



Commonwealth Bank of Australia

2013 §165(d) Tailored Resolution Plan

12/31/2013

Public Section

(i) Executive Summary

Requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act

Section 165(d) of the Dodd-Frank Act (“DFA”) and its implementing rules require, among other things, any company covered by section 165 (d) to produce a Resolution Plan (such Plan for Commonwealth Bank of Australia (herein referred to as “the Group”) being this “Resolution Plan”) to provide for such company’s rapid and orderly resolution in the event of material financial distress or failure. The implementing rules (collectively, the “Rule”) were jointly issued by the Federal Reserve System (the “Board”), codified at 12 C.F.R. Part 243, and the Federal Deposit Insurance Corporation (the “FDIC” and together with the Board, the “Agencies”), codified at 12 C.F.R. Part 381, on November 1, 2011. CBA is considered a “Covered company” under the Rule and must file this Resolution Plan with the Agencies. References to the Rule contained herein are to 12 C.F.R. Part 243 promulgated by the Board.

Under the requirements of the Rule, covered companies are required to assess their United States banking operations for the presence of “material entities”, “critical operations,” and “core business lines”. The United States entities CBA New York Branch (herein referred to as “the Branch”) supports only have a small United States operation, no core Business Lines (CBLs) or critical Operations (COs) relative to the Group’s global operations. On this basis, the Group has no material entities, and this Resolution Plan shall focus on the Branch as an operational and legal extension of the Group. Therefore, the focus of this Resolution Plan is the orderly resolution of the Branch driven by the requirements of the OCC’s receivership procedures for the orderly liquidation of a banking entity in resolution.

Description of the Group

The Group is a public company limited by shares, incorporated in Australia. Its principal ordinary share listing and quotation is on the Australian Securities Exchange (“ASX”). The Group’s registered office, and head office, is located in Sydney, Australia. The Group also operates in a number of other countries, including the United Kingdom, Japan and the United States.

The Group is Australia’s leading provider of integrated financial services including retail banking, premium banking, business banking, institutional banking, funds management, superannuation, insurance, investment and sharebroking products and services. The Group is one of the largest listed companies on the Australian Securities Exchange and is included in the Morgan Stanley Capital Global Index.

The Group provides a broad range of banking and financial products and services to retail, small business, corporate and institutional clients. It conducts its operations primarily in Australia, New Zealand and the Asia Pacific region. The Group operates in the following business segments:

- Retail Banking Services
- Business and Private Banking
- Institutional Banking and Markets
- Wealth Management
- International Financial Services

The Group reported its annual results for fiscal year 2012 on August 15, 2012. It had total consolidated assets of approximately AUD 718 billion and after tax net income of approximately AUD 7.09 billion.

Overview of the Branch

The Group maintains a licensed branch in New York (“the Branch”). In the United States, the Branch is regulated by the Office of the Comptroller of Currency (OCC) and it is also supervised by the Federal Reserve Bank of New York as a branch operation of a Foreign Banking Organization (FBO). The Group is regulated as a Bank Holding Company. Because the Group’s total consolidated global assets exceed \$50 billion, it is a covered company under Regulation QQ and must submit a resolution plan that covers its operations in the United States.

The Branch was established in 1977. The Branch has dedicated infrastructure, utilities, and natural resources teams to develop capital solutions that suit clients’ needs. The Branch also offers a range of global market services including foreign exchange, interest rate derivatives, commodities, fixed income products, money market services and private placements.

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

The balance sheet of the Group as at December 2012

Fig ii - 1

Assets	\$M
Cash and liquid assets	18,837
Receivables due from other financial institutions	9,650
Assets at fair value through Income Statement:	
Trading	17,736
Insurance	14,136
Other	1,211
Derivative assets	36,838
Available-for-sale investments	58,792
Loans, bills discounted and other receivables	534,645
Bank acceptances of customers	8,155
Property, plant and equipment	2,598
Investment in associates	2,029
Intangible assets	10,366
Deferred tax assets	840
Other assets	5,488
	721,321
Assets held for sale	18
Total assets	721,339
Liabilities	
Deposits and other public borrowings	448,410
Payables due to other financial institutions	23,479
Liabilities at fair value through Income Statement	7,195
Derivative liabilities	37,203
Bank acceptances	8,155
Current tax liabilities	1,287
Deferred tax liabilities	395
Other provisions	1,223
Insurance policy liabilities	13,032
Debt issues	119,284
Managed funds units on issue	710
Bills payable and other liabilities	7,840
	668,213
Loan capital	9,827
Total liabilities	678,040
Net assets	43,299
Shareholders' Equity	
Share capital:	
Ordinary share capital	26,126
Other equity instruments	939
Reserves	1,262
Retained profits	14,440
Shareholders' equity attributable to Equity holders of the Bank	42,767
Non-controlling interests	532
Total Shareholders' equity	43,299

Source: the Group Balance Sheet for half year as at December 31, 2012:
<https://www.commbank.com.au/content/dam/commbank/about-us/shareholders/pdfs/results/2013-Half-year-results-profit-announcement.pdf>

(iii) A description of derivative activities and hedging activities

The Branch engages in derivative activities for hedging purposes. Hedges are performed for interest rate and currency risk. There are no other derivatives or hedging activities.

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

The Branch is a member of SWIFT and Depository Trust Company (DTC).

(v) A description of foreign operations

The Branch has no foreign operations (other than the Group) material to its resolution.

(vi) The identities of material supervisory authorities

The Branch is supervised by the following authorities:

USA

- (1) OCC; and
- (2) Federal Reserve Bank of New York.

Australia

- (1) The Australian Prudential Regulation Authority ("APRA"), the statutory authority overseeing banks, credit unions, building societies, and parts of the insurance industry;
- (2) The Reserve Bank of Australia (RBA), the Central Bank of Australia;
- (3) Australian Securities and Investments Commission (ASIC);
- (4) Australian Securities Exchange (ASX);
- (5) Australian Competition and Consumer Commission (ACCC); and
- (6) The Commonwealth Treasury (the Treasury)

(vii) The identities of the principal officers

- (1) Fiamma Morton, Managing Director The Americas
- (2) Albert Naffah, Director International Operations Americas
- (3) Evan Williams, Head of Credit Risk, Americas

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

The Resolution Plan is a living document meaning that it is subject to annual review and approval. Each iteration of the Resolution Plan will be updated to include changes in the Branch's business, operations, and entities. The Resolution Plan will be subject to review and challenge by senior management and subject matter experts both within the Branch and the Group and with assistance from external providers if required. Any new developments in regulations will be incorporated into the Resolution Plan with each iteration.

This process will follow the existing the Group governance structure culminating in annual approval by the Executive Risk Committee, the body with delegated authority from the Group's Board to approve the Resolution Plan. The Executive Risk Committee is principally responsible for approving the Group's risk tolerance related strategies and policies, and is responsible for the oversight of policy compliance and effectiveness of the risk and compliance management framework that is in place..

(ix) **A description of material management information systems**

The Branch uses the following material management information's systems, known as CRLS, PeopleSoft GL and Midas

- CRLS captures customer credit risk information
- PeopleSoft GL provides all profit & loss and balance sheet information
- Midas is a loan maintenance platform

(x) **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.**

The resolution strategy of the Branch will be on the basis of a "jump to default" assumption; it will be a relatively straightforward receivership whereby assets will be liquidated and distribution made to creditors. Upon determination of insolvency, the OCC will appoint a receiver to initiate orderly liquidation of the Group's assets within the U.S. The receiver will "ring fence" all of the Group's assets located in the United States. The receiver will apply these assets to repay liabilities of the Branch. Once all the claims are satisfied, excess proceeds are returned to the Group's home office for treatment under the Australian resolution framework.