

# **Taiwan Cooperative Financial Holding Co., Ltd**

## **Dodd-Frank Act Section 165(d) Resolution Plan**

### **Part I: Public Section**

## Glossary

### **Banking Act**

Banking Act of Taiwan, the Republic of China.

### **CBC**

Central Bank of China of Taiwan, the Republic of China

### **FDIC**

Federal Deposit Insurance Corporation

### **FRB**

Board of Governors of the Federal Reserve System

### **FSC**

Financial Supervisory Commission of Taiwan, the Republic of China

### **Plan**

Resolution Plan

### **R.O.C.**

Taiwan, the Republic of China

### **Rule**

Rules for resolution plans under Parts 243 and 381, Title 12 of the Code of Federal Regulations

### **TCB**

Taiwan Cooperative Bank, Ltd.

### **TCB LA Branch**

Taiwan Cooperative Bank, Ltd., Los Angeles Branch

### **TCB Seattle Branch**

Taiwan Cooperative Bank, Ltd., Seattle Branch

### **TCFHC**

Taiwan Cooperative Financial Holding Co., Ltd.

### **U.S.**

the United States of America

### **U.S. Authorities**

FRB, FDIC, CA Commissioner, and NY Superintendent

### **U.S. Branches**

TCB LA Branch, TCB Seattle Branch

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## ***Introduction and Summary of Resolution Strategy***

### ***1. Introduction***

In this Plan, Taiwan Cooperative Financial Holding Co., Ltd., as a foreign-based covered company, describes a strategy for the rapid and orderly resolution of its entities that are domiciled in the U.S. in the event of the failure of TCFHC and all of its subsidiaries and branches.

TCFHC's U.S. operations comprise solely the U.S. banking business of TCFHC's banking subsidiary, Taiwan Cooperative Bank, Ltd.. TCB holds two bank branches in the U.S which hold limited branch licenses. TCB LA Branch and TCB Seattle Branch are the non-FDIC insured branches of TCB in the U.S. licensed by the state of California and the state of Washington respectively.

As the Plan will describe, the U.S. Branches conduct very limited banking operations in their respective U.S. locales, focusing solely on traditional commercial banking business predominantly with their institutional clients. The U.S. Branches generally have no material operational interconnections with each other, with TCB, or with the non-banking operations of TCFHC outside the U.S. Further, as defined by the Rule, neither of the U.S. Branches is a Material Entity, as neither conducts a Core Business Line for TCFHC or a Critical Operation. Therefore, the relevant U.S. Authorities can resolve each of these U.S. Branches locally in a rapid and orderly manner under the applicable state bank insolvency law, without the need to consider mitigating the adverse effects of resolution on the other U.S. Branch, TCB, other TCFHC entities, or on the stability of the U.S.

### **2. Key Elements of the Plan for the Rapid and Orderly Resolution of the U.S. Entities In the Event of Material Financial Distress at the Failure of TCFHC**

The U.S. Branches, as state-licensed branches which hold limited branches licenses, would be resolved under the supervision of their respective state banking authorities and the FRB, pursuant to the applicable state insolvency laws.

Considering their limited banking operation and the straightforward makeup of their assets and liabilities, the most likely and feasible resolution strategy for the U.S. Branches under the Baseline Scenario is a sale or liquidation of each U.S. Branch under the relevant state insolvency law frameworks. The commercial lending portfolio, which is the predominant asset of the U.S. Branches, can be marketed singly or in different pools of similar characteristics and/or packaged with wholesale deposits. Unaffiliated creditor claims of the U.S. Branches would be satisfied to the extent of the proceeds of asset liquidation.

TCFHC expects that the U.S. Branches will have minimal funding needs during the resolution process and that these can be met by the sale of the assets of each U.S. Branch.

### **3. Integration of the U.S. Resolution Planning Process into TCFHC's Non-U.S. Resolution Planning Process**

Resolution planning for the U.S. Branches is integrated into the risk management and contingency planning framework for TCFHC and TCB.

TCFHC and TCB has organized an internal task force consisting of the heads of all the relevant departments to prepare, update, and implement the Plan on an annual basis, under the supervision and guidance of the Board of Directors of TCFHC, which ultimately oversees overall operations and risk management process for all global TCFHC entities.

This Plan has been approved by the Board of Directors of TCFHC.

#### ***I. Names of Material Entities***

As mentioned above, TCFHC's Plan has no Material Entities, as it has no Core Business Lines or Critical Operations.

However, for informational purposes, the Plan discusses the U.S. Branches, including the interconnections and interdependencies among the U.S. branches of TCFHC around the world, and the integration of the resolution planning of the U.S. branches into the contingency process of TCFHC. TCFHC streamlined the contents of this Plan with an intention to promote an accurate and comprehensive understanding on the part of the FRB and the FDIC about TCFHC and, in particular, the operations of TCFHC in the U.S. and to enhance the ability of the authorities and TCFHC itself in facilitating a rapid and orderly resolution of TCFHC in response to a material financial distress of TCFHC.

Organizational Information of the U.S. Operations of TCFHC as of June 30, 2013

<b>Name</b>	<b>Address</b>	<b>RSSD ID</b>
<b>Branches of Taiwan Cooperative Bank, Ltd.</b>		
Los Angeles	601 S. Figueroa St. #3500, Los Angeles, CA 90017, U.S.A.	2361077
Seattle	1201 3rd Ave. Suite 1200, Seattle, WA 98101, U.S.A.	1861909

#### ***II. Description of Core Business Lines***

As TCFHC does not conduct any business line in whole or material part in the U.S., TCFHC has determined that, under Rule, TCFHC has no Core Business Lines.

A minor part of the banking business of TCFHC is conducted in the U.S. TCFHC conducts its banking business in the U.S. through its two branches in Los Angeles and Seattle. The business of these two branches is largely confined to corporate banking. The business volume of these U.S. Branches is very small compared against the business volume of TCFHC in its entirety with reference to either the net revenue, income before income tax, or assets and liabilities.

Within the global banking business line of TCFHC, the share of business volume contributed by the operations in the U.S. is no more than 6% in a usual year in terms of either net revenue or

income before income tax. With respect to assets and liabilities, the share of U.S. operations in the global banking business line of TCFHC is less than 2%. Therefore, the banking business line of TCFHC is not a core business line.

### ***III. Summary Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources***

1. The financial information of TCFHC, TCB, and the U.S. Branches is summarized in the following tables.

	<b>TCFHC<sup>1</sup></b>		Unit: NTD in million <b>TCB</b>	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Total Assets	\$ 2,983,591	\$ 2,787,765	\$ 2,856,308	\$ 2,756,159
Total Liabilities	2,833,695	2,664,672	2,720,467	2,643,358
	2012		2012	2011
Net Revenue	\$ 35,500		\$ 33,138	\$ 34,737
Income Before Income Tax	8,970		8,938	9,095

#### *U.S. Branches*

	Unit: USD in thousand		<b>Total</b>
	<b>TCB LA Branch</b>	<b>TCB Seattle Branch</b>	
December 31, 2012			
Total Assets	\$ 630,037	\$ 479,221	\$ 1,109,258
Total Liabilities	606,817	446,782	1,053,599
December 31, 2011			
Total Assets	\$ 400,768	\$ 438,153	\$ 838,921
Total Liabilities	382,314	415,989	798,303

Source: The financial figures are audited by certified public accounts.

2. The total equities in TCB and the U.S. Branches are summarized below.

	Unit: USD in thousand		
	<b>TCB</b>	<b>TCB LA Branch</b>	<b>TCB Seattle Branch</b>
December 31, 2012	\$ 4,671,755	\$ 23,220	\$ 32,439
December 31, 2011	3,720,317	18,454	22,164

<sup>1</sup> TCFHC was established on December 1, 2011 through share swap with Taiwan Cooperative Bank Ltd. (the "TCB"), Co-operative Asset Management Co., Ltd. and Taiwan Cooperative Bills Finance Corporation. There is only the information of revenue in 2012.

As required by the Bank Holding Company Act and the International Banking Act, TCB files Form FR Y-7Q with the FRB annually, which provides information of TCB as a whole but not about the U.S. Branches individually. The information of the capital of TCB is summarized below:

<b>December 31, 2012</b>	<b>Unit: USD in million</b>	
Tier 1 Capital	\$	4,251
Total risk-based capital		7,076
Risk-weighted assets		55,610
Total assets at end of period		98,375

### 3. Primary Funding Sources

TCB's primary funds sources include client deposits and remittances, deposits by the CBC and other banks, as well as long-term bank debentures and shareholder equity. TCB has established real-time reporting mechanisms to effectively control TCB's capital flows. Primary businesses are deposits, loans, and securities investments, which include high-liquidity assets such as negotiable CBC CDs, treasury bills and government bonds, money market commercial papers, high-quality financial bonds and corporate bonds.

The primary funding sources of the U.S. Branches are customer deposits and loans from the CBC and other overseas branches of Taiwanese banks. The U.S. Branches are 100% owned by TCB. If necessary, TCB promises to fully support its overseas branches, although the Plan does not rely upon such support in insolvency. In addition, TCB LA Branch and TCB Seattle Branch have access to the discount window to meet its liquidity needs by pledging its assets with the FRB.

## ***IV. Description of Derivative and Hedging Activities***

### Derivatives

Since its inception, neither TCB LA Branch nor TCB Seattle Branch undertakes or holds any derivatives. If the branches purchase derivatives as the end user, the purchase should be primarily for the purpose of hedging and secondarily for the purpose of trading. In other words, in compliance with TCB's derivatives policies and procedures, the primary goal should be to enhance the hedging function of assets and the secondary goal would be to create profits from financial trading operations.

## Hedging Activities

TCB LA Branch and TCB Seattle Branch mainly hold floating-interest rate asset and liability positions, and have not held any hedging-related instruments since their inceptions. In the future, any hedging transactions must be conducted in compliance with TCB's derivatives policies and procedures.

## ***V. Memberships in Material Payment, Clearing and Settlement Systems***

TCB LA Branch and TCB Seattle Branch mainly utilize the following payment, clearing and settlement systems:

<b>Name of System</b>	<b>Services Provided</b>
1. Fedwire Fund Service	Payment Processing & Cash Settlement
2. Society for Worldwide Interbank Financial Telecommunication (SWIFT)	Interbank Financial Telecommunication
3. The Depository Trust and Clearing Corporation (DTCC)	Clearing & Depositories

## ***VI. Descriptions of Foreign Operations***

TCFHC has many subsidiaries outside the U.S., primarily in the R.O.C.

The business of those subsidiaries are roughly divided into banking, securities, bills-based financing, asset management, life insurance, as well as securities investment trusts. However, as mentioned above, the scale of the banking business is much larger than other businesses under TCFHC.

Hierarchical List of Subsidiaries Held Directly or Indirectly by TCFHC as of December 31, 2012:

Name of Entity note 1	Principal Place of Business	Jurisdiction of Incorporation note 2	Percentage of Equity Directly Held		Chairperson of the Board	Major Business Activities
			voting	non-voting		
<b>Subsidiaries Held Directly by Taiwan Cooperative Financial Holding Co., Ltd.</b>						
Taiwan Cooperative Bank, Ltd.	Taipei R.O.C.	R.O.C.	100%	note 3	Ling-Long Shen	Banking
Taiwan Cooperative Securities	Taipei R.O.C.	R.O.C.	100%	note 3	Wen-Long Lin	Securities dealer
Taiwan Cooperative Bills Finance Corporation	Taipei R.O.C.	R.O.C.	100%	note 3	Hong-Chen Lin	Bills finance dealer
Co-operative Assets Management Co., Ltd.	Taipei R.O.C.	R.O.C.	100%	note 3	Wuan-shuen wu	Acquisition of delinquent loans
BNP Paribas Assurance TCB Life Insurance Co., Ltd.	Taipei R.O.C.	R.O.C.	51%	note 3	Zhen-Yuan Du	Insurance industry
BNP Paribas TCB Asset Management Co., Ltd.	Taipei R.O.C.	R.O.C.	51%	note 3	Kun-Tang He	Securities investment trust
<b>Subsidiaries Held Directly by Taiwan Cooperative Bank, Ltd.</b>						
United Taiwan Bank S.A.	Brussels BELGIUM	BELGIUM	90.02%	note 3	Chiu-Jung Tsai	Banking
Cooperative Insurance Brokers Co., Ltd.	Taipei R.O.C.	R.O.C.	100%	note 3	Guang-Xun Wu	Life and property insurance agent
<b>Subsidiaries Held Directly by Co-operative Assets Management Co., Ltd.</b>						
Cooperative I Assets Management Co., Ltd.	Taipei R.O.C.	R.O.C.	100%	note 3	Wuan-Shuen Wu	Real estate appraisal and acquisition of delinquent loans

note 1: All entities listed are corporate entities. The names of the entities include information about their corporate forms.

note 2: All entities in the table has obtained the licenses required to engage in their major business activities at their principal place of business.

note 3: The company does not issue any non-voting share.

## ***VII. Material Supervisory Authorities***

### ***Supervisory Authorities for the U.S. Branches***

The supervisory authorities for TCB LA Branch are the FRB and California Department of Business Oversight.

The supervisory authorities for TCB Seattle Branch are the FRB and Washington State Department of Financial Services.

### ***Taiwan Supervisory Authorities for the Covered Company***

Pursuant to the Financial Holding Company Act, Organic Law of Banking Bureau, FSC and the Organic Act Governing the Establishment of the Financial Examination Bureau, FSC, TCFHC is subject to the supervision of the FSC, the Banking Bureau of the FSC and the Financial Examination Bureau of the FSC.

Pursuant to the Banking Act, the Organic Law of Banking Bureau, FSC, the Organic Act Governing the Establishment of the Financial Examination Bureau, FSC, the Central Bank of the Republic of China (Taiwan) Act, and the Deposit Insurance Act of the Republic of China, TCB is subject to the supervision of the FSC, the Banking Bureau of the FSC, the Financial Examination Bureau of the FSC, the Central Bank of the Republic of China, and the Central Deposit Insurance Corporation.

## ***VIII. Principal Officers***

List of Members of the Steering Committee as of September 30, 2013:

Title	Name
President of TCFHC	Jiin-Tarng Yue
President of TCB	Hong-Chen Lin
Executive Vice-President of TCFHC and Executive Vice-President of TCB	Chung-Dea Hsieh
Executive Vice-President of TCFHC and Executive Vice-President of TCB	Kuang-Hua Hu
Executive Vice-President of TCB	Yang-Jan Fan
Executive Vice-President of TCB	Mei-Tsu Chen
Executive Vice-President of TCB	Teng-Shan Tai

## ***IX. Corporate Governance Structure and Processes Related to Resolution Planning***

The Board of Directors of TCFHC is at the top of the hierarchy of the management, approval and supervision processes for the resolution planning of the U.S. Branches in accordance with Federal Reserve System 12 CFR Part 243 and Federal Deposit Insurance Corporation 12 CFR Part 381\_3(e). The policies, procedures, internal controls relating to and the compliance with the Plan are under the

supervision of the Resolution Plan Steering Committee and the Steering Committee periodically reported to the Board of Directors of TCFHC.

The Resolution Plan Task Force carries out the drafting and implementation of the Plan under the supervision and management of the Steering Committee. The Task Force shall report to the Steering Committee all progress made with respect to the Plan, the status of relevant filings, the risk management strategy, and the level of compliance with the Rule. In the event that a major incident necessitates timely modification to the resolution strategy or other contents of the Plan, such modification shall be reviewed by the Steering Committee and submitted to the Board of Directors of TCFHC for approval. The Task Force shall examine the effectiveness and adequacy of the policies, procedures, and internal controls relating to the Plan every year in accordance with the requirements of the U.S. Authorities. Such examination shall follow the same authorization and approval process as discussed above. In principle, the resolution plans for subsequent years shall be processed according to the internal control procedures as followed in the preparation of the initial Plan.

## ***X. Description of Material Management Information Systems***

TCB LA Branch and TCB Seattle Branch do not utilize any proprietary, self-developed management information system, but instead rely on applications and modules provided by external suppliers to manage daily operations. The systems are sufficient to generate the information necessary to execute the resolution strategy described below. The systems are widely involved in the daily transactions, evaluation procedures, risk management, funding, performance assessment, regulatory filings, and reporting of accounting and financial information. TCB LA Branch and TCB Seattle Branch have promulgated policies and procedures to ensure the effectiveness of the management information systems at TCB LA Branch and TCB Seattle Branch. Information System Steering Committees have been created for the U.S. Branches to periodically review the implementation of computer and network security control measures, monitor and manage information operations, as well as identify and control related risks.

## ***XI. High-level Description of Resolution Strategy***

As required by the FRB and FDIC, TCFHC has prepared the Plan under the assumption that TCFHC and all of its subsidiaries and branches have reached the point of simultaneous failure in a crisis that applies solely to TCFHC entities and not to other financial institutions or the market generally. Further, as required by FRB and FDIC, in this Plan TCFHC will state a resolution strategy solely for its U.S. operations.

TCB LA Branch and TCB Seattle Branch, as state-licensed limited branches, would be placed into the receivership of the California and Washington state banking authorities respectively, and be resolved under the applicable state insolvency laws.

Considering the limited banking operations of TCB LA Branch and TCB Seattle Branch, the preferred resolution strategy for both TCB LA Branch and TCB Seattle Branch is an orderly and deliberate wind-down of operations and sale of assets and liabilities, under the applicable insolvency regime. Under this approach, the key assets of TCB LA Branch and TCB Seattle Branch likely would be liquidated or would be transferred along with their deposits and other liabilities to an acquirer. The liabilities not thereby assumed in such transfers would be satisfied to the extent of the assets remaining in the respective receiverships.