

The Financial Stability Oversight Council approved the attached resolution by notational vote on December 17, 2015, by a vote of eight to one (with the independent member with insurance expertise opposed). The Chair of the Securities and Exchange Commission recused herself from the vote.

RESOLUTION REGARDING REEVALUATION OF DETERMINATION
REGARDING PRUDENTIAL FINANCIAL, INC.

WHEREAS, section 113 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “DFA”) authorizes the Financial Stability Oversight Council (the “Council”) to determine that a nonbank financial company shall be supervised by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) and shall be subject to enhanced prudential standards if the Council determines that material financial distress at the nonbank financial company, or the nature, scope, size, scale, concentration, interconnectedness, or mix of the activities of the nonbank financial company, could pose a threat to the financial stability of the United States; and

WHEREAS, section 113(d) of the DFA requires the Council not less frequently than annually to reevaluate each determination regarding a nonbank financial company under section 113 and rescind any such determination if the Council determines that the nonbank financial company no longer meets the standards for a determination under section 113; and

WHEREAS, the Council issued a final rule and accompanying interpretive guidance (the “Rule and Guidance”), codified at 12 C.F.R. Part 1310, and adopted

supplemental procedures on February 4, 2015, that describe the processes and procedures by which the Council will reevaluate each currently effective determination; and

WHEREAS, on September 19, 2013, the Council made a final determination, in accordance with the DFA and the Rule and Guidance, that Prudential Financial, Inc. (“Prudential”) shall be supervised by the Federal Reserve and shall be subject to enhanced prudential standards under the DFA; and

WHEREAS, in connection with the Council’s reevaluation of its determination regarding Prudential, the Council provided Prudential an opportunity to submit written materials to the Council to contest the Council’s determination and to meet with the staffs of the Council Members and their Agencies; and

WHEREAS, Prudential submitted materials to the Council and met with the staffs of the Council Members and their Agencies in connection with the Council’s reevaluation of its determination regarding Prudential; and

WHEREAS, the Council has considered a broad range of information available through existing public and regulatory sources, as well as information submitted to the Council by Prudential; and

WHEREAS, based on the reevaluation of Prudential, the staffs of the Council Members and their Agencies recommend that the Council not rescind its determination regarding Prudential; and

WHEREAS, the members of the Council have considered the issues and the record in connection with the following actions.

NOW, THEREFORE, BE IT RESOLVED, that, based on the information, considerations, and analysis set forth in the attached “Notice Regarding the Financial Stability Oversight Council’s Reevaluation of the Determination Regarding Prudential Financial, Inc.” (the “Reevaluation Notice”), and on a review of the administrative record, the Council hereby does not rescind its determination, pursuant to section 113 of the DFA, that material financial distress at Prudential could pose a threat to the financial stability of the United States and that Prudential shall be supervised by the Federal Reserve and shall be subject to prudential standards, in accordance with Title I of the DFA.

BE IT FURTHER RESOLVED, that the Council hereby authorizes the Reevaluation Notice to be sent to Prudential and its primary financial regulatory agencies.

BE IT FURTHER RESOLVED, that the Council hereby delegates authority to the Chairperson, or his designee, to make technical, nonsubstantive, or conforming changes to the text of the Reevaluation Notice.