further assess hedge effectiveness on these transactions. For hedge relationships to which the Corporation does not apply the short-cut method, statistical regression analysis is used at inception to assess whether the derivative used is expected to be highly effective in offsetting changes in the fair value or cash flows of the hedged item. A statistical regression or qualitative analysis is performed at each reporting period thereafter to evaluate hedge effectiveness.

Upon adopting ASU 2017-12, the Corporation elected to change the measurement methodology of all long-haul fair value hedges existing at December 31, 2017. The prior period effect of this election was a \$1 million reduction to opening retained earnings, included in cumulative effect of change in accounting principles in the Consolidated Statements of Shareholders' Equity.

Further information on the Corporation's derivative instruments and hedging activities is included in Note 8.

#### Short-Term Borrowings

Securities sold under agreements to repurchase are treated as collateralized borrowings and are recorded at amounts equal to the cash received. The contractual terms of the agreements to repurchase may require the Corporation to provide additional collateral if the fair value of the securities underlying the borrowings declines during the term of the agreement.

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Financial Guarantees

Certain guarantee contracts or indemnification agreements that contingently require the Corporation, as guarantor, to make payments to the guaranteed party are initially measured at fair value and included in accrued expenses and other liabilities on the Consolidated Balance Sheets. The subsequent accounting for the liability depends on the nature of the underlying guarantee. The release from risk is accounted for under a particular guarantee when the guarantee expires or is settled, or by a systematic and rational amortization method.

Further information on the Corporation's obligations under guarantees is included in Note 8.

Share-Based Compensation

The Corporation recognizes share-based compensation expense using the straight-line method over the requisite service period for all stock awards, including those with graded vesting. The requisite service period is the period an employee is required to provide service in order to vest in the award, which cannot extend beyond the date at which the employee is no longer required to perform any service to receive the share-based compensation (i.e. the retirement-eligible date). Forfeiture of stock awards and dividend equivalents are accounted for as they occur.

Certain awards are contingent upon performance and/or market conditions, which affect the number of shares ultimately issued. The Corporation periodically evaluates the probable outcome of the performance conditions and makes cumulative adjustments to compensation expense as appropriate. Market conditions are included in the determination of the fair value of the award on the date of grant. Subsequent to the grant date, market conditions have no impact on the amount of compensation expense the Corporation will recognize over the life of the award.

Further information on the Corporation's share-based compensation plans is included in Note 16.

Revenue Recognition

Effective January 1, 2018, the Corporation adopted the provision of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 606, "Revenue from Contracts with Customers" (Topic 606), using the modified retrospective method applied to all open contracts as of January 1, 2018.

Under Topic 606, card fee revenue from certain products is generally presented net of network costs, including interchange costs, surcharge fees and assessment fees, as opposed to the previous presentation of associated network costs in outside processing fee expense in the Consolidated Statements of Income. Similar adjustments were made for other revenue streams that resulted in certain costs being recognized in the same category as the associated revenues in noninterest income.

The adoption of Topic 606 resulted in decreases of \$140 million in card fees and \$5 million in service charges on deposits accounts, included in noninterest income, and a corresponding \$145 million decrease in outside processing fee expense included in noninterest expenses, in the Consolidated Statements of Income for 2018.

The Corporation previously deferred recognition of certain treasury management fees included in service charges on deposit accounts in the Consolidated Statements of Income until the amount of compensation was considered fixed and determinable. Under the new guidance, the portion of these fees that are based on agreed-upon rates less estimated credits expected to be earned by the customer is recognized as services are rendered. As a result, the Corporation recorded a transition adjustment of \$14 million, after tax, to retained earnings, included in cumulative effect of change in accounting principles in the accompanying Consolidated Statements of Changes in Shareholders' Equity. Similar adjustments were made for other revenue streams that resulted in an additional cumulative transition after-tax adjustment to retained earnings of \$2 million.

Revenue from contracts with customers comprises the noninterest income earned by the Corporation in exchange for services provided to customers and are recognized when services are complete or as they are rendered, although contracts are generally short-term by nature. Services provided over a period of time are typically transferred to customers evenly over the term of the contracts and revenue is recognized evenly over the period services are provided. Contract receivables are included in accrued income and other assets on the Consolidated Balance Sheets. Payment terms vary by services offered, and the time between completion of performance obligations and payment is typically not significant.

Card Fees

Card fees comprise interchange and other fee income earned on government card, commercial card, debit/automated teller machine card and merchant payment processing programs. Card fees are presented net of network costs, as performance obligations for card services are limited to transaction processing and settlement with the card network on behalf of the customers. Fees for these services are primarily based on interchange rates set by the network and transaction volume. The Corporation also provides ongoing card program support services, for which fees are based on contractually agreed prices and customer demand for services.

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Service Charges on Deposit Accounts

Service charges on deposit accounts comprise charges on retail and business accounts, including fees for treasury management services. Treasury management services include transaction-based services related to payment processing, overdrafts, non-sufficient funds and other deposit account activity, as well as account management services that are provided over time. Business customers can earn credits depending on deposit balances maintained with the Corporation, which may be used to offset fees. Fees and credits are based on predetermined, agreed-upon rates.

Fiduciary Income

Fiduciary income includes fees and commissions from asset management, custody, recordkeeping, investment advisory and other services provided primarily to personal and institutional trust customers. Revenue is recognized as the services are performed and is based either on the market value of the assets managed or the services provided, as well as agreed-upon rates.

Commercial Lending Fees

Commercial lending fees include both revenue from contracts with customers (primarily loan servicing fees) and other sources of revenue. Commercial loan servicing fees are based on contractually agreed-upon prices and when the services are provided. Other sources of revenue in commercial lending fees primarily include fees assessed on the unused portion of commercial lines of credit (unused commitment fees) and syndication arrangements.

Brokerage Fees

Brokerage fees are commissions earned for facilitating securities transactions for customers, as well as other brokerage services provided. Revenue is recognized when services are complete and is based on the type of services provided and agreed-upon rates. The Corporation pays commissions based on brokerage fee revenue. These are typically recognized when incurred because the amortization period is one year or less and are included in salaries and benefits expense in the Consolidated Statements of Income.

Other Revenues

Other revenues, consisting primarily of other retail fees, investment banking fees and insurance commissions, are typically recognized when services or transactions are completed and are based on the type of services provided and agreed-upon rates.

Except as discussed above, commissions and other incentives paid to employees are generally based on several internal and external metrics and, as a result, are not solely dependent on revenue generating activities.

Defined Benefit Pension and Other Postretirement Costs

Defined benefit pension costs are funded consistent with the requirements of federal laws and regulations. Inherent in the determination of defined benefit pension costs are assumptions concerning future events that will affect the amount and timing of required benefit payments under the plans. These assumptions include demographic assumptions such as retirement age and mortality, a compensation rate increase, a discount rate used to determine the current benefit obligation, form of payment election and a long-term expected rate of return on plan assets. Net periodic defined benefit pension expense includes service cost, interest cost based on the assumed discount rate, an expected return on plan assets based on an actuarially derived market-related value of assets, amortization of prior service cost or credit and amortization of net actuarial gains or losses. The market-related value of plan assets is determined by amortizing the current year's investment gains and losses (the actual investment return net of the expected investment return) over 5 years. The amortization adjustment cannot exceed 10 percent of the fair value of assets. Prior service costs or credits include the impact of plan amendments on the liabilities and are amortized over the future service periods of active employees expected to receive benefits under the plan. Actuarial gains and losses result from experience different from that assumed and from changes in assumptions (excluding asset gains and losses not yet reflected in market-related value). Amortization of actuarial gains and losses is included as a component of net periodic defined benefit pension cost for a year if the actuarial net gain or loss exceeds 10 percent of the greater of the projected benefit obligation or the market-related value of plan assets. If amortization is required, the excess is

amortized over the average remaining service period of participating employees expected to receive benefits under the plan. Service costs are included in salaries and benefits expense, while the other components of net periodic defined benefit pension expense are included in other noninterest expenses on the Consolidated Statements of Income.

Postretirement benefits are recognized in other noninterest expenses on the Consolidated Statements of Income during the average remaining service period of participating employees expected to receive benefits under the plan or the average remaining future lifetime of retired participants currently receiving benefits under the plan.

The Corporation retrospectively adopted the provisions of ASU No. 2017-07, "Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost" (ASU 2017-07) on January 1, 2018, which requires employers to report service cost as part of compensation expense and the other components of net benefit cost separately from service cost. As a result, \$49 million and \$28 million of benefit from the other components of

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net benefit cost was reclassified from salaries and benefits expense to other noninterest expenses in the Consolidated Statements of Income for 2017 and 2016, respectively. The Corporation based the adjustment to the prior periods on amounts disclosed in Note 17.

See Note 17 for further information regarding the Corporation's defined benefit pension and other postretirement plans.

Income Taxes

The provision for income taxes is the sum of income taxes due for the current year and deferred taxes. The Corporation classifies interest and penalties on income tax liabilities and, beginning January 1, 2017, excess tax benefits and deficiencies resulting from employee stock awards in the provision for income taxes on the Consolidated Statements of Income.

Deferred taxes arise from temporary differences between the income tax basis and financial accounting basis of assets and liabilities. Deferred tax assets are evaluated for realization based on available evidence of projected future reversals of existing taxable temporary differences, assumptions made regarding future events and, when applicable, state loss carryback capacity. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax asset will not be realized.

The Tax Cuts and Jobs Act (the "Act"), enacted on December 22, 2017, reduced the U.S. federal corporate tax rate from 35 percent to 21 percent. Also, on December 22, 2017, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 118 (SAB 118), which provides guidance on accounting for tax effects of the Act. SAB 118 provided a measurement period of up to one year from the enactment date to complete the accounting. The amount recorded related to the remeasurement of the Corporation's deferred tax balance was a reduction of \$99 million, including a provisional adjustment of \$107 million recognized in 2017 and an \$8 million revision to the impact recorded in 2018.

Earnings Per Share

Basic net income per common share is calculated using the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each share of common stock and participating securities according to dividends declared (distributed earnings) and participation rights in undistributed earnings. Distributed and undistributed earnings are allocated between common and participating security shareholders based on their respective rights to receive dividends. Nonvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities (e.g., nonvested restricted stock and certain service-based restricted stock units). Undistributed net losses are not allocated to nonvested restricted shareholders, as these shareholders do not have a contractual obligation to fund the losses incurred by the Corporation. Net income attributable to common shares is then divided by the weighted-average number of common shares outstanding during the period.

Diluted net income per common share is calculated using the more dilutive of either the treasury method or the two-class method. The dilutive calculation considers common stock issuable under the assumed exercise of stock options and warrants, as well as service- and performance-based restricted stock units granted under the Corporation's stock plans using the treasury stock method, if dilutive. Net income attributable to common shares is then divided by the total of weighted-average number of common shares and common stock equivalents outstanding during the period.

Statements of Cash Flows

Cash and cash equivalents are defined as those amounts included in cash and due from banks and interest-bearing deposits with banks on the Consolidated Balance Sheets.

The Corporation adopted ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments," (ASU 2016-15) on January 1, 2018 and, as a result, reclassified \$18 million and \$16 million of proceeds from settlement of bank-owned life insurance policies from operating activities to investing activities for 2017 and 2016, respectively.

Comprehensive Income (Loss)

The Corporation presents on an annual basis the components of net income and other comprehensive income in two separate, but consecutive statements and presents on an interim basis the components of net income and a total for comprehensive income in one continuous consolidated statement of comprehensive income.

**Pending Accounting Pronouncements**

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)," (ASU 2016-02), to increase the transparency and comparability of lease recognition and disclosure. ASU 2016-02 requires lessees to recognize lease contracts on the balance sheet, while recognizing expenses on the income statement in a manner similar to current guidance. The Corporation will adopt Topic 842 in the first quarter 2019 for all open leases with a term greater than one year as of the adoption date using the modified

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retrospective approach and will elect the hindsight practical expedient in determining its lease terms. This is expected to result in increases of \$330 million and \$345 million to total assets and total liabilities, respectively, and a reduction to retained earnings of approximately \$15 million. The increase to total assets was primarily due to the recognition of a right-of-use asset recorded in accrued income and other assets, while the increase in total liabilities was primarily due to recognition of the lease payment liability recorded in accrued expenses and other liabilities. A similar increase in assets at December 31, 2018 would have caused a 5-basis-point decrease in the common equity tier 1 capital (CET1) ratio.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," (ASU 2016-13), which addresses concerns regarding the perceived delay in recognition of credit losses under the existing incurred loss model. The amendment introduces a new, single model for recognizing credit losses on all financial instruments presented on a cost basis. Under the new model, entities must estimate current expected credit losses by considering all available relevant information, including historical and current conditions, as well as reasonable and supportable forecasts of future events. The update also requires additional qualitative and quantitative disclosure to allow users to better understand the credit risk within the portfolio and the methodologies for determining the allowance for credit losses.

ASU 2016-13 is effective for the Corporation on January 1, 2020 and must be applied using the modified retrospective approach with limited exceptions. In preparation, the Corporation has developed new credit estimation models, processes and controls. Internal validation of the models is underway and expected to be completed early in 2019. The Corporation has performed test runs of the new processes and controls and expects to begin full parallel runs by mid-2019. The impact of the standard will depend on the composition of the Corporation's portfolio as well as economic conditions and forecasts at the time of adoption. The Corporation expects to adopt the standard in the first quarter of 2020.

In August 2018, the FASB issued ASU No. 2018-15, "Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract," (ASU 2018-15), to align the requirements for capitalizing implementation costs in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs relating to internal-use software. The update requires entities in a hosting arrangement that is a service contract to follow the guidance in Subtopic 350-40 to determine which implementation costs to capitalize as an asset and which costs to expense. ASU 2018-15 is effective for the Corporation on January 1, 2020 and may be applied using either the retrospective or prospective approach. Early adoption is permitted. The Corporation is currently evaluating the impact of adoption.

In October 2018, the FASB issued ASU No. 2018-16, "Derivatives and Hedging (Topic 815): Inclusion of the Secured Overnight Financing Rate (SOFR) Overnight Index Swap (OIS) Rate as a Benchmark Interest Rate for Hedge Accounting Purposes," (ASU 2018-16), to permit the use of SOFR as an eligible benchmark interest rate for hedge accounting. SOFR has been identified by the Federal Reserve Board and the Alternative Reference Rates Committee as the preferred alternative reference rate to the London Interbank Offered Rate (LIBOR). The Corporation will adopt ASU 2018-16 prospectively in the first quarter of 2019. As of December 31, 2018, there were no active SOFR-based contracts.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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## NOTE 2 – FAIR VALUE MEASUREMENTS

Note 1 contains information about the fair value hierarchy, descriptions of the valuation methodologies and key inputs used to measure financial assets and liabilities recorded at fair value, as well as a description of the methods and significant assumptions used to estimate fair value disclosures for financial instruments not recorded at fair value in their entirety on a recurring basis.

## Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following tables present the recorded amount of assets and liabilities measured at fair value on a recurring basis as of December 31, 2018 and 2017.

(in millions)	Total	Level 1	Level 2	Level 3
December 31, 2018				
Deferred compensation plan assets	\$88	\$88	\$—	\$ —
Equity securities	43	43	—	—
Investment securities available-for-sale:				
U.S. Treasury and other U.S. government agency securities	2,727	2,727	—	—
Residential mortgage-backed securities (a)	9,318	—	9,318	—
Total investment securities available-for-sale	12,045	2,727	9,318	—
Derivative assets:				
Interest rate contracts	67	—	58	9
Energy derivative contracts	189	—	189	—
Foreign exchange contracts	19	—	19	—
Total derivative assets	275	—	266	9
Total assets at fair value	\$12,451	\$2,858	\$9,584	\$ 9
Derivative liabilities:				
Interest rate contracts	\$70	\$—	\$70	\$ —
Energy derivative contracts	186	—	186	—
Foreign exchange contracts	13	—	13	—
Total derivative liabilities	269	—	269	—
Deferred compensation plan liabilities	88	88	—	—
Total liabilities at fair value	\$357	\$88	\$269	\$ —

(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

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## Comerica Incorporated and Subsidiaries

(in millions)	Total	Level 1	Level 2	Level 3
December 31, 2017				
Trading securities:				
Deferred compensation plan assets	\$92	\$92	\$—	\$—
Investment securities available-for-sale:				
U.S. Treasury and other U.S. government agency securities	2,727	2,727	—	—
Residential mortgage-backed securities (a)	8,124	—	8,124	—
State and municipal securities	5	—	—	5 (b)
Equity and other non-debt securities	82	38	—	44 (b)
Total investment securities available-for-sale	10,938	2,765	8,124	49
Derivative assets:				
Interest rate contracts	57	—	43	14
Energy derivative contracts	93	—	93	—
Foreign exchange contracts	42	—	42	—
Total derivative assets	192	—	178	14
Total assets at fair value	\$11,222	\$2,857	\$8,302	\$ 63
Derivative liabilities:				
Interest rate contracts	\$59	\$—	\$59	\$—
Energy derivative contracts	91	—	91	—
Foreign exchange contracts	40	—	40	—
Total derivative liabilities	190	—	190	—
Deferred compensation plan liabilities	92	92	—	—
Total liabilities at fair value	\$282	\$92	\$190	\$—

(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

(b) Auction-rate securities.

There were no transfers of assets or liabilities recorded at fair value on a recurring basis into or out of Level 1, Level 2 and Level 3 fair value measurements during the years ended December 31, 2018 and 2017.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

The following table summarizes the changes in Level 3 assets measured at fair value on a recurring basis for the years ended December 31, 2018 and 2017.

(in millions)	Balance at Beginning of Period	Change in Classification (a)	Net Realized/Unrealized Gains (Losses) (Pretax)				Balance at End of Period
			Recorded in Earnings (b)	Recorded in Other Comprehensive Income (c)	Sales & Redemptions		
Year Ended December 31, 2018							
Equity securities	\$ —	\$ 44	\$ —	\$ —	\$ —	\$ (44 )	\$ —
Investment securities available-for-sale:							
State and municipal securities (d)	5	—	—	—	—	(5 )	—
Equity and other non-debt securities (d)	44	(44 )	—	—	—	—	—
Total investment securities available-for-sale	49	(44 )	—	—	—	(5 )	—
Derivative assets:							
Interest rate contracts	14	—	—	(5 )	—	—	9
Year Ended December 31, 2017							
Investment securities available-for-sale:							
State and municipal securities (d)	\$ 7	\$ —	\$ —	\$ —	\$ —	\$ (2 )	\$ 5
Equity and other non-debt securities (d)	47	—	—	—	(2 )	(1 )	44
Total investment securities available-for-sale	54	—	—	—	(2 )	(3 )	49
Derivative assets:							
Interest rate contracts	11	—	—	3	—	—	14

(a) Reflects the reclassification of equity securities resulting from the adoption of ASU 2016-01.

(b) Realized and unrealized gains and losses due to changes in fair value recorded in other noninterest income on the Consolidated Statements of Income.

(c) Recorded in net unrealized holding losses arising during the period in the Consolidated Statements of Comprehensive Income.

(d) Auction-rate securities.

## Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Corporation may be required to record certain assets and liabilities at fair value on a nonrecurring basis. These include assets that are recorded at the lower of cost or fair value, and were recognized at fair value since it was less than cost at the end of the period.

The following table presents assets recorded at fair value on a nonrecurring basis at December 31, 2018 and 2017. No liabilities were recorded at fair value on a nonrecurring basis at December 31, 2018 and 2017.

(in millions) Level 3

December 31, 2018

Loans:

Commercial	\$ 33
Commercial mortgage	2
Total assets at fair value	\$ 35

December 31, 2017

Loans:

Commercial	\$ 111
Commercial mortgage	5
Total assets at fair value	\$ 116

Level 3 assets recorded at fair value on a nonrecurring basis at December 31, 2018 and 2017 included loans for which a specific allowance was established based on the fair value of collateral. The unobservable inputs were the additional adjustments applied by management to the appraised values to reflect such factors as non-current appraisals and revisions to estimated time to sell. These adjustments are determined based on qualitative judgments made by management on a case-by-case basis and are not quantifiable inputs, although they are used in the determination of fair value.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

## Estimated Fair Values of Financial Instruments Not Recorded at Fair Value on a Recurring Basis

The Corporation typically holds the majority of its financial instruments until maturity and thus does not expect to realize many of the estimated fair value amounts disclosed. The disclosures also do not include estimated fair value amounts for items that are not defined as financial instruments, but which have significant value. These include such items as core deposit intangibles, the future earnings potential of significant customer relationships and the value of trust operations and other fee generating businesses. The Corporation believes the imprecision of an estimate could be significant.

The carrying amount and estimated fair value of financial instruments not recorded at fair value in their entirety on a recurring basis on the Corporation's Consolidated Balance Sheets are as follows:

(in millions)	Carrying Amount	Estimated Fair Value			
		Total	Level 1	Level 2	Level 3
December 31, 2018					
Assets					
Cash and due from banks	\$ 1,390	\$ 1,390	\$ 1,390	\$ —	\$ —
Interest-bearing deposits with banks	3,171	3,171	3,171	—	—
Loans held-for-sale	3	3	—	3	—
Total loans, net of allowance for loan losses (a)	49,492	48,889	—	—	48,889
Customers' liability on acceptances outstanding	4	4	4	—	—
Restricted equity investments	248	248	248	—	—
Nonmarketable equity securities (b)	6	11	—	—	—
Liabilities					
Demand deposits (noninterest-bearing)	28,690	28,690	—	28,690	—
Interest-bearing deposits	24,740	24,740	—	24,740	—
Customer certificates of deposit	2,131	2,100	—	2,100	—
Total deposits	55,561	55,530	—	55,530	—
Short-term borrowings	44	44	44	—	—
Acceptances outstanding	4	4	4	—	—
Medium- and long-term debt	6,463	6,436	—	6,436	—
Credit-related financial instruments	(57 )	(57 )	—	—	(57 )
December 31, 2017					
Assets					
Cash and due from banks	\$ 1,438	\$ 1,438	\$ 1,438	\$ —	\$ —
Interest-bearing deposits with banks	4,407	4,407	4,407	—	—
Investment securities held-to-maturity	1,266	1,246	—	1,246	—
Loans held-for-sale	4	4	—	4	—
Total loans, net of allowance for loan losses (a)	48,461	48,153	—	—	48,153
Customers' liability on acceptances outstanding	2	2	2	—	—
Restricted equity investments	207	207	207	—	—
Nonmarketable equity securities (b)	6	9	—	—	—
Liabilities					
Demand deposits (noninterest-bearing)	32,071	32,071	—	32,071	—
Interest-bearing deposits	23,667	23,667	—	23,667	—
Customer certificates of deposit	2,165	2,142	—	2,142	—
Total deposits	57,903	57,880	—	57,880	—
Short-term borrowings	10	10	10	—	—

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Acceptances outstanding	2	2	2	—	—
Medium- and long-term debt	4,622	4,636	—	4,636	—
Credit-related financial instruments	(67 )	(67 )	—	—	(67 )

(a) Included \$35 million and \$116 million of impaired loans recorded at fair value on a nonrecurring basis at December 31, 2018 and 2017, respectively.

(b) Certain investments that are measured at fair value using the net asset value have not been classified in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Balance Sheets.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

## NOTE 3 - INVESTMENT SECURITIES

A summary of the Corporation's investment securities follows:

(in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2018				
Investment securities available-for-sale:				
U.S. Treasury and other U.S. government agency securities	\$ 2,732	\$ 14	\$ 19	\$ 2,727
Residential mortgage-backed securities (a)	9,493	22	197	9,318
Total investment securities available-for-sale	\$ 12,225	\$ 36	\$ 216	\$ 12,045

December 31, 2017

Investment securities available-for-sale:

U.S. Treasury and other U.S. government agency securities	\$ 2,743	\$ —	\$ 16	\$ 2,727
Residential mortgage-backed securities (a)	8,230	22	128	8,124
State and municipal securities	5	—	—	5
Equity and other non-debt securities	83	1	2	82
Total investment securities available-for-sale (b)	\$ 11,061	\$ 23	\$ 146	\$ 10,938

Investment securities held-to-maturity (c):

Residential mortgage-backed securities (a)	\$ 1,266	\$ —	\$ 20	\$ 1,246
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(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

(b) Included auction-rate securities at amortized cost and fair value of \$51 million and \$49 million, respectively, as of December 31, 2017.

(c) The amortized cost of investment securities held-to-maturity included the net unrealized losses of \$9 million at December 31, 2017 related to securities transferred from available-for-sale in 2014, which are included in accumulated other comprehensive loss.

In connection with the adoption of ASU 2016-01 on January 1, 2018, cumulative unrealized gains and losses on available-for-sale equity and other non-debt securities were reclassified to retained earnings and the carrying value was reclassified to other short-term investments. Additionally, the Corporation transferred residential mortgage-backed securities with a book value of approximately \$1.3 billion from held-to-maturity to available-for-sale upon the adoption of ASU 2017-12. For additional information about the adoption of ASU 2016-01 and ASU 2017-12, refer to Note 1.

A summary of the Corporation's investment securities in an unrealized loss position as of December 31, 2018 and 2017 follows:

(in millions)	Temporarily Impaired					
	Less than 12 Months		12 Months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2018						
U.S. Treasury and other U.S. government agency securities	\$ —	\$ —	\$ 1,457	\$ 19	\$ 1,457	\$ 19
Residential mortgage-backed securities (a)	1,008	9	6,412	188	7,420	197
Total temporarily impaired securities	\$ 1,008	\$ 9	\$ 7,869	\$ 207	\$ 8,877	\$ 216
December 31, 2017						

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U.S. Treasury and other U.S. government agency securities	\$2,727	\$ 16	\$—	\$—	\$2,727	\$ 16
Residential mortgage-backed securities (a)	3,845	32	4,003	125	7,848	157
State and municipal securities (b)	—	—	5	—	(c) 5	— (c)
Equity and other non-debt securities (b)	—	—	44	2	44	2
Total temporarily impaired securities	\$6,572	\$ 48	\$4,052	\$ 127	\$10,624	\$ 175

(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

(b) Primarily auction-rate securities.

(c) Unrealized losses less than \$0.5 million.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

At December 31, 2018, the Corporation had 375 securities in an unrealized loss position with no credit impairment, including 16 U.S. Treasury securities and 359 residential mortgage-backed securities. The unrealized losses for these securities resulted from changes in market interest rates and liquidity, not changes in credit quality. The Corporation ultimately expects full collection of the carrying amount of these securities, does not intend to sell the securities in an unrealized loss position, and it is not more-likely-than-not that the Corporation will be required to sell the securities in an unrealized loss position prior to recovery of amortized cost. The Corporation does not consider these securities to be other-than-temporarily impaired at December 31, 2018.

Sales, primarily from repositioning \$1.3 billion of lower-yielding treasury securities, calls and write-downs of investment securities available-for-sale resulted in the following gains and losses recorded in net securities losses on the Consolidated Statements of Income, computed based on the adjusted cost of the specific security. There were no securities gains or losses for the years ended December 31, 2017 and 2016.

(in millions)

Year Ended December 31 2018	
Securities gains	\$2
Securities losses	(21 )
Net securities losses	\$(19)

The following table summarizes the amortized cost and fair values of debt securities by contractual maturity.

Securities with multiple maturity dates are classified in the period of final maturity. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(in millions)

December 31, 2018	Amortized Fair	
	Cost	Value
Contractual maturity		
Within one year	\$100	\$100
After one year through five years	2,647	2,642
After five years through ten years	1,522	1,502
After ten years	7,956	7,801
Total investment securities	\$12,225	\$12,045

Included in the contractual maturity distribution in the table above were residential mortgage-backed securities with a total amortized cost of \$9.5 billion and a fair value of \$9.3 billion. The actual cash flows of mortgage-backed securities may differ from contractual maturity as the borrowers of the underlying loans may exercise prepayment options.

At December 31, 2018, investment securities with a carrying value of \$396 million were pledged where permitted or required by law to secure \$274 million of liabilities, primarily public and other deposits of state and local government agencies and derivative instruments.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

## NOTE 4 – CREDIT QUALITY AND ALLOWANCE FOR CREDIT LOSSES

The following table presents an aging analysis of the recorded balance of loans.

(in millions)	Loans Past Due and Still Accruing				Nonaccrual Loans	Current Loans	Total Loans
	30-59 Days	60-89 Days	90 Days or More	Total			
December 31, 2018							
Business loans:							
Commercial	\$ 34	\$ 26	\$ 8	\$ 68	\$ 141	\$31,767	\$31,976
Real estate construction:							
Commercial Real Estate business line (a)	6	—	—	6	—	2,681	2,687
Other business lines (b)	6	—	—	6	—	384	390
Total real estate construction	12	—	—	12	—	3,065	3,077
Commercial mortgage:							
Commercial Real Estate business line (a)	4	—	—	4	2	1,737	1,743
Other business lines (b)	32	5	8	45	18	7,300	7,363
Total commercial mortgage	36	5	8	49	20	9,037	9,106
Lease financing	—	—	—	—	2	505	507
International	—	—	—	—	3	1,010	1,013
Total business loans	82	31	16	129	166	45,384	45,679
Retail loans:							
Residential mortgage	11	3	—	14	36	1,920	1,970
Consumer:							
Home equity	4	1	—	5	19	1,741	1,765
Other consumer	1	—	—	1	—	748	749
Total consumer	5	1	—	6	19	2,489	2,514
Total retail loans	16	4	—	20	55	4,409	4,484
Total loans	\$ 98	\$ 35	\$ 16	\$ 149	\$ 221	\$49,793	\$50,163
December 31, 2017							
Business loans:							
Commercial	\$ 79	\$ 134	\$ 12	\$ 225	\$ 309	\$30,526	\$31,060
Real estate construction:							
Commercial Real Estate business line (a)	3	—	—	3	—	2,627	2,630
Other business lines (b)	4	—	—	4	—	327	331
Total real estate construction	7	—	—	7	—	2,954	2,961
Commercial mortgage:							
Commercial Real Estate business line (a)	14	—	—	14	9	1,808	1,831
Other business lines (b)	27	6	22	55	22	7,251	7,328
Total commercial mortgage	41	6	22	69	31	9,059	9,159
Lease financing	—	—	—	—	4	464	468
International	13	—	—	13	6	964	983
Total business loans	140	140	34	314	350	43,967	44,631
Retail loans:							
Residential mortgage	10	2	—	12	31	1,945	1,988
Consumer:							
Home equity	5	1	—	6	21	1,789	1,816
Other consumer	4	—	1	5	—	733	738

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Total consumer	9	1	1	11	21	2,522	2,554
Total retail loans	19	3	1	23	52	4,467	4,542
Total loans	\$ 159	\$ 143	\$ 35	\$ 337	\$ 402	\$48,434	\$49,173

(a) Primarily loans to real estate developers.

(b) Primarily loans secured by owner-occupied real estate.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

The following table presents loans by credit quality indicator, based on internal risk ratings assigned to each business loan at the time of approval and subjected to subsequent reviews, generally at least annually, and to pools of retail loans with similar risk characteristics.

(in millions)	Internally Assigned Rating				Total
	Pass (a)	Special Mention (b)	Substandard (c)	Nonaccrual (d)	
December 31, 2018					
Business loans:					
Commercial	\$30,817	\$ 464	\$ 554	\$ 141	\$31,976
Real estate construction:					
Commercial Real Estate business line (e)	2,664	23	—	—	2,687
Other business lines (f)	382	8	—	—	390
Total real estate construction	3,046	31	—	—	3,077
Commercial mortgage:					
Commercial Real Estate business line (e)	1,682	14	45	2	1,743
Other business lines (f)	7,157	118	70	18	7,363
Total commercial mortgage	8,839	132	115	20	9,106
Lease financing	500	3	2	2	507
International	996	4	10	3	1,013
Total business loans	44,198	634	681	166	45,679
Retail loans:					
Residential mortgage	1,931	3	—	36	1,970
Consumer:					
Home equity	1,738	—	8	19	1,765
Other consumer	748	1	—	—	749
Total consumer	2,486	1	8	19	2,514
Total retail loans	4,417	4	8	55	4,484
Total loans	\$48,615	\$ 638	\$ 689	\$ 221	\$50,163
December 31, 2017					
Business loans:					
Commercial	\$29,263	\$ 591	\$ 897	\$ 309	\$31,060
Real estate construction:					
Commercial Real Estate business line (e)	2,630	—	—	—	2,630
Other business lines (f)	327	4	—	—	331
Total real estate construction	2,957	4	—	—	2,961
Commercial mortgage:					
Commercial Real Estate business line (e)	1,759	20	43	9	1,831
Other business lines (f)	7,099	115	92	22	7,328
Total commercial mortgage	8,858	135	135	31	9,159
Lease financing	440	23	1	4	468
International	946	11	20	6	983
Total business loans	42,464	764	1,053	350	44,631
Retail loans:					
Residential mortgage	1,955	2	—	31	1,988
Consumer:					
Home equity	1,786	1	8	21	1,816

Other consumer	737	1	—	—	738
Total consumer	2,523	2	8	21	2,554
Total retail loans	4,478	4	8	52	4,542
Total loans	\$46,942	\$ 768	\$ 1,061	\$ 402	\$49,173

(a) Includes all loans not included in the categories of special mention, substandard or nonaccrual.

(b) Special mention loans are accruing loans that have potential credit weaknesses that deserve management's close attention, such as loans to borrowers who may be experiencing financial difficulties that may result in deterioration of repayment prospects from the borrower at some future date. This category is generally consistent with the "special mention" category as defined by regulatory authorities.

(c) Substandard loans are accruing loans that have a well-defined weakness, or weaknesses, such as loans to borrowers who may be experiencing losses from operations or inadequate liquidity of a degree and duration that jeopardizes the orderly repayment of the loan. Substandard loans also are distinguished by the distinct possibility of loss in the future if these weaknesses are not corrected. This category is generally consistent with the "substandard" category as defined by regulatory authorities.

(d) Nonaccrual loans are loans for which the accrual of interest has been discontinued. For further information regarding nonaccrual loans, refer to the Nonperforming Assets subheading in Note 1 - Basis of Presentation and Accounting Policies. A significant majority of nonaccrual loans are generally consistent with the "substandard" category and the remainder are generally consistent with the "doubtful" category as defined by regulatory authorities.

(e) Primarily loans to real estate developers.

(f) Primarily loans secured by owner-occupied real estate.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

The following table summarizes nonperforming assets.

(in millions)	December 31,	
	2018	2017
Nonaccrual loans	\$ 221	\$ 402
Reduced-rate loans (a)	8	8
Total nonperforming loans	229	410
Foreclosed property (b)	1	5
Total nonperforming assets	\$ 230	\$ 415

(a) There were no reduced-rate business loans at both December 31, 2018 and 2017. Reduced-rate retail loans were \$8 million at both December 31, 2018 and 2017.

(b) There were no foreclosed residential real estate properties at December 31, 2018 and \$4 million at December 31, 2017.

There were \$1 million of retail loans secured by residential real estate properties in process of foreclosure included in nonaccrual loans at both December 31, 2018 and 2017.

## Allowance for Credit Losses

The following table details the changes in the allowance for loan losses and related loan amounts.

(in millions)	2018			2017			2016			
	Business Loans	Retail Loans	Total	Business Loans	Retail Loans	Total	Business Loans	Retail Loans	Total	
Years Ended										
December 31										
Allowance for loan losses:										
Balance at beginning of period	\$661	\$51	\$712	\$682	\$48	\$730	\$579	\$55	\$634	
Loan charge-offs	(99)	(4)	(103)	(143)	(6)	(149)	(207)	(7)	(214)	
Recoveries on loans previously charged-off	47	5	52	50	7	57	63	5	68	
Net loan (charge-offs) recoveries	(52)	1	(51)	(93)	1	(92)	(144)	(2)	(146)	
Provision for loan losses	19	(8)	11	71	2	73	246	(5)	241	
Foreign currency translation adjustment	(1)	—	(1)	1	—	1	1	—	1	
Balance at end of period	\$627	\$44	\$671	\$661	\$51	\$712	\$682	\$48	\$730	
As a percentage of total loans	1.37	%0.97	% 1.34	% 1.48	%1.12	% 1.45	% 1.53	%1.08	% 1.49	%

December 31

Allowance for loan losses:									
Individually evaluated for impairment	\$27	\$—	\$27	\$67	\$—	\$67	\$86	\$3	\$89
Collectively evaluated for impairment	600	44	644	594	51	645	596	45	641
Total allowance for loan losses	\$627	\$44	\$671	\$661	\$51	\$712	\$682	\$48	\$730
Loans:									
Individually evaluated for impairment	\$240	\$36	\$276	\$443	\$34	\$477	\$566	\$48	\$614
Collectively evaluated for impairment	45,439	4,448	49,887	44,188	4,508	48,696	44,058	4,416	48,474
Total loans evaluated for impairment	\$45,679	\$4,484	\$50,163	\$44,631	\$4,542	\$49,173	\$44,624	\$4,464	\$49,088

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

Changes in the allowance for credit losses on lending-related commitments, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, are summarized in the following table.

(in millions)

Years Ended December 31	2018	2017	2016
Balance at beginning of period	\$42	\$ 41	\$45
Charge-offs on lending-related commitments (a)	—	—	(11 )
Provision for credit losses on lending-related commitments	(12 )	1	7
Balance at end of period	\$30	\$ 42	\$41

(a) Charge-offs result from the sale of unfunded lending-related commitments.

## Individually Evaluated Impaired Loans

The following table presents additional information regarding individually evaluated impaired loans.

(in millions)	Recorded Investment In:				
	Impaired Loans with No Related Allowance	Impaired Loans with Related Allowance	Total Impaired Loans	Unpaid Principal Balance	Related Allowance for Loan Losses
December 31, 2018					
Business loans:					
Commercial	\$50	\$ 130	\$ 180	\$ 227	\$ 24
Commercial mortgage:					
Commercial Real Estate business line (a)	39	—	39	49	—
Other business lines (b)	2	16	18	23	3
Total commercial mortgage	41	16	57	72	3
International	2	1	3	8	—
Total business loans	93	147	240	307	27
Retail loans:					
Residential mortgage					
Consumer:					
Home equity	11	—	11	13	—
Other consumer	1	—	1	1	—
Total consumer	12	—	12	14	—
Total retail loans (c)	28	8	36	39	—
Total individually evaluated impaired loans	\$121	\$ 155	\$ 276	\$ 346	\$ 27
December 31, 2017					
Business loans:					
Commercial	\$105	\$ 267	\$ 372	\$ 460	\$ 63
Commercial mortgage:					
Commercial Real Estate business line (a)	39	1	40	49	—
Other business lines (b)	3	22	25	29	3
Total commercial mortgage	42	23	65	78	3
International	—	6	6	17	1
Total business loans	147	296	443	555	67
Retail loans:					
Residential mortgage	14	8	22	22	—

Consumer:

Home equity	11	—	11	14	—
Other consumer	1	—	1	2	—
Total consumer	12	—	12	16	—
Total retail loans (c)	26	8	34	38	—
Total individually evaluated impaired loans	\$ 173	\$ 304	\$ 477	\$ 593	\$ 67

(a) Primarily loans to real estate developers.

(b) Primarily loans secured by owner-occupied real estate.

(c) Individually evaluated retail loans generally have no related allowance for loan losses, primarily due to policy which results in direct write-downs of most restructured retail loans.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

The following table presents information regarding average individually evaluated impaired loans and the related interest recognized. Interest income recognized for the period primarily related to performing restructured loans.

(in millions)	Individually Evaluated Impaired Loans					
	2018		2017		2016	
	Average Balance for the Period	Interest Recognized for the Period	Average Balance for the Period	Interest Recognized for the Period	Average Balance for the Period	Interest Recognized for the Period
Years Ended December 31						
Business loans:						
Commercial	\$262	\$ 5	\$451	\$ 8	\$550	\$ 10
Commercial mortgage:						
Commercial Real Estate business line (a)	40	4	21	2	9	—
Other business lines (b)	23	—	31	—	31	1
Total commercial mortgage	63	4	52	2	40	1
International	4	—	8	—	18	—
Total business loans	329	9	511	10	608	11
Retail loans:						
Residential mortgage	21	—	24	—	15	—
Consumer:						
Home equity	11	—	13	—	13	—
Other consumer	1	—	3	—	4	—
Total consumer	12	—	16	—	17	—
Total retail loans	33	—	40	—	32	—
Total individually evaluated impaired loans	\$362	\$ 9	\$551	\$ 10	\$640	\$ 11

(a) Primarily loans to real estate developers.

(b) Primarily loans secured by owner-occupied real estate.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

## Troubled Debt Restructurings

The following tables detail the recorded balance at December 31, 2018 and 2017 of loans considered to be TDRs that were restructured during the years ended December 31, 2018 and 2017, by type of modification. In cases of loans with more than one type of modification, the loans were categorized based on the most significant modification.

(in millions)	2018			2017			
	Type of Modification	Principal	Total	Type of Modification	Principal	AB Note	Total
	Deferral	Rate Reductions	Modifications	Deferral	Rate Reductions	Restructures	Modifications
	(a)			(a)		(b)	
Years Ended December 31							
Business loans:							
Commercial	\$ 27	\$ —	\$ 27	\$ 77	\$ 18	\$ 21	\$ 116
Commercial mortgage:							
Commercial Real Estate business line (c)	—	—	—	37	—	—	37
Other business lines (d)	2	—	2	3	—	—	3
Total commercial mortgage	2	—	2	40	—	—	40
International	1	—	1	—	—	—	—
Total business loans	30	—	30	117	18	21	156
Retail loans:							
Consumer:							
Home equity (e)	—	3	3	1	2	—	3
Total loans	\$ 30	\$ 3	\$ 33	\$ 118	\$ 20	\$ 21	\$ 159

(a) Primarily represents loan balances where terms were extended 90 days or more at or above contractual interest rates.

(b) Loan restructurings whereby the original loan is restructured into two notes: an "A" note, which generally reflects the portion of the modified loan which is expected to be collected; and a "B" note, which is fully charged off.

(c) Primarily loans to real estate developers.

(d) Primarily loans secured by owner-occupied real estate.

(e) Includes bankruptcy loans for which the court has discharged the borrower's obligation and the borrower has not reaffirmed the debt.

At December 31, 2018 and 2017, commitments to lend additional funds to borrowers whose terms have been modified in TDRs totaled \$20 million and \$31 million, respectively.

The majority of the modifications considered to be TDRs that occurred during the years ended December 31, 2018 and 2017 were principal deferrals. The Corporation charges interest on principal balances outstanding during deferral periods. Additionally, none of the modifications involved forgiveness of principal. As a result, the current and future financial effects of the recorded balance of loans considered to be TDRs that were restructured during the years ended December 31, 2018 and 2017 were insignificant.

On an ongoing basis, the Corporation monitors the performance of modified loans to their restructured terms. The allowance for loan losses continues to be reassessed on the basis of an individual evaluation of the loan.

For principal deferrals, incremental deterioration in the credit quality of the loan, represented by a downgrade in the risk rating of the loan, for example, due to missed interest payments or a reduction of collateral value, is considered a subsequent default. For interest rate reductions and AB note restructures, a subsequent payment default is defined in terms of delinquency, when a principal or interest payment is 90 days past due. There were no subsequent defaults of principal deferrals during the year ended December 31, 2018 and \$3 million during the year ended December 31,

2017. There were no subsequent payment defaults of interest rate reductions or AB note restructures during the December 31, 2018 and 2017.

**NOTE 5 - SIGNIFICANT GROUP CONCENTRATIONS OF CREDIT RISK**

Concentrations of credit risk may exist when a number of borrowers are engaged in similar activities, or activities in the same geographic region, and have similar economic characteristics that would cause them to be similarly impacted by changes in economic or other conditions. Concentrations of both on-balance sheet and off-balance sheet credit risk are controlled and monitored as part of credit policies. The Corporation is a regional financial services holding company with a geographic concentration of its on-balance-sheet and off-balance-sheet activities in Michigan, California and Texas.

As outlined below, the Corporation has a concentration of credit risk with the automotive industry. Loans to automotive dealers and to borrowers involved with automotive production are reported as automotive, as management believes these loans have similar economic characteristics that might cause them to react similarly to changes in economic conditions. This aggregation

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

involves the exercise of judgment. Included in automotive production are: (a) original equipment manufacturers and Tier 1 and Tier 2 suppliers that produce components used in vehicles and whose primary revenue source is automotive-related (“primary” defined as greater than 50%) and (b) other manufacturers that produce components used in vehicles and whose primary revenue source is automotive-related. Loans less than \$1 million and loans recorded in the Small Business loan portfolio were excluded from the definition. Outstanding loans, included in commercial loans on the Consolidated Balance Sheets, and total exposure (outstanding loans, unused commitments and standby letters of credit) to companies related to the automotive industry were as follows:

(in millions)

December 31	2018	2017
Automotive loans:		
Production	\$1,331	\$1,344
Dealer	8,097	7,592
Total automotive loans	\$9,428	\$8,936
Total automotive exposure:		
Production	\$2,396	\$2,439
Dealer	10,044	9,405
Total automotive exposure	\$12,440	\$11,844

Further, the Corporation’s portfolio of commercial real estate loans, which includes real estate construction and commercial mortgage loans, was as follows.

(in millions)

December 31	2018	2017
Real estate construction loans:		
Commercial Real Estate business line (a)	\$2,687	\$2,630
Other business lines (b)	390	331
Total real estate construction loans	3,077	2,961
Commercial mortgage loans:		
Commercial Real Estate business line (a)	1,743	1,831
Other business lines (b)	7,363	7,328
Total commercial mortgage loans	9,106	9,159
Total commercial real estate loans	\$12,183	\$12,120
Total unused commitments on commercial real estate loans	\$3,146	\$3,018

(a) Primarily loans to real estate developers.

(b) Primarily loans secured by owner-occupied real estate.

**NOTE 6 - PREMISES AND EQUIPMENT**

A summary of premises and equipment by major category follows:

(in millions)

December 31	2018	2017
Land	\$85	\$85
Buildings and improvements	842	813
Furniture and equipment	492	484
Total cost	1,419	1,382
Less: Accumulated depreciation and amortization	(944)	(916)
Net book value	\$475	\$466

The Corporation conducts a portion of its business from leased facilities and leases certain equipment. Rental expense for leased properties and equipment amounted to \$75 million, \$78 million and \$80 million in 2018, 2017 and 2016, respectively.

As of December 31, 2018, future minimum rental payments under operating leases were as follows:  
(in millions)

Years Ending December 31	
2019	\$67
2020	59
2021	50
2022	40
2023	34
Thereafter	127
Total	\$377

#### NOTE 7 - GOODWILL AND CORE DEPOSIT INTANGIBLES

The following table summarizes the carrying value of goodwill by reporting unit for the years ended December 31, 2018 and 2017.

(in millions)

December 31	2018	2017
Business Bank	\$473	\$380
Retail Bank	101	194
Wealth Management	61	61
Total	\$635	\$635

The Corporation performs its annual evaluation of goodwill impairment in the third quarter of each year and on an interim basis if events or changes in circumstances between annual tests indicate goodwill might be impaired. In 2018 and 2017, the annual test of goodwill impairment was performed as of the beginning of the third quarter. In 2018, a qualitative assessment was performed resulting in the Corporation determining goodwill was not impaired as it was more likely than not the fair value of each reporting unit exceeded its carrying value. In 2017, a quantitative assessment was performed and the estimated fair values of all reporting units exceeded their carrying amounts, including goodwill, indicating goodwill was not impaired.

During 2018 the Corporation reorganized certain reporting structures. As a result, Small Business, formerly a component of the Retail Bank, became a component of the Business Bank. Accordingly, the Corporation reallocated \$93 million of goodwill from the Retail Bank to the Business Bank. The Corporation subsequently performed an additional qualitative impairment analysis and again determined that it was more-likely-than-not that the fair value of each reporting unit exceeded its carrying value and that performing a quantitative impairment test was not necessary. There have been no events since the annual test performed in the third quarter 2018 that would indicate that it was more-likely-than-not that goodwill had become impaired.

A summary of core deposit intangible carrying value and related accumulated amortization follows:

(in millions)

December 31	2018	2017
Gross carrying amount	\$34	\$34
Accumulated amortization (30 ) (28 )		
Net carrying amount	\$4	\$6

The Corporation recorded amortization expense related to the core deposit intangible of \$2 million for both the years ended December 31, 2018 and 2017. At December 31, 2018, estimated future amortization expense was as follows:

(in millions)

Years Ending December 31	
2019	\$2
2020	1
2021	1
Total	\$4

#### NOTE 8 - DERIVATIVE AND CREDIT-RELATED FINANCIAL INSTRUMENTS

In the normal course of business, the Corporation enters into various transactions involving derivative and credit-related financial instruments to manage exposure to fluctuations in interest rate, foreign currency and other market risks and to meet the financing needs of customers (customer-initiated derivatives). These financial

instruments involve, to varying degrees, elements of market and credit risk. Market and credit risk are included in the determination of fair value.

Market risk is the potential loss that may result from movements in interest rates, foreign currency exchange rates or energy commodity prices that cause an unfavorable change in the value of a financial instrument. The Corporation manages this risk by establishing monetary exposure limits and monitoring compliance with those limits. Market risk inherent in interest rate and energy contracts entered into on behalf of customers is mitigated by taking offsetting positions, except in those circumstances when the amount, tenor and/or contract rate level results in negligible economic risk, whereby the cost of purchasing an offsetting contract is not economically justifiable. The Corporation mitigates most of the inherent market risk in foreign exchange contracts entered into on behalf of customers by taking offsetting positions and manages the remainder through individual foreign currency position limits and aggregate value-at-risk limits. These limits are established annually and positions are monitored quarterly.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

Market risk inherent in derivative instruments held or issued for risk management purposes is typically offset by changes in the fair value of the assets or liabilities being hedged.

Credit risk is the possible loss that may occur in the event of nonperformance by the counterparty to a financial instrument. The Corporation attempts to minimize credit risk arising from customer-initiated derivatives by evaluating the creditworthiness of each customer, adhering to the same credit approval process used for traditional lending activities and obtaining collateral as deemed necessary. Derivatives with dealer counterparties are either cleared through a clearinghouse or settled directly with a single counterparty. For derivatives settled directly with dealer counterparties, the Corporation utilizes counterparty risk limits and monitoring procedures, as well as master netting arrangements and bilateral collateral agreements to facilitate the management of credit risk. Master netting arrangements effectively reduce credit risk by permitting settlement of positive and negative positions and offset cash collateral held with the same counterparty on a net basis. Bilateral collateral agreements require daily exchange of cash or highly rated securities issued by the U.S. Treasury or other U.S. government entities to collateralize amounts due to either party. At December 31, 2018, counterparties with bilateral collateral agreements had pledged \$1 million of marketable investment securities and deposited \$180 million of cash with the Corporation to secure the fair value of contracts in an unrealized gain position, and the Corporation had posted \$2 million of cash as collateral for contracts in an unrealized loss position. For those counterparties not covered under bilateral collateral agreements, collateral is obtained, if deemed necessary, based on the results of management's credit evaluation of the counterparty. Collateral varies, but may include cash, investment securities, accounts receivable, equipment or real estate. Included in the fair value of derivative instruments are credit valuation adjustments reflecting counterparty credit risk. These adjustments are determined by applying a credit spread for the counterparty or the Corporation, as appropriate, to the total expected exposure of the derivative. There were no derivative instruments with credit-risk-related contingent features that were in a liability position at December 31, 2018.

**Derivative Instruments**

Derivative instruments utilized by the Corporation are negotiated over-the-counter and primarily include swaps, caps and floors, forward contracts and options, each of which may relate to interest rates, energy commodity prices or foreign currency exchange rates. Swaps are agreements in which two parties periodically exchange cash payments based on specified indices applied to a specified notional amount until a stated maturity. Caps and floors are agreements which entitle the buyer to receive cash payments based on the difference between a specified reference rate or price and an agreed strike rate or price, applied to a specified notional amount until a stated maturity. Forward contracts are over-the-counter agreements to buy or sell an asset at a specified future date and price. Options are similar to forward contracts except the purchaser has the right, but not the obligation, to buy or sell the asset during a specified period or at a specified future date.

Over-the-counter contracts are tailored to meet the needs of the counterparties involved and, therefore, contain a greater degree of credit risk and liquidity risk than exchange-traded contracts, which have standardized terms and readily available price information. The Corporation reduces exposure to market and liquidity risks from over-the-counter derivative instruments entered into for risk management purposes, and transactions entered into to mitigate the market risk associated with customer-initiated transactions, by conducting hedging transactions with investment grade domestic and foreign financial institutions and subjecting counterparties to credit approvals, limits and collateral monitoring procedures similar to those used in making other extensions of credit. In addition, certain derivative contracts executed bilaterally with a dealer counterparty in the over-the-counter market are cleared through a clearinghouse, whereby the clearinghouse becomes the counterparty to the transaction.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

The following table presents the composition of the Corporation's derivative instruments held or issued for risk management purposes or in connection with customer-initiated and other activities at December 31, 2018 and 2017. The table excludes commitments and warrants accounted for as derivatives.

(in millions)	December 31, 2018			December 31, 2017		
	Notional/Contract Amount	Gross Derivative Assets	Gross Derivative Liabilities	Notional/Contract Amount	Gross Derivative Assets	Gross Derivative Liabilities
Risk management purposes						
Derivatives designated as hedging instruments						
Interest rate contracts:						
Swaps - fair value - receive fixed/pay floating	\$2,625	\$—	\$ 2	\$1,775	\$—	\$ 2
Derivatives used as economic hedges						
Foreign exchange contracts:						
Spot, forwards and swaps	302	1	1	650	—	2
Total risk management purposes	2,927	1	3	2,425	—	4
Customer-initiated and other activities						
Interest rate contracts:						
Caps and floors written	885	—	1	635	—	—
Caps and floors purchased	885	1	—	635	—	—
Swaps	13,115	66	67	13,119	57	57
Total interest rate contracts	14,885	67	68	14,389	57	57
Energy contracts:						
Caps and floors written	278	—	26	164	—	11
Caps and floors purchased	278	26	—	164	11	—
Swaps	2,094	163	160	1,519	82	80
Total energy contracts	2,650	189	186	1,847	93	91
Foreign exchange contracts:						
Spot, forwards, options and swaps	1,095	18	12	1,884	42	38
Total customer-initiated and other activities	18,630	274	266	18,120	192	186
Total gross derivatives	\$21,557	275	269	\$20,545	192	190
Amounts offset in the Consolidated Balance Sheets:						
Netting adjustment - Offsetting derivative assets/liabilities		(45 )	(45 )		(49 )	(49 )
Netting adjustment - Cash collateral received/posted		(174 )	(1 )		(1 )	(39 )
Net derivatives included in the Consolidated Balance Sheets (b)		56	223		142	102
Amounts not offset in the Consolidated Balance Sheets:						
Marketable securities pledged under bilateral collateral agreements		(1 )	—		(3 )	(24 )
Net derivatives after deducting amounts not offset in the Consolidated Balance Sheets		\$55	\$ 223		\$139	\$ 78

Notional or contractual amounts, which represent the extent of involvement in the derivatives market, are used to determine the contractual cash flows required in accordance with the terms of the agreement. These amounts are typically not exchanged, significantly exceed amounts subject to credit or market risk and are not reflected in the Consolidated Balance Sheets.

(a) Net derivative assets are included in accrued income and other assets and net derivative liabilities are included in accrued expenses and other liabilities on the Consolidated Balance Sheets. Included in the fair value of net derivative

assets and net derivative liabilities are credit valuation adjustments reflecting counterparty credit risk and credit risk of the Corporation. The fair value of net derivative assets included credit valuation adjustments for counterparty credit risk of \$2 million and \$4 million at December 31, 2018 and 2017, respectively.

**Risk Management**

The Corporation's derivative instruments used for managing interest rate risk currently comprise swaps converting fixed rate long-term debt to variable rates.

The following table details the effects of fair value hedging on the Consolidated Statements of Income.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

(in millions)	Interest on Medium- and Long-Term Debt	
Years Ended December 31	2018	2017
Total interest on medium-and long-term debt (a)	\$ 144	\$ 76

Fair value hedging relationships:

Interest rate contracts:

Hedged items	74	79
Derivatives designated as hedging instruments	(7 )	(32 )

(a) Includes the effects of hedging.

The following table summarizes the expected weighted average remaining maturity of the notional amount of risk management interest rate swaps, the carrying amount of the related hedged item and the weighted average interest rates associated with amounts expected to be received or paid on interest rate swap agreements as of December 31, 2018 and 2017.

(dollar amounts in millions)	Derivative Notional Amount	Carrying Value of Hedged Items (a)	Weighted Average Remaining Maturity (in years)	Receive Rate		Pay Rate (b)	

December 31, 2018

Swaps - fair value - receive fixed/pay floating rate

Medium- and long-term debt designation	\$ 2,625	\$ 2,663	3.9	3.40	%	3.45	%
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December 31, 2017

Swaps - fair value - receive fixed/pay floating rate

Medium- and long-term debt designation	1,775	1,822	4.6	3.26		2.35	
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(a) Included \$49 million and \$56 million of cumulative hedging adjustments at December 31, 2018 and 2017, respectively, which

included \$8 million and \$9 million, respectively, of hedging adjustment on a discontinued hedging relationship.

(b) Variable rates paid on receive fixed swaps are based on one- and six-month LIBOR rates in effect at December 31, 2018 and six-month LIBOR rates in effect at December 31, 2017.

Foreign exchange rate risk arises from changes in the value of certain assets and liabilities denominated in foreign currencies. The Corporation employs spot and forward contracts in addition to swap contracts to manage exposure to these and other risks. These instruments are used as economic hedges and net gains or losses are included in other noninterest income in the Consolidated Statements of Income.

Customer-Initiated and Other

The Corporation enters into derivative transactions at the request of customers and generally takes offsetting positions with dealer counterparties to mitigate the inherent market risk. Income primarily results from the spread between the customer derivative and the offsetting dealer position.

For customer-initiated foreign exchange contracts where offsetting positions have not been taken, the Corporation manages the remaining inherent market risk through individual foreign currency position limits and aggregate value-at-risk limits. These limits are established annually and reviewed quarterly. For those customer-initiated derivative contracts which were not offset or where the Corporation holds a position within the limits described above,

the Corporation recognized no net gains and losses in other noninterest income in the Consolidated Statements of Income for the years ended December 31 2018 and 2017, respectively.

Fair values of customer-initiated and other derivative instruments represent the net unrealized gains or losses on such contracts and are recorded in the Consolidated Balance Sheets. Changes in fair value are recognized in the Consolidated Statements of Income. The net gains recognized in income on customer-initiated derivative instruments, net of the impact of offsetting positions, were as follows:

(in millions)

Years Ended December 31	Location of Gain	2018	2017
Interest rate contracts	Other noninterest income	\$ 26	\$ 24
Energy contracts	Other noninterest income	4	2
Foreign exchange contracts	Foreign exchange income	47	45
Total		\$ 77	\$ 71

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

## Credit-Related Financial Instruments

The Corporation issues off-balance sheet financial instruments in connection with commercial and consumer lending activities. The Corporation's credit risk associated with these instruments is represented by the contractual amounts indicated in the following table.

(in millions)

December 31	2018	2017
Unused commitments to extend credit:		
Commercial and other	\$24,266	\$22,636
Bankcard, revolving check credit and home equity loan commitments	3,001	2,833
Total unused commitments to extend credit	\$27,267	\$25,469
Standby letters of credit	\$3,244	\$3,228
Commercial letters of credit	39	39

The Corporation maintains an allowance to cover probable credit losses inherent in lending-related commitments, including unused commitments to extend credit, letters of credit and financial guarantees. The allowance for credit losses on lending-related commitments, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, was \$30 million and \$42 million at December 31, 2018 and 2017 respectively.

## Unused Commitments to Extend Credit

Commitments to extend credit are legally binding agreements to lend to a customer, provided there is no violation of any condition established in the contract. These commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many commitments expire without being drawn upon, the total contractual amount of commitments does not necessarily represent future cash requirements of the Corporation. Commercial and other unused commitments are primarily variable rate commitments. The allowance for credit losses on lending-related commitments included \$24 million and \$27 million at December 31, 2018 and 2017, respectively, for probable credit losses inherent in the Corporation's unused commitments to extend credit.

## Standby and Commercial Letters of Credit

Standby letters of credit represent conditional obligations of the Corporation which guarantee the performance of a customer to a third party. Standby letters of credit are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. Commercial letters of credit are issued to finance foreign or domestic trade transactions. These contracts expire in decreasing amounts through the year 2028. The Corporation may enter into participation arrangements with third parties that effectively reduce the maximum amount of future payments which may be required under standby and commercial letters of credit. These risk participations covered \$136 million and \$127 million at December 31, 2018 and 2017, respectively, of the \$3.3 billion of standby and commercial letters of credit outstanding at both December 31, 2018 and 2017.

The carrying value of the Corporation's standby and commercial letters of credit, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, totaled \$34 million at December 31, 2018, including \$28 million in deferred fees and \$6 million in the allowance for credit losses on lending-related commitments. At December 31, 2017, the comparable amounts were \$40 million, \$25 million and \$15 million, respectively.

The following table presents a summary of criticized standby and commercial letters of credit at December 31, 2018 and December 31, 2017. The Corporation's criticized list is consistent with the Special Mention, Substandard and Doubtful categories defined by regulatory authorities. The Corporation manages credit risk through underwriting, periodically reviewing and approving its credit exposures using Board committee approved credit policies and guidelines.

(dollar amounts in millions)	December 31, 2018	December 31, 2017
Total criticized standby and	\$ 49	\$ 88

commercial letters  
of credit

As a percentage of  
total outstanding

standby and	1.5	%	2.7	%
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commercial letters  
of credit

Other Credit-Related Financial Instruments

The Corporation enters into credit risk participation agreements, under which the Corporation assumes credit exposure associated with a borrower's performance related to certain interest rate derivative contracts. The Corporation is not a party to the interest rate derivative contracts and only enters into these credit risk participation agreements in instances in which the Corporation is also a party to the related loan participation agreement for such borrowers. The Corporation manages its credit risk on the credit risk participation agreements by monitoring the creditworthiness of the borrowers, which is based on the normal credit review process had it entered into the derivative instruments directly with the borrower. The notional amount of such credit risk participation

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

agreement reflects the pro-rata share of the derivative instrument, consistent with its share of the related participated loan. As of December 31, 2018 and 2017, the total notional amount of the credit risk participation agreements was approximately \$703 million and \$549 million, respectively, and the fair value was insignificant for both periods. The maximum estimated exposure to these agreements, as measured by projecting a maximum value of the guaranteed derivative instruments, assuming 100 percent default by all obligors on the maximum values, was \$7 million and insignificant at December 31, 2018 and 2017, respectively. In the event of default, the lead bank has the ability to liquidate the assets of the borrower, in which case the lead bank would be required to return a percentage of the recouped assets to the participating banks. As of December 31, 2018, the weighted average remaining maturity of outstanding credit risk participation agreements was 3.5 years.

## NOTE 9 - VARIABLE INTEREST ENTITIES (VIEs)

The Corporation evaluates its interest in certain entities to determine if these entities meet the definition of a VIE and whether the Corporation is the primary beneficiary and should consolidate the entity based on the variable interests it held both at inception and when there is a change in circumstances that requires a reconsideration.

The Corporation holds ownership interests in funds in the form of limited partnerships or limited liability companies (LLCs) investing in affordable housing projects that qualify for the low-income housing tax credit (LIHTC). The Corporation also directly invests in limited partnerships and LLCs which invest in community development projects which generate similar tax credits to investors (other tax credit entities). As an investor, the Corporation obtains income tax credits and deductions from the operating losses of these tax credit entities. These tax credit entities meet the definition of a VIE; however, the Corporation is not the primary beneficiary of the entities, as the general partner or the managing member has both the power to direct the activities that most significantly impact the economic performance of the entities and the obligation to absorb losses or the right to receive benefits that could be significant to the entities.

The Corporation accounts for its interests in LIHTC entities using the proportional amortization method. Exposure to loss as a result of the Corporation's involvement with LIHTC entities at December 31, 2018 was limited to \$425 million. Ownership interests in other tax credit entities are accounted for under either the cost or equity method. Exposure to loss as a result of the Corporation's involvement in other tax credit entities at December 31, 2018 was limited to \$6 million.

Investment balances, including all legally binding commitments to fund future investments, are included in accrued income and other assets on the Consolidated Balance Sheets. A liability is recognized in accrued expenses and other liabilities on the Consolidated Balance Sheets for all legally binding unfunded commitments to fund tax credit entities (\$165 million at December 31, 2018). Amortization and other write-downs of LIHTC investments are presented on a net basis as a component of the provision for income taxes on the Consolidated Statements of Income, while amortization and write-downs of other tax credit investments are recorded in other noninterest income. The income tax credits and deductions are recorded as a reduction of income tax expense and a reduction of federal income taxes payable.

The Corporation provided no financial or other support that was not contractually required to any of the above VIEs during the years ended December 31, 2018, 2017 and 2016.

The following table summarizes the impact of these tax credit entities on line items on the Corporation's Consolidated Statements of Income.

(in millions)

Years Ended December 31	2018	2017	2016
Other noninterest income:			
Sales (amortization) of other tax credit investments	\$5	\$2	\$(1 )
Provision for income taxes:			
Amortization of LIHTC Investments	65	67	66
Low income housing tax credits	(62 )	(63 )	(62 )

Other tax benefits related to tax credit entities	(14 )	(24 )	(26 )
Total provision for income taxes	\$(11)	\$(20)	\$(22)

For further information on the Corporation's consolidation policy, see Note 1.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

## NOTE 10 - DEPOSITS

At December 31, 2018, the scheduled maturities of certificates of deposit and other deposits with a stated maturity were as follows:

(in millions)

Years Ending December 31

2019	\$1,614
2020	434
2021	38
2022	17
2023	11
Thereafter	25
Total	\$2,139

A maturity distribution of domestic certificates of deposit of \$100,000 and over follows:

(in millions)

December 31	2018	2017
Three months or less	\$363	\$355
Over three months to six months	146	207
Over six months to twelve months	278	319
Over twelve months	297	130
Total	\$1,084	\$1,011

The aggregate amount of domestic certificates of deposit that meet or exceed the current FDIC insurance limit of \$250,000 was \$543 million and \$462 million at December 31, 2018 and 2017, respectively. All foreign office time deposits of \$8 million and \$15 million at December 31, 2018 and 2017, respectively, were in denominations of \$250,000 or more.

## NOTE 11 - SHORT-TERM BORROWINGS

Federal funds purchased and securities sold under agreements to repurchase generally mature within one to four days from the transaction date. Other short-term borrowings, which may consist of borrowed securities and short-term notes, generally mature within one to 120 days from the transaction date.

At December 31, 2018, Comerica Bank (the Bank), a wholly-owned subsidiary of the Corporation, had pledged loans totaling \$22.8 billion which provided for up to \$18.9 billion of available collateralized borrowing with the FRB.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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The following table provides a summary of short-term borrowings.

(dollar amounts in millions)	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase	Other Short-term Borrowings
December 31, 2018		
Amount outstanding at year-end	\$ 44	\$ —
Weighted average interest rate at year-end	2.39 %	— %
Maximum month-end balance during the year	\$ 182	\$ 250
Average balance outstanding during the year	59	3
Weighted average interest rate during the year	1.91 %	1.75 %
December 31, 2017		
Amount outstanding at year-end	\$ 10	\$ —
Weighted average interest rate at year-end	1.43 %	— %
Maximum month-end balance during the year	\$ 41	\$ 1,024
Average balance outstanding during the year	20	257
Weighted average interest rate during the year	1.02 %	1.15 %
December 31, 2016		
Amount outstanding at year-end	\$ 25	\$ —
Weighted average interest rate at year-end	0.54 %	— %
Maximum month-end balance during the year	\$ 25	\$ 501
Average balance outstanding during the year	15	123
Weighted average interest rate during the year	0.47 %	0.45 %

## NOTE 12 - MEDIUM- AND LONG-TERM DEBT

Medium- and long-term debt is summarized as follows:

(in millions)

December 31	2018	2017
Parent company		
Subordinated notes:		
3.80% subordinated notes due 2026 (a)	\$250	\$255
Medium-term notes:		
2.125% notes due 2019 (a)	348	347
3.70% notes due 2023 (a)	861	—
Total medium-term notes	1,209	347
Total parent company	1,459	602
Subsidiaries		
Subordinated notes:		
4.00% subordinated notes due 2025 (a)	343	347
7.875% subordinated notes due 2026 (a)	198	208
Total subordinated notes	541	555
Medium-term notes:		
2.50% notes due 2020 (a)	663	665
FHLB advances:		
Floating-rate based on FHLB auction rate due 2026	2,800	2,800
Floating-rate based on FHLB auction rate due 2028	1,000	—
Total FHLB advances	3,800	2,800

Total subsidiaries	5,004	4,020
Total medium- and long-term debt	\$6,463	\$4,622

The fixed interest rates on these notes have been swapped to a variable rate and designated in a hedging (a)relationship. Accordingly, carrying value has been adjusted to reflect the change in the fair value of the debt as a result of changes in the benchmark rate.

Subordinated notes with remaining maturities greater than one year qualify as Tier 2 capital.

The Bank is a member of the FHLB, which provides short- and long-term funding to its members through advances collateralized by real-estate related assets. In the first quarter 2018, the Bank borrowed an additional \$1 billion of 10-year, floating-rate FHLB advances due January 26, 2028. The interest rate on the FHLB advances resets between four and eight weeks, based

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

on the FHLB auction rate. At December 31, 2018, the weighted-average rate on the FHLB advances was 2.55%. Each note may be prepaid in full, without penalty, at each scheduled reset date. Borrowing capacity is contingent upon the amount of collateral available to be pledged to the FHLB. At December 31, 2018, \$15.7 billion of real estate-related loans were pledged to the FHLB as blanket collateral for current and potential future borrowings of approximately \$5.0 billion.

In the third quarter 2018, the Corporation issued \$850 million of 3.70% senior notes maturing in 2023, swapped to a floating rate at 30-day LIBOR plus 80 basis points.

Unamortized debt issuance costs deducted from the carrying amount of medium- and long-term debt totaled \$8 million and \$5 million at December 31, 2018 and 2017, respectively.

At December 31, 2018, the principal maturities of medium- and long-term debt were as follows:

(in millions)

Years Ending December 31

2019	\$350
2020	675
2021	—
2022	—
2023	850
Thereafter	4,550
Total	\$6,425

## NOTE 13 - SHAREHOLDERS' EQUITY

On July 6, 2018, the Board of Governors of the Federal Reserve System issued a statement announcing that, consistent with the recently enacted Economic Growth, Regulatory Relief and Consumer Protection Act (EGRRCPA), bank holding companies with less than \$100 billion in total assets are no longer subject to certain regulations and reporting requirements, such as Dodd-Frank Act stress testing and the Comprehensive Capital Analysis and Review, effective immediately.

Repurchases of common stock under the equity repurchase program authorized in 2010 by the Board of Directors of the Corporation totaled 14.8 million shares at an average price paid of \$89.21 in 2018, 7.3 million shares at an average price paid of \$72.44 per share in 2017 and 6.6 million shares at an average price paid of \$46.09 per share in 2016.

There is no expiration date for the Corporation's equity repurchase program. During the year ended December 31, 2018, the Corporation repurchased \$1.3 billion under the equity repurchase program.

At December 31, 2018, the Corporation had no outstanding warrants as all remaining warrants to purchase common stock expired during the fourth quarter of 2018. Approximately 585,000, 1.8 million and 2.3 million shares of common stock were issued upon exercise of warrants in 2018, 2017 and 2016, respectively.

At December 31, 2018, the Corporation had 4.0 million shares of common stock reserved for stock option exercises and restricted stock unit vesting and 869,000 shares of restricted stock outstanding to employees and directors under share-based compensation plans.

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Comerica Incorporated and Subsidiaries

## NOTE 14 - ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table presents a reconciliation of the changes in the components of accumulated other comprehensive loss and details the components of other comprehensive income (loss) for the year ended December 31, 2018, 2017 and 2016, including the amount of income tax expense (benefit) allocated to each component of other comprehensive income (loss).

(in millions)

Years Ended December 31	2018	2017	2016
Accumulated net unrealized (losses) gains on investment securities:			
Balance at beginning of period, net of tax	\$(101)	\$(33 )	\$9
Cumulative effect of change in accounting principle	1	—	—
Net unrealized holding losses arising during the period	(69 )	(81 )	(70 )
Less: Benefit for income taxes	(16 )	(27 )	(26 )
Net unrealized holding losses arising during the period, net of tax	(53 )	(54 )	(44 )
Less:			
Net realized losses included in net securities losses	(20 )	—	—
Less: Benefit for income taxes	(5 )	—	—
Reclassification adjustment for net securities losses included in net income, net of tax	(15 )	—	—
Less:			
Net losses realized as a yield adjustment in interest on investment securities	—	(3 )	(3 )
Less: Benefit for income taxes	—	(1 )	(1 )
Reclassification adjustment for net losses realized as a yield adjustment included in net income, net of tax	—	(2 )	(2 )
Change in net unrealized losses on investment securities, net of tax	(38 )	(52 )	(42 )
Reclassification of certain deferred tax effects (a)	—	(16 )	—
Balance at end of period, net of tax	\$(138)	\$(101)	\$(33 )
Accumulated defined benefit pension and other postretirement plans adjustment:			
Balance at beginning of period, net of tax	\$(350)	\$(350)	\$(438)
Actuarial (loss) gain arising during the period	(191 )	72	(134 )
Prior service credit arising during the period	—	—	234
Net defined benefit pension and other postretirement adjustment arising during the period	(191 )	72	100
Less: (Benefit) provision for income taxes	(44 )	17	37
Net defined benefit pension and other postretirement adjustment arising during the period, net of tax	(147 )	55	63
Amounts recognized in other noninterest expense:			
Amortization of actuarial net loss	61	51	46
Amortization of prior service credit	(27 )	(27 )	(7 )
Total amounts recognized in other noninterest expense	34	24	39
Less: Provision for income taxes	8	8	14
Adjustment for amounts recognized as other components of net benefit cost during the period, net of tax	26	16	25
Change in defined benefit pension and other postretirement plans adjustment, net of tax	(121 )	71	88
Reclassification of certain deferred tax effects (a)	—	(71 )	—

Balance at end of period, net of tax				\$(471)	\$(350)	\$(350)
Total accumulated other comprehensive loss at end of period, net of tax				\$(609)	\$(451)	\$(383)

(a) Amounts reclassified to retained earnings due to early adoption of ASU 2018-02. For further information, refer to Note 1.

**NOTE 15 - NET INCOME PER COMMON SHARE**

Basic and diluted net income per common share are presented in the following table.

(in millions, except per share data)

Years Ended December 31	2018	2017	2016
Basic and diluted			
Net income	\$1,235	\$743	\$477
Less: Income allocated to participating securities	8	5	4
Net income attributable to common shares	\$1,227	\$738	\$473
Basic average common shares	168	174	172
Basic net income per common share	\$7.31	\$4.23	\$2.74
Basic average common shares	168	174	172
Dilutive common stock equivalents:			
Net effect of the assumed exercise of stock options	2	3	2
Net effect of the assumed exercise of warrants	1	1	3
Diluted average common shares	171	178	177

Diluted net income per common share \$7.20 \$4.14 \$2.68

The following average shares related to outstanding options to purchase shares of common stock were not included in the computation of diluted net income per common share because the options were anti-dilutive for the period. There were no anti-dilutive options for the year ended December 31, 2017.

(shares in millions)

Years Ended December 31	2018	2016
Average outstanding options	0.2	3.3
Range of exercise prices	\$95.25	\$37.26 - \$59.86

**NOTE 16 - SHARE-BASED COMPENSATION**

Share-based compensation expense is charged to salaries and benefits expense on the Consolidated Statements of Income. The components of share-based compensation expense for all share-based compensation plans and related tax benefits are as follows:

(in millions)

Years Ended December 31	2018	2017	2016
Total share-based compensation expense	\$ 48	\$ 39	\$ 34
Related tax benefits recognized in net income	\$ 11	\$ 14	\$ 13

The following table summarizes unrecognized compensation expense for all share-based plans.

(dollar amounts in millions)

	December 31, 2018
Total unrecognized share-based compensation expense	\$ 40
Weighted-average expected recognition period (in years)	2.5

The Corporation has share-based compensation plans under which it awards shares of restricted stock units to executive officers, directors and key personnel, and stock options to executive officers and key personnel of the Corporation and its subsidiaries. Additionally, the Corporation has awarded restricted stock and restricted stock units to executive officers, directors and key personnel under previous share-based compensation plans that remain unvested. Restricted stock and restricted stock units fully vest after a period ranging from three years to five years, and stock options fully vest after four years. The maturity of each option is determined at the date of grant; however, no options may be exercised later than ten years from the date of grant. The options may have restrictions regarding

exercisability. The plans provide for a grant of up to 6.1 million common shares, plus shares under certain plans that are forfeited, expire or are canceled, which become available for re-grant. At December 31, 2018, over 6 million shares were available for grant.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

The Corporation used a binomial model to value stock options granted in the periods presented. Option valuation models require several inputs, including the expected stock price volatility, and changes in input assumptions can materially affect the fair value estimates. The model used may not necessarily provide a reliable single measure of the fair value of stock options. The risk-free interest rate assumption used in the binomial option-pricing model as outlined in the table below was based on the federal ten-year treasury interest rate. The expected dividend yield was based on the historical and projected long-term dividend yield patterns of the Corporation's common shares. Expected volatility assumptions considered both the historical volatility of the Corporation's common stock over a ten-year period and implied volatility based on actively traded options on the Corporation's common stock with pricing terms and trade dates similar to the stock options granted. Expected option life was based on historical exercise activity over the contractual term of the option grant (10 years), excluding certain forced transactions.

The estimated weighted-average grant-date fair value per option and the underlying binomial option-pricing model assumptions are summarized in the following table:

Years Ended December 31	2018	2017	2016
Weighted-average grant-date fair value per option	\$30.32	\$19.61	\$9.94
Weighted-average assumptions:			
Risk-free interest rates	2.63	% 2.47	% 2.01
Expected dividend yield	3.00	3.00	3.00
Expected volatility factors of the market price of Comerica common stock	36	34	38
Expected option life (in years)	7.4	7.0	6.9

A summary of the Corporation's stock option activity and related information for the year ended December 31, 2018 follows:

	Number of Options (in thousands)	Weighted-Average Exercise Price per Share	Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding-January 1, 2018	4,173	\$ 40.06		
Granted	196	95.25		
Forfeited or expired	(24 )	49.75		
Exercised	(1,402 )	37.86		
Outstanding-December 31, 2018	2,943	44.70	5.6	\$ 76
Exercisable-December 31, 2018	1,707	\$ 38.62	4.3	\$ 51

The aggregate intrinsic value of outstanding options shown in the table above represents the total pretax intrinsic value at December 31, 2018, based on the Corporation's closing stock price of \$68.69 at December 31, 2018.

The total intrinsic value of stock options exercised was \$81 million, \$104 million and \$46 million for the years ended December 31, 2018, 2017 and 2016, respectively.

A summary of the Corporation's restricted stock activity and related information for the year ended December 31, 2018 follows:

	Number of Shares (in thousands)	Weighted-Average Grant-Date Fair Value per Share
Outstanding-January 1, 2018	1,243	\$ 43.59
Forfeited	(44 )	44.05
Vested	(330 )	41.55
Outstanding-December 31, 2018	869	\$ 44.34

The total fair value of restricted stock awards that fully vested was \$14 million, \$19 million and \$22 million for the years ended December 31, 2018, 2017 and 2016, respectively.

A summary of the Corporation's restricted stock unit activity and related information for the year ended December 31, 2018 follows:

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## Comerica Incorporated and Subsidiaries

	Service-Based Units		Performance-Based Units	
	Number of Units	Weighted-Average Grant-Date Fair Value per Share	Number of Units	Weighted-Average Grant-Date Fair Value per Share
Outstanding-January 1, 2018	199	\$ 43.00	718	\$ 42.39
Granted	194	96.55	184	92.80
Forfeited	(26 )	86.54	(1 )	93.26
Vested	—	—	(239 )	41.59
Outstanding-December 31, 2018	367	68.14	662	56.64

The total fair value of restricted stock units that fully vested was \$10 million, \$10 million and \$11 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The Corporation expects to satisfy the exercise of stock options, the vesting of restricted stock units and future grants of restricted stock by issuing shares of common stock out of treasury. At December 31, 2018, the Corporation held 68.1 million shares in treasury.

For further information on the Corporation's share-based compensation plans, refer to Note 1.

**NOTE 17 - EMPLOYEE BENEFIT PLANS****Defined Benefit Pension and Postretirement Benefit Plans**

The Corporation has a qualified and non-qualified defined benefit pension plan. Prior to January 1, 2017, the plans were in effect for substantially all salaried employees hired before January 1, 2007. In October 2016, the Corporation modified its defined benefit pension plans to freeze final average pay benefits as of December 31, 2016, other than for participants who were age 60 or older as of December 31, 2016, and added a cash balance plan provision effective January 1, 2017. Active pension plan participants 60 years or older as of December 31, 2016 receive the greater of the final average pay formula or the frozen final average pay benefit as of December 31, 2016 plus the cash balance benefit earned after January 1, 2017. Employees participating in the retirement account plan as of December 31, 2016 were eligible to participate in the cash balance pension plan effective January 1, 2017. Benefits earned under the cash balance pension formula, in the form of an account balance, include contribution credits based on eligible pay earned each month, age and years of service and monthly interest credits based on the 30-year Treasury rate.

The Corporation's postretirement benefit plan provides postretirement health care and life insurance benefits for retirees as of December 31, 1992. The plan also provides certain postretirement health care and life insurance benefits for a limited number of retirees who retired prior to January 1, 2000. For all other employees hired prior to January 1, 2000, a nominal benefit is provided. Employees hired on or after January 1, 2000 and prior to January 1, 2007 are eligible to participate in the plan on a full contributory basis until Medicare-eligible based on age and service. Employees hired on or after January 1, 2007 are not eligible to participate in the plan. The Corporation funds the pre-1992 retiree plan benefits with bank-owned life insurance.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

The following table sets forth reconciliations of plan assets and the projected benefit obligation, the weighted-average assumptions used to determine year-end benefit obligations, and the amounts recognized in accumulated other comprehensive income (loss) for the Corporation's defined benefit pension plans and postretirement benefit plan at December 31, 2018 and 2017. The Corporation used a measurement date of December 31, 2018 for these plans.

(dollar amounts in millions)	Defined Benefit Pension Plans				Postretirement Benefit Plan	
	Qualified		Non-Qualified			
	2018	2017	2018	2017	2018	2017
Change in fair value of plan assets:						
Fair value of plan assets at January 1	\$2,747	\$2,453	\$—	\$—	\$60	\$62
Actual return on plan assets	(167 )	396	—	—	(1 )	2
Employer contributions	—	—	—	—	1	1
Benefits paid	(122 )	(102 )	—	—	(4 )	(5 )
Fair value of plan assets at December 31	\$2,458	\$2,747	\$—	\$—	\$56	\$60
Change in projected benefit obligation:						
Projected benefit obligation at January 1	\$2,061	\$1,902	\$212	\$201	\$51	\$55
Service cost	29	29	2	2	—	—
Interest cost	75	78	8	8	2	2
Actuarial (gain) loss	(142 )	154	—	12	(3 )	(1 )
Benefits paid	(122 )	(102 )	(11 )	(11 )	(4 )	(5 )
Projected benefit obligation at December 31	\$1,901	\$2,061	\$211	\$212	\$46	\$51
Accumulated benefit obligation	\$1,893	\$2,052	\$209	\$209	\$46	\$51
Funded status at December 31 (a) (b)	\$557	\$686	\$(211)	\$(212)	\$10	\$9
Weighted-average assumptions used:						
Discount rate	4.37 %	3.74 %	4.37 %	3.74 %	4.26 %	3.55 %
Rate of compensation increase	4.00	3.75	4.00	3.75	n/a	n/a
Healthcare cost trend rate:						
Cost trend rate assumed for next year	n/a	n/a	n/a	n/a	6.50	6.50
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	n/a	n/a	n/a	n/a	4.50	4.50
Year when rate reaches the ultimate trend rate	n/a	n/a	n/a	n/a	2027	2027
Amounts recognized in accumulated other comprehensive income (loss) before income taxes:						
Net actuarial loss	\$(687 )	\$(548 )	\$(76 )	\$(85 )	\$(19)	\$(19)
Prior service credit	140	159	34	42	1	1
Balance at December 31	\$(547 )	\$(389 )	\$(42 )	\$(43 )	\$(18)	\$(18)

(a) Based on projected benefit obligation for defined benefit pension plans and accumulated benefit obligation for postretirement benefit plan.

(b) The Corporation recognizes the overfunded and underfunded status of the plans in accrued income and other assets and accrued expenses and other liabilities, respectively, on the Consolidated Balance Sheets.

n/a - not applicable

Because the non-qualified defined benefit pension plan has no assets, the accumulated benefit obligation exceeded the fair value of plan assets at December 31, 2018 and December 31, 2017.

The following table details the changes in plan assets and benefit obligations recognized in other comprehensive income (loss) for the year ended December 31, 2018.

(in millions)	Defined Benefit Pension Plans			Total
	Qualified	Non-Qualified	Postretirement Benefit Plan	
Actuarial (loss) gain arising during the period	\$(190)	\$ —	\$ (1 )	\$(191)
Amortization of net actuarial loss	51	9	1	61
Amortization of prior service credit	(19 )	(8 )	—	(27 )
Total recognized in other comprehensive income (loss)	\$(158)	\$ 1	\$ —	\$(157)

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

Components of net periodic defined benefit cost and postretirement benefit cost, the actual return on plan assets and the weighted-average assumptions used were as follows:

(dollar amounts in millions) Years Ended December 31	Defined Benefit Pension Plans					
	Qualified			Non-Qualified		
	2018	2017	2016	2018	2017	2016
Service cost (a)	\$29	\$29	\$31	\$2	\$2	\$3
Other components of net benefit (credit) cost:						
Interest cost	75	78	87	8	8	10
Expected return on plan assets	(165 )	(159 )	(163 )	—	—	—
Amortization of prior service credit	(19 )	(19 )	(2 )	(8 )	(8 )	(5 )
Amortization of net loss	51	43	38	9	8	7
Total other components of net benefit (credit) cost (b)	(58 )	(57 )	(40 )	9	8	12
Net periodic defined benefit (credit) cost	\$(29 )	\$(28 )	\$(9 )	\$11	\$10	\$15
Actual return on plan assets	\$(167)	\$396	\$200	n/a	n/a	n/a
Actual rate of return on plan assets	(6.21 )%	16.48%	8.66 %	n/a	n/a	n/a
Weighted-average assumptions used:						
Discount rate	3.74 %	4.23 %	4.53 %	3.74%	4.23%	4.53%
Expected long-term return on plan assets	6.50	6.50	6.75	n/a	n/a	n/a
Rate of compensation increase	3.75	3.50	3.75	3.75	3.50	3.75

(a) Included in salaries and benefits expense on the Consolidated Statements of Income.

(b) Included in other noninterest expenses on the Consolidated Statements of Income.

n/a - not applicable

(dollar amounts in millions) Years Ended December 31	Postretirement Benefit Plan					
	2018		2017		2016	
Other components of net benefit cost:						
Interest cost	\$	2	\$	2	\$	3
Expected return on plan assets	(3	)	(3	)	(4	)
Amortization of net loss	1		1		1	
Net periodic postretirement benefit cost	\$	—	\$	—	\$	—
Actual return on plan assets	\$	(1 )	\$	2	\$	2
Actual rate of return on plan assets	(2.05	)%	3.52	%	2.83	%
Weighted-average assumptions used:						
Discount rate	3.55	%	3.92	%	4.53	%
Expected long-term return on plan assets	5.00		5.00		5.00	

## Healthcare cost trend rate:

Cost trend rate assumed	6.50	6.50	7.00
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	4.50	4.50	5.00
Year that the rate reaches the ultimate trend rate	2027	2027	2027

The expected long-term rate of return of plan assets is the average rate of return expected to be realized on funds invested or expected to be invested over the life of the plan, which has an estimated duration of approximately 11 years as of December 31, 2018. The expected long-term rate of return on plan assets is set after considering both long-term returns in the general market and long-term returns experienced by the assets in the plan. The returns on the various asset categories are blended to derive one long-term rate of return. The Corporation reviews its pension plan assumptions on an annual basis with its actuarial consultants to determine if assumptions are reasonable and adjusts the assumptions to reflect changes in future expectations.

The estimated portion of balances remaining in accumulated other comprehensive income (loss) that are expected to be recognized as a component of net periodic benefit cost in the year ended December 31, 2019 are as follows:

## Defined Benefit Pension Plans

(in millions)	Qualified	Non-Qualified	Postretirement Benefit Plan	Total
Net loss	\$ 34	\$ 8	\$ 1	\$43
Prior service credit (19 )	( )	(8 )	—	(27 )

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Assumed healthcare cost trend rates have a significant effect on the amounts reported for the postretirement benefit plan. A one-percentage-point change in 2018 assumed healthcare and prescription drug cost trend rates would result in a two-percentage-point change in the postretirement benefit obligation.

Plan Assets

The Corporation's overall investment goals for the qualified defined benefit pension plan are to maintain a portfolio of assets of appropriate liquidity and diversification; to generate investment returns (net of operating costs) that are reasonably anticipated to maintain the plan's fully funded status or to reduce a funding deficit, after taking into account various factors, including reasonably anticipated future contributions and expense and the interest rate sensitivity of the plan's assets relative to that of the plan's liabilities; and to generate investment returns (net of operating costs) that meet or exceed a customized benchmark as defined in the plan investment policy. Derivative instruments are permissible for hedging and transactional efficiency, but only to the extent that the derivative use enhances the efficient execution of the plan's investment policy. The plan does not directly invest in securities issued by the Corporation and its subsidiaries. The Corporation's target allocations for plan investments are 45 percent to 55 percent for both equity securities and fixed income, including cash. Equity securities include collective investment and mutual funds and common stock. Fixed income securities include U.S. Treasury and other U.S. government agency securities, mortgage-backed securities, corporate bonds and notes, municipal bonds, collateralized mortgage obligations and money market funds.

Fair Value Measurements

The Corporation's qualified defined benefit pension plan utilizes fair value measurements to record fair value adjustments and to determine fair value disclosures. The Corporation's qualified benefit pension plan categorizes investments recorded at fair value into a three-level hierarchy, based on the markets in which the investment are traded and the reliability of the assumptions used to determine fair value. Refer to Note 1 for a description of the three-level hierarchy.

Following is a description of the valuation methodologies and key inputs used to measure the fair value of the Corporation's qualified defined benefit pension plan investments, including an indication of the level of the fair value hierarchy in which the investments are classified.

Mutual funds

Fair value measurement is based upon the net asset value (NAV) provided by the administrator of the fund. Mutual fund NAVs are quoted in an active market exchange, such as the New York Stock Exchange, and are included in Level 1 of the fair value hierarchy.

Common stock

Fair value measurement is based upon the closing price quoted in an active market exchange, such as the New York Stock Exchange. Level 1 common stock includes domestic and foreign stock and real estate investment trusts.

U.S. Treasury and other U.S. government agency securities

Level 1 securities include U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets. Fair value measurement is based upon quoted prices in an active market exchange, such as the New York Stock Exchange. Level 2 securities include debt securities issued by U.S. government agencies and U.S. government-sponsored entities. The fair value of Level 2 securities is determined using quoted prices of securities with similar characteristics, or pricing models based on observable market data inputs, primarily interest rates and spreads.

Corporate and municipal bonds and notes

Fair value measurement is based upon quoted prices of securities with similar characteristics or pricing models based on observable market data inputs, primarily interest rates, spreads and prepayment information. Level 2 securities include corporate bonds, municipal bonds, foreign bonds and foreign notes.

Mortgage-backed securities

Fair value measurement is based upon independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors, such as credit loss and liquidity assumptions, and are included in Level 2 of the fair value hierarchy.

Private placements

Fair value is measured using the NAV provided by fund management as quoted prices in active markets are not available. Management considers additional discounts to the provided NAV for market and credit risk. Private placements are included in Level 3 of the fair value hierarchy.

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Collective investment funds

Fair value measurement is based upon the NAV provided by the administrator of the fund as a practical expedient to estimate fair value. There are no unfunded commitments or redemption restrictions on the collective investment funds. The investments are redeemable daily.

Fair Values

The fair values of the Corporation's qualified defined benefit pension plan investments measured at fair value on a recurring basis at December 31, 2018 and 2017, by asset category and level within the fair value hierarchy, are detailed in the table below.

(in millions)	Total	Level 1	Level 2	Level 3
December 31, 2018				
Equity securities:				
Mutual funds	\$3	\$3	\$ —	\$ —
Common stock	803	803	—	—
Fixed income securities:				
U.S. Treasury and other U.S. government agency securities	496	482	14	—
Corporate and municipal bonds and notes	679	—	679	—
Mortgage-backed securities	29	—	29	—
Private placements	60	—	—	60
Total investments in the fair value hierarchy	2,070	\$ 1,288	\$ 722	\$ 60

Investments measured at net asset value:

Collective investment funds	392
Total investments at fair value	\$2,462

December 31, 2017

Equity securities:

Mutual funds	\$1	\$1	\$ —	\$ —
Common stock	961	961	—	—

Fixed income securities:

U.S. Treasury and other U.S. government agency securities	456	451	5	—
Corporate and municipal bonds and notes	765	—	765	—
Mortgage-backed securities	25	—	25	—
Private placements	80	—	—	80
Total investments in the fair value hierarchy	2,288	\$ 1,413	\$ 795	\$ 80

Investments measured at net asset value:

Collective investment funds	455
Total investments at fair value	\$2,743

The table below provides a summary of changes in the Corporation's qualified defined benefit pension plan's Level 3 investments measured at fair value on a recurring basis for the years ended December 31, 2018 and 2017.

(in millions)	Balance at Beginning of Period	Net Gains (Losses) Realized	Net Gains (Losses) Unrealized	Purchases	Sales	Balance at End of Period
Year Ended December 31, 2018						
Private placements	\$ 80	\$(1)	\$(7)	\$ 70	\$(82)	\$ 60
Year Ended December 31, 2017						

Private placements                   \$ 71     \$2   \$ 3           \$ 77     \$(73) \$ 80

There were no assets in the non-qualified defined benefit pension plan at December 31, 2018 and 2017. The postretirement benefit plan is fully invested in bank-owned life insurance policies. The fair value of bank-owned life insurance policies is based on the cash surrender values of the policies as reported by the insurance companies and is classified in Level 2 of the fair value hierarchy.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

## Cash Flows

The Corporation currently expects to make no employer contributions to the qualified and non-qualified defined benefit pension plans and postretirement benefit plan for the year ended December 31, 2019.

(in millions) Years Ended December 31	Estimated Future Benefit Payments		
	Qualified Defined Benefit Pension Plan	Non-Qualified Defined Benefit Pension Plan	Postretirement Benefit Plan (a)
2019	\$ 125	\$ 12	\$ 5
2020	125	14	5
2021	128	14	5
2022	131	14	5
2023	133	14	4
2024 - 2028	672	73	18

(a) Estimated benefit payments in the postretirement benefit plan are net of estimated Medicare subsidies.

## Defined Contribution Plans

Substantially all of the Corporation's employees are eligible to participate in the Corporation's principal defined contribution plan (a 401(k) plan). Under this plan, the Corporation makes core matching cash contributions of 100 percent of the first 4 percent of qualified earnings contributed by employees (up to the current IRS compensation limit), invested based on employee investment elections. Employee benefits expense included expense for the plan of \$21 million for both of the years ended December 31, 2018 and 2017 and \$22 million for the year ended December 31, 2016.

Through December 31, 2016, the Corporation also provided a retirement account plan for the benefit of substantially all employees who worked at least 1,000 hours in a plan year and were not accruing a benefit in the defined benefit pension plan. Under the retirement account plan, the Corporation made an annual discretionary allocation to the individual account of each eligible employee ranging from 3 percent to 8 percent of annual compensation, determined based on combined age and years of service. The allocations were invested based on employee investment elections. Employees participating in the retirement account plan as of December 31, 2016 were eligible to participate in the cash balance pension plan effective January 1, 2017. Final retirement account plan balances were transferred to the Corporation's 401(k) plan in the first quarter of 2017. Contributions to the retirement account plan ceased for periods beginning after December 31, 2016. The Corporation recognized \$10 million of employee benefits expense for the year ended December 31, 2016.

## Deferred Compensation Plans

The Corporation offers optional deferred compensation plans under which certain employees may make an irrevocable election to defer incentive compensation and/or a portion of base salary until retirement or separation from the Corporation. The employee may direct deferred compensation into one or more deemed investment options. Although not required to do so, the Corporation invests actual funds into the deemed investments as directed by employees, resulting in a deferred compensation asset, recorded in other short-term investments on the Consolidated Balance Sheets that offsets the liability to employees under the plan, recorded in accrued expenses and other liabilities. The earnings from the deferred compensation asset are recorded in interest on short-term investments and other noninterest income and the related change in the liability to employees under the plan is recorded in salaries and benefits expense on the Consolidated Statements of Income.

## NOTE 18 - INCOME TAXES AND TAX-RELATED ITEMS

The provision for income taxes is calculated as the sum of income taxes due for the current year and deferred taxes. Income taxes due for the current year is computed by applying federal and state tax statutes to current year taxable income. Deferred taxes arise from temporary differences between the income tax basis and financial accounting basis

of assets and liabilities. Tax-related interest and penalties and foreign taxes are then added to the tax provision.

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## Comerica Incorporated and Subsidiaries

The current and deferred components of the provision for income taxes were as follows:  
(in millions)

December 31	2018	2017	2016
Current:			
Federal	\$227	\$371	\$224
Foreign	10	5	5
State and local	39	36	15
Total current	276	412	244
Deferred:			
Federal	29	(26 )	(49 )
State and local	3	(2 )	(2 )
Remeasurement of deferred taxes	(8 )	107	—
Total deferred	24	79	(51 )
Total	\$300	\$491	\$193

Income before income taxes of \$1.5 billion for the year ended December 31, 2018 included \$38 million of foreign-source income.

The provision for income taxes included a \$107 million charge for the year ended December 31, 2017 to adjust deferred taxes as a result of the enactment of the Tax Cuts and Jobs Act and an \$8 million downward revision to the impact recorded in 2018. Refer to Note 1 for further details.

The provision for income taxes for 2018 and 2017 included a benefit of \$23 million and \$35 million, respectively, related to employee stock transactions as a result of new accounting guidance for stock compensation. For the year ended December 31, 2016, tax effects of employee stock transactions of \$4 million were recorded in shareholders' equity.

The provision for income taxes does not reflect the tax effects of unrealized gains and losses on investment securities available-for-sale or the change in defined benefit pension and other postretirement plans adjustment included in accumulated other comprehensive loss. Refer to Note 14 for additional information on accumulated other comprehensive loss.

A reconciliation of expected income tax expense at the federal statutory rate to the Corporation's provision for income taxes and effective tax rate follows:

(dollar amounts in millions)	2018		2017		2016	
Years Ended December 31	Amount	Rate	Amount	Rate	Amount	Rate
Tax based on federal statutory rate	\$323	21.0 %	\$432	35.0 %	\$235	35.0 %
State income taxes	35	2.3	22	1.8	8	1.2
Employee stock transactions	(23 )	(1.5 )	(35 )	(2.8 )	—	—
Capitalization and recovery positions (a)	(17 )	(1.1 )	—	—	—	—
Affordable housing and historic credits	(12 )	(0.8 )	(21 )	(1.7 )	(22 )	(3.3 )
Bank-owned life insurance	(9 )	(0.6 )	(16 )	(1.3 )	(15 )	(2.3 )
Remeasurement of deferred taxes	(8 )	(0.5 )	107	8.7	—	—
FDIC fees (b)	8	0.5	—	—	—	—
Other changes in unrecognized tax benefits	4	0.3	—	—	—	—
Tax-related interest and penalties	(3 )	(0.2 )	4	0.3	3	0.5
Lease termination transactions	—	—	(2 )	(0.2 )	(15 )	(2.2 )
Other	2	0.1	—	—	(1 )	(0.1 )
Provision for income taxes	\$300	19.5 %	\$491	39.8 %	\$193	28.8 %

(a) Tax benefits from the review of tax capitalization and recovery positions related to software and fixed assets included in the 2017 tax return.

(b) Beginning January 1, 2018, FDIC fees are no longer deductible as a result of the enactment of the Tax Cuts and Jobs Act.

The liability for tax-related interest and penalties included in accrued expenses and other liabilities on the Consolidated Balance Sheets was \$7 million and \$10 million at December 31, 2018 and 2017, respectively.

In the ordinary course of business, the Corporation enters into certain transactions that have tax consequences. From time to time, the Internal Revenue Service (IRS) may review and/or challenge specific interpretive tax positions taken by the Corporation with respect to those transactions. The Corporation believes that its tax returns were filed based upon applicable statutes, regulations and case law in effect at the time of the transactions. The IRS or other tax jurisdictions, an administrative authority or a court, if presented with the transactions, could disagree with the Corporation's interpretation of the tax law.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

A reconciliation of the beginning and ending amount of net unrecognized tax benefits follows:

(in millions)	2018	2017	2016
Balance at January 1	\$10	\$15	\$22
Increase as a result of tax positions taken during a prior period	9	4	—
Decrease related to settlements with tax authorities	(4 )	(8 )	(7 )
Other	(1 )	(1 )	—
Balance at December 31	\$14	\$10	\$15

The Corporation anticipates it is reasonably possible settlements with tax authorities will result in a \$1 million decrease in net unrecognized tax benefits within the next twelve months.

After consideration of the effect of the federal tax benefit available on unrecognized state tax benefits, the total amount of unrecognized tax benefits, if recognized, would affect the Corporation's effective tax rate was approximately \$11 million and \$8 million at December 31, 2018 and 2017, respectively.

The following tax years for significant jurisdictions remain subject to examination as of December 31, 2018:

Jurisdiction Tax Years

Federal 2014-2017

California 2006-2017

Based on current knowledge and probability assessment of various potential outcomes, the Corporation believes current tax reserves are adequate, and the amount of any potential incremental liability arising is not expected to have a material adverse effect on the Corporation's consolidated financial condition or results of operations. Probabilities and outcomes are reviewed as events unfold, and adjustments to the reserves are made when necessary.

The principal components of deferred tax assets and liabilities were as follows:

(in millions)	2018	2017
December 31		
Deferred tax assets:		
Allowance for loan losses	\$141	\$150
Deferred compensation	68	49
Deferred loan origination fees and costs	9	6
Net unrealized losses on investment securities available-for-sale	42	31
Other temporary differences, net	42	57
Total deferred tax asset before valuation allowance	302	293
Valuation allowance	(3 )	(3 )
Total deferred tax assets	299	290
Deferred tax liabilities:		
Lease financing transactions	(74 )	(76 )
Defined benefit plans	(41 )	(72 )
Allowance for depreciation	(18 )	(1 )
Total deferred tax liabilities	(133 )	(149 )
Net deferred tax asset	\$166	\$141

Deferred tax assets included state net operating loss carryforwards of \$4 million at both December 31, 2018 and December 31, 2017, which expire between 2018 and 2027. The Corporation believes it is more likely than not the benefit from certain of these state net operating loss carryforwards will not be realized and, accordingly, maintained a valuation allowance of \$3 million at both December 31, 2018 and December 31, 2017. For further information on the Corporation's valuation policy for deferred tax assets, refer to Note 1.

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NOTE 19 - TRANSACTIONS WITH RELATED PARTIES

The Corporation's banking subsidiaries had, and expect to have in the future, transactions with the Corporation's directors and executive officers, companies with which these individuals are associated, and certain related individuals. Such transactions were made in the ordinary course of business and included extensions of credit, leases and professional services. With respect to extensions of credit, all were made on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other customers and did not, in management's opinion, involve more than normal risk of collectibility or present other unfavorable features. The aggregate amount of loans attributable to persons who were related parties at December 31, 2018, totaled \$66 million at the beginning of 2018 and \$109 million at the end of 2018. During 2018, new loans to related parties aggregated \$716 million and repayments totaled \$673 million.

NOTE 20 - REGULATORY CAPITAL AND RESERVE REQUIREMENTS

Reserves required to be maintained and/or deposited with the FRB are classified in interest-bearing deposits with banks. These reserve balances vary, depending on the level of customer deposits in the Corporation's banking subsidiaries. The average required reserve balances were \$599 million and \$572 million for the years ended December 31, 2018 and 2017, respectively.

Banking regulations limit the transfer of assets in the form of dividends, loans or advances from the bank subsidiaries to the parent company. Under the most restrictive of these regulations, the aggregate amount of dividends which can be paid to the parent company, with prior approval from bank regulatory agencies, approximated \$108 million at January 1, 2019, plus 2019 net profits. Substantially all the assets of the Corporation's banking subsidiaries are restricted from transfer to the parent company of the Corporation in the form of loans or advances.

The Corporation's subsidiary banks declared dividends of \$1.1 billion, \$907 million and \$545 million in 2018, 2017 and 2016, respectively.

The Corporation and its U.S. banking subsidiaries are subject to various regulatory capital requirements administered by federal and state banking agencies. The U.S. adoption of the Basel III regulatory capital framework (Basel III) became effective for the Corporation on January 1, 2015. Basel III sets forth two comprehensive methodologies for calculating risk-weighted assets (RWA), a standardized approach and an advanced approach. The Corporation and its U.S. banking subsidiaries are subject to the standardized approach under the rules. Under the standardized approach, RWA is generally based on supervisory risk-weightings which vary by counterparty type and asset class. Under the Basel III standardized approach, capital is required for credit risk RWA, to cover the risk of unexpected losses due to failure of a customer or counterparty to meet its financial obligations in accordance with contractual terms; and if trading assets and liabilities exceed certain thresholds, capital is also required for market risk RWA, to cover the risk of losses due to adverse market movements or from position-specific factors.

Under Basel III, there are three categories of risk-based capital: CET1 capital, Tier 1 capital and Tier 2 capital. CET1 capital predominantly includes common shareholders' equity, less certain deductions for goodwill, intangible assets and deferred tax assets that arise from net operating losses and tax credit carry-forwards. Additionally, the Corporation has elected to permanently exclude capital in accumulated other comprehensive income related to debt and equity securities classified as available-for-sale as well as for defined benefit postretirement plans from CET1, an option available to standardized approach entities under Basel III. Tier 1 capital incrementally includes noncumulative perpetual preferred stock. Tier 2 capital includes Tier 1 capital as well as subordinated debt qualifying as Tier 2 and qualifying allowance for credit losses. Total capital is Tier 1 capital plus Tier 2 capital. In addition to the minimum risk-based capital requirements, the Corporation is required to maintain a minimum capital conservation buffer, in the form of common equity, in order to avoid restrictions on capital distributions and discretionary bonuses. The required amount of the capital conservation buffer is being phased in and ultimately increasing to 2.5% on January 1, 2019. Quantitative measures established by regulation to ensure capital adequacy require the maintenance of minimum amounts and ratios of CET1, Tier 1 and total capital (as defined in the regulations) to average and/or risk-weighted assets. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional

discretionary actions by regulators that, if undertaken, could have a direct material effect on the Corporation's financial statements. At December 31, 2018 and 2017, the Corporation and its U.S. banking subsidiaries exceeded the ratios required for an institution to be considered "well capitalized" For U.S. banking subsidiaries, those requirements were total risk-based capital, Tier 1 risk-based capital, CET1 risk-based capital and leverage ratios greater than 10 percent, 8 percent, 6.5 percent and 5 percent, respectively, at December 31, 2018 and 2017. For the Corporation, requirements to be considered "well capitalized" were total risk-based capital and Tier 1 risk-based capital ratios greater than 10 percent and 6 percent, respectively, at December 31, 2018 and 2017. There have been no conditions or events since December 31, 2018 that management believes have changed the capital adequacy classification of the Corporation or its U.S. banking subsidiaries.

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The following is a summary of the capital position of the Corporation and Comerica Bank, its principal banking subsidiary.

(dollar amounts in millions)	Comerica Incorporated (Consolidated)	Comerica Bank
December 31, 2018		
CET1 capital (minimum \$3.0 billion (Consolidated))	\$ 7,470	\$7,229
Tier 1 capital (minimum \$4.0 billion (Consolidated))	7,470	7,229
Total capital (minimum \$5.4 billion (Consolidated))	8,855	8,433
Risk-weighted assets	67,047	66,857
Average assets (fourth quarter)	71,070	70,905
CET1 capital to risk-weighted assets (minimum-4.5%)	11.14	% 10.81 %
Tier 1 capital to risk-weighted assets (minimum-6.0%)	11.14	10.81
Total capital to risk-weighted assets (minimum-8.0%)	13.21	12.61
Tier 1 capital to average assets (minimum-4.0%)	10.51	10.20
Capital conservation buffer	5.14	4.61
December 31, 2017		
CET1 capital (minimum \$3.0 billion (Consolidated))	\$ 7,773	\$7,121
Tier 1 capital (minimum \$4.0 billion (Consolidated))	7,773	7,121
Total capital (minimum \$5.3 billion (Consolidated))	9,211	8,378
Risk-weighted assets	66,575	66,447
Average assets (fourth quarter)	71,372	71,181
CET1 capital to risk-weighted assets (minimum-4.5%)	11.68	% 10.72 %
Tier 1 capital to risk-weighted assets (minimum-6.0%)	11.68	10.72
Total capital to risk-weighted assets (minimum-8.0%)	13.84	12.61
Tier 1 capital to average assets (minimum-4.0%)	10.89	10.00
Capital conservation buffer	5.68	4.61

## NOTE 21 - CONTINGENT LIABILITIES

## Legal Proceedings

Comerica Bank, a wholly-owned subsidiary of the Corporation, was named in November 2011 as a third-party defendant in *Butte Local Development v. Masters Group v. Comerica Bank* (the case), for lender liability. The case was tried in January 2014, in the Montana Second District Judicial Court for Silver Bow County in Butte, Montana. On January 17, 2014, a jury awarded Masters \$52 million against the Bank. On July 1, 2015, after an appeal filed by the Corporation, the Montana Supreme Court reversed the judgment against the Corporation and remanded the case for a new trial with instructions that Michigan contract law should apply and dismissing all other claims. The case was retried in the same district court, without a jury, in January 2017, and the Corporation awaits a ruling. Management believes that current reserves related to this case are adequate in the event of a negative outcome.

The Corporation and certain of its subsidiaries are subject to various other pending or threatened legal proceedings arising out of the normal course of business or operations. The Corporation believes it has meritorious defenses to the claims asserted against it in its other currently outstanding legal proceedings and, with respect to such legal proceedings, intends to continue to defend itself vigorously, litigating or settling cases according to management's judgment as to what is in the best interests of the Corporation and its shareholders. Settlement may result from the Corporation's determination that it may be more prudent financially to settle, rather than litigate, and should not be regarded as an admission of liability. On at least a quarterly basis, the Corporation assesses its potential liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. On a case-by-case basis, reserves are established for those legal claims for which it is probable that a loss will be incurred

either as a result of a settlement or judgment, and the amount of such loss can be reasonably estimated. The actual costs of resolving these claims may be substantially higher or lower than the amounts reserved. Based on current knowledge, and after consultation with legal counsel, management believes current reserves are adequate, and the amount of any incremental liability arising from these matters is not expected to have a material adverse effect on the Corporation's consolidated financial condition, results of operations or cash flows. Legal fees of \$17 million, \$15 million and \$19 million for the years ended December 31, 2018, 2017 and 2016, respectively, were included in other noninterest expenses on the Consolidated Statements of Income.

For matters where a loss is not probable, the Corporation has not established legal reserves. The Corporation believes the estimate of the aggregate range of reasonably possible losses, in excess of reserves established, for all legal proceedings in which it is involved is from zero to approximately \$33 million at December 31, 2018. This estimated aggregate range of reasonably

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possible losses is based upon currently available information for those proceedings in which the Corporation is involved, taking into account the Corporation's best estimate of such losses for those cases for which such estimate can be made. For certain cases, the Corporation does not believe that an estimate can currently be made. The Corporation's estimate involves significant judgment, given the varying stages of the proceedings (including the fact many are currently in preliminary stages), the existence in certain proceedings of multiple defendants (including the Corporation) whose share of liability has yet to be determined, the numerous yet-unresolved issues in many of the proceedings (including issues regarding class certification and the scope of many of the claims) and the attendant uncertainty of the various potential outcomes of such proceedings. Accordingly, the Corporation's estimate will change from time to time, and actual losses may be more or less than the current estimate.

In the event of unexpected future developments, it is possible that the ultimate resolution of these matters, if unfavorable, may be material to the Corporation's consolidated financial condition, results of operations or cash flows. For information regarding income tax contingencies, refer to Note 18.

**NOTE 22 - RESTRUCTURING CHARGES**

The Corporation launched an initiative in 2016 designed to reduce overhead and increase revenue (the "GEAR Up" initiative). The actions in the initiative include, but are not limited to, a reduction in workforce, a new retirement program, streamlining operational processes, real estate optimization including consolidating banking centers as well as reducing office and operations space, selective outsourcing of technology functions, reduction of technology system applications, enhanced sales tools and training, expanded product offerings and improved customer analytics to drive opportunities.

Certain actions associated with the GEAR Up initiative resulted in restructuring charges. Generally, costs associated with or incurred to generate revenue as part of the initiative were recorded according to the nature of the cost and were not included in restructuring charges. The Corporation considers the following costs associated with the initiative to be restructuring charges:

• **Employee costs:** Primarily severance costs in accordance with the Corporation's severance plan.

• **Facilities costs:** Costs pertaining to consolidating banking centers and other facilities, such as lease termination costs and decommissioning costs. Also includes accelerated depreciation and impairment of owned property to be sold.

• **Technology costs:** Impairment and other costs associated with optimizing technology infrastructure and reducing the number of applications.

• **Other costs:** Includes primarily professional fees, as well as other contract termination fees and legal fees incurred in the execution of the initiative.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Restructuring charges are recorded as a component of noninterest expenses on the Consolidated Statements of Income. The following table presents changes in restructuring reserves and cumulative charges incurred to date:

(in millions)	Employee Costs	Facilities Costs	Technology Costs	Other Costs	Total
Year Ended December 31, 2018					
Balance at beginning of period	\$ 8	\$ —	\$ 6	\$ 1	\$ 15
Restructuring charges	10	4	37	2	53
Payments	(13 )	(3 )	(39 )	(3 )	(58 )
Balance at end of period	\$ 5	\$ 1	\$ 4	\$ —	\$ 10
Year Ended December 31, 2017					
Balance at beginning of period	\$ 10	\$ 4	\$ —	\$ 4	\$ 18
Restructuring charges	10	2	26	7	45
Payments	(12 )	(6 )	(15 )	(10 )	(43 )
Adjustments for non-cash charges (a)	—	—	(5 )	—	(5 )
Balance at end of period	\$ 8	\$ —	\$ 6	\$ 1	\$ 15
Year Ended December 31, 2016					
Balance at beginning of period	\$ —	\$ —	\$ —	\$ —	\$ —
Restructuring charges	52	15	—	26	93
Payments	(44 )	(6 )	—	(22 )	(72 )
Adjustments for non-cash charges (a)	2	(5 )	—	—	(3 )
Balance at end of period	\$ 10	\$ 4	\$ —	\$ 4	\$ 18
Total restructuring charges incurred (b)	\$ 72	\$ 21	\$ 63	\$ 35	\$ 191

(a) Adjustments for non-cash charges primarily relate to impairments of previously capitalized software costs in Technology Costs.

(b) Restructuring activities were completed as of 12/31/2018.

Restructuring charges directly attributable to a business segment are assigned to that business segment. For example, facilities costs pertaining to the consolidation of banking centers primarily impacted the Retail Bank. Restructuring charges incurred by areas whose services support the overall Corporation are allocated based on the methodology described in Note 23 to the consolidated financial statements. Total restructuring charges assigned to the Business Bank, Retail Bank and Wealth Management were \$30 million, \$16 million and \$7 million, respectively, for the year ended December 31, 2018, \$24 million, \$15 million and \$6 million, respectively, for the year ended December 31, 2017 and \$43 million, \$38 million and \$12 million, respectively, for the year ended December 31, 2016.

## NOTE 23 - BUSINESS SEGMENT INFORMATION

The Corporation has strategically aligned its operations into three major business segments: the Business Bank, the Retail Bank and Wealth Management. These business segments are differentiated based on the type of customer and the related products and services provided. In addition to the three major business segments, the Finance Division is also reported as a segment. Business segment results are produced by the Corporation's internal management accounting system. This system measures financial results based on the internal business unit structure of the Corporation. The performance of the business segments is not comparable with the Corporation's consolidated results and is not necessarily comparable with similar information for any other financial institution. Additionally, because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities. The management accounting system assigns balance sheet and

income statement items to each business segment using certain methodologies, which are regularly reviewed and refined. From time to time, the Corporation may make reclassifications among the segments to more appropriately reflect management's current view of the segments, and methodologies may be modified as the management accounting system is enhanced and changes occur in the organizational structure and/or product lines. During the 2018, the Small Business component was reclassified from Retail Bank to Business Bank. For comparability purposes, amounts in all periods are based on business unit structure and methodologies in effect at December 31, 2018.

Net interest income for each segment reflects the interest income generated by earning assets less interest expense on interest-bearing liabilities plus the net impact from associated internal funds transfer pricing (FTP) funding credits and charges. The FTP methodology allocates credits to each business segment for deposits and other funds provided as well as charges for loans and other assets being funded. This credit or charge is based on matching stated or implied maturities for these assets and liabilities. The FTP crediting rates for deposits reflect the long-term value of deposits and other funding sources based on their implied maturity. FTP charge rates for funding assets reflect a matched cost of funds based on the pricing and duration characteristics of

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the assets. For acquired loans and deposits, matched maturity funding is determined based on origination date. Accordingly, the FTP process reflects the transfer of interest rate risk exposures to the Corporate Treasury department within the Finance segment, where such exposures are centrally managed. Effective January 1, 2016, in conjunction with the effective date for regulatory Liquidity Coverage Ratio (LCR) requirements, the Corporation prospectively implemented an additional FTP charge, primarily for the cost of maintaining liquid assets to support potential draws on unfunded loan commitments and for the long-term economic cost of holding collateral for secured deposits. The allowance for loan losses is allocated to the business segments based on the methodology used to estimate the consolidated allowance for loan losses described in Note 1. The related provision for loan losses is assigned based on the amount necessary to maintain an allowance for loan losses appropriate for each business segment. Noninterest income and expenses directly attributable to a line of business are assigned to that business segment. Direct expenses incurred by areas whose services support the overall Corporation are allocated to the business segments as follows: product processing expenditures are allocated based on standard unit costs applied to actual volume measurements; administrative expenses are allocated based on estimated time expended; and corporate overhead is assigned 50 percent based on the ratio of the business segment's noninterest expenses to total noninterest expenses incurred by all business segments and 50 percent based on the ratio of the business segment's attributed equity to total attributed equity of all business segments. Equity is attributed based on credit, operational and interest rate risks. Most of the equity attributed relates to credit risk, which is determined based on the credit score and expected remaining life of each loan, letter of credit and unused commitment recorded in the business segments. Operational risk is allocated based on loans and letters of credit, deposit balances, non-earning assets, trust assets under management, certain noninterest income items, and the nature and extent of expenses incurred by business units. Virtually all interest rate risk is assigned to Finance, as are the Corporation's hedging activities. The following discussion provides information about the activities of each business segment. A discussion of the financial results and the factors impacting 2018 performance can be found in the section entitled "Business Segments" in the financial review.

The Business Bank meets the needs of small and middle market businesses, multinational corporations and governmental entities by offering various products and services, including commercial loans and lines of credit, deposits, cash management, capital market products, international trade finance, letters of credit, foreign exchange management services and loan syndication services.

The Retail Bank includes a full range of personal financial services, consisting of consumer lending, consumer deposit gathering and mortgage loan origination. This business segment offers a variety of consumer products, including deposit accounts, installment loans, credit cards, student loans, home equity lines of credit and residential mortgage loans.

Wealth Management offers products and services consisting of fiduciary services, private banking, retirement services, investment management and advisory services, investment banking and brokerage services. This business segment also offers the sale of annuity products, as well as life, disability and long-term care insurance products.

The Finance segment includes the Corporation's securities portfolio and asset and liability management activities. This segment is responsible for managing the Corporation's funding, liquidity and capital needs, performing interest sensitivity analysis and executing various strategies to manage the Corporation's exposure to liquidity, interest rate risk and foreign exchange risk.

The Other category includes the income and expense impact of equity and cash, tax benefits not assigned to specific business segments, charges of an unusual or infrequent nature that are not reflective of the normal operations of the business segments and miscellaneous other expenses of a corporate nature.

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## Comerica Incorporated and Subsidiaries

Business segment financial results are as follows:

(dollar amounts in millions)	Business	Retail	Wealth	Finance	Other	Total
Year Ended December 31, 2018	Bank	Bank	Management			
Earnings summary:						
Net interest income (expense)	\$1,613	\$548	\$ 181	\$(46 )	\$56	\$2,352
Provision for credit losses	6	(1 )	(3 )	—	(3 )	(1 )
Noninterest income	547	136	266	27	—	976
Noninterest expenses	847	602	293	(4 )	56	1,794
Provision (benefit) for income taxes	283	18	36	(14 )	(23 )	(a)300
Net income (loss)	\$1,024	\$65	\$ 121	\$(1 )	\$26	\$1,235
Net credit-related charge-offs (recoveries)	\$52	\$—	\$ (1 )	\$—	\$—	\$51

Selected average balances:

Assets	\$43,207	\$2,633	\$ 5,214	\$13,705	\$5,965	\$70,724
Loans	41,618	2,067	5,081	—	—	48,766
Deposits	30,116	20,812	3,941	941	125	55,935

Statistical data:

Return on average assets (b)	2.37	%	0.31	%	2.32	%	N/M	N/M	1.75	%
Efficiency ratio (c)	39.22		87.47		65.60		N/M	N/M	53.56	
(dollar amounts in millions)	Business	Retail	Wealth	Finance	Other	Total				
Year Ended December 31, 2017	Bank	Bank	Management							
Earnings summary:										
Net interest income (expense)	\$1,513	\$453	\$ 169	\$(111 )	\$37	\$2,061				
Provision for credit losses	69	2	1	—	2	74				
Noninterest income	639	154	255	49	10	1,107				
Noninterest expenses	918	615	285	(4 )	46	1,860				
Provision (benefit) for income taxes	410	(4 )	51	(35 )	69	(a)491				
Net income (loss)	\$755	\$(6 )	\$ 87	\$(23 )	\$(70 )	\$743				
Net credit-related (recoveries) charge-offs	\$96	\$1	\$ (5 )	\$—	\$—	\$92				

Selected average balances:

Assets	\$42,653	\$2,626	\$ 5,401	\$13,954	\$6,818	\$71,452
Loans	41,241	2,061	5,256	—	—	48,558
Deposits	31,999	20,775	4,081	241	162	57,258

Statistical data:

Return on average assets (b)	1.77	%	(0.03 )	%	1.61	%	N/M	N/M	1.04	%
Efficiency ratio (c)	42.67		100.72		67.06		N/M	N/M	58.64	

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

(dollar amounts in millions)	Business Bank	Retail Bank	Wealth Management	Finance	Other	Total
Year Ended December 31, 2016						
Earnings summary:						
Net interest income (expense)	\$ 1,506	\$ 393	\$ 158	\$(283 )	\$ 23	\$ 1,797
Provision for credit losses	254	(2 )	(4 )	—	—	248
Noninterest income	608	153	243	43	4	1,051
Noninterest expenses	963	643	301	(4 )	27	1,930
Provision (benefit) for income taxes	284	(34 )	36	(90 )	(3 )	193
Net income (loss)	\$ 613	\$(61 )	\$ 68	\$(146 )	\$ 3	\$ 477
Net credit-related charge-offs	\$ 155	\$ 2	\$ —	\$ —	\$ —	\$ 157

## Selected average balances:

Assets	\$ 43,373	\$ 2,675	\$ 5,232	\$ 13,993	\$ 6,470	\$ 71,743
Loans	41,954	1,994	5,048	—	—	48,996
Deposits	32,930	20,332	4,126	88	265	57,741

## Statistical data:

Return on average assets (b)	1.41	%	(0.29 )%	1.32	%	N/M	N/M	0.67	%
Efficiency ratio (c)	45.52		116.63	75.03		N/M	N/M	67.62	

(a) Primarily reflected discrete tax items, including a benefit of \$48 million in 2018 and a net charge of \$72 million in 2017.

(b) Return on average assets is calculated based on the greater of average assets or average liabilities and attributed equity.

(c) Noninterest expenses as a percentage of the sum of net interest income and noninterest income excluding gains (losses) from securities and a derivative contract tied to the conversion rate of Visa Class B shares.

N/M – not meaningful

The Corporation operates in three primary markets - Texas, California, and Michigan, as well as in Arizona and Florida, with select businesses operating in several other states, and in Canada and Mexico. The Corporation produces market segment results for the Corporation's three primary geographic markets as well as Other Markets. Other Markets includes Florida, Arizona, the International Finance division and businesses with a national perspective. The Finance & Other category includes the Finance segment and the Other category as previously described. Market segment results are provided as supplemental information to the business segment results and may not meet all operating segment criteria as set forth in GAAP. For comparability purposes, amounts in all periods are based on market segments and methodologies in effect at December 31, 2018.

A discussion of the financial results and the factors impacting performance can be found in the section entitled "Market Segments" in the financial review.

Market segment financial results are as follows:

(dollar amounts in millions)	Michigan	California	Texas	Other Markets	Finance & Other	Total
Year Ended December 31, 2018						
Earnings summary:						
Net interest income	\$ 727	\$ 788	\$ 475	\$ 352	\$ 10	\$ 2,352
Provision for credit losses	30	31	(53 )	(6 )	(3 )	(1 )
Noninterest income	296	164	130	359	27	976
Noninterest expenses	577	424	365	376	52	1,794
Provision (benefit) for income taxes	90	122	64	61	(37 )	(a)300
Net income	\$ 326	\$ 375	\$ 229	\$ 280	\$ 25	\$ 1,235

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Net credit-related charge-offs	\$7	\$27	\$12	\$5	\$—	\$51
Selected average balances:						
Assets	\$13,207	\$18,532	\$10,389	\$8,925	\$19,671	\$70,724
Loans	12,531	18,283	9,821	8,131	—	48,766
Deposits	20,772	16,964	8,993	8,141	1,065	55,935
Statistical data:						
Return on average assets (b)	1.52	% 2.02	% 2.20	% 3.14	% N/M	1.75 %
Efficiency ratio (c)	56.16	44.58	60.28	52.95	N/M	53.56

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(dollar amounts in millions) Year Ended December 31, 2017	Michigan	California	Texas	Other Markets	Finance & Other	Total
Earnings summary:						
Net interest income (expense)	\$657	\$711	\$451	\$316	\$(74 )	\$2,061
Provision for credit losses	8	104	(72 )	33	1	74
Noninterest income	324	171	131	423	58	1,107
Noninterest expenses	589	404	375	450	42	1,860
Provision for income taxes	137	145	104	71	34	(a)491
Net income (loss)	\$247	\$229	\$175	\$185	\$(93 )	\$743
Net credit-related (recoveries) charge-offs	\$(1 )	\$33	\$46	\$14	\$—	\$92
Selected average balances:						
Assets	\$13,395	\$18,264	\$10,443	\$8,578	\$20,772	\$71,452
Loans	12,677	18,008	9,969	7,904	—	48,558
Deposits	21,823	17,533	9,625	7,874	403	57,258

## Statistical data:

Return on average assets (b)	1.09	% 1.24	% 1.61	% 2.14	% N/M	1.04	%
Efficiency ratio (c)	59.84	45.82	64.30	60.99	N/M	58.64	

(dollar amounts in millions) Year Ended December 31, 2016	Michigan	California	Texas	Other Markets	Finance & Other	Total
Earnings summary:						
Net interest income (expense)	\$616	\$678	\$444	\$319	\$(260 )	\$1,797
Provision for credit losses	9	21	225	(7 )	—	248
Noninterest income	320	162	129	393	47	1,051
Noninterest expenses	618	435	408	446	23	1,930
Provision (benefit) for income taxes	99	138	(21 )	70	(93 )	193
Net income (loss)	\$210	\$246	\$(39 )	\$203	\$(143 )	\$477
Net credit-related charge-offs	\$9	\$26	\$118	\$4	\$—	\$157

## Selected average balances:

Assets	\$13,105	\$18,012	\$11,101	\$9,062	\$20,463	\$71,743
Loans	12,457	17,731	10,637	8,171	—	48,996
Deposits	21,777	17,438	10,168	8,005	353	57,741

## Statistical data:

Return on average assets (b)	0.93	% 1.33	% (0.32 )	% 2.24	% N/M	0.67	%
Efficiency ratio (c)	65.65	51.84	70.93	62.67	N/M	67.62	

(a) Primarily reflected discrete tax items, including a benefit of \$48 million in 2018 and a net charge of \$72 million in 2017.

(b) Return on average assets is calculated based on the greater of average assets or average liabilities and attributed equity.

(c) Noninterest expenses as a percentage of the sum of net interest income and noninterest income excluding gains (losses) from securities and a derivative contract tied to the conversion rate of Visa Class B shares.

N/M – not meaningful



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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## NOTE 24 - PARENT COMPANY FINANCIAL STATEMENTS

## BALANCE SHEETS - COMERICA INCORPORATED

(in millions, except share data)

December 31	2018	2017
Assets		
Cash and due from subsidiary bank	\$1,524	\$1,059
Other short-term investments	88	92
Investment in subsidiaries, principally banks	7,429	7,467
Premises and equipment	1	2
Other assets	169	127
Total assets	\$9,211	\$8,747
Liabilities and Shareholders' Equity		
Medium- and long-term debt	\$1,459	\$602
Other liabilities	245	182
Total liabilities	1,704	784
Common stock - \$5 par value:		
Authorized - 325,000,000 shares		
Issued - 228,164,824 shares	1,141	1,141
Capital surplus	2,148	2,122
Accumulated other comprehensive loss	(609 )	(451 )
Retained earnings	8,781	7,887
Less cost of common stock in treasury - 68,081,176 shares at 12/31/18 and 55,306,483 shares at 12/31/17	(3,954 )	(2,736 )
Total shareholders' equity	7,507	7,963
Total liabilities and shareholders' equity	\$9,211	\$8,747

## STATEMENTS OF INCOME - COMERICA INCORPORATED

(in millions)

Years Ended December 31	2018	2017	2016
Income			
Income from subsidiaries:			
Dividends from subsidiaries	\$1,135	\$915	\$549
Other interest income	13	3	1
Intercompany management fees	228	136	138
Other noninterest income	—	8	3
Total income	1,376	1,062	691
Expenses			
Interest on medium- and long-term debt	29	13	10
Salaries and benefits expense	140	127	114
Net occupancy expense	5	5	5
Equipment expense	1	1	1
Restructuring charges	2	6	33
Other noninterest expenses	75	80	72
Total expenses	252	232	235
Income before benefit for income taxes and equity in undistributed earnings of subsidiaries	1,124	830	456
Benefit for income taxes	(5 )	(26 )	(28 )
Income before equity in undistributed earnings of subsidiaries	1,129	856	484

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Equity in undistributed earnings of subsidiaries, principally banks	106	(113 )	(7 )
Net income	1,235	743	477
Less income allocated to participating securities	8	5	4
Net income attributable to common shares	\$1,227	\$738	\$473

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

## STATEMENTS OF CASH FLOWS - COMERICA INCORPORATED

(in millions)

Years Ended December 31	2018	2017	2016
Operating Activities			
Net income	\$1,235	\$743	\$477
Adjustments to reconcile net income to net cash provided by operating activities:			
Undistributed earnings of subsidiaries, principally banks	(106 )	113	7
Depreciation and amortization	1	1	1
Net periodic defined benefit cost (credit)	4	(2 )	1
Share-based compensation expense	21	16	14
Benefit for deferred income taxes	(1 )	(10 )	(3 )
Other, net	10	59	6
Net cash provided by operating activities	1,164	920	503
Financing Activities			
Medium- and long-term debt:			
Issuances	850	—	—
Common Stock:			
Repurchases	(1,338 )	(560 )	(320 )
Cash dividends paid	(263 )	(180 )	(152 )
Issuances of common stock under employee stock plans	52	118	157
Net cash used in financing activities	(699 )	(622 )	(315 )
Net increase (decrease) in cash and cash equivalents	465	298	188
Cash and cash equivalents at beginning of period	1,059	761	573
Cash and cash equivalents at end of period	\$1,524	\$1,059	\$761
Interest paid	\$11	\$12	\$9
Income taxes recovered	\$(155 )	\$(331 )	\$(139)

## NOTE 25 - SUMMARY OF QUARTERLY FINANCIAL STATEMENTS (UNAUDITED)

The following quarterly information is unaudited. However, in the opinion of management, the information reflects all adjustments, which are necessary for the fair presentation of the results of operations, for the periods presented.

(in millions, except per share data)	2018			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$704	\$675	\$650	\$590
Interest expense	90	76	60	41
Net interest income	614	599	590	549
Provision for credit losses	16	—	(29 )	12
Net securities (losses) gains	—	(20 )	—	1
Noninterest income excluding net securities losses	250	254	248	243
Noninterest expenses	448	452	448	446
Provision for income taxes	90	63	93	54
Net income	310	318	326	281
Less income allocated to participating securities	2	2	2	2
Net income attributable to common shares	\$308	\$316	\$324	\$279
Earnings per common share:				
Basic	\$1.91	\$1.89	\$1.90	\$1.62
Diluted	1.88	1.86	1.87	1.59

Comprehensive income	312	296	290	178
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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Comerica Incorporated and Subsidiaries

(in millions, except per share data)	2017			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$578	\$ 579	\$ 529	\$ 496
Interest expense	33	33	29	26
Net interest income	545	546	500	470
Provision for credit losses	17	24	17	16
Noninterest income	285	275	276	271
Noninterest expenses	483	463	457	457
Provision for income taxes	218	108	99	66
Net income	112	226	203	202
Less income allocated to participating securities	—	2	1	2
Net income attributable to common shares	\$ 112	\$ 224	\$ 202	\$ 200
Earnings per common share:				
Basic	\$0.65	\$ 1.29	\$ 1.15	\$ 1.15
Diluted	0.63	1.26	1.13	1.11
Comprehensive income	107	228	221	206

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

## NOTE 26 - REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from contracts with customers comprises the noninterest income earned by the Corporation in exchange for services provided to customers. The following table presents the composition of revenue from contracts with customers, segregated from other sources of noninterest income, by business segment.

(in millions)	Business Bank	Retail Bank	Wealth Management	Finance & Other	Total
Year Ended December 31, 2018					
Revenue from contracts with customers:					
Card fees (a)	\$ 201	\$ 39	\$ 4	\$ —	\$244
Service charges on deposit accounts (a)	134	72	5	—	211
Fiduciary income	—	—	206	—	206
Commercial loan servicing fees (b)	18	—	—	—	18
Brokerage fees	—	—	27	—	27
Other noninterest income (c)	12	19	17	1	49
Total revenue from contracts with customers	365	130	259	1	755
Other sources of noninterest income	182	6	7	26	221
Total noninterest income	\$ 547	\$ 136	\$ 266	\$ 27	\$976
Year Ended December 31, 2017					
Card fees	\$ 285	\$ 43	\$ 5	\$ —	\$333
Service charges on deposit accounts	143	79	5	—	227
Fiduciary income	—	—	198	—	198
Commercial lending fees	84	—	1	—	85
Letter of credit fees	44	—	1	—	45
Bank-owned life insurance	—	—	—	43	43
Foreign exchange income	43	—	2	—	45
Brokerage fees	—	—	23	—	23
Other noninterest income	40	32	20	16	108
Total noninterest income	\$ 639	\$ 154	\$ 255	\$ 59	\$1,107
Year Ended December 31, 2016					
Card fees	\$ 257	\$ 42	\$ 4	\$ —	\$303
Services charges on deposit accounts	136	79	4	—	219
Fiduciary income	—	—	190	—	190
Commercial lending fees	90	—	—	(1 )	89
Letter of credit fees	49	—	1	—	50
Bank-owned life insurance	—	—	—	42	42
Foreign exchange income	39	1	2	—	42
Brokerage fees	—	—	19	—	19
Other noninterest income	37	31	23	6	97
Total noninterest income	\$ 608	\$ 153	\$ 243	\$ 47	\$1,051

(a) Adoption of Topic 606 resulted in a change in presentation which records certain costs in the same category as the associated revenues. The effect of this change was to reduce card fees by \$140 million and service charges on deposit accounts by \$5 million for the twelve months ended December 31, 2018. Refer to Note 1 for further

information.

(b) Included in commercial lending fees on the Consolidated Statements of Income.

(c) Excludes derivative, warrant and other miscellaneous income.

Adjustments to revenue during the year ended December 31, 2018 for refunds or credits relating to prior periods were not significant.

Revenue from contracts with customers did not generate significant contract assets and liabilities.

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## REPORT OF MANAGEMENT

The management of Comerica Incorporated (the Corporation) is responsible for the accompanying consolidated financial statements and all other financial information in this Annual Report. The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles and include amounts which of necessity are based on management's best estimates and judgments and give due consideration to materiality. The other financial information herein is consistent with that in the consolidated financial statements.

In meeting its responsibility for the reliability of the consolidated financial statements, management develops and maintains effective internal controls, including those over financial reporting, as defined in the Securities and Exchange Act of 1934, as amended. The Corporation's internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles, and that receipts and expenditures of the Corporation are made only in accordance with authorizations of management and directors of the Corporation; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Corporation's assets that could have a material effect on the consolidated financial statements.

Management assessed, with participation of the Corporation's Chief Executive Officer and Chief Financial Officer, internal control over financial reporting as it relates to the Corporation's consolidated financial statements presented in conformity with U.S. generally accepted accounting principles as of December 31, 2018. The assessment was based on criteria for effective internal control over financial reporting described in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Based on this assessment, management determined that internal control over financial reporting is effective as it relates to the Corporation's consolidated financial statements presented in conformity with U.S. generally accepted accounting principles as of December 31, 2018.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Corporation's internal control over financial reporting as of December 31, 2018 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their accompanying report.

The Corporation's Board of Directors oversees management's internal control over financial reporting and financial reporting responsibilities through its Audit Committee as well as various other committees. The Audit Committee, which consists of directors who are not officers or employees of the Corporation, meets regularly with management, internal audit and the independent public accountants to assure that the Audit Committee, management, internal auditors and the independent public accountants are carrying out their responsibilities, and to review auditing, internal control and financial reporting matters.

Ralph W. Babb Jr.	Muneera S. Carr	Mauricio A. Ortiz
Chairman and	Executive Vice President and	Senior Vice President and
Chief Executive Officer	Chief Financial Officer	Chief Accounting Officer

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Comerica Incorporated

Opinion on Internal Control over Financial Reporting

We have audited Comerica Incorporated and subsidiaries' internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Comerica Incorporated and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes of the Company and our report dated February 12, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP  
Dallas, TX  
February 12, 2019

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Comerica Incorporated

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Comerica Incorporated and subsidiaries (the Company) as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2018 and 2017, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 12, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1992.

Dallas, TX

February 12, 2019

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## HISTORICAL REVIEW - AVERAGE BALANCE SHEETS

Comerica Incorporated and Subsidiaries

## CONSOLIDATED FINANCIAL INFORMATION

(in millions)

Years Ended December 31	2018	2017	2016	2015	2014
<b>ASSETS</b>					
Cash and due from banks	\$1,135	\$1,209	\$1,146	\$1,059	\$934
Interest-bearing deposits with banks	4,700	5,443	5,099	6,158	5,513
Other short-term investments	134	92	102	106	109
Investment securities	11,810	12,207	12,348	10,237	9,350
Commercial loans	30,534	30,415	31,062	31,501	29,715
Real estate construction loans	3,155	2,958	2,508	1,884	1,909
Commercial mortgage loans	9,131	9,005	8,981	8,697	8,706
Lease financing	470	509	684	783	834
International loans	1,021	1,157	1,367	1,441	1,376
Residential mortgage loans	1,983	1,989	1,894	1,878	1,778
Consumer loans	2,472	2,525	2,500	2,444	2,270
Total loans	48,766	48,558	48,996	48,628	46,588
Less allowance for loan losses	(695 )	(728 )	(730 )	(621 )	(601 )
Net loans	48,071	47,830	48,266	48,007	45,987
Accrued income and other assets	4,874	4,671	4,782	4,680	4,443
Total assets	\$70,724	\$71,452	\$71,743	\$70,247	\$66,336
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Noninterest-bearing deposits	\$29,241	\$31,013	\$29,751	\$28,087	\$25,019
Money market and interest-bearing checking deposits	22,378	21,585	22,744	24,073	22,891
Savings deposits	2,199	2,133	2,013	1,841	1,744
Customer certificates of deposit	2,092	2,471	3,200	4,209	4,869
Foreign office time deposits	25	56	33	116	261
Total interest-bearing deposits	26,694	26,245	27,990	30,239	29,765
Total deposits	55,935	57,258	57,741	58,326	54,784
Short-term borrowings	62	277	138	93	200
Accrued expenses and other liabilities	1,076	996	1,273	1,389	1,016
Medium- and long-term debt	5,842	4,969	4,917	2,905	2,963
Total liabilities	62,915	63,500	64,069	62,713	58,963
Total shareholders' equity	7,809	7,952	7,674	7,534	7,373
Total liabilities and shareholders' equity	\$70,724	\$71,452	\$71,743	\$70,247	\$66,336

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## HISTORICAL REVIEW - STATEMENTS OF INCOME

Comerica Incorporated and Subsidiaries

## CONSOLIDATED FINANCIAL INFORMATION

(in millions, except per share data)

Years Ended December 31	2018	2017	2016	2015	2014
<b>INTEREST INCOME</b>					
Interest and fees on loans	\$2,262	\$1,872	\$1,635	\$1,551	\$1,525
Interest on investment securities	265	250	247	216	211
Interest on short-term investments	92	60	27	17	14
Total interest income	2,619	2,182	1,909	1,784	1,750
<b>INTEREST EXPENSE</b>					
Interest on deposits	122	42	40	43	45
Interest on short-term borrowings	1	3	—	—	—
Interest on medium- and long-term debt	144	76	72	52	50
Total interest expense	267	121	112	95	95
Net interest income	2,352	2,061	1,797	1,689	1,655
Provision for credit losses	(1 )	74	248	147	27
Net interest income after provision for loan losses	2,353	1,987	1,549	1,542	1,628
<b>NONINTEREST INCOME</b>					
Card fees	244	333	303	276	81
Service charges on deposit accounts	211	227	219	223	215
Fiduciary income	206	198	190	187	180
Commercial lending fees	85	85	89	99	98
Letter of credit fees	40	45	50	53	57
Bank-owned life insurance	39	43	42	40	39
Foreign exchange income	47	45	42	40	40
Brokerage fees	27	23	19	17	17
Net securities losses	(19 )	—	—	(2 )	1
Other noninterest income	96	108	97	102	129
Total noninterest income	976	1,107	1,051	1,035	857
<b>NONINTEREST EXPENSES</b>					
Salaries and benefits expense	1,009	961	989	1,000	972
Outside processing fee expense	255	366	336	318	111
Net occupancy expense	152	154	157	159	171
Equipment expense	48	45	53	53	57
Restructuring charges	53	45	93	—	—
Software expense	125	126	119	99	95
FDIC insurance expense	42	51	54	37	33
Advertising expense	30	28	21	24	23
Litigation-related expenses	—	—	—	(32 )	4
Gain on debt redemption	—	—	—	—	(32 )
Other noninterest expenses	80	84	108	169	181
Total noninterest expenses	1,794	1,860	1,930	1,827	1,615
Income before income taxes	1,535	1,234	670	750	870
Provision for income taxes	300	491	193	229	277
<b>NET INCOME</b>	<b>\$1,235</b>	<b>\$743</b>	<b>\$477</b>	<b>\$521</b>	<b>\$593</b>
Less income allocated to participating securities	8	5	4	6	7
Net income attributable to common shares	\$1,227	\$738	\$473	\$515	\$586
Earnings per common share:					

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Basic	\$7.31	\$4.23	\$2.74	\$2.93	\$3.28
Diluted	7.20	4.14	2.68	2.84	3.16
Comprehensive income	1,076	762	523	504	572
Cash dividends declared on common stock	309	193	154	148	143
Cash dividends declared per common share	1.84	1.09	0.89	0.83	0.79

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## HISTORICAL REVIEW - STATISTICAL DATA

Comerica Incorporated and Subsidiaries

## CONSOLIDATED FINANCIAL INFORMATION

Years Ended December 31	2018	2017	2016	2015	2014	
Average Rates						
Interest-bearing deposits with banks	1.94	% 1.09	% 0.51	% 0.26	% 0.26	%
Other short-term investments	0.96	0.64	0.61	0.81	0.54	
Investment securities	2.19	2.05	2.02	2.13	2.25	
Commercial loans	4.64	3.82	3.25	3.06	3.11	
Real estate construction loans	5.21	4.18	3.63	3.48	3.41	
Commercial mortgage loans	4.69	3.97	3.49	3.41	3.75	
Lease financing	3.82	2.63	2.64	3.15	2.30	
International loans	4.97	4.07	3.63	3.58	3.65	
Residential mortgage loans	3.77	3.70	3.76	3.77	3.82	
Consumer loans	4.41	3.70	3.32	3.26	3.20	
Total loans	4.64	3.85	3.34	3.19	3.27	
Interest income as a percentage of earning assets	3.99	3.29	2.88	2.75	2.85	
Domestic deposits	0.45	0.16	0.14	0.14	0.14	
Deposits in foreign offices	1.19	0.64	0.35	1.02	0.82	
Total interest-bearing deposits	0.46	0.16	0.14	0.14	0.15	
Short-term borrowings	1.90	1.14	0.45	0.05	0.03	
Medium- and long-term debt	2.42	1.51	1.45	1.80	1.68	
Interest expense as a percentage of interest-bearing sources	0.82	0.38	0.34	0.29	0.29	
Interest rate spread	3.17	2.91	2.54	2.46	2.56	
Impact of net noninterest-bearing sources of funds	0.41	0.20	0.17	0.14	0.13	
Net interest margin as a percentage of earning assets	3.58	% 3.11	% 2.71	% 2.60	% 2.69	%
Ratios						
Return on average common shareholders' equity	15.82	% 9.34	% 6.22	% 6.91	% 8.05	%
Return on average assets	1.75	1.04	0.67	0.74	0.89	
Efficiency ratio (a)	53.56	58.64	67.62	67.03	64.26	
Common equity tier 1 capital as a percentage of risk weighted assets (b)	11.14	11.68	11.09	10.54	n/a	
Tier 1 capital as a percentage of risk-weighted assets (b)	11.14	11.68	11.09	10.54	10.50	
Total capital as a percentage of risk-weighted assets	13.21	13.84	13.27	12.69	12.51	
Common equity ratio	10.60	11.13	10.68	10.52	10.70	
Tangible common equity as a percentage of tangible assets (c)	9.78	10.32	9.89	9.70	9.85	
Per Common Share Data						
Book value at year-end	\$46.89	\$46.07	\$44.47	\$43.03	\$41.35	
Market value at year-end	68.69	86.81	68.11	41.83	46.84	
Market value for the year						
High	102.66	88.22	70.44	53.45	53.50	
Low	63.69	64.04	30.48	39.52	42.73	
Other Data (share data in millions)						

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Average common shares outstanding - basic	168	174	172	176	179
Average common shares outstanding - diluted	171	178	177	181	185
Number of banking centers	436	438	458	477	481
Number of employees (full-time equivalent)	7,865	7,999	7,960	8,880	8,876

(a) Noninterest expenses as a percentage of the sum of net interest income and noninterest income excluding net securities gains (losses) from securities and a derivative contract tied to the conversion rate of Visa Class B shares.

(b) Ratios calculated based on the risk-based capital requirements in effect at the time. The U.S. implementation of the Basel III regulatory capital framework became effective on January 1, 2015, with transitional provisions.

(c) See Supplemental Financial Data section for reconcilements of non-GAAP financial measures.

n/a - not applicable

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized as of February 12, 2019.

COMERICA INCORPORATED

By: /s/ Ralph W. Babb, Jr.

Ralph W. Babb, Jr.

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities indicated as of February 12, 2019.

/s/ Ralph W. Babb, Jr. Chairman and Chief Executive Officer and  
Ralph W. Babb, Jr. Director (Principal Executive Officer)

/s/ Muneera S. Carr Executive Vice President and Chief Financial Officer  
Muneera S. Carr (Principal Financial Officer)

/s/ Mauricio A. Ortiz Senior Vice President and Chief Accounting Officer  
Mauricio A. Ortiz (Principal Accounting Officer)

/s/ Michael E. Collins  
Michael E. Collins Director

/s/ Roger A. Cregg  
Roger A. Cregg Director

/s/ T. Kevin DeNicola  
T. Kevin DeNicola Director

/s/ Curtis C. Farmer  
Curtis C. Farmer Director

/s/ Jacqueline P. Kane  
Jacqueline P. Kane Director

/s/ Richard G. Lindner  
Richard G. Lindner Director

/s/ Barbara R. Smith  
Barbara R. Smith Director

/s/ Robert S. Taubman  
Robert S. Taubman Director

/s/ Reginald M. Turner, Jr.  
Reginald M. Turner, Jr. Director

/s/ Nina G. Vaca  
Nina G. Vaca Director

/s/ Michael G. Van de Ven  
Michael G. Van de Ven     Director

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