

BYLAWS
OF
UNIONBANCAL CORPORATION
(a Delaware corporation)

AS OF SEPTEMBER 30, 2003

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1 Meeting of Stockholders	1
1.1 Place of Meeting	1
1.2 Annual Meeting	1
1.3 Special Meetings.....	2
1.4 Notice of Meetings.....	2
1.5 List of Stockholders	3
1.6 Quorum and Adjournments.....	3
1.7 Voting Rights	3
1.8 Majority Vote.....	4
1.9 Record Date for Stockholder Notice and Voting.....	4
1.10 Proxies.....	5
1.11 Inspectors of Election	5
1.12 Action Without a Meeting	5
ARTICLE 2 Directors.....	5
2.1 Number, Election, Tenure and Qualifications	5
2.2 Vacancies	6
2.3 Resignation and Removal	6
2.4 Powers.....	7
2.5 Place of Meetings.....	7
2.6 Annual Meetings.....	7
2.7 Regular Meetings.....	7
2.8 Special Meetings.....	7
2.9 Quorum, Action at Meeting, Adjournments	7
2.10 Action Without Meeting	8
2.11 Participation in Meetings by Communications Equipment	8
2.12 Executive Committee.....	8
2.13 Other Committees of the Board of Directors.....	9
2.14 Contents of Notice and Waiver of Notice.....	9
ARTICLE 3 Officers.....	9

3.1 Officers Designated 9

3.2 Election and Tenure 9

3.3 Removal and Resignation 9

3.4 Vacancies 10

3.5 Chairman, President and Chief Executive Officer, Deputy Chairman and Vice
Chairman..... 10

3.6 President and Chief Executive Officer 10

3.7 Chief Financial Officer 10

3.8 Secretary 10

3.9 Bond..... 10

ARTICLE 4 Notices 11

4.1 Delivery of Notice, Notice by Electronic Transmission..... 11

4.2 Waiver of Notice..... 11

ARTICLE 5 Indemnification 12

5.1 Indemnification of Directors, Officers, Employees and Agents..... 12

ARTICLE 6 Capital Stock 16

6.1 Certificates for Shares..... 16

6.2 Transfer of Stock..... 16

6.3 Registered Stockholders..... 16

6.4 Lost, Stolen or Destroyed Certificates 16

6.5 Dividends 17

ARTICLE 7 Certain Transactions 17

7.1 Transactions with Interested Parties 17

7.2 Quorum 17

ARTICLE 8 Amendments 18

8.1 Amendments by Stockholders 18

8.2 Amendments by Directors 18

ARTICLE 9 Emergency Provisions..... 18

9.1 Emergency Defined 18

9.2 Alternate Locations..... 18

9.3 Alternate Management..... 18

ARTICLE 10 General Provisions 19

10.1 Reserves 19

10.2 Checks..... 19

10.3 Corporate Seal..... 19

10.4 Fiscal Year 19

10.5 Execution of Corporate Contracts and Instruments 19

10.6 Representation of Shares of Other Corporations 19

becomes able and available to act or a new chief executive officer is appointed or elected, the senior surviving officer who is able and available to act shall act as the chief executive officer of the Corporation. If a person in good faith assumes the powers of the chief executive officer pursuant to these provisions in the belief he is the senior surviving officer and the office of the chief executive officer is vacant, the acts of such a person shall be valid and binding although it may subsequently develop that he was not in fact the senior surviving officer or that the office was not in fact vacant.

(c) No officer, director or employee acting in accordance with these Emergency Provisions shall be liable except for willful misconduct.

ARTICLE 10

General Provisions

10.1 Reserves. The Board of Directors may set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

10.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

10.3 Corporate Seal. The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced. The seal may be altered from time to time by the Board of Directors.

10.4 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

10.5 Execution of Corporate Contracts and Instruments. The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

10.6 Representation of Shares of Other Corporations. The President and Chief Executive Officer, the Deputy Chairman, any Vice Chairman, any Vice President, the Chief Financial Officer or the Treasurer or any Assistant Treasurer, or the Secretary or any Assistant Secretary of the Corporation is authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of or equity interests in any corporation or corporations (or other entities) standing in the name of the Corporation. The authority herein

granted to said officers to vote or represent on behalf of the Corporation any and all shares and equity interests held by the Corporation in any other corporation or corporations (or other entities) may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers.