

## U.S. Section 165(d) Tailored Resolution Plan

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### Public Section

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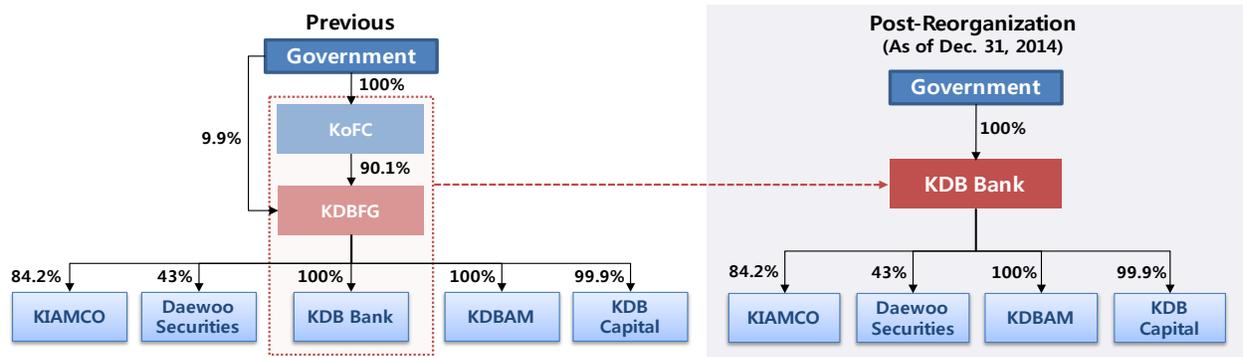
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## **a. Public Section**

### **a.1 Introduction**

As described in our notice to the Board of Governors of the Federal Reserve System (“FRB”) in April of 2015, an amendment of the Korea Development Bank Act (“KDB Act”) was made on May 21, 2014, in order to reflect the proposal of the Financial Services Commission of Korea to redefine roles of the policy-driven financial institutions in the Republic of Korea (“Korea”). The amended KDB Act, effective December 31, 2014, among other things, specified the withdrawal of the Korean government’s plan to privatize Korea Development Bank (“KDB Bank”) and strengthened government control over, and the public policy financing role of, KDB Bank after the mergers with Korea Finance Corporation (“KoFC”) and KDB Financial Group (“KDBFG”). According to the amended KDB Act, on December 31, 2014, KoFC and KDBFG merged back into KDB Bank. As a result, KDB Bank is now wholly owned by the Korean government, and KDB Bank has direct control over other subsidiaries such as Daewoo Securities Co., Ltd.

(“Daewoo Securities”), KDB Capital Corporation (“KDB Capital”), KDB Asset Management Co., Ltd. (“KDBAM”) and KDB Infrastructure Investment Asset Management Company, Ltd. (“KIAMCO”). The following diagram shows KDB Bank’s ownership structure before and after the reorganization.



KDB Bank is a foreign banking organization duly organized and existing under the laws of Korea. KDB Bank established a New York state-licensed branch (“KDB NY”) in New York City. KDB Bank also holds a controlling interest in a broker-dealer subsidiary, Daewoo Securities, which wholly owns a broker-dealer registered with the U.S. Securities and Exchange Commission (“SEC”), Daewoo Securities (America) Inc. (“DSAI”). This resolution plan (the “U.S. Resolution Plan”) is being filed by KDB Bank pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and implementing regulations issued by the FRB (12 C.F.R. Part 243) and the Federal Deposit Insurance Corporation (the “FDIC”) (12 C.F.R. Part 381) (collectively, the “Resolution Plan Rule”).

Section 165(d) of the Dodd-Frank Act and the Resolution Plan Rule require a foreign bank or company that is, or is treated as, a bank holding company under section 8(a) of the International Banking Act of 1978 (the “IBA”)(12 U.S.C. §§3101 *et seq.*) and that has \$50 billion or more in total consolidated assets to submit annually a plan for the rapid and orderly resolution of the U.S. operations of a “covered company” in the event of material financial distress or failure. As a foreign-based covered company with less than \$100 billion in total U.S. non-bank assets, KDB Bank (formerly KDBFG) submitted its initial resolution plan to the FRB and the FDIC on December 24, 2013.

KDB Bank is treated as a bank holding company under Section 8(a) of the IBA because it controls and maintains a branch office in the U.S. Accordingly, KDB Bank is a “foreign-based covered company” subject to the Resolution Plan Rule. This Public Section of the U.S. Resolution Plan provides an executive summary of KDB Bank’s overall resolution strategy. All financial and other information included in this U.S. Resolution Plan are, unless otherwise indicated, reported on a consolidated basis under International Financial Reporting Standards as adopted in Korea (“K-IFRS”), in Korean won and as of December 31, 2014, KDB Bank’s fiscal year-end.

## a.2 Overview of KDB Bank

KDB Bank, the Covered Company, was established in April 1, 1954 as a government-owned financial institution pursuant to the KDB Act, as amended. Since its establishment, KDB Bank has been the leading bank in Korea with respect to the provision of long-term financing for projects designed to assist the nation’s economic growth and development. The Korean government owns all of its paid-in-capital. KDB Bank is located at 14 Eunhaeng-ro, Yeongdeungpo-gu, Seoul, Korea.

KDB Bank’s primary business activities include: (a) corporate banking and restructuring; (b) investment banking; and (c) alternative investments. For corporate banking and restructuring, KDB Bank provides loans and trade finance for corporate clients and plays the crucial role in corporate restructuring businesses in Korea. Investment banking’s primary services are corporate funding, advisory, mergers and acquisitions, and derivative and FX trading. Alternative investments include project finance capabilities and private equity businesses.

### a.2.1 Daewoo Securities

Daewoo Securities was established on September 23, 1970 under the name of Dong Yang Securities Co., Ltd. and changed its name to Daewoo Securities Co., Ltd. on October 20, 1983. Daewoo Securities’ shares have been listed on the Korea Exchange since December 31, 1975. Daewoo Securities engages in brokerage, wealth management, investment banking, sales and trading, and other related businesses. The head office is located in Seoul, Korea.

### a.2.2 KDB Capital

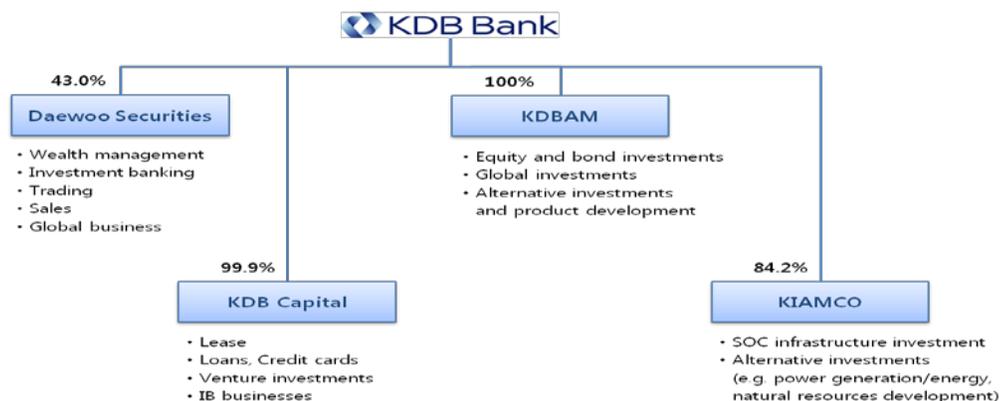
KDB Capital was established on December 16, 1972 to engage in leasing industrial machinery, equipment, aircraft, ships and automobiles, and investing as well as providing financing services to venture companies. The head office is located in Seoul, Korea.

### a.2.3 KDBAM

KDBAM was established on May 13, 1996 to engage in the securities trading, brokerage, advisory, underwriting and other related business activities. The head office is located in Seoul, Korea.

### a.2.4 KIAMCO

KIAMCO was established on October 28, 2003 to engage in establishing funds and investing in alternative assets such as infrastructure, power plant, energy, transportation, etc. The head office is located in Seoul, Korea.



As of December 31, 2014, KDB holds a 43% ownership interest in Daewoo Securities, the parent company of DSAI. The remaining 57% ownership interest is allocated among individual investors (28.7%), foreign investors (17.1%), and institutional investors (10.0%) and 1.2% is treasury stock. DSAI is a wholly owned subsidiary of Daewoo Securities.

Subject to market conditions, KDB Bank intends to divest some of its subsidiaries such as Daewoo Securities, KDB Capital and KDBAM that do not have public policy financing roles.

### **a.2.5 U.S. Operations**

In the United States, KDB Bank operates through KDB NY. In addition, KDB Bank holds a controlling interest in DSAI through Daewoo Securities. These are the only U.S. operations of KDB Bank and its subsidiaries. KDB Capital, KDBAM, and KIAMCO do not maintain any operations in the United States.

## **a.3 Summary of the Resolution Plan**

### **a.3.1 Overview of U.S. Resolution Plan**

KDB Bank's limited operations in the United States are primarily housed in KDB NY and DSAI. KDB Bank's U.S. Resolution Plan is intended to provide the FRB and the FDIC with an explanation of KDB Bank's plan for the rapid and orderly resolution of its U.S. operations in the event of the material financial distress or failure of the covered company. The U.S. Resolution Plan includes the information required by the Resolution Plan Rule, including a description of KDB Bank's U.S. operations and determination process of core business lines, critical operations, and material entities.

### **a.3.2 Names of Material Entities**

Under the Resolution Plan Rule, a "material entity" is a subsidiary or foreign office of the "covered company" that is significant to the activities of a critical operation or core business line. "Critical operations" are those operations, including associated services, functions and support, of which the failure or discontinuance would pose a threat to the financial stability of the United States. "Core business lines" are those business lines, including associated operations, services, functions and support that, in the covered company's view, upon failure would result in a material loss of revenue, profit, or franchise value.

KDB Bank has determined that it does not have any critical operations that, upon their failure or discontinuance, would pose a threat to the financial stability of the United States. Overall, the relatively limited scope, nature and volume of KDB Bank's U.S. operations are such that their failure or discontinuance would not pose a threat to the stability of the U.S. financial system. The FRB and the FDIC also have not designated any operations of the covered company as a critical operation.

KDB Bank has also determined that it had no core business lines based on analysis performed on a quantitative as well as a qualitative basis. On a qualitative basis, failure of KDB Bank's U.S. operations would not have a material effect on the overall franchise value of the company. As such, KDB Bank determined that none of the business lines conducted in the United States should be considered as a core business line for the purposes of this U.S. Resolution Plan.

Because none of the business lines of KDB Bank that are conducted in the United States have been determined to be a "core business line" or "critical operation", KDB Bank has identified no "material entity" for purposes of the U.S. Resolution Plan.

### a.3.3 Description of Core Business Lines

As noted above, for purposes of the U.S. Resolution Plan, KDB Bank has identified no core business lines. None of the business lines in U.S. operation is significant in quantitative aspects when compared to the total assets of KDB Bank. In addition to the above quantitative analysis, a qualitative analysis was used to determine whether the business lines operating in the United States would have a material effect on the overall franchise value of KDB Bank. Pursuant to KDB Bank's qualitative and quantitative analyses, no core business lines were identified.

### a.4 Summary of Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources

The following table is a summary of KDB Bank's audited consolidated financial information under K-IFRS as of December 31, 2014.

	In millions of won
	As of December 31, 2014
<b>Assets</b>	
Cash and due from banks	10,895,269
Financial assets held for trading	13,580,879
Financial assets designated at fair value through profit or loss	3,761,008
Available-for-sale financial assets	55,446,530
Held-to-maturity financial assets	38,393
Loans	143,484,363
Derivative financial assets	5,370,055
Investments in associates	22,013,932
Property and equipment, net	1,655,430
Investment property, net	353,392
Intangible assets, net	2,762,766
Deferred tax assets	1,364,318
Current tax assets	164,212
Other assets	15,441,740
Non-current assets held for sale	945,708
<b>Total assets</b>	<b>277,277,995</b>
<b>Liabilities</b>	
Financial liabilities held for trading	393,963
Financial liabilities designated at fair value through profit or loss	11,545,773
Deposits	41,665,836
Borrowings	37,814,365
Bonds	120,731,289
Derivative financial liabilities	5,817,922
Policy reserves	11,402,367
Defined benefit liabilities	248,546
Provisions	980,492

Deferred tax liabilities	2,959,514
Current tax liabilities	292,557
Other liabilities	12,982,004
Non-current liabilities held for sale	238,926
<b>Total liabilities</b>	<b>247,073,554</b>
<b>Equity</b>	
Issued capital	15,180,399
Capital surplus	1,621,637
Capital adjustment	223,694
Accumulated other comprehensive income	687,051
Retained earnings	8,080,721
Total equity attributable to equity holders of the Company	25,793,502
Non-controlling interests	4,410,939
<b>Total equity</b>	<b>30,204,441</b>
<b>Total liabilities and equity</b>	<b>277,277,995</b>

#### **a.4.1 Capital Adequacy**

As of December 31, 2014, KDB Bank's consolidated capital ratios, as computed under the Basel III guidelines, were maintained at a high level with a Tier 1 capital ratio of 11.88%, Tier 2 capital ratio of 1.79% and a total capital ratio of 13.67%.

#### **a.4.2 Major Funding Sources; Liquidity Risk Management**

KDB Bank funds itself through deposits, borrowings, and bonds. KDB Bank attempts to diversify funding sources by continuously expanding its deposit base through corporate deposits and by issuing bonds overseas.

As of December 31, 2014, KDB Bank's deposits amounted to 41.7 trillion won, an increase of 2.7% from December 31, 2013. Borrowings stood at 37.8 trillion won, an increase of 1.8% from December 31, 2013, and bonds were 120.7 trillion won, an increase of 8.0% from December 31, 2013. The majority of the total financing came through bond issuances and the portion of deposits remained similar to the last year's level, reflecting the goals of the amended KDB Act to strengthen the public policy financing role of KDB Bank and gradually reduce its retail banking services.

For Daewoo Securities, total assets stood at 30.6 trillion won as of December 31, 2014, an increase of 17.7% or 4.6 trillion won from December 31, 2013. Total liabilities stood at 26.4 trillion won as of December 31, 2014, an increase of 19.7% or 4.3 trillion from December 31, 2013. Derivatives-linked securities increased by 2.5 trillion won as a result of the increased issuance of equity linked securities and derivatives-linked securities products, and borrowings rose by 1 trillion won, driven up by a growth in repurchase agreement bond sales to customers. As of December 31, 2014, total shareholders' equity was 4.2 trillion won, up 6.6% from December 31, 2013.

## Liquidity Risk Management

KDB Bank defines liquidity risk as the possibility of incurring loss due to a temporary shortage in funds caused by a maturity mismatch or an unexpected capital outlay. Liquidity risk increases when funding rates rise, assets are sold below fair value, or a good investment opportunity is missed. To better manage liquidity risk, KDB Bank and its subsidiaries comply with the liquidity-related supervision ratios required by the respective authorities and calculate measurement indices such as liquidity coverage ratio, liquidity ratio, and liquidity gap. KDB Bank and Daewoo Securities, in particular, separately conduct liquidity stress tests under crisis-type scenarios to maintain a liquidity gap structure that is stable in diverse market conditions. Moreover, to prepare for unexpected liquidity problems arising from rapid changes in the market environment or in monetary policy, each subsidiary of KDB Bank has set up a contingency plan. The operational status of liquidity risk management is also regularly reported to KDB Bank’s Board of Directors.

### a.4.3 Description of Derivatives and Hedging Activities

KDB Bank enters into derivatives transactions mainly to meet the needs of its clients’ hedging strategies or to mitigate its own risks arising from shifts in interest rates, currency values and other market variables. KDB Bank participates in inter-bank markets for the purpose of hedging and managing the positions created from internal and external transactions. To this end, KDB Bank transacts in a variety of derivative products including forwards, futures, options and swaps, and has a specialized organization committed to derivatives transactions and the risk management system.

For the purpose of hedging the exposure to the variability of fair values of funds in Korean won by changes in interest rates or exchange rates, KDB Bank mainly uses interest rate swaps or currency rate swaps. The main counterparties are foreign financial institutions and local banks. In addition, to hedge the exposure to the variability of fair values of bonds in foreign currency by changes in interest rates or foreign exchange rates, KDB Bank mainly uses interest rate swaps or currency rate swaps.

The use of derivatives for hedging helps minimize unplanned fluctuations in earnings, fair values of assets and liabilities, and cash flows caused by interest rate, foreign currency and other market value volatility. These derivatives are qualified as fair value hedges or cash flow hedges for accounting purposes.

### a.4.4 Memberships in Material Payment, Clearing, and Settlement Systems

KDB Bank, acting through KDB NY, is a member of certain U.S. payment, clearing and settlement systems that enable it to access systems necessary to provide services to its customers and clients. The following is list of KDB NY’s memberships in material payment, clearing and settlement systems:

Entity Holding Membership	Type	System
KDB NY	Clearing, Settlement, Payment	Federal Reserve Funds Transfer System – Fedwire Funds/Fedwire Securities Service
	Communications	Society for Worldwide Interbank Financial Telecommunications – SWIFT alliance

### a.5 Description of Foreign Operations

While KDB Bank does maintain foreign operations, KDB Bank’s operations and employees are primarily located in Korea. As a result, the vast majority of revenues, profits, assets and liabilities are related to KDB Bank’s domestic operations. As of December 31, 2014, KDB Bank operated eight overseas branches including KDB NY, as well as five overseas subsidiaries and seven overseas representative offices. Daewoo Securities has one overseas branch, seven overseas subsidiaries including DSAI, three overseas representative offices, and one overseas investment advisory subsidiary. KDB Capital has one overseas financial services subsidiary.

Domestic and overseas revenue information for the year ended December 31, 2014 and non-current assets information as of December 31, 2014 are as follows.

(In millions of won)

Geographic Areas	Revenue	Non-current Assets
Domestic	36,148,112	26,729,704
Overseas	1,468,549	55,816

Source: 2014 Audited Consolidated Financial Statements under K-IFRS of KDB Bank

### a.6 Material Supervisory Authorities

The consolidated operations of KDB Bank, including its subsidiaries and overseas offices, are subject to supervision and regulation under the applicable laws and regulations of the countries in which it operates.

KDB Bank is co-supervised by the Korean Financial Services Commission (the “FSC”), the Korean Financial Supervisory Service (the “FSS”), and the Bank of Korea (“BOK”). The FSC’s primary functions are 1) protecting the integration of Korea’s financial markets by promoting sound credit system and fair business practices, and 2) serving as a consolidated policy making body for all matters pertaining to supervision of the financial industry as a whole. The FSS’ primary functions are audit and supervision of financial institutions. The BOK’s primary functions are 1) issuing banknotes and coins, 2) formulating and implementing monetary and credit policy, 3) operation and oversight of the payment and settlement systems, 4) managing Korea’s foreign exchange reserves and 5) supervisory functions for financial institutions.

KDB NY is licensed by the New York State Department of Financial Services (“NYDFS”). DSAI is a corporation registered as a broker-dealer with the SEC and is a member firm of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). DSAI is also a NY State registered investment adviser.

### a.7 Principal Officers

The table below lists the current members of the Board of Directors of KDB Bank.

Name	Title
Kyttack Hong	Chairman & Chief Executive Officer
Heuikyoung Ryu	Vice Chairman & Chief Operating Officer
Daihyun Lee	Senior Executive Director
Sangheon Kim	Independent Director
Hitaek Shin	Independent Director
Hayyoung Chung	Independent Director
Cheoljoon Kang	Independent Director
Jaewoon Koo	Independent Director

The table below lists the current senior management of KDB Bank.

Name	Title
Kyttack Hong	Chairman & Chief Executive Officer
Heuikyoung Ryu	Vice Chairman & Chief Operating Officer
Hyungchul Shin	Auditor
Daihyun Lee	Senior Executive Director
Sujae Kim	Executive Director
Haeyong Lee	Executive Director
Kyungjin Min	Executive Director
Youngmo Kim	Executive Director
Moonsun Song	Executive Director
Yongho Jung	Executive Director
Seongdae Na	Executive Director
Haejin Lim	Executive Director
Jaekeun Yoon	Executive Director
Jooyung Sung	Executive Director

### a.8 Resolution Planning Corporate Governance Structure and Processes

KDB Bank has integrated resolution planning into its corporate governance structure and processes to ensure that the U.S. Resolution Plan receives appropriate oversight from designated senior management officials, councils and the Board of Directors. KDB Bank has developed the U.S. Resolution Plan in accordance with the following corporate governance structure and processes.

KDB Bank's U.S. Resolution Plan is prepared by Resolution Plan Office ("RPO") with assistance from Resolution Plan Steering Group ("RPSG"). The plan is reviewed and approved by both RPO and RPSG with oversight from Resolution Plan Council ("RPC"). KDB Bank's U.S. Resolution Plan, once approved by the RPC, is submitted to the Board of Directors for final approval.

The Board of Directors is the most senior management body of KDB Bank. The Board of Directors, located in Seoul, Korea, is ultimately responsible for evaluating and approving KDB Bank's U.S. Resolution Plan.

RPC was established for the purpose of developing, executing and managing KDB Bank's strategy and U.S. Resolution Plan. Its primary responsibility is overseeing the preparation and submission of the U.S. Resolution Plan to KDB Bank's Board of Directors for approval. RPC includes two members of senior management, one each from KDB Bank and Daewoo Securities.

RPSG consists of the Working Group from KDB Bank and Daewoo Securities. RPSG supports RPO in the United States by supplementing any additional preparation needed, providing advice on all issues relating to U.S. resolution planning, and approves the U.S. Resolution Plan before submission to RPC.

RPO consists of the U.S. Approver Group and the U.S. Working Group. Responsibilities for the U.S. Approver Group include oversight, review and approval of the U.S. Resolution Plan. Responsibilities for the U.S. Working Group include day-to-day project management and functional leadership for oversight, development, maintenance, implementation, filing and compliance of resolution plan, as well as updating as part of business as usual processes.

### **a.9 Material Management Information Systems**

KDB Bank utilizes management information system ("MIS") and applications to ensure timely access to accurate and comprehensive data, including those for risk management, accounting, and financial and regulatory reporting. In preparing the U.S. Resolution Plan, KDB Bank has identified key MIS applications and maintains inventories of such systems and applications.

The MIS applications are primarily used to collect, retain and report information internally, as well as to perform functions necessary to support operations. Multiple reports are generated on a periodic basis for use by senior management to assess the financial health, risks and operations. KDB Bank's MIS is capable of collecting, maintaining, and reporting information in a timely manner to management and to regulators.

### **a.10 High-Level Description of Resolution Strategy**

The U.S. Resolution Plan takes into consideration possible strategies for the orderly resolution of KDB Bank's U.S. operations under applicable resolution regimes in the event of material financial distress or

failure. The strategies are designed to be executed within a reasonable period of time and in a manner that avoids or substantially mitigates systemic impact on U.S. financial stability.

As required by the Resolution Plan Rule, the U.S. Resolution Plan assumes that the material financial distress is a result of an idiosyncratic event that is specific to KDB Bank and occurs at a time where general macroeconomic conditions are consistent with certain baseline assumptions in which other financial institutions and markets generally are not experiencing a system-wide financial panic or crisis. This strategy addresses how the U.S. operations of KDB Bank may undergo an orderly resolution without extraordinary government support in the U.S. or Korea. The U.S. Resolution Plan assumes that KDB NY would be seized by the Superintendent of the NYSDFS (the “Superintendent”) who would commence liquidation proceedings under New York Banking Law (“NYBL”).

Because KDB NY is a New York state-licensed branch, the U.S. Resolution Plan contemplates that KDB NY would be subject to the insolvency and liquidation provisions for foreign bank branches under the NYBL, rather than the U.S. Bankruptcy Code, in the event of KDB NY’s insolvency. The NYBL generally includes a ring-fencing regime that would effectively draw a fence around KDB NY and treat it as a separate entity from KDB Bank. Under the NYBL provisions regarding the involuntary liquidation of foreign bank branches, the Superintendent may seize certain U.S. assets of KDB NY if, among other things, KDB NY is in liquidation either in the home country or elsewhere or there is reason to doubt that KDB NY is able or willing to pay the claims of its creditors. (N.Y. Banking Law, §606(4)(a).) The Superintendent is authorized to take possession of (1) all KDB NY assets wherever located that constitute part of the business of KDB NY and appear on the books as such and (2) all assets of KDB Bank located within New York regardless of whether they constitute part of the business of KDB NY. The property would be liquidated to pay creditors with permissible claims against KDB NY in accordance with NYBL.

DSAI is not a non-banking material entity for the purposes of U.S. Resolution Plan. Upon its failure, it is assumed that DSAI would be resolved either through reorganization under Chapter 11 of the United States Bankruptcy Code (“Bankruptcy Code”) or liquidation under Chapter 7 (“Chapter 7”), depending on circumstances at the time.

Although DSAI is a registered broker-dealer and a member of SIPC, DSAI would only be eligible for resolution under the Securities Investor Protection Act of 1970 (“SIPA”) if it has “customers” as defined under SIPA upon its entry into resolution. Generally, SIPA is applicable only when customers entrust assets to the broker-dealer. DSAI does not generally hold customer assets in the ordinary course of business, but rather settles all transactions on a delivery versus payment/receive versus payment (“DVP/RVP”) basis through clearing accounts with Bank of America or Pershing (The Bank of New York Mellon). However, DSAI could in limited circumstances hold assets for customers if there are DVP/RVP transactions that fail. Therefore, only a small number of DSAI’s customers, if any, are likely to satisfy the SIPA definition of customers at any given time. However, if DSAI does have SIPA customers upon its entry into resolution, SIPC would likely initiate proceedings under SIPA by filing a protective decree with the appropriate U.S. District Court and appointing a trustee to oversee the liquidation of DSAI. SIPA incorporates the provisions of Chapter 7 of the Bankruptcy Code to the extent such provisions are consistent with SIPA, and the liquidation of DSAI would proceed accordingly.