

§165(d) Tailored Resolution Plan for 2013

Section 1: Public Section

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(a) Public SectionIntroduction

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

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

(1) The names of material entities

For resolution planning purposes, the Covered Company has identified The Gunma Bank, Ltd. New York Branch (“The New York Branch”) as the only ME operating in the U.S.

The New York Branch primarily provides loans to corporate customers that are customers of the Covered Company domestically in Japan and have their branches and/or subsidiaries in the U.S. As of March 31, 2013, the New York Branch had total assets of approximately \$870 million.

While the New York Branch does not conduct any significant activities of a CO or CBL, the Covered Company has identified the New York Branch as the sole ME in the U.S. for providing access to the U.S. financial markets.

(2) A description of core business lines

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

Based on this assessment, the Covered Company identified its loan business and securities investment business as the only global business lines conducted in the U.S. As discussed, the New York Branch only engages corporate loan business and securities investment business. The New York Branch’s loan business as well as securities investment business represented less than 3% of that of global total

in terms of revenue and assets for the year ended March 31, 2013 and as of March 31, 2013 respectively.

	Metrics			
	Revenue (\$000)	% of global total	Assets (\$000)	% of global total
New York Branch Loans	3,503	1%	414,067	1%
Global Total	674,865	100%	46,303,976	100%
New York Branch Securities	4,506	2%	444,162	2%
Global Total	238,189	100%	22,899,633	100%

Therefore, for resolution planning purposes, the Covered Company does not believe that the New York Branch performs any CBL activities that are material due to de minimis financial impact along with unchanged business strategies.

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

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

The Gunma Bank, Ltd.	
Balance Sheet	
March 31, 2013	
(Expressed in Thousands of U.S. Dollars)	
Assets	
Cash and due from banks	975,027
Call loans	1,097,453
Commercial paper and other debt purchased	147,188
Trading account securities	33,172
Money held in trust	41,776
Securities	22,899,633
Loans and bills discounted	46,303,976
Foreign exchange	54,635
Lease receivables and investment assets	374,397
Other assets	447,990
Tangible fixed assets	689,285
Intangible fixed assets	91,112

The Gunma Bank, Ltd.	
Balance Sheet	
March 31, 2013	
(Expressed in Thousands of U.S. Dollars)	
Deferred income tax assets	20,419
Customers' liabilities for acceptances and guarantees	168,670
Reserve for possible loan losses	-565,920
Total assets	<u>72,778,813</u>
Liabilities	
Deposits	63,125,669
Call money and bills sold	398,002
Payable under securities lending transactions	1,866,404
Borrowed money	1,457,807
Foreign exchange	3,161
Other liabilities	555,040
Reserve for bonuses for directors and corporate auditors	617
Reserve for employee retirement allowances	28,223
Reserve for retirement benefits for directors and corporate auditors	8,222
Reserve for losses on repayments of dormant bank accounts	11,547
Reserve for point loyalty programs	1,281
Reserve for contingent losses	6,883
Deferred income tax liability	304,032
Deferred income tax liability by land revaluation excess	103,671
Acceptances and guarantees	168,670
Total liabilities	<u>68,039,229</u>
Net Assets	
Common stock	517,302
Capital surplus	309,844
Retained earnings	2,911,491
Treasury stock	-31,477
Total stockholders' equity	<u>3,707,160</u>
Net unrealized gain on securities available for sale	818,105
Net deferred losses on hedging instruments, net of taxes	-684
Land revaluation excess	145,297
Foreign currency translation adjustment	-9,096
Total accumulated other comprehensive income	<u>953,622</u>
Subscription rights to shares	962
Minority interest	77,840
Total net assets	<u>4,739,584</u>
Total liabilities and net assets	<u>72,778,813</u>

The Covered Company’s financial reporting is prepared in accordance with accounting principles and practices generally accepted in Japan (“Japanese GAAP”).

(4) A description of derivative activities and hedging activities

The Covered Company conducts derivative transactions including interest rate swaps and currency swaps in an effort to accommodate clients’ financial needs, and as part of the Covered Company’s ALM effort. Besides, the Covered Company engages in proprietary derivative trading with the purpose to earn short-term spread, subject to risk management including the setting of certain position limits and maximum allowable losses, in an effort to prevent losses in excess of certain threshold.

The Covered Company applies hedge accounting. The Covered Company confirms that for hedges of interest rate to which exceptional treatment of interest rate swap is applied. The conditions for exceptional treatment are met and that for hedges of foreign currency exchange fluctuation risk, foreign currency position exceeds hedged instruments.

Assets and liabilities in the forms of loans, bonds and deposits are exposed to interest rate risk, which is partially hedged by interest rate swap transactions. Likewise foreign currency denominated loans and bonds involve foreign currency exchange fluctuation risk, which is mitigated by making it a rule to match the currency of investment and financing or hedged by the use of currency swap transactions.

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

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

Membership	Description of the Membership	Legal Entity Owner of the Membership	Membership Status
Federal Reserve Wire Network (Fedwire)	Payments to third parties	New York Branch	Through agent bank (JP Morgan Chase)
Deposit Trust Company (DTC)	Settlement of equities and corporate bonds	New York Branch	Through agent bank (JP Morgan Chase)
Clearing House Interbank Payments System (CHIPS)	Payments to third Parties	New York Branch	Through agent bank (JP Morgan Chase)
SWIFT	Financial messaging related to payment processing	New York Branch	Direct member

(6) A description of foreign operations

In addition to its 149 domestic branches, including 19 sub-branches in Japan, the Covered Company operates outside of Japan at an overseas branch in New York and an overseas subsidiary in Hong Kong, and has an overseas representative office in Shanghai, China.

(7) The identities of material supervisory authorities

The Covered Company is supervised by the Japanese Financial Services Agency and Kanto Local Finance Bureau, Ministry of Finance Japan.

The New York Branch is supervised by the Federal Reserve Bank and New York State Department of Financial Services.

(8) The identities of the principal officers

The principal officers for the Covered Company are as follows:

Name	Title
Hiroshi Yomo	Chairman (Member of Executive Committee and Board of Directors)
Kazuo Saito	President (Member of Executive Committee and Board of Directors)
Tomisaburo Igarashi	Senior Managing Director (Member of Executive Committee and Board of Directors) (Responsible for the operations of Financial Markets and International Department)
Hisao Tsunoda	Managing Director (Member of Executive Committee and Board of Directors) (Responsible for the operations of Corporate Planning Department)
Akihiko Fukai	Director and General Manager of Corporate Planning Department (Member of Board of Directors) (This department is in charge of the corporate planning of the bank including resolution plan)
Haruo Erikawa	General Manager of Financial Markets and International Department (This department supervises the management of overseas branch, subsidiary and representatives)

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

Name	Title
Toru Sasaki	General Manager
Satoshi Teshigawara	Deputy General Manager

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

The Covered Company recognizes that the resolution planning is a new process and will evolve over time based upon supervisory feedback and on-going enhancements. To ensure the effectiveness of the governance structure and processes, the Covered Company has embedded resolution planning into its existing governance structure.

The resolution plan will be reviewed and updated on an annual basis, based on year-end figures of the previous financial year (as of March 31, 2013 for this year's plan). Upon any event, occurrence, change in conditions or circumstances or other change that results in, or could reasonably be foreseen to have, a material effect on the resolution plan of the Covered Company (e.g. divestment of a significant business), the Covered Company will, as set forth in the SIFI rule, file a simple notice with FRB/FDIC and address such material event in the next annual TRP or – if jointly determined by FRB/FDIC – in the more frequently updated TRP as appropriate.

The resolution plan is prepared by the New York Branch, and then it is reviewed by the Financial Markets & International Department and the Corporate Planning Department. If either department finds any modifications or corrections, the New York Branch follows their instructions. After the review in the departments, the resolution plan is submitted to Executive Committee to be discussed and finally to the Board of Directors to be approved.

The 2013 TRP has been formally reviewed and approved by the Board of Directors on December 25, 2013. Also at the same Board meeting, the Board of Directors has resolved that it will delegate the authority, under the express authority of the Board of Directors, for final approval of the TRPs for the next submission (i.e. normally the 2014 TRP) and the following submissions in the absence of material changes to the President after deliberation at the Executive Committee, while the authority for final approval of the TRPs for the next and following submissions in the presence of such changes will still be retained by the Board of Directors.

(10) A description of material management information systems

The primary responsibility of the New York Branch's Management Information Systems ("MIS") is to provide comprehensive information to the New York Branch's Senior Management to manage the branch in effective and efficient manners.

The New York Branch's management information systems ("MIS") consist of systems and reports generated for Risk, Finance, Accounting, Management and Operation.



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

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

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