



MUFG Union Bank, N.A.

# Public: MUFG Union Bank, N.A. Resolution Plan

Section IDI Resolution Plan

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MUFG Union Bank, N.A.

# Public: Section 1 Public Section

Section IDI Resolution Plan

## 1 Introduction

In September 2011, the Federal Deposit Insurance Corporation (“FDIC”) and the Board of Governors of the Federal Reserve System (“FRB”) issued a final rule (“165(d) Rule”) implementing Section 165(d) of The Dodd-Frank Wall Street Reform and Consumer Protection Act (“DFA”) that requires bank holding companies with total global consolidated assets in excess of \$50 billion to submit periodically to the FRB and the FDIC a plan for the company’s rapid and orderly resolution in the event of material distress or failure.

In January 2012, the FDIC also issued a final rule (“IDI Rule” and, with the 165(d) Rule, the “Rules”) that requires insured depository institutions (“IDIs”) with assets of \$50 billion or more to submit periodically to the FDIC a plan for resolution of the IDI in the event of failure.

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. Similarly, the assets of MUFG’s IDI in the United States, MUFG Union Bank, National Association (“MUB”), exceed \$50 billion, and as a result MUB is a covered IDI under the IDI Rule (“CIDI”), and it must file a resolution plan under the IDI Rule. The timing of initial, annual, and interim resolution plan submissions under both Rules is the same. MUFG’s U.S. resolution plan submissions are 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 these resolution plans, and have required that certain information be included in a public section of the resolution plans. MUFG and MUB submit this public section of MUFG’s U.S. resolution plan (“Resolution Plan”) in compliance with the Rules.

Under the Rules, MUFG, as the Covered Company, and MUB, as the CIDI, must map their Core Business Lines (“CBLs”) and Critical Operations (“COs”) to Material Entities (“MEs”) and provide integrated analyses of their corporate structure; credit and other exposures; funding, capital and cash flows; the domestic and foreign jurisdictions in which they operate; their supporting information systems; and a summary of MUFG’s strategy for their orderly resolution in the event of their failure. CBLs and MEs that have been designated are described further below. MUFG has determined that it does not currently conduct any COs under the criteria set forth in the 165(d) Rule, and the regulators have not identified any COs operated by MUFG. Except as otherwise specifically required by the Rules and as noted in the U.S. Resolution Plan, the information contained in the U.S. Resolution Plan relates to the subsidiaries and CBLs of MUFG that are domiciled in the U.S. or conducted in whole or material part in the U.S.

The U.S. Resolution Plan also identifies Critical Services (“CSs”) as required by the IDI Rule, which are services and operations of the IDI such as servicing, information technology support and operations, and human resources, that are necessary to continue the day-to-day operations of the IDI.

### 1.1 Overview of Mitsubishi UFJ Financial Group, Inc.

MUFG is a bank holding company incorporated as a joint stock company (*kabushiki kaisha*) under the Company Law of Japan. MUFG is the holding company for The Bank of Tokyo-Mitsubishi UFJ, Ltd. (“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.

MUFG is one of the world’s largest and most diversified financial groups with total assets of ¥254 trillion as of March 31, 2014. As a bank holding company, MUFG is regulated under the Banking Law of Japan. MUFG’s services include commercial banking, trust banking, securities, credit cards, consumer finance, asset management, leasing, and many more fields of financial services. MUFG has the largest overseas

network among the Japanese banks, comprised of offices and subsidiaries, including MUB, in more than 40 countries. As of March 31, 2014, MUFG has five business segments: Integrated Retail Banking Business, Integrated Corporate Banking Business, Integrated Trust Assets Business, Integrated Global Business, and Global Markets. MUFG's role as the holding company is to strategically manage and integrate the activities of these business segments. Group-wide strategies are determined by the holding company and executed by the banking subsidiaries and other subsidiaries.

### **1.1.1 Integrated Retail Banking Business Group**

The Integrated Retail Banking Business Group covers all domestic retail businesses, including commercial banking, trust banking, and securities businesses, and offers a full range of banking products and services, including financial consulting services, to retail customers in Japan. This business group integrates the retail business of BTMU, MUTB, MUMSS, and other affiliate companies of MUFG.

### **1.1.2 Integrated Corporate Banking Business Group**

The Integrated Corporate Banking Business Group covers domestic businesses, including commercial banking, investment banking, trust banking, securities businesses, as well as businesses outside of Japan assisting mainly Japanese companies in executing and expanding their operations. Through the integration of these business lines, diverse financial products and services are provided mainly to MUFG's Japanese corporate clients, from large corporations to medium-sized and small businesses. The Integrated Corporate Banking Business Group has identified strategic domains, sales channels, and methods to match the different growth stages and financial needs of MUFG's corporate customers.

### **1.1.3 Integrated Trust Assets Business Group**

The Integrated Trust Assets Business Group covers asset management and administration services for products such as pension trusts and security trusts by integrating the trust banking expertise of MUTB and the international strengths of BTMU. The Integrated Trust Assets Business Group provides a full range of services to corporate and pension funds, including stable and secure pension fund management and administration, advice on pension schemes, and payment of benefits to scheme members. With the aim of further enhancing the business, MUTB has strategic alliances with asset management companies outside of Japan.

### **1.1.4 Integrated Global Business Group**

The Integrated Global Business Group was established on July 1, 2011 to effectively coordinate and enhance MUFG's group-wide efforts to strengthen and expand overseas operations. The Integrated Global Business Group is designed to clarify the leadership in, and enhance the coordination for, MUFG's overseas strategies on a group-wide basis.

### **1.1.5 Global Markets**

Global Markets covers asset and liability management and strategic investments of BTMU and MUTB, and sales and trading of financial products of BTMU, MUTB, and MUSHD. Effective July 1, 2012, the Integrated Global Business Group and Global Markets started working jointly on some of the sales and trading businesses of MUSHD's foreign subsidiaries as part of MUFG's efforts to strengthen the cooperation between BTMU and MUSHD of their markets businesses and to expand investor relationships while improving MUFG's trading capabilities to seize interest rate and foreign exchange ("FX") market opportunities for loans and corporate bond transactions. Accordingly, during the year ended March 31, 2014, MUFG began reporting a portion of the securities sales and trading businesses, which previously was presented within the Integrated Global Business Group, as part of Global Markets.

## **1.2 Overview of Mitsubishi UFJ Financial Group, Inc.'s U.S. Presence**

MUFG's assets related to the United States account for approximately 16% of its total assets based principally on the domicile of obligors.

U.S. operations are conducted principally through three entities: MUB, The New York Branch of BTMU ("BTMU-NY") and Mitsubishi UFJ Securities (USA), Inc. ("MUS(USA)") which is the U.S. broker-dealer subsidiary of MUSHD.

MUB operated 422 branches, comprised primarily of retail banking branches in the West Coast states, along with branches in Texas, Illinois, New York and Georgia, as well as two international offices. As of December 31, 2013, MUB employed 11,308 employees nation-wide and its deposits totalled \$80 billion.

BTMU-NY and MUS(USA) are headquartered in New York. As of March 31, 2014, BTMU-NY employed 2,135 full-time personnel in the U.S. and operated three corporate banking offices out of Atlanta, Dallas, Minnetonka, and one agency out of Houston. BTMU-NY had total assets of \$134 billion as of March 31, 2014. MUS(USA), MUFG's principal U.S. broker-dealer, employed 259 full-time personnel as of March 31, 2014 and operates out of New York and San Francisco.

Effective July 1, 2014, the U.S. branch banking operations of BTMU were integrated with MUB. As a result of this initiative, all of BTMU's banking activities in the Americas will be managed by employees of MUB, which includes the addition of approximately 2,300 U.S. employees of BTMU transferred to MUB. For more information, please refer to Section II.4 of this Resolution Plan.

The following sections provide an overview of the key components of MUFG's Resolution Plan.

## 2 Material Entities

For purposes of this Resolution Plan, MUFG identified three subsidiaries as MEs based on the criteria set forth in the 165(d) Rule: MUB, BTMU-NY, and MUS(USA). The following sections provide an overview of MUFG's MEs.

### 2.1 MUFG Union Bank, N.A.

MUB is the principal subsidiary of MUFG Americas Holdings Corporation ("MUAH") which is a wholly-owned indirect subsidiary of MUFG. MUAH is a U.S. bank holding company and financial holding company. MUB is an FDIC-insured depository institution. The corporate headquarters (principal executive office) of MUB and MUAH is in New York City. MUB's main banking office is in San Francisco. MUB provides a wide range of financial services to consumers, small businesses, middle-market companies, and major corporations. MUB operates branches in California, Oregon, Washington, Texas, New York, Illinois, and Georgia, as well as two international offices. MUB is a CIDI under the IDI Rule and an ME for purposes of the 165(d) Rule.

### 2.2 The New York Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd.

BTMU is a major commercial banking organization in Japan that provides a broad range of domestic and international banking services from its offices in Japan and around the world. BTMU is a joint stock company (*kabushiki kaisha*) incorporated in Japan under the Company Law of Japan.

BTMU was formed through the merger, on January 1, 2006, of The Bank of Tokyo-Mitsubishi, Ltd. and UFJ Bank Limited after their respective parent companies, Mitsubishi Tokyo Financial Group, Inc. and UFJ Holdings, Inc., merged to form MUFG on October 1, 2005.

BTMU-NY is a branch of BTMU that is licensed by the New York State Department of Financial Services ("NYSDFS") and regulated by the NYSDFS and the FRB. Its deposits are not insured by the FDIC. BTMU-NY had \$134 billion in total assets as of March 31, 2014.

BTMU-NY underwrites clients across numerous industries including Power and Utilities, Renewable Energy, Automotive Industry, Healthcare, and Food and Beverage. It extends corporate banking services to Head Office customers.

### 2.3 Mitsubishi UFJ Securities (USA), Inc.

MUS(USA) is a wholly-owned subsidiary of MUSHD, which is a wholly-owned subsidiary of MUFG and a joint stock company (*kabushiki kaisha*) incorporated in Japan. MUSHD functions as an intermediate holding company for MUFG's global securities business, and has overseas subsidiaries in London, New York, Hong Kong, Singapore. MUSHD holds a 60% voting interest in Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ("MUMSS"), which focuses on Japanese domestic securities businesses. Headquartered in New York City, MUS(USA) is a member of the Financial Industry Regulatory Authority ("FINRA"), National Futures Association ("NFA") and the Securities Investor Protection Corporation ("SIPC").

In its capacity as a securities broker-dealer, MUS(USA) engages in capital markets origination transactions, private placements, collateralized financing, securities lending and borrowing transactions, and domestic and foreign debt and equity securities transactions.

MUS(USA) is part of MUFG's global network of securities firms, with affiliates in Tokyo, London, Hong Kong, and Singapore, active in markets in the Americas, Europe and Asia and serves corporate and institutional clients worldwide. It works in concert with BTMU, including BTMU-NY, and MUB, to provide

corporate and institutional clients with a complete range of securities and investment banking products and services, with a significant global presence and a strong platform for international growth.

## **2.4 The Bank of Tokyo-Mitsubishi UFJ, Ltd. and MUFG Americas Holdings Corporation Business Integration Initiative**

Effective July 1, 2014, the U.S. branch banking operations of BTMU were integrated with MUB. The integration did not involve a legal entity combination, but rather an integration of personnel and certain business activities. As a result of this initiative, all of BTMU's banking activities in the Americas are managed by employees of MUB, which includes the addition of approximately 2,300 U.S. employees of BTMU. This initiative also included the transfer of ownership of BTMU's U.S. corporate customer list to MUB. BTMU and MUB agreed to certain policies, which generally contemplate that transactions entered into with BTMU's U.S. corporate customers will have the opportunity to be booked at MUB, subject to its independent credit evaluation and other considerations, such as complying with underwriting standards and lending limits, meeting financial return objectives, and other risk management and regulatory considerations. BTMU's New York, Chicago and Los Angeles branches continue to record transactions and maintain relationships with BTMU's customers not on the aforementioned customer list but supported by the consolidated workforce at MUB. The BTMU branches also retain their functions and current roles in the foreign exchange and settlement businesses, and continue to provide services to Japanese customers. The operation of BTMU's businesses in the Americas located outside of the U.S. (in Latin America and Canada) remains unchanged, but under the oversight of MUAH.

As a result of this initiative, MUB and BTMU entered into a master services agreement, which provides for employees of MUB to perform and make available various business, banking, financial, administrative and shared support services and facilities for BTMU in connection with the operation and administration of BTMU's business in the U.S. (including BTMU's U.S. branches). In consideration for the shared support services, BTMU will pay to MUB fee income, which will reflect market-based pricing. Costs related to the shared support services performed by the transferred employees will be recorded in salaries and benefits. The master services agreement or any schedule relating to specified shared support services may be terminated at any time by BTMU or MUB upon 180 days prior written notice or immediately upon mutual agreement of the parties.<sup>1</sup>

<sup>1</sup> Except for termination provisions.

### 3 Core Business Lines

For the purposes of this Resolution Plan, MUFG has identified 13 CBLs based on the criteria set forth in the Rules. 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. Since MUFG functionally aligns its operations to legal entities, each CBL maps to a single ME.

#### 3.1 MUFG Union Bank, N.A. Core Business Lines

MUFG has identified eight CBLs operating out of MUB: Commercial Banking, Real Estate Industries ("REI"), U.S. Corporate Banking, Transaction Banking, Community Banking, Consumer Lending, Investment Banking & Markets ("IB&M"), and Wealth Markets. Each of these CBLs is also a CBL of MUB for the purposes of the IDI Plan.<sup>2</sup>

##### 3.1.1 Commercial Banking

Commercial Banking provides credit support in the form of term loans, letters/lines of credit, and other financing options to middle market and corporate customers. It generates lending-based revenue from customers primarily in California, Washington, Oregon, Texas, Illinois, and New York, as well as from its nationwide activities. Commercial Banking business focuses on a wide range of industries including Petroleum, Agribusiness, Energy, Entertainment, Technology, Aerospace & Defense, Healthcare, and Communications and Media. The Commercial Banking relationships often lead to improved profitability through cross-selling of other MUB products and services.

##### 3.1.2 Real Estate Industries

Real Estate Industries ("REI") business is a part of MUB's Commercial Banking Division but is set forth as a separate CBL due to its size and strategic importance of the business. REI is comprised of Institutional, Regional, Community Development Finance ("CDF") (collectively known as Non-Commercial Mortgage Operations), and Commercial Mortgage Operations business units. REI serves professional real estate investors and developers with products such as construction loans, commercial loans and mortgages, and bridge financing. Additionally, through the CDF unit, REI makes investments in affordable housing projects, as well as provides commercial construction and permanent financing loans. Non-Commercial Mortgage Operations customer transactions tend to be relationship driven, whereas Commercial Mortgage Operations is more of a transaction-based business.

##### 3.1.3 U.S. Corporate Banking

U.S. Corporate Banking ("USCB") offers a variety of products to meet the client's specific needs. USCB (legacy MUB portfolios) is comprised of two production business units: Power & Utilities and Public Finance. MUB's Corporate Power & Utilities group is a leading provider of banking products and services to the Utility, Utility Holding Company, and Independent Power Producer (Non-Utility Holding Company) sectors. Corporate Power & Utilities offers the following products: lines of credit (revolving, non-revolving), term loans, bridge facilities, construction loans, letters of credit (direct and fronting), derivatives (interest rate, FX), mezzanine, leasing project finance, corporate leasing, and syndications. MUB's Public Finance group provides term debt, standby bond purchase agreements, direct pay letters of credit, revolvers and standby letters of credit for tax-exempt bond issuances to municipalities and State and Local government entities in support of general obligation, general fund, revenue bond and enterprise borrowing needs.

<sup>2</sup> CBLs have been identified solely for resolution planning purposes and may differ from the operating segments that MUAH uses for management reporting in its periodic reports filed with the Securities and Exchange Commission ("SEC").

### 3.1.4 Transaction Banking

Transaction Banking provides cross-selling of products including working capital, cash management, corporate trust debt servicing, escrow and project finance agency services, institutional domestic and global custody, and liquidity management custody services. The business is a significant source of funding for MUB.

### 3.1.5 Community Banking

Community Banking offers a wide range of deposit products such as checking, savings, money market and business banking services to individuals and small businesses. It builds and maintains customer relationships through its retail branch network. The business supports the financial needs of nearly one million households via its full-service branches in California, Washington, and Oregon.

### 3.1.6 Consumer Lending

Consumer Lending originates and services MUB's consumer loans. In California and the Pacific Northwest, MUB offers mortgages to low and moderate-income, multicultural, and affluent borrowers who are purchasing or refinancing a home. MUB offers a range of loan solutions to meet customer needs including financing for personal residences as well as vacation homes and investment properties. Their product lines can be separated into three categories: home loans, home equity lines, and personal lines of credit.

### 3.1.7 Investment Banking & Markets

Investment Banking & Markets ("IB&M") provides investment banking and capital markets services to customer companies of MUB's Commercial Banking, U.S. Corporate Banking, and Real Estate Industries CBLs, including customers in the energy, healthcare, entertainment finance, waste management, retail, technology, and industrial sectors. It serves customers with foreign exchange, interest rate, and commodity risk management needs and facilitates syndicated financing, leasing and asset finance, and merchant and investment banking transactions.

IB&M offers a wide range of products across its four revenue generating businesses:

- Foreign Exchange and Derivatives;
- Merchant Banking;
- Syndications; and
- Leasing & Asset Finance.

### 3.1.8 Wealth Markets

Wealth Markets serves highest worth individuals and families, professional services firms, institutional/business, and foundation and endowment clients through the following primary areas:

- Wealth planning
- Investment management and trust
- Retail and institutional investment management
- Brokerage
- Custom credit
- Private wealth management

## **3.2 The New York Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd. Core Business Lines**

MUFG has identified three CBLs operating out of BTMU-NY: U.S. Corporate Banking Division (“USCBD”), Asian Corporate Banking Division (“ACBD”) and Global Markets Division for the Americas – Portfolio Management Group (“GMDA-PMG”). The business lines of BTMU-NY are organized to offer corporate banking, including lending, advisory, and capital markets services to Japanese, Asian and United States corporate clients. Below are BTMU’s CBLs in the Americas as well as additional detail about the major groups and divisions.

### **3.2.1 U.S. Corporate Banking Division**

USCBD provides services to non-Japanese, general corporate customers. USCBD products include short term and long term lending, commercial paper, trade finance, FX, and derivatives.

### **3.2.2 Asian Corporate Banking Division**

ACBD provides financial services, including short-term and long-term lending, commercial paper, trade finance, FX, and derivatives to support the businesses of Japanese and Asian corporate clients in the United States.

### **3.2.3 Global Markets Division for the Americas – Portfolio Management Group**

The Global Markets Division for the Americas is a division of the Global Markets Unit specifically assigned to conduct sales and trading of financial market products and asset/liability management businesses in the Americas. GMDA-PMG is responsible for market risk control/hedging income management and liquidity risk control.

## **3.3 Mitsubishi UFJ Securities (USA), Inc. Core Business Lines**

MUFG has identified two CBLs operating out of MUS(USA): 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. The client relationships are primarily an extension of BTMU-NY and MUB clients who require access to the global capital markets. The Capital Markets team works very closely with relationship managers of the affiliate banks to ensure a seamless relationship.

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

The Repo/Securities Lending business is a segment of the Rates business that engages in repurchase agreements, reverse repurchase agreements, and securities lending transactions with respect to U.S. treasuries, agencies, mortgage-backed securities, corporate bonds, and global equities.

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

### **4.1 Balance Sheet**

The following consolidated balance sheet of MUFG summarizes the assets and liabilities of MUFG as of March 31, 2014. The balance sheet data below is derived from MUFG's consolidated financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP").<sup>3</sup>

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<sup>3</sup> All financials related to Japanese-based entities are reported as of March 31, 2014, while all financials related to American-based entities are reported as of December 31, 2013.

**Exhibit 1.4-1: MUFG Balance Sheet as of March 31, 2014**

(¥ millions)

Assets	
Cash and due from banks	¥3,689,228
Interest-earning deposits in other banks	20,500,676
Call loans and funds sold	919,132
Receivables under resale agreements	7,300,037
Receivables under securities borrowing transactions	4,210,057
Trading account assets (including assets pledged that secured parties are permitted to sell or re-pledge of ¥11,847,846 and ¥12,984,404 in 2013 and 2014) (including ¥16,290,536 and ¥18,251,847 measured at fair value under fair value option in 2013 and 2014)	40,646,275
Investment securities	
Securities available for sale—carried at fair value (including assets pledged that secured parties are permitted to sell or repledge of ¥1,974,928 and ¥3,053,872 in 2013 and 2014)	51,885,652
Securities being held to maturity—carried at amortized cost (including assets pledged that secured parties are permitted to sell or repledge of ¥300,821 and ¥110,100 in 2013 and 2014) (fair value of ¥2,188,070 and ¥2,735,127 in 2013 and 2014)	2,706,982
Other investment securities	737,617
<b>Total investment securities</b>	<b>55,330,251</b>
Loans, net of unearned income, unamortized premiums and deferred loan fees (including assets pledged that secured parties are permitted to sell or repledge of ¥1,952,868 and ¥1,608,498 in 2013 and 2014)	110,276,411
Allowance for credit losses	(1,094,420)
<b>Net loans</b>	<b>109,181,991</b>
Premises and equipment - net	1,236,648
Accrued interest	277,222
Customers' acceptance liability	126,838
Intangible assets—net	1,133,354
Goodwill	728,515
Deferred tax assets	362,267
Other assets (including ¥3,006 and ¥2,000 measured at fair value under fair value option in 2013 and 2014)	8,018,586
<b>Total assets</b>	<b>¥253,661,077</b>

**Assets of consolidated Variable Interest Entities (“VIEs”) included in total assets above that can be used only to settle obligations of consolidated VIEs**

Cash and due from banks	¥3,167
Interest-earning deposits in other banks	33,158
Trading account assets	2,219,754
Investment securities	867,779
Loans	7,019,653
All other assets	236,131
<b>Total assets of consolidated VIEs</b>	<b>¥10,379,642</b>

**Liabilities and Equity**

Deposits

Domestic offices:

Non-interest-bearing	¥16,644,469
Interest-bearing	104,860,603

Overseas offices:

Non-interest-bearing	4,478,271
Interest-bearing	36,534,443

Total deposits	162,517,786
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Call money and funds purchased	3,417,455
Payables under repurchase agreements	21,268,072
Payables under securities lending transactions	5,520,718
Due to trust account	750,210
Other short term borrowings (including ¥5,041 and ¥28,875 measured at fair value under fair value option in 2013 and 2014)	11,106,071
Trading account liabilities	11,981,978
Obligations to return securities received as collateral	3,971,454
Bank acceptances outstanding	126,838
Accrued interest	143,362

Long-term debt (including ¥564,845 and ¥687,927 measured at fair value under fair value option in 2013 and 2014)	14,498,678
Other liabilities	5,607,011
<b>Total liabilities</b>	<b>¥240,909,633</b>

#### Commitments and contingent liabilities

##### Mitsubishi UFJ Financial Group shareholders' equity:

Capital stock:	
Preferred stock—aggregate liquidation preference of ¥390,001 in 2013 and 2014, with no stated value	442,100
Common stock—authorized, 33,000,000,000 shares; issued, 14,158,585,720 shares and 14,164,026,420 shares in 2013 and 2014, with no stated value	1,647,145
Capital surplus	6,363,413
Retained earnings:	
Appropriated for legal reserve	239,571
Unappropriated retained earnings	2,157,639
Accumulated other comprehensive income, net of taxes	1,357,682
Treasury stock, at cost - 4,374,857 common shares and 3,389,416 common shares in 2013 and 2014	(2,510)
Total Mitsubishi UFJ Financial Group shareholders' equity	12,205,040
Non-controlling interests	546,404
<b>Total equity</b>	<b>¥12,751,444</b>
<b>Total liabilities and equity</b>	<b>¥253,661,077</b>

#### Liabilities of consolidated VIEs for which creditors or beneficial interest holders do not have recourse to the general credit of Mitsubishi UFJ Financial Group

Other short term borrowings	¥44,221
Long term debt	966,838
All other liabilities	259,404
<b>Total liabilities of consolidated VIEs</b>	<b>¥1,270,463</b>

The following consolidated balance sheet summarizes the assets and liabilities of MUAH as of December 31, 2013.

**Exhibit 1.4-2: MUFG Americas Holdings Corporation and Subsidiaries Consolidated Balance Sheets**

(\$ millions except for per share amount)

**Assets**

Cash and due from banks	\$1,863
Interest bearing deposits in banks	4,329
Federal funds sold and securities purchased under resale agreements	11
Total cash and cash equivalents	6,203
Trading account assets (includes \$8 at December 31, 2013 and \$1 at December 31, 2012 of assets pledged as collateral)	851
Securities available for sale	15,817
Securities held to maturity (Fair value: December 31, 2013, \$6,439; December 31, 2012, \$1,135)	6,509
Loans held for investment	68,312
Allowance for loan losses	(568)
Loans held for investment, net	67,744
Premises and equipment, net	688
Intangible assets	290
Goodwill	3,228
FDIC indemnification asset	141
Other assets	4,423
<b>Total assets</b>	<b>\$105,894</b>

**Liabilities**

Deposits:

Noninterest bearing	\$26,495
Interest bearing	53,606
Total deposits	80,101
Commercial paper and other short term borrowings	2,563
Long term debt	6,547
Trading account liabilities	540

Other liabilities	1,675
<b>Total liabilities</b>	<b>\$91,426</b>
<b>Equity</b>	
MUAH stockholder's equity:	
Preferred stock:	
Authorized 5,000,000 shares; no shares issued or outstanding	—
Common stock, par value \$1 per share:	
Authorized 300,000,000 shares, 136,330,830 shares issued and outstanding as of December 31, 2013 and December 31, 2012	\$136
Additional paid-in capital	7,191
Retained earnings	7,512
Accumulated other comprehensive loss	(624)
Total MUAH stockholder's equity	14,215
Non-controlling interests	253
<b>Total equity</b>	<b>\$14,468</b>
<b>Total liabilities and equity</b>	<b>\$105,894</b>

## 4.2 Capital

### 4.2.1 Mitsubishi UFJ Financial Group, Inc. Ratios

The table below presents MUFG's consolidated total capital components, risk-weighted assets, and risk-adjusted capital ratios in accordance with Basel III at March 31, 2014. Underlying figures are calculated in accordance with Japanese banking regulations based on information derived from MUFG's consolidated financial statements prepared in accordance with Japanese Generally Accepted Accounting Principles ("Japanese GAAP") as required by the Japan Financial Services Agency ("JFSA"). The percentages in the table below are rounded down.

**Exhibit 1.4-3: MUFG Capital Components, Risk-Weighted Assets, and Risk-Adjusted Capital Ratios as of March 31, 2014**

(in accordance with Basel III)	(¥ billions)	Minimum capital ratios required
<b>Capital components:</b>		
Common Equity Tier 1	11,153	N/A
Additional Tier 1	1,189	N/A
Tier 1 capital	12,342	N/A
Tier 2 capital	3,053	N/A
Total capital	15,394	N/A
Risk-weighted assets	99,084	N/A
<b>Capital ratios:</b>		
Common Equity Tier 1	11.25%	4.00%
Tier 1 capital	12.45%	5.50%
Total capital	15.53%	8.00%

As of March 31, 2014, management believed that MUFG was in compliance with all capital adequacy requirements to which it was subject.

The table below represents MUB's capital ratios as of December 31, 2013.

**Exhibit 1.4-4: MUB Capital Ratios<sup>4</sup> as of December 31, 2013**

Capital Ratios for MUB:	Amount (\$ millions)	Actual Ratio
Tier 1 capital (to risk-weighted assets)	11,274	12.94%
Total capital (to risk-weighted assets)	12,990	14.91 %
Tier 1 leverage <sup>5</sup>	11,274	11.13 %

### 4.3 Sources of Funding and Liquidity

#### 4.3.1 Mitsubishi UFJ Financial Group, Inc.

On a consolidated basis, MUFG's primary source of liquidity is from a large balance of deposits, mainly ordinary deposits, certificates of deposit, and time deposits. As of March 31, 2014, MUFG's deposits exceeded its loans, net of allowance for credit losses of ¥109.18 trillion, by ¥53.34 trillion. These deposits provide MUFG with a sizable source of stable and low-cost funds. MUFG's average deposits, combined with average total equity of ¥10.68 trillion, funded 65.6% of MUFG's average total assets of ¥247.73 trillion during the fiscal year ended March 31, 2014.

The remaining funding is primarily provided by short-term borrowings and long-term senior and subordinated debt. Short-term borrowings consist of call money and funds purchased, payables under repurchase agreements, payables under securities lending transactions, due to trust account, and other short-term borrowings. From time to time, MUFG has issued long-term instruments such as straight bonds with maturities between three and ten years. The balance of MUFG's short-term borrowings as of March 31, 2014 was ¥42.06 trillion, and the average balance of MUFG's short-term borrowings for the fiscal year ended March 31, 2014 was ¥40.85 trillion. The balance of MUFG's long-term debt as of March 31, 2014 was ¥14.50 trillion, and the average balance of MUFG's long-term debt for the fiscal year ended March 31, 2014 was ¥12.64 trillion. Liquidity may also be provided by the sale of financial assets, including securities available-for-sale, trading account securities and loans. Additional liquidity may be provided by the maturity and repayment of loans.

#### 4.3.2 MUFG Union Bank, N.A.

On a consolidated basis, MUAH's primary sources of liquidity are core deposits, the securities portfolio, and wholesale funding. Core deposits exclude brokered deposits, foreign time deposits, and domestic time deposits greater than \$250,000. Wholesale funding includes unsecured funds raised from interbank and other sources, both domestic and international, and include both senior and subordinated debt. Also included are secured funds raised by selling securities under repurchase agreements and by borrowing from the Federal Home Loan Bank. MUAH also has in place a shelf registration statement with the SEC permitting ready access to the public debt markets. MUAH evaluates and monitors the stability and reliability of its various funding sources to help ensure that it has sufficient liquidity in adverse circumstances.

<sup>4</sup> MUB's capital ratios are calculated under Basel 1 rules

<sup>5</sup> Tier 1 capital divided by quarterly average assets (excluding certain intangible assets).

Short-term borrowings consist of call money and funds purchased, payables under repurchase agreements, payables under securities lending transactions, due to trust account, and other short-term borrowings. Liquidity may also be provided by the sale of financial assets, including securities available-for-sale, trading account securities and loans. Additional liquidity may be provided by the maturity of loans.

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

### **5.1 Mitsubishi UFJ Financial Group, Inc.**

MUFG engages in derivative activities involving swaps, forwards, futures, options, and other types of derivative contracts. Derivatives are used in trading activities to generate trading revenues and fee income for MUFG's own account and to respond to the customers' financial needs. Derivatives are also used to manage counterparty credit risk and market risk exposures to fluctuations in interest and FX rates, equity, and commodity prices.

Derivatives are also used to manage exposures to fluctuations in interest and FX rates arising from mismatches of asset and liability positions. Certain of those derivatives are designated as hedging instruments and qualify for hedge accounting. MUFG designates a derivative as a hedging instrument at the inception of each such hedge relationship, and it documents, for such individual hedging relationships, the risk management objective and strategy, including the item being hedged, the specific risk being hedged and the method used to assess the hedge effectiveness.

### **5.2 MUFG Union Bank, N.A.**

MUAH and its principal subsidiary, MUB, enter into certain derivative and other financial instruments primarily to assist customers with their risk management objectives and to manage MUAH's exposure to interest rate risk. When entering into derivatives on behalf of customers MUAH generally acts as a financial intermediary by offsetting a significant portion of the market risk for these derivatives with third parties. MUAH may also enter into derivatives for other risk management purposes and, subject to certain limits, may take market risk when buying and selling derivatives for its own account. All derivative instruments are recognized as assets or liabilities on the consolidated balance sheets at fair value.

Counterparty credit risk is inherent in derivative instruments. In order to reduce its exposure to counterparty credit risk, MUAH utilizes credit approvals, limits, monitoring procedures and master netting and collateral support annex ("CSA") agreements. Additionally, MUAH considers the potential loss in the event of counterparty default in estimating the fair value amount of the derivative instrument.

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

**Exhibit 1.6-1: MUFG ME Memberships in Material Payment, Clearing, and Settlement Systems**

Financial Market Utility	Type	Membership
All Secure FTP (Frost, State, CA, US Bank, Corr)	Check clearing	MUB
Automated Clearing House ("ACH")	Electronic network for financial transactions in the U.S.	MUB, BTMU-NY
Chicago Mercantile Exchange ("CME")	Futures exchange and swaps clearing house.	MUB. BTMU-NY
Clearing House Interbank Payments System ("CHIPS")	U.S. Dollar payment system.	MUB, BTMU-NY
Continuous Linked Settlement Bank International ("CLS")	CLS operates the largest multicurrency FX cash settlement system. Owned by financial institutions, CLS settles payment instructions relating to underlying FX transactions in 17 major currencies and certain other transactions that result in one-way payments in a subset of those currencies.	BTMU-NY
Depository Trust and Clearing Corporation ("DTCC")	U.S. clearing, settlement systems, U.S. Dollar payment system, and securities system.	BTMU-NY, MUS(USA)
Depository Trust Company ("DTC")	Clearing and depositories.	MUB
Electronic Payments Network ("EPN")	U.S. Dollar payment system (part of ACH).	BTMU-NY
Euroclear Bank	Clearing and depositories.	MUS(USA)
Federal Reserve Wire Network ("Fedwire")	U.S. Dollar payment system, U.S. clearing securities settlement, and fixed income depository.	MUB, BTMU-NY, MUS(USA)
Fixed Income Clearing Corporation ("FICC")	Fixed income clearing.	MUS(USA)
Interclearings	Check Clearing	MUB
National Securities Clearing Corporation ("NSCC")	Clearing and settlement.	MUB, MUS(USA)
Options Clearing Corporation	Clearing and depositories.	MUB, MUS(USA)

Financial Market Utility	Type	Membership
Society for Worldwide Interbank Financial Telecommunication ("SWIFT")	System for interbank financial telecommunication.	MUB, BTMU-NY, MUS(USA)
SVPCO Image Payments Network ("SVPCO")	Check clearing and check image exchange	MUB

## **7 Description of Foreign Operations**

MUFG's overseas network, comprising 1,154 locations in more than 40 countries as of March 31, 2014, is the largest among Japanese banking groups. In addition to ordinary financing, through this far-reaching network we meet diverse customer needs for fund procurement via syndicated loans and project finance as well as for cash management and M&A advisory services.

The Group is also enhancing regional networks through strategic investments and tie-ups with overseas financial institutions and strengthening its global CIB business. This strategy is intended to further increase the portion of overseas operations over the medium-to-long term.

The strategic alliance with Morgan Stanley also covers overseas operations, such as M&A advisory or joint financing in connection with customer acquisitions transactions around the world.

As of March 31, 2014, MUFG had approximately 100,500 employees globally. In addition, as of March 31, 2014, MUFG had approximately 34,800 part-time and temporary employees.

## 8 Material Supervisory Authorities

**Exhibit 1.8-1: MUFG Primary and Other Authorities for MEs**

Material Entity	Core Business Lines	Primary Authority	Other Authorities
The New York Branch of the Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU NY Branch")	U.S. Corporate Banking Division Asian Corporate Banking Division Global Markets Division – Portfolio Management Group	Federal Reserve Bank of San Francisco ("FRBSF") New York State Department of Financial Services ("NYSDFS")	Federal Reserve Bank of NY ("FRBNY") Japan Financial Services Agency ("JFSA") The Bank of Japan ("BOJ") U.S. Commodity Futures Trading Commission ("CFTC") National Futures Association ("NFA") NJ Department of Banking and Insurance ("NJDOBI") <sup>6</sup> U.S. Securities and Exchange Commission ("SEC")
Mitsubishi UFJ Securities (USA), Inc. ("MUS(USA)")	Capital Markets Repo/Securities Lending	Securities and Exchange Commission ("SEC") Commodity Futures Trading Commission ("CFTC") National Futures Association ("NFA") Financial Industry Regulatory Authority ("FINRA") Municipal Securities Rulemaking Board ("MSRB")	
MUFG Union Bank, N.A. ("MUB")	Commercial Banking Real Estate Industries ("REI") U.S. Corporate Banking Transaction Banking Community Banking Consumer Lending Investment Banking & Markets Wealth Markets	Office of the Comptroller of the Currency ("OCC") Federal Deposit Insurance Corporation ("FDIC")	FRBSF JFSA SEC FINRA Consumer Finance Protection Bureau ("CFPB") MSRB Federal Home Loan Bank ("FHLB") Office of the Superintendent of Financial Institutions (Canada) Cayman Islands Monetary Authority (Cayman Islands)

<sup>6</sup> BTMU NY Branch's Middle and Back Office operations are located in Jersey City, NJ.

## 9 Principal Officers

### 9.1 Mitsubishi UFJ Financial Group, Inc.

Information regarding the principal officers of MUFG is presented in the following table:

**Exhibit 1.9-1: MUFG Principal Officers as of July 1, 2014**

Name	Position
Kiyoshi Sono	Chairman
Tatsuo Wakabayashi	Deputy Chairman and Chief Audit Officer
Nobuyuki Hirano	President and CEO
Masaaki Tanaka	Deputy President
Taihei Yuki	Senior Managing Director and Chief Financial Officer
Akihiko Kagawa	Senior Managing Director, Chief Compliance and Risk Officer
Tadashi Kuroda	Managing Director and Chief Planning Officer

### 9.2 MUFG Union Bank, N.A.

Information regarding MUB's principal officers is presented in the following table:

**Exhibit 1.9-2: MUB Principal Officers as of July 1, 2014**

Name	Position
Annemieke van der Werff	Chief Human Resources Officer
Hironori Kamezawa	Deputy CEO for the Americas
Johannes Worsoe	Head of Investment Banking & Markets
John Itokazu	Co-Chief Information & Operations Officer for the Americas
John Woods	Chief Financial Officer for the Americas
Katsumi Hatao	Chief Executive Officer for the Americas, Head of Wholesale Banking
Kazuo Koshi <sup>7</sup>	Chief of Staff
Kevin Cronin	Head of U.S. Corporate Banking
Mark Midkiff	Chief Risk Officer
Michael Coyne	General Counsel for the Americas
Michael Gotimer	Co-Chief Information & Operations Officer for the Americas
J. Michael Stedman	Head of Commercial Banking & Real Estate
Ranjana Clark	Head of Transaction Banking
Timothy Wennes	Head of Retail Banking & Wealth Markets (West Coast President)
Takayuki Akita <sup>8</sup>	Head of Asian Corporate Banking

<sup>7</sup> Kazuo Koshi was appointed GM & Project Leones PMO Co-Lead effective September 2013 and became Chief of Staff effective July 2014.

<sup>8</sup> Takayuki Akita was appointed Head of Asian Corporate Banking effective July 01, 2014.

## 10 Resolution Planning Corporate Governance and Processes

MUFG has established a robust governance framework to ensure that all aspects of resolution planning receive appropriate attention by designated management committees and the Board of Directors. The governance framework leverages established committee roles and responsibilities and incorporates enhancements and offices designed to address resolution planning specifically. As a result, resolution planning at MUFG is fully integrated into its corporate governance structure.

### 10.1 165(d) Plan

MUFG is subject to global resolution planning requirements issued by the JFSA, in addition to U.S. resolution planning requirements required by the FRB and FDIC and resolution planning requirements in other jurisdictions. In order to properly address supervisory resolution planning initiatives designed to promote financial stability and enable authorities to resolve financial institutions in an orderly manner, MUFG Americas established the Recovery and Resolution Planning Office (“RRPO”) in the U.S. The RRPO is led by the Managing Director, Director of iCARR and Dodd Frank Regulatory Response. The RRPO’s primary objective is to establish a comprehensive governance and management process to oversee the development and delivery of the resolution plans required by the 165(d) Rule and IDI Rules. MUFG complies with global resolution planning requirements issued by the JFSA in addition to the U.S. resolution planning requirements set forth by the FRB and the FDIC.

The resolution planning governance structure for MUFG’s branch and subsidiary network in the Americas, including the U.S., is comprised of four primary tiers:

- U.S. entity level executive management;
- Parent level executive management oversight in the U.S., administered through the RRPO and approved by the MUFG Executive Committee for the Americas;
- Parent level executive management oversight in Tokyo, administered through the MUFG Global Regulatory Affairs Office and the MUFG Recovery and Resolution Plan Steering Committee; and
- MUFG Board level oversight.

The RRPO oversees all resolution plan activities for U.S. domiciled businesses including for BTMU-NY, MUS(USA), and MUB. MUFG’s Board of Directors in Tokyo is the ultimate owner of the Resolution Plan and is responsible for approving the plan annually.

The MUFG 165(d) approval process occurred in two stages. First, each ME approved its respective sections and contributions to the overall Resolution Plan.

Second, the consolidated Resolution Plan went through various approval stages in both the U.S. and in Japan. In the U.S., the Executive Committee for the Americas, as well as the Chief Executive Officer for the Americas and the Deputy Chief Executive Officer for the Americas, approved the 165(d) plan at the MUAH level. At the parent company level in Japan, MUFG Global Regulatory Affairs Office, MUFG Global Planning Division, Group Head of MUFG/BTMU Global, MUFG Recovery and Resolution Planning Steering Committee, and ultimately the MUFG Executive Committee / Board of Directors approved the Resolution Plan under the 165(d) Rule.

The governance of ongoing resolution planning work will continue to be overseen by the set of committees and working groups who assisted in the preparation of the 2014 Resolution Plans. Specifically, the ongoing oversight and management responsibility for the U.S. Resolution Plans will be conducted through the MUFG U.S. Operations RRPO, in conjunction with the individual entity work streams, which are supported by liaisons and subject matter experts within ME business lines and support functions.

## 10.2 IDI Plan

MUB's Resolution Plan is developed by MUFG Americas RRPO in coordination with MUFG U.S. Operations and the Global Recovery and Resolution Planning team.

The Resolution Plan at MUB is overseen by the Executive Sponsors including, the Chief Financial Officer and the General Counsel. Development and coordination of the Resolution Plan is completed by a dedicated team within the RRPO led by a senior officer of MUB, the Managing Director of iCARR and Dodd/Frank Regulatory Response. As the Head of Resolution Planning, this senior officer has firm-wide responsibility to ensure that MUB is adopting business organizational strategies, policies, and procedures that appropriately address the challenges faced in establishing a robust and credible resolution regime.

Ultimate approval of MUB's Resolution Plan is by the Board of Directors of MUB. Additionally, multiple committees, including the Audit and Finance Committee, the Executive Committee for the Americas and the Risk and Capital Committee of the Board of Directors, are involved in the development, updating, and review of the Resolution 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. MUFG has implemented Business Continuity Program (“BCP”) plans to assist with its risk management efforts. In the event of disaster, the BCP plan will facilitate the resumption of all normal business operations. As part of the information collection process in the context of the preparation of the Resolution Plan, each of the MUFG MEs and CBLs identified systems and applications deemed key to its respective businesses, entities, and operations.

MUB maintains a BCP program as required by the Office of the Comptroller of the Currency and the Federal Financial Institutions Examination Council, which ensures that legal obligations and business needs are maintained in case of an emergency. MUB’s BCP encompasses plan development, testing, and strategies for disaster recovery planning (systems) and business resumption planning (business), and for restoration to normal business and operations. The program lists the critical business activities, specifies priorities, designates alternate sites, documents detailed recovery procedures, and outlines employee responsibilities throughout any state of emergency.

## 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 United States. In addition, the IDI Rule generally requires that MUB be resolved in a way that ensures depositors have access to their insured deposits within one business day of failure (or two business days if the day MUB fails is any day other than a Friday), maximizes the value of MUB's assets and minimizes the amount of any loss realized by creditors in the resolution. 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 unique MEs, the strategy to resolve the U.S. operations of MUFG is organized around the resolution of its MEs.

### 12.1 MUFG Union Bank, N.A.

As an IDI, MUB would be resolved in a receivership under the Federal Deposit Insurance Act ("FDIA") administered by the FDIC. Once appointed as receiver under the FDIA, the FDIC would immediately 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 would be an immediate whole-bank purchase and assumption ("P&A") transaction with an acquirer for substantially all of the assets and deposit liabilities of MUB (the strategy the FDIC uses to resolve the vast majority of failed banks). If an acquirer cannot be found prior to the initiation of resolution or an immediate P&A transaction is otherwise not possible, MUB would be resolved through a transfer of all of its assets and deposits and substantially all of its liabilities, including those that support CBLs, to a bridge depository institution ("Bridge Bank"). A Bridge Bank is a new national bank organized by the FDIC in accordance with 12 U.S.C. § 1821(n). MUB is generally self-funding through its deposit franchise and other banking operations, and MUFG expects that the Bridge Bank would be able to fund itself based on the transferred deposits, assets, and lines of business. In a Bridge Bank scenario, the ultimate resolution of MUB would likely involve a P&A transaction with an acquirer involving substantially all of the Bridge Bank's assets and liabilities. Based on its stable, diversified deposit base and mix of business, MUB should be an attractive acquisition and should be readily resolvable under the FDIC's normally applicable resolution strategies while fully meeting all of the goals set forth in the IDI Rule. The continuity of CBLs is made possible by the strategies detailed above. Both P&A prior to resolution or Bridge Bank and subsequent P&A would preserve MUB's CSs through continued funding, the retention of key employees, and the continuation of key services operated within MUB.

### 12.2 The New York Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd.

In resolution, BTMU-NY would be subject to a resolution process overseen by the Superintendent of the NYSDFS ("Superintendent"), subject to Article 13 of the New York Banking Law ("NYBL").

The resolution strategy for BTMU-NY contemplates an orderly wind down and commencement of the liquidation and claims process conducted by the Superintendent as set forth in the NYBL. Upon seizure of BTMU-NY, title to all property on the books of BTMU-NY, wherever located, and all property of BTMU situated in New York (collectively, the "New York Liquidation Assets") would immediately vest with the Superintendent. The primary objective of the Superintendent would be to use the New York Liquidation Assets to satisfy the claims of unaffiliated creditors of BTMU-NY.

### **12.3 Mitsubishi UFJ Securities (USA), Inc.**

The U.S. Resolution Plan assumes that MUS(USA) would be resolved under Chapter 11 of the U.S. Bankruptcy Code and wound down in an orderly manner.

The primary objective of the Chapter 11 proceedings would be to maximize the value realized from the assets and businesses of MUS(USA). MUS(USA)'s assets primarily consist of securities and financial instruments, and MUS(USA) should be able to dispose of these assets expeditiously.