Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 245(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Ralph W. Babb, Jr.
Name of the Holding Company Director and Official
Chairman and Chief Executive Officer
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details of the report concerning that individual.

Signature of Holding Company Director and Official
March 10, 2017

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 199844
C.I. 1

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016
Month / Day / Year

19Q57JVPWHHZ3ZGBW498
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Comerica Incorporated
Legal Title of Holding Company

1717 Main Street, MC 6506
(Mailing Address of the Holding Company) Street / P.O. Box
Dallas TX 75201
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
John D. Buchanan
EVP & Corporate Secretary

214-462-4376
Area Code / Phone Number / Extension

214-462-4440
Area Code / FAX Number

jdbuchanan@comerica.com
E-mail Address

http://www.comerica.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0
In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report 0
2. a letter justifying this request has been provided separately 0

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Comerica Holdings Incorporated</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1717 Main Street, MC 6506</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dallas</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

City State Zip Code

Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)
Report Item 2a: Organization Chart

An organization chart showing Comerica Incorporated's interest in entities reportable on an FR Y-10 is attached as Exhibit A, and, to the extent not included in the organization chart, a list of the state or country (if foreign) of incorporation or organization of each such entity, and the city and state or country (if foreign) of principal business of each such entity is attached as Exhibit B. In addition, Comerica Incorporated has made the following investments that are not reportable on an FR Y-10 in which it controls greater than 5% but less than 25% of the outstanding shares of any class of voting securities:

<table>
<thead>
<tr>
<th>Name (Physical Address City, State)</th>
<th>State of Incorporation/Organization</th>
</tr>
</thead>
<tbody>
<tr>
<td>Detroit Investment Fund, LP (Detroit, MI)</td>
<td>Delaware</td>
</tr>
<tr>
<td>JHW Greentree Capital, LP (New Canaan, CT)</td>
<td>Delaware</td>
</tr>
</tbody>
</table>

Moreover, Comerica Incorporated, indirectly through its wholly owned subsidiary, Comerica Bank, has made the following investments that are not reportable on an FR Y-10 in which it controls greater than 5% but less than 25% of the outstanding shares of any class of voting securities:

<table>
<thead>
<tr>
<th>Name (Physical Address City, State)</th>
<th>State of Incorporation/Organization</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alliant Tax Credit Fund 44, Ltd. (Woodland Hills, CA)</td>
<td>Florida</td>
</tr>
<tr>
<td>Bankers Small Business Community Development Corporation of San Diego County (San Diego, CA)</td>
<td>California</td>
</tr>
<tr>
<td>BlackRock Municipal 2020 Term Trust (Wilmington, DE)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XV, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XVII, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XX, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XX-A, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XXIV, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XXVI, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XXVIII, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XXX, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XXXII, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Capital Corporate Tax Credit Fund XLI, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Financial Institutional Tax Credit Fund XXXIX (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Boston Financial Southeast Regional Affordable Housing Fund I, LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>California Affordable Housing 2000, LP (San Jose, CA)</td>
<td>California</td>
</tr>
<tr>
<td>California Corporate Tax Credit Fund II (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>California Equity Fund 1997 LP (Chicago, IL)</td>
<td>California</td>
</tr>
<tr>
<td>California Equity Fund 2002 LLC (Chicago, IL)</td>
<td>Delaware</td>
</tr>
<tr>
<td>California Equity Fund 2013 LP (Chicago, IL)</td>
<td>Illinois</td>
</tr>
<tr>
<td>California Equity Fund 2014 LP (Chicago, IL)</td>
<td>Illinois</td>
</tr>
<tr>
<td>California Equity Fund 2015 LP (Chicago, IL)</td>
<td>Illinois</td>
</tr>
<tr>
<td>Centerline California Corporate Partners IV, LP (New York, NY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Name (Physical Address City, State)</td>
<td>State of Incorporation/Organization</td>
</tr>
<tr>
<td>---------------------------------------------------------------------------------------------------</td>
<td>-----------------------------------</td>
</tr>
<tr>
<td>Centerline Corporate Partners XVII, LP (New York, NY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Centerline Corporate Partners XXIX, LP (New York, NY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Centerline Corporate Partners XXVII, LP (New York, NY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Centerline Corporate Partners XXXVI, LP (New York, NY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Columbia Housing/PNC Institutional Fund XII, LP (Lexington, KY)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>CREA Corporate Tax Credit Fund, XXIX, LLC (Indianapolis, IN)</td>
<td>Delaware</td>
</tr>
<tr>
<td>CREA Corporate Tax Credit Fund, XXXII, LLC (32) (Indianapolis, IN)</td>
<td>Delaware</td>
</tr>
<tr>
<td>CREA Corporate Tax Credit Fund, XXXIX, LLC (Indianapolis, IN)</td>
<td>Delaware</td>
</tr>
<tr>
<td>CREA Corporate Tax Credit Fund 43, LLC (Indianapolis, IN)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Dreyfus Municipal Income, Inc. (New York, NY)</td>
<td>Maryland</td>
</tr>
<tr>
<td>Dreyfus Strategic Municipal Bond Fund, Inc. (New York, NY)</td>
<td>Maryland</td>
</tr>
<tr>
<td>Dreyfus Strategic Municipal Bond, Inc. (New York, NY)</td>
<td>Maryland</td>
</tr>
<tr>
<td>Eaton Vance Senior Floating-Rate Trust (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Enterprise Housing CalGreen Fund II, LP (Columbia, MD)</td>
<td>Maryland</td>
</tr>
<tr>
<td>Enterprise Housing CalGreen Fund IV, LP (Columbia, MD)</td>
<td>Maryland</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XII (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XIV (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XV (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XVII (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XVIII (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XXV (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XXVI (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XXVII (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XXVIII (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing LP XXIX (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Great Lakes Capital Fund for Housing Limited Partnership 30 (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Merritt Community Capital Fund VII, LP (Oakland, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Merritt Community Capital Fund XIII, LP (Oakland, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Merritt Community Capital Fund XIV, LP (Oakland, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Merritt Community Capital Fund XV, LP (Oakland, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Merritt Community Capital Fund XVI, LP (Oakland, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Merritt Community Capital Fund XVII, LP (Oakland, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Merritt Community Capital Fund XVIII, LP (Oakland, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Michigan Capital Fund for Housing IV LP (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Michigan Capital Fund for Housing LP V (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Michigan Capital Fund for Housing LP VII (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Michigan Capital Fund for Housing LP VIII (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Michigan Capital Fund for Housing VI LP (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Midland Corporate Tax Credit VIII, LP (Boston, MA)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Midland Corporate Tax Credit XII Limited Partnership (Boston, MA)</td>
<td>Florida</td>
</tr>
<tr>
<td>Midland Corporate Tax Credit XIV Limited Partnership (Boston, MA)</td>
<td>Delaware</td>
</tr>
<tr>
<td>NAPICO National Corporate Tax Credit Fund XII, L.P. (Toledo, OH)</td>
<td>California</td>
</tr>
<tr>
<td>National Equity Fund 2008 II LP (Chicago, IL)</td>
<td>Delaware</td>
</tr>
<tr>
<td>National Equity Fund 2009 LP (Chicago, IL)</td>
<td>Delaware</td>
</tr>
<tr>
<td>National Equity Fund 2013 LP (Chicago, IL)</td>
<td>Illinois</td>
</tr>
<tr>
<td>Name (Physical Address City, State)</td>
<td>State of Incorporation/Organization</td>
</tr>
<tr>
<td>------------------------------------</td>
<td>-----------------------------------</td>
</tr>
<tr>
<td>NEF Regional Fund V – Chicago LP (Chicago, IL)</td>
<td>Illinois</td>
</tr>
<tr>
<td>NEF Regional Fund V – Chicago VII (Chicago, IL)</td>
<td>Illinois</td>
</tr>
<tr>
<td>NHT 27 Tax Credit Fund, LLC (Columbus, OH)</td>
<td>Ohio</td>
</tr>
<tr>
<td>Phoenix Realty Tax Credit Fund II, LP (New York, NY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Multifamily Capital Institutional Fund XXI, LP (Portland, OR)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>PNC Multifamily Capital Institutional Fund XXX, LP (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Multifamily Capital Institutional Fund XXXI, LP (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Multifamily Capital Institutional Fund XXXV, LP (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Multifamily Capital Institutional Fund XXXIX, LP (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Multifamily Capital Institutional Fund XL, LP (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Multifamily Capital Institutional Fund XLI, LP (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Tax Credit Capital Institutional Fund 43, L.P. (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Tax Credit Capital Institutional Fund 46, L.P. (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Tax Credit Capital Institutional Fund 56, L.P. (Portland, OR)</td>
<td>Delaware</td>
</tr>
<tr>
<td>PNC Real Estate Tax Credit Capital Institutional Fund 50, L.P. (Lexington, KY)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Raymond James Tax Credit Fund 35 LLC (St. Petersburg, FL)</td>
<td>Florida</td>
</tr>
<tr>
<td>Raymond James California Housing Opportunities Fund I, LLC (St. Petersburg, FL)</td>
<td>Florida</td>
</tr>
<tr>
<td>Raymond James California Housing Opportunities Fund II, LLC (St. Petersburg, FL)</td>
<td>Florida</td>
</tr>
<tr>
<td>Raymond James California Housing Opportunities Fund III, LLC (St. Petersburg, FL)</td>
<td>Florida</td>
</tr>
<tr>
<td>Raymond James California House Opportunities Fund IV, LLC (St. Petersburg, FL)</td>
<td>Florida</td>
</tr>
<tr>
<td>RBC Apollo National Fund – 9, LP (Greenwich, CT)</td>
<td>Delaware</td>
</tr>
<tr>
<td>RBC Tax Credit Equity National Fund – 12, LP (Greenwich, CT)</td>
<td>Delaware</td>
</tr>
<tr>
<td>RBC Tax Credit Equity California Fund – 3, LP (Cleveland, OH)</td>
<td>Delaware</td>
</tr>
<tr>
<td>Sanford Arms LDHA, LP (Lansing, MI)</td>
<td>Michigan</td>
</tr>
<tr>
<td>Southeast Regional Affordable Housing Fund II LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>Southern California Business Development Corporation (Los Angeles, CA)</td>
<td>California</td>
</tr>
<tr>
<td>Texas Mezzanine Fund, Inc. (Dallas, TX)</td>
<td>Texas</td>
</tr>
<tr>
<td>The Texas Corporate Tax Credit Fund LP (Boston, MA)</td>
<td>Massachusetts</td>
</tr>
<tr>
<td>THOF III, Ltd. (Austin, TX)</td>
<td>Texas</td>
</tr>
<tr>
<td>THOF V, Ltd. (Austin, TX)</td>
<td>Texas</td>
</tr>
<tr>
<td>USA Institutional Tax Credit Fund XXXIV LP (Greenwich, CT)</td>
<td>Delaware</td>
</tr>
<tr>
<td>USA Institutional Tax Credit Fund LXXXXIX LP (89) (Greenwich, CT)</td>
<td>Delaware</td>
</tr>
<tr>
<td>WNC Institutional Tax Credit Fund X California Series (2) LP (Irvine, CA)</td>
<td>California</td>
</tr>
<tr>
<td>WNC Institutional Tax Credit Fund XIV LP (Irvine, CA)</td>
<td>California</td>
</tr>
<tr>
<td>WNC Institutional Tax Credit Fund XVII, LP (Irvine, CA)</td>
<td>California</td>
</tr>
</tbody>
</table>

**Report Item 2b: Domestic Branch Listing**

The updated domestic branch list will be sent via e-mail to structure.verification@dal.frb.org.
Report Item 3: Securities Holders – Comerica Incorporated

(1) List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the holding company as of the fiscal year end of the holding company. In addition, list each person, entity, or person acting in concert (including families), that holds options, warrants or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities currently held, would equal or exceed 5 percent of any such class of voting securities.

(a) BlackRock, Inc., New York, NY (incorporated under the laws of Delaware, USA), has indicated on a Schedule 13G/A (filed with the US Securities and Exchange Commission on January 23, 2017) that it is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G). Based on information in that Schedule 13G/A relating to its beneficial ownership of Comerica Incorporated as of December 31, 2016, and using Comerica Incorporated’s actual shares outstanding at December 31, 2016, Black Rock, Inc. and certain affiliates held 7.7% of Comerica Incorporated’s Common Stock as of December 31, 2016. Black Rock, Inc. indicated in its Schedule 13G/A that it has sole power to vote or to direct the vote with respect to 12,028,321 shares and sole dispositive power with respect to 13,555,018 shares. BlackRock, Inc. filed on behalf of the following subsidiaries: BlackRock (Luxembourg) S.A.; BlackRock (Netherlands) B.V.; Blackrock (Singapore) Limited; BlackRock Advisors (UK) Limited; BlackRock Advisors, LLC; BlackRock Asset Management Canada Limited; BlackRock Asset Management Ireland Limited; BlackRock Asset Management North Asia Limited; BlackRock Asset Management Schweiz AG; BlackRock Capital Management; BlackRock Financial Management, Inc.; BlackRock Fund Advisors; BlackRock Fund Managers Ltd; BlackRock Institutional Trust Company, N.A.; BlackRock International Limited; BlackRock Investment Management (Australia) Limited; BlackRock Investment Management (UK) Ltd; BlackRock Investment Management, LLC; BlackRock Japan Co Ltd and BlackRock Life Limited.

(b) State Street Corporation, Boston, Massachusetts (incorporated under the laws of Massachusetts), has indicated on a Schedule 13G (filed with the US Securities and Exchange Commission on February 9, 2017) that it is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G). Based on information in that Schedule 13G relating to its beneficial ownership of Comerica Incorporated as of December 31, 2016, and using Comerica Incorporated’s actual shares outstanding at December 31, 2016, State Street Corporation and certain affiliates held 5.2% of Comerica Incorporated’s Common Stock as of December 31, 2016. State Street Corporation indicated in its Schedule 13G that it has shared power to vote or to direct the vote, and shared dispositive power, with respect to 9,060,720 shares. State Street Corporation filed on behalf of the following subsidiaries: State Street Bank and Trust Company; SSGA Funds
Management, Inc.; State Street Global Advisors Ltd.; State Street Global Advisors, Australia Limited; State Street Global Advisors (Asia) Limited; State Street Global Advisors (Japan) Co., Ltd.; and State Street Global Advisors France S.A.

(c) The Vanguard Group, Inc., Malvern, Pennsylvania (incorporated under the laws of Pennsylvania), has indicated on a Schedule 13G/A (filed with the US Securities and Exchange Commission on February 10, 2017) that it is an investment advisor in accordance with 240.13d-1(b)(1)(ii)(E). Based on information that Schedule 13G/A relating to its beneficial ownership of Comerica Incorporated as of December 31, 2016, and using Comerica Incorporated’s actual shares outstanding at December 31, 2016, The Vanguard Group, Inc. and certain affiliates held 9.1% of Comerica Incorporated’s Common Stock as of December 31, 2016. The Vanguard Group, Inc. indicated in its Schedule 13G/A that it has sole power to vote or direct the vote on 270,873 shares, and shared voting power with respect to 27,197 shares. It has sole dispositive power with respect to 15,726,540 shares, and shared dispositive power with respect to 295,669. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 224,942 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 116,658 shares as a result of its serving as investment manager of Australian investment offerings.

(2) List any shareholder not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the holding company during the fiscal year for which the report is being filed. In addition, list each person or entity, or person acting in concert (including families) that held options, warrants or other securities or rights that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of voting securities.

(a) Based on its filings, it appears that during part of 2016, FMR LLC, Boston, Massachusetts (incorporated under the laws of Delaware), owned or controlled 5 percent or more of a class of voting securities in Comerica Incorporated. Based on a Schedule 13G/A (filed with the US Securities and Exchange Commission on February 14, 2017), FMR LLC indicated that it is a parent holding company in accordance with Section 240.13d-1(b)(1)(ii)(G) that has sole power to vote or direct the vote on 1,298,376 shares. It also indicated that it has sole dispositive power with respect to 8,621,406 shares. FMR LLC filed on behalf of the following subsidiaries: FIAM LLC; Fidelity Institutional Asset Management Trust Company; Fidelity Management Trust Company; FMR Co., Inc.; and Strategic Advisers, Inc. Although those holdings do not represent 5 percent or more of a class of voting securities in Comerica Incorporated at December 31, 2016, it would have constituted such a threshold earlier in the year. Furthermore, based on a Schedule 13G filed on February 12, 2016, FMR LLC indicated that it, along with certain affiliates, beneficially owned 7.7% of Comerica Incorporated’s Common Stock as of December 31, 2015.

Page 5 of 78
Based on its filings, it appears that during part of 2016, Fiduciary Management, Inc., Milwaukee, WI (incorporated under the laws of Wisconsin, USA), owned or controlled 5 percent or more of a class of voting securities in Comerica Incorporated. Based on a Schedule 13G/A (filed with the US Securities and Exchange Commission on February 16, 2016), Fiduciary Management, Inc. indicated that it was an investment adviser in accordance with 240.13d-1(b)(1)(ii) (E) which beneficially owned an aggregate of 6.48% of Comerica Incorporated's Common Stock as of December 31, 2015. In that same Schedule 13G, Fiduciary Management, Inc. indicated that it had sole power to vote or to direct the vote on 10,605,579 shares, and sole dispositive power with respect to 11,447,547 shares as of December 31, 2015. Then, on February 14, 2017, Fiduciary Management, Inc. filed a Schedule 13G/A reporting the fact that as of December 31, 2016, it had ceased to be the beneficial owner of more than 5 percent of the class of securities.
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Ralph W. Babb, Jr.
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director, Chairman and Chief Executive Officer

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Director, Chairman and Chief Executive Officer - Comerica Bank

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Director - Texas Instruments Incorporated
Director - The Clearing House Payments Company, LLC
Director - Dallas Citizens Council
Director - SMU Tate Lecture Series Board
Director - Southwestern Medical Foundation
Member of Membership, Audit & Finance and Technology Committees - The Financial Services Roundtable
Member of Membership Committee - Dallas Citizens Council
Member - The Conference Board
Member - Catalyst
Member - Downtown Dallas
Advisory Board Member - Crystal Charity Ball
Advisory Council Member - Dallas Arboretum
Advisory Council Member - Dallas Regional Chamber
Economic Development

AMENDED NOV 10 2017
(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Michael E. Collins
Fletcher, North Carolina U.S.A.

(2) Principal occupation, if other than with the holding company:

Business Executive and Attorney

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Chair and Senior Counselor of the Blake Collins Group
Board of Trustees - Our Lady of Lourdes Health Care Services, Inc.

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated
List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Roger A. Cregg
Scottsdale, Arizona U.S.A.

(2) Principal occupation, if other than with the holding company:

Business Executive

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Director, President and Chief Executive Officer - AV Homes, Inc.
Advisory Board Member - Abriza, Inc.

(3) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

T. Kevin DeNicola
Kemah, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

Retired Business Executive

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Jacqueline P. Kane
Reno, Nevada U.S.A.

(2) Principal occupation, if other than with the holding company, as of 12/31/16:

Retired Business Executive

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Richard G. Lindner
San Antonio, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

Retired Business Executive

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Board Member - United Way of San Antonio and Bexar County
Board Member and Treasurer - Texas Corvette Association

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

(b) Less than 1%

(c) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
(d) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Alfred A. Piergallini
Scottsdale, Arizona U.S.A.

(2) Principal occupation, if other than with the holding company:

Business Consultant

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Consultant - Desert Trail Consulting
Director - Central Garden & Pet Company

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated
List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Robert S. Taubman
Bloomfield Hills, Michigan U.S.A.

(2) Principal occupation, if other than with the holding company:

Business Executive

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

   Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

   None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

   Director, Chairman, President & Chief Executive Officer - Taubman Centers, Inc.
   Director, Chairman, President & Chief Executive Officer - The Taubman Company
   Director - A. Alfred Taubman Foundation
   Director - William Beaumont Hospital
   Director - Business Leaders for Michigan
   Director - The Real Estate Roundtable
   Director - A. Alfred Taubman Medical Research Institute
   Director - National Association of Real Estate Investment Trusts
   Trustee - Cranbrook Educational Community
   Investment Committee Member - University of Michigan
   Investment Committee Member - The Skillman Foundation
   President - Taubman Sun Valley Associates I, Inc.
   Partner - MRW, LLC
   President - TG Michigan, Inc.
   President - TKL-Detroit Associates I, Inc.
Partner through TKL-Detroit Associates I, Inc. - TKL-Detroit Associates, LLC
Partner - T- OTK, LLC
Ownership through T- OTK, LLC - OTK Associates, LLC
Partner - Taubman Ventures Group LLC (TVG)
Ownership through TVG, and direct ownership - Taubman Investments
Long/Short Strategies, LLC
Ownership through TVG - Overseas Tech Ventures, LLC
Ownership through TVG - TILC Private Equity, LLC
Ownership through TVG - TVG Financing LLC
Ownership through TVG - TILC HGV, LLC
Ownership through TVG - TILC Holdings, LLC
Ownership through TVG - TRAP Ventures LLC
Ownership through TVG - TVG Oil & Gas LLC
Partner - Taubman Production Company, LLC (TPC)
Partner through TPC - Michigan Motion Picture Holdings, LLC (MMPH)
Partner through MMPH - Michigan Motion Picture Studios, LLC
Partner through MMPH - Michigan Motion Picture Productions, LLC
Partner through MMPH - Michigan Motion Picture Lender LLC
Ownership through RST Revocable Trust - Taub-SV, LLC
Partner - Taub-Co. Holdings LLC
Partner - Taubman Hurricanes, LLC
Ownership through Taubman Real Properties Co. - Taubman Properties B.H.
(TPBH)
Limited Partner - Taubman Real Properties Company
Ownership through TPBH and A. Alfred Taubman 2004 Trust - Ridge Road Properties, LLC
Ownership through TVG - DJJS Funding, LLC
Partner - TG Partners LLC
Partner - RST Sub-TRAP, LLC
Partner - T-MMP Taubman Group-Assembly, LLC
Partner - Taubman Ventures II, LLC (TVII)
Partner through TVII - BSB 900 King Street Investments, LLC
Partner through TVII - Athena Real Estate Partners L.P. IIA
Partner through TVII - Brier Creek Associates LP (fka Athena Airport Assemblage, LP)
Partner - TF Services LLC
Partner through TF Services LLC - AAT Services LLC
Partner through TF Services LLC - GTK Services LLC
Partner through TF Services LLC - RST Services LLC
Partner through TF Services LLC - WST Services LLC
Sole Member - RSTCO LLC
Sole Member - Backpack Ventures, LLC
Member - Taubman Tech Associates, LLC
Member - R&W TRG, LLC
Member - Urban Land Institute  
Member - International Council of Shopping Center

(3) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

Backpack Ventures, LLC - 100%  
MRW, LLC - 33.3%  
RST Sub-TRAP, LLC - 76%  
RSTCOLLC - 100%  
R&W TRG, LLC - 47.4%  
Taub-Co Holdings, LLC - 28.4%  
Taubman Hurricanes, LLC - 33.3%  
Taubman Production Company, LLC - 33%  
Taubman Real Properties Company - 33%  
Taubman Tech Associates LLC - 30%  
Taubman Ventures II, LLC - 30%  
T-MMP Group Assembly, LLC - 33.3%  
T-OTK, LLC - 33.3%
Report Item 4: Insiders - Comerica Incorporated
List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Reginald M. Turner, Jr.
Detroit, Michigan U.S.A.

(2) Principal occupation, if other than with the holding company:

Attorney

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Member - Clark Hill PLC
Director - Masco Corporation
Director - Community Foundation for Southeastern Michigan
Director and Vice Chair - Detroit Public Safety Foundation
Director - Hudson-Webber Foundation
Director and Vice Chair - Detroit Institute of Arts
Director - National Bar Institute
Director - United Way for Southeastern Michigan
Member - American Bar Association (House of Delegates)

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Nina G. Vaca (Ximena G. Humrichouse)
Dallas, Texas   U.S.A.

(2) Principal occupation, if other than with the holding company:

Business Executive

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Director, Chair and Chief Executive Officer - Pinnacle Technical Resources, Inc.
Director, Chair and Chief Executive Officer - Vaca Industries Inc.
Director and Chairman Emeritus - United States Hispanic Chamber of Commerce
Director - Kohl’s Corporation
Director - Cinemark Holdings, Inc.
Director - Pinnacle Light Industrial LLC
Director - Pinnacle Technical Resources Canada
Director (Chairman) - United States Hispanic Chamber of Commerce Foundation
(4) Percentage of each class of voting securities owned, controlled, or held with power to vote
(including options, warrants or other securities or rights that can be converted into or
exercised for voting securities) in:

(a) the holding company:

   Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the
    holding company:

    None

(c) any other company, if 25 percent or more of its outstanding voting securities or
    proportionate interest in a partnership are held. List the name of the company and
    the percentage of voting securities owned, controlled, or held with power to vote:

    Pinnacle Technical Resources, Inc. -100%
    Vaca Industries, Inc. -100%
    My Plates/License Plates of Texas, LLC - 43.5%
    Pinnacle Technical Resources Canada -100%
    Pinnacle Light Industrial, LLC - Sole Member
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

1. Name, city and state/country (do not include street address or social security number):

   Michael G. Van de Ven
   Plano, Texas, U.S.A.

2. Principal occupation, if other than with the holding company:

   Business Executive

3. Title or position, as of 12/31/16, with:

   (a) the holding company:

       Director

   (b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

       None

   (c) any other company in which the person is a director, trustee, partner, or executive officer:

       Executive Vice President and Chief Operating Officer - Southwest Airlines Co.

4. Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

   (a) the holding company:

       Less than 1%

   (b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

       None
any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

John D. Buchanan
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President and Corporate Secretary

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Corporate Secretary - Comerica Bank
Director - Comerica Holdings Incorporated

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Megan D. Burkhart
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President and Chief Human Resources Officer

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Chief Human Resources Officer - Comerica Bank
Director, Chairman and President - Comerica Management Company

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Director - Girl Scouts of Northeast Texas
Director - Shelter Ministries of Dallas

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Muneera S. Carr
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President and Chief Accounting Officer

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Chief Accounting Officer - Comerica Bank
Executive Vice President, Chief Accounting Officer and Controller - Comerica Bank & Trust, National Association
Director - Comerica Assurance Ltd.
Executive Vice President - Comerica Capital Advisors Incorporated
Director - Comerica Financial Incorporated
Executive Vice President, Chief Financial Officer and Assistant Secretary - Comerica Holdings Incorporated
Director and Senior Vice President - Comerica Leasing Corporation
Director - Comerica Management Company
Director - Comerica Properties Corporation

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None
(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated
List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

David E. Duprey
Southgate, Michigan  U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President and Chief Financial Officer

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Chief Financial Officer - Comerica Bank
Director and Chief Financial Officer - Comerica Bank & Trust, National Association
Director, Chairman and Executive Vice President - Comerica Properties Corporation
Director - Comerica Investment Services, Inc.

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Director - Detroit Zoological Society
Director - Karmanos Cancer Institute

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Curtis C. Farmer
Dallas, Texas  U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

President

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Director and President - Comerica Bank
President - Comerica Holdings Incorporated
Director, Chairman, President and Chief Executive Officer - Comerica Bank & Trust, National Association

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Trustee - Wake Forest University
Trustee - Boy Scouts of America, Circle 10 Council

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Peter W. Guilfoile
Dallas, Texas  U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Director and Executive Vice President - Comerica Bank
Executive Vice President - Comerica Bank & Trust, National Association
Director, Chairman and President - VRB Corp.
President - VRB Marketplace of Rochester Hills, LLC
President - VRB Orion Pointe, LLC
President - VRB Comfort, LLC

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

   Judith S. Love
   San Francisco, California U.S.A.

(2) Principal occupation, if other than with the holding company:

   None

(3) Title or position, as of 12/31/16, with:

   (a) the holding company:

      Executive Vice President

   (b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

      President - California Market - Comerica Bank

   (c) any other company in which the person is a director, trustee, partner, or executive officer:

      Director - California Bankers Association
      Director - City Year of San Jose

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

   (a) the holding company:

      Less than 1% 

   (b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

      None
(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Michael H. Michalak
Sterling Heights, Michigan, U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President and Chief Risk Officer

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Chief Risk Officer - Comerica Bank
Director, Chairman and President - Comerica Financial Incorporated
Executive Vice President - Comerica Holdings Incorporated
President - Comerica Properties Corporation
Executive Vice President - WAM Holdings, Inc.
Director and Executive Vice President - Comerica Capital Advisors Incorporated
Director – HCM Holdings Limited

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Paul R. Obermeyer
Dallas, Texas    U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

   Executive Vice President and Chief Information Officer

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

   Executive Vice President and Chief Information Officer - Comerica Bank
   Director – Comerica Bank & Trust, National Association

(c) any other company in which the person is a director, trustee, partner, or executive officer:

   Director - Payments Company, LLC (unit of the Clearing House)
   Director - Citizens Research Council of Michigan, Inc.

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

   Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

   None
(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Michael T. Ritchie
Grosse Ile, Michigan U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

President - Michigan Market - Comerica Bank
Director - Comerica Bank & Trust, National Association

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Director - Business Leaders for Michigan
Director - United Way for Southeastern Michigan
Director - Detroit Regional Chamber
Director - College for Creative Studies
Director - Detroit Economic Club
Director - Downtown Detroit Partnership
Director – Detroit Public Safety Foundation
Director - Henry Ford Estate Board of Trustees
Member, Finance Committee - St. Joseph Church, Trenton
Member, Finance Committee - Sacred Heart Major Seminary
Member, Detroit Public Safety Foundation
(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Peter L. Sefzik
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

President - Texas Market - Comerica Bank

(c) any other company in which the person is a director, trustee, partner, or executive officer:

Director - Dallas Arboretum

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

Less than 1%

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
For Use By Tiered Bank Holding Companies

(Tiered bank holding companies must list the names and locations of subsidiary bank holding companies below.)

Comerica Holdings Incorporated 1029259

411 West Lafayette Detroit, Michigan 48226
Report Item 3: Securities Holders - Comerica Holdings Incorporated

(1) List each shareholder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the holding company as of the fiscal year end of the holding company. In addition, list each person, entity, or person acting in concert (including families), that holds options, warrants or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities that holds options, warrants or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities currently held, would equal or exceed 5 percent of any such class of voting securities.

(a) Name and address (city and state/country);

(b) Comerica Incorporated
    Comerica Bank Tower
    1717 Main Street
    Dallas, TX 75201

(c) Country of citizenship (if an individual) or country of incorporation (if a company);

    Delaware U.S.A.

(d) Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately options, warrants or other securities or rights), or in the case of a partnership, the proportionate interest.

    3,000 shares of common stock 100%

(2) List any shareholder not listed in section 3(1) above that owned or controlled five percent or more of any class of voting securities in the holding company during the fiscal year for which the report is being filed. In addition, list each person or entity that held options, warrants or other securities or rights that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of voting securities. For each shareholder list the following:

(a) Name and address (city and state/country):

    None

(b) Country of citizenship (if an individual) or country of incorporation (if a company):

    None
(c) Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately options, warrants or other securities or rights), or in the case of a partnership, the proportionate interest.

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

John D. Buchanan
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Corporate Secretary - Comerica Bank
Executive Vice President and Corporate Secretary - Comerica Incorporated

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None
(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Muneera S. Carr
Dallas, Texas  U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President, Chief Financial Officer and Assistant Secretary

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President, Chief Accounting Officer and Controller – Comerica Bank & Trust, National Association
Executive Vice President and Chief Accounting Officer - Comerica Incorporated
Executive Vice President and Chief Accounting Officer-Comerica Bank
Director - Comerica Assurance Ltd.
Executive Vice President - Comerica Capital Advisors Incorporated
Director - Comerica Financial Incorporated
Director and Senior Vice President - Comerica Leasing Corporation
Director - Comerica Management Company
Director - Comerica Properties Corporation

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:
None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Curtis C. Farmer
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:
None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:
President

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:
Director, Chairman, President & Chief Executive Officer - Comerica Bank & Trust, National Association
Director and President – Comerica Incorporated
Director and President – Comerica Bank

(c) any other company in which the person is a director, trustee, partner, or executive officer:
Trustee - Wake Forest University
Trustee - Boy Scouts of America, Circle 10 Council

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:
None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:
any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

James J. Herzog
Dallas, Texas  U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Treasurer

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Treasurer - Comerica Incorporated
Executive Vice President and Treasurer - Comerica Bank
Director, Executive Vice President and Treasurer - Comerica Capital Advisors Incorporated
Treasurer - Comerica Community Development Investment Fund II, LLC
Treasurer - Comerica Leasing Corporation
Chief Financial Officer and Treasurer - Comerica Ventures Incorporated
Treasurer - VRB Corp.
Treasurer - WAM Holdings, Inc.
Director and Vice President - Comerica Assurance Ltd.
Treasurer - Comerica Charitable Foundation

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:
None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Michael H. Michalak
Sterling Heights, MI    U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Executive Vice President

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Executive Vice President and Chief Risk Officer - Comerica Incorporated
Executive Vice President and Chief Risk Officer - Comerica Bank
Director, Chairman and President - Comerica Financial Incorporated
President - Comerica Properties Corporation
Executive Vice President - WAM Holdings, Inc.
Director and Executive Vice President - Comerica Capital Advisors Incorporated
Director – HCM Holdings Limited

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

None
(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Nicole V. Gersch
Heath, Texas _ U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Director and Secretary

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Secretary - Comerica Bank & Trust, National Association
Senior Vice President and Assistant Secretary - Comerica Incorporated
Senior Vice President and Assistant Secretary - Comerica Bank
Secretary - Comerica Capital Advisors Incorporated
Assistant Secretary - Comerica Charitable Foundation
Secretary - Comerica Community Development Investment Fund II, LLC
Director and Secretary - Comerica Financial Incorporated
Director and Assistant Secretary - Comerica Insurance Group, Inc.
Director and Assistant Secretary - Comerica Insurance Services, Inc.
Director and Assistant Secretary - Comerica Insurance Services of Texas Incorporated
Director and Assistant Secretary - Interstate Select Insurance Services, Inc.
Assistant Secretary - Comerica Investment Services, Inc.
Director and Secretary - Comerica Leasing Corporation
Director and Secretary - Comerica Management Company
Director and Secretary - Comerica Merchant Services, Inc.
Assistant Secretary - Comerica Properties Corporation
Assistant Secretary - Comerica Securities, Inc.
Secretary - Comerica Ventures Incorporated
Secretary - VRB Corp.
Director and Secretary - WAM Holdings, Inc.
Secretary - Wilson, Kemp & Associates, Inc.
(e) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Jennifer S. Perry  
Dallas, Texas  U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Assistant Secretary

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Assistant Secretary - Comerica Bank & Trust, National Association  
Senior Vice President and Assistant Secretary - Comerica Incorporated  
Senior Vice President and Assistant Secretary - Comerica Bank  
Assistant Secretary - Comerica Capital Advisors Incorporated  
Assistant Secretary - Comerica Charitable Foundation  
Assistant Secretary - Comerica Community Development Investment Fund II, LLC  
Assistant Secretary - Comerica Financial Incorporated  
Assistant Secretary - Comerica Insurance Group, Inc.  
Assistant Secretary - Comerica Insurance Services, Inc.  
Assistant Secretary - Comerica Insurance Services of Texas Incorporated  
Assistant Secretary - Comerica Investment Services, Inc.  
Assistant Secretary - Comerica Leasing Corporation  
Assistant Secretary - Comerica Management Company  
Assistant Secretary - Comerica Merchant Services, Inc.  
Assistant Secretary - Comerica Properties Corporation  
Secretary - Comerica Securities, Inc.  
Assistant Secretary - Comerica Ventures Incorporated  
Assistant Secretary - Interstate Select Insurance Services, Inc.  
Director and Secretary - SB Investment Services, Inc.  
Director and Secretary - Silver Funding Corp.  
Director and Secretary - Sterling Community Investment Corporation
(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

Pine Point Consulting, LLC (spouse is 100% owner)
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Owen M. Scheurich
Dallas, Texas U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Assistant Secretary

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Assistant Secretary - Comerica Bank & Trust, National Association
Vice President and Assistant Secretary - Comerica Incorporated
Vice President and Assistant Secretary - Comerica Bank
Assistant Secretary - Comerica Capital Advisors Incorporated
Assistant Secretary - Comerica Financial Incorporated
Assistant Secretary - Comerica Insurance Group, Inc.
Assistant Secretary - Comerica Insurance Services, Inc.
Assistant Secretary - Comerica Insurance Services of Texas Incorporated
Assistant Secretary - Comerica Investment Services, Inc.
Assistant Secretary - Comerica Leasing Corporation
Assistant Secretary - Comerica Management Company
Assistant Secretary - Comerica Merchant Services, Inc.
Assistant Secretary - Comerica Properties Corporation
Assistant Secretary - Comerica Securities, Inc.
Assistant Secretary - Comerica Ventures Incorporated
Assistant Secretary - Interstate Select Insurance Services, Inc.
Assistant Secretary - VRB Corp.
Assistant Secretary - WAM Holdings, Inc.
Assistant Secretary - World Asset Management, Inc.
Assistant Secretary - Wilson, Kemp & Associates, Inc.
(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

John W. Dunham
Farmington Hills, Michigan U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Assistant Secretary

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Assistant Secretary - Comerica Bank & Trust, National Association
Vice President and Assistant Secretary - Comerica Incorporated
Vice President and Assistant Secretary - Comerica Bank
Assistant Secretary - Comerica Financial Incorporated
Assistant Secretary - Comerica Insurance Group, Inc.
Assistant Secretary - Comerica Insurance Services, Inc.
Assistant Secretary - Comerica Insurance Services of Texas Incorporated
Assistant Secretary - Comerica Investment Services, Inc.
Assistant Secretary - Comerica Leasing Corporation
Assistant Secretary - Comerica Management Company
Assistant Secretary - Comerica Properties Corporation
Assistant Secretary - Comerica Securities, Inc.
Assistant Secretary - Interstate Select Insurance Services, Inc.
Assistant Secretary - VRB Corp.
Assistant Secretary - WAM Holdings, Inc.
Assistant Secretary - World Asset Management, Inc.
Assistant Secretary - Wilson, Kemp & Associates, Inc.

(c) any other company in which the person is a director, trustee, partner, or executive officer:

None
(4) percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

None

(b) direct and indirect subsidiaries including the name of the subsidiary(s) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
Report Item 4: Insiders - Comerica Holdings Incorporated

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

(1) Name, city and state/country (do not include street address or social security number):

Michael E. Moco
Grosse Isle, Michigan U.S.A.

(2) Principal occupation, if other than with the holding company:

None

(3) Title or position, as of 12/31/16, with:

(a) the holding company:

Assistant Secretary

(b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

Assistant Secretary - Comerica Bank & Trust, National Association
Vice President and Assistant Secretary - Comerica Incorporated
Vice President and Assistant Secretary - Comerica Bank
Director and Secretary - Comerica Charitable Foundation
Assistant Secretary - Comerica Financial Incorporated
Assistant Secretary - Comerica Insurance Group, Inc.
Assistant Secretary - Comerica Insurance Services, Inc.
Assistant Secretary - Comerica Insurance Services of Texas Incorporated
Assistant Secretary - Comerica Investment Services, Inc.
Assistant Secretary - Comerica Leasing Corporation
Director, Vice President and Secretary - Comerica Legacy Foundation
Assistant Secretary - Comerica Management Company Assistant Secretary - Comerica Properties Corporation Assistant Secretary - Comerica Securities, Inc.
Assistant Secretary - Interstate Select Insurance Services, Inc.
Assistant Secretary - VRB Corp.
Assistant Secretary - WAM Holdings, Inc.
Assistant Secretary - World Asset Management, Inc.
Assistant Secretary - Wilson, Kemp & Associates, Inc.
(c) any other company in which the person is a director, trustee, partner, or executive officer:

None

(4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:

(a) the holding company:

None

(b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company:

None

(c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote:

None
EXHIBIT A

Annual Report of Holding Companies – FR Y-6

Comerica Incorporated

1717 Main Street, MC 6506

Dallas, Texas 75201

Report Item 2a: Organization Chart as of December 31, 2016
EXHIBIT B

Annual Report of Holding Companies – FR Y-6

Comerica Incorporated

1717 Main Street, MC 6506

Dallas, Texas 75201

Report Item 2a: Organization Chart as of December 31, 2016
<table>
<thead>
<tr>
<th>Name</th>
<th>State or Jurisdiction of Incorporation or Organization</th>
<th>City, State of Principal Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cass &amp; Co.</td>
<td>Cayman Islands</td>
<td>Georgetown, Grand Cayman, Cayman Islands</td>
</tr>
<tr>
<td>Comerica Assurance Ltd.</td>
<td>Bermuda</td>
<td>Hamilton, Bermuda</td>
</tr>
<tr>
<td>Comerica Bank (7)</td>
<td>Texas</td>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Comerica Bank &amp; Trust, National Association</td>
<td>United States</td>
<td>Ann Arbor, Michigan</td>
</tr>
<tr>
<td>Comerica Capital Advisors Incorporated</td>
<td>Delaware</td>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Comerica do Brasil Participacoes e Servicos Ltd. (3)</td>
<td>Brazil</td>
<td>Sao Paulo, Brazil</td>
</tr>
<tr>
<td>Comerica Community Development Investment Fund II, LLC</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Comerica Financial Incorporated</td>
<td>Michigan</td>
<td>Auburn Hills, Michigan</td>
</tr>
<tr>
<td>Comerica Holdings Incorporated</td>
<td>Delaware</td>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Comerica Insurance Group, Inc.</td>
<td>Michigan</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Comerica Insurance Services, Inc.</td>
<td>Michigan</td>
<td>Bloomfield Hills, Michigan</td>
</tr>
<tr>
<td>Comerica Insurance Services of Texas Incorporated</td>
<td>Texas</td>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Comerica Investment Services, Inc.</td>
<td>Michigan</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Comerica Leasing Corporation</td>
<td>Michigan</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Comerica Management Company</td>
<td>Michigan</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Comerica Merchant Services, Inc.</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Comerica Properties Corporation</td>
<td>Michigan</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Comerica Securities, Inc.</td>
<td>Michigan</td>
<td>Dallas, Michigan</td>
</tr>
<tr>
<td>Comerica Ventures Incorporated</td>
<td>California</td>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Gajiani, LLC</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>HCM Holdings Limited (fka Framlington Holdings Limited) (2)(3)</td>
<td>Delaware</td>
<td>Auburn Hills, Michigan</td>
</tr>
<tr>
<td>Interstate Select Insurance Services, Inc.</td>
<td>California</td>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Munder UK, L.L.C. (2)</td>
<td>California</td>
<td>San Jose, California</td>
</tr>
<tr>
<td>SB Investment Services, Inc. (2)(6)</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>SCFS Reverse Exchange, LLC (holding company for 1031 reverse exchange limited liability companies)</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Silver Funding Corp.</td>
<td>Delaware</td>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Sterling Community Investment Corporation (2)(6)</td>
<td>Texas</td>
<td>Dallas, Texas</td>
</tr>
</tbody>
</table>
### Subsidiaries of Registrant\(^{(1)}\)  

<table>
<thead>
<tr>
<th>Name</th>
<th>State or Jurisdiction of Incorporation or Organization</th>
<th>City, State of Principal Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>VRB Comfort, LLC</td>
<td>Delaware</td>
<td>San Diego, California</td>
</tr>
<tr>
<td>VRB Corp.</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>VRB Catron Ranch Owner, LLC</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>VRB Marketplace of Rochester Hills, LLC</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>VRB Orion Pointe, LLC</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>VRB Spanish Oaks, LLC</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>WAM Holdings, Inc.</td>
<td>Delaware</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>Wilson, Kemp &amp; Associates, Inc.</td>
<td>Michigan</td>
<td>Detroit, Michigan</td>
</tr>
<tr>
<td>World Asset Management, Inc.</td>
<td>Delaware</td>
<td>Birmingham, Michigan</td>
</tr>
</tbody>
</table>

\(^{(1)}\) Registrant is Comerica Incorporated: State of Incorporation is Delaware; City, State of Principal Business is Dallas, Texas.

\(^{(2)}\) Inactive.

\(^{(3)}\) Inactive representative office, in process of dissolution: 10% owned by Registrant and 90% by Comerica Bank, a 100% owned subsidiary of the Registrant.

\(^{(4)}\) Forty nine percent (49%) indirectly held by Registrant: 17.62 held by Comerica Merchant Services, Inc. a 100% owned subsidiary of Registrant; 31.38% owned by Comerica Bank, a 100% owned subsidiary of the Registrant.

\(^{(5)}\) Forty nine percent (49%) indirectly held by Registrant: 49% held by Munder UK, L.L.C., a 100% owned subsidiary of the Registrant.

\(^{(6)}\) Non-reportable for FRB purposes.

\(^{(7)}\) Legal Entity Identifier for Comerica Bank: 70WY0ID1N53Q4254VH70.

p:\0-hc\01-cma\fry-6 annual filings_federal reserve\ye 2016\exhibit b\exhibit b subsidiaries of registrant 12-31-2016.docx