

Cause No.: 2:06-CV-72 DF
DataTreasury Corporation
v.
Wells Fargo & Company, et al.

Transcript of the Testimony of
David Anderson

February 7, 2007

By: Lisa Gretarsson, CSR

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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION

DATA TREASURY CORPORATION,)	
	(
Plaintiff,)	
	(
VS)	CIVIL ACTION NO.
	(2:06-CV-72 (DF)
WELLS FARGO & COMPANY,)	
et al.,	(
)	
Defendants.	(

VIDEOTAPED ORAL DEPOSITION OF DAVID ANDERSON
FEBRUARY 7, 2007

VIDEOTAPED ORAL DEPOSITION OF DAVID ANDERSON,
produced as a witness at the instance of the Plaintiff,
and duly sworn, was taken in the above-styled and
above-numbered cause on the 7th day of February, 2007,
from 9:21 a.m. to 4:27 p.m., before Lisa J. Gretarsson,
CSR in and for the state of Texas, reported by machine
shorthand, at the offices of Pillsbury, Winthrop, Shaw,
Pittman, LLP, 50 Fremont, Suite 400, located in the city
of San Francisco, state of California, pursuant to the
Federal Rules of Civil Procedure and the provisions
stated on the record.

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1 APPEARANCES
 2
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 Michael Speed
 18 Nita Hanson
 David Tatem
 19 Kellie Goolsby
 John Hiles
 20 CiCi Williams
 Ben King
 21 George Shipley
 Moni King
 22 Dalton Young
 Kelli Hearne
 23 Ed Hohn
 Don Mullineau
 24 Anthony Bruster
 Nick Nicholas
 25

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 10 for witness review and signature, to be returned in 30
 11 days.
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1 EXHIBITS
 2
 3 NUMBER MARKED
 4 100 Document entitled UnionBanCal Corporation
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 5 (Bates stamped UBC-JURIS-0000009)..... 43
 6 101 UnionBanCal Proxy Statement
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 8 102 Union Bank of California website printout
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 13 105 UnionBanCal Corporation 2005 Annual Report
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 15 106 Affidavit of David A. Anderson In Support
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 16 107 UnionBanCal Corporation Form 4
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 19 (exhibit index concluded)
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10:37 1 PROCEEDINGS
 09:21 2 THE VIDEOGRAPHER: Good morning. Today
 09:21 3 is February 7th, 2007. We're on the record at 9:21 to
 09:21 4 take the videotaped deposition of David Anderson.
 09:21 5 DAVID ANDERSON,
 09:21 6 having been first duly sworn, testified as follows, to
 09:21 7 wit:
 09:21 8 EXAMINATION
 09:21 9 BY MR. KING:
 09:21 10 Q. Good morning, Mr. Anderson. My name is Ben
 09:21 11 King. I'm an attorney with Nix, Patterson & Roach, in
 09:21 12 Texarkana, Texas, and I represent the DataTreasury
 09:21 13 Corporation in a lawsuit that's been brought in the
 09:21 14 Eastern District of Texas. Do you understand that?
 09:21 15 A. Yes.
 09:21 16 Q. Okay. If you could real quick for the record,
 09:21 17 could you please state your full name and your home and
 09:21 18 work address, please.
 09:22 19 A. Yes. It's David Allen Anderson, 20201
 09:22 20 Kilbride Drive, Saratoga, California 95070. Business
 09:22 21 address, 400 California Street, San Francisco,
 09:22 22 California 94107, I think, on the ZIP code, nothing
 09:22 23 else. The rest was accurate.
 09:22 24 Q. Thank you very much.
 09:22 25 Mr. Anderson, have you ever given a

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09:22	1 deposition before?	09:25	1 Q. And what position do you hold with Union Bank
09:22	2 A. Yes, I have.	09:25	2 of California?
09:22	3 Q. When did you -- when have you previously given	09:25	3 A. Executive vice president and controller.
09:22	4 a deposition?	09:25	4 Q. Do you hold the same position with both
09:22	5 A. 1992.	09:25	5 UnionBanCal and Union Bank of California? That's --
09:22	6 Q. And do you recall why you were giving a	09:25	6 that's correct?
09:22	7 deposition in that matter?	09:25	7 A. I'm an officer of both companies.
09:22	8 A. Yes. It was a lawsuit filed -- boy, one of	09:25	8 Q. Okay. When did you start -- when did you
09:23	9 the public accounting firms against a predecessor	09:25	9 start working for UnionBanCal?
09:23	10 company of UnionBanCal Corporation relative to a tax	09:25	10 A. September of 1997.
09:23	11 dispute.	09:25	11 Q. And when did you --
09:23	12 Q. And in that deposition, were you testifying on	09:25	12 A. Let me -- if you would, let me clarify. I am
09:23	13 behalf of the predecessor of UnionBanCal Corporation?	09:26	13 an officer of UnionBanCal.
09:23	14 A. Yes, I was.	09:26	14 Q. Okay.
09:23	15 Q. Okay. Do you know if you were testifying as a	09:26	15 A. I'm an employee of Union Bank of California.
09:23	16 30(b)(6) witness in that deposition?	09:26	16 So I started as an employee with Union Bank of
09:23	17 A. I have no idea.	09:26	17 California in September of 1997. I was appointed as an
09:23	18 Q. Okay. Have you given any deposition since	09:26	18 officer of UnionBanCal Corporation at the same date.
09:23	19 that 1992 deposition?	09:26	19 Q. So your employment as executive vice president
09:23	20 A. I do not believe so.	09:26	20 and controller of Union Bank of California in September
09:23	21 Q. Okay. Well, just to go over a couple of quick	09:26	21 of 1997 occurred simultaneously with your appointment as
09:23	22 things, so far you're doing a fantastic job, but just so	09:26	22 an officer, being the executive vice president and
09:23	23 our discussion can proceed in an orderly fashion today,	09:26	23 controller of UnionBanCal.
09:23	24 I'm going to be asking a series of questions, and when I	09:26	24 A. I had a previous title of, when I first
09:23	25 ask a question I would appreciate it, and so would the	09:26	25 started with Union Bank, of a vice president.
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09:23	1 lovely lady over here typing down everything we say, if	09:26	1 Q. And what was -- what was your role prior to
09:24	2 you'd wait until I finish asking the question before you	09:26	2 September of '97 as a vice president?
09:24	3 begin to answer the question.	09:27	3 A. I was not employed by Union Bank prior to
09:24	4 A. Okay.	09:27	4 1997.
09:24	5 Q. And, in turn, I will try to allow you to make	09:27	5 Q. Okay. Were you an officer in your vice
09:24	6 a conscious effort to allow you to finish answering the	09:27	6 president role?
09:24	7 question before I jump in and ask another question.	09:27	7 A. I was made an officer of UnionBanCal some
09:24	8 Also, if you can please answer verbally,	09:27	8 months after joining Union Bank as an employee.
09:24	9 as opposed to nodding or shaking your head, that	09:27	9 Q. Okay. I'm sorry. Maybe I misunderstood your
09:24	10 would -- that would help the record out to be clear as	09:27	10 question [sic]. You began your employment with Union
09:24	11 to what the answer was. If you can do that for us, we'd	09:27	11 Bank of California in September of 1997, correct?
09:24	12 appreciate it.	09:27	12 A. Yes.
09:24	13 A. Certainly.	09:27	13 Q. But at that time you held a different title.
09:24	14 Q. And if also -- I don't know why I have a	09:27	14 A. Right. I was hired as a vice president.
09:24	15 horrible problem with this, but if we can avoid	09:27	15 Q. Okay. I'm sorry. I was confused about your
09:24	16 answering with "uh-huhs" and "huh-uhs" and instead use	09:27	16 answer.
09:24	17 "yes" or "no" when answering a question that would also	09:27	17 And when you were hired as a vice
09:24	18 help us out a good bit. Does that sound fair?	09:27	18 president, what were your -- what role did you perform
09:24	19 A. I understand.	09:27	19 as vice president at that time?
09:24	20 Q. What is your current job title, Mr. Anderson?	09:28	20 A. I was hired as the vice president and
09:24	21 A. I'm executive vice president and controller of	09:28	21 controller, typical controllership responsibilities.
09:24	22 UnionBanCal Corporation.	09:28	22 Q. As a controller, what are some of your typical
09:25	23 Q. Do you hold any position with Union Bank of	09:28	23 controllership responsibilities?
09:25	24 California?	09:28	24 MR. SWEIGART: Object to the form.
09:25	25 A. Yes, I do.	09:28	25 Q. (BY MR. KING) You may answer.

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09:28 1	A. Relative to UnionBanCal? Would you please	09:32 1	A. Yes.
09:28 2	clarify which company --	09:32 2	Q. And what position did you hold with Fresh
09:28 3	Q. Well --	09:32 3	Choice?
09:28 4	A. -- you're talking about?	09:32 4	A. Chief financial officer.
09:28 5	Q. As controller of Union Bank of California,	09:32 5	Q. Did you interview for the job when you applied
09:28 6	what are, as you defined them, controllership	09:32 6	with Union Bank of California?
09:28 7	responsibilities?	09:32 7	A. Yes.
09:28 8	A. Keeping the books and records of the	09:32 8	Q. Do you recall who you interviewed with?
09:28 9	organization, financial records.	09:32 9	A. Yes, I do.
09:29 10	Q. And as the controller of UnionBanCal, what are	09:32 10	Q. And who was that?
09:29 11	your controllership responsibilities?	09:32 11	A. David Matson.
09:29 12	A. Keeping the financial books and records of the	09:32 12	Q. And what was David Matson's role?
09:29 13	UnionBanCal Corporation.	09:32 13	A. Chief financial officer.
09:29 14	Q. And how does -- how does your position as an	09:32 14	Q. And was Mr. Matson -- who was Mr. Matson
09:29 15	officer and controller of UnionBanCal Corporation differ	09:32 15	chief -- what entity was Mr. Matson the chief financial
09:29 16	from your role as controller of Union Bank of	09:32 16	officer of at that time?
09:29 17	California?	09:32 17	A. Union Bank of California as an officer and
09:29 18	A. Relative to UnionBanCal Corporation, keeping	09:32 18	employee and an officer -- chief financial officer of --
09:29 19	the books and records of a -- of a company where the	09:33 19	as an officer of UnionBanCal Corporation.
09:29 20	scope of -- given its scope of operations other than the	09:33 20	Q. Did you interview with anybody else at that
09:30 21	amount of activity, the -- the function would be	09:33 21	time?
09:30 22	basically the same.	09:33 22	A. Paul Fear. I'm not sure of his title, but
09:30 23	Q. How did you come to work for Union Bank of	09:33 23	director of human resources.
09:30 24	California in September of '97?	09:33 24	Q. Do you know what entity Mr. Fear was the
09:30 25	A. Applied for the job and was hired.	09:33 25	director of human resources for?
Page 11		Page 13	
09:30 1	Q. Where had you worked prior to that?	09:33 1	A. He was an employee of Union Bank, an officer
09:30 2	A. Going backwards in -- in time, it was a	09:33 2	of Union Bank, and an officer of UnionBanCal
09:30 3	savings and loan, Southern Pacific Savings & Loan, for	09:33 3	Corporation.
09:30 4	about four months prior to that time. Prior to that, it	09:33 4	Q. Did you interview with anybody else?
09:30 5	was a company called Fresh Choice Public Restaurant	09:33 5	A. Yes, I did.
09:31 6	Company for three years. Would you like me to keep on	09:33 6	Q. Who else did you interview with?
09:31 7	going back?	09:33 7	A. Mr. Moriguchi.
09:31 8	Q. Well, let me -- let me stop you there.	09:33 8	Q. Moriguchi?
09:31 9	In your position with Southern Pacific --	09:33 9	A. Yes. Would you like me to spell that?
09:31 10	is that correct?	09:34 10	Q. If you can, please.
09:31 11	A. Yes.	09:34 11	A. M-o-r-i-g-u-c-h-i.
09:31 12	Q. -- what role did you have?	09:34 12	Q. The spelling is lot more important to our
09:31 13	A. I was executive vice president and controller.	09:34 13	court reporter than it is to me, but thank you very
09:31 14	Q. Okay. And was Southern Pacific Savings & Loan	09:34 14	much.
09:31 15	an operating entity?	09:34 15	And what role did Mr. Moriguchi have?
09:31 16	A. Yes, it was.	09:34 16	What was his position?
09:31 17	Q. Did it have any parent corporations that	09:34 17	A. His position with the bank was president and
09:31 18	you're aware of?	09:34 18	CEO of Union Bank of California.
09:31 19	A. Yes, it did.	09:34 19	Q. Did he hold any positions with UnionBanCal?
09:31 20	Q. And what was its parent corporation?	09:34 20	A. Yes, I believe he did, president and -- and
09:31 21	A. Imperial Credit Industries, Inc.	09:34 21	CEO of UnionBanCal Corporation, and director, I'm sorry
09:31 22	Q. Did you serve in any capacity?	09:34 22	director also of UnionBanCal Corporation.
09:31 23	A. No.	09:34 23	Q. Other than Mr. Matson, Mr. Fear and
09:31 24	Q. And with -- the other company you named was	09:34 24	Mr. Moriguchi, did you interview with anybody else?
09:31 25	Fresh Choice Public Restaurants Company?	09:35 25	A. No.

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09:35 1 Q. How was it that you, at that time, also became	09:39 1 A. Administer the staff of the -- of the
09:35 2 appointed as an officer of UnionBanCal?	09:39 2 department, prepare the internal and external financial
09:35 3 A. As part of my -- my job responsibilities was	09:39 3 statements, make sure people get paid on time and
09:35 4 to administer the books, the financial records of	09:40 4 accurately and vendors get paid accurately and on time.
09:35 5 UnionBanCal Corporation as an employee of Union Bank of	09:40 5 Q. Any other roles and responsibilities to
09:35 6 California.	09:40 6 administer the controller's department that you recall?
09:35 7 Q. How were your responsibilities described to	09:40 7 A. In a -- in a broad sense, I think that that
09:36 8 you when you were hired as an employee of Union Bank of	09:40 8 covers it.
09:36 9 California and appointed as an officer of UnionBanCal	09:40 9 Q. In the accounts payable department or with
09:36 10 Corporation in September of '97? And let me --	09:40 10 regards to the accounts payable department, what were
09:36 11 A. Can -- can you -- that's an awfully broad	09:40 11 your general roles and responsibilities to administer it
09:36 12 question to -- could you be more specific in your	09:40 12 as laid out by Mr. Matson?
09:36 13 question?	09:40 13 A. Pay vendors on time and accurately.
09:36 14 Q. Like, I can try.	09:41 14 Q. Anything else?
09:36 15 When you were hired as executive vice	09:41 15 A. In a general sense, I think that that covers
09:36 16 president and controller of Union Bank of California and	09:41 16 the responsibilities.
09:36 17 appointed as executive vice president and controller of	09:41 17 Q. In regards to your roles and responsibilities
09:36 18 UnionBanCal in 1997, did Mr. Matson, Mr. Fear or	09:41 18 in administering the payroll department, what were those
09:37 19 Mr. Moriguchi describe to you what your responsibilities	09:41 19 roles and responsibilities as Mr. Matson laid them out
09:37 20 as controller would be at that time?	09:41 20 to you?
09:37 21 A. In very broad terms, Mr. Matson did.	09:41 21 A. Pay employees on time and accurately.
09:37 22 Q. Okay. And do you recall how Mr. Matson	09:41 22 Q. Anything else?
09:37 23 described that to you?	09:41 23 A. No. I think that -- that covers the -- the
09:37 24 A. Certainly, I do.	09:41 24 broad responsibilities of that position.
09:37 25 Q. And how did he describe that to you?	09:42 25 Q. Who do you report to, Mr. Anderson?
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09:37 1 A. He described the departments that I would be	09:42 1 A. I report to David Matson.
09:37 2 in charge of and the general roles and responsibilities	09:42 2 Q. And what role does Mr. Matson currently have
09:37 3 that would go to administer those departments.	09:42 3 with Union Bank of California?
09:38 4 Q. And at that time what departments did	09:42 4 A. Chief financial officer.
09:38 5 Mr. Matson indicate that you would be in charge of?	09:42 5 Q. And does Mr. Matson continue to hold the role
09:38 6 A. Controller's department, accounts payable and	09:42 6 of chief financial officer for UnionBanCal?
09:38 7 payroll department.	09:42 7 A. He currently does, yes.
09:38 8 Q. And what entity were those departments of?	09:42 8 Q. So in your role as EVP and controller for both
09:38 9 Were those -- let me rephrase that. Were those	09:42 9 Union Bank of California and UnionBanCal, you report to
09:38 10 departments of UnionBanCal or Union Bank of California?	09:42 10 Mr. Matson, who serves as chief financial officer for
09:38 11 A. Union Bank.	09:42 11 those two entities as well.
09:38 12 Q. Okay. Is there a controller's department of	09:42 12 A. As an employee, I report to David Matson as
09:38 13 UnionBanCal?	09:42 13 chief financial officer of Union Bank. I'm an officer
09:38 14 A. No.	09:42 14 of the holding company, UnionBanCal, and he is an
09:38 15 Q. Is there an accounts payable department of	09:42 15 officer of the -- of the holding company.
09:38 16 UnionBanCal?	09:43 16 Q. And in your respective roles as an employee of
09:39 17 A. No.	09:43 17 Union Bank of California and an officer of UnionBanCal,
09:39 18 Q. Is there a payroll department of UnionBanCal?	09:43 18 you report to Mr. Matson in his similar roles as chief
09:39 19 A. No. UnionBanCal has no employees.	09:43 19 financial officer of those two entities, correct?
09:39 20 Q. You also indicated that Mr. Matson -- you'd	09:43 20 A. I do.
09:39 21 also indicated that Mr. Matson stated that your general	09:43 21 Q. Okay. And Mr. Matson, is this the same
09:39 22 roles and responsibility would be to administer those	09:43 22 Mr. Matson that hired you in September of 1997?
09:39 23 departments. What were your general roles and	09:43 23 A. Yes.
09:39 24 responsibilities, as Mr. Matson laid them out, in	09:43 24 Q. Who reports to you, Mr. Anderson? Let me stop
09:39 25 regards to administering the controller's department?	09:43 25 before you -- before you answer that question. Is there

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09:43	1 anybody else, other than Mr. Matson, that you report to?	09:47	1 A. Operating the general ledger.
09:43	2 A. No.	09:47	2 Q. Okay.
09:43	3 Q. Who reports to you as the executive vice	09:47	3 A. System interfaces.
09:43	4 president and controller of Union Bank of California?	09:47	4 Q. In your role as executive vice president,
09:44	5 A. I have four direct reports.	09:47	5 controller of UnionBanCal, does anyone report to you?
09:44	6 Q. And who are they?	09:48	6 A. No.
09:44	7 A. Would you like them by name or by position?	09:48	7 Q. Does the term commercial financial services
09:44	8 Q. Both, please.	09:48	8 have any particular meaning to you in your role as
09:44	9 A. Jackie Bean, she's a senior vice president of	09:48	9 executive vice president or controller of either
09:44	10 -- and employee of Union Bank; David Hanson, senior vice	09:48	10 UnionBanCal or Union Bank of California?
09:44	11 president and employee of Union Bank; Barbara Cosner,	09:48	11 A. Relative to UnionBanCal, it does not have any
09:44	12 senior vice president and employee of Union Bank;	09:48	12 relevance to -- to that position.
09:44	13 Charles Haegel, H-a-e-g-e-l, senior vice president and	09:48	13 Q. How about with regards to Union Bank of
09:45	14 employee of Union Bank.	09:48	14 California?
09:45	15 Q. And as a senior vice president and employee of	09:49	15 A. I believe in the public documents that it is a
09:45	16 Union Bank of California, what does Ms. Bean do? What	09:49	16 division within Union Bank.
09:45	17 are her job duties?	09:49	17 Q. And do you know what activities that division
09:45	18 A. Relative to their -- that person's job	09:49	18 comprises?
09:45	19 function at the bank, they're in charge of or in the	09:49	19 A. In my role as a -- as an officer of
09:45	20 preparation of financial statements.	09:49	20 UnionBanCal Corporation, no, I'm not familiar with that
09:45	21 Q. Do all four of these individuals that report	09:49	21 Q. How about as your role as an employee of Union
09:45	22 to you, Ms. Bean, Mr. Haegel, Ms. Cosner and -- is that	09:49	22 Bank of California?
09:46	23 Mr. Hanson?	09:49	23 A. I'm somewhat familiar with the operations.
09:46	24 A. Haegel. Well, there was a Hanson there.	09:49	24 Q. And can you tell me what those operations
09:46	25 Q. Okay.	09:49	25 comprise?
Page 19		Page 21	
09:46	1 A. There's a Hanson and a Haegel.	09:49	1 A. Commercial services.
09:46	2 Q. Okay. Well, these four individuals that	09:49	2 Q. And what are examples of commercial services?
09:46	3 report to you, that you mentioned earlier, do they all	09:49	3 A. Servicing customers.
09:46	4 have the same role within Union Bank of California and	09:49	4 Q. How?
09:46	5 the same job duties?	09:49	5 A. Loans and deposits.
09:46	6 A. I think you -- you asked me relative to the	09:50	6 Q. And these would be loans and deposits to
09:46	7 people that reported to me at Union Bank, and then	09:50	7 commercial entities? Would that be correct?
09:46	8 you've asked me do they have the same role in Union	09:50	8 A. In my role as an officer of UnionBanCal, I'm
09:46	9 Bank. Each one have the same role?	09:50	9 not familiar with the specifics.
09:46	10 Q. Yes.	09:50	10 Q. In your role as an employee of Union Bank of
09:46	11 A. No. They're different functions.	09:50	11 California, would this be loans and deposits to
09:46	12 Q. Okay. And what -- what specific functions	09:50	12 commercial entities, to the best of your understanding?
09:46	13 does Ms. Bean perform?	09:50	13 A. To the best of my understanding.
09:46	14 A. I think you asked me that question.	09:50	14 Q. Does the term "commercial banking" have any
09:46	15 Q. Okay. And she performs ...	09:50	15 relevance to you in your role as either an officer of
09:46	16 A. Preparation of financial statements.	09:50	16 UnionBanCal or an employee of Union Bank of California?
09:46	17 Q. Okay. Thank you very much.	09:50	17 A. There are no commercial banking services of
09:47	18 How about Mr. Hanson?	09:51	18 UnionBanCal Corporation.
09:47	19 A. In charge of general accounting.	09:51	19 Q. Does commercial banking have any meaning to
09:47	20 Q. Ms. Cosner?	09:51	20 you as an employee of Union Bank of California?
09:47	21 A. In charge of the tax department.	09:51	21 A. Certainly.
09:47	22 Q. And what is Mr. -- what are Mr. Haegel's	09:51	22 Q. And what is your understanding of commercial
09:47	23 duties?	09:51	23 banking as an employee of Union Bank of California?
09:47	24 A. Financial systems.	09:51	24 A. Making loans and -- and servicing deposits.
09:47	25 Q. What are financial systems? Can you --	09:51	25 Q. In your role as an employee of Union Bank of

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09:51 1	California, to the best of your understanding is that	09:55 1	Q. Would it include providing savings accounts to
09:51 2	similar to commercial financial services, that we just	09:55 2	individuals or entities?
09:51 3	talked about, or is there a difference?	09:55 3	A. Yes.
09:51 4	A. I think it's fairly similar to that.	09:55 4	Q. Would you consider those things to be banking
09:51 5	Q. Can you think of any differences, as you sit	09:55 5	activities?
09:51 6	here today?	09:55 6	A. Yes.
09:52 7	A. Could you repeat the question?	09:55 7	Q. As an officer of UnionBanCal, does the term
09:52 8	Q. Are there any differences between the	09:55 8	"customer service" have any meaning to you?
09:52 9	functions of commercial financial services group and the	09:55 9	A. No. UnionBanCal has no customers.
09:52 10	commercial banking group of Union Bank of California?	09:56 10	Q. As an employee of Union Bank of California,
09:52 11	A. I don't think there's any differences	09:56 11	does the term "customer service" have any relevant
09:52 12	between -- between that. I -- I think one is -- is a	09:56 12	meaning to you?
09:52 13	segment of that major division.	09:56 13	A. Yes.
09:52 14	Q. Would you consider commercial financial	09:56 14	Q. Does Union Bank of California have a
09:52 15	services to be a banking activity?	09:56 15	customer-service department?
09:52 16	A. Yes.	09:56 16	A. I believe it does.
09:52 17	Q. Would you consider commercial banking to be a	09:56 17	Q. And what are the functions of the
09:52 18	banking activity?	09:56 18	customer-service department of Union Bank of California?
09:52 19	A. Yes.	09:56 19	A. Service customers; process transactions;
09:53 20	Q. Does the term "operations" have any relevant	09:56 20	respond to inquiries; open accounts; close accounts;
09:53 21	meaning to you as an officer of UnionBanCal or an	09:56 21	typical, as described in our public documents, what a
09:53 22	employee of Union Bank of California?	09:56 22	commercial bank does.
09:53 23	A. Relative to UnionBanCal, UnionBanCal has no	09:56 23	Q. Would you consider those to be banking
09:53 24	operations. Let me clarify that, has no products and	09:56 24	activities?
09:53 25	services, obviously has operations.	09:56 25	A. Yes.
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09:54 1	Q. In your role as an employee of Union Bank of	09:57 1	Q. In your role as an officer of UnionBanCal,
09:54 2	California, does the term "operations" have any relevant	09:57 2	does the term "commercial deposits" have any meaning to
09:54 3	meaning to you?	09:57 3	you?
09:54 4	A. Of course.	09:57 4	A. UnionBanCal has no commercial deposits, has no
09:54 5	Q. And in what way does that have a relevant	09:57 5	products or services.
09:54 6	meaning to you?	09:57 6	Q. In your role as an employee of Union Bank of
09:54 7	A. It's overly broad a question of operations.	09:57 7	California, does the term "commercial deposits" have any
09:54 8	Could you clarify that for me?	09:57 8	particular meaning to you?
09:54 9	Q. What type of operations is Union Bank of	09:57 9	A. Yes.
09:54 10	California involved in?	09:57 10	Q. And what is that understanding? How is
09:54 11	A. Commercial banking.	09:57 11	that -- let me rephrase that. How is that relevant to
09:54 12	Q. Anything else?	09:57 12	Union Bank of California?
09:54 13	A. As broadly defined, that's --	09:57 13	A. It's a product.
09:54 14	Q. Would personal bank accounts be contained	09:57 14	Q. What kind of product?
09:54 15	within your understanding of commercial banking as you	09:57 15	A. It's a product or service of a commercial
09:54 16	just --	09:58 16	bank.
09:54 17	A. Sure.	09:58 17	Q. Can you describe what a -- in more detail what
09:54 18	Q. -- defined it?	09:58 18	a commercial deposit is?
09:54 19	A. Yes.	09:58 19	A. I'm not involved in that area.
09:55 20	Q. Would this include making loans to individuals	09:58 20	Q. Do you have any understanding as to what a
09:55 21	or entities?	09:58 21	commercial deposit is?
09:55 22	A. Yes.	09:58 22	A. As any individual would.
09:55 23	Q. Would it include servicing those loans that	09:58 23	Q. And as an individual, what is your
09:55 24	were made to individuals or entities?	09:58 24	understanding of what a commercial deposit is?
09:55 25	A. Yes.	09:58 25	A. Opening accounts for customers who want to

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09:58	1 deposit their funds.	10:01	1 A. That's, once again, quite -- quite broad. But
09:58	2 Q. Would that include a checking account?	10:01	2 treasury management and -- as a bank employee, I would
09:58	3 A. It could.	10:01	3 still answer the same question, it's the movement of
09:58	4 Q. Would it include a savings account?	10:01	4 funds either for the customer -- for the company itself
09:58	5 A. It could.	10:01	5 or for customers.
09:58	6 Q. Would it include certificates of deposit?	10:01	6 Q. (BY MR. KING) Would you consider that to be a
09:58	7 A. Certainly could.	10:01	7 banking activity?
09:58	8 Q. Anything else that you can think of?	10:01	8 A. It is done in banks, as well as many other
09:58	9 A. Not at the moment.	10:01	9 companies.
09:58	10 Q. Would you consider this to be banking -- a	10:01	10 Q. And if it's done within a bank, would you
09:58	11 banking activity?	10:01	11 consider that to be a banking activity?
09:58	12 A. Yes.	10:01	12 A. Certain aspects of it certainly are -- is a
09:58	13 Q. In your role as an officer of UnionBanCal,	10:01	13 banking activity.
09:59	14 does the term "treasury management" have any meaning to	10:01	14 Q. And what aspects of it would be a banking
09:59	15 you?	10:01	15 activity?
09:59	16 A. No.	10:01	16 A. Movement of funds for customers at the
09:59	17 Q. In your role as an employee of Union Bank of	10:01	17 customer's request.
09:59	18 California, does the term "treasury management" have any	10:01	18 Q. Would that potentially be a -- I'm just trying
09:59	19 meaning to you?	10:01	19 to get a better understanding here. Would that be -- an
09:59	20 A. I'm not familiar with the specific term.	10:02	20 example of that, could it be an automatic debit from a
09:59	21 Q. Have you ever heard the term before, treasury	10:02	21 customer's checking account? Is that an example of a
09:59	22 management?	10:02	22 movement of funds?
09:59	23 A. Yes, I probably have.	10:02	23 A. It's probably more of a deposit function.
09:59	24 Q. But as you sit here today, you wouldn't know	10:02	24 Q. What type of movement of a customer's funds
09:59	25 how to define treasury management?	10:02	25 would fall under the treasury management?
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09:59	1 A. Well, that's -- that's a pretty broad	10:02	1 A. Wire transfer instructions.
09:59	2 question. If you could be more specific as to some	10:02	2 Q. Can you think of any other examples?
09:59	3 reference to that phrase somewhere.	10:02	3 A. I suppose writing and depositing, anything
09:59	4 Q. Well, how do -- you've heard the term before.	10:02	4 else that can go on in a customer's account initiated by
09:59	5 In what context have you heard the term "treasury	10:02	5 the customer. So I suppose maybe that example of your
09:59	6 management" used?	10:02	6 debit to that account is a transaction. I'm not sure
09:59	7 A. I've heard it in many companies, just in	10:03	7 I'd consider it a treasury-management function. That's
10:00	8 general business, it's the movement of funds.	10:03	8 a customer-initiated transaction.
10:00	9 Q. And when you say "movement of funds," what do	10:03	9 Q. And these examples that you just gave, would
10:00	10 you mean?	10:03	10 you consider those to be banking activities?
10:00	11 A. Could be on the corporation's behalf or -- or	10:03	11 A. Servicing a customer's account is a banking
10:00	12 on behalf of customers.	10:03	12 activity.
10:00	13 Q. Would you have that same understanding as an	10:03	13 Q. In your role as an officer of UnionBanCal,
10:00	14 employee of Union Bank of California?	10:03	14 does the term "real estate lending" have any meaning to
10:00	15 A. Same understanding as what?	10:03	15 you?
10:00	16 Q. Well, you had just said that you've heard the	10:03	16 A. No. The UnionBanCal has no products or
10:00	17 term "treasury management" used within many different	10:03	17 services for customers.
10:00	18 companies --	10:03	18 Q. In your role as an employee of Union Bank of
10:00	19 A. Right.	10:03	19 California, does the term "real estate lending" have any
10:00	20 Q. -- or multiple different companies. I don't	10:03	20 meaning to you?
10:00	21 recall what your exact terminology was. Would you have	10:03	21 A. Yes. It's a -- a product of -- of a
10:00	22 that same understanding in the context of Union Bank of	10:04	22 commercial bank.
10:00	23 California, that it relates to the movement of funds on	10:04	23 Q. And would this encompass the loan of funds to
10:00	24 a corporation's behalf or on behalf of customers?	10:04	24 purchase real estate, I presume?
10:01	25 MR. SWEIGART: Object to the form.	10:04	25 A. I think that that's a common reason why people

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10:04	1	would like to have a loan from a commercial bank.	10:08	1	the stock in Union Bank of California?
10:04	2	Q. And that would fall under the heading of real	10:08	2	A. Yes, it does.
10:04	3	estate lending?	10:08	3	Q. There are no other shareholders of Union Bank
10:04	4	A. I think that's a good definition for it.	10:09	4	of California stock.
10:04	5	Q. And would you consider that to be a banking	10:09	5	A. No, there's not.
10:04	6	activity?	10:09	6	Q. Is Union Bank of California a publicly traded
10:04	7	A. Yes, I do.	10:09	7	company?
10:04	8	Q. In your role as an officer of UnionBanCal,	10:09	8	A. No.
10:04	9	does the term "national banking" have any relevant	10:09	9	Q. Does the term "vertical" or "horizontal
10:04	10	meaning to you?	10:09	10	integration" have any relevant meaning to you?
10:04	11	A. No, I don't believe so.	10:09	11	A. No, it doesn't.
10:05	12	Q. In your role as an employee of Union Bank of	10:09	12	Q. Have you ever heard those terms before?
10:05	13	California, does the term "national banking" have any	10:09	13	A. I believe so.
10:05	14	relevant meaning to you?	10:09	14	Q. And do you recall what context you've heard
10:05	15	A. Union Bank is a national bank.	10:09	15	those terms?
10:05	16	Q. And why do you say Union Bank is a national	10:09	16	A. No, I don't.
10:05	17	bank?	10:09	17	Q. Do you have any understanding of what vertical
10:05	18	A. Well, because that's what it is. It's	10:09	18	integration is?
10:05	19	registered as a national bank. It's not a state bank,	10:10	19	A. I'm not sure I could do justice to the
10:05	20	it is a national bank.	10:10	20	definition. Maybe you could clarify it for me.
10:05	21	Q. Does the term "community banking" have any	10:10	21	Q. Well, in the -- in the business context --
10:05	22	relevant meaning to you in your role as an officer of	10:10	22	A. Uh-huh (affirmative).
10:05	23	UnionBanCal?	10:10	23	Q. -- do you have any understanding of
10:05	24	A. No.	10:10	24	vertical -- of what vertical integration is?
10:06	25	Q. In your role as an employee of Union Bank of	10:10	25	MR. SWEIGART: I'm going to object to the
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10:06	1	California, does the term "community banking" have any	10:10	1	form.
10:06	2	relevant meaning?	10:10	2	A. I don't feel that -- that that's something
10:06	3	A. Community banking is a -- a business segment	10:10	3	within my expertise.
10:06	4	within Union Bank.	10:10	4	Q. (BY MR. KING) Well, just as a -- as an
10:06	5	Q. Well, do you consider the activities that	10:10	5	individual employee of Union Bank of California, officer
10:06	6	occur within the community banking segment of Union Bank	10:10	6	of UnionBanCal, do you have any understanding?
10:06	7	to be banking activities?	10:10	7	A. I'm not sufficiently knowledgeable of that to
10:06	8	A. Yes, I do.	10:10	8	be able to comment on it.
10:07	9	Q. Does UnionBanCal have a parent corporation?	10:11	9	Q. Okay. Do you believe, one way or another,
10:07	10	A. No, it does not have a parent corporation.	10:11	10	whether or not UnionBanCal and its subsidiaries are
10:07	11	Q. Does Union Bank --	10:11	11	vertically or horizontally integrated?
10:07	12	A. It has shareholders.	10:11	12	A. They're separate companies, so in that -- in
10:07	13	Q. That was my next question. You beat me to it.	10:11	13	that sense, it's 100 percent ownership.
10:07	14	Does UnionBanCal have any shareholders?	10:11	14	Q. Are there any -- other than Union Bank of
10:07	15	A. Yes.	10:11	15	California, are there any other subsidiaries of
10:07	16	Q. Do you know how many shareholders UnionBanCal	10:11	16	UnionBanCal that you are aware of?
10:07	17	has?	10:11	17	A. Yes.
10:07	18	A. I don't recall the exact amount.	10:11	18	Q. What are those?
10:08	19	Q. Is UnionBanCal a publicly traded company?	10:12	19	A. Let's see. Let me start with -- one is
10:08	20	A. Yes, it is.	10:12	20	Business Commercial Corporation, one is UnionBanCal
10:08	21	Q. Does Union Bank of California have any parent	10:12	21	Equities, one is UnionBanCal Financial Corporation,
10:08	22	corporations?	10:12	22	let's see, Cal First Properties Corporation. I think
10:08	23	A. Union Bank of California is 100 percent owned	10:12	23	those are the only active, 100-percent-owned other
10:08	24	by UnionBanCal Corporation, so it's one shareholder.	10:13	24	subsidiaries of UnionBanCal Corporation.
10:08	25	Q. So UnionBanCal Corporation owns 100 percent of	10:13	25	Q. Do you have any role similar -- of any kind

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10:13	1	10:16	1
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10:18 1 officers and directors of UnionBanCal Equities are?	10:20 1 Q. Earlier you had said that, to the best of your
10:18 2 A. Not specifically, no.	10:21 2 recollection, there were no directors of Business
10:18 3 Q. Have you, in the past, had an understanding of	10:21 3 Commercial Corporation that were also directors of
10:18 4 who the officers and directors of UnionBanCal --	10:21 4 UnionBanCal Corporation.
10:18 5 A. Yes.	10:21 5 A. Yes, right.
10:18 6 Q. -- or Union Bank Equities are --	10:21 6 Q. Is that correct?
10:18 7 A. Yes.	10:21 7 A. Yes, I believe that's correct.
10:18 8 Q. -- or were, I should say. Sorry.	10:21 8 Q. Were -- based on your understanding, were any
10:18 9 Did any of the officers and -- or any of	10:21 9 of the directors of Business Commercial Corporation also
10:18 10 the directors, that you recall, of UnionBanCal Equities	10:21 10 officers of UnionBanCal Corporation?
10:19 11 also serve as directors or officers of UnionBanCal	10:21 11 A. Yes, I believe some of them might be.
10:19 12 Corporation?	10:21 12 Q. Okay. But you don't know how many would be.
10:19 13 A. They do not serve as directors of UnionBanCal	10:21 13 A. No, I'm sorry, I don't --
10:19 14 Corporation. Some, I'm sure, have served as officers of	10:21 14 Q. Okay.
10:19 15 UnionBanCal Corporation.	10:21 15 A. -- have those specifics with me today.
10:19 16 Q. So it's your understanding, based on your	10:21 16 Q. I understand.
10:19 17 prior knowledge of who former and possibly current --	10:21 17 UnionBanCal Financial Corporation, do you
10:19 18 tell me if I'm mistaken --	10:21 18 play any role -- have any role with that entity?
10:19 19 A. Sure.	10:21 19 A. No, I don't believe I do.
10:19 20 Q. -- directors of UnionBanCal Equities were,	10:21 20 Q. Cal First Properties Corporation, do you have
10:19 21 some of those directors have been officers of	10:21 21 any role with that entity?
10:19 22 UnionBanCal Corporation.	10:21 22 A. Yes, I do.
10:19 23 A. Yes.	10:21 23 Q. And what is your role with that entity?
10:19 24 Q. Would you say -- how many of the directors of	10:22 24 A. I'm a director and officer.
10:19 25 UnionBanCal Equities, based on your understanding, were	10:22 25 Q. In your role as a director and officer of Cal
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10:19 1 also officers of UnionBanCal Corporation?	10:22 1 First Properties Corporation, what roles do you have?
10:19 2 A. It's -- it's hard for me to recall. I just	10:22 2 A. Once again, to keep the books and records,
10:20 3 don't recall.	10:22 3 financial records of that company.
10:20 4 Q. Do you know how many officers or direct -- I'm	10:22 4 Q. Do you report to anyone in -- in your role as
10:20 5 sorry. Do you know how many directors of UnionBanCal	10:22 5 an officer or director?
10:20 6 Equities there were, based on your prior -- previous	10:22 6 A. No.
10:20 7 understanding?	10:22 7 Q. Do you provide the financial books and records
10:20 8 A. Five or less would be a -- a guess.	10:22 8 that you keep to the board of directors of that entity?
10:20 9 Q. I promise I'm not going to hold you to that	10:22 9 A. The controller's department provides the books
10:20 10 number.	10:22 10 and records to that.
10:20 11 A. Good. Thank you.	10:22 11 Q. So you changed it up on me here.
10:20 12 Q. Of those five or less --	10:22 12 A. Yes.
10:20 13 A. Uh-huh (affirmative).	10:23 13 Q. That's what I get for making an assumption.
10:20 14 Q. -- do you know how many of those were officers	10:23 14 Cal -- with Cal First Properties
10:20 15 of UnionBanCal Corporation?	10:23 15 Corporation, who do you provide your books and records
10:20 16 A. Some could've been, or some are.	10:23 16 to?
10:20 17 Q. Some are.	10:23 17 A. Say that again. I'm sorry. Just clarify.
10:20 18 A. Yes. Not sure.	10:23 18 Q. In your role with Cal First Properties
10:20 19 Q. Let me go back to Business Commercial	10:23 19 Corporation --
10:20 20 Corporation. The directors of Business Commercial	10:23 20 A. Yes.
10:20 21 Corporation, based on your prior understanding, did any	10:23 21 Q. -- who do you provide the books and records
10:20 22 of those directors also serve as officers of UnionBanCal	10:23 22 that you maintain?
10:20 23 Corporation?	10:23 23 A. To the officers and directors of that entity.
10:20 24 A. Say again. I'm sorry. Just repeat that	10:23 24 Q. And does that entity have a controller?
10:20 25 again.	10:23 25 A. No.

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10:23	1 Q. How many directors of Cal First Properties Corporation are there?	10:42	1 MR. KING: I'm sorry. Let me wait until you guys get it pulled up.
10:23	2 A. Once again, I -- I think it's less than five.	10:42	2 MR. SWEIGART: Again, now I've got a --
10:23	3 Q. Okay. Other than yourself, do any of the	10:42	3 can you do that over there, get me up on the same
10:23	4 other directors serve as an officer or director of	10:43	4 document?
10:23	5 UnionBanCal Corporation?	10:43	5 MS. TOLES: Yes, I'm pulling it up.
10:23	6 A. I don't believe so.	10:43	6 MR. SWEIGART: Thank you. Optimal mode
10:24	7 MR. KING: Do you guys want to take a	10:43	7 recommended mode, what do I do about that?
10:24	8 little break?	10:43	8 Q. (BY MR. KING) Mr. Anderson, I believe you
10:24	9 MR. SWEIGART: That'll be fine.	10:43	9 have the --
10:24	10 MR. KING: Good deal.	10:43	10 A. You -- you -- you and I can both move this?
10:24	11 THE VIDEOGRAPHER: We're off the record	10:43	11 Q. We can both look -- if you just want to go
10:24	12 at 10:24.	10:43	12 ahead and look through this while we're getting
10:24	13 (Recess taken 10:24 to 10:41)	10:43	13 straightened out on the other side here, feel free to --
10:40	14 THE VIDEOGRAPHER: We're back on the	10:43	14 MR. SWEIGART: It looks like we're in
10:40	15 record at 10:41.	10:43	15 business over here, too. And we'll get the Diet Coke
10:40	16 Q. (BY MR. KING) Mr. Anderson, we're back on the	10:43	16 brought around.
10:40	17 record after a short break, and we had just finished up	10:43	17 MR. KING: Take a quasi break here.
10:41	18 talking about officers and directors of other	10:43	18 THE VIDEOGRAPHER: Go off the record?
10:41	19 subsidiaries of UnionBanCal -- I'm sorry -- UnionBanCal	10:43	19 MR. KING: No.
10:41	20 Corporation other than Union Bank of California, and now	10:43	20 Q. (BY MR. KING) Mr. Anderson, does this
10:41	21 I'd like to talk about Union Bank of California and its	10:43	21 document look familiar to you?
10:41	22 officers and directors.	10:43	22 A. Yes.
10:41	23 Are you familiar with the identity of the	10:43	23 Q. Did you provide this document to counsel?
10:41	24 officers and directors of Union Bank of California?	10:44	24 A. I certainly have seen it provided by
10:41	25	10:44	25
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10:41	1 A. Familiar with the directors of Union Bank of	10:44	1 counsel -- to counsel was -- somebody is moving
10:41	2 California. There's a limited number of those. Union	10:44	2 something around over here. I'm certainly familiar with
10:41	3 Bank of California have a -- has a number of officers.	10:44	3 this. It was provided by the bank.
10:41	4 Q. How many officers would you say Union Bank of	10:44	4 Q. So you've seen this document before.
10:41	5 California has?	10:44	5 A. Yes.
10:41	6 A. In the thousands. I haven't been personally	10:44	6 Q. And if you can scroll down to the bottom of
10:41	7 introduced to every one of them yet and haven't	10:44	7 the document, do you see where it is -- there's a Bates
10:41	8 committed them to memory.	10:44	8 stamp at the bottom of the document, I believe,
10:42	9 Q. Well, I certainly understand that.	10:44	9 UBC-JURIS, series of zeros, and the number 9?
10:42	10 As you sit here today, are you aware of	10:44	10 A. Yeah.
10:42	11 who the directors of Union Bank of California are?	10:44	11 Q. Okay. Does this document accurately reflect,
10:42	12 A. Yes, I believe I -- I am.	10:44	12 as of today's date, the officers and directors of -- I'm
10:42	13 Q. Can you name the directors?	10:45	13 sorry -- the directors of -- I'm going to take control
10:42	14 A. I -- I think that was provided to you.	10:45	14 of it real quick.
10:42	15 Q. Okay.	10:45	15 A. Okay. Go ahead.
10:42	16 A. I'm not sure that I could recite them all	10:45	16 Q. -- UnionBanCal Corporation and Union Bank of
10:42	17 right now.	10:45	17 California?
10:42	18 Q. I understand.	10:45	18 A. I believe so.
10:42	19 MR. KING: Can we pull this up? It's	10:45	19 Q. As you sit here today, there are no other
10:42	20 going to be that one, I believe.	10:45	20 directors that you are aware of that should be or should
10:42	21 (Exhibit Number 100 marked.)	10:45	21 not be included on this list?
10:42	22 Q. (BY MR. KING) Can you see what's on your	10:45	22 A. I'm not aware of any.
10:42	23 screen there in front of you?	10:45	23 Q. I'd like to go through some of these and ask
10:42	24 A. Yes, I can. Thank you.	10:45	24 for your understanding of some of these particular
10:42	25 Q. Okay. I believe this was a --	10:45	25 designations and their roles with the company or with

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10:46	1	10:50	1
10:46	2	10:50	2
10:46	3	10:50	3
10:46	4	10:50	4
10:46	5	10:50	5
10:46	6	10:50	6
10:46	7	10:51	7
10:46	8	10:51	8
10:46	9	10:51	9
10:46	10	10:51	10
10:46	11	10:51	11
10:46	12	10:51	12
10:46	13	10:51	13
10:46	14	10:51	14
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10:47	20	10:52	20
10:47	21	10:52	21
10:47	22	10:52	22
10:47	23	10:52	23
10:47	24	10:52	24
10:47	25	10:52	25
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10:47	1	10:52	1
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10:47	3	10:52	3
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10:48	5	10:53	5
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10:48	10	10:53	10
10:48	11	10:53	11
10:48	12	10:53	12
10:49	13	10:53	13
10:49	14	10:53	14
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10:49	16	10:54	16
10:49	17	10:54	17
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10:49	21	10:54	21
10:49	22	10:54	22
10:50	23	10:54	23
10:50	24	10:54	24
10:50	25	10:54	25

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10:54	1	A. One a year.	10:57 1 Q. Do you know when this year's 10-K will be
10:54	2	Q. When is that shareholder meeting held?	10:57 2 filed?
10:54	3	A. Last year it was in April. In 2007 it will be	10:57 3 A. Yeah.
10:55	4	in May.	10:57 4 Q. And when is that?
10:55	5	Q. Do you know when the last time the board of	10:57 5 A. Probably March the 2nd of 2007 or prior. It's
10:55	6	directors for UnionBanCal Corporation met?	10:57 6 required within 60 days of the end of the calendar year,
10:55	7	A. Yes, I do, January of 2007.	10:58 7 60 days, which gets it in to March 2nd. It has not been
10:55	8	Q. Do you know what the purpose of that meeting	10:58 8 filed yet.
10:55	9	was?	10:58 9 Q. And that 10-K will cover the fiscal year
10:55	10	A. Regularly scheduled board meeting to -- I	10:58 10 2006 --
10:55	11	don't attend the meetings so I'm not -- I don't have	10:58 11 A. Yes.
10:56	12	specific knowledge of the agenda of that particular	10:58 12 Q. -- is that correct?
10:56	13	meeting.	10:58 13 A. And prior years, as required by the securities
10:56	14	Q. Do you receive a copy of the agenda of the	10:58 14 regulations.
10:56	15	meeting?	10:58 15 Q. How are the directors of Union Bank of
10:56	16	A. No, I do not.	10:58 16 California selected?
10:56	17	Q. Do you receive a copy of any of the materials	10:59 17 A. I'm not a party to that so I'm not familiar
10:56	18	that are provided to the directors?	10:59 18 with that process.
10:56	19	A. Yes, I do.	10:59 19 Q. Do you know if the shareholders of Union Bank
10:56	20	Q. And what materials, that are provided to the	10:59 20 of California vote on the directors?
10:56	21	directors for the board meeting, do you receive a copy	10:59 21 A. No, they do not. The shareholder of -- I'm
10:56	22	of?	10:59 22 sorry. Did you say the shareholder or the -- would you
10:56	23	A. The financial statements.	10:59 23 ask the question again? I'm sorry. I want to make sure
10:56	24	Q. Was the financial statement presented to the	10:59 24 I've got it right.
10:56	25	board of directors, or the financial statements that you	10:59 25 Q. I believe I said -- I believe the question
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10:56	1	received a copy of, were they presented to the board of	10:59 1 was, do the shareholders of Union Bank of California
10:56	2	directors at its January 2007 meeting?	10:59 2 elect --
10:56	3	A. Financial results of the corporation were	10:59 3 A. Yes, the shareholder.
10:56	4	presented.	10:59 4 Q. So shareholders in the singular here.
10:56	5	Q. And why were they presented at the -- that	10:59 5 A. Yes. There is one shareholder.
10:56	6	board of directors meeting?	10:59 6 Q. And that shareholder is UnionBanCal
10:56	7	A. I'm sorry.	10:59 7 Corporation, correct?
10:56	8	Q. Why were -- why were those financial	11:00 8 A. Yes, it is.
10:56	9	statements presented?	11:00 9 Q. Do you know who votes on behalf of UnionBanCal
10:56	10	A. It's regularly done at all board meetings.	11:00 10 Corporation for the directors of Union Bank of
10:57	11	Q. Who presented the financial statements to the	11:00 11 California?
10:57	12	board?	11:00 12 A. The directors of UnionBanCal Corporation vote
10:57	13	A. They're included in the package. I'm not sure	11:00 13 on behalf of the -- of the shareholder of Union Bank of
10:57	14	that I'd call it presented, but they're included in the	11:00 14 California.
10:57	15	package.	11:00 15 Q. So the directors of UnionBanCal Corporation
10:57	16	Q. So the board members are just provided a copy.	11:00 16 vote on UnionBanCal Corporation's behalf as the sole
10:57	17	A. Right.	11:00 17 shareholder of Union Bank of California.
10:57	18	Q. Do the board members have to sign off, in any	11:00 18 A. I believe that's the case.
10:57	19	way, on the financial statements, for the financial	11:01 19 Q. How many directors of Union Bank of California
10:57	20	statements that are provided to them?	11:01 20 are also directors of UnionBanCal Corporation?
10:57	21	A. Once a year they sign the Form 10-K, which is	11:01 21 A. According to this list, 16.
10:57	22	filed with the Securities & Exchange Commission.	11:01 22 Q. So all 16 members of the board of directors
10:57	23	Q. Do you know when their -- the last 10-K was	11:01 23 for Union Bank of California also serve as the board of
10:57	24	filed?	11:01 24 -- on the board of directors for Union Bank of
10:57	25	A. March of 2006.	11:01 25 California. Is that your understanding?

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11:01	1	A. Yes.	11:05 1 400 California Street in San Francisco?
11:02	2	Q. When does the board of directors for Union	11:05 2 A. Its offices are at 400 California Street.
11:02	3	Bank of California meet?	11:06 3 Q. Do you know how many offices there are for
11:02	4	A. What do you mean, when? Time? Is that a --	11:06 4 UnionBanCal Corporation at 400 California Street?
11:02	5	could you be more specific?	11:06 5 A. There are none that are specifically
11:02	6	Q. Well, how often does the board of directors	11:06 6 designated as UnionBanCal Corporation offices.
11:02	7	for Union Bank of California meet?	11:06 7 Q. But UnionBanCal Corporation does maintain
11:02	8	A. I believe somewhere around six to -- six to	11:06 8 offices at 400 California Street; is that correct?
11:02	9	eight times a year. I'm not associated with that part	11:06 9 A. That is the mailing address and its corporate
11:02	10	of the meeting or those meetings.	11:06 10 headquarters.
11:02	11	Q. Do you know when the last time the board of	11:06 11 Q. Okay.
11:02	12	directors for Union Bank of California met?	11:06 12 A. There are no separate designated offices that
11:02	13	A. Yeah. I believe it was January.	11:06 13 are only for UnionBanCal Corporation as UnionBanCal
11:02	14	Q. Do you know where they met?	11:06 14 Corporation has no employees.
11:03	15	A. Yes, I think I do, 400 California Street,	11:07 15 Q. Does Union Bank of California have any offices
11:03	16	San Francisco.	11:07 16 at 400 California Street?
11:03	17	Q. Do you know what time they met or what the	11:07 17 A. Yes.
11:03	18	exact date was that they met in January of 2007?	11:07 18 Q. And do you know approximately how many people
11:03	19	A. No, I do not know the exact time and I don't	11:07 19 are officed for Union Bank of California at 400
11:03	20	recall the -- the date.	11:07 20 California Street?
11:03	21	Q. The board of directors for UnionBanCal	11:07 21 A. Eighteen floors, 50 people on a floor,
11:03	22	Corporation, you said they met in January of 2007.	11:07 22 approximately. I'll let you do the math.
11:03	23	A. Right.	11:07 23 Q. I would defer on the math right now.
11:03	24	Q. Do you know where they met at?	11:08 24 If I were to send a -- if I were to send
11:03	25	A. Yeah, 400 California Street.	11:08 25 correspondence to UnionBanCal Corporation at 400
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11:03	1	Q. Do you know what date they met on?	11:08 1 California Street in San Francisco, who's going to open
11:03	2	A. No, I don't.	11:08 2 that letter that I sent?
11:03	3	Q. Do you know what time they met?	11:08 3 A. Who's it addressed to?
11:03	4	A. No. I don't know the exact day.	11:08 4 Q. If the -- if the letter was addressed to
11:04	5	Q. Do you know approximately?	11:08 5 UnionBanCal Corporation, 400 California Street, who
11:04	6	A. Yeah. I think it was -- I think it was	11:08 6 would open that letter?
11:04	7	January 23rd, I believe.	11:08 7 A. It would probably be -- well, that's only
11:04	8	Q. Do you know approximately what time on	11:08 8 speculation. It could go to the corporate secretary's
11:04	9	approximately January 23rd that the board of directors	11:08 9 office.
11:04	10	for UnionBanCal Corporation met?	11:08 10 Q. And who is the corporate secretary?
11:04	11	A. I'm sorry, did you say the approximate time?	11:08 11 A. It's listed in the information we gave you,
11:04	12	Q. Uh-huh, yes, sir.	11:08 12 but it's John McGuckin. This is a list of the
11:04	13	A. Oh, I -- I think they met starting in the	11:08 13 directors.
11:04	14	morning.	11:08 14 Q. Okay. I'm sorry. His name is what, John
11:04	15	Q. Do you know how long that meeting lasted?	11:09 15 what?
11:04	16	A. No, I do not.	11:09 16 A. John McGuckin, M-c-G-u-c-k-i-n.
11:04	17	Q. Do you know the approximate date that the --	11:09 17 Q. Thank you.
11:04	18	in January that the Union Bank of California held its	11:09 18 And as corporate secretary, who does
11:04	19	January board meeting?	11:09 19 Mr. McGuckin -- who is he employed by?
11:04	20	A. Yes. I believe that it was January 23rd.	11:09 20 A. Union Bank of California.
11:05	21	Q. Do you know approximately what time on January	11:09 21 Q. Does Mr. McGuckin hold any roles with
11:05	22	23rd that --	11:09 22 UnionBanCal Corporation?
11:05	23	A. I do not, same -- same as with UnionBanCal	11:09 23 A. He's an officer of UnionBanCal Corporation.
11:05	24	Corporation. I believe it started in the morning.	11:09 24 Q. And as an officer of UnionBanCal Corporation,
11:05	25	Q. Does UnionBanCal Corporation have an office at	11:09 25 what is his role?

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11:09	1 A. You'd have to -- I mean, he's the corporate	11:14	1 executive -- a nominating committee. It's listed in the
11:09	2 secretary. I'm not real familiar with all of his	11:14	2 proxy. I believe there's an executive comp and benefit
11:09	3 functions. One might be to open up a letter that	11:14	3 committee. And I think that's it, but there might be
11:09	4 arrives.	11:14	4 others that are listed in the proxy.
11:09	5 Q. Do you know if Mr. McGuckin's function as an	11:14	5 Q. Is there a corporate governance committee?
11:10	6 officer of UnionBanCal Corporation differ from his role	11:14	6 A. Oh, yes.
11:10	7 as an employee of Union Bank of California?	11:15	7 Q. Is there a credit review and management
11:10	8 A. Certainly.	11:15	8 committee?
11:10	9 Q. You do know?	11:15	9 A. I do not believe so.
11:10	10 A. I would assume so.	11:15	10 Q. Is there a finance and capital committee?
11:10	11 Q. Okay. And how would -- how would his roles as	11:15	11 A. Oh, yes, there is. Thank you for pointing
11:10	12 an officer of UnionBanCal Corporation differ from his	11:15	12 that out.
11:10	13 role as an employee of Union Bank of California?	11:15	13 Q. Do you have any knowledge of any committees
11:10	14 A. I don't know the specifics of his role in	11:16	14 that may be formed at the discretion of the board of
11:10	15 Union Bank, but relative to UnionBanCal Corporation he	11:16	15 directors of Union Bank of California?
11:10	16 would handle the corporate secretary function of	11:16	16 A. I do not know if -- if there are committees at
11:10	17 UnionBanCal Corporation.	11:16	17 the Union Bank of California. I believe they're only at
11:10	18 Q. And what would his function as a corporate	11:16	18 the -- at the UnionBanCal Corporation level. I think
11:10	19 secretary of UnionBanCal Corporation be?	11:16	19 that's accurate.
11:10	20 A. One function is, is to be a signor on the	11:17	20 Q. The audit committee for UnionBanCal
11:10	21 proxy statement; another function at the UnionBanCal	11:17	21 Corporation, what's its role?
11:11	22 Corporation would be the secretary of the board of	11:17	22 A. To meet with the outside independent auditors;
11:11	23 directors meetings; filings with Delaware State, where	11:17	23 to meet with regulators, such as the OCC and Federal
11:11	24 UnionBanCal Corporation is incorporated. Specifically,	11:17	24 Reserve Bank auditors; to receive reports of -- from
11:11	25 that's all I'm aware of.	11:17	25 various departments from its subsidiary Union Bank.
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11:11	1 Q. Do you know if Mr. McGuckin serves as a	11:18	1 Q. What kind of reports does it receive from its
11:11	2 secretary at the board of directors meetings for Union	11:18	2 subsidiary Union Bank? I presume you mean Union Bank of
11:12	3 Bank of California?	11:18	3 California?
11:12	4 A. I'm not specifically aware of what his	11:18	4 A. Union Bank of California.
11:12	5 functions are at the bank.	11:18	5 Q. Okay.
11:12	6 Q. So as you sit here today, you don't know	11:18	6 A. Internal audit, credit. I think those are the
11:12	7 specifically, in any way, that his roles differ between	11:18	7 general -- or the ones that are specifically on the
11:12	8 UnionBanCal Corporation and Union Bank of California; is	11:18	8 agenda.
11:12	9 that correct?	11:18	9 Q. How about the public policy committee of
11:12	10 A. I came prepared to answer questions relative	11:18	10 UnionBanCal Corporation? What are its roles?
11:12	11 to UnionBanCal Corporation.	11:18	11 A. Primarily to -- to -- it's probably better
11:12	12 Q. And as you sit here today, you do not know	11:19	12 said in the proxy, where it has a description of it, but
11:12	13 specifically, in any way, how Mr. McGuckin's roles	11:19	13 I think it's to make sure that the organization,
11:12	14 differ between UnionBanCal Corporation and the Union	11:19	14 UnionBanCal Corporation, is a -- is a well-regarded
11:12	15 Bank of California; isn't that correct?	11:19	15 organization in the public's view.
11:12	16 A. I have no specific knowledge of -- of his	11:19	16 Q. Does the public policy committee of
11:12	17 role.	11:19	17 UnionBanCal Corporation establish policies and
11:13	18 Q. Are you aware of any committees that serve or	11:19	18 guidelines that are to be followed by its subsidiaries?
11:13	19 were created at the discretion of the board of directors	11:20	19 A. It would review policies of a subsidiary
11:13	20 of UnionBanCal Corporation?	11:20	20 organization.
11:13	21 A. Yes.	11:20	21 Q. Does Union Bank of California, to the best of
11:13	22 Q. And what committees are you aware of that are	11:20	22 your knowledge, have any policies that the public policy
11:14	23 created at the discretion of the board of directors of	11:20	23 committee of UnionBanCal Corporation would review?
11:14	24 UnionBanCal Corporation?	11:20	24 A. Could you repeat that again?
11:14	25 A. Audit committee, public policy committee,	11:20	25 Q. I'll try to. That may have been a bad

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11:20	1 question.	11:24	1 A. Yes.
11:20	2 Does Union Bank of California, to the	11:24	2 Q. And I would like to know where those policies
11:20	3 best of your knowledge, have any policies that the	11:24	3 of subsidiary organizations are created. Are they
11:20	4 UnionBanCal Corporation public policy committee would	11:24	4 created within a committee of Union Bank of California?
11:20	5 review?	11:24	5 A. I'm not -- I'm really not certain where
11:20	6 A. I believe it would in its role of a committee	11:24	6 they're created, but the policies of Union Bank of
11:21	7 of the board of directors.	11:24	7 California would be reviewed by the policy committee of
11:21	8 Q. So would it be fair to say, then, that there	11:25	8 UnionBanCal Corporation.
11:21	9 is a -- some type of policy committee that is created by	11:25	9 Q. And do you know what policies of Union Bank of
11:21	10 the board of directors for Union Bank of California?	11:25	10 California are reviewed by the public policy committee
11:21	11 MR. SWEIGART: Object to the form.	11:25	11 of UnionBanCal Corporation?
11:21	12 A. I'm prepared to discuss the UnionBanCal	11:25	12 A. Not specifically do I know the specific
11:21	13 Corporation board of directors and committees.	11:25	13 policies, as I answered.
11:21	14 Q. (BY MR. KING) So you have -- is it fair to	11:25	14 Q. Do you know what general policy categories are
11:21	15 say you have absolutely no knowledge whatsoever of any	11:25	15 considered by the public policy committee of Union Bank
11:21	16 committees that are created at the discretion of the	11:25	16 of California, I mean of UnionBanCal Corporation?
11:21	17 board of directors of the Union Bank of California?	11:25	17 A. I'm not as familiar with that -- that
11:21	18 A. As an officer of UnionBanCal Corporation, I do	11:25	18 committee of public policy, but it would address things
11:22	19 not know of the workings of the separate committees of	11:25	19 like shareholder voting rights, rotation of directors of
11:22	20 Union Bank.	11:25	20 UnionBanCal Corporation. I'm sorry I'm not more
11:22	21 Q. As an employee of Union Bank of California,	11:26	21 familiar with that particular committee.
11:22	22 are you aware of any committees that are created at the	11:26	22 Q. To your knowledge, does UnionBanCal
11:22	23 discretion or at the direction of the board of directors	11:26	23 Corporation have any policies that are inconsistent with
11:22	24 for Union Bank of California?	11:26	24 those of Union Bank of California?
11:22	25 A. Could you repeat that again? As an employee	11:26	25 A. To my knowledge, no.
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11:22	1 of Union -- say that again.	11:26	1 Q. To your knowledge, does Union Bank of
11:22	2 Q. As an employee of Union Bank of California --	11:26	2 California have any policies that are inconsistent with
11:22	3 A. Right.	11:26	3 the policies of UnionBanCal Corporation?
11:22	4 Q. -- are you aware of any committees that are	11:26	4 A. Union Bank is -- is not a public company as
11:22	5 created at the discretion or at the direction of the	11:26	5 one shareholder, so its policies would not address those
11:22	6 board of directors of the Union Bank of California?	11:26	6 of what UnionBanCal Corporation would, given their
11:22	7 A. I know committees exist at the Union Bank of	11:26	7 corporate structure difference.
11:23	8 California, or I believe that they exist at the Union	11:27	8 Q. You're not aware of any policies of Union Bank
11:23	9 Bank of California because of the -- I just don't know	11:27	9 of California that are inconsistent with any policies of
11:23	10 the legal status of that.	11:27	10 UnionBanCal Corporation; is that correct?
11:23	11 Q. What committees do you believe may exist at	11:27	11 A. I just -- I just said that I believe that
11:23	12 the Union Bank of California?	11:27	12 there are differences. Because Union Bank is not a
11:23	13 A. Once again, I'm here prepared to discuss	11:27	13 public company, does not have public shareholders, their
11:23	14 UnionBanCal Corporation committees that are established	11:27	14 policies would be different than UnionBanCal
11:23	15 and their oversight of -- of the holding company,	11:27	15 Corporation, that have public shareholders. So it would
11:23	16 UnionBanCal Corporation, and its wholly owned -- or its	11:27	16 be irrelevant to have rotational and voting policies
11:23	17 wholly owned subsidiaries.	11:27	17 consistent amongst the organizations.
11:24	18 Q. Okay. And as a person that's here prepared to	11:27	18 Q. Are there any policies of Union Bank of
11:24	19 testify today regarding UnionBanCal Corporation	11:27	19 California that overlap policies of UnionBanCal
11:24	20 committees that are established and their oversight of	11:28	20 Corporation?
11:24	21 its wholly owned subsidiaries --	11:28	21 A. I -- I would expect that they would be
11:24	22 A. Yes.	11:28	22 consistent in -- in governance philosophy, but I'm not
11:24	23 Q. -- you stated earlier that the public policy	11:28	23 -- I'm not -- I don't specifically know of the
11:24	24 committee would review policies of subsidiary	11:28	24 differences that would be between those two
11:24	25 organizations.	11:28	25 organizations.

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Page 66	11:28 1 Q. So to the extent that different policies may 11:28 2 exist between UnionBanCal Corporation and Union Bank of 11:28 3 California, you believe that they coincide to create a 11:28 4 common governing philosophy? Would that be correct? 11:28 5 A. I'm not sure I'd go that far, but where they 11:28 6 are consistent -- and applicable topics for both 11:29 7 organizations, they would be consistent. The corporate 11:29 8 structures are different, the ownership is different, so 11:29 9 they would have different policies in that regard. 11:29 10 Q. And if a particular topic area is not 11:29 11 applicable to UnionBanCal Corporation -- 11:29 12 A. Uh-huh (affirmative). 11:29 13 Q. -- do you think it would have a policy 11:29 14 governing an inapplicable topic? 11:29 15 A. Could you repeat the question? 11:29 16 Q. If a particular topic area is not applicable 11:29 17 to UnionBanCal Corporation, do you think that 11:29 18 UnionBanCal Corporation would have a policy governing an 11:29 19 inapplicable topic? 11:30 20 A. No. UnionBanCal Corporation wouldn't have a 11:30 21 policy for an inapplicable policy for UnionBanCal 11:30 22 Corporation. 11:30 23 Q. And the same would apply to Union Bank of 11:30 24 California, would that be correct? 11:30 25 A. UnionBanCal Corporation might have a policy	Page 68	11:32 1 Q. (BY MR. KING) What employees, officers and 11:32 2 directors of Union Bank of California recommend, approve 11:32 3 and adopt policies to govern Union Bank of California? 11:32 4 A. I'm here to -- to answer questions relative to 11:32 5 UnionBanCal Corporation. I'm not here to speculate on 11:32 6 other things outside of my role in Union Bank of 11:32 7 California. 11:32 8 Q. Were you speculating when you just told me 11:32 9 that the organization of Union Bank of California is a 11:32 10 separate organization that has employees, officers and 11:32 11 directors that recommend, approve and adopt policies to 11:32 12 govern Union -- Union Bank of California? 11:32 13 A. As my role as an officer of Union Bank, I was 11:32 14 not speculating. 11:33 15 Q. Okay. Well, then, who are those officers, 11:33 16 employees and directors that recommend, approve and 11:33 17 adopt policies to govern Union Bank of California? 11:33 18 A. There are many officers and employees of Union 11:33 19 Bank of California and there's a lot of policies. Could 11:33 20 you be more specific? 11:33 21 Q. I'm just -- I'm just asking a question about 11:33 22 your answer. And you said that Union Bank of California 11:33 23 has employees, officers and directors that recommend, 11:33 24 approve and adopt policies that govern Union Bank of 11:33 25 California, and I'm just curious -- you said you were
Page 67	11:30 1 that is applicable to its wholly owned subsidiaries. 11:30 2 Q. And the subsidiaries would be expected to 11:30 3 abide by that policy set out by UnionBanCal Corporation, 11:30 4 correct? 11:30 5 A. The subsidiary -- yes. The subsidiary should 11:30 6 abide by policies adopted by that subsidiary and 11:30 7 incorporate it into the policies of UnionBanCal 11:31 8 Corporation. 11:31 9 Q. And if Union Bank of California -- I'm sorry. 11:31 10 If UnionBanCal Corporation develops a policy directed to 11:31 11 one of its wholly owned subsidiaries, that wholly owned 11:31 12 subsidiary is going to adopt that policy, will they not? 11:31 13 MR. SWEIGART: I'm going to object to the 11:31 14 form. You're getting into an area of speculation here. 11:31 15 A. That -- that is speculation. I don't know. 11:31 16 Q. (BY MR. KING) As you sit here today, would 11:31 17 you have any reason to believe that if the Union -- if 11:31 18 UnionBanCal Corporation developed a policy directed to a 11:31 19 specific wholly owned subsidiary, that that subsidiary 11:31 20 would not adopt that policy? 11:31 21 MR. SWEIGART: Object to the form. 11:31 22 A. The organization of Union Bank of California 11:31 23 is a separate organization that has employees, officers 11:32 24 and directors that recommend, approve, adopt policies to 11:32 25 govern Union Bank of California.	Page 69	11:33 1 not speculating when you gave that answer and I'm just 11:33 2 curious as to who those individuals are. 11:33 3 A. Officers, directors and employees of Union 11:33 4 Bank of California. There are 10,000 employees. I'm 11:33 5 not knowledgeable of all of those areas, but there are 11:33 6 policies of Union Bank and I'm knowledgeable that there 11:34 7 are policies of Union Bank. 11:34 8 Q. And how do you know that those policies are 11:34 9 adopted by -- at the recommendation of officers, 11:34 10 directors or employees of Union Bank of California? 11:34 11 A. Because they are disseminated throughout the 11:34 12 organization. 11:34 13 Q. Who disseminates them? 11:34 14 A. There's a department that does that. 11:34 15 Q. What department does that? 11:34 16 A. I don't know the name of that department, but 11:34 17 it is a -- just a communications department. 11:34 18 Q. Do you know who's in charge of the 11:34 19 communications department? 11:34 20 A. No, I do not. 11:34 21 Q. Given the overlap of directors of the Union 11:34 22 Bank of California and UnionBanCal Corporation, do you 11:35 23 honestly believe, as you sit here, as an officer of 11:35 24 UnionBanCal Corporation, that one of its subsidiary 11:35 25 organizations would not adopt a policy directed to that

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11:35 1 subsidiary organization?	12:43 1 MR. KING: Do you guys have it up over
11:35 2 MR. SWEIGART: I'm going to object to the	12:43 2 on your screen?
11:35 3 form of that question.	12:43 3 MR. SWEIGART: Yes, we do.
11:35 4 A. Union Bank would adopt policies that are	12:44 4 Q. (BY MR. KING) This -- the page numbering on
11:35 5 appropriate for Union Bank. Its officers and employees	12:44 5 here is a little bit off. It's a PDF copy of -- of
11:35 6 would evaluate that and adopt that, those policies that	12:44 6 what's on the website, so the PDF page is different than
11:35 7 are appropriate for that organization.	12:44 7 the actual page number on the proxy, if that makes
11:35 8 Q. (BY MR. KING) But you can't tell me what	12:44 8 sense.
11:35 9 officers, employees would evaluate those policies.	12:44 9 A. Yeah.
11:36 10 MR. SWEIGART: Object to the form.	12:44 10 Q. Okay.
11:36 11 A. Not specifically.	12:44 11 A. Which one are you going to go by?
11:36 12 MR. KING: We're about out of tape time,	12:44 12 Q. Let's see here. I'm going to go by the actual
11:36 13 so let's go ahead and take a break, and if you guys want	12:44 13 proxy page and not the Adobe page.
11:36 14 to go ahead and break for lunch, will that be fine? Is	12:44 14 A. All right.
11:36 15 it 11:30 here?	12:44 15 Q. So I'll be going by the page number that's
11:36 16 MR. SWEIGART: Yeah. I mean, on my time,	12:44 16 just a single digit, not the 1 of 41.
11:36 17 it's already --	12:44 17 A. Sure.
11:36 18 MR. KING: It's supper time for you,	12:44 18 Q. When we left, we were talking about the public
11:36 19 isn't it?	12:44 19 policy committee. Can you see that in the middle of
11:36 20 MR. SWEIGART: Almost, middle-of-the-day	12:44 20 your screen?
11:36 21 time anyway.	12:44 21 A. Yes.
11:36 22 THE VIDEOGRAPHER: We're going to go off	12:44 22 Q. Okay.
11:36 23 the record at 11:36.	12:44 23 MR. SWEIGART: Can you tell us what page
11:36 24 (Recess taken 11:36 to 12:42)	12:44 24 you're on?
12:28 25 (Exhibit Number 101 marked.)	12:44 25 MR. KING: Page 8 of the proxy.
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12:42 1 THE VIDEOGRAPHER: We're back on the	12:45 1 Q. (BY MR. KING) I'll wait for your counsel to
12:42 2 record at 12:42.	12:45 2 track it down before I start asking you questions about
12:42 3 Q. (BY MR. KING) All right, Mr. Anderson, we're	12:45 3 it.
12:42 4 back here from lunch. Do you see the Exhibit that's	12:45 4 MR. SWEIGART: Okay. I'm on 8.
12:42 5 been marked 101 on your screen there in front of you?	12:45 5 MR. KING: Fantastic.
12:42 6 A. Yes.	12:45 6 MR. SWEIGART: Thank you.
12:42 7 Q. Okay. Does this -- and you can look through	12:45 7 MR. KING: No problem. And if I jump
12:42 8 it if you would like real quick. Does this appear to be	12:45 8 ahead and you guys have any problems finding it, just
12:42 9 the proxy statement that you had directed me to look up	12:45 9 let me know and stop me before I get -- before I go into
12:43 10 earlier for some of the information that we were talking	12:45 10 it.
12:43 11 about before we broke for lunch?	12:45 11 Q. (BY MR. KING) Have you had a chance to read
12:43 12 A. Yeah, it looks like it.	12:45 12 that paragraph on the public policy committee?
12:43 13 Q. I'll represent to you that I pulled this off	12:45 13 A. Yes, I did.
12:43 14 of the Union Bank of California -- or accessed this	12:45 14 Q. Okay. And it states in there that the public
12:43 15 through the www.UBOC.com website and, I believe, under	12:45 15 policy committee is a joint committee of UnionBanCal and
12:43 16 the investor relations tab, or something like that.	12:45 16 Union Bank of California, correct?
12:43 17 A. Yeah. Great.	12:45 17 A. Uh-huh (affirmative).
12:43 18 Q. Does this look familiar to you?	12:45 18 Q. Does that refresh your recollection in any way
12:43 19 A. It does.	12:45 19 as to whether or not Union Bank of California has a
12:43 20 Q. Okay. Have you seen this document before?	12:45 20 public policy committee at the appointment of its board
12:43 21 A. Yes, I have.	12:45 21 of directors?
12:43 22 Q. Okay. I'm going to take control of the mouse	12:45 22 A. Yes, it does.
12:43 23 real quick, if you don't mind --	12:45 23 Q. Okay. And do you -- would you agree that the
12:43 24 A. Not a problem.	12:46 24 public policy committee is a committee that's appointed
12:43 25 Q. -- and take us to a particular page.	12:46 25 by the board of directors of Union Bank of California?

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12:46 1	A. I'm not sure that that says that.	12:49 1	Corporation are different than the laws that govern, in
12:46 2	Q. Is it your understanding, in your role as an	12:49 2	some respects, Union Bank of California, so it -- those
12:46 3	employee of Union Bank of California, whether or not the	12:49 3	public policy -- policies relative to those might be
12:46 4	board of directors appoints a public policy committee?	12:49 4	different given the organizations.
12:46 5	A. That's just conjecture on my part as to who	12:50 5	Q. Let me try to find the next one I wanted to
12:46 6	would actually appoint it. It is a joint committee of	12:51 6	talk to you about.
12:46 7	the two companies.	12:51 7	MR. KING: Can I close this?
12:46 8	Q. And who are the -- who are the directors that	12:51 8	(Mr. King and Ms. Toles conferring.)
12:46 9	serve on the public policy committee as of December 31,	12:51 9	A. Yeah, I was having the same problem, I
12:46 10	2005?	12:51 10	couldn't find the up button.
12:46 11	A. They're listed here, that you're showing me.	12:51 11	Q. (BY MR. KING) Now, this -- this proxy
12:46 12	Q. Okay. Can you name those, please?	12:51 12	statement lists various committees. Have you had a
12:46 13	A. Sure. Mary Metz, Aida Alvarez, J. Fernando	12:52 13	chance to see that? And if you need to scroll through,
12:47 14	Niebla, Carl Robertson and Dean Yoost.	12:52 14	feel free.
12:47 15	Q. Now, other than Mr. Robertson, all of those	12:52 15	A. Yeah, I'm looking at it. I'll --
12:47 16	are also directors of both UnionBanCal Corporation and	12:52 16	Q. Okay.
12:47 17	Union Bank of California, correct?	12:52 17	A. I can see it.
12:47 18	A. That's correct.	12:52 18	Q. Now, are these committees of UnionBanCal
12:47 19	Q. And Mr. Robertson is only a director of Union	12:52 19	Corporation that are -- that are, to the best of your
12:47 20	Bank of California, correct?	12:52 20	knowledge, discussed within the UnionBanCal Corporation
12:47 21	A. Yes, he is.	12:52 21	proxy statement?
12:47 22	Q. Okay. Given that this is a joint committee	12:52 22	MR. SWEIGART: I'm going to object to the
12:47 23	between UnionBanCal and Union Bank of California, I'll	12:52 23	form.
12:47 24	go back to a question I posed earlier. In your position	12:52 24	A. This is the UnionBanCal Corporation proxy
12:47 25	as both an officer of UnionBanCal Corporation and an	12:52 25	statement.
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12:47 1	employee of Union Bank of California, and now	12:52 1	Q. (BY MR. KING) Okay.
12:47 2	understanding that this is a joint committee of	12:52 2	A. So it's discussed within it.
12:48 3	UnionBanCal and Union Bank of California, do you believe	12:52 3	Q. Okay. Do you see the executive compensation
12:48 4	that a policy developed at the hands of the policy	12:52 4	and benefits committee?
12:48 5	committee of UnionBanCal Corporation would not be	12:52 5	A. I do.
12:48 6	adopted by Union Bank of California?	12:52 6	Q. Okay. Is that a --
12:48 7	MR. SWEIGART: Object to the form.	12:52 7	MR. KING: I'm sorry. It's at the --
12:48 8	A. I still -- I don't change my answer, and the	12:52 8	it's still on page 8. I believe it's at the top of that
12:48 9	reason is, is that there are certain policies that would	12:52 9	page.
12:48 10	only be applicable to UnionBanCal Corporation and	12:52 10	MR. SWEIGART: Okay. Got it.
12:48 11	therefore they wouldn't be applicable to Union Bank of	12:52 11	Q. (BY MR. KING) Is the executive compensation
12:48 12	California. Some would be and that's why it's a joint	12:52 12	and benefits committee, as described here, a committee
12:48 13	committee.	12:52 13	of UnionBanCal Corporation?
12:48 14	Q. (BY MR. KING) To the extent --	12:52 14	A. You know, it does not, that I can see,
12:48 15	A. For instance --	12:53 15	identify it as which one. It is whether it's combined
12:48 16	Q. Let me -- let me ask a question, and then	12:53 16	or separate. That's one of the reasons why earlier in
12:49 17	I'll -- well, I tell you what, go ahead and -- go ahead	12:53 17	our conversation I wasn't -- I wasn't sure.
12:49 18	and give me your --	12:53 18	Q. So you don't know if this is a committee --
12:49 19	A. Equal opportunity, equal employment	12:53 19	well, does --
12:49 20	opportunity, there are no employees of UnionBanCal, it	12:53 20	A. It absolutely is a committee of UnionBanCal
12:49 21	wouldn't be applicable to UnionBanCal.	12:53 21	Corporation.
12:49 22	Business standards for ethical conduct by	12:53 22	Q. You just don't know whether or not it's also a
12:49 23	an employee, there are no employees of UnionBanCal	12:53 23	committee of Union Bank of California.
12:49 24	Corporation, it would not be applicable.	12:53 24	A. I believe it is, although I'm not sure.
12:49 25	The laws governing UnionBanCal	12:53 25	Q. Okay. Who makes up the executive compensation

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12:53	1 and benefits committee?	12:56	1 of control over the compensation of employees of Union
12:53	2 A. Would you like me to read the directors' names	12:56	2 Bank of California?
12:53	3 again.	12:56	3 MR. SWEIGART: Object to the form.
12:53	4 Q. Please.	12:57	4 A. Could you define "control"? It seems to be
12:53	5 A. Richard D. Farman, Dale Crandall, Mike	12:57	5 very broad.
12:53	6 Gillfillan, Fernando Niebla.	12:57	6 Q. (BY MR. KING) How would you define "control"?
12:53	7 Q. Are these -- are these directors of	12:57	7 A. I -- I suppose I wouldn't define "control." I
12:53	8 UnionBanCal Corporation?	12:57	8 guess I'd rather have you ask me a specific question.
12:54	9 A. Yes.	12:57	9 Q. So you can't define the word "control"?
12:54	10 Q. Are they also directors of Union Bank of	12:57	10 MR. SWEIGART: I've got to object to the
12:54	11 California?	12:57	11 form, argumentative.
12:54	12 A. Yes.	12:57	12 A. The -- the -- the committee's function is to
12:54	13 Q. Do you see that first sentence where it says	12:57	13 approve recommendations of management, so I guess that's
12:54	14 that the executive compensation of benefits committee	12:57	14 how I would define control for you.
12:54	15 oversees Union Bank of California's employee benefits	12:57	15 Q. (BY MR. KING) Would it be fair to say that
12:54	16 plan?	12:57	16 the executive compensation and benefits committee has
12:54	17 A. Yes.	12:57	17 final say as to the compensation of employees of
12:54	18 Q. Okay. Do you know how the executive	12:57	18 UnionBanCal Corporation?
12:54	19 compensation and benefits committee oversees the Union	12:57	19 MR. SWEIGART: Object to the form.
12:54	20 Bank of California's employee benefit plan?	12:58	20 A. There is no employees of UnionBanCal
12:54	21 A. I'm not a -- an attending member of this	12:58	21 Corporation.
12:54	22 committee, but -- so I can't speak specifically on that	12:58	22 Q. (BY MR. KING) I'm sorry. Would it -- let me
12:55	23 topic.	12:58	23 rephrase that question.
12:55	24 Q. Well, you -- you told me earlier today that	12:58	24 Would it be fair to say that the
12:55	25 you were here as a representative of UnionBanCal	12:58	25 executive compensation and benefits committee has final
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12:55	1 Corporation and that you were prepared to talk about	12:58	1 say as to the compensation of employees of Union Bank of
12:55	2 committees only for UnionBanCal Corporation.	12:58	2 California?
12:55	3 A. Uh-huh (affirmative).	12:58	3 A. Of only certain employees, I think as
12:55	4 Q. Are you not prepared to talk about the	12:58	4 specified in here.
12:55	5 executive compensation and benefits committee of	12:58	5 Q. And what employees would those be?
12:55	6 UnionBanCal Corporation?	12:58	6 A. I think it's the senior executives.
12:55	7 A. I am, depending on how specific the questions	12:58	7 Q. Is it your understanding that the executive
12:55	8 are.	12:58	8 compensation and benefits committee only has final say
12:55	9 Q. So you have absolutely no idea what role --	12:58	9 as to the compensation of senior executives of Union
12:55	10 let me -- that's probably a horrible question.	12:58	10 Bank of California?
12:55	11 A. I agree.	12:58	11 A. I think that they have the approval function
12:55	12 Q. What is your understanding of how the	12:58	12 of -- recommendation of management.
12:55	13 executive compensation and benefits committee oversees	12:59	13 Q. And once management recommends a certain
12:55	14 Union Bank of California's employee benefit plan?	12:59	14 compensation package and it's approved by the executive
12:55	15 A. Okay. There are a number of employee benefit	12:59	15 compensation and benefits committee, does it have to be
12:55	16 plans that are in place for employees of Union Bank of	12:59	16 approved by anyone -- any other entities or committees?
12:55	17 California, and those are such things as profit-sharing	12:59	17 A. Not that I'm aware of.
12:56	18 plans, medical plans, retiree plans, and it is their	12:59	18 Q. So the buck stops with the executive
12:56	19 responsibility to approve amendments to those plans.	12:59	19 compensation and benefits committee. Would that be fair
12:56	20 Q. Would it be fair to say the executive	12:59	20 to say?
12:56	21 compensation and benefits committee has oversight into	12:59	21 A. They would make a report to the board of
12:56	22 the compensation of Union Bank of California employees?	12:59	22 directors.
12:56	23 A. Yes.	01:00	23 Q. Does the executive compensation and benefits
12:56	24 Q. Would it be fair to say that the executive	01:00	24 committee have any voice in the compensation of
12:56	25 compensation and benefits committee exercises a degree	01:00	25 directors of UnionBanCal Corporation or Union Bank of

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01:00	1 California?	01:05	1 are no employees of UnionBanCal Corporation.
01:00	2 A. In the middle of the paragraph it says the	01:05	2 A. Uh-huh (affirmative).
01:00	3 committee also reviews and recommends directors'	01:05	3 Q. Is that correct?
01:00	4 compensation, so I believe the answer is yes.	01:05	4 A. Right.
01:00	5 Q. Okay. This thing is giving me fits here. I	01:05	5 Q. Do you -- in light of reading the second
01:01	6 think I got it now.	01:05	6 paragraph there, do you still believe that that's an
01:01	7 MR. KING: Thank you very much. There we	01:05	7 accurate statement?
01:01	8 go.	01:05	8 A. Yes, I do. It says covers officers and
01:02	9 Q. (BY MR. KING) We also talked earlier about a	01:05	9 employees. It is applicable to the officers of
01:02	10 corporate governance committee. Do you recall that?	01:06	10 UnionBanCal Corporation.
01:02	11 A. Yeah. That's on page 4 or 5. I can't see.	01:06	11 Q. But UnionBanCal Corporation's -- the code of
01:02	12 Five. Oops.	01:06	12 ethics and conduct that it adopted, it didn't --
01:02	13 Q. Hang on. Let me see if I can find that again.	01:06	13 UnionBanCal Corp. did, in fact, adopt a code of ethics
01:02	14 It's on page 4 -- I believe it's 5 of 41 on the Adobe	01:06	14 and conduct, did it not?
01:02	15 numbering.	01:06	15 A. Yes, it did.
01:02	16 MR. SWEIGART: It's --	01:06	16 Q. Okay. And right here it says that it is
01:02	17 MR. KING: I'm at -- I'm at page 5 of 41.	01:06	17 applicable to all officers and employees, correct?
01:03	18 I'm sorry.	01:06	18 A. That's right.
01:03	19 THE WITNESS: Yeah. There's a subheading	01:06	19 Q. And earlier you had said that UnionBanCal
01:03	20 in the middle of the page, The Board Of Directors And	01:06	20 Corporation would have no reason to adopt standards for
01:03	21 Committees, and the first one is Corporate Governance.	01:06	21 ethical conduct by an employee, correct?
01:03	22 MR. KING: Sometimes technology is too	01:06	22 A. For an employee, that's correct.
01:03	23 smart for us.	01:06	23 Q. But here it's stating that UnionBanCal has
01:04	24 Q. (BY MR. KING) Have you got a chance to read	01:06	24 adopted a code of ethics and conducted --
01:04	25 that paragraph under Corporate Governance?	01:06	25 A. For officers. Stop, officers.
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01:04	1 A. Yes.	01:06	1 Q. Well, it doesn't stop right here on the
01:04	2 Q. Does this give you an understanding of what	01:06	2 company's proxy statement, though. It continues and
01:04	3 the role of the corporate governance committee's	01:06	3 says employees, does it not?
01:04	4 function is for UnionBanCal Corporation?	01:06	4 A. That's correct.
01:04	5 A. Basic understanding, yes.	01:06	5 Q. Whoever wrote this document could've stopped
01:04	6 Q. It says, UnionBanCal, if you look at the	01:06	6 at officers, correct?
01:04	7 second paragraph --	01:06	7 A. It's a policy that -- as you can see, it is
01:04	8 A. Uh-huh (affirmative).	01:06	8 for UnionBanCal and is applicable to any employees of
01:04	9 Q. -- it says, UnionBanCal has adopted a code of	01:07	9 any of the subsidiary corporations, which I also stated
01:04	10 ethics and conduct entitled the business standards for	01:07	10 to you earlier.
01:05	11 ethical conduct --	01:07	11 Q. Is that what it says in that sentence, that
01:05	12 A. Uh-huh (affirmative).	01:07	12 it's applicable to employees of UnionBanCal
01:05	13 Q. -- which is applicable to all officers and	01:07	13 subsidiaries?
01:05	14 employees.	01:07	14 A. UnionBanCal is used in this term as the -- I
01:05	15 A. Uh-huh (affirmative).	01:07	15 believe, in this case, applies to also its subsidiary
01:05	16 Q. UnionBanCal has also adopted a code of ethics	01:07	16 employees.
01:05	17 for senior financial officers and a code of ethics	01:07	17 Q. And how do you have that understanding?
01:05	18 applicable to its directors. These codes are subject to	01:07	18 A. It's just my -- my understanding from reading
01:05	19 an annual certification process to review compliance.	01:07	19 this.
01:05	20 A. Uh-huh (affirmative).	01:07	20 Q. Is there anything in the document that
01:05	21 Q. Now, earlier, when we were talking about	01:07	21 limits -- that says that UnionBanCal here is referring
01:05	22 different policies that may be developed by UnionBanCal	01:07	22 to its -- itself and its subsidiaries?
01:05	23 Corporation, you indicated that business standards for	01:07	23 A. I do not have that in front of me to be able
01:05	24 ethical conduct by an employee was one such policy that	01:07	24 to read it.
01:05	25 UnionBanCal Corporation would not develop because there	01:07	25 Q. Well, you have the entire document in front of

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01:07	4	01:09	4
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01:08	7	01:10	7
01:08	8	01:10	8
01:08	9	01:10	9
01:08	10	01:10	10
01:08	11	01:10	11
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01:08	16	01:10	16
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01:13 1 of the board of directors. I believe earlier you had	01:16 1 A. I think it says, if elected UnionBanCal
01:13 2 stated that Union -- tell me if I -- if I misquote your	01:17 2 directors, that they would be up for re-election.
01:14 3 testimony -- that directors of UnionBanCal Corporation	01:17 3 Q. (BY MR. KING) Okay. So if they were elected
01:14 4 exercise the right to vote on the directors and vote on	01:17 4 as directors of UnionBanCal Corporation would those
01:14 5 directors on behalf of UnionBanCal Corporation for the	01:17 5 nominees be voting on themselves as directors for Union
01:14 6 board of directors of Union Bank of California. Is that	01:17 6 Bank of California?
01:14 7 correct?	01:17 7 A. I'm not sure of the legal process of who would
01:14 8 A. I think that's what I said.	01:17 8 vote. They'd be elected, but I don't know the legal
01:14 9 Q. Okay. You see that last paragraph -- I mean	01:17 9 term as what you just asked me.
01:14 10 the last sentence in that first paragraph, under	01:17 10 Q. They would be elected by the -- the board of
01:14 11 Election of Directors, beginning, All nominees?	01:17 11 directors for Union Bank of California, would be elected
01:14 12 A. Yeah.	01:17 12 by the board of directors for UnionBanCal, correct?
01:14 13 Q. Okay. Can you read those last two sentence --	01:18 13 A. Right, I believe so.
01:14 14 I'm sorry -- next-to-the-last sentence, can you read	01:18 14 Q. Okay.
01:14 15 those last two sentence, please.	01:18 15 A. I'm just not certain, but I believe so.
01:14 16 A. The one starting with, All nominees?	01:18 16 Q. And if -- and if those -- if the same
01:14 17 Q. Yes, sir.	01:18 17 individuals that are up for election for Union -- for
01:14 18 A. All nominees except for Messrs Mickey and	01:18 18 the board of directors of Union Bank of California are
01:15 19 Kanari are also directors of Union Bank of California.	01:18 19 also directors of UnionBanCal, those directors would be
01:15 20 Q. And can you read that last sentence.	01:18 20 voting on themselves in the process of electing the
01:15 21 A. If elected as directors of UnionBanCal, all	01:18 21 directors for Union Bank of California, correct?
01:15 22 nominees, except for Mr. Mickey and Kanari, are expected	01:18 22 A. To the extent that they are the same people,
01:15 23 to be re-elected as directors of Union Bank of	01:18 23 but the boards are not the same. Mickey and Kanari, as
01:15 24 California.	01:18 24 we can see, are not bank board directors up for
01:15 25 Q. Do you have any understanding as to why all	01:18 25 nomination, so the boards are not the same.
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01:15 1 nominees, except for Messrs Mickey and Kanari, were	01:18 1 Q. There's a slight difference, correct?
01:15 2 expected to be re-elected as directors of Union Bank of	01:18 2 A. Well, more than a slight difference. It's
01:15 3 California?	01:19 3 about 20 percent difference.
01:15 4 A. No.	01:19 4 Q. I believe you had testified earlier that all
01:15 5 Q. Would it be fair to say that all nominees for	01:19 5 of the board of directors -- all the members of the
01:15 6 the board of directors of UnionBanCal were also up for	01:19 6 board of directors for UnionBanCal Corporation are also
01:16 7 election for directors of Union Bank of California	01:19 7 on the board of directors for Union Bank of California.
01:16 8 except for Messrs Mickey and Mr. -- and Mr. Kanari?	01:19 8 Is that correct?
01:16 9 MR. SWEIGART: Object to the form;	01:19 9 A. I don't believe I said that.
01:16 10 mischaracterizes the document.	01:19 10 Q. Okay. How many -- I don't want to go back and
01:16 11 Q. (BY MR. KING) Let me -- let me rephrase that.	01:19 11 rehash this completely. Do you recall how many members
01:16 12 Would it be fair to say that the	01:19 12 of the board of directors for UnionBanCal Corporation
01:16 13 directors that were up for re-election --	01:19 13 also serve on the board of directors for Union Bank of
01:16 14 A. Which directors?	01:19 14 California?
01:16 15 Q. The -- one minute.	01:19 15 MR. SWEIGART: Object to the form; asked
01:16 16 A. Okay.	01:19 16 and answered.
01:16 17 Q. I'm going to try to make this as clear as I	01:19 17 A. I think as it says all but two.
01:16 18 can.	01:19 18 Q. (BY MR. KING) Okay. And those two are
01:16 19 A. Well, I hope so.	01:19 19 Mr. Mickey and Mr. Kanari, correct?
01:16 20 Q. Would it be fair to say that the directors of	01:20 20 A. Yes.
01:16 21 UnionBanCal Corporation, that were up for re-election,	01:20 21 Q. Now, are Mr. Mickey and Mr. Kanari on the
01:16 22 were also up for re-election to the board of directors	01:20 22 board of directors for UnionBanCal or Union Bank of
01:16 23 of Union Bank of California except for Mr. Mickey and	01:20 23 California?
01:16 24 Mr. Kanari?	01:20 24 A. They're on the board of directors for
01:16 25 MR. SWEIGART: Object to the form.	01:20 25 UnionBanCal.

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01:20	1 Q. Okay.	01:23	1 A. As I said, there are no employees of
01:20	2 A. They are not on the board of directors of	01:23	2 UnionBanCal. That covers full-time and part-time.
01:20	3 Union Bank.	01:23	3 Q. Has there ever been an employee of
01:20	4 Q. Okay. Did you testify earlier that all the	01:23	4 UnionBanCal?
01:20	5 members that are on the board of directors for Union	01:23	5 A. Not that I'm aware of.
01:20	6 Bank of California are also members of the board of	01:23	6 Q. Full-time or part-time.
01:20	7 directors for UnionBanCal?	01:23	7 A. Full-time or part-time.
01:20	8 MR. SWEIGART: Object to the form. If	01:23	8 Q. As you sit here today, you're not aware of any
01:20	9 you want to show him his prior testimony --	01:23	9 prior -- or any individual being employed full-time or
01:20	10 A. Yeah, would you like to? If I did say that	01:23	10 part-time by UnionBanCal Corporation.
01:20	11 they are the same, then that's incorrect.	01:23	11 A. That's correct.
01:20	12 Q. (BY MR. KING) Okay.	01:23	12 Q. Is there an intent to hire any employees by
01:20	13 A. Because there is a director of Union Bank that	01:23	13 UnionBanCal Corporation?
01:20	14 is not a director of UnionBanCal.	01:24	14 A. Not -- not that I'm aware of.
01:20	15 Q. Okay. So --	01:24	15 Q. Why is there a policy that provides that any
01:20	16 A. My recollection was you asked me the number of	01:24	16 director who is employed full-time by UnionBanCal or
01:21	17 people. It's clear on the form who is and who isn't. I	01:24	17 Union Bank of California --
01:21	18 might have made a mistake in my math, but it is very	01:24	18 A. Because --
01:21	19 clear on the form.	01:24	19 MR. SWEIGART: Object to the form.
01:21	20 Q. I understand. I understand. And I'm not	01:24	20 Go ahead.
01:21	21 trying to mix you up. I'm just wanting to make sure we	01:24	21 THE WITNESS: I'm sorry.
01:21	22 have a -- we both have the same understanding.	01:24	22 A. I suppose that there is the possibility that
01:21	23 A. I think that form you showed me before was	01:24	23 an employee could be hired by UnionBanCal Corporation
01:21	24 very clear.	01:24	24 Q. (BY MR. KING) There's nothing to prohibit
01:21	25 Q. Okay.	01:24	25 that, correct?
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01:21	1 A. And I think this is very clear. And I think	01:24	1 A. Not that I'm aware of.
01:21	2 those things should stand as my answers. If I gave an	01:24	2 MR. KING: I'm going to go to page 23 of
01:21	3 incorrect -- by my math, I apologize.	01:24	3 the proxy.
01:21	4 Q. Hey, I understand. I'm an Aggie and I make	01:25	4 Q. (BY MR. KING) Mr. Anderson, I'd like for you
01:21	5 mathematical errors all the time, so --	01:25	5 to look at the heading Senior Management Bonus Plan in
01:21	6 A. Okay. Your apology is accepted.	01:25	6 that paragraph underneath that.
01:21	7 Q. I appreciate it.	01:25	7 A. Yes. (Reviewing document.)
01:22	8 Do you see the first full paragraph on	01:25	8 Q. Have you had a chance to look through that?
01:22	9 page 14 that begins with, The board of directors has	01:25	9 A. Yes.
01:22	10 adopted?	01:25	10 Q. Do you see that first sentence where it says,
01:22	11 A. Yes.	01:26	11 The senior management bonus plan provides the means
01:22	12 Q. It says, The board of directors has adopted a	01:26	12 whereby certain senior management employees of
01:22	13 policy which provides that any director who is employed	01:26	13 UnionBanCal and Union Bank of California may be given
01:22	14 full-time by UnionBanCal or Union Bank of California	01:26	14 the opportunity to earn performance-based cash annual
01:22	15 shall retire from the board at age 65, and any director	01:26	15 incentives?
01:22	16 who is not employed full-time by UnionBanCal or Union	01:26	16 A. Yes.
01:22	17 Bank of California, and it goes on from there.	01:26	17 Q. If there are no employees of UnionBanCal, why
01:22	18 A. Uh-huh (affirmative).	01:26	18 is there a need for a senior management bonus plan that
01:22	19 Q. Are there any directors who were employed	01:26	19 provides for employees of UnionBanCal to earn
01:22	20 full-time by Union Bank of -- UnionBanCal?	01:26	20 performance-based cash annual incentives?
01:23	21 A. There are no directors of UnionBanCal that are	01:26	21 MR. SWEIGART: Object to the form.
01:23	22 employed full-time by UnionBanCal as UnionBanCal has no	01:26	22 A. So that if there were employees of UnionBanCal
01:23	23 employees.	01:26	23 Corporation, it would be a policy in place to cover that
01:23	24 Q. Are there any directors who were employed	01:26	24 rather than revising policies if an employee was hired.
01:23	25 part-time by UnionBanCal?	01:27	25 Q. (BY MR. KING) I'd like to go down just a

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01:27	1 little bit to page 24.	01:31	1 period and is extended automatically at the end of each
01:27	2 A. Uh-huh (affirmative).	01:31	2 year for an additional one year unless UnionBanCal
01:27	3 Q. Under Employment Agreements, I'd like to talk	01:31	3 delivers written notice to Mr. Flynn --
01:27	4 to you about that first paragraph under Employment	01:31	4 A. Uh-huh (affirmative).
01:27	5 Agreements.	01:31	5 Q. -- at least 60 days prior to the anniversary
01:27	6 A. Okay.	01:31	6 of the effective date of the agreement.
01:28	7 Q. Let me know when you've had an opportunity to	01:31	7 A. Uh-huh (affirmative).
01:28	8 read through that first paragraph.	01:31	8 Q. That agreement will not be extended.
01:28	9 A. I have.	01:31	9 A. Uh-huh (affirmative).
01:28	10 Q. In this paragraph it says, In February of	01:31	10 Q. Now, here this sentence references the
01:28	11 2004, Union Bank of California entered into an	01:31	11 agreement, which is the agreement entered into between
01:28	12 employment agreement with Mr. Flynn as of April 1, 2004,	01:31	12 Mr. Flynn and Union Bank of California, correct?
01:28	13 effective as of April 1, 2004 in connection with his	01:31	13 A. That's correct.
01:28	14 appointment effective April 1 of 2004 as vice chairman	01:31	14 Q. And UnionBanCal Corporation has the ability to
01:28	15 and head of Commercial Financial Services Group of	01:31	15 terminate that agreement if the proper notice is
01:28	16 Union Bank of California and UnionBanCal.	01:31	16 provided in accordance with that paragraph, correct?
01:28	17 A. Uh-huh (affirmative).	01:31	17 A. I -- I can read it like you can and that's
01:28	18 Q. Did I read that correctly?	01:31	18 about the amount of details that I can give to you on
01:28	19 A. Yes.	01:31	19 this.
01:29	20 Q. Okay. Later on in the paragraph it goes on to	01:31	20 Q. Well, is -- from reading that, is that your
01:29	21 say that his agreement will be extended automatically at	01:31	21 understanding based on your reading of this?
01:29	22 the end of each year unless UnionBanCal delivers written	01:31	22 A. Based upon my reading of it, I would've
01:29	23 notice to Mr. Flynn. Did I read that correct?	01:31	23 thought that UnionBanCal can give him written notice as
01:29	24 A. I'm sure you did. Is that the --	01:32	24 an officership of UnionBanCal.
01:29	25 Q. Is that the correct -- I'm sorry. I didn't	01:32	25 Q. So the fact that this sentence references the
Page 99		Page 101	
01:29	1 read it -- I didn't quote it, but is that in the correct	01:32	1 agreement, that doesn't have any relevance to you in
01:29	2 context of the sentence?	01:32	2 analyzing UnionBanCal's options?
01:29	3 A. Yes.	01:32	3 A. It certainly has relevance. I'm just not
01:29	4 Q. Okay. So UnionBanCal Corporation has the	01:32	4 certain of the specifics and how they relate. That's
01:29	5 ability to terminate Mr. Flynn's employment with Union	01:32	5 why I draw back to the first sentence that Union Bank of
01:29	6 Bank of California, correct?	01:32	6 California entered into the agreement. Whether
01:29	7 A. I believe it is that he can terminate his	01:32	7 UnionBanCal Corporation or not has authority under that,
01:29	8 relationship as an officer of UnionBanCal Corporation.	01:32	8 I'm not certain.
01:30	9 Q. Well, in the context of this sentence, unless	01:32	9 Q. Well, it says that --
01:30	10 I'm misreading it, UnionBanCal Corporation has the	01:32	10 A. It might be a conflict in how it is written.
01:30	11 opportunity, should it desire, to terminate the	01:32	11 Q. Well, it says that UnionBanCal can deliver
01:30	12 employment of Mr. Flynn as to both his position with	01:33	12 notice that the agreement will not be extended, correct?
01:30	13 Union Bank of California and UnionBanCal Corporation.	01:33	13 A. I can read it just like you can.
01:30	14 Is that correct?	01:33	14 Q. Well, is that what it says, Mr. Anderson?
01:30	15 A. Well, the first sentence says that it's an	01:33	15 A. That's what it says.
01:30	16 agreement between Union Bank of California.	01:33	16 Q. Okay. And you stated earlier that the
01:30	17 Q. Correct.	01:33	17 information that's in this proxy statement is complete
01:30	18 A. So that's where the -- I believe the agreement	01:33	18 and accurate, correct?
01:30	19 is the appropriate body. However, given that Mr. Flynn	01:33	19 A. Yes, I believe it to be.
01:30	20 is an officer of UnionBanCal Corporation, they can	01:33	20 Q. Okay.
01:30	21 always terminate him as an officer of UnionBanCal	01:33	21 A. I think it's a matter of interpretation.
01:30	22 Corporation.	01:33	22 Q. How would you interpret the term "the
01:30	23 Q. Let's look at the sentence on the fourth line.	01:33	23 agreement"? Is there any other -- does it -- is there
01:30	24 A. Uh-huh (affirmative).	01:33	24 any other agreement other than the agreement between
01:30	25 Q. The agreement is for an initial three-year	01:33	25 Union Bank of California and Mr. Flynn that this

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01:33 1 sentence could be referencing?	01:37 1 compensation and benefits committee report on executive
01:33 2 A. No. I think that that's accurate. It is an	01:37 2 compensation.
01:33 3 agreement between Union Bank of California and	01:38 3 A. (Reviewing document.) Okay.
01:33 4 Mr. Flynn, and as I read it, it seems as though	01:38 4 Q. Under the overview it says, UnionBanCal
01:34 5 UnionBanCal has the authority to terminate him as an	01:38 5 executive compensation and benefits committee, the
01:34 6 officer of the holding company. Whether it's	01:38 6 compensation committee, reviews and approves executive
01:34 7 interrelated then to his employment because of that with	01:38 7 officer compensation programs and award levels and
01:34 8 Union Bank, I don't know.	01:38 8 oversees UnionBanCal's employee benefit plans.
01:34 9 Q. Is that really what you think, Mr. Anderson?	01:38 9 If UnionBanCal has no employees, why does
01:34 10 You don't tie that agreement -- the agreement back to	01:39 10 it have an employee benefit plan?
01:34 11 the agreement between UnionBanCal -- or Union Bank of	01:39 11 A. In case that it -- the event that it does have
01:34 12 California and Mr. Flynn?	01:39 12 employees, it would then be covered.
01:34 13 MR. SWEIGART: Object to the form. It's	01:39 13 Q. And it, in fact, has in place an employee
01:34 14 argumentative.	01:39 14 benefits plan currently; is that correct?
01:34 15 Q. (BY MR. KING) I'd like you to move down -- or	01:39 15 A. It -- for employees of UnionBanCal
01:34 16 I've moved down -- I'd like you to look at the paragraph	01:39 16 Corporation.
01:34 17 talking about an agreement -- an employment agreement	01:39 17 Q. Okay. I'm going to move down to the next --
01:34 18 with Mr. Matson.	01:39 18 portion of the next page. It's still on 29 of the --
01:34 19 A. Uh-huh (affirmative).	01:39 19 MR. SWEIGART: There's a break on the
01:34 20 Q. What is Mr. Matson's role? Chief financial	01:39 20 Adobe.
01:34 21 officer? Is that correct?	01:39 21 MR. KING: Correct. There's a -- at the
01:34 22 A. That's what it says.	01:39 22 top of that next page under, What Is Our Philosophy On
01:34 23 Q. Okay. And this sentence says, Union Bank of	01:39 23 Executive Compensation.
01:34 24 California entered into an employment agreement with	01:39 24 Q. (BY MR. KING) Do you see that, Mr. Anderson?
01:34 25 Mr. Matson effective as of January 1, 1998, in	01:39 25 A. Yes, sir.
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01:34 1 connection with his appointment as executive vice	01:39 1 Q. I'd like for you to look at that first
01:34 2 president and chief financial officer and an amendment	01:40 2 paragraph there and let me know when you've finished
01:35 3 to the employment agreement effective as of May 1, 2005	01:40 3 looking at it.
01:35 4 in connection with his employment as vice chairman and	01:40 4 A. (Reviewing document.) Yes, I have.
01:35 5 chief financial officer. Did you see that?	01:40 5 Q. It says, It is our philosophy -- our being
01:35 6 A. Yes.	01:40 6 UnionBanCal Corporation, I presume. Would that be
01:35 7 Q. Okay. It also states here that Mr. Matson's	01:40 7 correct?
01:35 8 compensation is subject to annual review and increases	01:40 8 A. I'm sorry. Say again. Our, is that what
01:35 9 as determined by the executive compensation and benefits	01:40 9 you're referring to?
01:35 10 committee of the board of directors; is that correct?	01:40 10 Q. It is our philosophy, do you understand
01:35 11 A. Yes.	01:40 11 whether or not "our" there is referring to UnionBanCal
01:35 12 Q. Okay. And would that be the executive	01:40 12 Corporation?
01:35 13 compensation and benefits committee of the board of	01:40 13 A. Yes.
01:35 14 directors of UnionBanCal Corporation?	01:40 14 Q. Okay. It is our philosophy to compensate
01:35 15 A. I believe that that is a combined committee of	01:40 15 executive officers in a matter that promotes the
01:36 16 UnionBanCal Corporation and Union Bank, but I'm not	01:40 16 recruitment, motivation and retention of exceptional
01:36 17 sure, certain.	01:40 17 employees that will help UnionBanCal achieve a strategic
01:36 18 Q. Why do you believe it may be a combined	01:40 18 business objective and build superior stockholder value.
01:36 19 committee between Union Bank of California and	01:40 19 Did I read that correctly?
01:36 20 UnionBanCal?	01:40 20 A. Yes.
01:36 21 A. My recollection when I was reading it a few	01:40 21 Q. Are officers, executive officers compensated
01:36 22 minutes ago.	01:41 22 for promoting -- I mean for recruiting, motivating and
01:36 23 Q. Okay. I'm going to scroll down to page 29 of	01:41 23 retaining exceptional employees that help UnionBanCal
01:36 24 the proxy statement. I'd like for you to look at this	01:41 24 achieve strategic business objectives?
01:37 25 overview section here, Mr. Anderson, of the executive	01:41 25 A. There are no employees of UnionBanCal.

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01:41	1 Q. But it's UnionBanCal's philosophy to	01:45	1 director of UnionBanCal Corporation. I specifically
01:41	2 compensate it's executive -- it's executive officers in	01:45	2 don't know what his role specifically is with
01:41	3 a manner that promotes those executive officers'	01:45	3 UnionBanCal Corporation other than to be a member of the
01:41	4 recruitment and motivation and retention of exceptional	01:45	4 board of directors.
01:41	5 employees; is that correct?	01:45	5 Q. Do you know who conducts performance reviews
01:41	6 A. That's correct.	01:45	6 of Union Bank of California employees?
01:41	7 Q. Mr. Anderson, do you know who is responsible	01:45	7 A. Yes, I happen to know.
01:42	8 for hiring employees of Union Bank of California?	01:45	8 Q. And who -- who does that?
01:43	9 A. Union Bank of California.	01:45	9 A. That individual's supervisor.
01:43	10 Q. Is there a human resource department at Union	01:45	10 Q. And do these individual supervisors prepare
01:43	11 Bank of California?	01:45	11 some type of report to submit to someone higher up the
01:43	12 A. Yes, there is.	01:45	12 chain of command within the Union Bank of California
01:43	13 Q. Is there a human resource department or	01:45	13 organization?
01:43	14 division at UnionBanCal Corporation?	01:45	14 A. That is the policy.
01:43	15 A. No.	01:46	15 Q. And are those -- do you know whether or not
01:43	16 Q. Who does the -- is there a particular	01:46	16 those performance reviews are ultimately submitted to
01:43	17 individual that's the vice president of HR that's	01:46	17 the compensation and benefits committee at UnionBanCal
01:43	18 ultimately responsible for the HR department at Union	01:46	18 Corporation?
01:43	19 Bank of California?	01:46	19 A. No, I'm not aware of it, whether it is or not.
01:43	20 A. Yes.	01:46	20 Q. Do you receive a paycheck, Mr. Anderson?
01:43	21 Q. Do you know who that person is?	01:46	21 A. Yes, I do.
01:43	22 A. Paul Fear. I mentioned that earlier.	01:46	22 Q. Who do you receive your paycheck from?
01:43	23 Q. Mr. Fear. Who does Mr. Fear report to, do you	01:46	23 A. Union Bank of California.
01:43	24 know, in his role as -- let me back up. What is	01:46	24 Q. And is that in compensation for your role as
01:43	25 Mr. Fear's job title in regards to his human resource	01:46	25 executive vice president and controller of Union Bank of
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01:43	1 position?	01:46	1 California?
01:43	2 A. I don't know specifically. He's an executive	01:46	2 A. Yes.
01:43	3 vice president. I believe director of human resources	01:46	3 Q. Are you compensated for your role as an
01:43	4 is his title, but --	01:46	4 officer, an executive vice president and controller for
01:43	5 Q. Do you know who he reports to in his current	01:46	5 UnionBanCal Corporation?
01:43	6 role with Union Bank of California?	01:46	6 A. No, I'm not.
01:43	7 A. He reports to a vice chairman of Union Bank of	01:46	7 Q. You receive no compensation for your role as
01:43	8 California.	01:47	8 an officer of UnionBanCal Corporation?
01:43	9 Q. Do you know who that is?	01:47	9 A. No, I do not.
01:44	10 A. I -- I do happen to know. Currently it is a	01:47	10 Q. Does Union Bank of California -- Union Bank of
01:44	11 man by the name of Oka, Mr. Oka, O-k-a.	01:47	11 California compensate you for your roles and your duties
01:44	12 Q. And what is -- you said Mr. Oka is a vice	01:47	12 that you perform as an officer, executive vice president
01:44	13 chairman of Union Bank of California?	01:47	13 and controller of UnionBanCal Corporation?
01:44	14 A. Yes.	01:47	14 A. I'm sorry, did you just ask that question just
01:44	15 Q. Does Mr. Oka have any positions with	01:47	15 a second ago? Could you repeat it? It sounds like the
01:44	16 UnionBanCal Corporation?	01:47	16 same question.
01:44	17 A. He is an officer of UnionBanCal Corporation.	01:47	17 Q. Does Union Bank of California compensate you
01:44	18 Q. Do you know what his role as an officer with	01:47	18 for your role in your duties that you perform as an
01:44	19 UnionBanCal Corporation is?	01:47	19 officer, as an executive vice president and controller
01:44	20 A. He is an officer of that. Since there are no	01:47	20 of UnionBanCal Corporation?
01:44	21 employees, he has no role in a -- as a UnionBanCal	01:48	21 A. I'm pausing because it's a difficult question
01:44	22 Corporation officer in the hiring of employees.	01:48	22 to answer. I'm an employee of Union Bank of California.
01:44	23 Q. Do you know what Mr. Oka does in his role as	01:48	23 I am paid for my work for Union Bank of California.
01:44	24 officer of UnionBanCal Corporation?	01:48	24 There is no direct compensation because of my
01:44	25 A. Serves on the board of directors, is also a	01:48	25 officership in UnionBanCal Corporation.

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01:48 1	Q. If you were to resign as an officer of	01:51 1	answered repeatedly. Let's move this along.
01:48 2	UnionBanCal Corporation, do you think you would still	01:51 2	Q. (BY MR. KING) Are you an executive officer?
01:48 3	receive the same amount of compensation as your role as	01:51 3	A. No.
01:48 4	executive vice president and controller of Union Bank of	01:51 4	Q. What is the definition -- or who are the
01:48 5	California?	01:52 5	executive officers of UnionBanCal Corporation?
01:48 6	MR. SWEIGART: Object to the form; calls	01:52 6	A. It's listed in the proxy.
01:48 7	for speculation.	01:52 7	Q. Do you know those offhand?
01:48 8	Q. (BY MR. KING) You may answer.	01:52 8	A. Flip to the page and I'll read it for you.
01:48 9	A. I may answer? I don't know.	01:52 9	Q. Do you know what page it's on in the proxy?
01:49 10	Q. If you resigned as an officer of UnionBanCal	01:52 10	A. It's up near the front, I believe.
01:49 11	Corporation, would you expect to receive the same amount	01:52 11	Q. So as you sit here today, you don't know who
01:49 12	of compensation from Union Bank of California for	01:52 12	the -- who the executive officers of UnionBanCal
01:49 13	performing your role as an employee of Union Bank of	01:52 13	Corporation are.
01:49 14	California?	01:52 14	A. I just thought that I'd be accurate by going
01:49 15	A. I -- I really don't know.	01:52 15	to the listing so I didn't miss anybody.
01:49 16	Q. You don't have any idea?	01:52 16	Q. Okay. Well, with your understanding, who are
01:49 17	A. I guess it depends on what the reasons were.	01:52 17	they?
01:49 18	Additional assignment somewhere else in the bank? I --	01:52 18	A. David Matson, Phil Flynn.
01:49 19	I -- it really is -- would be difficult to surmise what	01:52 19	Q. Who is that?
01:49 20	that is, what would happen.	01:52 20	A. Phil Flynn. We reviewed his executive
01:49 21	Q. Do you know who's responsible for determining	01:52 21	compensation agreement a moment ago.
01:49 22	your compensation?	01:52 22	Q. Okay.
01:49 23	A. Yes, the person I report to.	01:52 23	A. Oka, Morimura.
01:49 24	Q. And that is Mr. Matson; is that correct?	01:53 24	Q. What is Mr. Morimura's title?
01:50 25	A. Yes.	01:53 25	A. Chief executive officer and director.
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01:50 1	Q. Mr. Matson is the chief financial officer,	01:53 1	Q. Okay.
01:50 2	correct?	01:53 2	A. Paul Fear, head of personnel at the bank.
01:50 3	A. Yes, he is.	01:53 3	Bill Stolte.
01:50 4	Q. Do you know if your compensation is at all	01:53 4	Q. Bill what?
01:50 5	determined by the executive compensation and benefits	01:53 5	A. Stolte, S-t-o-l-t-e.
01:50 6	committee of UnionBanCal Corporation?	01:53 6	Q. What's his title?
01:50 7	A. No, I don't, but I don't believe it is.	01:53 7	A. Executive vice president and head of IRMG,
01:50 8	Q. Why do you not believe that it is?	01:53 8	which is the internal audit department. John McGuckin,
01:50 9	A. Because it's determined by my -- my boss,	01:53 9	secretary. Just a minute. Currently, John Ericsson.
01:50 10	David Matson.	01:54 10	Yoost, Worsoe.
01:50 11	Q. Do you know if Mr. Matson discusses your --	01:54 11	THE WITNESS: Yeah, I know. Last name is
01:51 12	the performance review that he conducts of you with the	01:54 12	W-o-r-s-o-e, first name J-o-h-a-n-n-e-s. He's Dutch.
01:51 13	executive compensation and benefits committee of	01:54 13	A. I think I've got them, but I might have missed
01:51 14	UnionBanCal Corporation?	01:54 14	one or two there.
01:51 15	A. I do not know.	01:54 15	Q. (BY MR. KING) What is Mr. Ericsson's title?
01:51 16	Q. Is it possible that he does?	01:54 16	A. He's an executive vice president.
01:51 17	A. Speculation. I don't know.	01:54 17	Q. And Mr. Worsoe?
01:51 18	Q. Is it possible?	01:54 18	A. Executive vice president.
01:51 19	A. Anything is possible. Highly unlikely.	01:55 19	Q. Who's ultimately responsible for the
01:51 20	Q. Why do you say it's highly unlikely?	01:55 20	day-to-day operations of Union Bank of California?
01:51 21	A. Because that isn't the purpose of a comp and	01:55 21	A. Union Bank of California.
01:51 22	benefit committee.	01:55 22	Q. Is there any one individual at Union Bank of
01:51 23	Q. And what is your understanding of what the	01:55 23	California who has ultimate responsibility for its
01:51 24	purpose of the compensation and benefits committee is?	01:55 24	operations?
01:51 25	MR. SWEIGART: Objection: Asked and	01:55 25	A. Well, CEO and president would have ultimate

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01:55	1	responsibility subject to the board of directors, but --	02:11 1 A. I -- I'd say most of the time that they are
01:55	2	Q. And is that Mr. Morimura?	02:11 2 combined.
01:55	3	A. Morimura, yes.	02:11 3 Q. And during the course of those meetings when
01:55	4	Q. And Mr. Morimura's also the chief executive	02:11 4 they're combined, is there any way to distinguish when
01:55	5	officer of UnionBanCal Corporation, correct?	02:11 5 members of the board of directors are speaking on behalf
01:55	6	A. Yes, he is.	02:11 6 of UnionBanCal Corporation or Union Bank of California?
01:55	7	Q. Is he responsible for the day-to-day	02:11 7 A. Yes, I believe so.
01:55	8	operations of UnionBanCal Corporation?	02:11 8 Q. And what are -- what are those procedures?
01:55	9	A. Yes.	02:11 9 A. Well, the -- the item before the -- the board
01:55	10	Q. What are the day-to-day operations of	02:11 10 would be addressed to that specific board members, such
01:56	11	UnionBanCal Corporation?	02:12 11 as the filing of a proxy. The approval of the proxy or
01:56	12	A. As a public company, it issues and retires or	02:12 12 the SEC documents are approved by the board of directors
01:56	13	purchases from the open market its outstanding public	02:12 13 of UnionBanCal Corporation. So if the business
01:56	14	stock; pays dividends on stock; it raises debt in the	02:12 14 pertained to that particular company, it would be
01:56	15	debt markets; it complies with and operates under all	02:12 15 addressed to those members.
01:56	16	the laws and regulations that it's governed by; if,	02:12 16 Q. Would both boards be in the -- conducting
01:56	17	necessary, provides support to subsidiary companies,	02:12 17 the --
01:57	18	financial support and management support.	02:12 18 MR. KING: Strike that.
01:57	19	Q. Anything else?	02:12 19 Q. (BY MR. KING) When the proxy statement, for
01:57	20	A. Pretty much covered. It has no products or	02:12 20 example, is up for approval, are members of Union Bank
01:57	21	services or employees so that limits the role of this	02:12 21 of California, members of that board of directors, also
01:57	22	company.	02:12 22 in the meeting with the board of directors for
01:57	23	MR. KING: Do you guys want to take a	02:12 23 UnionBanCal Corporation?
01:57	24	quick five-minute break?	02:12 24 A. I believe so, particularly in the case of the
01:57	25	MR. SWEIGART: Sure.	02:12 25 proxy, because some of the board committees are only
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01:57	1	THE VIDEOGRAPHER: We're off the record	02:13 1 bank board committees. But based upon an acceptance of
01:57	2	at 1:57.	02:13 2 the document, it would only be asked by the directors of
01:57	3	(Recess taken 1:57 to 2:10)	02:13 3 UnionBanCal Corporation.
02:10	4	THE VIDEOGRAPHER: Back on the record at	02:13 4 Q. Are you aware of any instances where the board
02:10	5	2:10.	02:13 5 of directors for UnionBanCal Corporation met separate
02:10	6	Q. (BY MR. KING) Mr. Anderson, we just came back	02:13 6 and apart from the board of directors of Union Bank of
02:10	7	from a quick break. I just want to go back and clean up	02:13 7 California at a regularly scheduled meeting?
02:10	8	a couple of things before I move on.	02:13 8 A. No, I'm not sure that I would be aware of --
02:10	9	Earlier, I believe before lunch, if I'm	02:13 9 if they met separately or not.
02:10	10	not mistaken, we had talked about the board of directors	02:13 10 Q. But as you sit here today, to the best of your
02:10	11	meetings that were held in January of this year --	02:13 11 knowledge, you're not aware of any such instance; is
02:10	12	A. Uh-huh (affirmative).	02:13 12 that correct?
02:10	13	Q. -- by Union Bank of California and UnionBanCal	02:13 13 A. I'm -- I'm not aware of either direction,
02:10	14	Corporation. And I believe you had indicated that you	02:13 14 separate or combined, as to whether they've met
02:10	15	thought both of those were held beginning the morning of	02:14 15 separately.
02:11	16	January 23rd.	02:14 16 Q. But you do know that they have, in fact, met
02:11	17	A. That's correct.	02:14 17 in a combined fashion before, correct?
02:11	18	Q. Were those board of directors meetings held	02:14 18 A. Yes, absolutely.
02:11	19	simultaneously with each other?	02:14 19 Q. Okay. But you -- as you sit here today, you
02:11	20	A. I don't know about this one specifically, but	02:14 20 do not know whether they have not met or whether they
02:11	21	usually they -- they can be. They're separate business	02:14 21 have met separately; is that correct?
02:11	22	for both boards, but if it applies to all the	02:14 22 A. That's correct.
02:11	23	organizations, they could be combined.	02:14 23 Q. Okay. When there are common issues to both
02:11	24	Q. To the best of your knowledge, are they	02:14 24 boards that are being discussed at a board meeting --
02:11	25	usually combined?	02:14 25 A. Uh-huh (affirmative).

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02:14 1	Q. -- is there any way to distinguish when one	02:17 1	page 7, I believe, of the proxy. That's where I hope to
02:14 2	individual, who serves on both boards, is speaking on	02:17 2	get to. And it's going to be at the top of page 7 of
02:14 3	behalf of UnionBanCal Corporation as opposed to Union	02:17 3	the proxy.
02:14 4	Bank of California?	02:17 4	Q. (BY MR. KING) In that second paragraph down,
02:14 5	A. I'm sure if it's regarding UnionBanCal	02:17 5	I would like for you to read that, Mr. Anderson, and let
02:14 6	Corporation it's identified as UnionBanCal Corporation.	02:17 6	me know when you've had a chance to read it.
02:14 7	Q. And you believe that would be identified as	02:17 7	A. Second paragraph?
02:14 8	such on the agenda of the meeting? How -- how do you	02:17 8	Q. Yes, sir, the one that begins, As part of its
02:14 9	think that would be identified?	02:17 9	nominating responsibilities.
02:14 10	A. I'm sure by the agenda and minutes.	02:17 10	A. (Reviewing document.) Okay.
02:15 11	Q. Have you ever seen the agenda and minutes of	02:18 11	Q. You see about middle of that second line where
02:15 12	board of directors meetings?	02:18 12	it says, Stockholder nominations must be made in
02:15 13	A. I've occasionally seen those.	02:18 13	accordance with section 2.1 of UnionBanCal's bylaws and
02:15 14	Q. Have you seen any instances where there were	02:18 14	must be addressed to UnionBanCal Corporation, office of
02:15 15	specific topics that were designated only for	02:18 15	the corporate secretary, 400 California Street,
02:15 16	UnionBanCal Corporation as opposed to Union Bank of	02:18 16	San Francisco, California?
02:15 17	California?	02:18 17	A. Yes.
02:15 18	A. Approval of the 10-K.	02:18 18	Q. Did I read that correctly?
02:15 19	Q. Other than that?	02:18 19	A. Yes, you did.
02:15 20	A. No.	02:18 20	Q. Okay. Does the corporate secretary maintain
02:15 21	Q. The -- in the -- was it an agenda that you saw	02:18 21	an office at 400 California Street?
02:15 22	that separated out the approval of the 10-K between the	02:18 22	A. Yes. It is an office at 400 California
02:15 23	two boards?	02:18 23	Street.
02:15 24	A. I believe it was an agenda.	02:18 24	Q. And that was Mr. McGuckin --
02:15 25	Q. In that agenda that you saw, were both boards	02:18 25	A. Yes.
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02:15 1	attending that same meeting?	02:18 1	Q. -- is that correct?
02:15 2	A. I don't recall.	02:18 2	Now, Mr. McGuckin's office, is that an
02:16 3	Q. Earlier we had also talked about UnionBanCal	02:18 3	office as his role of the corporate secretary for Union
02:16 4	Corporation's office at 400 California Street here in	02:18 4	Bank of California or his role as corporate secretary of
02:16 5	San Francisco. Do you recall that?	02:18 5	UnionBanCal Corporation?
02:16 6	A. Yes.	02:18 6	A. Both. He's an officer of both companies.
02:16 7	Q. Is that an office building that's owned by	02:19 7	Q. And the office that he maintains at 400
02:16 8	UnionBanCal Corporation?	02:19 8	California Street is on behalf of both UnionBanCal
02:16 9	A. No.	02:19 9	Corporation and Union Bank of California.
02:16 10	Q. Who owns that building?	02:19 10	A. Yes.
02:16 11	A. Union Bank of California.	02:19 11	Q. Are there any other officers, directors,
02:16 12	Q. Okay. Does UnionBanCal Corporation lease any	02:19 12	managers of any kind of Union Bank of California and
02:16 13	office space in that building?	02:19 13	UnionBanCal Corporation that hold an office at 400
02:16 14	A. No.	02:19 14	California Street for both entities?
02:16 15	MR. KING: Cheryl, is this document up	02:19 15	A. For the corporation, no.
02:16 16	for everybody? It's the same one.	02:19 16	Q. So Mr. McGuckin would be the only individual
02:16 17	MS. TOLES: Yes.	02:19 17	that maintains an office on behalf of UnionBanCal
02:16 18	MR. KING: Okay. Can y'all both -- y'all	02:19 18	Corporation.
02:16 19	both have the document that we were just looking at	02:19 19	A. Well, this says office of the corporate
02:17 20	earlier in front of you?	02:19 20	secretary. I mean, I'll try and interpret that, office
02:17 21	MR. SWEIGART: The proxy statement?	02:19 21	meaning position, office, a mailing place to be
02:17 22	MR. KING: Yes.	02:20 22	delivered to. I would not construe that as an office as
02:17 23	MR. SWEIGART: Yes, we still have that	02:20 23	this room is an office.
02:17 24	up.	02:20 24	Q. But Mr. McGuckin, you've testified --
02:17 25	MR. KING: Okay. I'm going to go to	02:20 25	A. As an officer of --

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02:20 1	Q. -- a few minutes ago --	02:22 1	will apply to all these others --
02:20 2	A. -- of UnionBanCal Corporation --	02:22 2	A. To every single one of these. If you
02:20 3	Q. Hang on. Let me -- let me finish my question,	02:22 3	painfully want us to go through all of those, I'll
02:20 4	please.	02:22 4	answer it the same way.
02:20 5	A. Uh-huh (affirmative).	02:22 5	Q. Fantastic. Mr. Matson.
02:20 6	Q. You testified that Mr. McGuckin maintains an	02:22 6	A. Yes.
02:20 7	office in his role of corporate secretary for both the	02:22 7	Q. Mr. Flynn.
02:20 8	Union Bank of California and his role as corporate	02:22 8	A. No.
02:20 9	secretary of UnionBanCal Corporation at 400 California	02:23 9	Q. Mr. Oka.
02:20 10	Street, correct?	02:23 10	A. Yes.
02:20 11	A. That's where the mail is delivered.	02:23 11	Q. Mr. Morimura.
02:20 12	Q. Okay. Does Mr. McGuckin actually have a	02:23 12	A. Yes.
02:20 13	physical office --	02:23 13	Q. Mr. Fear.
02:20 14	A. Yes, he does.	02:23 14	A. Yes.
02:20 15	Q. -- at 400 California Street?	02:23 15	Q. Mr. Stolte.
02:20 16	A. Yes, he does.	02:23 16	A. Yes.
02:20 17	Q. Do you know if -- if that's where he goes to	02:23 17	Q. We've already covered Mr. McGuckin.
02:20 18	work every day?	02:23 18	Mr. Ericsson.
02:20 19	A. That's where he goes to work usually.	02:23 19	A. No.
02:20 20	Q. Okay. And he goes to -- he reports to work at	02:23 20	Q. Mr. Warsoe.
02:21 21	400 California Street on behalf of both Union Bank of	02:23 21	A. No.
02:21 22	California and UnionBanCal Corporation. Would that be	02:23 22	Q. And I had a Yoost on here, but I think that
02:21 23	correct?	02:23 23	may have been his first name.
02:21 24	A. Yes, that is correct.	02:23 24	A. Yeah.
02:21 25	Q. Are there any other officers or directors or	02:23 25	Q. Okay.
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02:21 1	managers of either -- of both UnionBanCal Corporation	02:23 1	A. Yoost Warsoe.
02:21 2	and Union Bank of California that also have a physical	02:23 2	Q. Is there anyone -- any other individuals that
02:21 3	office at 400 California Street?	02:23 3	you can think of?
02:21 4	MR. SWEIGART: Object to the form.	02:23 4	A. Well, I now recall that Jim Yi is also an
02:21 5	A. Yes.	02:23 5	executive officer for that list, but he does not have an
02:21 6	Q. (BY MR. KING) Do you know who those are?	02:23 6	office at 400 California Street.
02:21 7	A. I believe I can name those.	02:23 7	Q. And what is Mr. Yi's position?
02:21 8	Q. Can you please name those for us.	02:23 8	A. He is executive vice president in charge of
02:21 9	A. Could you give me the list of officers we gave	02:23 9	item processing and technology.
02:21 10	you?	02:23 10	Q. Item processing and technology?
02:21 11	Q. Mr. Matson?	02:23 11	A. Right.
02:21 12	A. Yes.	02:24 12	Q. Okay.
02:22 13	Q. And when -- when you respond with "yes" or	02:24 13	A. IT guy.
02:22 14	"no," I'm presuming it's in regards to this last	02:24 14	Q. Okay. Thank you.
02:22 15	question I asked.	02:24 15	Anyone else that you can think of other
02:22 16	A. This last question as to whether officers of	02:24 16	than those that we have -- that you have indicated?
02:22 17	UnionBanCal Corporation and Union Bank have an office at	02:24 17	A. Yes.
02:22 18	400 California Street.	02:24 18	Q. Who else?
02:22 19	Q. Correct.	02:24 19	A. Joanne Bourne.
02:22 20	A. I'll clarify that in saying there are no	02:24 20	Q. And what role does she have?
02:22 21	separate offices of UnionBanCal Corporation. In other	02:24 21	A. Executive vice president. Does not have
02:22 22	words, Mr. McGuckin does not walk into one office as an	02:24 22	offices at 400 California.
02:22 23	officer of Union Bank and walk into a different office	02:24 23	Q. Oh, she does not.
02:22 24	as an officer of UnionBanCal Corporation.	02:24 24	A. Does not.
02:22 25	Q. And that would be the -- I presume that answer	02:24 25	Q. Okay.

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02:24	1 A. And Linda Betzer, executive vice president,	02:26	1 or employee of Union Bank of California --
02:24	2 and does not have an office at 400 California Street.	02:26	2 A. Yes.
02:24	3 Q. Are there any other executive officers that we	02:26	3 Q. -- who have an office at 400 California Street
02:24	4 missed earlier?	02:26	4 on behalf of both UnionBanCal Corporation and Union Bank
02:24	5 A. I'm trying to remember.	02:26	5 of California?
02:24	6 Q. Okay.	02:26	6 A. Yes.
02:24	7 A. I'm really trying.	02:26	7 Q. Okay. How many such individuals?
02:24	8 Q. That's fine. I understand.	02:27	8 A. We submitted a list of officers of UnionBanCal
02:24	9 A. Those three came to mind, I added them to the	02:27	9 Corporation to you, and I -- I couldn't go through that
02:24	10 list.	02:27	10 list unless you showed me that list. I would be one of
02:24	11 Q. Well, I appreciate that.	02:27	11 those individuals.
02:24	12 A. Yeah.	02:27	12 Q. Okay.
02:24	13 Q. You confused me a minute. We went back to	02:27	13 A. I am an officer of UnionBanCal and an officer
02:24	14 executive officers and then trying to cover the officing	02:27	14 and employee of Union Bank of California but I'm not an
02:24	15 of these individuals at the same time.	02:27	15 executive officer.
02:25	16 Are those all the executive officers you	02:27	16 MR. KING: Did we receive a list of
02:25	17 can remember at this time?	02:27	17 officers?
02:25	18 A. Yes.	02:27	18 MR. SWEIGART: I believe it should've
02:25	19 Q. Are there any other individuals, such as	02:27	19 been produced. I don't have the production with me.
02:25	20 Mr. McGuckin, that -- his office arrangement that we	02:27	20 MR. KING: Give me just a second, let me
02:25	21 talked about at 400 California Street, have we left off	02:27	21 make sure I haven't missed that.
02:25	22 any individuals that have an office at 400 California	02:27	22 MR. SWEIGART: Probably would've followed
02:25	23 Street on behalf of both UnionBanCal Corporation and	02:27	23 right on after the directors.
02:25	24 Union Bank of California?	02:27	24 MR. KING: If I did, I apologize.
02:25	25 A. For executive officers, I believe we've	02:28	25 MR. SWEIGART: It was certainly meant to
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02:25	1 covered them.	02:28	1 be produced. Do we have our --
02:25	2 Q. Okay. Are there other employees that have --	02:28	2 MR. HARRIS: I mean, I can go up to my
02:25	3 or other individuals that have an office on behalf of	02:28	3 office because I definitely have a copy.
02:25	4 both Union Bank of California and UnionBanCal	02:28	4 MR. SWEIGART: If you can't find it here,
02:25	5 Corporation at 400 California Street?	02:28	5 we can see if we can --
02:25	6 A. Could you clarify? You say individuals. We	02:28	6 MR. KING: Okay. I have a listing of the
02:25	7 only have employees or officers. Which one would you	02:28	7 board of directors. Let me -- let me just check real
02:25	8 like me to address?	02:28	8 quick through these other documents to make sure that I
02:25	9 Q. Employees.	02:28	9 haven't missed that. I don't think that was produced,
02:25	10 A. Of?	02:28	10 but let me ...
02:25	11 Q. Let me back up.	02:29	11 Q. (BY MR. KING) Tetsuo Shumura, does that name
02:25	12 Are there individuals or employees of	02:29	12 ring a bell?
02:26	13 either UnionBanCal Corporation or Union Bank of	02:29	13 A. He's a director of UnionBanCal Corporation.
02:26	14 California that have an office at 400 California Street	02:29	14 Q. Steven Glaser, G-I-a-s-e-r?
02:26	15 on behalf of both UnionBanCal Corporation and Union Bank	02:29	15 A. (No response.)
02:26	16 of California?	02:29	16 Q. We're going to try to bring this up real
02:26	17 A. Okay. You said employees of UnionBanCal	02:29	17 quick.
02:26	18 Corporation. There are no employees. You also said	02:29	18 A. Good. Good. Good. That would help me,
02:26	19 individuals and I'll ignore individuals, it's either	02:29	19 too --
02:26	20 officers or employees, so there are no other -- there	02:29	20 Q. Yes, sir.
02:26	21 are no employees of UnionBanCal so therefore there	02:29	21 A. -- rather than trying to guess.
02:26	22 aren't any offices at UnionBanCal for employees.	02:30	22 Q. All right. Can you see that?
02:26	23 Q. Are there any other officers?	02:30	23 A. Yeah.
02:26	24 A. Of?	02:30	24 Q. Okay.
02:26	25 Q. UnionBanCal Corporation, who may be an officer	02:30	25 A. Yes.

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02:30	1 Q. Does that help refresh your memory?	02:33	1 down --
02:30	2 A. Yes. And, in fact, there you go, Steve	02:33	2 A. Oh, did I miss --
02:30	3 Glaser. He is the one executive officer -- when I added	02:33	3 Q. -- bottom right-hand name.
02:31	4 those other three, add Steve Glaser.	02:34	4 A. Yes. And what is this referring to?
02:31	5 Q. Okay.	02:34	5 Q. This is a continuation from --
02:31	6 A. Thank you for bringing this up. Now I can see	02:34	6 A. Continuation? Then he is.
02:31	7 have I've -- have I given you all, or not. I think I	02:34	7 Q. Okay.
02:31	8 have. Bruce Cabral --	02:34	8 A. I'm sorry.
02:31	9 THE COURT REPORTER: Excuse me?	02:34	9 Q. Okay. That's all -- perfectly all right.
02:31	10 THE WITNESS: Bruce Cabral,	02:34	10 A. It's a long day, you know.
02:31	11 C-a-b-r-a-l --	02:34	11 Q. I understand.
02:31	12 A. -- is also an EVP.	02:34	12 A. And, yes, he has an office at 400 California
02:31	13 Q. (BY MR. KING) Now, we've already stated --	02:34	13 Street.
02:31	14 determined that -- you said Mr. Shimura does not have an	02:34	14 Q. Okay. I'm going to scroll back up here.
02:31	15 office, like we were just discussing, at both -- or at	02:34	15 A. Yeah.
02:31	16 400 California Street, correct?	02:34	16 Q. I believe you said Mr. Flynn does not have an
02:31	17 A. Yes, I did. I said he does.	02:34	17 office at 400.
02:31	18 Q. Oh, he does.	02:34	18 A. Right.
02:31	19 A. Yes. I just said he was a director.	02:34	19 Q. Mr. Oka does?
02:31	20 Q. I apologize. Okay.	02:34	20 A. Yes.
02:31	21 A. He is chairman --	02:34	21 Q. Ms. Bourne does not?
02:32	22 Q. Okay.	02:34	22 A. Does not.
02:32	23 A. -- so listed as senior management as chairman	02:34	23 Q. Mr. Ericsson does not?
02:32	24 and, yes, he does have an office at 400 California	02:34	24 A. Does not.
02:32	25 Street.	02:34	25 Q. Mr. Glaser?
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02:32	1 Q. Is he also chairman for Union Bank of	02:34	1 A. Does not.
02:32	2 California?	02:34	2 Q. Mr. Stolte?
02:32	3 A. Yes. No. I'm sorry. Let me think for a	02:34	3 A. Does.
02:32	4 second. Boy, do you want to go back to that first --	02:34	4 Q. Mr. Yi?
02:32	5 that first listing to refresh my memory, remember the	02:34	5 A. Does not.
02:32	6 listing that had all the bank directors and the holding	02:34	6 Q. Mr. Morimura?
02:32	7 company directors? I'm having a senior moment as to	02:34	7 A. Does.
02:32	8 whether Shimura was also a bank director. Mickey and	02:34	8 Q. Mr. Matson?
02:32	9 Kanari aren't, but I believe Shimura is.	02:34	9 A. Does.
02:32	10 Q. I think, if we scroll down, it also has a	02:34	10 Q. Ms. Betzer?
02:32	11 listing of directors on the same document.	02:34	11 A. Does not.
02:32	12 A. Oh, okay. Well, that'll answer it, then.	02:34	12 Q. Mr. Gabral?
02:33	13 Q. There it is. We'll try to zoom in on that for	02:34	13 A. Does.
02:33	14 you.	02:34	14 Q. Mr. Fear?
02:33	15 A. Okay. I guess -- oops, head on down.	02:34	15 A. Does.
02:33	16 MR. SWEIGART: Scroll on down to the	02:34	16 Q. Mr. McGuckin?
02:33	17 bank --	02:35	17 A. Does.
02:33	18 A. Do you want me to do that? I don't want to	02:35	18 Q. Mr. Warsoe?
02:33	19 override you over there.	02:35	19 A. Does not.
02:33	20 Q. (BY MR. KING) I'll let you control it here.	02:35	20 Q. Okay. Anybody else that maintains an office
02:33	21 A. Okay. It appears not.	02:35	21 that is an officer of UnionBanCal Corporation and either
02:33	22 Q. It appears not what?	02:35	22 an officer or director or employee of Union Bank of
02:33	23 A. Yes, that he's not a director of Union Bank of	02:35	23 California that maintains an office at 400 California
02:33	24 California.	02:35	24 Street?
02:33	25 Q. When you go down to the next -- keep scrolling	02:35	25 A. Yes.

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02:35	1 Q. Who else?	02:37	1 MR. SWEIGART: I'll object to the form.
02:35	2 A. Can you give me that list that I first asked	02:37	2 A. No, there's not. However, the -- because the
02:35	3 for a minute ago that I thought that we submitted to	02:37	3 activities of UnionBanCal, there are no products or
02:35	4 you? There are other officers --	02:37	4 services, the role of many of these people in
02:35	5 Q. I don't have a -- I don't have the other list	02:37	5 UnionBanCal Corporation, there isn't any role from a
02:35	6 that was submitted.	02:38	6 day-to-day activity.
02:35	7 MR. SWEIGART: Okay. We believe we	02:38	7 Q. (BY MR. KING) Did you tell me earlier that
02:35	8 produced a list of people who were officers of both	02:38	8 Union Bank of California owns the building at 400
02:35	9 companies.	02:38	9 California?
02:35	10 MR. KING: Okay.	02:38	10 A. Yes, it does.
02:35	11 MR. SWEIGART: We didn't give you a list	02:38	11 Q. Does it lease -- is there any type of lease
02:35	12 of all the officers of the bank --	02:38	12 arrangement between Union Bank of California and
02:35	13 MR. KING: Okay.	02:38	13 UnionBanCal Corporation?
02:35	14 MR. SWEIGART: -- but you have a list of	02:38	14 A. There is no lease.
02:35	15 directors and officers of UnionBanCal and a list of the	02:38	15 MR. KING: Can we pull up the proxy
02:35	16 officers who were for both, who have dual roles.	02:38	16 statement?
02:35	17 MR. HARRIS: Yeah. I mean, there's so	02:39	17 Q. (BY MR. KING) I'm going to go to page 19 of
02:35	18 many officers of the bank.	02:39	18 the proxy statement. Can you see that, Mr. Anderson?
02:36	19 MR. SWEIGART: We'll see if we can locate	02:39	19 A. Yes, I can.
02:36	20 that with our Bates number.	02:39	20 Q. Can you tell the judge and jury what this
02:36	21 A. As I said, I'm an example of that.	02:39	21 table on page 19 of the proxy statement represents?
02:36	22 Q. (BY MR. KING) Okay.	02:39	22 A. The table is entitled Executive Compensation.
02:36	23 A. I'm not a senior management officer of either	02:39	23 Q. Okay.
02:36	24 the bank or the holding company, but I am an officer of	02:39	24 A. It lists the highest paid officers of
02:36	25 UnionBanCal and Union Bank and my name was on that list.	02:40	25 UnionBanCal Corporation, plus those in the heading, as
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02:36	1 Q. And you had indicate that there are 18 floors	02:40	1 required to list the president and chief executive
02:36	2 of approximately 50 people --	02:40	2 officer and the former president and chief executive
02:36	3 A. Yes.	02:40	3 officer, and then the next four most highly compensated
02:36	4 Q. -- at that building.	02:40	4 executive officers.
02:36	5 A. Yes.	02:40	5 Q. Is there anyone on this list that does not --
02:36	6 Q. Would it be fair to say there are a large	02:40	6 for example, Mr. Morimura is listed as president and
02:36	7 number of individuals that have an office like this,	02:40	7 chief executive officer.
02:36	8 that we described, or just a handful more?	02:40	8 A. Yes.
02:36	9 A. I would say more than a handful. A handful is	02:40	9 Q. And is that in his capacity of president and
02:36	10 five. I'd put it more in the range of about ten.	02:40	10 chief executive officer of UnionBanCal Corporation?
02:36	11 Q. Okay. Well, without belaboring this point any	02:41	11 A. As -- I just lost it. Sorry.
02:36	12 longer, in addition to those individuals that we've	02:41	12 Q. That's all right.
02:36	13 named already, you believe there may be approximately	02:41	13 A. It would be really great to move that top box
02:36	14 ten more individuals who were officers or directors for	02:41	14 up there so that I can go up and down without having to
02:36	15 UnionBanCal Corporation.	02:41	15 try to move the bar along the side and flipping seven
02:36	16 A. Officers only.	02:41	16 pages every time I do that. There you go. That's
02:37	17 Q. Okay. Officers of UnionBanCal Corporation	02:41	17 great.
02:37	18 that also serve as officers or employees of Union Bank	02:41	18 MS. TOLES: Wait a minute. Let met get
02:37	19 of California that are officed at 400 California Street.	02:41	19 to it. Let go of your mouse for a minute.
02:37	20 A. Yes.	02:41	20 THE WITNESS: Oh, sorry. Fighting you,
02:37	21 Q. Okay. When these individuals go to work at	02:41	21 huh?
02:37	22 400 California Street, is there any type of system to	02:41	22 MR. KING: That's all right. Let me --
02:37	23 distinguish the work that they perform on behalf of	02:41	23 let me try to control it here.
02:37	24 Union Bank of California from the work that they perform	02:41	24 Q. (BY MR. KING) Did you need to see something
02:37	25 on behalf of UnionBanCal Corporation?	02:41	25 else on this -- the top of this list, Mr. Anderson?

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02:41 1 A. Yeah. I was just going to the introductory	02:45 1 Other than those two there's -- I mean,
02:41 2 paragraph --	02:45 2 but for those -- with your description of Mr. Flynn and
02:41 3 Q. Okay.	02:45 3 Mr. Matson, in regards to the other, I believe, six
02:41 4 A. -- so I could read it to the judge and jury.	02:45 4 individuals, is there any way to determine the amount of
02:42 5 THE WITNESS: Thank you very much for	02:45 5 salary or compensation paid to them for services
02:42 6 doing that.	02:45 6 rendered to UnionBanCal as opposed to UnionBanCal
02:42 7 A. Yes. I'm sorry, with all that, did I do what	02:45 7 subsidiaries?
02:42 8 you asked me to do?	02:45 8 A. I'm not aware of any.
02:42 9 Q. (BY MR. KING) Let me go back and see exactly	02:45 9 Q. Right before we took a break, this last break,
02:42 10 what I asked you to do before we started trying to sort	02:45 10 you had talked about some of the operations of
02:42 11 through all this.	02:46 11 UnionBanCal Corporation.
02:42 12 I believe, for example, Mr. Morimura is	02:46 12 A. Yes.
02:42 13 listed as president and chief executive officer. Is	02:46 13 Q. You said one of those operations is to provide
02:42 14 this listing in his role as president and chief	02:46 14 support to subsidiaries including financial and
02:42 15 executive officer of UnionBanCal Corporation or Union	02:46 15 management support. Do you recall that?
02:42 16 Bank of California?	02:46 16 A. Yes.
02:42 17 A. As stated in the footnote number one down	02:46 17 Q. What type of financial or management support
02:42 18 below, as it concludes, it says, The data set forth in	02:46 18 does UnionBanCal Corporation provide to Union Bank of
02:42 19 this table for the above officers includes compensation	02:46 19 California?
02:42 20 awarded to, earned, or paid by -- paid to them from any	02:46 20 A. Under the Bank Holding Company Act, it's there
02:43 21 source for services rendered to UnionBanCal	02:46 21 to provide support, financial support and managerial
02:43 22 Corporation -- UnionBanCal and its subsidiaries.	02:46 22 support. It has not had to.
02:43 23 Q. Is there any way to flush out the amount of	02:46 23 Q. Does Union Bank of California have access to
02:43 24 their salary or other benefits that are tied to their	02:46 24 UnionBanCal Corporation's resources?
02:43 25 services rendered on behalf of UnionBanCal as opposed to	02:46 25 A. Does Union Bank of California, is that what
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02:43 1 any of its subsidiaries?	02:46 1 you said?
02:43 2 A. No, other than the statements that I have made	02:46 2 Q. Yes.
02:43 3 to you and -- well, no. There's just no employees of	02:46 3 A. Have access to the resources of UnionBanCal
02:43 4 UnionBanCal Corporation. There's no -- no compensation	02:47 4 Corporation.
02:43 5 paid. But it gets clearly indicated that it's for	02:47 5 Q. Yes.
02:43 6 UnionBanCal and its subsidiaries. The differentiation	02:47 6 MR. SWEIGART: I object to the form.
02:43 7 between the companies, no.	02:47 7 A. Sure, if I understand the question. There's
02:44 8 Let me correct.	02:47 8 a -- there are no employees of UnionBanCal Corporation.
02:44 9 Q. Feel free.	02:47 9 Q. (BY MR. KING) Does UnionBanCal Corporation
02:44 10 A. Mr. Flynn and Mr. Matson have an employment	02:47 10 have any assets?
02:44 11 agreement with Union Bank of California, that we	02:47 11 A. Yes.
02:44 12 reviewed earlier. I think that would indicate to people	02:47 12 Q. What assets does it have?
02:44 13 that it was paid by Union Bank of California.	02:47 13 A. Cash; time deposits; loans; only two wholly
02:44 14 Q. And would it be paid by Union Bank of	02:47 14 owned subsidiaries; interest receivable; at times,
02:44 15 California for services rendered to UnionBanCal and	02:47 15 dividend receivable; and its investment in each one of
02:44 16 Union Bank of California and other subsidiaries?	02:47 16 its wholly owned subsidiaries.
02:44 17 A. It is paid by Union Bank to a Union Bank	02:47 17 Q. Does Union Bank of California have access to
02:44 18 employee, whose services include being an officer of	02:47 18 any of these assets that you've just described?
02:44 19 Union Bank of California as well as an officer of Union	02:48 19 A. I don't understand the word "access."
02:44 20 Bank of California.	02:48 20 Q. Does Union Bank of California, for example,
02:44 21 Q. You mean --	02:48 21 have the ability to utilize the cash on hand of
02:45 22 MR. SWEIGART: I think you misspoke	02:48 22 UnionBanCal Corporation for its own benefit?
02:45 23 there. You said Union Bank of California twice.	02:48 23 A. UnionBanCal Corporation is a separate
02:45 24 A. Oh, UnionBanCal Corporation.	02:48 24 corporation. To the extent it makes a deposit in Union
02:45 25 Q. (BY MR. KING) Okay. Thank you very much.	02:48 25 Bank, as any other company would make a deposit in Union

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02:48	1 Bank, Union Bank has access to those deposits subject to	02:52	1 its subsidiaries?
02:48	2 that liability, no different than any customer of Union	02:52	2 A. Public debt, private debt issuances, issuance
02:49	3 Bank.	02:52	3 of common stock, interest on the investments that they
02:49	4 Q. Does UnionBanCal Corporation prepare	02:52	4 have.
02:49	5 consolidated financial statements with itself and its	02:52	5 Q. Do you know what part -- what percentage of
02:49	6 subsidiaries?	02:52	6 UnionBanCal Corporation's funding comes from dividends
02:49	7 A. Yes.	02:52	7 paid to it by Union Bank of California?
02:49	8 Q. Does it do so with all of its subsidiaries?	02:53	8 A. Ask that again. I'm sorry. What percentage
02:49	9 A. Yes.	02:53	9 of --
02:49	10 Q. Does Union Bank of California -- I'm sorry --	02:53	10 Q. What percentage of UnionBanCal Corporation's
02:49	11 does UnionBanCal Corporation arrange any financing	02:53	11 funding is attributable to dividends paid to UnionBanCal
02:49	12 agreements for Union Bank of California?	02:53	12 Corporation by Union Bank of California?
02:49	13 MR. SWEIGART: I'm going to object to the	02:53	13 A. If you could clarify funding. What does
02:49	14 form.	02:53	14 funding mean in your regard?
02:49	15 A. Union Bank of California is a separate entity	02:53	15 Q. Well, whenever I'd asked you earlier what --
02:49	16 and would arrange its own financing. As in any	02:53	16 how UnionBanCal Corporation was funded, you had
02:50	17 financial transaction, consideration of corporate	02:53	17 indicated it was funded through dividends that were paid
02:50	18 structure and ownership is part of it, but they would be	02:53	18 to it --
02:50	19 based upon Union Bank of California's operations.	02:53	19 A. Yes.
02:50	20 Q. (BY MR. KING) Has UnionBanCal Corporation	02:53	20 Q. -- by UnionBanCal -- I mean Union Bank of
02:50	21 taken out any loans with other financial entities?	02:53	21 California and also public debt, private debt, issuances
02:50	22 A. It has -- it issues debt instruments, fully	02:53	22 of common stock, interest on investments.
02:50	23 disclosed in the financial statements, holder -- and I	02:53	23 With your understanding in answering that
02:50	24 believe at this time there are two outstanding issues	02:53	24 question of how UnionBanCal Corporation is funded, what
02:50	25 and, yes, they are held by, in -- in one case, a	02:54	25 percentage of those funds is attributable to dividends
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02:50	1 financial institution, and others -- it could be a	02:54	1 received from Union Bank of California?
02:51	2 number of different holders because it's public issued.	02:54	2 A. It's different over different time periods as
02:51	3 Q. And these are instances where UnionBanCal	02:54	3 to whether UnionBanCal issues some public stock or
02:51	4 Corporation has borrowed money from another entity,	02:54	4 issues some debt securities themselves, so that
02:51	5 correct?	02:54	5 percentage changes year to year based upon -- based upon
02:51	6 A. Yes.	02:54	6 the needs of UnionBanCal Corporation.
02:51	7 Q. As collateral for any of those loans, has	02:54	7 I'm not trying to -- I'd like to answer
02:51	8 UnionBanCal Corporation provided, as collateral, the	02:54	8 the question, but I'm not --
02:51	9 assets of any of its subsidiaries?	02:54	9 Q. In the last fiscal year of 2006 --
02:51	10 A. No.	02:54	10 A. Okay. All right.
02:51	11 Q. In any of those loans, has UnionBanCal	02:54	11 Q. -- do you know how much funding -- what
02:51	12 Corporation made any representations as to the business	02:54	12 percentage of UnionBanCal Corporation's funding is
02:51	13 operations of any of its subsidiaries?	02:54	13 attributable to dividends paid to it by Union Bank of
02:51	14 A. I don't believe so.	02:55	14 California?
02:51	15 Q. Does Union Bank of California pay dividends to	02:55	15 A. Probably a substantial portion.
02:51	16 UnionBanCal Corporation?	02:55	16 Q. 75 percent?
02:51	17 A. Yes.	02:55	17 A. I'd say -- it'd be -- I don't recall that
02:51	18 Q. How often does it pay dividends to UnionBanCal	02:55	18 UnionBanCal issued a public debt instrument in 2006, so
02:52	19 Corporation?	02:55	19 I think it was a high percentage.
02:52	20 A. Quarterly.	02:55	20 Q. Would it be higher than 75 percent, you
02:52	21 Q. Is that how UnionBanCal Corporation is funded,	02:55	21 believe?
02:52	22 through the dividends it receives from its subsidiaries?	02:55	22 A. It very well could be.
02:52	23 A. A portion.	02:55	23 Q. Would it be higher than 90 percent?
02:52	24 Q. Okay. What other ways is UnionBanCal	02:55	24 A. That might be about the right spot.
02:52	25 Corporation funded other than dividends it receives from	02:55	25 Q. Give or take a few percentage points?

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02:55	1	A. Could be a lot of money.	03:03	1	Q. (BY MR. KING) Mr. Anderson, right before we
02:55	2	Q. How about in the year 2005?	03:03	2	left off, we had briefly got into a little bit about the
02:55	3	A. I think we issued some debt and some stock	03:03	3	website www.UBOC.com. Are you familiar with that
02:55	4	that year and did an acquisition so it would've been a	03:03	4	website at all?
02:55	5	smaller percentage, but still a significant portion of	03:03	5	A. I am.
02:55	6	the -- of the funding of the UnionBanCal Corporation	03:03	6	Q. Okay. Do you know what entity that particular
02:56	7	comes from the dividends of Union Bank of California, as	03:03	7	website is the website for?
02:56	8	well as other subsidiaries of UnionBanCal Corporation.	03:03	8	A. No. I'm not sure I can really answer that.
02:56	9	Q. In 2005, would the percentage of funding	03:03	9	Q. On your understanding, the best of your
02:56	10	attributable to dividends paid by Union Bank of	03:03	10	understanding, is www.UBOC a website for Union Bank of
02:56	11	California be higher than 75 percent?	03:03	11	California?
02:56	12	A. It -- it probably was.	03:03	12	A. It has information about Union Bank of
02:56	13	Q. Would it be higher than 85 percent?	03:03	13	California.
02:56	14	A. I don't recall the specifics unless we pull up	03:03	14	Q. To the best of your understanding is
02:56	15	the financial statements.	03:03	15	www.UBOC.com a website for UnionBanCal Corporation?
02:56	16	Q. But you're --	03:03	16	A. I think it has information on UnionBanCal
02:56	17	A. There is a -- there is -- that information is	03:03	17	Corporation.
02:56	18	publicly disclosed.	03:04	18	Q. Based on your understanding, would it be fair
02:56	19	Q. As you sit here today, are you comfortable	03:04	19	to say that Union Bank of California and UnionBanCal
02:56	20	saying that it was more than -- around or more than 75	03:04	20	Corporation share the website www.UBOC.com?
02:56	21	percent?	03:04	21	MR. SWEIGART: Object to the form.
02:56	22	A. Yes.	03:04	22	A. There's information for both companies on it.
02:56	23	Q. Would you be comfortable giving a higher	03:04	23	Q. (BY MR. KING) Given that there's information
02:56	24	percentage than that as you sit here today?	03:04	24	for both companies on that website, would it be fair to
02:56	25	A. No.	03:04	25	say that UnionBanCal Corporation and Union Bank of
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02:56	1	Q. How about for 2004?	03:04	1	California share that website?
02:56	2	A. I -- subject to any additional issuance of	03:04	2	MR. SWEIGART: Object to the form still.
02:56	3	stock or public financing of the holding company, the	03:04	3	A. It's appropriate to tell anyone inquiring on
02:57	4	remainder would be in excess of 75 percent.	03:04	4	UBOC what all of the entities are that are appropriate,
02:57	5	Q. Which would be attributed to dividends by	03:04	5	so there's information, as you would, on a company and
02:57	6	Union Bank.	03:05	6	its wholly owned subsidiaries and a company for what it
02:57	7	A. Dividends from Union Bank and its other wholly	03:05	7	-- for it's 100 percent owned or owned by parent.
02:57	8	owned subsidiaries.	03:05	8	Q. (BY MR. KING) I believe you said earlier you
02:57	9	Q. Okay. We've only got a couple of minutes left	03:05	9	do not know who operates the website?
02:57	10	on the tape. I want to try to get in a couple of quick	03:05	10	A. No, I do not.
02:57	11	questions, if I can.	03:05	11	Q. You don't know if it's Union Bank of
02:57	12	Are you familiar with the Union -- with	03:05	12	California or UnionBanCal Corporation.
02:57	13	the website www.UBOC.com?	03:05	13	A. I think I've answered that.
02:57	14	A. Yes.	03:05	14	Q. Would your answer be, no, you don't know?
02:57	15	Q. Do you know who owns that website?	03:05	15	A. I do not know.
02:57	16	A. Frankly, no.	03:05	16	Q. Do you believe that the information on the
02:57	17	Q. Okay. I tell you what, let's go ahead and	03:05	17	website www.UBOC.com is accurate?
02:57	18	take a break.	03:06	18	MR. SWEIGART: I'm going to object to the
02:57	19	A. Okay.	03:06	19	form.
02:57	20	Q. I don't want to run out of tape here.	03:06	20	A. I have no reason to believe that it's not
02:57	21	THE VIDEOGRAPHER: We're off the record	03:06	21	accurate.
02:57	22	at 2:58.	03:06	22	Q. (BY MR. KING) Do you have any reason to
02:58	23	(Recess taken 2:58 to 3:03)	03:06	23	believe that Union Bank of California or UnionBanCal
03:03	24	THE VIDEOGRAPHER: Back on the record at	03:06	24	Corporation would put -- or have put, at its direction,
03:03	25	3:03.	03:06	25	any inaccurate information about the respective entity

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03:06	1 on that website?	03:09	1 Q. Who do you believe the "we" is referring to?
03:06	2 MR. SWEIGART: Object to the form.	03:09	2 I'm sorry, I didn't understand your last answer.
03:06	3 A. I would not expect it to be inaccurate.	03:10	3 A. UnionBanCal Corporation and its subsidiaries.
03:06	4 MR. KING: Can you pull up the corporate	03:10	4 Q. When you go down to the third paragraph, At
03:06	5 profile website?	03:10	5 December 31, 2006 we had approximately 10,209 full-time
03:07	6 (Exhibits Number 102-103 marked.)	03:10	6 equivalent employees, 321 full-service domestic
03:07	7 Q. (BY MR. KING) Do you see that document in	03:10	7 branches.
03:07	8 front of you, Mr. Anderson?	03:10	8 A. Uh-huh (affirmative).
03:07	9 A. Yes, I do.	03:10	9 Q. Additionally, we had two international
03:07	10 Q. Have you ever seen this page from this website	03:10	10 facilities. Did I read that correctly?
03:07	11 before?	03:10	11 A. Yes, you did.
03:07	12 A. Yes, I have.	03:10	12 Q. Do you also believe that "we" there is
03:07	13 Q. And is this, from your understanding -- excuse	03:10	13 referring to UnionBanCal and its subsidiaries?
03:07	14 me. I apologize. Is this, from your understanding, a	03:10	14 A. Yes, I do, because UnionBanCal Corporation has
03:07	15 page off of the www.UBOC.com website?	03:10	15 no employees.
03:07	16 A. It looks to be.	03:11	16 Q. In this particular document, when the term
03:07	17 Q. And do you understand this to be a corporate	03:11	17 "we" is used, there's no distinction being drawn between
03:07	18 profile page for UnionBanCal Corporation?	03:11	18 UnionBanCal Corporation and its subsidiary, is there?
03:08	19 A. That's what it says as a corporate profile of	03:11	19 MR. SWEIGART: Object to the form;
03:08	20 UnionBanCal Corporation.	03:11	20 mischaracterizes the document.
03:08	21 Q. Okay. I'd like for you to take a minute and	03:11	21 A. Could you repeat the question?
03:08	22 just read through that main text underneath there where	03:11	22 Q. (BY MR. KING) I will.
03:08	23 it says Corporate Profile, about four paragraphs, and	03:11	23 In this particular document, when the
03:08	24 let me know when you're finished reading it.	03:11	24 term "we" is used, there is no distinction drawn between
03:08	25 A. (Reviewing document.) Okay.	03:11	25 UnionBanCal Corporation or its subsidiaries; is that
Page 151		Page 153	
03:08	1 Q. Do you see the second paragraph --	03:11	1 correct?
03:08	2 A. Yes.	03:11	2 A. In that particular paragraph, it does not.
03:08	3 Q. -- where it says, We provide a comprehensive	03:12	3 Q. When you say "in that particular paragraph,"
03:08	4 array of personal and commercial financial products and	03:12	4 which one are you referring to?
03:08	5 services to individuals --	03:12	5 A. The second paragraph and third paragraph.
03:08	6 A. Yes.	03:12	6 MR. KING: Can you pull up the ...
03:08	7 Q. -- businesses and government agencies and are	03:12	7 (Exhibit Number 104 marked.)
03:08	8 differentiated from our competitors by providing	03:12	8 Q. (BY MR. KING) Mr. Anderson, do you recognize
03:08	9 personalized, high-quality and responsive service?	03:12	9 this document?
03:08	10 A. Yes, I do.	03:12	10 A. Yes, I do.
03:08	11 Q. Do you believe that's inaccurate?	03:12	11 MR. KING: Mr. Sweigart, can y'all see it
03:08	12 A. No, I do not.	03:12	12 on y'all's monitor?
03:08	13 Q. Do you believe that -- so you believe that it	03:12	13 MR. SWEIGART: I've got one page up. I
03:08	14 is, in fact, accurate to say that UnionBanCal	03:12	14 can't go through the whole thing. It's 1 of 127 pages,
03:09	15 Corporation provides a comprehensive array of personal	03:12	15 so --
03:09	16 and commercial financial products and services to	03:12	16 A. I recognize the front cover.
03:09	17 individuals, businesses and government agencies.	03:12	17 Q. (BY MR. KING) Okay. And what do you -- from
03:09	18 MR. SWEIGART: Object to the form;	03:12	18 the front cover, what do you recognize this document to
03:09	19 mischaracterizes the document.	03:12	19 be? And feel free to scroll through --
03:09	20 THE WITNESS: I'm supposed to answer?	03:12	20 A. Sure.
03:09	21 MR. SWEIGART: Yes.	03:12	21 Q. -- any amount that you'd like.
03:09	22 Q. (BY MR. KING) Yes.	03:12	22 A. It is the form 10-K for the fiscal year ended
03:09	23 A. Okay. Yes, I think it's accurate. And "we,"	03:12	23 12-31-2005 for UnionBanCal Corporation.
03:09	24 in this context, is referring to UnionBanCal Corporation	03:13	24 Q. Okay. I'm going to take control of it real
03:09	25 as it says what its primary subsidiary is.	03:13	25 quick, if you don't mind.

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03:13	1 A. It's yours.	03:17	1 A. Sure. It's listed on one of these pages.
03:13	2 Q. And I'm going to go down to page 53. And I	03:17	2 Q. Do you know who it is?
03:13	3 believe we have the same problem here with the Adobe	03:17	3 A. Well, we can go and look.
03:13	4 page number and the actual page number. I'm going to go	03:17	4 Q. Okay. Well, go and look. Can you scroll down
03:13	5 to F-53, I believe, unless I change my numbering system	03:17	5 and tell me who signed off on this document?
03:13	6 in the wee hours of the morning last night.	03:17	6 A. Is it -- are you asking for a representation
03:13	7 MR. SWEIGART: 46, 47, okay, making	03:17	7 from management or the auditors.
03:13	8 progress. Okay. I think I've got it.	03:17	8 Q. Management of UnionBanCal Corporation.
03:14	9 MR. KING: I apologize, Gentlemen. I	03:17	9 A. Okay. Probably this will -- this will -- this
03:14	10 thought I had this marked.	03:17	10 will cost us some time, but that's all we got for today
03:14	11 A. It's a big document.	03:17	11 so I'm happy to do this for you.
03:14	12 Q. (BY MR. KING) It is, with competing page	03:17	12 Q. Well, I appreciate it.
03:15	13 numbers.	03:17	13 A. Go to page F-114. It is signed by Takashi
03:15	14 Okay. I am at the top of page F-53,	03:17	14 Morimura, David Matson and David Anderson.
03:15	15 which is page 60 of 127.	03:17	15 Q. So you're one of the individuals that signed
03:15	16 MR. SWEIGART: Okay. Note one, Summary	03:17	16 off on this document, correct?
03:15	17 of Significant Accounting?	03:18	17 A. I am.
03:15	18 MR. KING: We are on the same page.	03:18	18 Q. And by signing off on this document on March
03:15	19 MR. SWEIGART: Okay.	03:18	19 1, 2006, you swore and attest to its accurate; is that
03:15	20 MR. KING: Glad to hear that.	03:18	20 correct?
03:15	21 Q. (BY MR. KING) There in the introduction	03:18	21 A. Yes, I did.
03:15	22 section, I'd like you to look at that.	03:18	22 Q. Did you read through this document before you
03:15	23 A. (Reviewing document.) Yes.	03:18	23 signed it?
03:15	24 Q. The second sentence says, UnionBanCal	03:18	24 A. I did.
03:15	25 Corporation and its subsidiaries, the company, provide a	03:18	25 Q. You did?
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03:15	1 wide range of financial service to consumers, small	03:18	1 A. Yes, I did.
03:16	2 businesses, middle market companies and major	03:18	2 Q. Did you read through the entire document
03:16	3 corporations, primarily in California, Oregon and	03:18	3 before you signed it?
03:16	4 Washington, and also nationally. Did I read that	03:18	4 A. Yes, I did.
03:16	5 correct?	03:18	5 Q. When you read through this document, did you
03:16	6 A. Yes, you did.	03:18	6 find any inaccuracies in it before you signed it?
03:16	7 Q. What is the -- what is the purpose of a 10-K	03:18	7 A. Not that I recall.
03:16	8 filing?	03:18	8 Q. As you sit here today, do you continue to
03:16	9 A. To satisfy the regulations of the SEC and the	03:18	9 swear and attest that everything in this document is
03:16	10 New York Stock Exchange for filing your stock on the --	03:18	10 true and correct?
03:16	11 on the Exchange.	03:18	11 A. Yes, I do.
03:16	12 Q. The SEC and the New York Stock Exchange	03:18	12 Q. Okay.
03:16	13 require that these document -- that a 10-K be filed in	03:18	13 A. You need to go up higher if you want to get
03:16	14 certain instances?	03:19	14 back to where you were. Little further. Keep going.
03:16	15 A. Yes.	03:19	15 Who's running the show anyway?
03:16	16 Q. Okay. Is this state -- is this document --	03:19	16 Q. That's a good question sometimes. I don't
03:16	17 would it be fair to say that the document and its	03:19	17 know. I'm glad you're here to keep me in line. There
03:16	18 contents are accurate?	03:19	18 we go. I think that's it, now, correct?
03:16	19 A. Yes.	03:19	19 A. That's it.
03:16	20 Q. And their accuracy is, in fact, sworn to by	03:19	20 Q. All right. Thank you very much for your help.
03:16	21 the individual that signs off on this document; is that	03:19	21 A. You're welcome.
03:16	22 correct?	03:19	22 Q. I guess since you signed it you have a pretty
03:16	23 A. Yeah.	03:19	23 good knowledge of where I need to go, don't you?
03:16	24 Q. Who signs off on UnionBanCal Corporation's	03:19	24 Do you believe that it's a correct
03:16	25 10-K statement? Do you know?	03:19	25 statement that UnionBanCal Corporation and its

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03:19 1	subsidiaries, the company, provide a wide range of	03:23 1	Q. And in this annual report, what does
03:19 2	financial services to consumers, small business, middle	03:23 2	UnionBanCal Corporation market?
03:19 3	market companies and major corporations, primarily in	03:23 3	A. The products and services of UnionBanCal
03:19 4	California, Oregon and Washington, and also nationally?	03:23 4	Corporation and its wholly owned subsidiaries.
03:19 5	A. I just said that I believe that these are	03:24 5	Q. Could an individual in Marshall, Texas request
03:19 6	correct statements.	03:24 6	a copy of this document --
03:19 7	Q. And as you sit here, you have no reason to	03:24 7	A. Yes.
03:19 8	dispute that fact that UnionBanCal Corporation and its	03:24 8	Q. -- from UnionBanCal Corporation?
03:19 9	subsidiaries provide a wide range of those services as	03:24 9	A. Yes.
03:19 10	listed?	03:24 10	Q. Could he obtain a copy of this by mailing the
03:20 11	A. That's correct.	03:24 11	corporate secretary, for example, in California?
03:20 12	MR. KING: Cheryl, how do I minimize this	03:24 12	A. I would certainly think so.
03:20 13	without closing it down? Just hit the minimize button?	03:24 13	Q. And if an individual requested a copy -- if an
03:20 14	MS. TOLES: This right here.	03:24 14	individual in Marshall, Texas requested a copy of the
03:20 15	MR. KING: Can we pull up the annual	03:24 15	annual report, would the annual report be sent to that
03:20 16	report?	03:24 16	individual?
03:20 17	(Exhibit Number 105 marked.)	03:24 17	A. Yes. I think it says that on the back cover,
03:21 18	Q. (BY MR. KING) Mr. Anderson, do you know	03:24 18	how to get a copy. That is the front cover.
03:21 19	whether or not UnionBanCal Corporation compiles the	03:25 19	Q. Would UnionBanCal Corporation mail a copy of
03:21 20	annual report for shareholders?	03:25 20	the annual report to an individual in Marshall, Texas if
03:21 21	A. It compiles a Form 10-K --	03:25 21	they requested it?
03:21 22	Q. Are you --	03:25 22	A. I think you asked me that. I think I said
03:21 23	A. -- which is the annual report to shareholders.	03:25 23	yes.
03:21 24	Q. Okay. Is -- is there any other document that	03:25 24	Q. Is your answer still yes?
03:21 25	accompanies the 10-K that's provided to shareholders?	03:25 25	A. I think it's yes. Yes, it is yes.
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03:21 1	A. Yes, the proxy.	03:25 1	Q. Okay. Thank you.
03:21 2	Q. Okay. Can you see this document that's in	03:25 2	I would like for you -- is -- let me back
03:21 3	front of you right now?	03:25 3	up.
03:21 4	A. Sure.	03:25 4	Is this also a document that is an
03:21 5	Q. Okay. Do you recognize -- I'll let you scroll	03:25 5	informational tool to the public?
03:21 6	through it and tell me whether or not you recognize this	03:25 6	A. Yes.
03:21 7	document.	03:25 7	Q. And is the information that's contained in
03:21 8	A. (Reviewing document.) Yes, I do.	03:25 8	this annual report true and accurate?
03:22 9	Q. And what is this document?	03:25 9	A. I believe it to be.
03:22 10	A. Its named the annual report to -- let me go to	03:25 10	Q. Do you know who, at UnionBanCal Corporation,
03:22 11	the front. UnionBanCal Corporation 2005 Annual Report.	03:25 11	compiled the annual report and puts it together?
03:22 12	Q. Do you know who this document is provided to	03:26 12	A. There is a section in this annual report that
03:22 13	typically?	03:26 13	incorporates and includes the Form 10-K and I'm one of
03:22 14	A. It is used as a marketing document, as well as	03:26 14	the preparers and signers of the Form 10-K.
03:22 15	it is the document that accompanies the proxy statement	03:26 15	Q. Excluding the 10-K from this document, do you
03:22 16	to shareholders.	03:26 16	know who performs --
03:23 17	Q. How is this -- how is this annual report used	03:26 17	A. That's an integral part of the document.
03:23 18	as a marketing document?	03:26 18	Q. Okay. Well, who -- who compiles this is
03:23 19	A. It is handed out to customers of Union Bank of	03:26 19	particular section of the document that we're looking
03:23 20	California.	03:26 20	at, Mr. Anderson?
03:23 21	Q. How does one go about obtaining a copy of the	03:26 21	A. The public relations department.
03:23 22	annual report from UnionBanCal Corporation?	03:26 22	Q. Would it be the public relations department of
03:23 23	A. Are you asking a -- a -- at any of the	03:26 23	UnionBanCal Corporation?
03:23 24	offices, or you can write to the investor relations	03:26 24	A. The -- the public relations department is of
03:23 25	department.	03:26 25	Union Bank and UnionBanCal.

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03:27	1 Q. So the public relations department is shared	03:29	1 Corporation is a commercial bank holding company?
03:27	2 between Union Bank and UnionBanCal Corporation.	03:29	2 MR. KING: Got it, on the same page
03:27	3 A. Yes.	03:29	3 again.
03:27	4 Q. When this annual report was being prepared and	03:29	4 MR. SWEIGART: Okay.
03:27	5 compiled by an individual in the public relations	03:29	5 Q. (BY MR. KING) I'd like for you to take a
03:27	6 department --	03:29	6 minute and read through that, Mr. Anderson. And let me
03:27	7 A. Yes.	03:29	7 know when you've finished reading those three
03:27	8 Q. -- were they acting on behalf of Union Bank of	03:29	8 paragraphs.
03:27	9 California or UnionBanCal Corporation?	03:29	9 A. (Reviewing document.) Okay.
03:27	10 A. Both, since the document speaks to both	03:30	10 Q. Is this document correct when it states, The
03:27	11 companies.	03:30	11 company provides a comprehensive array of personal and
03:27	12 Q. Do you know who -- do you know of any	03:30	12 commercial financial product and services to
03:27	13 individuals, as you sit here today, that are in the	03:30	13 individuals, small businesses, middle market companies,
03:27	14 public relations department?	03:30	14 major corporations, government agencies, and
03:27	15 A. Yes.	03:30	15 not-for-profit organizations, and is an acknowledged
03:27	16 Q. Do you know where the public relations	03:30	16 leader in trust and investment management services,
03:27	17 department offices are located?	03:30	17 private banking, and consumer and business lending, with
03:27	18 A. Throughout the state of California.	03:30	18 expertise in commercial, middle market, corporate and
03:28	19 Q. Who is the head of the public relations	03:30	19 real estate lending?
03:28	20 department?	03:30	20 A. Yes, that's accurate that the company and, in
03:28	21 A. Steve Johnson.	03:31	21 this context, is UnionBanCal Corporation and its
03:28	22 Q. And where is Mr. Johnson's office located?	03:31	22 subsidiaries.
03:28	23 A. 400 California Street.	03:31	23 Q. On the first sentence of that paragraph I just
03:28	24 Q. Would Mr. Johnson be responsible for putting	03:31	24 read says, UnionBanCal Corporation is a commercial bank
03:28	25 this document together?	03:31	25 holding company, incorporated in Delaware. Did I read
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03:28	1 A. He would be responsible for putting this	03:31	1 that right?
03:28	2 together.	03:31	2 A. Yes.
03:28	3 Q. What is Mr. Johnson's job title?	03:31	3 Q. And it says it's a bank holding company,
03:28	4 A. Senior vice president. He's an employee of	03:31	4 correct?
03:28	5 Union Bank.	03:31	5 A. Yes, it is.
03:28	6 Q. Is he also an officer of UnionBanCal	03:31	6 Q. And the next sentence begins with, The company
03:28	7 Corporation?	03:31	7 provides a comprehensive array of personal and
03:28	8 A. I wish I had that list right now, but I	03:31	8 commercial -- commercial financial products. Did I say
03:28	9 believe --	03:31	9 that correctly?
03:28	10 Q. So do I.	03:31	10 A. Yes, you did.
03:28	11 A. -- I believe so.	03:31	11 Q. And you said that -- earlier that this
03:28	12 Q. Okay. Do you know if Mr. Johnson is	03:31	12 document is provided as a marketing tool to the general
03:28	13 compensated for his role as an officer of UnionBanCal	03:31	13 public and shareholders --
03:28	14 Corporation?	03:31	14 A. Yes.
03:28	15 A. Mr. Johnson is an employee of Union Bank of	03:31	15 Q. -- correct?
03:29	16 California.	03:31	16 If someone was unfamiliar with
03:29	17 Q. Do you know if Mr. Johnson is compensated in	03:31	17 UnionBanCal Corporation and its corporate structure in
03:29	18 his role as an officer of UnionBanCal Corporation?	03:31	18 reading this first paragraph, would they -- would --
03:29	19 A. No, I do not. I know he's not compensated as	03:31	19 would that individual believe that UnionBanCal
03:29	20 an employee of UnionBanCal Corporation.	03:32	20 Corporation is not providing personal and commercial
03:29	21 Q. I'd like for you to look at this page that	03:32	21 financial products and services?
03:29	22 I'm -- that's on your screen right now.	03:32	22 MR. SWEIGART: Object to the form of the
03:29	23 MR. KING: And, Counsel, I've gone to the	03:32	23 question. You expect him to speculate as to what some
03:29	24 last page, it's 15 of 16, a dark Navy blue page.	03:32	24 other individual somewhere, who only reads a paragraph
03:29	25 MR. SWEIGART: It starts, UnionBanCal	03:32	25 might conclude?

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03:32 1	MR. KING: Mr. Sweigart --	03:34 1	Q. Do you believe that UnionBanCal Corporation,
03:32 2	MR. SWEIGART: That's not -- that's not a	03:34 2	from reading this document, provides a comprehensive
03:32 3	correct question, and you know it.	03:34 3	array of personal and commercial financial products and
03:32 4	MR. KING: Mr. Sweigart --	03:34 4	services?
03:32 5	MR. SWEIGART: We've been at this all	03:34 5	A. I won't make you read the rest of the
03:32 6	day.	03:34 6	paragraph, but it is the company. There's a number of
03:32 7	MR. KING: Mr. Sweigart --	03:34 7	places in various parts of the document that let's you
03:32 8	MR. SWEIGART: Ask a correct question.	03:34 8	know what the company is.
03:32 9	MR. KING: If you have an objection, you	03:34 9	Q. Can you show me those places?
03:32 10	can object to form.	03:34 10	A. Go to the 10-K. We just read it.
03:32 11	MR. SWEIGART: I've objected to the form.	03:34 11	MR. KING: Can we pull up the 10-K,
03:32 12	It's a misleading question. You're mischaracterizing	03:34 12	please?
03:32 13	the document and you're asking him to speculate. It's	03:34 13	A. We were just there a minute ago, footnote
03:32 14	an improper question.	03:35 14	number one, second paragraph -- or second line of that
03:32 15	MR. KING: Mr. Sweigart --	03:35 15	paragraph.
03:32 16	MR. SWEIGART: The form's improper. Ask	03:35 16	Q. (BY MR. KING) Okay. So UnionBanCal
03:32 17	a correct question correct.	03:35 17	Corporation and its subsidiaries comprises the company,
03:32 18	MR. KING: Mr. Sweigart, under the	03:35 18	correct?
03:32 19	Eastern District of Texas your objections are limited to	03:35 19	A. Yes.
03:32 20	form.	03:35 20	Q. Not just UnionBanCal Corporation subsidiaries;
03:32 21	MR. SWEIGART: I've objected to the form	03:35 21	is that correct?
03:32 22	and I've objected to the form over and over again and	03:35 22	A. Ask again.
03:32 23	I'm getting pretty dang tired now of you asking improper	03:35 23	Q. UnionBanCal Corporation and its subsidiaries
03:32 24	questions. Ask a proper question.	03:35 24	comprises the term, quote, the company, unquote.
03:32 25	MR. KING: And please make proper	03:35 25	A. In this -- in this context, yes.
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03:32 1	objections, Mr. Sweigart, and limit it to form.	03:36 1	Q. And the company -- quote, the company,
03:32 2	MR. SWEIGART: That's what I've been	03:36 2	unquote, is not defined solely by UnionBanCal
03:33 3	doing all day with a great deal of patients.	03:36 3	Corporation subsidiaries, is it?
03:33 4	MR. KING: Thanks for your patients. I	03:36 4	A. I'm struggling to -- would you ask the
03:33 5	appreciate it.	03:36 5	question again? Is not defined only by the company? Is
03:33 6	Q. (BY MR. KING) Is there any reason to believe	03:36 6	that what you said, by the word "the company"?
03:33 7	that the company, as it -- in your -- based on your	03:36 7	Q. No, Mr. Anderson.
03:33 8	understanding, in your reading of this paragraph, refers	03:36 8	The company, quote, the company --
03:33 9	to anything but UnionBanCal Corporation?	03:36 9	A. Right.
03:33 10	MR. SWEIGART: Object to the form.	03:36 10	Q. -- unquote, is not defined as solely as
03:33 11	A. No document can be taken in context of just	03:36 11	UnionBanCal Corporation's subsidiaries; isn't that
03:33 12	one paragraph. You have to look at the document.	03:36 12	correct?
03:33 13	Q. (BY MR. KING) And in this document,	03:36 13	A. Yes.
03:33 14	UnionBanCal Corporation represents that it provides	03:36 14	Q. So where the term the company is used
03:33 15	commercial -- personal and commercial financial products	03:36 15	throughout the annual report and the 10-K it refers to
03:33 16	and services, does it not?	03:36 16	both UnionBanCal Corporation and its subsidiaries. Is
03:33 17	MR. SWEIGART: Object to the form;	03:37 17	that your testimony?
03:33 18	mischaracterizes the document.	03:37 18	A. In this context, yes, it does.
03:33 19	A. A thorough reading of the document would	03:37 19	Q. And the company does not separate UnionBanCa
03:34 20	conclude what the role of each of the companies are.	03:37 20	Corporation from that definition of the company, does
03:34 21	Q. (BY MR. KING) And what is the role of	03:37 21	it, Mr. Anderson?
03:34 22	UnionBanCal Corporation, in your opinion, from reading	03:37 22	MR. SWEIGART: Object to form.
03:34 23	this document?	03:37 23	A. No, it doesn't. The rules of the Securities &
03:34 24	A. It's a bank holding company, commercial bank	03:37 24	Exchange Commission requires that a registrant explain
03:34 25	holding company, incorporated in Delaware.	03:37 25	things clearly.

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03:37	1 MR. KING: Object to nonresponsive.	03:42	1 Q. And how is it that the average reader would
03:37	2 A. We think that it has explained it clearly and	03:42	2 take from note 27 that UnionBanCal Corporation does not
03:37	3 the SEC has not objected to that.	03:42	3 engage in some of the activities that we have just
03:37	4 MR. KING: Object to nonresponsive.	03:42	4 discussed?
03:37	5 Q. (BY MR. KING) And when the term the company	03:42	5 MR. SWEIGART: Object to the form.
03:37	6 is used throughout the annual report and the 10-K	03:42	6 A. Because a commercial bank makes loans and
03:37	7 filing, it does not specifically exclude UnionBanCal	03:42	7 takes deposits and there aren't any here.
03:37	8 Corporation from the definition of the company, correct?	03:43	8 Q. (BY MR. KING) Is there any other note in this
03:37	9 A. Unless specifically stated in various parts of	03:43	9 document or any other portion of this document that
03:37	10 the documents.	03:43	10 would lead the average reader of the financial
03:38	11 Q. Are you aware of any instances in the 10-K	03:43	11 statements to understand the scope of UnionBanCal
03:38	12 document that the term the company excludes UnionBanCal	03:44	12 Corporation's operations?
03:38	13 Corporation?	03:44	13 MR. SWEIGART: Object to the form.
03:38	14 A. I'm not aware of that.	03:44	14 A. In my estimation, no -- no further explanation
03:38	15 Q. And you're one of the individuals who put	03:44	15 is necessary or required.
03:38	16 together the Form 10-K, correct?	03:44	16 THE WITNESS: Is that better?
03:38	17 A. Yes, I am.	03:44	17 THE VIDEOGRAPHER: I think so. Thank
03:38	18 Q. And signed off to its accuracy, correct?	03:44	18 you.
03:38	19 A. Yes, I did.	03:44	19 Q. (BY MR. KING) Mr. Anderson, what's more clear
03:38	20 MR. KING: Can we go back to the annual	03:44	20 to you, a financial statement, such as that in note 27,
03:38	21 report? Thank you.	03:44	21 or a statement that the company provides a comprehensive
03:38	22 Q. (BY MR. KING) Are you aware of any instance	03:44	22 array of personal and commercial financial products and
03:38	23 in this portion of the annual report or in the 10-K	03:44	23 services to individuals?
03:38	24 portion of this annual report where it is stated that	03:44	24 MR. SWEIGART: Object to the form.
03:39	25 UnionBanCal Corporation does not provide personal and	03:44	25 A. Those statements were important, can't be
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03:39	1 commercial financial products and services to	03:44	1 taken individually.
03:39	2 individuals?	03:45	2 Q. (BY MR. KING) Is one of those, in your
03:39	3 MR. SWEIGART: Object to the form of the	03:45	3 opinion, more clear than the other?
03:39	4 question. The document speaks for itself.	03:45	4 MR. SWEIGART: Object to the form.
03:39	5 A. I don't recall any specifics about -- about	03:45	5 A. That's hard to speculate.
03:39	6 that in the document.	03:45	6 Q. (BY MR. KING) Is one more clear to you than
03:39	7 Q. (BY MR. KING) Including the 10-K that you	03:45	7 the other?
03:39	8 helped prepare?	03:45	8 MR. SWEIGART: Object to the form.
03:39	9 A. Right. I think that -- there is a separate	03:45	9 A. I think they're both very clear.
03:39	10 footnote in the 10-K that is a separate footnote on the	03:45	10 Q. (BY MR. KING) Thank you.
03:40	11 UnionBanCal Corporation itself. A reader of the	03:46	11 Mr. Anderson, do you recall earlier in
03:40	12 financial statements would understand its scope of	03:46	12 the day when we talked about different terms and, for
03:40	13 operations from that footnote.	03:46	13 example, one of the terms was commercial banking and it
03:40	14 Q. Can you show me where that footnote is if I	03:46	14 was operations and customer service, do you recall that?
03:40	15 pull up the --	03:46	15 A. Yes.
03:40	16 A. Sure.	03:46	16 Q. And do you recall telling me that each of
03:40	17 Q. Let me try to pull it up for you. Let me	03:46	17 those terms that I -- when I asked you if they had a
03:40	18 control this thing and see if I can get this pulled back	03:46	18 particular meaning to you, do you recall that line of
03:40	19 up.	03:46	19 discussion?
03:40	20 Okay, there you go, Mr. Anderson.	03:46	20 A. Yes.
03:41	21 A. (Reviewing document.) Note 27 to the	03:46	21 Q. And do you recall that each of those terms
03:41	22 financial statements. Do you want to take control so	03:46	22 that you agreed with me were banking activities?
03:41	23 you can look at it?	03:46	23 A. Yes.
03:41	24 Q. Note 27?	03:46	24 Q. I'd like for you to look -- you can see the
03:41	25 A. Yes.	03:46	25 document. I'm on the 10-K filing right now and I'm on

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Page 174		Page 176	
03:46	1	03:50	1
03:47	2	03:50	2
03:47	3	03:50	3
03:47	4	03:50	4
03:47	5	03:50	5
03:47	6	03:50	6
03:47	7	03:50	7
03:47	8	03:50	8
03:47	9	03:50	9
03:47	10	03:50	10
03:47	11	03:51	11
03:47	12	03:51	12
03:47	13	03:51	13
03:47	14	03:51	14
03:47	15	03:51	15
03:47	16	03:51	16
03:48	17	03:51	17
03:48	18	03:51	18
03:48	19	03:51	19
03:48	20	03:51	20
03:48	21	03:51	21
03:48	22	03:51	22
03:48	23	03:51	23
03:48	24	03:51	24
03:48	25	03:51	25
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03:48	1	03:51	1
03:48	2	03:51	2
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03:49	11	03:52	11
03:49	12	03:52	12
03:49	13	03:52	13
03:49	14	03:52	14
03:49	15	03:52	15
03:49	16	03:52	16
03:49	17	03:52	17
03:49	18	03:52	18
03:49	19	03:52	19
03:49	20	03:52	20
03:49	21	03:52	21
03:49	22	03:52	22
03:49	23	03:52	23
03:50	24	03:52	24
03:50	25	03:52	25

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03:52 1	Q. He's the head of something that does not	03:55 1	for during that time period?
03:52 2	exist.	03:55 2	A. Mr. Flynn had a title of executive vice
03:52 3	A. It happens that it doesn't for that company.	03:56 3	president and head of the commercial banking group in
03:53 4	It is a matter of convenience for the company to have	03:56 4	both UnionBanCal Corporation and Union Bank.
03:53 5	officership titles.	03:56 5	Q. And earlier you said that commercial banking
03:53 6	Q. Is it a matter of convenience for the company	03:56 6	is a banking activity, correct?
03:53 7	to mis -- to mislead shareholders?	03:56 7	A. Yes, I did.
03:53 8	MR. SWEIGART: Object to the form of the	03:56 8	Q. Is this another position that did not exist
03:53 9	question, argumentative. No basis in the record	03:56 9	within UnionBanCal but they just gave Mr. Flynn the
03:53 10	whatsoever for that comment.	03:56 10	title of?
03:53 11	A. I think it's very clear.	03:56 11	MR. SWEIGART: Object to the form.
03:53 12	Q. (BY MR. KING) We had also talked earlier	03:56 12	A. I did not say that the position didn't exist.
03:53 13	about commercial banking. Do you recall that?	03:56 13	The position exists. That is his title.
03:53 14	A. Yes.	03:56 14	Q. (BY MR. KING) Was there a commercial banking
03:53 15	Q. And you had indicated that commercial banking	03:56 15	group -- is there a commercial banking group within
03:53 16	was also a banking activity, correct?	03:56 16	UnionBanCal Corporation?
03:53 17	A. Yes.	03:56 17	A. No. There are no activities of commercial
03:53 18	Q. If you look here in Mr. Flynn's little excerpt	03:56 18	banking group in UnionBanCal Corporation.
03:53 19	next to his name it says that Mr. Flynn has served as	03:57 19	Q. We talked earlier about customer service and
03:53 20	executive vice president and chief credit officer of	03:57 20	what that entailed in your understanding of Union Bank
03:54 21	UnionBanCal Corporation and Union Bank of California,	03:57 21	of California. Do you recall that?
03:54 22	NA, from September 2000 to April 2000, as executive vice	03:57 22	A. Yes.
03:54 23	president and head of specialized lending from May 2000	03:57 23	Q. And you had said that in those context
03:54 24	to September 2000, and as executive vice president and	03:57 24	customer services were banking activities. Do you
03:54 25	head of the commercial banking group from June 1998 to	03:57 25	recall that?
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03:54 1	May 2000. Did I read that correctly?	03:57 1	A. Yes.
03:54 2	A. Yes, you did.	03:57 2	Q. I'd like for you to look here by Ms. Betzer's
03:54 3	Q. Did Mr. Flynn serve as executive vice	03:57 3	name.
03:54 4	president and head of the commercial banking group for	03:57 4	A. Yeah.
03:54 5	UnionBanCal Corporation from June 1998 to May 2000?	03:57 5	Q. Do you see where Ms. Betzer served as a
03:54 6	A. Did you just read what you just read again?	03:57 6	customer -- as vice -- executive vice president and head
03:54 7	Q. Well, I asked -- I ask a question.	03:57 7	of the operations and customer services group of
03:54 8	A. Yes.	03:58 8	UnionBanCal Corporation and Union Bank of California,
03:54 9	Q. He did.	03:58 9	N.A. since January 2000?
03:54 10	A. He served as executive vice president in his	03:58 10	A. Yes, I see that.
03:54 11	-- did you, I'm sorry, ask me about and chief credit	03:58 11	Q. Is that an accurate statement?
03:54 12	officer, or which line are you on? I'm sorry.	03:58 12	A. Yes, it is.
03:54 13	Q. The fourth and third from the bottom.	03:58 13	Q. Is there an operations and customer services
03:54 14	A. This is an accurate statement.	03:58 14	group within UnionBanCal Corporation?
03:54 15	Q. So Mr. Flynn served as executive vice	03:58 15	A. There are no operations and service -- in
03:55 16	president and head of the commercial banking group from	03:58 16	customer services activities within UnionBanCal
03:55 17	June 1998 to May 2000 for UnionBanCal Corporation,	03:58 17	Corporation.
03:55 18	correct?	03:58 18	Q. So in this instance, Ms. Betzer was given the
03:55 19	MR. SWEIGART: Object. It	03:58 19	title of executive vice president and head of a group
03:55 20	mischaracterizes the document. It doesn't say that.	03:58 20	that did not exist within UnionBanCal Corporation.
03:55 21	Q. (BY MR. KING) Is that incorrect?	03:58 21	MR. SWEIGART: Object to the form of the
03:55 22	A. I think, as stated in this document, it is	03:58 22	question.
03:55 23	correct.	03:58 23	A. Ms. Betzer has a title of executive vice
03:55 24	Q. What entity did Mr. Flynn serve as executive	03:58 24	president head of operations and customer service group
03:55 25	vice president and head of the commercial banking group	03:59 25	at UnionBanCal Corporation. There are no operations,

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03:59 1	customer services at UnionBanCal Corporation and there	04:01 1	and treasury management group of UnionBanCal
03:59 2	are no employees at UnionBanCal Corporation.	04:01 2	Corporation? Yes or no?
03:59 3	Q. (BY MR. KING) And that group, operations and	04:01 3	A. There is not.
03:59 4	customer services group, does not exist at UnionBanCal	04:01 4	Q. And Ms. Bourne is listed in the 10-K as being
03:59 5	Corporation, according to your testimony here today.	04:01 5	the head and executive vice president of a group that
03:59 6	A. That is that individual's title, as I've said	04:01 6	does not exist within UnionBanCal Corporation, correct?
03:59 7	a number of times.	04:01 7	MR. SWEIGART: Object to the form.
03:59 8	Q. That's the individual's title.	04:01 8	A. I think I've clarified that, that that's that
03:59 9	A. Yes.	04:01 9	person's title, and I've answered your question as to
03:59 10	Q. But that group does not exist within	04:01 10	whether there are any activities at the UnionBanCal
03:59 11	UnionBanCal Corporation, correct?	04:02 11	Corporation of this type and there aren't any.
03:59 12	A. It does not currently exist in UnionBanCal	04:02 12	Q. (BY MR. KING) Okay. Well, it's clear as mud
03:59 13	Corporation.	04:02 13	to me. Do you recall talking about real estate lending?
03:59 14	Q. Has it ever existed in UnionBanCal	04:02 14	A. Yes.
03:59 15	Corporation?	04:02 15	Q. Do you recall saying that real estate lending
03:59 16	A. No, it hasn't.	04:02 16	was a banking activity?
03:59 17	Q. Do you recall going over the term commercial	04:02 17	A. Yes.
03:59 18	deposits?	04:02 18	Q. I'd like for you to look at Mr. Gibril, the
03:59 19	A. Yes, I did.	04:02 19	section right next to him. Does a real estate
03:59 20	Q. And you had indicated that commercial deposits	04:03 20	lending -- is a real estate lending department within
04:00 21	was a banking activity as well, correct?	04:03 21	UnionBanCal Corporation?
04:00 22	A. That's correct.	04:03 22	A. No, there's not.
04:00 23	Q. I'd like for you to look at Ms. Bourne's	04:03 23	Q. In Mr. Gibril's position as a senior credit
04:00 24	little segment next to her name.	04:03 24	officer responsible for real estate lending and national
04:00 25	A. Yes.	04:03 25	banking, what entity did he hold that position with?
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04:00 1	Q. Let's see if I can pull it up so we can see	04:04 1	A. For sure, Union Bank of California. And I'm
04:00 2	the complete paragraph here. It says, Ms. Bourne has	04:04 2	not sure if it's with UnionBanCal at this date, prior to
04:00 3	serve as executive vice president since April of 2000	04:04 3	this date.
04:00 4	and is head of the commercial deposits and treasury	04:04 4	Q. Do you recall our discussion of community
04:00 5	management group of UnionBanCal Corporation and Union	04:04 5	banking earlier in the day?
04:00 6	Bank of California. Did I read that correct?	04:04 6	A. Yes.
04:00 7	A. Yes.	04:04 7	Q. Do you recall stating the community banking
04:00 8	Q. I think we also talked about treasury	04:04 8	was a banking activity?
04:00 9	management earlier and you said that was also a banking	04:04 9	A. Yes.
04:00 10	activity, correct?	04:04 10	Q. I'd like for you to look at Mr. Kendrick's
04:00 11	A. Yes, it is.	04:04 11	excerpt next to his name. Is it a correct statement
04:00 12	Q. Is this an accurate statement, that Ms. Bourne	04:04 12	that Mr. Kendrick has served as executive vice president
04:00 13	served as executive vice president since April of 2000	04:04 13	and head of the community banking group of UnionBanCal
04:00 14	and as head of the commercial deposits and treasury	04:04 14	Corporation and Union Bank of California since December
04:00 15	management group of UnionBanCal Corporation and Union	04:05 15	2000?
04:00 16	Bank of California?	04:05 16	A. Yes, that is correct.
04:00 17	A. Yes, it's accurate.	04:05 17	Q. And is there a community banking group within
04:01 18	Q. Does a commercial deposits and treasury	04:05 18	UnionBanCal Corporation?
04:01 19	management group exist within UnionBanCal Corporation?	04:05 19	A. No, there's not. This is Mr. Kendrick's
04:01 20	A. This is Ms. Bourne's title at UnionBanCal	04:05 20	title.
04:01 21	Corporation. There are no commercial deposits or	04:05 21	Q. So again, Mr. Kendrick is given the title of
04:01 22	treasury management services provided at UnionBanCal	04:05 22	being the vice president and head of a group that does
04:01 23	Corporation.	04:05 23	not exist within UnionBanCal Corporation, correct?
04:01 24	MR. KING: Object to nonresponsive.	04:05 24	A. Yes.
04:01 25	Q. (BY MR. KING) Is there a commercial deposits	04:05 25	Q. As an officer of UnionBanCal Corporation and

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04:05 1	an officer and employee of Union Bank of California, do	04:09 1	change as circumstances change, as business changes,
04:05 2	you think it is appropriate to make statements such as	04:09 2	officer changes. Some of these officers aren't even
04:05 3	this in your 10-K where you state that various	04:09 3	here any longer with the corporation. So, yes, we will
04:06 4	individuals are heads and vice presidents of departments	04:09 4	review the next 10-K, we will make sure it's as accurate
04:06 5	that do not exist?	04:09 5	as this document was accurate at the time it was filed.
04:06 6	MR. SWEIGART: Object to form.	04:11 6	(Exhibit Number 106 marked.)
04:06 7	A. I think it's very clear.	04:11 7	Q. (BY MR. KING) I'd like for you to look at
04:06 8	Q. (BY MR. KING) You think it's clear from	04:11 8	what has been marked as Document 106, Mr. Anderson. I'd
04:06 9	somebody reading this document, for example, that they	04:11 9	like for you to look through that.
04:06 10	would, in reading, for example, the excerpt by	04:11 10	A. Uh-huh (affirmative).
04:06 11	Mr. Flynn, they would understand that there is not a	04:11 11	Q. Do you recognize that document?
04:06 12	commercial financial services group that exists within	04:11 12	A. (Reviewing document.) Yes, I do.
04:06 13	UnionBanCal Corporation?	04:11 13	Q. Is that your signature on page 2 of this
04:06 14	MR. SWEIGART: Object to form.	04:11 14	document?
04:06 15	Q. (BY MR. KING) Do you really believe that?	04:11 15	A. I believe so.
04:07 16	A. I think that that's -- I think it's	04:11 16	Q. Did you personally sign this document?
04:07 17	appropriate disclosure.	04:11 17	A. Yes, I did.
04:07 18	Q. Do you believe that's fair and accurate as an	04:11 18	Q. Did you write this document?
04:07 19	officer of UnionBanCal Corporation, an employee and	04:11 19	A. I helped prepare it.
04:07 20	officer of Union Bank of California?	04:11 20	Q. Did you write it?
04:07 21	A. I think the descriptions of the employees'	04:11 21	A. Can you clarify write it?
04:07 22	titles and job history is accurate.	04:11 22	Q. Did you draft, make an initial draft of this
04:08 23	Q. We've already covered this, but you did swear	04:11 23	document?
04:08 24	to the accuracy of this document in this 10-K, correct?	04:11 24	A. I assisted in the drafting of the document.
04:08 25	MR. SWEIGART: Asked and answered.	04:11 25	Q. How did you assist in drafting this document?
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04:08 1	A. Asked and answered.	04:11 1	A. Answering the questions, putting down the
04:08 2	Q. (BY MR. KING) You can answer the question.	04:11 2	statements.
04:08 3	A. I've already -- you've already asked it and	04:11 3	Q. Did you write down the statements that are --
04:08 4	I've already answered it.	04:11 4	did you personally type or write down the statements
04:08 5	Q. Will you already answer it again, please?	04:11 5	that are listed in this affidavit?
04:08 6	A. I'd be glad to, as many time you'd like me to.	04:12 6	A. I personally did not type this document.
04:08 7	It's accurate.	04:12 7	Q. Do you know who did?
04:08 8	Q. And you swore and attested to that, correct?	04:12 8	A. Well, the legal department of
04:08 9	A. Yes, I have.	04:12 9	UnionBanCal/Union Bank.
04:08 10	Q. And you took an oath earlier today that you	04:12 10	Q. Did you provide the substance of this
04:08 11	would tell -- tell the truth today, correct?	04:12 11	document?
04:08 12	A. That's correct.	04:12 12	A. Yes, I did. The answers sound familiar, don't
04:08 13	Q. And you understand you made that oath under	04:12 13	they?
04:08 14	the penalty of perjury; is that correct?	04:12 14	Q. Strangely enough, they do.
04:08 15	A. Yes, I did.	04:12 15	A. Not strangely. It's -- it's accurate.
04:08 16	Q. And looking back, is there anything that you	04:12 16	Q. Is there anything in this document that, as
04:08 17	would change, as a writer or an individual involved in	04:12 17	you sit here today, you would change?
04:09 18	writing, compiling this 10-K, that you would change?	04:12 18	A. No, sir, there's not.
04:09 19	MR. SWEIGART: Object to the form.	04:12 19	Q. Despite the fact that UnionBanCal Corporation
04:09 20	A. Not for this filing.	04:12 20	and Union Bank of California have a shared compensation
04:09 21	Q. (BY MR. KING) You anticipate that you may	04:13 21	and benefits committee, UnionBanCal Corporation has a
04:09 22	make those changes in future 10-K filings as an officer	04:13 22	senior management bonus plan, UnionBanCal Corporation
04:09 23	of UnionBanCal Corporation?	04:13 23	has an employee benefits plan, and UnionBanCal
04:09 24	MR. SWEIGART: Object to the form.	04:13 24	Corporation has a philosophy of recruiting, motivating
04:09 25	A. 10-K is a living document and it requires	04:13 25	and retaining exceptional employees who will help

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04:13 1 UnionBanCal Corporation achieve strategic business objectives, do you still believe and expect the judge and jury in this case to believe that UnionBanCal has no employees?	04:15 1 statement, correct?
04:13 2	04:15 2 A. Yes.
04:13 3	04:15 3 Q. Under penalty of perjury.
04:13 4	04:15 4 A. Absolutely.
04:13 5 MR. SWEIGART: Object to the form of the question; mischaracterizes, in summary form, all of the testimony we spent a whole day on here.	04:15 5 Q. Despite the fact that UnionBanCal Corporation and Union Bank of California share multiple directors and officers, the fact that the board of directors for both UnionBanCal Corporation and Union Bank of California often meet in conjunction with one another, do you still stand by your statement in paragraph 6 that UnionBanCal is not involved in the day-to-day management of any of its subsidiaries including Union Bank of California, N.A.?
04:13 6	04:15 6
04:13 7	04:15 7
04:13 8 MR. KING: Mr. Sweigart, once again, I'm going to ask that you abide by the local rules of the Eastern District of Texas.	04:16 8
04:13 9	04:16 9
04:13 10	04:16 10
04:13 11 MR. SWEIGART: Object to the form. You mischaracterize the testimony.	04:16 11
04:13 12	04:16 12
04:13 13 MR. KING: Your objection is limited to form in the Eastern District, Mr. Sweigart. And I would appreciate it, and I'm sure Judge Folsom would also appreciate it, if you would abide by the rules that he set forth for his court in the Eastern District.	04:16 13
04:13 14	04:16 14
04:13 15	04:16 15
04:14 16	04:16 16
04:14 17	04:16 17
04:14 18 MR. SWEIGART: I object to the form of the your question, and I gave you the courtesy of telling you why, and you know it's an improper question.	04:16 18
04:14 19	04:17 18
04:14 20	04:17 19
04:14 21 MR. KING: I'm sure you've read the local rules of the Eastern District --	04:17 20
04:14 22	04:17 21
04:14 23 MR. SWEIGART: I certainly have.	04:17 22
04:14 24 MR. KING: -- and you know your objections are improper objections.	04:17 23
04:14 25	04:17 24
	04:17 25
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04:14 1 THE COURT REPORTER: Hold it. (Unintelligible proceedings due to multiple speakers.)	04:17 1 Corporation, do you stand by your testimony under penalty of perjury that UnionBanCal Corporation does not engage in any retail banking operations as listed in paragraph 5?
04:14 2	04:17 2
04:14 3	04:17 3
04:14 4 MR. SWEIGART: I didn't explain it. I simply told you, very clearly, why your question was an improper form.	04:17 4
04:14 5	04:17 5
04:14 6	04:17 6
04:14 7 MR. KING: And that's what makes it an improper objection, Mr. Sweigart.	04:17 7
04:14 8	04:17 8
04:14 9 Q. (BY MR. KING) I'll ask the question again, Mr. Anderson.	04:18 8
04:14 10	04:18 9
04:14 11 A. Thank you.	04:18 10
04:14 12 Q. Despite the fact that UnionBanCal Corporation and Union Bank of California have a shared compensation and benefits committee, UnionBanCal Corporation has a senior management bonus plan, UnionBanCal Corporation has an employee benefits plan, and UnionBanCal Corporation has a philosophy of recruiting, motivating and retaining exceptional employees who will help UnionBanCal Corporation achieve a strategic business objective, do you still believe and intend to testify to the judge and jury in this matter that UnionBanCal Corporation has no employees?	04:18 11
04:14 13	04:18 12
04:14 14	04:18 13
04:14 15	04:19 14
04:15 16	04:19 15
04:15 17	04:19 16
04:15 18	04:19 17
04:15 19	04:19 18
04:15 20	04:19 19
04:15 21	04:19 20
04:15 22	04:19 21
04:15 23 MR. SWEIGART: Object to the form.	04:19 22
04:15 24 A. UnionBanCal Corporation has no employees.	04:19 23
04:15 25 Q. (BY MR. KING) And you stand by that	04:19 24
	04:19 25

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04:19	1 Q. Where did y'all meet at?	04:21	1 up with the Court. I'm going to instruct him not to
04:19	2 A. Next door.	04:21	2 answer this as beyond the scope -- the limited authority
04:19	3 Q. Both yesterday and today?	04:21	3 granted you to take this deposition.
04:19	4 A. No.	04:21	4 Q. (BY MR. KING) Are you going to take your
04:19	5 Q. Where did you meet at yesterday?	04:21	5 counsel's advice and not answer my question?
04:19	6 A. The offices of UnionBanCal or Union Bank of	04:21	6 A. Yes.
04:19	7 California.	04:21	7 Q. Okay. Do you own any type -- or have any type
04:19	8 Q. Are those the offices at 400 California	04:21	8 of stock options in UnionBanCal Corporation?
04:19	9 Street?	04:21	9 A. Yes, I do.
04:19	10 A. Yes.	04:21	10 Q. And do you obtain those stock options in
04:19	11 Q. Did you meet in your office?	04:22	11 UnionBanCal Corporation through your employment with
04:19	12 A. It was actually a conference room.	04:22	12 Union Bank of California?
04:19	13 Q. And when you met in that conference room	04:22	13 A. Yes.
04:19	14 yesterday, were you meeting on behalf of UnionBanCal	04:22	14 Q. Do you obtain those stock options in your role
04:19	15 Corporation or Union Bank of California?	04:22	15 as an officer of UnionBanCal Corporation?
04:19	16 A. I was meeting on behalf of UnionBanCal	04:22	16 A. I'm an employee of Union Bank of California
04:20	17 Corporation as signed by these statements.	04:22	17 and am compensated 100 percent by Union Bank of
04:20	18 Q. Are you paid a -- I believe you had said	04:22	18 California.
04:20	19 earlier you are paid a salary by Union Bank of	04:22	19 Q. And you don't receive any stock options
04:20	20 California. Correct?	04:22	20 through your role as an officer of UnionBanCal
04:20	21 A. Yeah, barely enough to get by.	04:22	21 Corporation; is that correct?
04:20	22 Q. How much do you receive as compensation from	04:22	22 A. I am compensated as an employee of Union Bank
04:20	23 Union Bank of California?	04:22	23 of California for my efforts at Union Bank of
04:20	24 MR. SWEIGART: I'm going to object to the	04:22	24 California.
04:20	25 form of that. What's the relevance of this at all with	04:22	25 Q. That's not the question I asked, Mr. Anderson.
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04:20	1 the limited discovery -- we have a limited discovery	04:22	1 The question I asked was, do you receive any stock
04:20	2 order here with respect to, as you know, jurisdictional	04:22	2 options through your role as an officer with UnionBanCal
04:20	3 contacts with the state of Texas. What this man's	04:22	3 Corporation? Yes or no.
04:20	4 compensation has to do with that, I don't understand at	04:22	4 A. That is not separated. That is not defined.
04:20	5 all.	04:23	5 It is my role as an employee of Union Bank of
04:20	6 MR. KING: I think bias is always	04:23	6 California. No specific designation that says, Here's
04:20	7 relevant to any testimony that's given, and this goes to	04:23	7 compensation for a role as an officer of UnionBanCal
04:20	8 show bias.	04:23	8 Corporation.
04:20	9 MR. SWEIGART: The amount of his	04:23	9 Q. Have you recently exercised any of your stock
04:20	10 compensation --	04:23	10 options in UnionBanCal Corporation?
04:20	11 MR. KING: Yes.	04:23	11 A. Yes, I have.
04:20	12 MR. SWEIGART: -- as opposed to the fact	04:23	12 Q. And do you recall when you exercised those
04:21	13 he's compensated? I would say the fact he's	04:23	13 stock options?
04:21	14 compensated, you've made your point. You should move	04:23	14 A. Yes, last Wednesday. I'm sure you have
04:21	15 on.	04:23	15 a Form 4.
04:21	16 MR. KING: Well, I don't believe I have.	04:23	16 Q. January 30th, 2007?
04:21	17 Q. (BY MR. KING) How much do you receive from --	04:23	17 A. I think that's accurate. I think that was
04:21	18 as compensation from Union Bank?	04:23	18 Wednesday.
04:21	19 A. I'm not one of the executive officers listed	04:23	19 Q. Okay.
04:21	20 or the top four highest paid officers as required for	04:23	20 A. My recollection was accurate. Thank you for
04:21	21 disclosure so it's less than that.	04:23	21 bringing it up.
04:21	22 Q. How much would that be?	04:23	22 Q. That's all right.
04:21	23 A. I don't know if that's relevant to this	04:23	23 I don't have an electronic copy of this,
04:21	24 discussion as --	04:23	24 and I only have two copies, but I'll hand you a copy and
04:21	25 MR. SWEIGART: I think you can take this	04:23	25 you can show it to your counsel, if you would like.

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<p>04:23 1 A. Sure.</p> <p>04:23 2 Q. This is an SEC Form 4 that I pulled up from</p> <p>04:23 3 the SEC.gov website, as indicated from the address</p> <p>04:23 4 below. Does this look familiar to you?</p> <p>04:24 5 A. Yes, it does.</p> <p>04:24 6 Q. Does this look like a Form 4 that you filed</p> <p>04:24 7 with the United States Securities & Exchange Commission?</p> <p>04:24 8 A. Yes. That's accurate.</p> <p>04:24 9 Q. And on January 30th, 2007, is it correct --</p> <p>04:24 10 hang onto that for just a moment.</p> <p>04:24 11 A. Okay.</p> <p>04:24 12 Q. -- you exercised -- you acquired 6,000 shares</p> <p>04:24 13 of stock through, it appears, two separate transactions</p> <p>04:24 14 on January 30th, 2007?</p> <p>04:24 15 A. Yes.</p> <p>04:24 16 Q. And this is -- this is marked as Exhibit 107,</p> <p>04:24 17 for the record.</p> <p>04:24 18 (Exhibit Number 107 marked.)</p> <p>04:24 19 Q. (BY MR. KING) Is it accurate that you</p> <p>04:24 20 acquired 1,000 shares at the price of 35 dollars and 8.3</p> <p>04:24 21 cents?</p> <p>04:24 22 A. No.</p> <p>04:24 23 Q. Okay. At what price did you acquire the 1,000</p> <p>04:25 24 shares?</p> <p>04:25 25 A. 35.083. I think you said .83 but I'm not</p>	<p>04:26 1 401(k) plan.</p> <p>04:26 2 Q. Those are owned -- those 735 and a fraction of</p> <p>04:26 3 shares are owned through your 401(k); is that correct?</p> <p>04:26 4 A. Yes.</p> <p>04:26 5 Q. Other than those shares, do you own any other</p> <p>04:26 6 shares of UnionBanCal Corporation?</p> <p>04:26 7 A. Isn't there two pages to this?</p> <p>04:26 8 Q. I just have the one page.</p> <p>04:26 9 A. Oh, okay. Yes, I do.</p> <p>04:26 10 Q. Do you know approximately how many shares you</p> <p>04:26 11 have in UnionBanCal Corporation?</p> <p>04:26 12 A. I don't have the exact amount.</p> <p>04:26 13 Q. Do you have an approximation?</p> <p>04:26 14 A. Yeah. Approximately 2,000 shares.</p> <p>04:27 15 Q. As a shareholder, and also as an officer of</p> <p>04:27 16 UnionBanCal Corporation, you certainly would not want</p> <p>04:27 17 the price of UnionBanCal stock to go down, would you?</p> <p>04:27 18 A. Of course not.</p> <p>04:27 19 MR. KING: I have no further questions.</p> <p>04:27 20 MR. SWEIGART: No questions.</p> <p>04:27 21 THE VIDEOGRAPHER: We're off the record</p> <p>04:27 22 at 4:27.</p> <p>04:27 23 (Proceedings concluded at 4:27)</p> <p>24</p> <p>25</p>
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<p>04:25 1 sure.</p> <p>04:25 2 Q. Okay. I think 35 dollars and 8.3 cents.</p> <p>04:25 3 A. Okay. There you go.</p> <p>04:25 4 Q. Is that correct?</p> <p>04:25 5 A. That's correct.</p> <p>04:25 6 Q. If I misspoke, I apologize.</p> <p>04:25 7 A. That's okay.</p> <p>04:25 8 Q. And you also acquired 5,000 shares at 34</p> <p>04:25 9 dollars and 12-and-a-half cents.</p> <p>04:25 10 A. Yes.</p> <p>04:25 11 Q. And that same day you exercised an option of</p> <p>04:25 12 selling those shares; is that correct?</p> <p>04:25 13 A. Yes, I did.</p> <p>04:25 14 Q. And you sold all 6,000 of those shares you had</p> <p>04:25 15 acquired that same day, correct?</p> <p>04:25 16 A. Yes, I did.</p> <p>04:25 17 Q. And you sold those shares for 63 dollars and</p> <p>04:25 18 82.24 cents per share, correct?</p> <p>04:25 19 A. That's correct.</p> <p>04:25 20 Q. Do you currently have any other shares in</p> <p>04:25 21 UnionBanCal Corporation?</p> <p>04:25 22 A. Shares? Yes. That's listed on this.</p> <p>04:25 23 Q. And how many shares do you currently hold of</p> <p>04:25 24 UnionBanCal Corporation stock?</p> <p>04:26 25 A. This statement says 735.6716 shares by my</p>	<p>1 CHANGES AND CERTIFICATION</p> <p>2 WITNESS NAME: DAVID ANDERSON</p> <p>3 DATE OF PROCEEDING: FEBRUARY 7, 2007</p> <p>4 PAGE LINE CORRECTION REASON</p> <p>5 _____</p> <p>6 _____</p> <p>7 _____</p> <p>8 _____</p> <p>9 _____</p> <p>10 _____</p> <p>11 _____</p> <p>12 _____</p> <p>13 _____</p> <p>14 _____</p> <p>15 _____</p> <p>16 _____</p> <p>17 _____</p> <p>18 _____</p> <p>19 _____</p> <p>20 _____</p> <p>21 _____</p> <p>22 _____</p> <p>23 _____</p> <p>24 _____</p> <p>25 _____</p>

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1 I, DAVID ANDERSON, have read the foregoing
 2 deposition and hereby affix my signature that same is
 true and correct, except as noted above.

3 _____
 4 DAVID ANDERSON

5 THE STATE OF TEXAS)
 6 COUNTY OF _____)

7 Before me, _____, on this day
 8 personally appeared _____, known to me (or
 9 proved to be on the oath of _____ or through
 10 description of identity card or other document) to be
 the person whose name is subscribed to the foregoing
 instrument and acknowledged to me that he executed the
 same for the purposes and consideration therein
 expressed.

11 Given under my hand and seal of office this
 12 _____ day of _____, A.D., 2007.

13 _____
 Notary Public in and for the
 14 State of _____
 County of _____
 My Commission Expires: _____

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1 CERTIFICATE
 2 STATE OF TEXAS)
 3 COUNTY OF DALLAS)

4 I, Lisa J. Gretarsson, Certified Shorthand
 5 Reporter, duly qualified in and for the state of Texas,
 6 do hereby certify that, pursuant to the agreement
 7 hereinbefore set forth, there came before me, DAVID
 8 ANDERSON, who was by me duly sworn to testify the truth
 9 the whole truth, and nothing but the truth of his
 10 knowledge concerning the matters in controversy in this
 11 case; and that he was thereupon carefully examined upon
 12 his oath and his examination reduced to typewriting by
 13 me or under my supervision; that the deposition is a
 14 true record of the testimony given by the witness before
 15 me pursuant to the agreement of the parties.

16 That the amount of time used by each party at the
 17 deposition is as follows:
 18 R. Benjamin King - (5:25)
 19 Raymond L. Sweigart - (0:00)

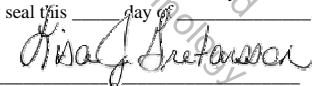
20 That pursuant to information given to the
 21 deposition officer at the time said testimony was taken,
 22 the following includes counsel for all parties of
 23 record:
 24
 25

Page 204

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 2 R. Benjamin King, Esq.
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11
 12 I further certify that I am neither attorney nor
 13 counsel for nor related to or employed by any of the
 14 parties to the action in which this deposition is taken,
 15 and further that I am not a relative or employee of any
 16 attorney or counsel employed by the parties hereto or
 17 financially interested in the action.

18 In witness whereof, I have hereunto set my hand
 19 and affixed my seal this _____ day of _____,
 20 2007.
 21 

22 LISA J. GRETARSSON, CSR No. 4486
 Expiration Date: 12-31-08
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