

# **The Shoko Chukin Bank, Ltd.**

## **The 2013 Tailored Resolution Plan**

### **Section 1: Public Section**

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**(a) Public Section**

Introduction

The Shoko Chukin Bank, Ltd (“the Covered Company”) has developed a Tailored Resolution Plan (“TRP”) to address the requirements for a resolution under the joint Board of Governors of the Federal Reserve System (“FRB”) and Federal Deposit Insurance Corporation (“FDIC”) rule implementing Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“the SIFI Rule”).

The primary goal of the TRP is to ensure a rapid and orderly resolution in a manner that would not pose any serious adverse effects on U.S. financial stability while maximizing the value of the Core Business Lines (“CBLs”), providing the continuity of the Critical Operations (“COs”), and facilitating the orderly wind-down of the relevant Material Entities (“MEs”).

**(1) The names of material entities**

For TRP purposes, the Covered Company has identified The Shoko Chukin Bank, Ltd., New York Branch (“The New York Branch”) as the only ME.

The New York Branch was established in 1986 in New York and its primary business is to provide lending services to small and medium-sized enterprises (“SMEs”) corporate clients. The New York Branch facilitates foreign business activities for the Covered Company’s Japan-based clients in the U.S., Canada and Mexico. As of March 31, 2013, the New York Branch had \$461 million in total assets.

The Covered Company has identified the New York Branch as the sole ME in the U.S. because it provides access to the U.S. financial markets.

**(2) A description of core business lines**

Pursuant to the analysis below, the Covered Company has determined that it does not have any operations or activities in the United States that would be a CBL as defined in the SIFI Rule.

While the Covered Company identified its loan business as global key business, the New York Branch’s loan business represented less than 1% of the revenue of that global key business line for the year ended March 31, 2013, and asset size as of March 31, 2013.

Therefore, the Covered Company has not designated any CBLs.

		Metrics			
		Revenue (\$mm)	% of global total	Assets (\$mm)	% of global total
Loan business	The New York Branch	5	0.3%	339	0.3%
	<b>Global Total</b>	<b>1,670</b>	<b>100%</b>	<b>101,357</b>	<b>100%</b>

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### (3) Consolidated or segment financial information regarding assets, liabilities, capital and major funding sources

The below presents the unconsolidated balance sheet of the Covered Company as of March 31, 2013:

#### Consolidated Balance Sheets

The Shoko Chukin Bank, Ltd. and Subsidiaries As of March 31, 2013 and 2012

	Millions of yen		Millions of U.S. dollars	
	2013	2012	2013	2012
<b>ASSETS</b>				
Cash and Due from Banks	¥ 572,329	¥ 191,691	\$ 6,085	\$ 2,332
Call Loans and Bills Purchased	9,244	80,418	98	978
Monetary Claims Purchased	24,640	29,780	261	362
Trading Assets	25,752	29,275	273	356
Investment Securities	2,156,425	2,300,239	22,928	27,986
Loans	9,532,657	9,609,436	101,357	116,917
Foreign Exchange	16,186	12,440	172	151
Other Assets	113,295	114,097	1,204	1,388
<b>Tangible Fixed Assets</b>				
Buildings	15,087	15,190	160	184
Land	24,176	24,565	257	298
Leased Assets	0	1	0	0
Construction in Progress	227	0	2	0
Other Tangible Fixed Assets	2,906	2,334	30	28
<b>Intangible Fixed Assets</b>				
Software	8,338	6,579	88	80
Other Intangible Fixed Assets	3,643	2,598	38	31
<b>Deferred Income Taxes</b>				
Deferred Income Taxes	54,167	53,744	575	653
<b>Customers' Liabilities for Acceptances and Guarantees</b>				
Customers' Liabilities for Acceptances and Guarantees	82,120	75,524	873	918
<b>Reserve for Possible Loan Losses</b>				
Reserve for Possible Loan Losses	(226,733)	(224,402)	(2,410)	(2,730)
<b>Total Assets</b>	<b>¥ 12,414,468</b>	<b>¥ 12,323,517</b>	<b>\$ 131,998</b>	<b>\$ 149,939</b>

	Millions of yen		Millions of U.S. dollars	
	2013	2012	2013	2012
<b>LIABILITIES</b>				
Deposits	¥ 4,309,925	¥ 3,825,828	\$ 45,825	\$ 46,548
Negotiable Certificates of Deposit	93,830	37,120	997	451
Shoko Chukin Bank Debentures	5,018,707	5,343,940	53,362	65,019
Call Money and Bills Sold	11,286	—	120	—
Trading Liabilities	16,939	22,579	180	274
Borrowed Money	1,773,418	1,919,121	18,856	23,349
Foreign Exchange	50	43	0	0
Other Liabilities	195,307	201,390	2,076	2,450
Reserve for Bonuses	4,341	4,448	46	54
Reserve for Retirement Benefits	18,873	19,278	200	234
Reserve for Retirement Benefits for Directors	118	105	1	1
Reserve for Losses on Refund for Dormant Bonds	4,124	3,760	43	45
Reserve for Environmental Measures	235	250	2	3
Other Reserves	61	61	0	0
Deferred Tax Liabilities	57	57	0	0
Negative Goodwill	69	228	0	2
Acceptances and Guarantees	82,120	75,524	873	918
<b>Total Liabilities</b>	<b>11,529,466</b>	<b>11,453,739</b>	<b>122,588</b>	<b>139,356</b>
<b>NET ASSETS</b>				
Capital	218,653	218,653	2,324	2,660
Crisis Response Reserve	150,000	150,000	1,594	1,825
Special Reserve under the Shoko Chukin Bank Law	400,811	400,811	4,261	4,876
Capital Surplus	0	0	0	0
Retained Earnings	98,810	88,227	1,050	1,073
Treasury Stock	(995)	(983)	(10)	(11)
<b>Total Shareholders' Equity</b>	<b>867,279</b>	<b>856,708</b>	<b>9,221</b>	<b>10,423</b>
Unrealized Gains on Other Securities	13,925	9,261	148	112
Deferred Hedge Gains	—	11	—	0
<b>Total Accumulated Other Comprehensive Income</b>	<b>13,925</b>	<b>9,273</b>	<b>148</b>	<b>112</b>
Minority Interests	3,796	3,796	40	46
<b>Total Net Assets</b>	<b>885,002</b>	<b>869,778</b>	<b>9,409</b>	<b>10,582</b>
<b>Total Liabilities and Net Assets</b>	<b>¥ 12,414,468</b>	<b>¥ 12,323,517</b>	<b>\$ 131,998</b>	<b>\$ 149,939</b>

The above financial information was prepared in conformity with generally accepted accounting principles and practices in Japan.

#### (4) A description of derivative activities and hedging activities

The Covered Company engages in derivative transactions such as interest rate swap and currency swap as part of its asset-liability management. By utilizing the derivatives, the Covered Company hedges interest rate and foreign exchange fluctuation risk for securities, bonds, borrowings and

foreign currency loans. Hedge accounting is adopted for the derivative transactions that satisfy the requirements. The effectiveness of the hedge is evaluated by comparing the balances of hedged items and hedge instruments for the period from the start until the time to determine its effectiveness.

Also, the Covered Company executes trading purpose transactions by using interest rate swap, currency swap, bond futures, foreign exchange forward contract, etc., in order to support clients' needs to hedge the market fluctuation or for purpose of gaining returns from the variation of interest rates or foreign exchange rates.

### **(5) A list of memberships in material payment, clearing and settlement systems**

The below table highlights key memberships in material payment, clearing and settlements for the New York Branch:

<b>Membership</b>	<b>Description of the Membership</b>	<b>Legal Entity Owner of the Membership</b>	<b>Membership Status</b>
Fedwire Chips	On-line banking system provided by BNY Mellon	New York Branch	Through agent bank (BNY Mellon Treasury Edge)
ACH	On-line banking system provided by Bank of Tokyo Mitsubishi	New York Branch	Through agent bank (Bank of Tokyo Mitsubishi Innovation)
DTC	Custodian On-line banking system provided by Mitsubishi UFJ Trust Banking Cooperation	New York Branch	Through agent bank (Mitsubishi UFJ Trust Banking Corporation Custody Online)
SWIFT Alliance Lite	SWIFT message	New York Branch	Direct Member

### **(6) A description of foreign operations**

The Covered Company is a Japanese governmental financial institution that provides general banking services including lending and deposits through its branches. The objective of the Covered Company is to conduct business necessary to facilitate finance to SMEs, other organizations that primarily consist of SMEs and their members. The Covered Company was established in 1936 and is headquartered in Tokyo, Japan. As of March 31, 2013, the Covered Company had 100 domestic offices in Japan as well as four overseas offices outside of Japan, including in New York, Hong Kong, Shanghai and Bangkok.

The Covered Company designated the New York Branch as the only U.S. ME for the purposes of the TRP and the New York Branch does not have any offices or operations outside of the U.S.

## **(7) The identities of material supervisory authorities**

The Covered Company is supervised by the Small and Medium Enterprise Agency, Ministry of Economy, Trade and Industry, the Ministry of Finance Japan, and the Japanese Financial Services Agency.

The New York Branch is supervised by the FRB and the New York State Department of Financial Services.

## **(8) The identities of the principal officers**

The principal officers for the Covered Company are as follows:

<b>Name</b>	<b>Title</b>
Hideji Sugiyama	President
Hideo Mori	Deputy President
Tomoyasu Shirai	Director & Managing Executive Officer
Eiji Setoyama	General Manager of International Division

The principal officers for the New York Branch are as follows:

<b>Name</b>	<b>Title</b>
Masao Kai	General Manager
Ryoji Ishihara	Deputy General Manager
Naoya Gokita	Senior Manager of Risk Management and Compliance

## **(9) A description of the corporate governance structure and processes related to resolution planning**

The Covered Company is committed to high standards of governance and management. The Covered Company has established a robust corporate governance structure for development, maintenance, implementation, and filing of the TRP. For purposes of the 2013 TRP, the Covered Company's governance leverages existing roles and responsibilities established for its regulatory issue management framework.

The TRP will be reviewed and updated on an annual basis, based on year-end figures of the previous financials. Upon 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 TRP of the Covered Company (e.g. divestment of a significant business), the Covered Company will, as set forth in the SIFI rule, file a simple notice with FRB/FDIC and address such material event in the next annual TRP or if jointly determined by FRB/FDIC in the more frequently updated TRP as appropriate.

The TRP has been developed in accordance with “Article 18 Other / 2. Permission, Submission and Reporting to authorities that would significantly affect management” in the Criteria for the Matters to Be Resolved by or Reported to the Management Meeting, which are set forth by the resolution of the Covered Company's Board of Directors and will be approved by the Management Meeting\* at least once a year before the submission of the plan.

\* The Management Meeting is a high-level governance body which is established by the resolution of the Board of the Directors and run in accordance with the Policy for the Management Committee also established by the Board resolution. The primary purpose of the Management Committee is to discuss and resolve, based on the fundamental policies set forth by the Board of Directors, the important management matters which the Board of Directors has delegated to the Committee.

The 2013 TRP submitted to the FRB/FDIC on December 25, 2013 has been formally reviewed and approved by – in accordance with the provisions set forth by the resolution of the Covered Company's Board of Directors – the Management Meeting, which is a governance body established by the Board of Directors and to which the Board has delegated the certain important management matters.

**(10) A description of material management information systems**

The primary responsibility of the New York Branch's Management Information Systems (“MIS”) is to provide comprehensive information to the New York Branch's Senior Management to manage the branch effectively and efficiently.

The New York Branch's MIS consist of information security reporting, risk reporting, operational reporting, financial reporting and management reporting and regulatory reporting.

**(11) A description, at a high level, of the covered company's resolution strategy, covering such items as the range of potential purchasers of the covered company, its material entities and core business lines**

Upon resolution, NYBL authorizes the Superintendent of the New York State Department of Financial Services (“the Superintendent”) to take possession of and liquidate the New York Branch. The Superintendent may also take possession of the New York Branch if the Covered Company is in liquidation or there is reason to believe that the New York Branch will not be able to meets it creditor's needs or obligations.

The Covered Company believes that the resolution of the New York Branch would be orderly, given the simple nature of its activities, and the high quality liquid assets on its books. Thereby, there is will be no impact to the broader U.S. financial system.

(End)