

# **The Chiba Bank, Ltd.**

## **The 2013 Tailored Resolution Plan**

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

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## **(a) Public Section**

### Introduction

The Chiba 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 purposes of the TRP, the Covered Company has identified The Chiba Bank, Ltd. New York Branch (“the New York Branch”) as the only ME operating in the U.S.

The Covered Company is one of the biggest Japanese regional banks that provides general banking services including deposits, loans, and securities investments through its branches and subsidiaries. The Covered Company was established in 1943 and is headquartered in Chiba Prefecture, Japan. As of March 31, 2013 and for the period then ended, the Covered Company had \$2.37 billion in revenue and \$120.9 billion in assets, providing services through 175 domestic offices in Japan as well as three branches outside of Japan including in New York, Hong Kong, and London, and two representative offices in Shanghai and Singapore.

On March 3rd, 1987, the Covered Company was granted permission by the Superintendent of New York State Banking Department to establish the New York Branch. The New York Branch provides corporate loans, securities, and capital market business. In addition, the New York Branch facilitates business activities for the Covered Company’s Japan-based clients in Americas through research of U.S. economic and financial conditions. The New York Branch provides services to its clients including 1) gathering and analyzing information on the New York Money Market; 2) strengthening relationships with US financial institutions and corporations; and 3) acting as a liaison for Japanese clients involved with financial, trade, and investment activities with US entities. As of March 31, 2013 and for the year ended March 31, 2013, the New York Branch had \$1.36 billion in total assets and \$6.5 million in revenue respectively.

Although the Covered Company does not have any CBLs or COs for the purposes of the TRP, the Covered Company has identified the New York Branch as the sole ME in the U.S. as it provides access to the U.S. financial markets.

As the Covered Company's reporting is prepared in accordance with accounting principles and practices generally accepted in Japan ("Japanese GAAP"), all the financial information in this TRP is presented under the Japanese GAAP.

## (2) A description of core business lines

The Covered Company has determined that the activities of the New York Branch are not material to any global business line and, as defined by the SIFI Rule, that it has no CBLs for the purpose of the TRP.

As part of its quantitative assessment, the Covered Company evaluated its business lines against the Covered Company global totals in terms of revenue and asset size. If a business line represented greater than 10% of the global totals, the business line was designated as a "global business line". Subsequently, if the global business line's activities were performed in the U.S., the US portion of that global business line was evaluated against the global business line total in terms of revenue and asset size.

Based on this assessment, the Covered Company identified its loan business and securities investment business as the only global business lines.

As shown below, the loan business as well as securities investment business in the U.S. represented less than 3% of that of each global business line totals in terms of revenue and asset size. In addition, when total revenue and asset size of the U.S. operations as a whole are compared to the ones at global level, the U.S. operations' revenue and asset size are less than 2% compared to global total revenue and asset size.

Therefore, the Covered Company has determined that the activities of the New York Branch are not material to any global business line and, as defined by the SIFI Rule, that it has no CBLs for the purpose of the TRP.

Product	Entity	Revenue (in \$000)	% of Global Total	Asset Size (in \$000)	% of Global Total
Loan	New York Branch	2,910	0.2%	493,694	0.6%
	Global Total	1,293,424	100.0%	83,849,371	100.0%
Securities	New York Branch	2,876	1.4%	588,108	2.5%
	Global Total	201,919	100.0%	23,124,575	100.0%
<b>Total</b>	<b>New York Branch</b>	<b>6,506</b>	<b>0.3%</b>	<b>1,356,559</b>	<b>1.1%</b>
	<b>Global Total</b>	<b>2,368,226</b>	<b>100.0%</b>	<b>120,932,919</b>	<b>100.0%</b>

Note: The total revenue and asset size of the Covered Company and the New York Branch includes revenue and asset size of other business lines that are not considered as CBL. Therefore, the financial information the above two business lines does not sum up to the total balance.



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

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

<b>The Chiba Bank, LTD and Consolidated Subsidiaries</b>	
<b>Balance Sheet</b>	
<b>March 31, 2013</b>	
<b>(Expressed in U.S. Thousand Dollars)</b>	
<b>Assets</b>	
Cash and Due from Banks	\$ 4,709,817
Call Loans and Bills Bought	2,419,044
Receivables under Resale Agreements	318,918
Monetary Claims Bought	263,460
Trading Assets	3,036,442
Money Held in Trust	437,966
Securities	23,124,575
Loans and Bills Discounted	83,849,371
Foreign Exchanges	67,903
Other Assets	984,740
Tangible Fixed Assets	1,048,798
Intangible Fixed Assets	112,938
Deferred Tax Assets	154,321
Customers' Liabilities for Acceptances and Guarantees	995,072
Allowance for Loan Losses	(590,447)
<b>Total Assets</b>	<b>\$ 120,932,919</b>
<b>Liabilities and Equity</b>	
<b>Liabilities:</b>	
Deposits	\$ 105,546,309
Call Money and Bills Sold	576,000
Payables under Securities Lending Transactions	791,098
Trading Liabilities	322,728
Borrowed Money	2,984,293
Foreign Exchanges	3,807
Bonds Payable	212,653
Other Liabilities	1,360,034
Provision for Retirement Benefits	207,237
Provision for Directors' Retirement Benefits	2,118
Provision for Reimbursement of Deposits	19,674
Provision for Point Loyalty Programs	4,134
Reserve under the Special Laws	166
Deferred Tax Liabilities	13,033
Deferred Tax Liabilities for Land Revaluation	140,778
Acceptances and Guarantees	995,072
<b>Total liabilities</b>	<b>\$ 113,179,134</b>

**The Chiba Bank, LTD and Consolidated Subsidiaries**
**Balance Sheet**
**March 31, 2013**
**(Expressed in U.S. Thousand Dollars)**

Net Assets:		
Capital Stock	\$	1,542,468
Capital Surplus		1,298,608
Retained Earnings		4,272,340
Treasury Stock		(80,608)
Total Shareholders' Equity		7,032,808
Valuation Difference on Available-for-sale Securities		546,480
Deferred Gains or Losses on Hedges		(12,413)
Revaluation Reserve for Land		106,152
Total Accumulated Other Comprehensive Income		640,219
Subscription Rights to Shares		2,951
Minority Interests		77,805
Total Net Assets		7,753,785
Total Liabilities and Net Assets	\$	120,932,919

For further information on the Cover Company's financial statements refer to Annual Report 2013, which is available at [http://www.chibabank.co.jp/english/ir/library/annual\\_report/](http://www.chibabank.co.jp/english/ir/library/annual_report/).

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

The Covered Company utilizes derivatives for purposes of addressing customer's various needs for investments and financing; managing risks from the assets and liabilities, and; trading. The Covered Company enters into derivatives transactions to hedge interest rate and exchange rate risks from the assets and liabilities as follows, whereas their New York Branch does not have derivative positions for trading purposes and enters into derivative transactions for hedging purpose to mitigate the interest risk related to loans and securities:

Hedged Type	Hedged Item	Hedging Instrument
Interest Rate Hedge	Loans and bills discounted	Interest rate swaps
Foreign Exchange Risk Hedge	Receivables and payables denominated in foreign currencies	Currency swaps Forward foreign exchange

The Covered Company applies hedge accounting to these transactions as per applicable accounting standards. Derivatives bear market risk and credit risk like other transactions in markets.

**(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>
Clearing House Interbank Payments System (CHIPS)	Payments to third parties	New York Branch	Through agent bank (JPMorgan Chase & Co.) (The Bank of New York Mellon)
Deposit Trust Company (DTC)	Settlement of equities and corporate bonds	New York Branch	Through agent bank (The Bank of New York Mellon)
Federal Reserve Wire Network (Fedwire)	Payments to third parties	New York Branch	Through agent bank (JPMorgan Chase & Co.) (The Bank of New York Mellon)
SWIFT	Financial messaging related to payment processing	Head Office	Direct member

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

For purposes of the TRP, as of March 31, 2013, the New York Branch is the only US ME identified by the Covered Company 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 Japanese Financial Services Agency and Kanto Local Financial Bureau, Ministry of Finance Japan.

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

The principal officers for the Covered Company are as follows:

Name	Title
Hidetoshi Sakuma	President
Tetsuya Koike	Director and Senior Executive Officer Head of Business Promotion Unit Executive Officer in charge of Business Planning Division, Branch Support Division, Corporate Business Division, Regional Business Division, and Asset Management Support Division
Osamu Kimura	Director and Managing Executive Officer Executive Officer in charge of Treasury Division and Treasury Operation Division
Tadayoshi Shinozaki	General Manager of Treasury Division
Hidenori Sasaki	General Manager of Treasury Operation Division

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

Name	Title
Katsunori Uematsu	General Manager
Akira Toba	Senior Deputy General Manager

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

The Covered Company is committed to holding 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 TRP, the Covered Company's governance leverages existing roles and responsibilities established for regulatory issue framework.

The TRP will be reviewed and updated on an annual basis, based on year-end figures of the previous financial / trading year. 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 prepared in accordance with the Covered Company's comprehensive list of policies, procedures, and internal controls.



The 2013 TRP submitted to the FRB/FDIC has been formally reviewed and was approved by the Board of Directors on December 25, 2013.

**(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 in effective and efficient manners.

The New York Branch's MIS can be broadly categorized into internal reports and external reports. The internal reports consist of risk reporting, operational reporting, financial reporting and management reporting and in terms of the external reports, the majority of the reports are 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, the New York Banking Law would authorize the Superintendent of the New York State Department of Financial Services ("the Superintendent") to take possession of 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 meet its creditor's needs or obligations.

The Covered Company believes that the resolution of the New York Branch would be orderly, given the nature of its activities, high quality liquid assets on its books, and limited impact to the broader U.S. financial system.

(End)