

# **The Chiba Bank, Ltd.**

## **The 2015 Tailored Resolution Plan**

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

## Contents

|   |          |
|---|----------|
| <b>(a) Public Section .....</b>   | <b>3</b> |
| <b>(1) The names of material entities .....</b>   | <b>3</b> |
| <b>(2) A description of core business lines .....</b>   | <b>4</b> |
| <b>(3) Consolidated or segment financial information regarding assets, liabilities, capital and major funding sources .....</b>   | <b>4</b> |
| <b>(4) A description of derivative activities and hedging activities .....</b>  | <b>6</b> |
| <b>(5) A list of memberships in material payment, clearing and settlement systems .....</b>   | <b>7</b> |
| <b>(6) A description of foreign operations .....</b>  | <b>7</b> |
| <b>(7) The identities of material supervisory authorities .....</b>   | <b>7</b> |
| <b>(8) The identities of the principal officers.....</b>  | <b>8</b> |
| <b>(9) A description of the corporate governance structure and processes related to resolution planning .....</b>   | <b>8</b> |
| <b>(10) A description of material management information systems .....</b>  | <b>9</b> |
| <b>(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.....</b> | <b>9</b> |

## **(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”).

The Covered Company confirms there have been no material changes since the submission of its 2014 TRP.

### **(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, 2015 and for the period then ended, the Covered Company had \$1.91 billion in revenue and \$107.9 billion in assets, providing services through 179 domestic offices in Japan as well as three branches outside of Japan including in New York, Hong Kong, and London, and three representative offices in Shanghai, Singapore, and Bangkok.

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 markets services. In addition, the New York Branch facilitates business activities for the Covered Company’s Japan-based clients in the Americas through research on 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 in financial, trade, and investment activities with US entities. As of March 31, 2015 and for the year ended March 31, 2015, the New York Branch had \$2.9 billion in total assets and \$23.4 million in revenue.

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 a portion of the global business line's activities were performed in the U.S., that portion 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 the securities investment business in the U.S. represented less than 10% 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 5% 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<br>(in \$000) | % of<br>Global Total | Asset Size<br>(in \$000) | % of<br>Global Total |
|--------------|------------------------|-----------------------|----------------------|--------------------------|----------------------|
| Loan         | New York Branch        | 7,010                 | 0.7%                 | 722,233                  | 1.0%                 |
|              | Global Total           | 936,864               | 100.0%               | 70,222,891               | 100.0%               |
| Securities   | New York Branch        | 9,548                 | 5.1%                 | 827,513                  | 4.2%                 |
|              | Global Total           | 188,154               | 100.0%               | 19,657,395               | 100.0%               |
| <b>Total</b> | <b>New York Branch</b> | <b>23,377</b>         | <b>1.2%</b>          | <b>2,943,391</b>         | <b>2.7%</b>          |
|              | <b>Global Total</b>    | <b>1,908,921</b>      | <b>100.0%</b>        | <b>107,925,793</b>       | <b>100.0%</b>        |

Note: The total revenue and asset size of the Covered Company and the New York Branch includes the revenue and asset size of other business lines that are not considered CBLs. 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, 2015:

**The Chiba Bank, LTD and Consolidated Subsidiaries**
**Balance Sheet**
**March 31, 2015**
**(Expressed in U.S. Thousand Dollars)**

| <b>Assets</b>   |                       |
|---|-----------------------|
| Cash and Due from Banks                               | \$ 10,212,672         |
| Call Loans and Bills Bought                           | 2,637,301             |
| Receivables under Resale Agreements                   | 124,793               |
| Receivables under Securities Borrowing Transactions   | 17,403                |
| Monetary Claims Bought                                | 188,267               |
| Trading Assets  | 2,261,587             |
| Money Held in Trust                                   | 369,899               |
| Securities  | 19,657,395            |
| Loans and Bills Discounted                            | 70,222,891            |
| Foreign Exchanges                                     | 67,246                |
| Other Assets  | 792,424               |
| Tangible Fixed Assets                                 | 852,320               |
| Intangible Fixed Assets                               | 92,302                |
| Net Defined Benefit Asset                             | 62,991                |
| Deferred Tax Assets                                   | 50,616                |
| Customers' Liabilities for Acceptances and Guarantees | 689,826               |
| Allowance for Loan Losses                             | (374,139)             |
| <b>Total Assets</b>                                   | <b>\$ 107,925,793</b> |
| <b>Liabilities and Equity</b>                         |                       |
| <b>Liabilities:</b>                                   |                       |
| Deposits  | \$ 93,352,027         |
| Call Money and Bills Sold                             | 331,851               |
| Payables under Securities Lending Transactions        | 1,284,587             |
| Trading Liabilities                                   | 172,995               |
| Borrowed Money  | 2,568,964             |
| Foreign Exchanges                                     | 6,386                 |
| Bonds Payable   | 632,610               |
| Other Liabilities                                     | 1,198,214             |
| Net Defined Benefit Liability                         | 167,196               |
| Provision for Directors' Retirement Benefits          | 1,542                 |
| Provision for Reimbursement of Deposits               | 17,419                |
| Provision for Point Loyalty Programs                  | 3,686                 |
| Reserve under the Special Laws                        | 229                   |
| Deferred Tax Liabilities                              | 254,442               |
| Deferred Tax Liabilities for Land Revaluation         | 97,713                |
| Acceptances and Guarantees                            | 689,826               |
| <b>Total Liabilities</b>                              | <b>\$ 100,779,687</b> |
| <b>Net Assets:</b>                                    |                       |
| Capital Stock   | \$ 1,207,199          |
| Capital Surplus                                       | 1,016,344             |
| Retained Earnings                                     | 4,001,028             |

**The Chiba Bank, LTD and Consolidated Subsidiaries**
**Balance Sheet**
**March 31, 2015**
**(Expressed in U.S. Thousand Dollars)**

|   |                |
|---|----------------|
| Treasury Stock  | (229,110)      |
| Total Shareholders' Equity                            | 5,995,461      |
| Valuation Difference on Available-for-sale Securities | 1,009,109      |
| Deferred Gains or Losses on Hedges                    | 3,445          |
| Remeasurements of Defined Benefit Plans               | 45,640         |
| Revaluation Reserve for Land                          | 88,737         |
| Total Accumulated Other Comprehensive Income          | 1,146,931      |
| Subscription Rights to Shares                         | 3,713          |
| Minority Interests                                    | 0              |
| Total Net Assets                                      | \$ 7,146,106   |
| Total Liabilities and Net Assets                      | \$ 107,925,793 |

For further information on the Cover Company's financial statements refer to Annual Report 2015, 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 investment, financing, risk management for assets and liabilities, and trading needs. The Covered Company enters into derivatives transactions to hedge interest rate and exchange rate risks for its assets and liabilities as follows, whereas their New York Branch does not have derivative positions for trading purposes and enters into derivative transactions to hedge interest rate risks related to loans and securities:

| Hedged Type                 | Hedged Item  | Hedging Instrument                         |
|-----------------------------|--|--|
| Interest Rate Risk Hedge    | Loans and bills discounted                                 | Interest rate swaps                        |
| Foreign Exchange Risk Hedge | Receivables and payables denominated in foreign currencies | Currency swaps<br>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, 2015, the New York Branch is the only U.S. 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 the 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 as of October 1, 2015 are as follows:

| Name                | Title  |
|---------------------|--|
| Hidetoshi Sakuma    | President  |
| Kyoichi Hanashima   | Deputy President   |
| Osamu Kimura        | Director and Senior Executive Officer<br>General Manager of Business Promotion Headquarters<br>Executive Officer in charge of Business Promotion Division, Customer Service Division, Corporate Business Division and Regional Revitalization Division |
| Daizo Iijima        | Director and Managing Executive Officer<br>Executive Officer in charge of Treasury Division and Treasury Operation Division  |
| Tadayoshi Shinozaki | General Manager of Treasury Division   |
| Shinichi Ikeda      | General Manager of Treasury Operation Division   |

The principal officers for the New York Branch as of June 25, 2015 are as follows:

| Name           | Title                         |
|----------------|-------------------------------|
| Nobukazu Odaka | General Manager               |
| Shiro Tajima   | 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 itself to high standards of governance and management. The Covered Company has established a robust corporate governance structure that leverages existing roles and responsibilities for the development, maintenance, implementation, and filing of the TRP.

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 so jointly determined by FRB/FDIC, in a 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 2015 TRP submitted to the FRB/FDIC has been formally reviewed and was approved by the Board of Directors on December 18, 2015.

**(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. Internal reports consist of risk reporting, operational reporting, financial reporting and management reporting, and the majority of external reports consist of 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)