



Mitsubishi UFJ Financial Group, Inc.

**Public Section:**  
**U.S. Resolution Plan**  
**December 31, 2018**

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Mitsubishi UFJ Financial Group, Inc.

# Public Section

165(d) Resolution Plan

## 1 Introduction

In compliance with Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”), the Federal Deposit Insurance Corporation (“FDIC”) and the Board of Governors of the Federal Reserve System (“FRB”) issued rules requiring bank holding companies (“BHCs”) incorporated or organized in the U.S., or foreign companies that are bank holding companies with subsidiaries or operations domiciled in the U.S., having total consolidated assets of \$50 billion or more, to submit periodically a plan for rapid and orderly resolution under the Bankruptcy Code in the event of material distress or failure (“165(d) Rule”).

The global consolidated assets of Mitsubishi UFJ Financial Group, Inc. (together with its subsidiaries, “MUFG”) exceed \$50 billion and, as a result, it is a covered company under the 165(d) Rule (“Covered Company”) and must file a resolution plan under the 165(d) Rule. MUFG’s U.S. Resolution Plan (“Resolution Plan”) submission is due annually on December 31. The FDIC and the FRB have each, by rule and through the supervisory process, prescribed the assumptions, required approach, and scope for the Resolution Plan, and have required that certain information be included in the public section of the Resolution Plan. MUFG submits this public section of its Resolution Plan in compliance with the 165(d) Rule.

Under the 165(d) Rule, MUFG, as the Covered Company, must map its Core Business Lines (“CBLs”) and Critical Operations to Material Entities (“MEs”) and provide an integrated analysis of the following: its corporate structure; credit and other exposures; funding, capital, and cash flows; the domestic and foreign jurisdictions in which it operates; supporting management information systems; and a summary of MUFG’s strategy for the orderly resolution of its U.S. operations in the event of material distress or failure. The designated CBLs and MEs are described further below. MUFG has determined that it does not currently conduct any Critical Operations in the U.S. under the criteria set forth in the 165(d) Rule. Except as otherwise specifically required by the 165(d) Rule and noted in this Resolution Plan, the information contained herein relates to the subsidiaries and CBLs of MUFG that are domiciled in the U.S. or whose business is conducted in whole or material part in the U.S.

### 1.1 Overview of Mitsubishi UFJ Financial Group, Inc. (MUFG)

Headquartered in Tokyo, MUFG is incorporated as a joint stock company under the Companies Act of Japan. MUFG is one of the world’s largest diversified bank holding and financial services companies, with consolidated assets of approximately ¥300.6 trillion, as of March 31, 2018. The Financial Stability Board (“FSB”), in consultation with the Basel Committee on Banking Supervision (“BCBS”) and national authorities, has identified MUFG as being a global systemically important bank (“G-SIB”). MUFG has a global network of approximately 2,300 offices with approximately 144,000 employees in about 50 countries.

MUFG is the holding company for MUFG Bank, Ltd. (“MUBK”, formerly known as The Bank of Tokyo-Mitsubishi UFJ, Ltd. or “BTMU”), Mitsubishi UFJ Trust and Banking Corporation (“MUTB”), Mitsubishi UFJ Securities Holdings Co., Ltd. (“MUSHD”), Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (“MUMSS”), Mitsubishi UFJ NICOS Co., Ltd., and other companies engaged in a wide range of financial businesses.

In 2008, BTMU completed the acquisition of all the shares of common stock of UnionBanCal Corporation (“UNBC”), which became a wholly-owned indirect subsidiary of MUFG. On July 1, 2014, BTMU’s operations in the Americas region were integrated with UNBC’s operations, and UNBC’s corporate name was changed to MUFG Americas Holdings Corporation (“MUAH”). On the same day, Union Bank, N.A. was also renamed MUFG Union Bank, N.A. (“MUB”).

On July 1, 2016, MUFG designated MUAH as its U.S. intermediate holding company (“IHC”) in accordance with the requirements of the FRB’s final rules for Enhanced Prudential Standards and transferred interests in substantially all of its U.S. subsidiaries to the IHC. Interests in MUFG’s remaining U.S. subsidiaries were

transferred to MUAH on July 1, 2017. As of that date, BTMU, MUTB and MUSHD transferred to MUAH their ownership interests in their U.S. subsidiaries and affiliates.

On April 1, 2018, BTMU's corporate name was changed to MUFG Bank, Ltd. ("MUBK"). MUAH oversees MUBK's operations in the Americas region as well as the operations of MUB.

As the ultimate parent company of the MEs and CBLs presented in this Resolution Plan, MUFG provides oversight and strategic guidance to all the entities within its global network.

## 2 Material Entities

For purposes of this Resolution Plan, MUFG identified four subsidiaries as MEs based on the criteria set forth in the 165(d) Rule: MUBK U.S. branches and agencies ("MUBK U.S."); MUAH; MUB; and MUFG Securities Americas Inc. ("MUSA"). The following sections provide an overview of these MEs.

### 2.1 MUFG Bank, Ltd., U.S. Branches and Agencies (MUBK U.S.)

MUBK is a wholly-owned subsidiary of MUFG and owns two Material Entities: MUBK U.S. and MUAH (MUBK owns 95.1 percent of MUAH; the remaining 4.89 percent is owned by MUFG). MUBK is a major retail and commercial banking organization in Japan and provides a broad range of domestic and international banking services from its offices in Japan and from branches, agencies, and representative offices around the globe. MUBK is one of the largest foreign banks operating in North America, which is MUBK's primary overseas market. MUBK U.S. meets the global needs of corporate and institutional customers in the U.S., Canada, and Latin America through its network of branches, agencies, and representative offices.

On November 7, 2017, MUBK was granted approval by the Office of the Comptroller of the Currency ("OCC") to convert its state-licensed branches located at 1251 Avenue of the Americas, New York, New York, (Primary NY Branch) and 1221 Avenue of the Americas, New York, New York, (Secondary NY Branch) to Federal branches. MUBK was also granted approval to convert its other state-licensed branches to Federal branches and state-licensed agencies to Federal agencies. MUBK U.S. is licensed, regulated, and supervised by the OCC and is regulated and supervised by the FRB. While MUBK U.S. has a significant deposit base, it is not insured by the FDIC.

### 2.2 MUFG Americas Holdings Corporation (MUAH)

Effective July 1, 2014, MUFG integrated MUBK operations in the Americas region with the operations of UNBC, which was a wholly-owned subsidiary of MUBK, and changed UNBC's corporate name to MUFG Americas Holdings Corporation (MUAH). MUAH is a financial holding company, a BHC and MUFG's U.S. IHC the principal subsidiaries of which are MUB and MUSA.

MUAH's subsidiaries provide a range of wholesale/retail banking, investment banking, and transaction banking services to customers, small businesses, middle-market companies and major corporations, both nationally and internationally. MUAH itself is a non-operating company and does not engage in any customer-facing activities.

### 2.3 MUFG Union Bank, N.A. (MUB)

MUB, a wholly-owned national bank subsidiary of MUAH, provides a comprehensive range of banking, consumer finance, investment, asset management, and other financial products and services to individual consumers, small and medium-sized enterprises, and large corporations, primarily in California, Oregon, Washington, and Texas through 372 branches (consisting of 345 retail branches and five commercial branches), as well as through 22 financial centers of PurePoint, an online banking division of MUB.

### 2.4 MUFG Securities Americas Inc. (MUSA)

MUSA, previously a wholly-owned subsidiary of MUSHD, is a wholly-owned subsidiary of MUAH. Headquartered in New York, NY, MUSA is a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). In its capacity as a securities broker-dealer, MUSA engages in capital markets origination transactions, private placements, collateralized financing, securities borrowing and lending transactions, and securities transactions.

MUSA is part of MUFG's global network of securities firms under MUSHD, which has major overseas subsidiaries in London, New York, Hong Kong, Singapore and Geneva. MUSA covers markets in the Americas, Europe, and Asia while serving corporate and institutional clients world-wide. It works actively with MUBK, MUB, and MUTB to provide corporate and institutional clients with a complete range of securities, investment banking products, and services with a significant global presence and a strong platform for international growth.

### 3 Core Business Lines

For purposes of this Resolution Plan, MUFG has identified seven CBLs operating out of its MEs based on the criteria set forth in the 165(d) Rule. As noted above, MUAH is a non-operating entity and, therefore, has no CBLs. MUAH was designated as an ME given its significance as the IHC for both the MUB and MUSA MEs.

These Resolution Plan-specific designations do not necessarily reflect MUFG's or MUB's business priorities as MUFG and MUB remain committed to all of their business lines and the customers they serve.

#### 3.1 MUFG Bank, Ltd., U.S. Branches and Agencies (MUBK U.S.)

MUFG has identified two CBLs operating out of MUBK U.S.: U.S. Wholesale & Investment Banking ("USWIB") and Japanese Corporate Banking ("JCB"). The business lines of MUBK U.S. are organized to offer wholesale and investment banking services, including lending, advisory, and capital markets services to Japanese, Asian, and U.S. corporate and institutional wholesale banking clients.

##### 3.1.1 U.S. Wholesale & Investment Banking (USWIB)

USWIB was established with the merging of the legacy U.S. Wholesale Banking and the Investment Banking Division for the Americas ("IBDA"), which had previously been part of the legacy Investment Banking & Markets ("IB&M") business line. The goal of USWIB is to provide high-quality products that meet the needs of its clients, enabling the business to deepen relationships beyond just loans and deposits. Achieving this goal allows USWIB to significantly contribute to the revenue and risk-adjusted returns of the organization. USWIB organizes itself around two primary segments: (1) U.S. Wholesale Banking; and (2) Investment Banking.

U.S. Wholesale Banking ("USWB") is a group of relationship managers and portfolio managers focused on providing a comprehensive suite of products and services to U.S.-based multinational corporations that typically make up the large and mid-corporate segments of the U.S. market. USWB's client base includes frequent issuers within the broadly syndicated bank debt market that have access to a variety of senior debt funding sources and/or large bank groups with sizable credit facilities. These issuers may have or are expecting to have international operations that would require foreign funding needs and/or sovereign capabilities that can be obtained via the MUFG network. USWB directly manages traditional lending products which are classified as "Wholesale Lending" and books approximately 80 percent of its transactions in MUBK U.S. and the balance with MUB.

Investment Banking ("IB") is organized as a comprehensive product office that offers solutions to a broad client base. Generally, IB's target market is those relationships managed by U.S. Wholesale Banking, though it also provides products and services to clients in other business units and other geographical locations. IB may also directly market products in the core businesses of Project Finance, Leasing, and other specific business areas.

##### 3.1.2 Japanese Corporate Banking (JCB)

The JCB business accommodates the financial needs of Japanese corporations in the U.S., overseas Japanese financial institutions, and some Japanese Embassy/Governmental organizations. JCB's business model is partly driven by customers' geographical location to determine which Japanese Corporate Banking organization would cover the customer. Currently, the division services approximately 2,000 customers. JCB operates through branches located in New York (JCB East), Chicago (JCB Midwest) and Los Angeles

(JCB West). Each branch location coordinates its activities with those of agency and representative offices located in a number of states in the U.S.

## **3.2 MUFG Union Bank, N.A. (MUB)**

MUFG has identified three CBLs operating out of MUB: Regional Bank, USWIB, and Transaction Banking Americas ("TBA").

### **3.2.1 Regional Bank**

The Regional Bank provides banking products and services to individual and business customers in California, Washington, and Oregon through five major business lines, as described below.

Consumer Banking serves consumers and small businesses through full-service branches, digital channels, call centers, ATMs, and alliances with other financial institutions. Products and services of this business line include checking and deposit accounts; residential mortgage loans; consumer loans; home equity lines of credit; credit cards; bill and loan payment services; and merchant services.

Commercial Banking provides commercial and asset-based loans to clients across a wide range of industries with annual revenues of up to \$1 billion. By working with MUB's other segments, Commercial Banking clients also have access to non-credit products and services including global treasury management, capital markets solutions, and foreign exchange ("FX"), interest rate and commodity risk management products and services.

Real Estate Industries serves professional real estate investors and developers with products such as construction loans, commercial mortgages, bridge financing and unsecured financing. Property types supported include apartment, office, retail, industrial and single-family residential properties on the West Coast and in select metropolitan areas across the country. Real Estate Industries also makes tax credit investments in affordable housing projects through its Community Development Finance unit. By working with MUB's other segments, Real Estate Industries offers its clients a range of non-credit products and services including global treasury management, capital markets solutions, and FX, interest rate, and commodity risk management products and services.

Wealth Markets serves corporate, institutional, non-profit, and individual clients. Wealth Markets' capabilities include Wealth Planning / Trust & Estate Services; Investment Management through HighMark Capital Management, Inc., a Securities and Exchange Commission ("SEC")-registered investment advisory firm wholly-owned by MUB; Brokerage through UnionBanc Investment Services, LLC, an SEC-registered broker-dealer/investment advisory firm wholly-owned by MUB; and Private Wealth Management.

PurePoint Financial serves consumers through a national deposit platform offering savings accounts and certificate of deposit ("CD") products to customers through an online platform with services provided through a call center and a network of financial centers in New York, Florida, Illinois, and Texas.

### **3.2.2 U.S. Wholesale & Investment Banking (USWIB)**

USWIB was established with the merging of the legacy U.S. Wholesale Banking and the IBDA, which had previously been part of the legacy IB&M business line. The goal of USWIB is to provide high-quality products that meet the needs of its clients, enabling the business to deepen relationships beyond just loans and deposits. Achieving this goal allows USWIB to significantly contribute to the revenue and risk-adjusted returns of the organization. USWIB organizes itself around two primary segments: (1) U.S. Wholesale Banking; and (2) Investment Banking.

USWB is a group of relationship managers and portfolio managers focused on providing a comprehensive suite of products and services to U.S.-based multinational corporations that typically make up the large and mid-corporate segments of the U.S. market. USWB's client base includes frequent issuers within the broadly syndicated bank debt market that have access to a variety of senior debt funding sources and/or large bank groups with sizable credit facilities. These issuers may have or are expecting to have international operations that would require foreign funding needs and/or sovereign capabilities that can be obtained via the MUFG network. USWB directly manages traditional lending products which are classified as "Wholesale Lending" and books approximately eighty percent of its transactions in MUBK U.S. and the balance with MUB.

IB is organized as a comprehensive product office that offers solutions to a broad client base. Generally, IB's target market is those relationships managed by U.S. Wholesale Banking, though it also provides products and services to clients in other business units and other geographical locations. IB may also directly market products in the core businesses of Project Finance, Leasing, and other specific business areas.

### **3.2.3 Transaction Banking Americas (TBA)**

TBA works alongside MUB's other segments to provide customers with working capital management and asset servicing solutions, including deposits and treasury management, trade finance, and institutional trust and custody. The client base consists of financial institutions, corporations, government agencies, insurance companies, mutual funds, investment managers, and non-profit organizations.

## **3.3 MUFG Securities Americas Inc. (MUSA)**

MUFG has identified two CBLs operating out of MUSA: Capital Markets and Repo/Securities Lending.

### **3.3.1 Capital Markets**

Capital Markets provides issuer clients with access to U.S. and international sources of financing through underwriting and private placement of debt and equity securities. It also offers debt, stock buy-back, liability management, and rating agency services to clients. MUSA's client relationships consist of MUBK U.S. and MUB clients who require these services in addition to access to the global capital markets. The Capital Markets team works closely with Relationship Managers of the affiliated banks to ensure a seamless relationship. The Capital Markets team provides underwriting and advisory services in the debt and equity capital markets to governments and corporations.

### **3.3.2 Repo/Securities Lending**

The Repo/Securities Lending business engages in repo, reverse repo, and securities lending transactions with respect to U.S. treasuries, agencies, mortgage-backed securities ("MBS"), corporate bonds, and global equities. MUSA activities are largely funded via repo transactions with the Fixed Income Clearing Corporation ("FICC"), and with tri-party and bilateral arrangements.

## 4 Summary Information Regarding Assets, Liabilities, Capital, and Major Funding Sources

### 4.1 Material Entity Balance Sheets

The following sections provide unconsolidated Balance Sheets and consolidating schedules, where applicable, for MUFG's MEs.

#### 4.1.1 MUBK U.S. Balance Sheet

This section provides the unconsolidated balance sheet for MUBK U.S.<sup>1</sup> Assets primarily consist of loans to non-financial corporate customers and cash and balances due from depository institutions. Liabilities primarily consist of deposits, other borrowed money and funding from affiliates, including MUBK Head Office (Tokyo) and other MUBK global branches and subsidiaries.

**Exhibit PUB - 1: MUBK U.S. Balance Sheet as of Fiscal Year Ended March 31, 2018**

	(Dollars in millions)	
<b>Assets</b>		
Cash and balances due from depository institutions	\$	34.9
Loans and leases, net of unearned income		98.9
Securities:		
U.S. Treasury securities		0.0
Mortgage-backed securities ("MBS")		0.9
Other securities		7.6
Reverse repurchase agreements ("reverse repos")		0.0
Trading assets		9.5
Other assets		1.3
Net due from related depository institutions		0.0
<b>Total Assets</b>	<b>\$</b>	<b>153.2</b>
<b>Liabilities</b>		
Total deposits and credit balances	\$	68.0
Repos		0.0
Federal Funds Purchased		3.0
Other borrowed money		27.3
Trading liabilities		8.7
Other liabilities		4.1
Net due to related depository institutions		42.0
<b>Total Liabilities</b>	<b>\$</b>	<b>153.1</b>

#### 4.1.2 MUAH Unconsolidated Balance Sheet and Consolidating Schedules

This section provides the unconsolidated balance sheet for MUAH as of fiscal year ended December 31, 2017, along with consolidating schedules. MUAH's balance sheet profile is reflected through the material components of assets and liabilities of MUB and MUSA, its principal subsidiaries. MUB's assets are primarily comprised of loans, leases, and investment securities. MUSA's assets are primarily comprised of securities purchased under agreements to resell, securities borrowed, and financial instruments owned. From a parent only perspective, MUAH's material assets are primarily investments in and receivables due from subsidiaries

<sup>1</sup> MUBK reports on a fiscal year ending March 31.

and associated companies and a small amount of cash, while its primary liabilities are borrowed money with a remaining maturity of more than one year.

**Exhibit PUB - 2: MUAH Unconsolidated Balance Sheet and ME Consolidating Schedule as of December 31, 2017**

(Dollars in millions)	MUFG Union Bank, N. A. (MUB)	MUFG Securities Americas (MUSA)	MUAH (Parent Only)	Other <sup>2</sup>	MUFG Americas Holdings Corporation Consolidated (MUAH)
<b>ASSETS</b>					
Cash and due from banks - noninterest-bearing	\$ 1,987	\$ 27	\$ 886	\$ (857)	\$ 2,043
Interest bearing deposits in banks	1,348		456	(456)	1,348
Total cash and cash equivalents	3,335	27	1,342	(1,313)	3,391
Federal funds sold and securities purchased under resale agreements	34	20,860			20,894
Trading assets	825	9,742			10,567
Securities available for sale	17,334			229	17,563
Securities held to maturity	9,854			30	9,884
Loans and leases	78,790		5,127	(3,350)	80,567
Allowance for loan losses	(434)			(42)	(476)
Loans and leases, net	78,356		5,127	(3,392)	80,091
Premises and equipment, net	575	31		4	610
Intangible assets	3,485			193	3,678
Other assets	4,739	1,402	18,853	(17,115)	7,879
<b>Total assets</b>	<b>\$ 118,537</b>	<b>\$ 32,062</b>	<b>\$ 25,322</b>	<b>\$ (21,364)</b>	<b>\$ 154,557</b>
<b>LIABILITIES</b>					
<b>Deposits:</b>					
Noninterest bearing	33,732			(1,122)	32,610
Interest bearing	52,927			(742)	52,185
<b>Total deposits</b>	<b>\$ 86,659</b>			<b>\$ (1,864)</b>	<b>\$ 84,795</b>
Federal funds purchased and securities sold under agreements to repurchase	34	26,403			26,437
Other borrowed money	13,106	1,486	6,997	(2,362)	19,227
Trading liabilities	492	3,108			3,600
Other liabilities	1,747	301	70	25	2,143
<b>Total liabilities</b>	<b>\$ 102,038</b>	<b>\$ 31,298</b>	<b>\$ 7,067</b>	<b>\$ (4,201)</b>	<b>\$ 136,202</b>
<b>EQUITY</b>					
Common stock	605	469	148	(1,074)	148
Surplus	9,875	1	8,197	(9,876)	8,197
Retained earnings	6,952	294	10,935	(7,246)	10,935
Accumulated other comprehensive gain (loss)	(1,033)		(1,025)	1,033	(1,025)
<b>Total stockholders' equity</b>	<b>\$ 16,399</b>	<b>\$ 764</b>	<b>\$ 18,255</b>	<b>\$ (17,163)</b>	<b>\$ 18,255</b>
Noncontrolling interests	100				18,355
<b>Total equity</b>	<b>\$ 16,499</b>	<b>\$ 764</b>	<b>\$ 18,255</b>	<b>\$ (17,163)</b>	<b>\$ 18,356</b>
<b>Total liabilities and equity</b>	<b>\$ 118,537</b>	<b>\$ 32,062</b>	<b>\$ 25,322</b>	<b>\$ (21,364)</b>	<b>\$ 154,557</b>

<sup>2</sup> Other is primarily driven by balance sheet items for all other nonbank subsidiaries besides MUSA (e.g. leasing entities and MFS) and eliminations of transactions between entities to avoid overstatement of the consolidated MUAH position. The eliminations are typically calculated under three categories - Cash/Deposits, Loans/Other borrowed money and Other assets/Equity.

## 4.2 Capital

### 4.2.1 MUFG Bank, Ltd., U.S. Branches and Agencies (MUBK U.S.)

MUBK U.S. is not required to hold capital under U.S. banking law requirements. Regulatory capital is held at MUBK (Tokyo), not within the individual branches of MUBK U.S., and Japanese capital requirements are assessed at the home country level by the Japan Financial Services Agency ("JFSA") based on its interpretation of Basel requirements. Per 12 USC 3102(g) and 12 CFR 28.15, a federal branch or agency is required to establish and maintain a Capital Equivalency Deposit ("CED") account with a member bank of the Federal Reserve System ("depository bank").

### 4.2.2 MUFG Americas Holdings Corporation (MUAH)

Oversight of capital management and supporting the Capital Adequacy Program ("CAP") framework ultimately resides with MUAH's Board of Directors. Responsibility for the framework's definition, design, and ongoing development is delegated to senior management. MUAH maintains capital adequacy that is sustainable and consistent with MUAH's defined risk appetite, organic growth and strategic objectives, target solvency and integrated Capital Plan. The CAP is incorporated into MUAH's strategic and day-to-day operations management with clear and transparent accountability, reporting lines, and defined roles and responsibilities. MUAH maintains a risk and capital governance structure to ensure effective and independent CAP Governance.

MUFG and MUBK support MUAH's capital needs for capital adequacy and organic growth and acquisitions. As the IHC, MUAH is the holding company for both MUB and MUSA.

MUAH's and MUB's capital base is comprised primarily of high-quality, loss-absorbing Common Equity ("CE") Tier 1 capital. As of December 31, 2017, on a Standardized Full Phase-in basis, CE represented 100.0% of Tier 1 Capital and 91.8% of Total Capital for MUAH, and 91.5% of Total Capital for MUB.

As a U.S. registered broker-dealer, MUSA is subject on a standalone basis to SEC capital regulations. Accordingly, MUSA must operate within agreed internal risk limits and be in compliance with SEC Rule 15c3-1. Additionally, application of U.S. Final Capital Rules to which MUAH is subject is extended to MUSA under consolidated holding company evaluations, including MUSA's impact to MUAH's consolidated leveraged asset capital position.

MUSA's capital base, as defined by Rule 15c3-1, is comprised of equity and subordinated debt provided by MUSHD. The subordinated borrowing is covered by a conforming subordination agreement approved by FINRA and is used in calculating MUSA's net capital under Rule 15c3-1. To the extent that the borrowing is required for MUSA's continued compliance with minimum net capital requirements, it may not be repaid.

## 4.3 Sources of Funding and Liquidity

### 4.3.1 MUFG Bank, Ltd., U.S. Branches and Agencies (MUBK U.S.)

MUBK utilizes a centralized model for funding and liquidity that ensures optimal global efficiency and control. As part of its role in the global funding strategies of MUBK, MUBK U.S. receives placements of excess liquidity from MUBK (Tokyo) and other global branches of MUBK to which MUBK U.S. may also lend excess funds. Structural liquidity is provided through long-term debt issuances or the transacting of long-term cross-currency swaps with market counterparties.

Deposits originated through the MUBK U.S. branch network are transferred to the New York branch, and any of the other branches' funding requirements are fulfilled by the New York Branch. This facilitates the centralization of liquidity and interest rate risk management in MUBK U.S. under uniform governance.

#### **4.3.2 MUFG Americas Holdings Corporation (MUAH)**

As a result of the Total Loss-Absorbing Capacity ("TLAC") rule, which requires MUAH to issue term unsecured debt to a foreign affiliate such as MUBK imposes the Clean Holding Company ("CHC") requirements (which prohibit MUAH from incurring significant obligations to unaffiliated parties), all of MUAH's new term funding will be provided by MUBK (Tokyo). MUAH's debt from MUBK has been restructured to meet TLAC eligibility requirements by December 31, 2018. In accordance with the CHC requirements, MUAH no longer takes external funding from the capital markets and executed a make whole call of \$1.1 billion of external debt in November 2018 to comply with limits on external indebtedness not to exceed five percent of TLAC debt.

MUAH provides funding to its non-bank subsidiaries, including MUSA, and deploys its excess liquidity as a term loan to MUB. MUB and MUSA manage their own liquidity risk and control their own liquidity buffers. MUAH maintains a liquidity buffer in order to ensure adequate resources for maturing debt in stress conditions. MUAH uses a 20-month Time-To-Funding ("TTF") approach, consistent with industry practice for BHCs and finance companies with few funding sources.

#### **4.3.3 MUFG Union Bank, N.A. (MUB)**

MUB's balance sheet is largely funded by customer deposits. MUB's Treasury provides incremental funding and liquidity by accessing wholesale markets through multiple secured and unsecured debt programs.

In addition to deposits generated from customers within MUB's geographic footprint and via the PurePoint program, MUB sources funding from wholesale markets including secured Federal Home Loan Bank advances, commercial paper ("CP"), negotiable CDs, senior term debt (also referred to as banknotes), and brokered deposits, as well as through internal term debt from MUAH. As of December 31, 2017, MUB received *de minimis* funding from repo transactions that were largely undertaken to test market access. Repo counterparties continue to be available as a source of funding if needed and, although not committed, repo lines are tested for availability.

Other than the customer deposits, the FHLB and MUAH funding represents the largest concentrations of funding for MUB as of December 31, 2017. With respect to deposits, no single depositor represents a material source of funding.

MUB maintains a liquid asset buffer composed of cash and highly liquid securities. Liquid securities are diversified, unencumbered, and subject to appropriate haircuts sufficient to mirror conditions in a stress scenario.

#### **4.3.4 MUFG Securities Americas Inc. (MUSA)**

MUSA's funding requirements are predominantly met with secured financing liabilities (e.g., repo) due to its broker-dealer business model and the highly liquid financial instruments on MUSA's balance sheet. MUSA also has need of unsecured funding due to haircuts on assets demanded from secured funding counterparties. Unsecured funding is predominantly provided by MUSHD and MUAH via loans drawn under uncommitted loan facilities and subordinated loan agreements.

## **5 Description of Derivative and Hedging Activities**

### **5.1 MUFG Bank, Ltd., U.S. Branches and Agencies (MUBK U.S.)**

#### **Overview of Trading and Derivative Activities**

MUBK U.S. sales and trading activities are centralized within the Global Markets Division of the Americas ("GMDA") units. The GMDA Japanese Marketing Group and the Global Marketing Group, which operate through MUBK U.S., are responsible for marketing products and services to MUBK customers located throughout North, Central, and South America.

Trading transactions are conducted for MUBK U.S.'s market-making accounts by GMDA's Trading Unit. The Trading Unit is comprised of the following departments: EM FX and Rates Department ("EMRD"), FX Trading Department, Global Option Department, Fixed Income "FI" Desk, and e-FX Desk.

MUBK incorporates a market-based approach to evaluate, monitor, and actively manage portfolio assets for purposes of mitigating credit deterioration and enhancing credit risk management processes

#### **Overview of Hedging Activities**

MUBK U.S. enters into derivative contracts for risk management purposes and to facilitate client transactions. From a GAAP accounting perspective, derivatives are not designated as hedging instruments. MUBK U.S. manages the risk associated with its activities on a company-wide basis and product basis.

MUBK U.S.'s derivative activities include customer flows, transactions to hedge positions as a result of customer activities, and transactions executed for asset and liability management ("ALM") purposes. The majority of the derivatives portfolio consists of interest rate and FX transactions.

### **5.2 MUFG Union Bank, N.A. (MUB)**

#### **Overview of Trading and Derivative Activities**

Trading activities at MUB are centered around the facilitation of customer orders. Hedging is executed on behalf of clients and to manage MUB's exposures by the Markets function, CPMG, and Corporate Treasury's ALM activities.

#### **Overview of Hedging Activities - Markets**

Generally, MUB's trading desks engage in hedging activities to protect MUB from excessive losses due to undesired exposures as a result of customer activity. Consistent with the scope of trading activity and permissible instruments, interest rate derivative ("IRD") and FX desks have discretion to hedge or not hedge certain customer activity. Hedging strategies of the markets function offset customer activity using trading instruments that are deemed cost effective, including but not limited to swaps, Eurodollar futures and/or U.S. treasuries.

Depending on market liquidity for each trading activity, MUB limits the permissible instruments and the amount of residual risk incurred through customer transactions in FX, IRD, institutional brokerage, and other products. The risk of customer transaction may be hedged immediately or over a period of time, depending on market conditions and hedging costs. Risks are limited and controlled using a risk limit framework which includes approved Market Risk limits, Volcker metrics limits, and Credit Risk limits.

## Overview of Hedging Activities - Corporate Treasury

Corporate Treasury is the First Line of Defense in managing balance sheet interest rate risk. Balance Sheet Management and Asset Liability Management Modeling are the primary groups within Corporate Treasury responsible for analyses and strategy recommendations related to interest rate risk mitigation. MUB engages in interest rate risk management activities using derivatives and employs various strategies when doing so.

## Overview of Hedging Activities - Credit

MUB hedges its credit portfolio by employing various products, such as Credit Default Swaps ("CDS") and the Credit Default Swap Index ("CDX"). Hedging activities help reduce credit risk using market instruments to promote the risk/return performance of the portfolio. MUB uses CDS to hedge exposure arising mainly from its corporate lending activities, and may use CDS contracts to manage risk on a specific exposure basis.

## 5.3 MUFG Securities Americas Inc. (MUSA)

### Overview of Trading and Derivative Activities

MUSA may engage in trading and derivative activities as principal or as agent for an affiliate. Where MUSA is acting as agent, the booking of transactions takes place in the respective affiliate. MUSA does not engage in back-to-back transactions with affiliates and manages all market risk internally.

### Overview of Hedging Activities

MUSA has occasionally used derivatives to manage exposure to credit, market, interest rate, and FX risk. Due to the nature of its business, which is mainly comprised of repo activity, MUSA does not have any material hedge positions.

In order to hedge the risks noted above, MUSA engages in exchange-traded derivative transactions through J.P. Morgan Securities LLC, its Futures Commission Merchant ("FCM"). With respect to FX derivatives, MUSA enters into bilateral transactions with affiliates and third parties that are financial institutions. MUSA enters into To Be Announced ("TBA") securities<sup>3</sup> transactions to hedge its risk associated with agency MBS trading. The revenue from these trades, as reported in MUSA's financial statements, is not material to its total trading revenues.

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<sup>3</sup> To be announced (TBA) is a term describing forward-settling mortgage-backed securities (MBS) trades. Pass-through securities issued by Freddie Mac, Fannie Mae and Ginnie Mae trade in the TBA market, and the term TBA is derived from the fact that the actual mortgage-backed security that will be delivered to fulfill a TBA trade is not designated at the time the trade is made. The securities are announced 48 hours prior to the established trade settlement date.

## 6 Memberships in Payment, Clearing, and Settlement Systems

MUBK U.S., MUB, and MUSA, rely on a number of payment, clearing, and settlement systems, or Financial Market Utilities ("FMUs"), to conduct their operations. Access to these FMUs is either direct or through affiliates and agents. The table below provides a listing of FMUs accessed by MUFG's MEs in the U.S.

**Exhibit PUB - 3: Memberships in Payment, Clearing, and Settlement Systems**

Financial Market Utility (FMU)	Type	Direct Membership via ME (Y/N)
All Secure FTP ("SFTP")	Check clearing	Y
ATM/Debit Card - MasterCard	Payment network	Y
Automated Clearing House ("ACH")	Electronic network for financial transactions in the U.S.	Y
Billpay - MasterCardRPPS	Online bill pay e-lockbox service	Y
Chicago Board of Trade ("CBOT")	Futures and options exchange	N
Chicago Mercantile Exchange ("CME")	Futures exchange and swaps clearing house	N
Clearing House Interbank Payments System ("CHIPS")	U.S. Dollar payment system	Y
Clearstream	Clearing house for Eurobonds	N
Continuous Linked Settlement Bank International ("CLS")	Multi-currency FX cash settlement system	Y
Depository Trust and Clearing Corporation ("DTCC")	U.S. clearing, settlement systems, U.S. Dollar payment system, and securities system	Y
Depository Trust Company ("DTC")	Clearing and depositories	Y
Electronic Payments Network ("EPN")	U.S. Dollar payment system (part of ACH)	Y
Euroclear Bank	Clearing and depositories	Y
Federal Reserve Wire Network ("Fedwire")	U.S. Dollar payment system, U.S. clearing securities settlement, and fixed income depository	Y
Fixed Income Clearing Corporation ("FICC")	Fixed income clearing	Y
IntercontinentalExchange, Inc. ("ICE")	Clearing house	N
London Clearing House ("LCH")	Clearing house	N
LCH Clearnet	Clearing house	N
MasterCard	Payment network	Y
Montreal Stock Exchange	Futures and options exchange	N
NYSE Euronext / London International Financial Futures and Options Exchange ("LIFFE")	Exchange clearing for equities, futures, options, and derivatives on commodities, FX, equities, bonds, interest rates, indices, and swaps	N
National Securities Clearing Corporation ("NSCC")	Clearing and settlement	Y
Options Clearing Corporation	Clearing and depositories	Y
Society for Worldwide Interbank Financial Telecommunication ("SWIFT")	System for interbank financial telecommunication	Y
SVPCO Image Payments Network ("SVPCO")	Check clearing and check image exchange	Y
VISA/Consumer Credit Card	Payment network	Y

## **7 Foreign Operations**

In 2018, MUB's Calgary, Canada Branch was wound down and its assets were disposed of via transfer or sale. The branch license was surrendered to the Office of the Superintendent of Financial Institutions and the Branch was closed. MUB was also previously represented by a Cayman Island agent under a Category B Banking License and an Unrestricted Trust License. MUB surrendered its Cayman Island licenses in December 2017.

The elimination of MUB's foreign offices is a mitigant to the risk of ring-fencing of assets and of potential obstacles to resolution presented by foreign regulatory agencies.

## 8 Supervisory Authorities

The following table provides a listing of the primary and other regulatory authorities for the MUFG U.S. Operations.

**Exhibit PUB - 4: Primary and Other Authorities for MUFG's U.S. Operations**

Material Entity	Primary Authority	Other Authorities
MUFG Bank, Ltd., U.S. Branches and Agencies (MUBK U.S.)	Office of the Comptroller of the Currency (OCC)	Board of Governors of the Federal Reserve System (FRB) Japan Financial Services Agency (JFSA) The Bank of Japan (BOJ) U.S. Commodity Futures Trading Commission (CFTC) National Futures Association (NFA)
MUFG Americas Holdings Corporation (MUAH)	See MUB and MUSA Regulators Board of Governors of the Federal Reserve System (FRB)	See MUB and MUSA Regulators
MUFG Union Bank, N.A. (MUB)	Office of the Comptroller of the Currency (OCC)	Federal Deposit Insurance Corporation (FDIC) Securities and Exchange Commission (SEC) Financial Industry Regulatory Authority (FINRA) Consumer Finance Protection Bureau (CFPB) U.S. Commodity Futures Trading Commission (CFTC) Municipal Securities Rulemaking Board (MSRB) Federal Home Loan Bank (FHLB)
MUFG Securities Americas Inc. (MUSA) <sup>4</sup>	Securities and Exchange Commission (SEC)	Financial Industry Regulatory Authority (FINRA) Municipal Securities Rulemaking Board (MSRB)

<sup>4</sup> The CFTC no longer regulates MUSA pursuant to discontinuation of its FCM activities.

## 9 Principal Officers

Information regarding the Policy Making Officers of MUFG in the Americas is presented in the following table:

### Exhibit PUB - 5: MUFG Principal Officers as of August 1, 2018

Name	Title
Stephen Cummings	Regional Executive for the Americas, President and CEO, MUFG Americas Holdings Corporation and MUFG Union Bank, N.A.
Seiichiro Akita	Head of Japanese Corporate Banking for the Americas
Ranjana Clark	Chief Transformation Officer and Head of Transaction Banking
Michael Coyne	General Counsel
Kevin Cronin	Head of North America Wholesale and Investment Banking
Donna Dellosso	Chief Risk Officer for the Americas
Masatoshi Komoriya	Executive Officer and Chief of Staff for the Americas
Kazuo Koshi	Deputy Regional Executive Officer for the Americas, Head of Latin America
William Mansfield	Policy Making Officer (as MUFG Securities Americas, Inc., President and Chief Executive Officer)
Christopher Perretta	Chief Information and Operations Officer
Amy Ward	Chief Human Resources Officer for the Americas
Timothy Wennes	West Coast President and Head of the Regional Bank
Johannes Worsoe	Chief Financial Officer

## **10 Resolution Planning Corporate Governance and Processes**

MUFG believes that resolution planning is an important component of the policy objective of reducing systemic risk in the financial system. MUFG has established a robust governance framework to ensure that resolution planning is integrated into its corporate governance framework, including the review and approval by appropriate committees and the MUFG Board of Directors (or Board delegates). The MUFG Board of Directors is the ultimate owner of the Resolution Plan and has delegated authority for final approval of the 2018 Resolution Plan to Stephen Cummings, the Regional Executive for the Americas.

The governance framework applicable to resolution planning for the MUFG U.S. Operations utilizes established committee roles and responsibilities and the Recovery & Resolution Planning ("RRP") Team to oversee compliance with resolution planning requirements. Johannes Worsoe, Chief Financial Officer for the Americas, and Michael Coyne, General Counsel, are the Executive Sponsors for this Resolution Plan. RRP oversees all resolution plan activities for the four U.S.-domiciled MEs: MUBK U.S., MUAH, MUB, and MUSA. RRP's responsibility includes coordination of regulatory inquiry responses related to this Resolution Plan, including facilitating regulatory access to the data that was utilized to develop this Plan.

## **11 Material Management Information Systems**

MUFG uses Information Technology (“IT”) and Management Information Systems (“MIS”) to support various business functions. IT and MIS include applications used to generate management reports, conduct business activities in trading, lending operations and financing, risk and compliance management, and front-office support. In most cases, each ME’s IT and MIS systems are used solely by that ME.

As part of the information collection process in the preparation of the Resolution Plan, each of MUFG's MEs and CBLs identified systems and applications deemed key to their respective businesses, entities, and operations.

## **12 Resolution Strategy Summary**

The 165(d) Rule requires that MUFG's U.S. operations be resolved in a manner that substantially mitigates the risk that the failure of MUFG would have serious adverse effects on the financial stability of the U.S. As required by the 165(d) Rule, the resolution strategy must contemplate that MUFG's failure could occur under baseline, adverse, and severely adverse economic scenarios. Because CBLs are generally aligned to specific MEs, the strategy to resolve the U.S. operations of MUFG is organized around the resolution of its MEs.

### **12.1 MUFG Bank, Ltd., U.S. Branches and Agencies (MUBK U.S.)**

The resolution strategy for MUBK U.S. contemplates an orderly wind-down and liquidation conducted by a receiver appointed by the OCC in order to prevent or mitigate any adverse effects of its failure or discontinuation on the financial stability of the U.S. The primary objective of the OCC would be to use MUBK U.S.'s assets to satisfy the claims of unaffiliated creditors of MUBK U.S.

The OCC will apply the International Banking Act ("IBA"), 12 U.S.C. sections 3101 - 3102 in the resolution of MUBK U.S. The IBA was adopted in 1978 to govern the chartering, supervision, and receivership of federal branches or agencies of foreign banks. Section 3102 of the IBA permits the OCC to appoint a receiver for such branches or agencies on grounds similar to those permitting appointment of a receiver for a national bank.

### **12.2 MUFG Americas Holdings Corporation (MUAH)**

Apart from its subsidiaries, MUAH has little to no value as either a going-concern or in the context of an asset sale. The resolution strategy for MUAH contemplates a Chapter 11 bankruptcy and orderly wind-down of the entity. MUAH would commence Chapter 11 proceeding substantially contemporaneously with the commencement of the Chapter 7 proceedings of MUSA and the FDIC receivership of MUB.

The primary objective of the Chapter 11 proceedings would be (a) to maximize the value realized from the assets and businesses of MUAH and from potential claims against affiliated entities, and (b) to settle any claims against MUAH in an orderly and transparent process.

### **12.3 MUFG Union Bank, N.A. (MUB)**

As an insured depository institution ("IDI"), MUB would be resolved in a receivership administered by the FDIC pursuant to the Federal Deposit Insurance Act ("FDIA"). Once appointed as receiver under the FDIA, the FDIC would promptly exercise all of the rights and powers of MUB's directors, management, and shareholders to operate the business, dispose of operations and assets, and resolve liabilities.

The preferred resolution strategy for MUB under each economic scenario would be to transfer MUB's assets and certain liabilities to a Bridge Bank in order to effectuate the sale of certain business lines and residual assets to multiple purchasers (the "Multiple Acquirer Strategy"). A Bridge Bank is a new national bank organized by the FDIC in accordance with 12 U.S.C. § 1821(n). If the FDIC were to determine that the Multiple Acquirer Strategy was not feasible, the alternative resolution strategy would be to effect a liquidation of MUB's assets from the receivership and pay out depositors (the "Liquidation Strategy").

### **12.4 MUFG Securities Americas Inc. (MUSA)**

The Resolution Plan assumes that MUSA would be resolved under Chapter 7 of the U.S. Bankruptcy Code and wound down in an orderly manner.

The primary objective of the Chapter 7 proceedings would be to maximize the value realized from the assets and businesses of MUSA. MUSA's assets consist primarily of securities and financial instruments that should be disposed of expeditiously.

## 12.5 Identified Obstacles and Identified Proposed Mitigants

Although there are certain interconnections within MUFG's U.S. operations, MUFG believes that none of these interconnections would create an obstacle to the resolution strategies of the MEs. MUFG remains committed to ensuring the resolvability of its U.S. operations and will continue to examine interconnections to identify any potential impediments or opportunities to improve resolvability.

The FRB and FDIC have identified five key potential obstacles to rapid and orderly resolution. These five key impediments are:

- **Multiple Competing Insolvencies.** *The risk of discontinuity of Critical Operations, systemic consequences and/or uncertainty of outcome that could be created under certain circumstances by multiple, competing insolvency proceedings under different insolvency frameworks and/or administered in multiple jurisdictions.*
- **Global Cooperation.** *The risk that actions (or inactions) of a Covered Company could incentivize home and host supervisors or resolution authorities or third parties to take actions (or abstain from actions) that could result in ring fencing of assets or lead to other outcomes that could exacerbate financial instability in the United States and/or loss of franchise value, as well as uncertainty in the markets.*
- **Operations and Interconnectedness.** *The risk that services provided by an affiliate or third party might be interrupted or financial market utility (FMU) access and/or payment and clearing capabilities might be lost; an affiliate or third party might fail to perform service level agreements; the Covered Company might experience interruption or loss of data and IT services; liquidation of a counterparty might negatively impact the Covered Company's operations; cross-default provisions might be exercised; a counterparty might exercise contract rejection powers or might be excused from the continued provision of rights which are available to a counterparty under applicable law or by contract.*
- **Counterparty Actions.** *The risk of counterparty actions, including derivative and repurchase agreement unwinds, of a volume sufficient to create operational challenges for the Covered Company or its FMUs and/or systemic market disruption or financial instability in the United States.*
- **Funding and Liquidity.** *The risk of insufficient liquidity at one or more Material Entities or in one or more jurisdictions to maintain Critical Operations, including increased margin requirements, acceleration, termination, inability to roll over short term borrowings, default interest rate obligations, loss of access to alternative sources of credit, and/or additional expenses of restructuring.*

MUFG has carefully considered these potential obstacles and has concluded that, although there are certain interconnections within MUFG's U.S. operations, none of these interconnections would create an obstacle to the resolution strategies of its MEs.