



January 29, 2018

Edward J. Thompson
The Norinchukin Bank
245 Park Avenue, 21st Floor
New York, NY 10167

Dear Mr. Thompson:

The Board of Governors of the Federal Reserve System (Board) and the Federal Deposit Insurance Corporation (together, the Agencies) have reviewed the resolution plan that The Norinchukin Bank (Covered Company) submitted in December 2015, as required by section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act,¹ and the jointly issued Resolution Plan Rule.²

Following this review, the Agencies have jointly determined, as authorized under subsection _.4(k) of the Resolution Plan Rule, to reduce the informational content that the Covered Company will be required to provide in its resolution plan submissions (Reduced Plans) due by December 31, 2018,³ and each of the following two dates by which the Covered Company is required to submit a resolution plan, subject to the “Conditions for Reduced Plans” specified below. The exemption specified in this letter does not extend beyond the Covered Company’s third resolution plan submission hereafter.

Specifically, subject to the Conditions for Reduced Plans specified below, the Agencies have exempted the Covered Company from all informational requirements of section _.4 of the

¹ 12 U.S.C. § 5365(d).

² 12 CFR Part 243 (Board) and 12 CFR Part 381 (FDIC).

³ Pursuant to a letter to the Covered Company dated August 8, 2017, the Agencies have extended the date for the next resolution plan submission to December 31, 2018.

Resolution Plan Rule, other than the requirements of subsections __.4(b)(2), __.4(b)(3), and __.4(c)(1)(vi). Accordingly, each Reduced Plan is required to contain only information concerning (1) material changes, if any, the Covered Company has made to its resolution plan; (2) any actions taken by the Covered Company since its prior resolution plan to improve the effectiveness of its resolution plan; and (3) if applicable, the Covered Company's strategy for ensuring that any insured depository institution subsidiary will be adequately protected from risks arising from the activities of any nonbank subsidiaries of the Covered Company (other than those that are subsidiaries of an insured depository institution).

If you determine that there is no information responsive to these informational requirements, a response of "no responsive information" is acceptable but must be accompanied by an explanation of why that is the case.

If the Covered Company meets the Conditions for Reduced Plans outlined below, it is not required to file a tailored resolution plan notice, as described in subsection __.4(a)(3)(iii) of the Resolution Plan Rule, in connection with any of its Reduced Plan submissions.

Conditions for Reduced Plans

The Covered Company's exemption from certain informational requirements of the Resolution Plan Rule and the authorization to submit Reduced Plans for its next three resolution plan submissions are subject to the following two conditions:

1. Total U.S. Non-branch Assets Remain below \$50 Billion: If the Covered Company's total U.S. non-branch assets (as reported on its most recent annual FR Y-7Q, or as applicable, based on the average of its four most recent quarterly FR Y-7Qs) equal \$50 billion or more, then the exemption expires without further action by the

Agencies or additional notice to the Covered Company, and the Covered Company is no longer authorized to submit a Reduced Plan.

2. Absence of a Material Event: If the Covered Company experiences a material event specified in subsection ___.3(b)(2), then the exemption expires without further action by the Agencies or any additional notice to the Covered Company, and the Covered Company is no longer authorized to submit a Reduced Plan.

If either of the triggering events in paragraph 1 or 2 above occurs, the Covered Company must file a resolution plan in accordance with sections ___.3 and ___.4 of the Resolution Plan Rule on the first date the Covered Company is required to submit a resolution plan that occurs at least 270 days following the occurrence that caused the exemption to expire. If a triggering event occurs within 270 days of the next date the Covered Company is required to submit a resolution plan, the Covered Company should file a Reduced Plan on the next date the Covered Company is required to submit a resolution plan but may not submit a Reduced Plan for subsequent submissions, unless expressly authorized by the Agencies.

The Covered Company must provide the Agencies with a notice no later than 45 days after the occurrence of the material event, as required by subsection ___.3(b)(2) of the Resolution Plan Rule. Pursuant to subsection ___.3(b)(2), a material event is any event, occurrence, change in conditions or circumstances, or other change that results in, or could reasonably be foreseen to have, a material effect on the resolution plan of the Covered Company.

In the event the Covered Company no longer satisfies either of the above Conditions for Reduced Plans, the Covered Company must comply with all Resolution Plan Rule requirements, including the requirement for a tailored resolution plan notice. The Agencies may determine to

reinstate the exemption, and if so, they will provide written notice to the Covered Company that it is authorized to submit a Reduced Plan.

The Reduced Plan submissions must be approved by the Covered Company's board of directors or the relevant delegatee as provided by subsection __.3(e) of the Resolution Plan Rule. The Reduced Plans also must include a public section, which should contain an executive summary of the resolution plan that describes the business of the Covered Company and includes, to the extent material to an understanding of the Covered Company, the eleven informational elements required by subsection __.8(c) of the Resolution Plan Rule.

The Agencies have also determined that the Reduced Plans should assume that the material financial distress or failure of the Covered Company occurs under the severely adverse economic conditions provided to the Covered Company by the Board pursuant to 12 U.S.C. § 5365(i)(1)(B).⁴ The Reduced Plans are exempt from the requirement to consider baseline or adverse economic conditions. The required economic scenario should inform the plan's analysis but is not intended to enlarge the scope of the plan's content. In the event the Covered Company no longer satisfies either of the above Conditions for Reduced Plans, the Covered Company may still assume that the material financial distress or failure of the Covered Company occurs under the severely adverse economic conditions, but a resolution plan submission other than a Reduced Plan should also discuss any changes to the Covered Company's resolution strategy under the adverse and baseline scenarios, to the extent that these scenarios reflect obstacles to a rapid and orderly resolution that are not captured under the severely adverse scenario.

If you have any questions about the information communicated in this letter, please contact Kathryn Ballantine, Senior Supervisory Financial Analyst, Board of Governors of the

⁴ 12 CFR § 243.4(a)(4)(i); 12 CFR § 381.4(a)(4)(i).

Federal Reserve System, at 202-452-2555 or katie.ballantine@frb.gov, or Robert Connors,
Associate Director, Federal Deposit Insurance Corporation, at 202-898-3834 or
rconnors@fdic.gov.

Sincerely,



Michael S. Gibson
Director
Division of Supervision & Regulation
Board of Governors
of the Federal Reserve System

Sincerely,



Doreen R. Eberley
Director
Division of Risk Management Supervision
Federal Deposit Insurance Corporation

CC: Kathryn Ballantine, Board of Governors of the Federal Reserve Board
Robert Connors, Federal Deposit Insurance Corporation