

Mitsubishi UFJ Financial Group, Inc.

# Public: Mitsubishi UFJ Financial Group, Inc. Resolution Plan

Section 165(d) Resolution Plan

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Mitsubishi UFJ Financial Group, Inc.

# Public: Section 1 Public Section

Section 165(d) Resolution Plan

## 1 Introduction

In September 2011, the Federal Deposit Insurance Corporation (“FDIC”) and the Board of Governors of the Federal Reserve System (“FRB”) issued a final rule (“SIFI Rule”) implementing Section 165(d) of The Dodd-Frank Wall Street Reform and Consumer Protection Act (“DFA”) that requires bank holding companies with total global consolidated assets in excess of \$50 billion to submit periodically to the FRB and the FDIC a plan for the company’s rapid and orderly resolution in the event of material distress or failure.

In January 2012, the FDIC also issued a final rule (“IDI Rule” and, with the SIFI Rule, the “Rules”) that requires insured depository institutions (“IDIs”) with assets of \$50 billion or more to submit periodically to the FDIC a plan for resolution of the IDI in the event of failure.

The global consolidated assets of Mitsubishi UFJ Financial Group, Inc. (together with its subsidiaries, “MUFG”) exceed \$50 billion, and as a result it is a covered company under the SIFI Rule (“Covered Company”) and must file a resolution plan under the SIFI Rule. Similarly, the assets of MUFG’s IDI in the United States, Union Bank, National Association (“UBNA”), exceed \$50 billion, and as a result UBNA is a covered IDI under the IDI Rule (“CIDI”), and it must file a resolution plan under the IDI Rule. The timing of initial, annual, and interim resolution plan submissions under both Rules is the same. MUFG’s initial U.S. resolution plan submissions are due on December 31, 2013, with subsequent annual updates. The FDIC and the FRB have each, by rule and through the supervisory process, prescribed the assumptions, required approach, and scope for these resolution plans, and have required that certain information be included in a public section of the resolution plans. MUFG and UBNA submit this public section of MUFG’s U.S. resolution plan (“Resolution Plan”) in compliance with the Rules.

Under the Rules, MUFG, as the Covered Company, and UBNA, as the CIDI, must map their Core Business Lines (“CBLs”) and Critical Operations (“COs”) to Material Entities (“MEs”) and provide integrated analyses of their corporate structure; credit and other exposures; funding, capital and cash flows; the domestic and foreign jurisdictions in which they operate; their supporting information systems; and a summary of MUFG’s strategy for their orderly resolution in the event of their failure. CBLs and MEs that have been designated are described further below. MUFG has determined that it does not currently conduct any COs under the criteria set forth in the SIFI Rule, and the regulators have not identified any COs operated by MUFG. Except as otherwise specifically required by the Rules and as noted in U.S. Resolution Plan, the information contained in U.S. Resolution Plan relates to the subsidiaries and CBLs of MUFG that are domiciled in the U.S. or conducted in whole or material part in the U.S.

The Resolution Plan also identifies Critical Services (“CSs”) as required by the IDI Rule, which are services and operations of the IDI, such as servicing, information technology support and operations, and human resources that are necessary to continue the day to day operations of the IDI.

### 1.1 Overview of Mitsubishi UFJ Financial Group, Inc.

MUFG is a bank holding company incorporated as a joint stock company (*kabushiki kaisha*) under the Company Law of Japan. MUFG is the holding company for The Bank of Tokyo-Mitsubishi UFJ, Ltd. (“BTMU”), Mitsubishi UFJ Trust and Banking Corporation (“MUTB”), Mitsubishi UFJ Securities Holdings Co., Ltd. (“MUSHD”), Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (“MUMSS”), Mitsubishi UFJ NICOS Co., Ltd., and other companies engaged in a wide range of financial businesses.

MUFG is one of the world’s largest and most diversified financial groups with total assets of ¥231 trillion as of March 31, 2013, or \$2.45 trillion. As a bank holding company, MUFG is regulated under the Banking Law of Japan. MUFG’s services include commercial banking, trust banking, securities, credit cards, consumer finance, asset management, leasing, and many more fields of financial services. The Group has the largest overseas network among the Japanese banks, comprised of offices and

subsidiaries, in more than 40 countries. Currently, MUFG has five business segments: Integrated Retail Banking Business, Integrated Corporate Banking Business, Integrated Trust Assets Business, Integrated Global Business, and Global Markets. MUFG's role as the holding company is to strategically manage and integrate the activities of these business segments. Group-wide strategies are determined by the holding company and executed by the banking subsidiaries and other subsidiaries.

### **1.1.1 Integrated Retail Banking Business Group**

The Integrated Retail Banking Business Group covers all domestic retail businesses, including commercial banking, trust banking, and securities businesses, and offers a full range of banking products and services, including financial consulting services, to retail customers in Japan. This business group integrates the retail business of BTMU, MUTB, MUMSS, and other affiliate companies of MUFG.

### **1.1.2 Integrated Corporate Banking Business Group**

The Integrated Corporate Banking Business Group covers domestic and overseas corporate businesses, including commercial banking, investment banking, trust banking, and securities businesses. Through the integration of these business lines, diverse financial products and services are provided mainly to MUFG's Japanese corporate clients, from large corporations to medium-sized and small businesses. The business group has clarified strategic domains, sales channels, and methods to match the different growth stages and financial needs of MUFG's corporate customers.

### **1.1.3 Integrated Trust Assets Business Group**

The Integrated Trust Assets Business Group covers asset management and administration services for products such as pension trusts and security trusts by integrating the trust banking expertise of MUTB and the international strengths of BTMU. The business group provides a full range of services to corporate and pension funds, including stable and secure pension fund management and administration, advice on pension schemes, and payment of benefits to scheme members. With the aim of further enhancing the business, MUTB has strategic alliances with asset management companies outside of Japan.

### **1.1.4 Integrated Global Business Group**

The Integrated Global Business Group was established to effectively coordinate and enhance MUFG's group-wide efforts to strengthen and expand overseas operations. The Integrated Global Business Group is designed to clarify the leadership in, and enhance the coordination for, MUFG overseas strategies on a group-wide basis.

### **1.1.5 Global Markets**

Global Markets covers asset and liability management and strategic investments of BTMU and MUTB, and sales and trading of financial products of BTMU, MUTB, and MUSHD. The Integrated Global Business Group and Global Markets work jointly on some of the sales and trading businesses of MUSHD's foreign subsidiaries as part of MUFG's efforts to strengthen the cooperation between BTMU and MUSHD with respect to their markets businesses and to expand investor relationships while improving MUFG's interest rate and foreign exchange ("FX") trading capabilities relating to loans and corporate bond transactions.

## **1.2 Overview of Mitsubishi UFJ Financial Group, Inc.'s U.S. Presence**

MUFG's U.S. presence accounts for approximately 13.3% of its total assets based principally on the domicile of obligors.

U.S. operations are conducted principally through three entities: UBNA, The New York Branch of BTMU ("BTMU NY Branch") and the U.S. broker-dealer subsidiary of MUSHD, Mitsubishi UFJ Securities (USA), Inc. ("MUS(USA)").

UBNA operated 443 branches in California, Washington, Oregon, Texas, Illinois, and New York as well as two international offices on March 31, 2013. In addition, commercial branches are located in Chicago, Dallas, and New York. As of March 31, 2013, UBNA employed 11,393 employees nationwide and its deposits totalled \$74.0 billion.

BTMU NY Branch and MUS(USA) are headquartered in New York. As of March 31, 2013, BTMU employed 1,799 full-time personnel in the U.S. and operated three branches, one agency, and eight representative offices out of New York, Los Angeles, Chicago, Houston, Washington DC, Seattle, Atlanta, Dallas, Jersey City, Minneapolis, San Francisco and Florence, Kentucky. BTMU NY Branch had total assets of \$101 billion as of March 31, 2013. MUS(USA), MUFG's principal U.S. broker-dealer, employed 222 full-time personnel as of March 31, 2013 and operates out of New York and San Francisco.

The following sections provide an overview of the key components of MUFG's Resolution Plan.

## 2 Material Entities

For purposes of this Resolution Plan, MUFG identified three subsidiaries as MEs based on the criteria set forth in the SIFI Rule: UBNA, BTMU NY Branch, and MUS(USA). The following sections provide an overview of MUFG's MEs.

### 2.1 Union Bank, N.A.

UBNA is the principal subsidiary of UnionBanCal Corporation ("UNBC"), which is a wholly-owned indirect subsidiary of MUFG. UNBC is a U.S. bank holding company and financial holding company. UBNA is a leading regional bank headquartered in California, ranked by the FDIC as the 21st largest bank in the United States in terms of total deposits as of March 2013. UBNA provides a wide range of financial services to consumers, small businesses, middle market companies and major corporations. UBNA operates branches in California, Washington, Oregon, Texas, New York, and Illinois, as well as two international offices. UBNA is a CIDI under the IDI Rule and an ME for purposes of the SIFI Rule.

### 2.2 The New York Branch of the Bank of Tokyo-Mitsubishi UFJ, Ltd.

BTMU is a major commercial banking organization in Japan that provides a broad range of domestic and international banking services from its offices in Japan and around the world. BTMU is a joint stock company (*kabushiki kaisha*) incorporated in Japan under the Company Law of Japan.

BTMU was formed through the merger, on January 1, 2006, of The Bank of Tokyo-Mitsubishi Ltd. and UFJ Bank Limited after their respective parent companies, Mitsubishi Tokyo Financial Group, Inc. and UFJ Holdings, Inc., merged to form MUFG on October 1, 2005.

BTMU NY Branch is a branch of BTMU that is licensed by the New York State Department of Financial Services ("NYSDFS") and regulated by the NYSDFS and the FRB. Its deposits are not insured by the FDIC. BTMU NY Branch had \$101 billion in total assets as of March 31, 2013.

BTMU NY Branch underwrites clients across numerous industries including Power and Utilities, Renewable Energy, the Automotive Industry, Healthcare, and Food and Beverage. It extends corporate banking services to Head Office customers and raises funds in the New York financial markets to support BTMU's global funding needs.

### 2.3 Mitsubishi UFJ Securities (USA), Inc.

MUS(USA) is a wholly-owned subsidiary of MUSHD, which is a joint stock company (*kabushiki kaisha*) incorporated in Japan and functions as an intermediate holding company. MUSHD is a wholly-owned subsidiary of MUFG. MUSHD holds a 60% voting interest in MUMSS, which focuses on Japanese domestic securities businesses and also has overseas subsidiaries in London, New York, Hong Kong, Singapore, and Geneva. Headquartered in New York City, MUS(USA) is a member of the Financial Industry Regulatory Authority ("FINRA"), National Futures Association ("NFA"), and the Securities Investor Protection Corporation.

In its capacity as a securities broker-dealer, MUS(USA) engages in capital markets origination transactions, private placements, collateralized financing, securities lending and borrowing transactions, and domestic and foreign debt and equity securities transactions.

MUS(USA) is part of MUFG's global network of securities firms, with affiliates in Tokyo, London, Hong Kong, Singapore and Geneva, active in markets in the Americas, Europe and Asia and serving corporate and institutional clients worldwide. It works in concert with BTMU, including BTMU NY Branch, and UBNA, to provide corporate and institutional clients with a complete range of securities and investment

banking products and services, with a significant global presence and a strong platform for international growth.

## **2.4 The Bank of Tokyo-Mitsubishi UFJ, Ltd. and UnionBanCal Corporation Integrated Business Initiative**

In July 2013, BTMU announced the formation of BTMU Americas Holdings, which will preside over all BTMU operations in the Americas region, including UNBC. An integrated executive committee for this management structure has been appointed and is being chaired by UNBC's Chief Executive Officer, who also serves as the BTMU Chief Executive Officer for the Americas. The committee also includes other senior officers of BTMU Headquarters for the Americas ("BTMU HQA") and UNBC. UNBC has adopted a new internal management structure as a result of this integrated business initiative.



## 3 Core Business Lines

For the purposes of this Resolution Plan, MUFG has identified twelve CBLs based on the criteria set forth in the Rules. These Resolution Plan-specific designations do not necessarily reflect MUFG's or UBNA's business priorities as MUFG and UBNA remain committed to all of their business lines and the customers they serve. Since MUFG functionally aligns its operations to legal entities, each CBL maps to a single material legal entity.

### 3.1 Union Bank, N.A. Core Business Lines

MUFG has identified seven CBLs operating out of UBNA: Corporate and Commercial Lending, Real Estate Industries ("REI"), Transaction Banking, Community Banking, Consumer Lending, Sales & Trading, and Wealth Markets. Each of these CBLs is also a CBL of UBNA for the purposes of the IDI Plan.<sup>1</sup>

#### 3.1.1 Corporate and Commercial Lending

Corporate and Commercial Lending provides credit support in the form of term loans, letters/lines of credit, asset based lending, and other financing options to middle market and corporate customers. It generates lending-based revenue from customers in California, the Pacific Northwest, Texas, Illinois, and New York, as well as from its nationwide specialized financing activities. This business focuses on a wide range of industries including Petroleum, Agribusiness, Energy, Entertainment, Technology, Aerospace & Defense, Healthcare, and Communications and Media.

#### 3.1.2 Real Estate Industries

Real Estate Industries ("REI") is comprised of Institutional, Regional, Community Development Finance (collectively known as Non-Commercial Mortgage Operations), and Commercial Mortgage Operations business units. REI serves professional real estate investors and developers with products such as construction loans, commercial mortgages, and bridge financing. Additionally, through the Community Development Finance unit, REI makes investments in affordable housing projects and provides commercial construction and permanent financing loans. Non-Commercial Mortgage Operations business customer transactions tend to be relationship driven, whereas Commercial Mortgage Operations is a more transaction-based business.

In April 2013, UBNA acquired PB Capital Corporation's institutional commercial real estate ("CRE") lending portfolio. The acquisition expanded UBNA's CRE presence in the United States and enhanced its geographic and asset class diversification.

#### 3.1.3 Transaction Banking

Transaction Banking provides cross-selling of products, including working capital, treasury management, trust services, corporate and public entity debt servicing, escrow and project finance agency services, institutional domestic, global custody and liquidity management services. The business is a significant source of funding for UBNA.

#### 3.1.4 Community Banking

Community Banking offers a wide range of deposit products such as checking, savings, money market and business banking services to individuals and small businesses. It builds and maintains customer

<sup>1</sup> CBLs have been identified solely for resolution planning purposes and may differ from the operating segments that UNBC uses for management reporting in its periodic reports filed with the Securities and Exchange Commission ("SEC").

relationships through its retail branch network. The business supports the financial needs of nearly one million households via its full-service branches in California, Washington, and Oregon.

### 3.1.5 Consumer Lending

Consumer Lending is a business line that originates and services the bank's loans to consumers. Based in San Diego, California, the division's portfolio is primarily comprised of residential mortgages.

Consumer Lending covers the origination and servicing of loans. Consumer Lending pursues a prudent approach to risk management and does not have a program for originating or purchasing subprime, "no doc", and "low doc" loans.

### 3.1.6 Sales & Trading

Sales & Trading provides investment banking and capital markets services to companies in sectors including energy, real estate, healthcare, entertainment finance, waste management, retailing, communications & media, financial sponsors, technology, diversified manufacturing and industrial. It serves clients with FX, interest rate, and energy risk management needs in addition to facilitating merchant and investment banking related transactions. Sales & Trading provides access to many capital sources and utilizes various channels including syndicated loans, private placements, equity, mezzanine market, and structured products. Additionally, Sales & Trading's leasing arm provides lease and other financing services to corporate customers.

Sales & Trading offers a wide range of products across its four revenue generating businesses in:

- FX and Derivatives;
- Merchant Banking;
- Syndications & Securities; and
- Leasing & Asset Finance.

### 3.1.7 Wealth Markets

Wealth Markets serves high-net worth individuals and families, professional services firms, and institutional clients through four main revenue generating units:

- Private Banking;
- Trust & Estate Services;
- Asset Management via HighMark Capital Management, Inc.; and
- Brokerage via UnionBanc Investment Services, LLC.

Wealth Markets serves clients across UBNA's network of over 400 branch offices in California, Washington, and Oregon.

## 3.2 The New York Branch of the Bank of Tokyo-Mitsubishi UFJ, Ltd. Core Business Lines

MUFG has identified three CBLs operating out of BTMU NY Branch: U.S. Corporate Banking Division ("USCBD"), Asian Corporate Banking Division ("ACBD") and Global Markets Division for the Americas – Portfolio Management Group ("GMDA-PMG"). The business lines of BTMU NY Branch are organized to offer corporate banking, including lending, advisory, and capital markets services to Japanese, Asian and United States corporate clients. Below are BTMU's CBLs in the Americas as well as additional detail about the major groups and divisions.

### **3.2.1 U.S. Corporate Banking Division**

USCBD services non-Japanese, general corporate customers. USCBD products include short term and long term lending, commercial paper, trade finance, FX, and derivatives.

### **3.2.2 Asian Corporate Banking Division**

ACBD provides financial services, including short term and long term lending, commercial paper, trade finance, FX, and derivatives to support the businesses of Japanese and Asian corporate clients in the United States.

### **3.2.3 Global Markets Division for the Americas – Portfolio Management Group**

The Global Markets Division for the Americas is a division of the Global Markets Unit specifically assigned to conduct sales and trading of financial market products and asset/liability management businesses in the Americas. GMDA-PMG is responsible for market risk control/hedging income management and liquidity risk control.

## **3.3 Mitsubishi UFJ Securities (USA), Ltd. Core Business Lines**

MUFG has identified two CBLs operating out of MUS(USA): Capital Markets and Repo/Securities Lending.

### **3.3.1 Capital Markets**

Capital Markets provides issuer clients with access to U.S. and international sources of financing through underwriting and private placement of debt and equity securities. The client relationships are primarily an extension of BTMU NY Branch and UBNA clients who require access to the global capital markets. The Capital Markets team works very closely with relationship managers of the affiliate banks to ensure a seamless relationship.

### **3.3.2 Repo/Securities Lending**

The Repo/Securities Lending business is a segment of the Rates business that engages in repurchase agreements and reverse repurchase agreements, and securities lending transactions with respect to U.S. treasuries, agencies, mortgage-backed securities, corporate bonds, and global equities.

## 4 Summary Information Regarding Assets, Liabilities, Capital, and Major Funding Sources

### 4.1 Balance Sheet

The following consolidated balance sheet of MUFG summarizes the assets and liabilities of MUFG as of March 31, 2013. The balance sheet data set forth below are derived from MUFG's consolidated financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles.

#### Exhibit 1.4.1-1: MUFG Balance Sheet as of March 31, 2013

(¥ millions)

<b>Assets</b>	
Cash and due from banks	¥3,619,253
Interest-earning deposits in other banks	8,111,887
Call loans and funds sold	618,596
Receivables under resale agreements (including ¥26,056 and nil measured at fair value under fair value option in 2012 and 2013)	5,659,512
Receivables under securities borrowing transactions	2,615,172
Trading account assets (including assets pledged that secured parties are permitted to sell or repledge of ¥10,573,642 and ¥11,847,846 in 2012 and 2013) (including ¥15,758,131 and ¥16,290,536 measured at fair value under fair value option in 2012 and 2013)	40,826,384
<b>Investment securities</b>	
Securities available for sale—carried at fair value (including assets pledged that secured parties are permitted to sell or repledge of ¥2,859,124 and ¥1,974,928 in 2012 and 2013)	58,844,069
Securities being held to maturity—carried at amortized cost (including assets pledged that secured parties are permitted to sell or repledge of ¥741,560 and ¥300,821 in 2012 and 2013) (fair value of ¥2,430,689 and ¥2,188,070 in 2012 and 2013)	2,131,164
Other investment securities	889,952
<b>Total investment securities</b>	<b>61,865,185</b>
Loans, net of unearned income, unamortized premiums and deferred loan fees (including assets pledged that secured parties are permitted to sell or repledge of ¥2,491,281 and ¥1,952,868 in 2012 and 2013)	98,590,229
Allowance for credit losses	(1,335,987)
<b>Net loans</b>	<b>97,254,242</b>
Premises and equipment—net	1,059,054
Accrued interest	255,192
Customers' acceptance liability	90,216

(¥ millions)

Intangible assets—net	866,153
Goodwill	417,956
Deferred tax assets	514,679
Other assets (including nil and ¥3,006 measured at fair value under fair value option in 2012 and 2013)	6,785,795
<b>Total assets</b>	<b>¥230,559,276</b>

**Assets of consolidated (“Variable Interest Entity”) VIEs included in total assets above that can be used only to settle obligations of consolidated VIEs**

Cash and due from banks	¥2,692
Interest-earning deposits in other banks	26,087
Trading account assets	2,376,590
Investment securities	701,873
Loans	6,814,877
All other assets	254,978
<b>Total assets of consolidated VIEs</b>	<b>¥10,177,097</b>

**Liabilities and Equity**

Deposits	
Domestic offices:	
Non-interest-bearing	¥15,327,957
Interest-bearing	103,003,820
Overseas offices:	
Non-interest-bearing	3,481,750
Interest-bearing	26,396,212
Total deposits	148,209,739
Call money and funds purchased	4,010,582
Payables under repurchase agreements	15,700,394

(¥ millions)

Payables under securities lending transactions	3,992,950
Due to trust account	633,029
Other short term borrowings (including ¥24,951 and ¥5,041 measured at fair value under fair value option in 2012 and 2013)	11,608,598
Trading account liabilities	14,969,482
Obligations to return securities received as collateral	3,034,547
Bank acceptances outstanding	90,216
Accrued interest	136,712
Long term debt (including ¥524,758 and ¥564,845 measured at fair value under fair value option in 2012 and 2013)	12,182,358
Other liabilities	5,048,689
<b>Total liabilities</b>	<b>¥219,617,296</b>

#### Commitments and contingent liabilities

Mitsubishi UFJ Financial Group shareholders' equity:

Capital stock:	
Preferred stock—aggregate liquidation preference of ¥390,001 in 2012 and 2013, with no stated value	442,100
Common stock—authorized, 33,000,000,000 shares; issued, 14,154,534,220 shares and 14,158,585,720 shares in 2012 and 2013, with no stated value	1,646,035
Capital surplus	6,348,133
Retained earnings:	
Appropriated for legal reserve	239,571
Unappropriated retained earnings	1,361,620
Accumulated other comprehensive income (loss), net of taxes	574,347
Treasury stock, at cost—10,471,043 common shares and 4,374,857 common shares in 2012 and 2013	(3,011)
Total Mitsubishi UFJ Financial Group shareholders' equity	10,608,795
Noncontrolling interests	333,185
<b>Total equity</b>	<b>¥10,941,980</b>

(¥ millions)

<b>Total liabilities and equity</b>	<b>¥230,559,276</b>
<b>Liabilities of consolidated VIEs for which creditors or beneficial interest holders do not have recourse to the general credit of Mitsubishi UFJ Financial Group</b>	
Other short term borrowings	¥39,773
Long term debt	1,166,694
All other liabilities	378,679
<b>Total liabilities of consolidated VIEs</b>	<b>¥1,585,146</b>

The following consolidated balance sheet of UNBC summarizes the assets and liabilities of UNBC as of December 31, 2012.

**Exhibit 1.4.1-2: UnionBanCal Corporation and Subsidiaries Consolidated Balance Sheets as of December 31, 2012**

(\$ millions except for per share amount)

<b>Assets</b>	
Cash and due from banks	\$1,845
Interest bearing deposits in banks	3,477
Federal funds sold and securities purchased under resale agreements	169
Total cash and cash equivalents	5,491
Trading account assets (includes \$1 at December 31, 2012 and \$14 at December 31, 2011 of assets pledged as collateral)	1,208
Securities available for sale	21,352
Securities held to maturity (Fair value: December 31, 2012, \$1,135; December 31, 2011, \$1,429)	1,103
Loans held for investment	60,034
Allowance for loan losses	(653)
Loans held for investment, net	59,381
Premises and equipment, net	710
Intangible assets	376
Goodwill	2,942
FDIC indemnification asset	338
Other assets	4,091



(\$ millions except for per share amount)

<b>Total assets</b>	<b>\$96,992</b>
<b>Liabilities</b>	
Deposits:	
Noninterest bearing	\$25,478
Interest bearing	48,777
Total deposits	74,255
Commercial paper and other short term borrowings	1,363
Long term debt	5,622
Trading account liabilities	895
Other liabilities	2,102
<b>Total liabilities</b>	<b>\$84,237</b>
<b>Equity</b>	
UNBC stockholder's equity:	
Preferred stock:	
Authorized 5,000,000 shares; no shares issued or outstanding	—
Common stock, par value \$1 per share:	
Authorized 300,000,000 shares, 136,330,830 shares issued and outstanding as of December 31, 2012 and December 31, 2011	136
Additional paid-in capital	5,994
Retained earnings	6,875
Accumulated other comprehensive loss	(514)
Total UNBC stockholder's equity	12,491
Noncontrolling interests	264
<b>Total equity</b>	<b>\$12,755</b>
<b>Total liabilities and equity</b>	<b>\$96,992</b>



## 4.2 Capital

### 4.2.1 Mitsubishi UFJ Financial Group, Inc. Ratios

The table below presents MUFU's consolidated total capital components, risk-weighted assets, and risk-adjusted capital ratios at March 31, 2013. Underlying figures are calculated in accordance with Japanese banking regulations based on information derived from MUFU's consolidated financial statements prepared in accordance with Japanese Generally Accepted Accounting Principles, as required by the Japan Financial Services Agency ("JFSA"). The percentages in the table below are rounded down.

#### Exhibit 1.4.2-1: MUFU Capital Components, Risk-Weighted Assets, and Risk-Adjusted Capital Ratios as of March 31, 2013

(in accordance with Basel III)	(in ¥ billions, except percentages)	Minimum capital ratios required
<b>Capital components:</b>		
Common Equity Tier 1	¥10,301	N/A
Additional Tier 1	914	N/A
Tier 1 capital	11,215	N/A
Tier 2 capital	3,459	N/A
Total capital	14,674	N/A
Risk-weighted assets	87,969	N/A
<b>Capital ratios:</b>		
Common Equity Tier 1	11.70%	3.50%
Tier 1 capital	12.74%	4.50%
Total capital	16.68%	8.00%

At March 31, 2013, management believed that MUFU was in compliance with all capital adequacy requirements to which it was subject.

The table below represents UBNA's capital ratios as of December 31, 2012.

**Exhibit 1.4.2-2: UBNA Capital Ratios as of December 31, 2012**

(\$ millions)

Capital Ratios for UBNA:	Amount	Ratio
Tier 1 capital (to risk-weighted assets)	\$9,192	11.68%
Total capital (to risk-weighted assets)	10,362	13.17%
Leverage <sup>2</sup>	9,162	10.51%

### 4.3 Sources of Funding and Liquidity

#### 4.3.1 Mitsubishi UFJ Financial Group, Inc.

On a consolidated basis, MUFU's primary source of liquidity is from a large balance of deposits, mainly ordinary deposits, certificates of deposit, and time deposits. As of March 31, 2013, MUFU's deposits exceeded its loans, net of allowance for credit losses of ¥97.25 trillion, by ¥50.96 trillion. These deposits provide MUFU with a sizable source of stable and low-cost funds. MUFU's average deposits, combined with average total equity of ¥9.24 trillion, funded 66.3% of MUFU's average total assets of ¥225.68 trillion during the fiscal year ended March 31, 2013.

The remaining funding was primarily provided by short term borrowings and long term senior and subordinated debt. Short term borrowings consist of call money and funds purchased, payables under repurchase agreements, payables under securities lending transactions, due to trust account, and other short term borrowings. From time to time, MUFU has issued long term instruments such as straight bonds with maturities between three and five years. The balance of MUFU's short term borrowings as of March 31, 2013 was ¥35.95 trillion, and the average balance of MUFU's short term borrowings for the fiscal year ended March 31, 2013 was ¥38.22 trillion. The balance of MUFU's long term debt as of March 31, 2013 was ¥12.18 trillion, and the average balance of MUFU's long term debt for the fiscal year ended March 31, 2013 was ¥11.86 trillion. Liquidity may also be provided by the sale of financial assets, including securities available-for-sale, trading account securities and loans. Additional liquidity may be provided by the maturity and repayment of loans.

#### 4.3.2 Union Bank, N.A.

On a consolidated basis, UNBC's primary sources of liquidity are core deposits, the securities portfolio, and wholesale funding. Core deposits exclude brokered deposits, foreign time deposits, and domestic time deposits greater than \$250,000. Wholesale funding includes unsecured funds raised from interbank and other sources, both domestic and international, including both senior and subordinated debt. Also included are secured funds raised by selling securities under repurchase agreements and by borrowing from the Federal Home Loan Bank. UNBC also has in place a shelf registration statement with the SEC permitting ready access to the public debt markets. UNBC evaluates and monitors the stability and reliability of its various funding sources to help ensure that it has sufficient liquidity in adverse circumstances.

The remaining funding is primarily provided by short term borrowings and long term senior and subordinated debt. Short term borrowings consist of call money and funds purchased, payables under repurchase agreements, payables under securities lending transactions, due to trust account, and other

<sup>2</sup> Tier 1 capital divided by quarterly average assets (excluding certain intangible assets).

short term borrowings. From time to time, UNBC and UBNA have issued long term instruments such as straight bonds with maturities between three and five years. Liquidity may also be provided by the sale of financial assets, including securities available-for-sale, trading account securities, and loans. Additional liquidity may be provided by the maturity of loans.

## **5 Description of Derivative and Hedging Activities**

### **5.1 Mitsubishi UFJ Financial Group, Inc.**

MUFG engages in derivative activities involving swaps, forwards, futures, options, and other types of derivative contracts. Derivatives are used in trading activities to generate trading revenues and fee income for MUFG's own account and to respond to the customers' financial needs. Derivatives are also used to manage counterparty credit risk and market risk exposures to fluctuations in interest and FX rates, equity, and commodity prices.

Derivatives are also used to manage exposures to fluctuations in interest and FX rates arising from mismatches of asset and liability positions. Certain of those derivatives are designated as hedging instruments and qualify for hedge accounting. MUFG designates a derivative as a hedging instrument at the inception of each such hedge relationship, and it documents, for such individual hedging relationships, the risk management objective, and strategy, including the item being hedged, the specific risk being hedged and the method used to assess the hedge effectiveness.

### **5.2 Union Bank, N.A.**

UNBC and its primary subsidiary, UBNA, are parties to certain derivative and other financial instruments that are entered into for the purpose of trading, meeting the needs of customers, and managing the impact due to market fluctuations in currency rates, interest rates, or commodity prices on UNBC's operating results.

Credit and market risks are inherent in derivative instruments. UNBC utilizes master netting and collateral support annex agreements in order to reduce its exposure to credit risk. Additionally, UNBC considers the potential loss in the event of counterparty default in estimating the fair value amount of the derivative instrument.

Derivatives are primarily used to manage exposure to interest rate, commodity, foreign currency, and credit risk, and to assist customers with their risk management objectives. UNBC designates derivative instruments as those used for trading or other-than-trading purposes. All derivative instruments are recognized as assets or liabilities on the consolidated balance sheet at fair value.

## 6 Memberships in Material Payment, Clearing, and Settlement Systems

**Exhibit 1.6.1-1: MUFG ME Memberships in Material Payment, Clearing, and Settlement Systems**

Financial Market Utility	Type	Membership
Automated Clearing House ("ACH")	Electronic network for financial transactions in the U.S.	UBNA, BTMU NY Branch
Chicago Mercantile Exchange ("CME")	Futures exchange and swaps clearing house.	UBNA, BTMU NY Branch
Clearing House Interbank Payments System ("CHIPS")	U.S. Dollar payment system.	UBNA, BTMU NY Branch
Clearstream	Clearing house for Eurobonds.	MUS(USA)
Continuous Linked Settlement Bank International ("CLS")	CLS operates the largest multicurrency FX cash settlement system. Owned by financial institutions, CLS settles payment instructions relating to underlying FX transactions in 17 major currencies and certain other transactions that result in one-way payments in a subset of those currencies.	BTMU NY Branch
Depository Trust and Clearing Corporation ("DTCC")	U.S. clearing, settlement systems, U.S. Dollar payment system, and securities system.	BTMU NY Branch, MUS(USA)
Depository Trust Company ("DTC")	Clearing and depositories.	UBNA
Deutsche Bank Trust Company Americas	Intellectual property and collateral agent for asset-backed commercial paper ("ABCP") conduits, Gotham Funding Corporation and Victory Receivables Corporation.	BTMU NY Branch
Electronic Payments Network ("EPN")	U.S. Dollar payment system (part of ACH).	BTMU NY Branch
Euroclear Bank	Clearing and depositories.	MUS(USA)
Federal Reserve Wire Network ("Fedwire")	U.S. Dollar payment system, U.S. clearing securities settlement, and fixed income depository.	UBNA, BTMU NY Branch, MUS(USA)
Fixed Income Clearing Corporation ("FICC")	Fixed income clearing.	MUS(USA)
IntercontinentalExchange, Inc. ("ICE")	Clearing house.	BTMU NY Branch
London Clearing House ("LCH")	Clearing house.	BTMU NY Branch



<b>Financial Market Utility</b>	<b>Type</b>	<b>Membership</b>
Montreal Exchange	Derivatives exchange, located in Montreal, that trades futures contracts and options on equities, indices, currencies, exchange-traded funds, energy, and interest rates.	BTMU NY Branch
National Securities Clearing Corporation ("NSCC")	Clearing and settlement.	UBNA, MUS(USA)
NYSE Euronext / London International Financial Futures and Options Exchange ("LIFFE")	Exchange clearing for equities, futures, options, and derivatives on commodities, FX, equities, bonds, interest rates, indices, and swaps.	BTMU NY Branch
Options Clearing Corporation	Clearing and depositories.	UBNA, MUS(USA)
Society for Worldwide Interbank Financial Telecommunication ("SWIFT")	System for interbank financial telecommunication.	UBNA, BTMU NY Branch, MUS(USA)
SVPCO Image Payments Network ("SVPCO")	Check imaging.	UBNA
Tohnet	Internal BTMU clearing system.	BTMU NY Branch

## **7 Description of Foreign Operations**

MUFG's overseas network, comprising 555 locations in more than 40 countries (as of March 31, 2013), is the largest among Japanese banking groups. In addition to ordinary financing, through this far-reaching network, MUFG meets diverse customer needs for fund procurement via syndicated loans and project finance as well as for cash management and mergers and acquisitions advisory services.

MUFG is also building regional networks and strengthening its Corporate and Investment Banking operations overseas through equity investments and tie-ups with overseas financial institutions. This strategy is intended to further increase the portion of overseas operations over the medium-to-long term.

As of March 31, 2013, MUFG had approximately 80,900 employees globally. In addition, as of March 31, 2013, MUFG had 31,200 part-time and temporary employees.

## 8 Material Supervisory Authorities

**Exhibit 1.8.1-1: MUFG Primary and Other Authorities for MEs**

Material Entity	Primary Authority	Other Authorities
BTMU NY Branch	Federal Reserve Bank of San Francisco ("FRBSF") NYSDFS	Federal Reserve Bank of NY ("FRBNY") JFSA The Bank of Japan ("BOJ") U.S. Commodity Futures Trading Commission ("CFTC") NFA NJ Department of Banking and Insurance ("NJDOBI") <sup>3</sup> SEC
MUS(USA)	SEC CFTC FINRA Municipal Securities Rulemaking Board ("MSRB")	
UBNA	Office of the Comptroller of the Currency ("OCC") FDIC	FRBSF JFSA CFTC SEC FINRA Consumer Financial Protection Bureau ("CFPB") MSRB Federal Home Loan Bank ("FHLB") Office of the Superintendent of Financial Institutions (Canada) Cayman Islands Monetary Authority (Cayman Islands)

<sup>3</sup> BTMU NY Branch's Middle and Back Office operations are located in Jersey City, NJ.



## 9 Principal Officers

### 9.1 Mitsubishi UFJ Financial Group, Inc.

Information regarding the principal officers of MUFG is presented in the following table

**Exhibit 1.9.1-1: MUFG Principal Officers**

Name	Position
Takamune Okihara	Chairman
Tatsuo Wakabayashi	Deputy Chairman and Chief Audit Officer
Nobuyuki Hirano	President & CEO
Masaaki Tanaka	Deputy President
Taihei Yuki	Senior Managing Director and Chief Financial Officer
Ichiro Hamakawa	Senior Managing Director and Chief Planning Officer
Akihiko Kagawa	Managing Director, Chief Compliance and Risk Officer

### 9.2 Union Bank, N.A.

Information regarding UBNA's principal officers is presented in the following table:

**Exhibit 1.9.2-1: UBNA Principal Officers**

Name	Position
Masashi Oka	President & CEO for the Americas
Katsumi Hatao	Deputy CEO for the Americas, Head of Wholesale Banking
Toshihide Motoshita	Head of Asian Corporate Banking
Michael Stedman	Head of Commercial Banking & Real Estate
Johannes Worsoe	Head of Investment Banking & Markets
Tim Wennes	Head of Retail Banking & Wealth Markets
Ranjana Clark	Head of Transaction Banking

Name	Position
Kevin Cronin	Head of U.S. Corporate Banking
John Woods	Chief Financial Officer
Michael Coyne <sup>4</sup>	General Counsel
Anthony Marino	Co-Chief Human Resources Officer
Annemieke van der Werff	Co-Chief Human Resources Officer
Michael Gotimer	Co-Chief Information & Operations Officer
John Itokazu	Co-Chief Information & Operations Officer
Charles Trunz	Co-Chief Risk Officer, Project Leones PMO Lead
Kazuo Koshi	General Manager & Project Leones PMO Co-Lead
Mark Midkiff	Co-Chief Risk Officer

<sup>4</sup> Michael Coyne joined as General Counsel of MUFG Americas Holdings on September 16, 2013.

## 10 Resolution Planning Corporate Governance and Processes

MUFG has established a robust governance framework to ensure that all aspects of resolution planning receive appropriate attention by designated management committees and Boards of Directors. The governance framework leverages established committee roles and responsibilities and incorporates enhancements and offices designed to address resolution planning specifically. As a result, resolution planning at MUFG is fully integrated into its corporate governance structure.

### 10.1 165(d) Plan

MUFG is subject to global recovery planning requirements issued by the JFSA, in addition to U.S. resolution planning requirements required by the FRB and FDIC. In order to properly address supervisory resolution planning initiatives designed to promote financial stability and enable authorities to resolve financial institutions in an orderly manner, MUFG Americas established the Office of Recovery and Resolution Planning (“ORRP”) in the U.S. The ORRP is led by the Americas Holding Division representatives including the Deputy General Counsel, Director Office of the General Counsel, and Managing Director for the Americas Enterprise Risk Management Office. The main objective of the office is to establish a comprehensive governance and management process to oversee the creation and maintenance of the resolution plans required to be filed by MUFG pursuant to the SIFI Rule and by UBNA under the IDI Rule.

The resolution planning governance structure for MUFG’s branch and subsidiary network in the Americas, including the U.S., is comprised of the four primary tiers:

- U.S. entity level executive management;
- Parent level executive management oversight in the U.S., administered through the ORRP and approved by the MUFG Executive Committee for the Americas;
- Parent level executive management oversight in Tokyo, administered through the MUFG Global Regulatory Affairs Office and the MUFG Recovery and Resolution Plan Steering Committee; and
- MUFG Board level oversight.

The ORRP oversees all resolution plan activities for U.S. domiciled businesses including for BTMU NY Branch, MUS(USA), and UBNA. MUFG’s Board of Directors in Tokyo is the ultimate owner of the resolution plan and is responsible for approving the plan annually.

The MUFG 165(d) approval process occurred in two stages. First, each ME approved its respective sections and contributions to the overall Resolution Plan. The second stage involved the approval of the consolidated Resolution Plan by executive management at MUFG in the U.S. and in Tokyo.

The consolidated Resolution Plan went through various approval stages in both the U.S. and in Japan. In the U.S., the Executive Committee for the Americas, as well as the Chief Executive Officer for the Americas and the Deputy Chief Executive Officer for the Americas, approved the 165(d) plan at the MUFG Americas Holdings level for submission to MUFG Head Office in Tokyo. At the parent company level in Japan, MUFG Global Regulatory Affairs Office, MUFG Global Planning Division, Group Head of MUFG Global, MUFG Recovery and Resolution Planning Steering Committee, and ultimately the MUFG Executive Committee / Board of Directors approved the Resolution Plan under the SIFI Rule.

The governance of ongoing resolution planning work will continue to be overseen by the set of committees and working groups who assisted in the preparation of the 2013 Resolution Plans. Specifically, the ongoing oversight and management responsibility for the Resolution Plans will be conducted through the MUFG U.S. Operations ORRP, in conjunction with the individual entity work streams, which are supported by liaisons and subject matter experts within ME business lines and support functions.

## 10.2 IDI Plan

UBNA's Resolution Plan is developed in coordination with MUFG U.S. Operations ORRP and MUFG Global Regulatory Affairs Office. MUFG complies with global recovery planning requirements issued by the JFSA in addition to U.S. resolution planning requirements set forth by the FRB and FDIC.

Resolution planning at UBNA is overseen by the Executive Sponsors (Project Sponsors): the Chief Financial Officer and the General Counsel. Development and coordination of the Resolution Plan is completed by a dedicated Resolution Plan team within the Resolution Plan Office led by a senior officer of UBNA, the Executive Vice President, Director of iCARR and Dodd/Frank Regulatory Response. As Head of Resolution Planning, this senior officer has firm-wide responsibility to ensure that UBNA is adopting business organizational strategies, policies, and procedures that appropriately address the challenges faced in establishing a robust and credible resolution regime.

Ultimate approval of UBNA's Resolution Plan is by the Board of Directors of UBNA. Additionally, multiple committees, including the Audit and Finance Committee, the Executive Committee for the Americas and the Risk and Capital Committee of the Board of Directors, are involved in the development, updating, and review of the Resolution Plan.

## 11 Material Management Information Systems

MUFG uses Information Technology (“IT”) and Management Information Systems (“MIS”) to support various business functions. IT and MIS include applications used to generate management reports, conduct business activities in trading, lending operations and financing, risk and compliance management and front-office support. In most cases, each ME’s IT and MIS systems are used solely by that ME. MUFG has implemented business continuity program (“BCP”) plans to assist with its risk management efforts. In the event of disaster, the BCP plan will facilitate the resumption of all normal business operations. As part of the information collection process in the context of the preparation of the Resolution Plan, each of the MUFG MEs and CBLs identified systems and applications deemed key to its respective businesses, entities, and operations.

UBNA maintains a BCP program as required by the OCC and the Federal Financial Institutions Examination Council, which ensures that legal obligations and business needs are maintained in case of an emergency. UBNA’s BCP encompasses plan development, testing, and strategies for disaster recovery planning (systems) and business resumption planning (business), and for restoration to normal business and operations. The program lists the critical business activities, specifies priorities, designates alternate sites, documents detailed recovery procedures, and outlines employee responsibilities throughout any state of emergency.

## 12 Resolution Strategy Summary

The SIFI Rule requires that MUFG's U.S. operations be resolved in a manner that substantially mitigates the risk that the failure of MUFG would have serious adverse effects on the financial stability of the United States. In addition, the IDI Rule generally requires that UBNA be resolved in a way that ensures depositors have access to their insured deposits within one business day of failure (or two business days if the day UBNA fails is any day other than a Friday), maximizes the value of UBNA's assets and minimizes the amount of any loss realized by creditors in the resolution. Because CBLs are generally aligned to unique MEs, the strategy to resolve the U.S. operations of MUFG is organized around the resolution of its MEs.

### 12.1 Union Bank, N.A.

As an IDI, UBNA would be resolved in a receivership under the Federal Deposit Insurance Act ("FDIA") administered by the FDIC. Once appointed as receiver under the FDIA, the FDIC would immediately exercise all of the rights and powers of UBNA's directors, management, and shareholders to operate the business, dispose of operations and assets, and resolve liabilities.

The preferred resolution strategy for UBNA would be an immediate whole-bank purchase and assumption ("P&A") transaction with an acquirer for substantially all of the assets and deposit liabilities of UBNA (the strategy the FDIC has used to resolve the vast majority of failed banks). If an acquirer cannot be found prior to the initiation of resolution or an immediate P&A transaction is otherwise not possible, UBNA would be resolved through a transfer of all of its assets and deposits and substantially all of its liabilities, including those that support CBLs, to a bridge depository institution ("Bridge Bank"). A Bridge Bank is a new national bank organized by the FDIC in accordance with 12 U.S.C. § 1821(n). UBNA is generally self-funding through its deposit franchise and other banking operations, and MUFG expects that the Bridge Bank would be able to fund itself based on the transferred deposits, assets, and lines of business. In a Bridge Bank scenario, the ultimate resolution of UBNA would likely involve a P&A transaction with an acquirer involving substantially all of the Bridge Bank's assets and liabilities. Based on its stable, diversified deposit base and mix of business, UBNA should be an attractive acquisition and should be readily resolvable under the FDIC's normally applicable resolution strategies while fully meeting all of the goals set forth in the IDI Rule. The continuity of CBLs is made possible by the strategies detailed above. Both P&A prior to resolution or Bridge Bank and subsequent P&A would preserve UBNA's CSs through continued funding, the retention of key employees, and the continuation of key services operated within UBNA.

### 12.2 The New York Branch of the Bank of Tokyo-Mitsubishi UFJ, Ltd.

In resolution, BTMU NY Branch would be subject to a resolution process overseen by the Superintendent of the NYSDFS ("Superintendent"), subject to Article 13 of the New York Banking Law ("NYBL").

The resolution strategy for BTMU NY Branch contemplates an orderly wind down and commencement of the liquidation and claims process conducted by the Superintendent as set forth in the NYBL. Upon seizure of BTMU NY Branch, title to all property on the books of BTMU NY Branch, wherever located, and all property of BTMU situated in New York (collectively, the "New York Liquidation Assets") would immediately vest with the Superintendent. The primary objective of the Superintendent would be to use the New York Liquidation Assets to satisfy the claims of unaffiliated creditors of BTMU NY Branch.

### 12.3 Mitsubishi UFJ Securities (USA), Inc.

The U.S. Resolution Plan assumes that MUS(USA) would be resolved under Chapter 11 of the U.S. Bankruptcy Code and wound down in an orderly manner. However, should MUS(USA) have eligible

“customers” at the time of its bankruptcy filing that would require it to be liquidated either under the Securities Investor Protection Act of 1970 or under Chapter 7 (whether a stockbroker or commodities broker liquidation), the primary change in the strategy would be the appointment of a trustee to take over the process of liquidating the debtor’s assets.

The primary objective of the Chapter 11 proceedings would be to maximize the value realized from the assets and businesses of MUS(USA). MUS(USA)’s assets consist primarily of securities and financial instruments, and MUS(USA) should be able to dispose of these assets expeditiously.