MITSUBISHI UFJ FINANCIAL GROUP INC
Form F-3ASR
November 18, 2008

As filed with the U.S. Securities and Exchange Commission on November 18, 2008

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM F-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

KABUSHIKI KAISHA MITSUBISHI UFJ FINANCIAL GROUP

(Exact name of registrant as specified in its charter)

MITSUBISHI UFJ FINANCIAL GROUP, INC.

(Translation of registrant s name into English)

Japan	**None**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

7-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-8330, Japan

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(Address and telephone number of registrant s principal executive offices)

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(Name, address and telephone number of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as possible after the effectiveness of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ¨

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ¨

(Calculation of Registration Fee table on following page.)

Table of Contents

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common stock without par value(4)(5)	250,000,000	6.06	1,515,000,000	59,540

(1) Includes shares that the underwriters have the option to purchase from us in connection with any over-allotments. The amount of shares registered also includes any shares initially offered and sold outside the United States and thereafter sold or resold in the United States. The shares are not being registered for purposes of sales outside the United States.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the U.S. Securities Act of 1933 based on the average of the high and low prices for the registrant s common stock as reported on the Tokyo Stock Exchange on November 17, 2008 after conversion into U.S. dollars based on the noon buying rate for cable transfers in Japanese yen as certified for customs purposes by the Federal Reserve Bank of New York as in effect on such date.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the U.S. Securities Act of 1933.

(4) American Depositary Shares issuable upon deposit of the shares of common stock registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-13338). Each American Depositary Share represents one share of common stock.

(5) This registration statement also relates to offers and sale of securities in connection with market-making transactions by and through certain affiliates of the registrant.

Table of Contents

The information in this prospectus is not completed and may be changed. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS (Subject to Completion), dated November 18, 2008

Mitsubishi UFJ Financial Group, Inc.

Shares of Common Stock

In the Form of Shares and American Depositary Shares

Mitsubishi UFJ Financial Group, Inc., a joint stock company incorporated with limited liability under the laws of Japan, is offering shares of its common stock, in the form of shares and American Depositary Shares, or ADSs, in the United States and Canada. The offered shares are newly issued shares and treasury shares sold by us. Each ADS represents one share of our common stock.

Concurrent with this offering, we are conducting an offering of shares of our common stock in Japan and an offering of shares of our common stock, in the form of shares and ADSs, outside of Japan, the United States and Canada. These offerings, together with the offering in the United States and Canada, are collectively referred to in this prospectus as the global offering.

Shares of our common stock are listed on the First Section of the Tokyo Stock Exchange, the Osaka Securities Exchange and the Nagoya Stock Exchange in Japan. ADSs, each representing one share of common stock are listed on the New York Stock Exchange under the symbol MTU . On November 14, 2008, the last reported sales price was ¥595 per share of common stock on the Tokyo Stock Exchange and $6.00 per ADS on the New York Stock Exchange.

Investing in the shares of our common stock or ADSs involves risks. See Risk Factors beginning on page 6 of this prospectus.

	Per ADS	Total(1)	Per share of common stock	Total(2)
Public offering price	$	$	¥	¥
Underwriting discounts and commissions	$	$	¥	¥
Proceeds, before expenses, to the issuer	$	$	¥	¥

(1) Assuming all shares to be sold in the U.S. offering will be sold in the form of ADSs.
(2) Assuming none of the shares to be sold in the U.S. offering will be sold in the form of ADSs.

We have granted the U.S. underwriters and the international underwriters options to purchase up to an additional shares and shares, respectively, of our common stock, in the form of shares or ADSs, solely to cover any over-allotments. In addition, we have granted Nomura Securities Co., Ltd. an option to purchase up to an additional shares of our common stock in connection with any over-allotments in the Japanese offering.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares are offered by the U.S. underwriters as specified in this prospectus. Payment for the shares will be made in yen for value on or about , 2008 (Tokyo time), and the shares will be delivered in Tokyo on , 2008 (Tokyo time) through clearing accounts with the Japan Securities Depository Center, Inc., or JASDEC, under the central clearing system in Japan. Payments for the ADSs will be made in U.S. dollars for value on or about , 2008 (New York time), and the ADSs will be delivered in book-entry form through The Depository Trust Company on or about , 2008 (New York time).

Joint Global Coordinators

Morgan Stanley **Nomura Securities**

Co-Global Coordinators

Mitsubishi UFJ Securities	**J.P. Morgan**

Joint Bookrunners

Morgan Stanley	**J.P. Morgan**	**Nomura Securities International, Inc.**

Co-Managers

Merrill Lynch & Co.	**UBS Investment Bank**	**Deutsche Bank Securities**	**Nikko Citigroup**	**Credit Suisse**

Prospectus dated , 2008.

Table of Contents

TABLE OF CONTENTS

It is important for you to read and consider all information contained in, or incorporated by reference into, this prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to in Where You Can Obtain More Information in this prospectus.

In this prospectus, as the context requires, when we use the words we, us, our or MUFG, we mean the combined business and operations of Mitsubishi UFJ Financial Group, Inc., or formerly Mitsubishi Tokyo Financial Group, Inc., and its consolidated subsidiaries, as well as Mitsubishi UFJ Financial Group, Inc. References to MTFG and UFJ Holdings are to the Mitsubishi Tokyo Financial Group, Inc. and to UFJ Holdings, Inc., respectively, as well as to MTFG and UFJ Holdings and their respective consolidated subsidiaries, as the context requires. Unless the context otherwise requires, references in this prospectus to the financial results or business of the UFJ group refer to those of UFJ Holdings and its consolidated subsidiaries. We use the word you to refer to prospective investors in the shares and ADSs.

In this prospectus, references to dollars, U.S.$, $ and U.S. dollars mean the currency of the United States, and references to yen, ¥ and J yen mean the currency of Japan.

In this prospectus, all U.S. dollar and yen figures and percentages have been rounded to the figures shown unless otherwise specified. Accordingly, the total of each column of figures may not be equal to the total of the relevant individual items. Unless otherwise specified, the financial information presented in this prospectus and the consolidated financial statements of MUFG and UFJ Holdings are prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. However, the financial information set forth in the appendices to this prospectus are prepared in accordance with accounting principles generally accepted in Japan, or Japanese GAAP. Our fiscal year ends on March 31 of each year. References to years not specified as being fiscal years are to calendar years.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not, and the U.S. underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the U.S. underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and in the documents incorporated by reference herein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Table of Contents

SUMMARY

For a more complete description of the terms of our common stock and related matters referred to in the following summary, see the description in our annual report on Form 20-F for the fiscal year ended March 31, 2008 under the caption Item 10B. Memorandum and Articles of Association, the explanation included in Underwriting in this prospectus, and other information included in, or incorporated by reference into, this prospectus.

Shares offered in the global offering	869,700,000 shares of our common stock, including 569,700,000 newly issued shares and 300,000,000 treasury shares, which may be delivered in the form of shares or ADSs.
Global offering	The global offering consists of the following concurrent offerings with the U.S. offering and the international offering conditioned on each other and on the Japanese offering, but the Japanese offering not conditioned on the U.S. offering or the international offering:
U.S. offering	shares of common stock to be offered in the United States and Canada in the form of shares and ADSs,
International offering	shares of common stock to be offered outside of Japan, the United States and Canada in the form of shares and ADSs, and
Japanese offering	shares of common stock to be offered in Japan.
Over-allotment options granted	We have granted the U.S. underwriters and the international underwriters options to purchase up to an additional shares and shares, respectively, of our common stock, in the form of shares or ADSs, solely in connection with any over-allotments. In addition, we have granted Nomura Securities Co., Ltd. an option to purchase up to an additional shares of our common stock in connection with any over-allotments in the Japanese offering. See the section entitled Underwriting for additional details with respect to these options.
Shares that will have been issued immediately after the global offering	shares of common stock, including shares represented by ADSs and assuming full exercise of the over-allotment options.
American Depositary Shares	Each ADS represents one share of our common stock. The ADSs are evidenced by American depositary receipts, or ADRs, issued under a deposit agreement for the ADSs among us, The Bank of New York Mellon, acting as depositary, and the owners and holders from time to time of ADSs.
Depositary for the ADSs	The Bank of New York Mellon.
Offering price	¥ per share of common stock or $ per ADS.

We expect that the offering price of the shares will be set at or below the prevailing market price of our shares on the Tokyo Stock Exchange at the time of pricing and the offering price of the ADSs will be set with reference to such price.

Table of Contents

Use of proceeds	We expect to receive net proceeds from the global offering of approximately ¥ (assuming that the over-allotment options are exercised in full), which we will use to make investments in our consolidated subsidiaries to strengthen our overall group capital base.
Dividends	Purchasers of shares of our common stock or ADSs will not be entitled to receive any interim dividend that may be paid to shareholders of record as of September 30, 2008, but will be entitled to receive the full amount of any dividend that may be paid to shareholders of record as of March 31, 2009. Dividend payments to non-resident holders of shares or ADSs will be subject to Japanese withholding taxes. Dividends on our common stock are paid in Japanese yen. Subject to the terms of the deposit agreement, the depositary for the ADSs will convert any cash dividends into U.S. dollars. Any dividends paid to holders of ADSs will be less the fees and expenses payable under the deposit agreement and any applicable taxes. See Item 10.B. Memorandum and Articles of Association American Depositary Shares in our annual report on Form 20-F.
Listing	Shares of our common stock are listed on the First Section of the Tokyo Stock Exchange, the Osaka Securities Exchange and the Nagoya Stock Exchange in Japan. ADSs, each representing one share of common stock, are listed on the New York Stock Exchange under the symbol MTU .
Voting rights	Holders of our common stock have the right to one vote for each unit, consisting of 100 shares of common stock, held on all matters submitted to a vote of shareholders. Holders of ADSs will have the right to instruct the depositary to exercise on their behalf one vote per 100 ADSs, subject to some restrictions.
Lock-up	We have agreed with the global coordinators (as set forth in Underwriting) to restrictions on the sale of shares of our common stock for a period of 180 days from the date of this prospectus, subject to limited exceptions and to extension in certain limited circumstances as described in Underwriting.
Payment and settlement	The underwriters expect to make payment for the shares to be sold in the global offering (including shares underlying any ADSs sold) on or about , 2008 (Tokyo time) and to deliver the common stock in Tokyo through clearing accounts with JASDEC on or about , 2008 (Tokyo time). The underwriters expect to deliver ADSs in New York, New York through the facilities of The Depository Trust Company on or about , 2008 (New York time). Delivery of the shares and the ADSs in the U.S. offering and the international offering is expected to occur, subject to receipt and acceptance by the underwriters, on , 2008, which is later than three business days after pricing of the global offering, as described in the expected timetable below. Because of the longer settlement period, purchasers who wish to trade shares or ADSs

Table of Contents

on or soon after pricing may need to specify alternative settlement arrangements to prevent a failed settlement. Until delivery by the underwriters against payment, ADSs relating to the shares sold in the global offering will be traded on the New York Stock Exchange on a when issued basis. The shares and ADSs will not be traded on a when issued basis on the Tokyo Stock Exchange, the Osaka Securities Exchange, the Nagoya Stock Exchange or any other market. Because of this longer settlement period, you may be required to comply with applicable margin requirements.

Expected timetable

The expected timetable for the global offering is as follows:

Marketing of the global offering will commence on November 18, 2008.

Pricing of the global offering is expected following the close of the market in Japan on a date (the pricing date) that will be between December 8 and December 10, 2008.

Japanese subscription period will commence one trading day after the pricing date (Tokyo time) and close two trading days after the pricing date (Tokyo time).

Delivery of the shares of common stock in the U.S. offering, the Japanese offering and the international offering is expected on the sixth trading day after the pricing date (Tokyo time).

Delivery of the ADSs in the U.S. offering and the international offering are expected on the sixth trading day after the pricing date (New York time).

Table of Contents

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and the more detailed explanation of risks described in our annual report on Form 20-F for the fiscal year ended March 31, 2008 under the caption Item 3D. Risk Factors, as well as all the other information including our consolidated financial statements and related notes, included in, or incorporated by reference into, this prospectus.

Our business, operating results and financial condition could be materially and adversely affected by any of the factors discussed below. The trading price of our common stock could decline due to any of these factors. This prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the risks faced by us described below and elsewhere in this prospectus. See Cautionary Statement Concerning Forward-Looking Statements.

Risks Related to Recent Developments

Our recently completed and planned investments may increase our exposure to market fluctuations and other factors over which we have little or no control.

In line with our ongoing strategic effort to create a leading comprehensive financial group that offers a broad range of financial products and services, we have recently agreed to enter into, and have entered into, several business combinations and strategic business alliances. For example,

- on October 2, 2008, we acquired 9.9% of the issued shares of Aberdeen Asset Management PLC, or Aberdeen, and intend to increase our holdings but not to a level that exceeds 19.9%, subject to receiving the required regulatory approvals;

- on October 13, 2008, we purchased approximately $9 billion of preferred shares of Morgan Stanley, which provided us with an approximately 21% interest in Morgan Stanley on a fully diluted basis at the time of our purchase, which interest decreased to approximately 20% on a fully diluted basis as a result of the U.S. Department of the Treasury s subsequent purchase of a warrant to purchase up to 65,245,759 shares of common stock;

- on October 21, 2008, we completed a tender offer for outstanding common shares of ACOM Co., Ltd., raising our stake in ACOM to approximately 40.0%; and

- on September 26, 2008, BTMU completed a tender offer for the outstanding shares of common stock of UnionBanCal Corporation, or UNBC, raising our stake in UNBC to approximately 98.0%. We and BTMU subsequently acquired the remaining outstanding shares of UNBC through a merger on November 5, 2008 and, as a result, UNBC became our wholly owned indirect subsidiary.

The fair value of our investments in those financial institutions may be impaired if their business results are adversely affected by current or future financial market instability or otherwise, resulting in a decline in the fair value of their securities that is other than temporary. In particular, the value of Morgan Stanley s securities has fluctuated significantly in recent periods. The price of Morgan Stanley s common stock declined approximately 60.9% from $24.75 at the close of trading on September 26, 2008, the day immediately prior to the date on which we entered into the strategic capital alliance agreement, to $9.68 at the close of trading on October 10, 2008, the trading day immediately prior to the date on which we acquired the preferred shares under the amended agreement. The closing price of Morgan Stanley s common stock on November 14, 2008 was $12.03. Any significant impairment of the fair value of our investments could have a material adverse impact on our results of operations and financial condition.

The most significant investments we have made or announced in the current fiscal year involve companies in industries undergoing significant restructuring. As a result, it may be difficult to evaluate the prospects of such investments based on historical results, and our results of operations may be subject to greater uncertainty.

Table of Contents

In addition, changes in economic policies of governments and central banks, laws and regulations, including capital adequacy requirements for financial institutions, and applicable accounting rules implemented in response to current and future market fluctuations, may have a greater impact on our results of operations and financial condition because of our recent investments.

In cases where we hold a minority interest in the investees, we typically cannot control the operations and assets of these investees or make major decisions without the consent of other shareholders or participants, or at all. For example, we may be unable to implement proposals that we may make in an effort to further develop our global strategic alliance with Morgan Stanley. In some cases, increasing our shareholding to a controlling stake could also trigger additional regulatory approvals and subject us to significantly increased regulatory supervision. If our investees encounter financial or other business difficulties, if their strategic objectives change or if they no longer perceive us to be an attractive alliance partner, they may no longer desire or be able to participate in alliances with us. Our business and results of operations could be adversely affected if we are unable to continue with one or more strategic business alliances.

If the Japanese stock market or other global markets decline in the future, we may incur losses on our securities portfolio and our capital ratios will be adversely affected.

We hold large amounts of marketable equity securities, of which a significant portion are securities of Japanese issuers. The market values of these securities are inherently volatile. We have recently experienced impairment losses on our marketable equity securities as a result of a decline in Japanese stock prices. The Nikkei Stock Average, which is an average of 225 blue chip stocks listed on the Tokyo Stock Exchange, declined from ¥12,525.54 at March 31, 2008 to ¥11,259.86 at September 30, 2008, and further down to a 26-year low at ¥7,162.90 on October 27, 2008. The Nikkei Stock Average was ¥8,462.39 on November 14, 2008. The Tokyo Stock Price Index, or TOPIX, a composite index of all stocks listed on the First Section of the Tokyo Stock Exchange, the index declined from 1,212.96 at March 31, 2008 to 1,087.41 at September 30, 2008, and further down to 746.46 at October 27, 2008. The TOPIX was 846.91 on November 14, 2008. If the Japanese stock market or other global markets further decline or do not improve, we may incur additional losses on our securities portfolio. Further declines in the Japanese stock market or other global markets may also materially adversely affect our capital ratios, results of operations and financial condition.

We are subject to increased regulatory requirements and supervision in the United States as a financial holding company.

On October 6, 2008, we became a financial holding company in the United States for purposes of U.S. federal banking law and may engage in a substantially broader range of non-banking activities in the United States, including insurance, securities, merchant banking and other financial activities, compared to when we were a bank holding company. To maintain our financial holding company status, we are required to meet or exceed certain capital ratios and certain examination ratings. In addition, our regulatory compliance expenses may increase. If we cease to meet any of the requirements for financial holding company status, we may be required to discontinue newly authorized financial activities and suffer other adverse consequences. See Recent Developments.

Risks Related to Investing in Our Shares

Rights of shareholders under Japanese law may be different from those under the laws of jurisdictions within the United States and other countries.

Our articles of incorporation, the regulations of our board of directors and the Company Law of Japan, or the Company Law (also known as the Corporation Act), govern our corporate affairs. Legal principles relating to such matters as the validity of corporate procedures, directors and officers fiduciary duties and shareholders rights are different from those that would apply if we were not a Japanese corporation. Shareholders rights under Japanese law are different in some respects from shareholders rights under the laws of jurisdictions within the United States and other countries. You may have more difficulty in asserting your rights as a shareholder than you would as a shareholder of a corporation organized in a jurisdiction outside of Japan.

Table of Contents

It may not be possible for investors to effect service of process within the United States upon us or our directors, corporate auditors or other management members, or to enforce against us or those persons judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States.

We are a joint stock company incorporated under the laws of Japan. Almost all of our directors, corporate auditors or other management members reside outside the United States. Many of our assets and the assets of these persons are located in Japan and elsewhere outside the United States. It may not be possible, therefore, for U.S. investors to effect service of process within the United States upon us or these persons or to enforce, against us or these persons, judgments obtained in the U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States. We believe that there is doubt as to the enforceability in Japan, in original actions or in actions to enforce judgments of U.S. courts, of claims predicated solely upon the federal securities laws of the United States.

A long settlement period may impair the liquidity of your shares.

Delivery of the shares is expected to occur, subject to our receipt of payment and acceptance of delivery by the underwriters, on the sixth trading day after the offering is priced (Tokyo time), which is later than the typical three business day settlement period following the pricing of an offering in the United States. The shares will not trade on a when issued basis on the Tokyo Stock Exchange or any other market. Accordingly, during the period between pricing and settlement, the liquidity of your shares may be impaired. In addition, because of the longer settlement period, you may need to specify alternative settlement arrangements to prevent a failed settlement if you wish to trade your shares, and may be required to comply with applicable margin requirements.

Risks Related to Investing in Our ADSs

As a holder of ADSs, you have fewer rights than a shareholder and you must act through the depositary to exercise these rights.

The rights of our shareholders under Japanese law to take actions such as voting their shares, receiving dividends and distributions, bringing derivative actions, examining our accounting books and records and exercising appraisal rights are available only to shareholders of record. Because the depositary, through its custodian, is the holder of record of the shares underlying the ADSs, a holder of ADSs may not be entitled to the same rights as a shareholder. In your capacity as an ADS holder, you may not be able to bring a derivative action, examine our accounting books and records or exercise appraisal rights.

Foreign exchange rate fluctuations may affect the U.S. dollar value of our ADSs and dividends payable to holders of our ADSs.

Market prices for our ADSs may fall if the value of the yen declines against the U.S. dollar. In addition, the U.S. dollar amount of cash dividends and other cash payments made to holders of our ADSs would be reduced if the value of the yen declines against the U.S. dollar.

A long settlement period may impair the liquidity of your ADSs.

Delivery of the ADSs is expected to occur, subject to our receipt of payment and acceptance of delivery by the underwriters, on the sixth trading day after the offering is priced (New York time), which is later than the typical three business day settlement period following the pricing of an offering. Until delivery by the underwriters against payment, ADSs relating to the shares sold in the global offering will be traded on the New York Stock Exchange on a when issued basis. The ADSs, however, will not trade on a when issued basis on the Tokyo Stock Exchange, the Osaka Securities Exchange, the Nagoya Stock Exchange or any other market. Accordingly, during the period between pricing and settlement, the liquidity of your ADSs may be impaired. In addition, because of the longer settlement period, you may need to specify alternative settlement arrangements to prevent a failed settlement if you wish to trade your ADSs, and may be required to comply with applicable margin requirements.

Table of Contents

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus contains statements that constitute forward-looking statements. Forward-looking statements appear in a number of places in this prospectus and include statements regarding our current intent, belief, targets or expectations or the current intent, belief, targets or expectations of our management with respect to, among others:

- financial condition;
- results of operations;
- business plans and other management objectives;
- business strategies, competitive positions and growth opportunities;
- the benefits of recently completed or announced transactions and realization of related financial and operating synergies and efficiencies, including estimated cost savings and revenue enhancement;
- the financial and regulatory environment in which we operate;
- our problem loan levels and loan losses; and
- the equity, other financial product, foreign exchange and real estate markets.

In many, but not all, cases, we use words such as aim, anticipate, believe, estimate, expect, hope, intend, may, plan, predict, should, will, would and similar expressions, as they relate to us or our management, to identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results may vary materially from those which are anticipated, aimed at, believed, estimated, expected, intended or planned.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ from those in forward-looking statements as a result of various factors. We identify in Risk Factors and elsewhere in this prospectus as well as other information included in, or incorporated by reference into, this prospectus important factors that could cause actual results to differ. Important factors that could cause actual results to differ materially from estimates or forecasts contained in the forward-looking statements include, among others:

- negative changes in economic conditions in Japan and other countries;

continued extreme market volatility due to ongoing global financial instability;

the ability to integrate our businesses, product lines and branch offices with newly acquired or soon-to-be-acquired businesses in a manner that achieves the expected benefits;

timing, impact and other uncertainties associated with our other or future acquisitions or combinations and the integration of these other future acquisitions;

changes in the monetary and interest rate policies of the Bank of Japan and other central banks;

the ongoing integration of the information systems at our commercial bank subsidiary;

fluctuations in interest rates, equity prices and currency exchange rates, the adequacy of loan loss reserves, the inability to hedge certain risks economically, changes in consumer spending and other habits, as well as the impact of tax and other legislation and other regulations in the jurisdictions in which we and our affiliates operate;

risks of international business;

regulatory risks;

Table of Contents

- contingent liabilities;
- competitive factors in the industries in which we compete, and the impact of competitive services and pricing in our market;
- risks associated with debt service requirements;
- degree of financial leverage; and
- other risks referenced from time to time in our filings with the U.S. Securities and Exchange Commission.

We do not intend to update these forward-looking statements. We are under no obligation, and disclaim any obligation, to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

CAPITALIZATION AND INDEBTEDNESS

The following table presents our capitalization and indebtedness at March 31, 2008 on an actual basis and on an as adjusted basis to give effect to the receipt of the net proceeds from the issuance and sale of the shares in the global offering (assuming no exercise of the over-allotment options).

	At March 31, 2008	
	Actual	As adjusted
	(in millions)	
Total short-term borrowings	¥ 26,247,032	
Long-term debt:		
Obligations under capital leases	150,787	
Obligations under sale-and-leaseback transactions	57,925	
Unsubordinated debt[(1)]	4,455,034	
Subordinated debt[(2)(3)(4)]	5,651,260	
Obligations under loan securitization transaction	3,360,244	
Total long-term debt	13,675,250	
Minority interest	663,816	
Shareholders equity:		
Preferred stock, with no stated value[(5) (6)]	247,100	
Common stock, with no stated value[(5)(7) (8)]	1,084,708	
Capital surplus	5,791,300	
Retained earnings:[(9)]		
Appropriated for legal reserve	239,571	
Unappropriated	935,309	
Accumulated other changes in equity from nonowner sources, net of taxes	919,420	
Treasury stock, at cost (503,153,835 common shares, actual; common shares, as adjusted)[(7)(8)]	(727,293)	
Total shareholders equity	8,490,115	
Total capitalization and indebtedness	¥ 49,076,213	¥

(1) BTMU, Mitsubishi UFJ Trust and Banking Corporation, or MUTB, and Mitsubishi UFJ Securities Co., Ltd., or MUS, which are MUFG s most active subsidiaries with respect to the issuance of bonds, issued ¥220 billion aggregate principal amount of unsubordinated bonds between April 1, 2008 and October 15, 2008. During the same period, the three subsidiaries redeemed ¥270 billion aggregate principal amount of unsubordinated bonds.

(2) BTMU, MUTB and MUS issued ¥210 billion aggregate principal amount of subordinated bonds and ¥196 billion aggregate principal amount of subordinated loans between April 1, 2008 and October 15, 2008. During the same period, the three subsidiaries redeemed ¥104 billion aggregate principal amount of subordinated bonds and ¥131 billion aggregate principal amount of subordinated loans.

(3) On June 30, 2008, one of our special purpose companies redeemed a total of $1 billion of non-cumulative and non-dilutive perpetual preferred securities.

(4) On September 2, 2008, a special purpose company issued ¥222 billion aggregate liquidation preference amount of non-cumulative perpetual preferred securities.

(5) On September 30, 2008, 22,400,000 shares of Class 12 preferred shares were converted into 28,140,710 shares of common stock. On August 1, 2008, 17,700,000 shares of Class 8 preferred shares were converted into 43,895,180 shares of common stock.

(6) On November 17, 2008, MUFG issued 156,000,000 shares of First Series Class 5 Preferred Stock by way of a third party allotment for net proceeds of approximately ¥389.9 billion.

(7) Between April 1, 2008 and October 31, 2008, MUFG repurchased 126,982 shares of common stock upon request of holders of less than one unit of shares of common stock and MUFG delivered 83,236 shares of common stock upon request of any holder of less than one unit of shares of common stock to make such holder s holding one full unit of shares. Between April 1, 2008 and October 15, 2008, 569,700 shares of common stock were issued or delivered upon exercise of stock acquisition rights issued as stock options.

Table of Contents

(8) On August 1, 2008, MUFG allocated 447,982,086 shares of common stock, previously held as treasury stock, to former shareholders of Mitsubishi UFJ NICOS in a share exchange transaction. Of the allocated shares, MUFG repurchased 247,677,147 shares from BTMU and 765,900 shares from MUTB, respectively, on September 25, 2008.

(9) On June 27, 2008, our shareholders approved the appropriation of retained earnings totaling approximately ¥76 billion for the payment of annual dividends of ¥7 per share of common stock, ¥30 per share of First Series Class 3 Preferred Stock, ¥7.95 per share of Class 8 Preferred Stock, ¥2.65 per share of Class 11 Preferred Stock and ¥5.75 per share of Class 12 Preferred Stock and, on November 18, 2008, we approved the appropriation of retained earnings totaling approximately ¥77 billion for the payment of interim dividends.

Table of Contents

USE OF PROCEEDS

We expect to receive approximately ¥ billion in net cash proceeds from the issuance and sale of new shares and the sale of treasury shares in the global offering, which we plan to use to make investments in our consolidated subsidiaries to strengthen our overall group capital base.

These amounts are after deducting the underwriters discounts and commissions and ¥ of estimated aggregate expenses payable by us.

If the U.S. underwriters, the international underwriters and the Japanese underwriters elect to exercise their options to purchase up to an additional , and shares, respectively, of our common stock in full, we expect to receive an additional ¥ in net cash proceeds, which we also plan to use to make investments in our consolidated subsidiaries to strengthen our overall group capital base.

Table of Contents

RECENT DEVELOPMENTS

Effects of Challenging Business Environment in Recent Periods

The global financial market instability initially triggered by disruptions in the U.S. credit markets and negative trends in the global economy has continued to worsen in recent months. Japan is also experiencing a difficult business environment with the Nikkei Stock Average, which is an average of 225 blue chip stocks listed on the Tokyo Stock Exchange, reaching a 26-year low of ¥7,162.90 on October 27, 2008.

The difficult business environment in Japan and globally has adversely affected our business and financial results in recent periods. Although we have not compiled any updated interim U.S. GAAP financial information since we published our U.S. GAAP financial information as of and for the fiscal year ended March 31, 2008, we announced on November 18, 2008, our interim Japanese GAAP financial data as of and for the six months ended September 30, 2008. Our interim Japanese GAAP financial results were adversely affected by the ongoing global financial instability and negative trends in the Japanese economy. For a detailed discussion of our interim Japanese GAAP financial information as of and for the six months ended September 30, 2008, please see Annex B to this prospectus. However, because there are significant differences between U.S. GAAP and Japanese GAAP, the interim Japanese GAAP financial information that we published is not directly comparable to the information set forth in our consolidated financial statements prepared in accordance with U.S. GAAP and incorporated by reference into this prospectus. Please refer to the unaudited reverse reconciliation of selected financial information included in Annex A to this prospectus for a quantification of the material differences between U.S. GAAP and Japanese GAAP with respect to our most recently completed fiscal year.

We expect the severe business conditions, resulting from the global financial market instability and the slowdown in the economy in Japan and globally, to continue in the near term. As a result, our future operating and financial results are highly uncertain and subject to significant change. For example, although in May 2008, we were forecasting Japanese GAAP financial results for the current fiscal year to be substantially in line with the prior fiscal year s Japanese GAAP results, the recent negative developments caused us to announce significant downward adjustments to our Japanese GAAP financial forecasts on October 31, 2008. Specifically, in comparison to our Japanese GAAP financial forecasts for the current fiscal year announced in May 2008, we lowered our ordinary profit forecast by more than half and our net income forecast by approximately two-thirds. We announced lower financial forecasts for the current fiscal year because we expect:

- lower fees from investment products in retail business and derivative transactions in corporate banking business;
- lower trading income;
- increased impairment losses on equity securities resulting from the continuing decline in equity security prices in Japan generally; and
- increased credit costs resulting mainly from deteriorating business conditions for our customers.

In response to the current global financial difficulties, various measures have been taken, or are being contemplated, by the Japanese central bank, the Japanese government and other organizations to stabilize and stimulate the Japanese economy. For example,

- on October 31, 2008, the Bank of Japan lowered its target for the uncollateralized overnight call rate by 20 basis points to 0.3%;

the government has taken certain measures with respect to equity transactions, including tighter restrictions on short sales of listed shares and relaxing restrictions on share buy-backs;

there are media reports that the Banks Shareholdings Purchase Corporation may resume purchasing shares held by banks; and

Table of Contents

the Japanese Financial Services Agency is expected to implement revised capital adequacy guidelines under which a bank (including a bank holding company) with international operations will no longer be required to reflect in its Tier 1 capital unrealized gains or losses on yen-denominated Japanese government bonds and certain other securities (excluding shares) with a risk weight of 0% under the Standard Approach.

Despite these newly implemented or contemplated measures, the financial markets or overall economy in Japan and globally may not improve in the near term. In fact, business conditions in Japan and globally could become even more challenging than we currently anticipate and as a result, our actual Japanese GAAP results for the current fiscal year may be lower than our current financial forecasts. See Cautionary Statement Concerning Forward-Looking Statements. Although we periodically issue forecasts of our Japanese GAAP financial results, they are made in order to comply with the Tokyo Stock Exchange requirements based on various assumptions and estimates, and investors should not place any reliance on them.

Strategic Global Alliance with Morgan Stanley

On October 13, 2008, we acquired approximately $7,839.2 million of perpetual non-cumulative convertible preferred stock without voting rights and approximately $1,160.8 million of perpetual non-cumulative non-convertible preferred stock without voting rights issued by Morgan Stanley. The acquisition was made pursuant to an agreement with Morgan Stanley to enter into a strategic capital alliance originally executed on September 29, 2008, and subsequently modified on October 3, October 8 and October 13, 2008.

The acquired shares of the convertible preferred stock are convertible to 310,464,033 shares of common stock (at a conversion price of US$25.25 per share). One half of the convertible preferred stock will be converted to common stock one year after our investment, subject to approval by shareholders, if the price of Morgan Stanley s common stock exceeds $37.875 for 20 or more days out of 30 consecutive trading days. The remainder of the convertible preferred stock will be converted to common stock two years after our investment, subject to approval by shareholders, if the same conditions are satisfied. The non-convertible preferred stock is redeemable at Morgan Stanley s option on or after three years of our investment for an aggregate redemption price of approximately $1,276.9 million. The shares of the convertible and non-convertible preferred stock have a fixed annual dividend of 10%. The convertible shares provided us with an aggregate of approximately 21% of the voting rights of Morgan Stanley on a fully diluted basis at the time of our acquisition. The conversion terms contained in the convertible preferred stock are subject to the approval of Morgan Stanley s shareholders. If Morgan Stanley fails to obtain the required shareholder approval by February 17, 2009, the annual dividend rate on the convertible preferred stock will increase from 10% to 13% until Morgan Stanley receives shareholder approval.

We have the right to maintain a 20% investment ratio in Morgan Stanley on a fully diluted basis and, as long as we hold an investment ratio of 10% or more in Morgan Stanley on a fully diluted basis, we have the right to appoint one director and one observer to its board. Beginning one year after our investment, we also have the right to demand that Morgan Stanley register, under the Securities Act of 1933, the shares of common stock issued or issuable by Morgan Stanley that we request to be so registered on up to five occasions, subject to certain conditions.

Through our capital alliance with Morgan Stanley, we plan to pursue a global strategic alliance in corporate and investment banking, retail, investment management and other businesses. In order to maximize the effectiveness of the alliance, we and Morgan Stanley are targeting to establish a concrete strategy by June 30, 2009. We have formed a steering committee among senior executives of MUFG and Morgan Stanley and have begun preliminary discussions regarding the alliance.

In a separate transaction, on October 28, 2008, the U.S. Department of the Treasury purchased for an aggregate purchase price of $10,000,000,000, (1) 10,000,000 shares of fixed rate cumulative perpetual preferred stock, and (2) a warrant to purchase up to 65,245,759 shares of common stock, of Morgan Stanley. The purchase was made under the TARP Capital Purchase Program, announced on October 14, 2008, through which the Treasury Department will invest in various U.S. financial institutions. As a result of this purchase, our investment ratio in Morgan Stanley decreased to approximately 20% on a fully diluted basis.

Completion of Tender Offer and Merger to Acquire All the Outstanding Shares of UNBC

On September 26, 2008, we and BTMU completed a cash tender offer for approximately $3.5 billion to purchase all of the outstanding shares of UNBC that we and our affiliates did not already own. As of the close of the offer, shares representing approximately 33.6% of the outstanding shares of UNBC had been validly tendered or guaranteed to be delivered. When added to our and our affiliates 64.4% stake at the time, the amount represented approximately 98.0% of UNBC s total outstanding shares. All shareholders who tendered shares were paid $73.50 per share in cash. In accordance with the merger agreement between BTMU and UNBC announced on August 18, 2008, BTMU and UNBC carried out, on November 5, 2008, a second-step merger as a result of which UNBC became a wholly owned subsidiary of us and each remaining share of UNBC common stock not purchased in the tender offer was converted, subject to appraisal rights, into the right to receive $73.50 per share in cash.

UNBC is a San Francisco-based bank holding company, and its primary subsidiary is Union Bank of California, N.A. (UBOC). UBOC provides a comprehensive array of personal and commercial financial products and services to individuals, businesses and government agencies. As of June 30, 2008, UBOC had 337 banking offices in California, Oregon and Washington and two international offices.

Completion of Tender Offer to Acquire Additional Shares of ACOM Co., Ltd.

On October 21, 2008, we completed a tender offer and acquired, for ¥4,000 per share in cash, 38,140,009 shares of common stock of ACOM, an equity method investee engaged in the consumer loan business in which we held approximately 15% of the voting rights. As a result, we increased our voting rights to approximately 40%, and intend to make ACOM a consolidated subsidiary under Japanese GAAP.

The acquisition of additional shares of ACOM complements our related efforts to increase the competitiveness of our consumer finance operations, which include a business and capital alliance among JACCS Co., Ltd., BTMU and Mitsubishi UFJ NICOS centering on credit card related operations, installment credit sales, settlement operations and housing loan related operations. In connection with the alliance, Mitsubishi UFJ NICOS transferred its installment credit sales and other businesses to JACCS in April 2008, and BTMU increased its stake in JACCS to approximately 20% of the voting rights in March 2008.

Permission to Operate as Financial Holding Companies in the United States

We, BTMU, MUTB and UNBC have received notification from the Board of Governors of the U.S. Federal Reserve System that our elections to become financial holding companies under the U.S. Bank Holding Company Act became effective as of October 6, 2008. This change in status means that we are able to engage in a broader range of financial activities without prior regulatory approval. More specifically, we will be able to engage in financial activities such as a full range of securities and insurance businesses, as well as merchant banking activities.

Under our financial holding company status, we are also subject to additional regulatory requirements. For example, each of our banking subsidiaries with operations in the United States must be well capitalized, meaning a Tier 1 risk-based capital ratio of at least 6% and a total risk-based capital ratio of at least 10%. Our U.S. banking operations must also be well managed, including that they maintain examination ratings that are at least satisfactory. Failure to comply with such requirements would require us to prepare a remediation plan and we would not be able to undertake new business activities or acquisitions based on our status as a financial holding company during any period of noncompliance.

Table of Contents

Strategic Business and Capital Alliance between Mitsubishi UFJ Trust and Banking Corporation, or MUTB, and Aberdeen Asset Management

On October 2, 2008, MUTB and Aberdeen entered into a strategic business and capital alliance. Aberdeen is an asset management company based in Scotland and manages a wide range of investment products, including emerging market equities, global equities, and global fixed income. Under the business alliance, MUTB has an exclusive right to access Aberdeen s services on behalf of domestic institutional investors, such as pension funds, in Japan. We believe the alliance will enable MUTB to meet its clients demands for global investment products.

As part of the capital alliance, MUTB initially acquired 9.9% of Aberdeen s issued share capital for approximately ¥20 billion on October 2, 2008. Subject to receiving the required regulatory approvals, MUTB intends to increase its holdings but not to a level that exceeds 19.9%. MUTB may appoint a representative as a non-executive director to the board of Aberdeen if MUTB s holding reaches 15% or more of Aberdeen s issued share capital. MUTB has agreed that, until April 2, 2010, it will not raise its holding in Aberdeen s shares beyond 19.9%, subject to some exceptions.

MUTB and Aberdeen plan to continue to work towards further strengthening of their strategic alliance by collaborating in marketing and product development.

Issuance of Preferred Shares in Japan

In order to further strengthen our financial base for our group s future growth, on November 17, 2008, we issued and sold 156,000,000 shares of non-convertible preferred stock, First Series Class 5 Preferred Stock, through a third-party allotment to Japanese institutional investors. A dividend of ¥43 per share of preferred stock will be paid for the fiscal year ending March 31, 2009 and, thereafter, a dividend of ¥115 per share of preferred stock will be paid annually, subject to certain conditions, in priority to the common shares. We received approximately ¥389.9 billion in net cash proceeds from the third-party allotment. We plan to use the net proceeds from the issuance and sale of the preferred shares to invest in our consolidated subsidiaries.

Table of Contents

UNDERWRITING

The global offering consists of (1) a U.S. offering of shares, in the form of shares and ADSs, in the United States and Canada, (2) an international offering of shares, in the form of shares and ADSs, outside the United States, Japan and Canada, and (3) a Japanese offering of shares in Japan. Morgan Stanley Japan Securities Co., Ltd. and Nomura Securities Co., Ltd. have been appointed as joint global coordinators for the global offering, and Mitsubishi UFJ Securities Co., Ltd. and JPMorgan Securities Japan Co., Ltd. have been appointed as co-global coordinators. The joint global coordinators and the co-global coordinators are the global coordinators for the global offering.

Under the terms and subject to the conditions contained in the U.S. underwriting agreement dated , 2008, the U.S. underwriters named below, for which Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Nomura Securities International, Inc. are acting as U.S. representatives, have severally and not jointly agreed to purchase, and we have agreed to sell to them, the number of shares set forth opposite the names of the U.S. underwriters below:

Name of U.S. Underwriter	Number of Shares
Morgan Stanley & Co. Incorporated	
J.P. Morgan Securities Inc.	
Nomura Securities International, Inc.	
Merrill Lynch, Pierce, Fenner & Smith Incorporated	
UBS Securities LLC	
Deutsche Bank Securities Inc.	
Citigroup Global Markets Inc.	
Credit Suisse Securities (USA) LLC	
Total	

Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Nomura Securities International, Inc. are joint bookrunners of the U.S. offering. As joint bookrunners on behalf of the U.S. underwriting syndicate, Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Nomura Securities International, Inc. will be responsible for recording a list of potential investors that have expressed an interest in purchasing the shares or ADSs as part of this offering. You may contact the representatives of the U.S. underwriters for information on how to purchase the shares or ADSs in this offering. You may contact Morgan Stanley & Co. Incorporated at 1585 Broadway, New York, NY 10036, J.P. Morgan Securities Inc. at 277 Park Avenue, New York, NY 10172 and Nomura Securities International, Inc. at 2 World Financial Center, Building B, New York, NY 10281.

Mitsubishi UFJ Securities (USA), Inc. will act as a selling agent in the U.S. offering.

The U.S. underwriters may elect to take delivery of all or a portion of the shares purchased in the form of ADSs. The U.S. underwriters are offering the ADSs and shares subject to their acceptance of the ADSs and shares from us and subject to prior sale. The U.S. underwriting agreement provides that the obligations of the several U.S. underwriters to pay for and accept delivery of the ADSs and shares offered by this prospectus are subject to the approval of certain legal matters by their counsel and to certain other conditions. The U.S. underwriters are obligated to take and pay for all of the ADSs and shares offered by this prospectus, if any such ADSs or shares are taken. If a U.S. underwriter defaults, the U.S. underwriting agreement provides that the underwriting commitments of the non-defaulting U.S. underwriters may be increased or the U.S. underwriting agreement may be terminated.

We have also entered into an international underwriting agreement with certain international underwriters. The international underwriting agreement provides for the concurrent offering and sale by us outside the United States, Japan and Canada of an aggregate of shares of common stock, a portion of which may be represented by ADSs. Morgan Stanley & Co. International plc, J.P. Morgan Securities Ltd. and Nomura

18

Table of Contents

International plc are joint bookrunners of the international offering. Further, we have entered into a Japanese underwriting agreement with certain Japanese underwriters. The Japanese underwriting agreement provides for the concurrent offering and sale by us in Japan of an aggregate of shares of common stock. Mitsubishi UFJ Securities Co., Ltd. and Nomura Securities Co., Ltd. are the representatives of the Japanese offering. The closing for the sale of shares in the U.S. offering is conditioned upon the closing of the international offering and the Japanese offering, and the closing for the sale of shares in the international offering is conditioned upon the closing of the U.S. offering and the Japanese offering. The closing for the sale of the shares in the Japanese offering, however, is not conditioned upon the closing of the U.S. offering or the international offering. If the sale of shares in the Japanese offering does not close, the sale of the shares in the other offerings will not close unless the global coordinators elect to waive the respective closing conditions.

We have granted the U.S. underwriters and the international underwriters options, exercisable by , 2008, to purchase up to an additional shares and shares, respectively, of our common stock, in the form of shares or ADSs, at the public offering price set forth on the cover page of this prospectus, less underwriting discounts and commissions, solely for the purpose of covering any over-allotments made in connection with the U.S. and international offerings. If any shares or ADSs are purchased by the U.S. underwriters pursuant to their options, the U.S. underwriters will severally purchase shares or ADSs in approximately the same proportions set forth in the preceding table. In addition, in connection with the Japanese offering, we have granted Nomura Securities Co., Ltd. an option, exercisable on January 13, 2009, to purchase up to an additional shares of our common stock. In connection with the Japanese offering, Nomura Securities Co., Ltd. will enter into share borrowing arrangements to cover over-allotments.

Intersyndicate Agreement

The U.S. underwriters, the international underwriters and the Japanese underwriters have entered into an intersyndicate agreement that provides for the coordination of their activities. Under the intersyndicate agreement, the U.S. underwriters, the international underwriters and the Japanese underwriters have agreed that the Japanese underwriters may sell a limited number of shares to the U.S. underwriters and the international underwriters for re-sale by the U.S. underwriters in the U.S. offering and the international underwriters in the international offering. The U.S. underwriters and the international underwriters may also transfer or sell shares between their respective syndicates. To the extent there are transfers or sales of shares between the three underwriting groups under the intersyndicate agreement, the number of shares or ADSs initially available for sale in the U.S. offering may be greater or less than the number of shares described on the cover page of this prospectus as being offered in the U.S. offering.

Pursuant to the intersyndicate agreement, as part of the distribution of our shares in the global offering and subject to certain exceptions, the U.S. underwriters, the international underwriters and the Japanese underwriters have agreed that (1) the U.S. underwriters will neither purchase, directly or indirectly, any shares offered in the global offering for the account of any person other than a United States or Canadian person, nor offer or sell, directly or indirectly, any shares or ADSs offered in the global offering or distribute any prospectus relating to such shares outside the United States or Canada or to any person or entity other than a United States or Canadian person, (2) the international underwriters will neither purchase, directly or indirectly, any shares offered in the global offering for the account of any United States, Canadian or Japanese person, nor offer or sell, directly or indirectly, any shares or ADSs offered in the global offering or distribute any prospectus relating to such shares in the United States, Canada or Japan or to any United States, Canadian or Japanese person, and (3) the Japanese underwriters will neither purchase, directly or indirectly, any shares offered in the global offering for the account of any person or entity other than a Japanese person, nor offer or sell, directly or indirectly, any such shares or distribute any prospectus relating to such shares outside Japan or to any person or entity other than a Japanese person.

Table of Contents

Commissions and Discounts

The U.S. representatives have advised us that the U.S. underwriters initially propose to offer part of the ADSs and shares directly to the public, subject to the limitations below, at the public offering prices listed on the cover page of this prospectus and part to certain dealers at prices that represent a selling concession not in excess of $ per ADS and ¥ per share. After the initial offering of the ADSs and shares, the offering prices and other selling terms may from time to time be varied by the U.S. representatives.

The purchase price for shares offered by this prospectus and in the international and Japanese offerings, as well as the commission we must pay on each share, will be the same.

The following table shows the public offering price, underwriting discounts and commissions and proceeds to us for the U.S. offering, each on a per ADS and total basis and on a per share and total basis. The figures in the U.S. dollar Total column assume that all shares to be sold in the U.S. offering will be sold in the form of ADSs, while the figures in the Japanese yen Total column assume that none of the shares to be sold in the U.S. offering will be sold in the form of ADSs.

	Per ADS	Total	Per Share	Total
Public offering price	$	$	¥	¥
Underwriting discounts and commissions	$	$	¥	¥
Proceeds, before expenses, to us	$	$	¥	¥

We will receive the proceeds from the U.S. underwriters in Japanese yen regardless of whether the shares are sold in the form of ADSs or shares although the U.S. underwriters may receive payment in dollars.

The U.S. underwriting discount consists of the difference between the amounts paid by the U.S. underwriters to purchase the ADSs and shares from us and the offering price of the ADSs and shares to the public. The U.S. underwriting discounts and commissions are % of the total gross amount of the U.S. offering.

We estimate that the total expenses of the U.S. offering, excluding U.S. underwriting discounts and commissions, will be approximately $8,091,540. The expenses are payable by us and consist of the following:

a U.S. Securities and Exchange Commission registration fee of $59,540;

a FINRA filing fee of $76,000;

a New York Stock Exchange listing fee of $36,000;

stamp and registration taxes of $5,002,000;

estimated printing expenses of $48,000;

estimated legal fees and expenses of $441,000;

estimated accounting fees and expenses of $280,000;

reimbursement of travel, advertising and other expenses of $160,000; and

estimated other expenses of $1,989,000.

No Sale of Similar Securities

We have agreed that, without the prior written consent of the global coordinators, we will not, and will not permit any of our consolidated subsidiaries under Japanese GAAP or any person acting on our or their behalf, to, during the period ending 180 days after the date of this prospectus:

offer, pledge, issue, announce the intention to sell, sell, contract to sell any shares or ADSs,

sell any option or contract to purchase any shares or ADSs,

purchase any option or contract to sell any shares or ADSs,

Table of Contents

grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares or ADSs or any securities convertible into or exercisable or exchangeable for shares or ADSs, or any security that constitutes the right to receive shares or ADSs, or

enter into any swap or other agreement that transfers, in whole or in part, directly or indirectly, any of the economic consequence of ownership of shares or ADSs,

whether any such transaction described above is to be settled by delivery of our shares or ADSs or such other securities, in cash or otherwise.

However, if (1) during the last 17 days of the 180-day restricted period described above, we issue an earnings release or material news or a material event relating to us occurs; or (2) prior to the expiration of the 180-day restricted period described above, we announce that we will release earnings results during the 16-day period beginning on the last day of the 180-day period described above, the restrictions described above will continue to apply to us until the expiration of the 18-day period beginning on our issuance of the earnings release or the occurrence of the material news or material event relating to us.

The restrictions described above do not apply to any of the following:

the ADSs and shares to be sold under the U.S. underwriting agreement, under the international underwriting agreement and under the Japanese underwriting agreement;

the option to purchase shares to be granted to Nomura Securities Co., Ltd. and shares to be issued or delivered upon the exercise of such option;

any of the restricted actions described above between Mitsubishi UFJ Securities Co., Ltd. and other Japanese underwriters including Nomura Securities Co., Ltd. in connection with the agreement among the Japanese underwriters;

any options or stock acquisition rights granted under any stock plan or stock option plan of us or our consolidated subsidiaries currently outstanding or as described in this prospectus, or any ADSs or shares issued or delivered upon the exercise of such options or stock acquisition rights;

any ADSs or shares issued or delivered upon the exercise of the right to request repurchase, conversion or exchange attached to any of our outstanding securities, or upon the application of any mandatory repurchase, conversion or exchange clause relating to any of our outstanding securities;

any ADSs or shares issued pursuant to any stock split of shares;

any shares delivered upon request of any holder of less than one unit of shares to make such holder s holding one full unit of shares;

any ADSs or shares issued or delivered in connection with any consolidation, merger, company split, share exchange or share transfer transaction with a company that is as of the date of this prospectus our consolidated subsidiary or affiliate as accounted for by the equity method under Japanese GAAP;

any ADSs or shares to be transferred to exchange-traded funds;

the units of exchange-traded funds to which any ADSs or shares are transferred;

any ADSs or shares held as collateral or received in satisfaction of a loan of a borrower;

any ADSs or shares held in a trust account of a financial institution conducting trust business;

any ADSs or shares held, traded or sold in the ordinary course of business by a company engaged in securities, asset management or similar businesses and over which we exercise control; and

any ADSs or shares required to be sold by any of our consolidated subsidiaries under Japanese GAAP pursuant to applicable Japanese law or regulation prohibiting the holding of ADSs or shares by such consolidated subsidiary or limiting the maximum percentage of ADSs or shares that may be held by such consolidated subsidiary.

Table of Contents

Stock Exchange Listings

Our common stock is listed on the First Section of the Tokyo Stock Exchange, the Osaka Securities Exchange and the Nagoya Stock Exchange in Japan. ADSs representing our common stock are listed on the New York Stock Exchange under the symbol MTU .

Price Stabilization and Short Positions

Until the distribution of the shares and ADSs in the U.S. offering is completed, SEC rules may limit underwriters and selling group members from bidding for and purchasing our shares and ADSs. However, the representatives of the U.S. underwriters and the international underwriters, or any person acting for them, on behalf of the U.S. underwriters or the international underwriters, may engage in transactions that stabilize the price of the shares and ADSs, such as bids or purchases to peg, fix or maintain that price.

If the U.S. underwriters or the international underwriters create a short position in the shares or ADSs in connection with the U.S. offering or the international offering, i.e., if they sell more shares or ADSs than are listed on the cover of this prospectus, the representatives of the U.S. underwriters or the international underwriters, as the case may be, may reduce that short position by bidding for or purchasing shares or ADSs in the open market. Purchases of the shares or ADSs to stabilize their prices or to reduce a short position may have the effect of raising or maintaining the market price of our shares and ADSs or preventing or retarding a decline in the market price of our shares and ADSs. As a result, the price of our shares and ADSs may be higher than the price that might otherwise exist in the open market.

Neither we nor any of the U.S. underwriters or the international underwriters makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the shares and ADSs. In addition, neither we nor any of the U.S. underwriters or the international underwriters makes any representation that the representatives of the U.S. underwriters or the international underwriters will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice. These transactions may be effected on the New York Stock Exchange or otherwise in the United States.

In addition to stabilization and short position transactions of the U.S. underwriters and the international underwriters described above in connection with the U.S. and international offerings, Nomura Securities Co., Ltd., on behalf of the Japanese underwriters, may engage in transactions in connection with the Japanese offering that maintain a stabilizing bid on the Tokyo Stock Exchange, the Osaka Securities Exchange and the Nagoya Stock Exchange, at a higher level than that which might otherwise prevail for a limited period after the date of this prospectus in accordance with applicable laws and regulations. Any such stabilization transactions in connection with the Japanese offering will be conducted by and through Nomura Securities Co., Ltd. in consultation with Mitsubishi UFJ Securities Co., Ltd., Morgan Stanley Japan Securities Co., Ltd. and JPMorgan Securities Japan Co., Ltd., and in compliance with all applicable laws. Nomura Securities Co., Ltd. may also purchase in the open market to reduce any syndicate short position created by over-allotment sales in lieu of exercising all or part of the over-allotment option in consultation with Mitsubishi UFJ Securities Co., Ltd. and in compliance with all applicable laws. Nomura Securities Co., Ltd. is not required to engage in these activities and may end any of these activities at any time. Such transactions may have the effect of raising or maintaining the market price of our shares or preventing or retarding a decline in the market price of our shares. As a result, the price of our shares may be higher than the price that might otherwise exist in the open market.

Stamp Taxes and Other Charges

Purchasers of the shares or ADSs offered by this prospectus may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the offering price on the cover of this prospectus.

Table of Contents

Subsidiary and Affiliate

Morgan Stanley, in which we hold an approximately 20% interest on a fully diluted basis in the form of preferred stock and which is a member of the U.S. Financial Industry Regulatory Authority, Inc., or FINRA, will participate in the U.S. offering. In addition, our subsidiary Mitsubishi UFJ Securities (USA), Inc. will act as a selling agent in the U.S. offering. Accordingly, the offering of the shares is being conducted in accordance with the applicable provisions of Rule 2720 of the Conduct Rules of the National Association of Securities Dealers, Inc. In accordance with the conduct rules, a FINRA member participating in the distribution of the shares is not permitted to confirm sales to accounts over which it exercises discretionary authority without prior specific written consent of the member s customer.

Indemnification

We and the U.S. underwriters have agreed to indemnify each other against various liabilities, including liabilities under the U.S. Securities Act of 1933.

Other Relationships

Some of the U.S. underwriters, the international underwriters and the Japanese underwriters have in the past provided, and may in the future provide, investment banking, underwriting or other services to us and our affiliates for which they have received customary compensation.

On October 13, 2008, we purchased convertible preferred shares of Morgan Stanley, which would provide us with an approximately 20% interest in Morgan Stanley on a fully diluted basis as described under Recent Developments Strategic Global Alliance with Morgan Stanley.

Mitsubishi UFJ Securities (USA), Inc. is one of our wholly owned subsidiaries.

Merrill Lynch Japan Securities Co., Ltd. has an interest in, and provides know-how and expertise to, Mitsubishi UFJ Merrill Lynch PB Securities Co., Ltd., a private banking and wealth management joint venture among Merrill Lynch Japan Securities Co., Ltd., us, BTMU and Mitsubishi UFJ Securities Co., Ltd.

Table of Contents

LEGAL MATTERS

Paul, Weiss, Rifkind, Wharton & Garrison LLP, our U.S. counsel, will pass for us upon certain matters under U.S. federal law and New York law. The address of Paul, Weiss, Rifkind, Wharton & Garrison LLP is Fukoku Seimei Building 2F, 2-2, Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo 100-0011, Japan. Nagashima Ohno & Tsunematsu, our Japanese counsel, will pass upon certain matters under Japanese laws. The address of Nagashima Ohno & Tsunematsu is Kioicho Building, 3-12 Kioicho, Chiyoda-ku, Tokyo 102-0094, Japan. Simpson Thacher & Bartlett LLP will pass upon certain matters under U.S. federal law and New York law for the U.S. underwriters. The address of Simpson Thacher & Bartlett LLP is Ark Mori Building 37F, 12-32, Akasaka 1-chome, Minato-ku, Tokyo 107-6037, Japan. Anderson Mori & Tomotsune will pass upon certain matters under Japanese laws for the U.S. underwriters. The address of Anderson Mori & Tomotsune is Izumi Garden Tower, 6-1, Roppongi 1-chome, Minato-ku, Tokyo 106-6036, Japan.

EXPERTS

The consolidated financial statements incorporated in this prospectus by reference to our annual report on Form 20-F for the fiscal year ended March 31, 2008, and the effectiveness of our internal control over financial reporting have been audited by Deloitte Touche Tohmatsu, an independent registered public accounting firm, as stated in their reports (which reports (1) express an unqualified opinion on the consolidated financial statements and include explanatory paragraphs relating to (i) the merger with UFJ Holdings, Inc., (ii) the restatement discussed in Notes 5, 7, 11, 18, 22, 25 and 26 to the consolidated financial statements, and (iii) the changes in methods of accounting for (a) conditional asset retirement obligations, (b) pension and other postretirement plans, (c) stock-based compensation, (d) uncertainty in income taxes and (e) leveraged leases, as described in Note 1 to the consolidated financial statements, and (2) express an unqualified opinion on the effectiveness of internal control over financial reporting), which are incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing. Deloitte Touche Tohmatsu s address is MS Shibaura Building, 13-23, Shibaura 4-chome, Minato-ku, Tokyo 108-8530, Japan.

WHERE YOU CAN OBTAIN MORE INFORMATION

This prospectus is part of a registration statement on Form F-3 that we filed with the SEC. The registration statement, including the attached exhibits, contains additional relevant information about us. The rules and regulations of the SEC allow us to omit from this prospectus some of the information included in the registration statement.

In addition, as required by the U.S. securities laws, we file annual reports, special reports and other information with the SEC. You may read and copy any document filed with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) SEC-0330 for further information on the Public Reference Room. The SEC also maintains a web site that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC (http://www.sec.gov). You may also inspect the information we file with the SEC at the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We are currently exempt from the rules under the U.S. Securities Exchange Act of 1934 that prescribe the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the U.S. Securities Exchange Act. We are not required under the U.S. Securities Exchange Act to publish financial statements as frequently or as promptly as are U.S. companies subject to the U.S. Securities Exchange Act. We will, however, continue to furnish our shareholders with annual reports containing audited financial statements and will publish unaudited interim results of operations as well as such other reports as may from time to time be authorized by our board of directors or as may be otherwise required.

Table of Contents

INCORPORATION OF DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus some or all of the documents we file with the SEC. This means that we can disclose important information to you by referring you to those documents. The information in a document that is incorporated by reference is considered to be a part of this prospectus. We incorporate by reference the following documents or information we have filed with the SEC:

- our Annual Report on Form 20-F for the fiscal year ended March 31, 2008, filed on September 19, 2008,
- our current report on Form 6-K relating to the completion of our tender offer for UnionBanCal Corporation filed on September 29, 2008,
- our current report on Form 6-K relating to the termination of U.S. regulatory enforcement actions filed on September 30, 2008,
- our current report on Form 6-K relating to our obtainment of the financial holding company status in the United States filed on October 7, 2008,
- our current report on Form 6-K relating to our investment in Morgan Stanley filed on October 14, 2008,
- our current report on Form 6-K relating to the results of our tender offer for shares of ACOM Co., Ltd. filed on October 22, 2008,
- our current report on Form 6-K relating to the issuance of preferred shares through a third-party allotment in Japan filed on October 27, 2008,
- our current report on Form 6-K relating to the completion of our acquisition of the outstanding shares of UNBC filed on November 5, 2008,
- our current report on Form 6-K relating to the determination of the third-party allottees of preferred shares in Japan filed on November 14, 2008, and
- our current report on Form 6-K relating to the issuance of new shares, sale of treasury shares and secondary offering of shares, and withdrawal of the shelf registration statement for future equity issuances filed in Japan filed on November 18, 2008.

In addition, all documents that we file with the SEC in the future pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, any future reports on Form 6-K that indicate they are incorporated into this registration statement and any future annual reports on Form 20-F after the date of this prospectus and prior to the termination of this offering shall be deemed to be incorporated by reference in this prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus shall be deemed to be modified or superseded for the purposes of this prospectus to the extent that a statement contained in this prospectus or in any subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We will provide you without charge upon written or oral request a copy of any of the documents that are incorporated by reference in this prospectus. If you would like us to provide you with any of these documents, please contact us at the following address or telephone number: 7-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo 100-8330, Japan, Attention: Public Relations Office, telephone: 81-3-3240-8111.

Except as described above, no other information is incorporated by reference in this prospectus (including, without limitation, information on our website).

Table of Contents

LIMITATIONS ON ENFORCEMENT OF U.S. LAWS

MUFG is a joint stock company incorporated in Japan. All of our directors and executive officers, and certain experts named in this prospectus, are residents of countries other than the United States. As a result, you should note that it may be difficult or impossible to serve legal process on us or our directors and executive officers, or to force us or them to appear in a U.S. court. Our legal counsel in Japan, Nagashima Ohno & Tsunematsu, has advised us that there is doubt as to the enforceability in Japan, in original actions or in actions to enforce judgments of U.S. courts, of civil liabilities based solely on U.S. securities laws. A Japanese court may refuse to allow an original action based on U.S. securities laws.

Our legal counsel has further advised that the United States and Japan do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, if you obtain a civil judgment by a U.S. court, you will not necessarily be able to enforce it in Japan.

The agent for service of process for MUFG is Mitsubishi UFJ Financial Group, Inc., Corporate Governance Division for the United States, 1251 Avenue of the Americas, New York, New York 10020-1104, Attention: Robert E. Hand, Esq., General Counsel.

Table of Contents

ANNEX A

UNAUDITED REVERSE RECONCILIATION OF

SELECTED FINANCIAL INFORMATION

We have included in Annex B to this prospectus a discussion of certain financial information prepared in accordance with Japanese GAAP. The basis of the consolidated audited financial information incorporated by reference in this prospectus, which is presented under U.S. GAAP, is significantly different from Japanese GAAP in certain respects. We present below a reverse reconciliation from U.S. GAAP to Japanese GAAP of shareholders equity as of March 31, 2008 and net income for the fiscal year ended March 31, 2008.

	As of March 31, 2008 (in millions)
Shareholders equity in accordance with U.S. GAAP	¥ 8,490,115
Differences arising from different accounting for:	
1. Investment securities	56,808
2. Loans	(14,081)
3. Allowance for credit losses	372,775
4. Fixed assets	519,790
5. Pension liability	(220,922)
6. Non-interest-earning deposits made under government-led restructuring program	24,966
7. Derivative financial instruments and hedging activities	177,575
8. Compensated absences	33,648
9. Deposits	2,186
10. Long-term debt	40,875
11. Consolidation	985,015
12. Goodwill	(737,897)
13. Intangible assets	(629,792)
Other	103,542
Deferred income tax effects of the above adjustments, when applicable	(268,711)
Minority interest	663,816
Net assets in accordance with Japanese GAAP	¥ 9,599,708

	For the fiscal year ended March 31, 2008 (in millions)
Net loss in accordance with U.S. GAAP	¥ (542,436)
Differences arising from different accounting for:	
1. Investment securities	25,854
2. Loans	6,591
3. Allowance for credit losses	(2,748)
4. Fixed assets	49,180
5. Pension liability	1,319
6. Non-interest-earning deposits made under government-led restructuring program	(6,802)
7. Derivative financial instruments and hedging activities	(254,778)
8. Compensated absences	3,024

9. Deposits		2,883
10. Long-term debt		(29,945)
11. Consolidation		145,563
12. Goodwill		883,935
13. Intangible assets		157,155
14. Foreign currency translation		(18,478)
Other		8,333
Deferred income tax effects of the above adjustments, when applicable		251,608
Minority interest		(43,634)
Net income in accordance with Japanese GAAP	¥	636,624

A-1

Table of Contents

Explanation of Differences between U.S. GAAP and Japanese GAAP

Major factors which explain the differences shown in the above table are as follows:

1. Investment securities

The cost basis of certain securities is different under Japanese GAAP and U.S. GAAP due primarily to the following:

On October 1, 2005, Mitsubishi Tokyo Financial Group, Inc. (MTFG) merged with UFJ Holdings, Inc. (UFJ Holdings), with MTFG being the surviving entity, and was renamed Mitsubishi UFJ Financial Group, Inc. Under U.S. GAAP, in accordance with Statements of Financial Accounting Standards, or SFAS, No. 141, Business Combinations (SFAS No. 141), the assets and liabilities of companies acquired in purchase transactions are recorded at fair value at the date of acquisition. Therefore, the new cost basis of investment securities, including available-for-sale and other investment securities, of UFJ Holdings was established and they were recognized at fair value as of October 1, 2005. Under Japanese GAAP, the new cost basis was not established for certain investment securities and they were carried over at their historical cost basis.

Certain wash sales accounted for as sales under Japanese GAAP did not meet sale accounting criteria under U.S. GAAP. Although such wash sales often resulted in gains under Japanese GAAP, those gains were not recorded under U.S. GAAP and as a result, the cost basis of such investments tended to be lower under U.S. GAAP.

U.S. GAAP requires declines in the fair value of securities below their cost basis that are deemed to be other-than-temporary to be recorded in earnings as impairment losses. In determining whether a decline in fair value is other-than-temporary, in addition to the ability and positive intent to hold the investments for a period sufficient to allow for any anticipated recovery in fair value, factors such as the extent of decline in fair value below cost and the length of time that the decline has continued are considered. If a decline in fair value exceeds 20% or a decline in fair value has continued for six months or more, such decline is generally deemed as other-than-temporary. The financial condition and near-term prospects of issuers are also considered, primarily based on the credit standing of the issuers as determined by the credit rating system. These are more strict criteria than Japanese GAAP, although recognition of impairment losses of investment securities is also required under Japanese GAAP when a decline in the market value below the cost is substantial, based on the extent of decline in market value and the credit standing of the issuers.

Exchanges of investments as part of business combinations have been accounted for at cost under Japanese GAAP, while U.S. GAAP requires accounting for the transactions at fair value when investments in acquired companies are exchanged for surviving companies in accordance with Emergency Issues Task Force, or EITF, 91-5, Nonmonetary Exchange of Cost-Method Investments.

In addition, changes in the fair value of available-for-sale debt securities denominated in foreign currency due to changes in foreign exchange rates are recognized as profits or losses under Japanese GAAP, while they are included in other changes in equity from nonowner sources under U.S. GAAP in accordance with EITF 96-15, Accounting for the Effects of Changes in Foreign Currency Exchange Rates on Foreign-Currency-Denominated Available-for-Sale Debt Securities.

2. Loans

Under U.S. GAAP, in accordance with SFAS No. 141, the new cost basis of loans of UFJ Holdings was established and they were recognized at fair value as of October 1, 2005. Under Japanese GAAP, the new cost basis was not established and they were recorded at their historical cost basis.

In addition, under U.S. GAAP, loan origination fees, net of certain direct origination costs, are deferred and recognized over the contractual life of the loans, while under Japanese GAAP, they are primarily expensed at the time of origination.

Table of Contents

Further, certain transfers of loans accounted for as sales under Japanese GAAP were not accounted for as sales under U.S. GAAP in accordance with SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, a replacement of FASB Statement No. 125, which requires more strict criteria for a transfer of loans to qualify as a sale.

3. Allowance for credit losses

Under U.S. GAAP, the credit loss allowance for impaired loans is calculated primarily based on the present value of expected future cash flows discounted at the loan s effective interest rate, the loan s observable market price, or the fair value of the collateral if the loan is collateral dependent, in accordance with SFAS No. 114, Accounting by Creditors for Impairment of a Loan. Under Japanese GAAP, an allowance is provided for certain types of impaired loans based on historical loss experience for borrowers with equivalent credit quality on a group basis. This difference between U.S. GAAP and Japanese GAAP generally results in a larger amount of allowance for credit losses under U.S. GAAP.

In addition, under U.S. GAAP, any subsequent increases in the expected cash flows from purchased impaired loans from UFJ Holdings were not accounted for as reversals of the allowance for credit losses but rather as adjustments to accretable yields under AICPA Statement of Position (SOP) 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer. Under Japanese GAAP, reversals of the allowance for credit losses on such loans are credited directly to income.

4. Fixed assets

The differences between Japanese GAAP and U.S. GAAP principally consist of (1) Premises and equipment, (2) Real estate sale and lease back, and (3) Land revaluation.

(1) Premises and equipment

Under U.S. GAAP, in accordance with SFAS No. 141, the new cost basis of premises and equipment of UFJ Holdings was established and they were recognized at fair value as of October 1, 2005. As part of the new cost basis, depreciation of premises and equipment were adjusted over the remaining useful lives. Under Japanese GAAP, the new cost basis was not established for certain items and they were recorded at their historical cost basis.

In addition, under U.S. GAAP, the cost of a nonmonetary asset acquired in exchange for another nonmonetary asset is booked at the fair value of the asset surrendered or that of the asset received, and a gain or loss is recognized on the exchange, unless the exchange is not essentially the culmination of an earning process in accordance with All Points Bulletin, or APB, No. 29, Accounting for Nonmonetary Transactions. Under Japanese GAAP, the cost of the asset surrendered is assigned to the newly acquired asset in certain types of exchange transactions, resulting in no gain or loss on the nonmonetary exchange.

Further, under U.S. GAAP, in accordance with SFAS No. 143, Accounting for Asset Retirement Obligations, the present value of expected retirement obligations associated with the restoration of certain leased fixed assets to their original condition and the associated increase in asset retirement costs are recorded as a liability and leasehold improvements respectively in the period in which the obligation is incurred and a reasonable estimate can be made. Under Japanese GAAP, diverse accounting practices have developed for obligations associated with the retirement of tangible long-lived assets. MUFG accounts for such obligations at the time management makes a decision to dismantle or dispose of an asset.

(2) Real estate sale and leaseback

In March 1999, The Bank of Tokyo-Mitsubishi, Ltd. (Bank of Tokyo-Mitsubishi) transferred a 50% undivided interest in its head office land and building and in its main office land and buildings to a third-party real estate company and, at the same time, entered into an agreement to lease back a portion of the transferred buildings from the buyer over a period of seven years. In August 2005, Bank of Tokyo-Mitsubishi bought back the 50% undivided interest in these office buildings and land. Also, BTMU entered into sales agreements to sell its buildings and land and, under separate agreements, leased those properties back for their business operations, including bank branches.

BTMU either provided nonrecourse financings to the buyers for the sales proceeds or held the equities of the buyers. This series of transactions has been accounted for as a sale and an operating lease under Japanese GAAP, while it has been accounted for as financing arrangements under U.S. GAAP in accordance with EITF D-24, Sale-Leaseback Transactions with Continuing Involvement and/or SFAS No. 98, Accounting for Leases: Sale-Leaseback Transactions Involving Real Estate, Sales-Type Leases of Real Estate, Definition of the Lease Term, and Initial Direct Costs of Direct Financing Leases, with sales proceeds recognized as a financing obligation since BTMU was considered to have continuing involvement with the properties. The properties were reported on the consolidated balance sheet and depreciated.

(3) Land revaluation

Under Japanese GAAP, land used for business operations of domestic subsidiaries was revalued as of March 31, 1998 for Bank of Tokyo-Mitsubishi, as of March 31, 2002 for The Mitsubishi Trust and Banking Corporation and as of December 31, 2001 for other domestic subsidiaries of MTFG with the corresponding impact recorded directly in equity as well as related deferred tax assets/liabilities, pursuant to the Law concerning Revaluation of Land. U.S. GAAP does not allow revaluation of operating assets and requires land to be recorded at cost. Accordingly, land held on the revaluation dates are recorded at different values.

5. Pension liability

Under U.S. GAAP , in accordance with SFAS 158, the funded status of defined benefit plans are recognized as assets or liabilities in a consolidated balance sheet and changes in the funded status are recognized through comprehensive income.

Further, net periodic costs, including amortization of unrecognized net obligation at transition and amortization of net actuarial gain or loss, are accounted for differently mainly due to the differences in the adoption dates of the applicable accounting standards and amortization periods.

6. Non-interest-earning deposits made under government-led restructuring program

MUFG made non-interest-earning deposits with funds which were established under a government-led restructuring program for the loans of seven failed housing loan companies in the fiscal year ended March 31, 1997. Under U.S. GAAP, these deposits were discounted to present value at the time of deposit, and subsequently have been accreted with the recognition of the corresponding interest income during the period through the expected maturity date. Under Japanese GAAP, these deposits were booked at amounts of funding without discounting.

7. Derivative financial instruments and hedging activities

MUFG utilizes derivatives to manage its exposures to fluctuations in market factors such as interest rates and foreign exchange rates arising from mismatches in the risk profiles of assets and liabilities. Under U.S. GAAP, most derivatives used by MUFG are accounted for as trading assets or liabilities because they do not qualify for hedge accounting under the criteria prescribed in SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. Japanese GAAP permits hedge accounting for certain derivative hedging activities, including portfolio hedges, using less restrictive hedging criteria.

Table of Contents

In addition, bifurcation requirements are different between U.S. GAAP and Japanese GAAP. Certain embedded derivatives deemed as clearly and closely related to the host contracts under U.S. GAAP are bifurcated from their host contracts under Japanese GAAP when such embedded derivatives are processed separately from the host contracts for internal management purposes.

Further, under U.S. GAAP, net unrealized gains at the inception of derivatives are deferred when the fair values of such derivatives are not based on quoted market prices or assumptions observable in markets in accordance with EITF 02-3, Issues Involved in Accounting for Derivative Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and Risk Management Activities. Accordingly, under U.S. GAAP, gains and losses from such contracts are recognized at a later date as compared with Japanese GAAP.

8. Compensated absences

Under U.S. GAAP, in accordance with SFAS No. 43, Accounting for Compensated Absences, an employer is required to accrue a liability for employees rights to receive compensation for future absences such as unused vacations and holidays when certain conditions are met (for example, unexpired vacation benefits that employees have earned but have not yet taken). Under Japanese GAAP, employers are not required to recognize liabilities for such short-term employee benefits.

9. Deposits

Under U.S. GAAP, in accordance with SFAS No. 141, the new cost basis of deposits of UFJ Holdings was established and they were recognized at fair value as of October 1, 2005. Under Japanese GAAP, the new cost basis was not established and they were recorded at their historical cost basis.

10. Long-term debt

Under U.S. GAAP, in accordance with SFAS No. 141, the new cost basis of long-term debt of UFJ Holdings was established and it was recognized at fair value as of October 1, 2005. As part of the new cost basis, amortization of premiums and discounts of the long-term debt are adjusted over the remaining contractual maturity. Under Japanese GAAP, the new cost basis was not established and the long-term debt recorded at its historical cost basis.

11. Consolidation

The scope of consolidation is different under U.S. GAAP and Japanese GAAP primarily because, under U.S. GAAP, the primary beneficiary must consolidate variable interest entities based on variable interests in accordance with FASB Interpretation, or FIN, No. 46(R), Consolidation of Variable Interest Entities an interpretation of ARB No. 51, which resulted in additional consolidation of certain variable interest entities. Japanese GAAP does not have a concept of variable interest entities.

On the other hand, certain variable interest entities including funding vehicles, which are consolidated under Japanese GAAP due to the majority ownership of the voting rights, are not consolidated under U.S. GAAP because MUFG and its consolidated subsidiaries are not their primary beneficiaries.

Table of Contents

The breakdown of the impact of the difference on shareholders equity is as follows.

	Consolidation under U.S. GAAP	Deconsolidation under U.S. GAAP (in millions)	Total
Investment securities	¥ 997,904	¥(55,690)	¥ 942,214
Loans	(3,155,989)	(28,749)	(3,184,738)
Trading account assets	146,479		146,479
Short-term borrowings	2,255,131		2,255,131
Long-term debt	(220,202)	1,202,487	982,285
Others	(164,488)	8,132	(156,356)
Total	¥ (141,165)	¥ 1,126,180	¥ 985,015

The breakdown of the impact of the difference on net income is as follows.

	Consolidation under U.S. GAAP	Deconsolidation under U.S. GAAP (in millions)	Total
Investment securities	¥ 10,971	¥ (1,574)	¥ 9,397
Loans	(20,330)	(10,861)	(31,191)
Trading account assets	81,795		81,795
Short-term borrowings	1,123	(63,126)	(62,003)
Long-term debt	60,069	121,535	181,604
Others	(37,494)	3,455	(34,039)
Total	¥ 96,134	¥ 49,429	¥ 145,563

12. Goodwill

Under U.S. GAAP, in accordance with SFAS No. 141, the share of net assets of companies acquired in purchase transactions are recorded at fair value at the date of acquisition. The share of historical cost basis of individual assets and liabilities is adjusted to reflect their fair value. Goodwill is the difference between the purchase price consideration and the share of fair value of the net assets acquired, including any identified intangible assets. Under SFAS No. 142, Goodwill and Other Intangible Assets, goodwill is not amortized, but is subject to an annual impairment test at the reporting unit level, and also reviewed more frequently if events or changes in circumstance indicate that the goodwill might be impaired. Under Japanese GAAP, the acquisition of UFJ Holdings has been accounted for by a method similar to pooling-of-interests, and consequently goodwill has not been recognized.

13. Intangible assets

Under U.S. GAAP, in accordance with SFAS No. 141, all identifiable intangible assets acquired in purchase transactions are recorded at fair value at the date of acquisition. Intangible assets with definite useful lives are amortized over their estimated useful life and reviewed for impairment whenever events or changes in circumstance indicate that their carrying amount may not be recoverable. Intangible assets with indefinite useful lives are tested for impairment at least annually, and also reviewed more frequently if events or changes in circumstance indicate that the assets might be impaired. Under Japanese GAAP, intangible assets have not been recognized in connection with the acquisition of UFJ Holdings.

14. Foreign currency translation

Under U.S. GAAP, foreign currency denominated income and expenses are translated into Japanese yen using average rates of exchange for the fiscal period. Under Japanese GAAP, they are translated at the fiscal year-end foreign exchange rates.

Table of Contents

Minority Interest

Under U.S. GAAP, the minority interest is included in other liabilities. Under Japanese GAAP, the minority interest is presented as a separate line item of net assets due to changes in relative accounting standards (in relation to the changes, shareholders equity was renamed as net assets)

The reconciliations of minority interest in shareholders equity and net income also include the effects of consolidation and deconsolidation of certain variable interest entities under U.S. GAAP as described in 11. Consolidation above.

Table of Contents

ANNEX B

EXCERPT FROM PRESS RELEASE OF MUFG, DATED NOVEMBER 18, 2008, ANNOUNCING ITS JAPANESE GAAP RESULTS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2008

On November 18, 2008, we published our unaudited interim Japanese GAAP financial results for the six months ended September 30, 2008. Accordingly, we set forth in this Annex B a discussion of certain financial information prepared in accordance with Japanese GAAP. **Japanese GAAP, however, is significantly different in certain respects from accounting principles generally accepted in other countries, including U.S. GAAP. The differences between Japanese GAAP and U.S. GAAP could result in amounts for certain financial statement line items under U.S. GAAP to differ significantly from the amounts under Japanese GAAP.** See Annex A: Unaudited Reverse Reconciliation of Selected Financial Information.

* * *

(Amounts of less than one million yen are rounded down.)

1. Consolidated Financial Data for the Six Months ended September 30, 2008

(1) Results of Operations

(% represents the change from the same period in the previous fiscal year)

	Ordinary Income		Ordinary Profits		Net Income	
	million yen	%	million yen	%	million yen	%
Six months ended						
September 30, 2008	2,925,113	(10.0)	188,117	(62.2)	92,023	(64.2)
September 30, 2007	3,250,225	14.4	497,539	(25.0)	256,721	(49.4)

	Net Income per Common Share yen	Diluted Net Income per Common Share yen
Six months ended		
September 30, 2008	8.46	8.42
September 30, 2007	24.76	24.62

(2) Financial Conditions

	Total Assets million yen	Total Net Assets million yen	Net Assets Attributable to MUFG Shareholders to Total Assets(*1) %	Total Net Assets per Common Share Yen	Risk-adjusted Capital Ratio(*2) %
As of					
September 30, 2008	194,024,280	9,042,604	3.8	663.09	10.55
March 31, 2008	192,993,179	9,599,708	4.1	727.99	11.19

(Reference) Shareholders equity as of September 30, 2008: 7,311,833 million yen; March 31, 2008: 7,880,829 million yen

(*1) Net Assets Attributable to MUFG Shareholders to Total Assets is computed under the formula shown below:

(Total net assets   Subscription rights to shares   Minority interests) / Total assets

(*2) Risk-adjusted Capital Ratio is computed in accordance with the Standards for Consolidated Capital Adequacy Ratio of Bank Holding Company under Article 52-25 of the Banking Law (the Notification of the Financial Services Agency No. 20, 2006).

Risk-adjusted capital ratio as of September 30, 2008 shown above is a preliminary figure.

B-1

Mitsubishi UFJ Financial Group, Inc.

2. Dividends on Common Stock

	Dividends per Share				
	1st quarter-end yen	**2nd quarter-end yen**	**3rd quarter-end yen**	**Fiscal year-end yen**	**Annual yen**
Fiscal year					
ended Mar. 31, 2008		7.00		7.00	14.00
ending Mar. 31, 2009		7.00			

(*1) Please refer to Dividends on Preferred Stocks on page B-5 for information with regard to the dividends on stocks other than common stock.

(*2) Dividend payment date: December 10, 2008

3. Other

(1) Changes in significant subsidiaries (changes in Specified Subsidiaries (*Tokutei Kogaisha*) accompanying changes in scope of consolidation) during the period:

Newly consolidated: 1 company (MUFG Capital Finance 7 Limited)

(*) Please refer to 3. Others of Qualitative Information and Financial Statements on page B-8.

(2) Changes in accounting policies, procedures and presentation rules applied in the preparation of the consolidated financial statements:

(A) There were changes due to revision of accounting standards.

(B) There were changes due to other reasons.

(*) Please refer to 3. Others of Qualitative Information and Financial Statements on page B-8.

(3) Number of common shares outstanding at the end of the period

(A) Total shares outstanding including treasury shares:

Sep. 30, 2008	10,933,679,680	shares	Mar. 31, 2008	10,861,643,790	shares

(B) Treasury shares:

Sep. 30, 2008	306,433,470	shares	Mar. 31, 2008	504,262,228	shares

(C) Average outstanding shares:

Six months ended September 30, 2008	10,437,400,501	shares
Six months ended September 30, 2007	10,208,340,506	shares

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

(Reference) Non-consolidated financial data for the fiscal year ended September 30, 2008

1. Non-consolidated Financial Data for the Six Months Ended September 30, 2008

(1) Results of Operations

(% represents the change from the previous fiscal year)

	Operating Income		Operating Profits		Ordinary Profits		Net Income	
	million yen	%	million yen	%	million yen	%	million yen	%
Six months ended								
September 30, 2008	247,861	25.7	239,882	25.7	231,407	26.5	291,103	176.1
September 30, 2007	197,203	20.5	190,769	20.0	182,975	24.8	105,452	(28.2)

	Net Income per Common Share yen
Six months ended	
September 30, 2008	27.39
September 30, 2007	10.00

(2) Financial Conditions

	Total Assets million yen	Total Net Assets million yen	Net Assets Ratio %	Total Net Assets per Common Share yen
As of				
September 30, 2008	8,050,502	6,994,971	86.8	632.68
March 31, 2008	7,820,998	6,757,021	86.4	619.11

Shareholders equity as of Sep. 30, 2008: 6,991,409 million yen Mar. 31, 2008: 6,754,613 million yen

B-3

*Notes

1. MUFG falls under the category of Specified Business Corporation (*Tokutei Jigyo Gaisya*) under Article 17-15-2 of the Cabinet Office Ordinance Concerning Disclosure of Public Companies and accordingly, prepares its interim consolidated financial statements and interim non-consolidated financial statements for the six months ended September 30, 2008.

2. This financial summary report and the accompanying financial highlights contain forward-looking statements regarding estimations, forecasts, targets and plans in relation to the results of operations, financial conditions and other overall management of the company and/or the group as a whole (the forward-looking statements). The forward-looking statements are made based upon, among other things, the company s current estimations, perceptions and evaluations. In addition, in order for the company to adopt such estimations, forecasts, targets and plans regarding future events, certain assumptions have been made. Accordingly, due to various risks and uncertainties, the statements and assumptions are inherently not guarantees of future performance, may be considered differently from alternative perspectives and may result in material differences from the actual result. For the main factors that may effect the current forecasts, please see Consolidated Summary Report, Annual Securities Report, Disclosure Book, Annual Report, and other current disclosures that the company has announced.

3. The financial information included in this financial summary report is prepared and presented in accordance with accounting principles generally accepted in Japan (Japanese GAAP). Differences exist between Japanese GAAP and the accounting principles generally accepted in the United States (U.S. GAAP) in certain material respects. Such differences have resulted in the past, and are expected to continue to result for this period and future periods, in amounts for certain financial statement line items under U.S. GAAP to differ significantly from the amounts under Japanese GAAP. For example, differences in consolidation basis or accounting for business combinations, including but not limited to amortization and impairment of goodwill, could result in significant differences in our reported financial results between Japanese GAAP and U.S. GAAP. Readers should consult their own professional advisors for an understanding of the differences between Japanese GAAP and U.S. GAAP and how those differences might affect our reported financial results. We will publish our U.S. GAAP financial results in a separate disclosure document when such information becomes available.

Table of Contents

(Dividends on preferred stocks)

Dividends per share relating to preferred stocks are as follows:

	Dividends per Share				
	1st quarter-end yen	2nd quarter-end yen	3rd quarter-end yen	Fiscal year-end yen	Annual yen
Preferred Stock First Series of Class 3					
Fiscal year ended Mar. 31, 2008		30.00		30.00	60.00
Fiscal year ending Mar. 31, 2009		30.00			

	Dividends per Share				
	1st quarter-end yen	2nd quarter-end yen	3rd quarter-end yen	Fiscal year-end yen	Annual yen
Preferred Stock Class 8					
Fiscal year ended Mar. 31, 2008		7.95		7.95	15.90
Fiscal year ending Mar. 31, 2009					

(Note) MUFG repurchased Preferred Stock Class 8 in August 2008 and cancelled in September.

	Dividends per Share				
	1st quarter-end yen	2nd quarter-end yen	3rd quarter-end yen	Fiscal year-end yen	Annual yen
Preferred Stock Class 11					
Fiscal year ended Mar. 31, 2008		2.65		2.65	5.30
Fiscal year ending Mar. 31, 2009		2.65			

	Dividends per Share				
	1st quarter-end yen	2nd quarter-end yen	3rd quarter-end yen	Fiscal year-end yen	Annual yen
Preferred Stock Class 12					
Fiscal year ended Mar. 31, 2008		5.75		5.75	11.50
Fiscal year ending Mar. 31, 2009		5.75			

Pursuant to the resolution of the board of directors on October 27, 2008, MUFG issued Preferred Stock First Series of Class 5 on November 17, 2008.

Qualitative Information and Financial Statements

1. Qualitative information related to the results of operations

With respect to the economic and financial environment for the April-September period of fiscal 2008, the economic slowdown in the United States and Europe became evident, as the intensified financial crisis in the United States triggered by the subprime problem spilled over to Europe. The Asian and emerging economies followed a slowing trend, despite some signs of firmness. Meanwhile, concerns on a global inflation persisted due to rising prices of energy and raw materials. In Japan, the economy was underpinned by its exports to emerging countries, but corporate performance remained sluggish, reflecting the economic slowdown in the United States and Europe and rising prices of fuels and raw materials. Private consumption also remained stagnant due to inflation and a weakness in wages. Consumer prices increased their rate of growth due to rising prices of crude oil and food.

In the financial environment, the U.S. federal funds target rate was lowered to 2 percent in response to the subprime problem, and in the Euro zone, the European Central Bank kept its key interest rate unchanged after raising it to 4.25 percent in summer in order to curb inflation. The Bank of Japan left the uncollateralized overnight call rate target intact at 0.5 percent, but upward pressure on Japan s short-term interest rates persisted on the back of the financial market turmoil in the United States and Europe. Long-term interest rates temporarily surged toward the middle of June in reaction to the rapid rise in interest rates in the United States and Europe, but followed a downward trend due to the accelerating flight to quality stemming from the intensified financial crisis in the United States thereafter. In the foreign exchange market, the yen fluctuated in the 100 yen range against the dollar, amid growing concerns over an economic slowdown in the United States and Japan.

Under such business environment, consolidated gross profits for the six months ended September 30, 2008 decreased by 100.3 billion yen from the previous interim period to 1,696.5 billion yen. This was mainly due to a decrease of a fees from derivative transactions and net fees and commissions such as investment trust related businesses, insurance businesses, securities businesses and real estate businesses, even though net interest income remain unchanged. Net business profits before credit costs for trust accounts and provision for general allowance for credit losses for the six months ended September 30, 2008 decreased by 111.6 billion yen from the previous interim period to 623.8 billion yen, because general and administrative expenses increased by 11.2 billion yen due to an increase of expenses relating to systems integration.

In addition, consolidated net income for the six months ended September 30, 2008 was 92.0 billion yen, a decrease of 164.6 billion yen compared with the previous interim period. Because total credit costs increased by 67.4 billion yen compared with the previous interim period due to credit rating changes which reflected a domestic and overseas economic slowdown and deterioration of corporate performance, and net gains (losses) on equity securities decrease by 129.7 billion yen compared with the previous interim period due to an occurrence of losses on write-down of equity securities by 145.2 billion yen.

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

			(in billions of Japanese yen)
	For the six months Ended September 30, 2008	For the six months Ended September 30, 2007	Increase (Decrease)
Gross Profits before credit costs for trust accounts	1,696.5	1,796.8	(100.3)
General and administrative expenses	1,072.7	1,061.4	11.2
Net business profits before credit costs for trust accounts and provision for general allowance for credit losses	623.8	735.4	(111.6)
Credit costs	(334.9)	(267.4)	(67.4)
Net gains (losses) on equity securities	(75.2)	54.4	(129.7)
Other non-recurring gains (losses)	(25.4)	(24.8)	(0.6)
Ordinary profits	188.1	497.5	(309.4)
Net income	92.0	256.7	(164.6)

2. Qualitative information related to the financial conditions

Total assets as of September 30, 2008 increased by 1,031.1 billion yen from March 31, 2008 to 194,024.2 billion yen, and total net assets as of September 30, 2008 decreased by 557.1 billion yen from March 31, 2008 to 9,042.6 billion yen. The decrease in total net assets reflected a decrease of total valuation and translation adjustments by 766.6 billion yen, which are mainly due to a decrease of net unrealized gains (losses) on other securities reflecting a deterioration of stock prices in domestic stock markets, even though total shareholder s equity increased by 197.6 billion yen due to a decrease of treasury stock with a share exchange of our stock and a Mitsubishi UFJ NICOS Co., Ltd. s stock .

With regards to major items of assets, securities as of September 30, 2008 decreased by 2,180.3 billion yen from March 31, 2008 to 38,671.3 billion yen, and loans and bills discounted as of September 30, 2008 increased by 1,906.3 billion yen from March 31, 2008 to 90,445.1 billion yen. With regards to major items of liabilities, deposits as of September 30, 2008 decreased by 1,508.9 billion yen from March 31, 2008 to 119,798.3 billion yen.

MUFG s consolidated risk-adjusted capital ratio based on the Basel 2 Standards as of September 30, 2008 was 10.55 % (Preliminary basis), a decrease of 0.64 percentage points from March 31, 2008.

Table of Contents

3. Others

(1) Changes in significant subsidiaries (changes in Specified Subsidiaries (*Tokutei Kogaisha*) accompanying changes in scope of consolidation) during the period:

The following Specified Subsidiary was newly consolidated during the period.

Name	Location	Stated Capital	Primary Business	Ownership
MUFG Capital Finance 7 Limited	Grand Cayman, Cayman Islands	222,000 million yen	Finance	100%

This Specified Subsidiary is an overseas special purpose company established for issuance of non-dilutive preferred securities.

(2) Changes in accounting policies, procedures and presentation rules applied in the preparation of the interim consolidated financial statements

The Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements

The Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements (ASBJ PITF No.18, May 17, 2006) is applicable to fiscal years beginning on or after April 1, 2008, and MUFG has adopted this practical solution starting in this fiscal period. The adoption of the practical solution resulted in a 7,218 million yen increase in each of ordinary profits and income before income taxes and others for the six months ended September 30, 2008.

(Additional information)

Net actuarial loss (gain) not recognized as net periodic cost of retirement benefits, which is recorded on the financial statements of foreign subsidiaries under US GAAP in accordance with Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R) (FASB Statement No.158) and which was previously deducted from net assets and allocated to Other assets or Reserve for retirement benefits in the consolidation process, is recorded separately, net of related tax effects and minority interests portion, as Pension liability adjustments of subsidiaries preparing financial statements under US GAAP , under valuation and translation adjustments in net assets. This change resulted in a 21,136 million yen decrease in Other assets , a 9,620 million yen increase in Reserve for retirement benefits , a 11,814 million yen decrease in Deferred tax assets and a 6,573 million yen decrease in Minority interests .

The Accounting Standard for Lease Transactions

Finance leases other than those that were deemed to transfer the ownership of leased property to the lessees have previously been accounted for in a similar manner to operating leases. However, the Accounting Standard for Lease Transactions (ASBJ Statement No.13, March 30, 2007) and the Implementation Guidance on the Accounting Standard for Lease Transactions (ASBJ Guidance No.16, March 30, 2007) became applicable to fiscal years beginning on or after April 1, 2008, and MUFG adopted this accounting standard and practical guideline starting in this fiscal period.

(As lessees)

Domestic consolidated subsidiaries finance leases other than those that are deemed to transfer the ownership of leased property to the lessees, which commenced in fiscal years beginning prior to April 1, 2008, are accounted for in a similar way to operating leases. Finance leases other than those that are deemed to transfer the ownership of leased property to the lessees, which commenced in fiscal years beginning on or after April 1, 2008, are accounted for in a similar way to purchases and depreciation for lease assets is computed under the straight-line method over the lease term with zero residual value unless residual value is guaranteed by the corresponding lease contracts. The adoption of the new standard did not have a material impact on the interim consolidated statement of income.

(As lessors)

Finance leases other than those that are deemed to transfer the ownership of leased property to the lessees are accounted for in a similar way to sales and income and expenses related to such leases are recognized by allocating interest equivalents to applicable fiscal periods instead of recording sales and costs of goods sold. The adoption of the new standard resulted in a 58,083 million yen decrease in Ordinary income (including a 4,266 million yen increase in Interest income and a 62,349 million yen decrease in Other ordinary income), a 58,295 million yen decrease in Ordinary expenses (including a 56,376 million yen decrease in Other ordinary expenses), a 212 million yen increase in Ordinary profits , a 6,107 million yen increase in Extraordinary gains and a 6,319 million yen increase in Income before income taxes and others for the six months ended September 30, 2008.

Net presentation of derivative instruments subject to master netting agreements

Beginning in this fiscal period, MUFG has started to record in its financial statements, on a gross basis, the fair value amounts recognized for derivative instruments executed with the same counterparty as assets and liabilities, which were previously netted out if there was a legally valid master netting agreement between the two parties.

MUFG examined its relevant accounting presentation practice from a viewpoint of best financial disclosure practice relating to credit risk and determined that its financial statements under Japanese GAAP should be prepared without offsetting derivative assets and liabilities because the amounts of cash collateral received or payable for derivative transactions have recently been increasing and, as a result, it is no longer sufficiently reasonable to offset only the fair value amounts recognized as assets and liabilities for derivative instruments.

This change resulted in a 3,336,769 million yen increase in Trading assets , a 3,384,170 million yen increase in Trading liabilities , a 1,141,588 million yen increase in Other assets and a 1,094,188 million yen increase in Other liabilities as of September 30, 2008.

Evaluation of securities

(Additional information)

Floating-rate Japanese government bonds which are included Securities have preciously been evaluated based on market values. The domestic consolidated banking subsidiary has examined its accounting treatment for Floating-rate Japanese government bonds in accordance with the Practical Solution on Measurement of Fair Value of Financial Assets (ASBJ PITF No.25, October 28, 2008) and determined that market values at the end of the interim period cannot be deemed as fair values and evaluates its Floating-rate Japanese government bonds based on reasonably estimated amounts starting in this fiscal period.

This change resulted in a 122,235 million yen increase in Securities , a 41,083 million yen decrease in Deferred tax assets and a 81,152 million yen increase in Net unrealized gains (losses) on other securities .

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

4. Consolidated Financial Statements

(1) Consolidated Balance Sheets

		(in millions of yen)
	As of September 30, 2008	**As of March 31, 2008**
Assets:		
Cash and due from banks	10,148,110	10,281,603
Call loans and bills bought	1,058,103	1,293,705
Receivables under resale agreements	3,262,183	7,099,711
Receivables under securities borrowing transactions	6,243,090	8,240,482
Monetary claims bought	4,226,743	4,593,198
Trading assets	17,637,010	11,898,762
Money held in trust	383,278	401,448
Securities	38,671,375	40,851,677
Allowance for losses on securities	(36,702)	(30,166)
Loans and bills discounted	90,445,118	88,538,810
Foreign exchanges	1,671,474	1,241,656
Other assets	6,989,674	5,666,981
Tangible fixed assets	1,277,575	1,594,214
Intangible fixed assets	914,401	975,043
Deferred tax assets	1,171,485	773,688
Customers liabilities for acceptances and guarantees	11,067,649	10,652,865
Allowance for credit losses	(1,106,293)	(1,080,502)
Total assets	194,024,280	192,993,179
Liabilities:		
Deposits	119,798,396	121,307,300
Negotiable certificates of deposit	7,827,311	7,319,321
Call money and bills sold	3,007,407	2,286,382
Payables under repurchase agreements	8,677,843	10,490,735
Payables under securities lending transactions	4,266,088	5,897,051
Commercial papers	173,685	349,355
Trading liabilities	8,354,355	5,944,552
Borrowed money	5,400,785	5,050,000
Foreign exchanges	977,280	972,113
Short-term bonds payable	457,683	417,200
Bonds payable	6,289,553	6,285,566
Due to trust accounts	1,338,192	1,462,822
Other liabilities	6,898,069	4,388,814
Reserve for bonuses	47,839	49,798
Reserve for bonuses to directors	425	434
Reserve for retirement benefits	62,010	64,771
Reserve for retirement benefits to directors	1,682	2,100
Reserve for loyalty award credits	10,124	8,079
Reserve for contingent losses	83,999	133,110
Reserve for losses relating to business restructuring	2,971	22,865
Reserves under special laws	3,335	4,639
Deferred tax liabilities	37,730	84,185

Deferred tax liabilities for land revaluation	197,252	199,402
Acceptances and guarantees	11,067,649	10,652,865
Total liabilities	184,981,676	183,393,470

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

	As of September 30, 2008	(in millions of yen) As of March 31, 2008
Net assets:		
Capital stock	1,383,052	1,383,052
Capital surplus	1,777,860	1,865,696
Retained earnings	4,591,845	4,592,960
Treasury stock	(439,375)	(726,001)
Total shareholders equity	7,313,383	7,115,707
Net unrealized gains (losses) on other securities	(39,243)	595,352
Net deferred gains (losses) on hedging instruments	2,745	79,043
Land revaluation excess	143,647	143,292
Foreign currency translation adjustments	(96,306)	(52,566)
Pension liability adjustments of subsidiaries preparing financial statements under US GAAP	(12,392)	
Total valuation and translation adjustments	(1,549)	765,121
Subscription rights to shares	3,674	2,509
Minority interests	1,727,096	1,716,370
Total net assets	9,042,604	9,599,708
Total liabilities and net assets	194,024,280	192,993,179

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

(2) Consolidated Statements of Income

	For the six months ended September 30, 2007	(in millions of yen) For the six months ended September 30, 2008
Ordinary income	3,250,225	2,925,113
Interest income	1,989,587	1,842,261
(Interest on loans and bills discounted)	1,161,579	1,134,155
(Interest and dividends on securities)	431,656	356,656
Trust fees	78,972	67,097
Fees and commissions	638,809	592,473
Trading income	189,126	126,317
Other business income	109,474	174,846
Other ordinary income	244,254	122,116
Ordinary expenses	2,752,685	2,736,996
Interest expenses	1,024,054	872,046
(Interest on deposits)	458,821	374,699
Fees and commissions	91,610	87,443
Trading expenses		1,191
Other business expenses	94,699	146,147
General and administrative expenses	1,077,126	1,084,363
Other ordinary expenses	465,195	545,803
Ordinary profits	497,539	188,117
Extraordinary gains	31,212	61,417
Gains on disposition of fixed assets	3,900	6,718
Gains on loans written-off	20,326	14,388
Reversal of reserve for contingent liabilities from financial instruments transactions		1,308
Gains on changes in subsidiaries equity	6,985	
Gains on sales of equity securities of subsidiaries		32,814
Impact upon the adoption of the Accounting standard for lease transactions		6,186
Extraordinary losses	79,028	60,787
Losses on disposition of fixed assets	7,589	8,511
Losses on impairment of fixed assets	11,421	4,879
Provision for reserve for contingent liabilities from financial instruments transactions	413	
Provision for reserve for losses relating to business restructuring	59,603	197
Expenses relating to systems integration		47,198
Income before income taxes and others	449,723	188,747
Income taxes current	65,510	47,772
Income taxes deferred	127,914	(168)
Total taxes		47,604
Minority interests	(421)	49,120
Net income	256,721	92,023

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

(3) Consolidated Statements of Changes in Net Assets

	For the six months ended September 30, 2007	(in millions of yen) For the six months ended September 30, 2008
Shareholders equity		
Capital stock		
Balance at the beginning of the period	1,383,052	1,383,052
Balance at the end of the period	1,383,052	1,383,052
Capital surplus		
Balance at the beginning of the period	1,916,300	1,865,696
Changes during the period		
Disposition of treasury stock	(50,382)	(87,835)
Total changes during the period	(50,382)	(87,835)
Balance at the end of the period	1,865,918	1,777,860
Retained earnings		
Balance at the beginning of the period	4,102,199	4,592,960
Changes during the period		
Dividends from retained earnings	(64,589)	(75,855)
Net income	256,721	92,023
Reversal of land revaluation excess	836	(353)
Increase in companies accounted for under the equity method		5,763
Prior year adjustments on retained earnings of companies accounted for under the equity method		(16,802)
Changes in accounting standards in overseas consolidated subsidiaries	(9,116)	
Increase due to unification of accounting policies applied to foreign subsidiaries		778
Decrease due to unification of accounting policies applied to foreign subsidiaries		(6,669)
Total changes during the period	183,851	(1,114)
Balance at the end of the period	4,286,051	4,591,845
Treasury stock		
Balance at the beginning of the period	(1,001,470)	(726,001)
Changes during the period		
Acquisition of treasury stock	(2,315)	(732)
Disposition of treasury stock	427,366	287,358
Total changes during the period	425,050	286,626
Balance at the end of the period	(576,420)	(439,375)
Total shareholders equity		

Balance at the beginning of the period	6,400,081	7,115,707
Changes during the period		
Dividends from retained earnings	(64,589)	(75,855)
Net income	256,721	92,023
Acquisition of treasury stock	(2,315)	(732)
Disposition of treasury stock	376,984	199,522
Reversal of land revaluation excess	836	(353)
Increase in companies accounted for under the equity method		5,763
Prior year adjustments on retained earnings of companies accounted for under the equity method		(16,802)
Changes in accounting standards in overseas consolidated subsidiaries	(9,116)	
Increase due to unification of accounting policies applied to foreign subsidiaries		778
Decrease due to unification of accounting policies applied to foreign subsidiaries		(6,669)
Total changes during the period	558,519	197,675
Balance at the end of the period	6,958,601	7,313,383

B-14

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

	For the six months ended September 30, 2007	(in millions of yen) For the six months ended September 30, 2008
Valuation and translation adjustments		
Net unrealized gains (losses) on other securities		
Balance at the beginning of the period	2,054,813	595,352
Changes during the period		
Net changes in items other than shareholders equity	(251,395)	(634,596)
Total changes during the period	(251,395)	(634,596)
Balance at the end of the period	1,803,418	(39,243)
Net deferred gains (losses) on hedging instruments		
Balance at the beginning of the period	(56,429)	79,043
Changes during the period		
Net changes in items other than shareholders equity	(3,678)	(76,297)
Total changes during the period	(3,678)	(76,297)
Balance at the end of the period	(60,107)	2,745
Land revaluation excess		
Balance at the beginning of the period	148,281	143,292
Changes during the period		
Net changes in items other than shareholders equity	(782)	355
Total changes during the period	(782)	355
Balance at the end of the period	147,499	143,647
Foreign currency translation adjustments		
Balance at the beginning of the period	(26,483)	(52,566)
Changes during the period		
Net changes in items other than shareholders equity	36,287	(43,740)
Total changes during the period	36,287	(43,740)
Balance at the end of the period	9,804	(96,306)
Pension liability adjustments of subsidiaries preparing financial statements under US GAAP		
Balance at the beginning of the period		
Changes during the period		
Net changes in items other than shareholders equity		(12,392)
Total changes during the period		(12,392)
Balance at the end of the period		(12,392)

Total valuation and translation adjustments		
Balance at the beginning of the period	2,120,183	765,121
Changes during the period		
Net changes in items other than shareholders equity	(219,568)	(766,671)
Total changes during the period	(219,568)	(766,671)
Balance at the end of the period	1,900,614	(1,549)
Subscription rights to shares		
Balance at the beginning of the period	0	2,509
Changes during the period		
Net changes in items other than shareholders equity	87	1,165
Total changes during the period	87	1,165
Balance at the end of the period	87	3,674
Minority interests		
Balance at the beginning of the period	2,003,434	1,716,370
Changes during the period		
Net changes in items other than shareholders equity	(288,302)	10,725
Total changes during the period	(288,302)	10,725
Balance at the end of the period	1,715,132	1,727,096

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

	For the six months ended September 30, 2007	(in millions of yen) For the six months ended September 30, 2008
Total net assets		
Balance at the beginning of the period	10,523,700	9,599,708
Changes during the period		
Dividends from retained earnings	(64,589)	(75,855)
Net income	256,721	92,023
Acquisition of treasury stock	(2,315)	(732)
Disposition of treasury stock	376,984	199,522
Reversal of land revaluation excess	836	(353)
Increase in companies accounted for under the equity method		5,763
Prior year adjustments on retained earnings of companies accounted for under the equity method		(16,802)
Changes in accounting standards in overseas consolidated subsidiaries	(9,116)	
Increase due to unification of accounting policies applied to foreign subsidiaries		778
Decrease due to unification of accounting policies applied to foreign subsidiaries		(6,669)
Net changes in items other than shareholders equity	(507,783)	(754,780)
Total changes during the period	50,736	(557,104)
Balance at the end of the period	10,574,436	9,042,604

(4) Notes on Going-Concern Assumption

Not applicable

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

5. Non-consolidated Financial Statements

(1) Non-consolidated Balance Sheets

		(in millions of yen)
	As of September 30, 2008	**As of March 31, 2008**
Assets:		
Current assets		
Cash and due from banks	6,650	8,539
Investment securities	93,700	41,600
Accounts receivable	50,756	109,108
Other current assets	30,465	2,126
Total current assets	181,572	161,375
Fixed assets		
Tangible fixed assets	234	223
Intangible fixed assets	998	976
Investments and other fixed assets	7,867,696	7,658,423
Investments in subsidiaries and affiliates	7,869,281	7,661,510
Allowance for losses on investments	(1,733)	(3,087)
Other	148	
Total fixed assets	7,868,929	7,659,623
Total assets	8,050,502	7,820,998
Liabilities:		
Current liabilities		
Short-term borrowings	28,600	174,000
Current portion of long-term borrowings		3,700
Current portion of bonds payable	120,000	220,000
Lease obligation	8	
Accounts payable	1,656	985
Income taxes payable	23	4
Reserve for bonuses	328	375
Other current liabilities	2,188	1,389
Total current liabilities	152,805	400,455
Fixed liabilities		
Bonds payable	330,000	330,000
Long-term borrowings	567,731	328,845
Lease obligation	35	
Other	4,958	4,676
Total fixed liabilities	902,725	663,521
Total liabilities	1,055,530	1,063,977
Net assets:		
Shareholders equity		
Capital stock	1,383,052	1,383,052
Capital surplus		
Capital reserve	1,383,070	1,383,070

Other capital surplus	2,110,019	2,497,841
Total capital surplus	3,493,089	3,880,912
Retained earnings		
Other retained earnings		
Voluntary reserve	150,000	150,000
Unappropriated retained earnings	2,280,463	2,065,219
Total retained earnings	2,430,463	2,215,219
Treasury stock	(315,196)	(724,571)
Total shareholders equity	6,991,409	6,754,613
Subscription rights to shares	3,562	2,408
Total net assets	6,994,971	6,757,021
Total liabilities and net assets	8,050,502	7,820,998

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

(2) Non-consolidated Statements of Income

		(in millions of yen)
	For the six months ended September 30, 2007	**For the six months ended September 30, 2008**
Operating income	197,203	247,861
Operating expenses	6,433	7,979
Operating profits	190,769	239,882
Non-operating income	284	432
Non-operating expenses	8,078	8,907
Ordinary profits	182,975	231,407
Extraordinary gains	4,051	32,487
Extraordinary losses	85,516	
Income before income taxes	101,511	263,895
Income taxes current	1	142
Income taxes deferred	(3,943)	(27,350)
Total income taxes	(3,941)	(27,208)
Net income	105,452	291,103

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

(3) Non-consolidated Statements of Changes in Net Assets

	For the six months ended September 30, 2007	(in millions of yen) For the six months ended September 30, 2008
Shareholders equity		
Capital stock		
Balance at the beginning of the period	1,383,052	1,383,052
Balance at the end of the period	1,383,052	1,383,052
Capital surplus		
Capital reserve		
Balance at the beginning of the period	1,383,070	1,383,070
Balance at the end of the period	1,383,070	1,383,070
Other capital surplus		
Balance at the beginning of the period	2,549,056	2,497,841
Changes during the period		
Disposition of treasury stock	(182)	(262)
Increase by share exchange	(50,985)	(387,560)
Total changes during the period	(51,167)	(387,822)
Balance at the end of the period	2,497,889	2,110,019
Retained earnings		
Other retained earnings		
Voluntary reserve		
Balance at the beginning of the period	150,000	150,000
Balance at the end of the period	150,000	150,000
Unappropriated retained earnings		
Balance at the beginning of the period	1,789,675	2,065,219
Changes during the period		
Dividends from retained earnings	(64,593)	(75,859)
Net income	105,452	291,103
Total changes during the period	40,859	215,243
Balance at the end of the period	1,830,534	2,280,463
Treasury stock		
Balance at the beginning of the period	(1,000,728)	(724,571)
Changes during the period		
Acquisition of treasury stock	(1,225)	(239,530)

Disposition of treasury stock	854	648,905
Increase by share exchange	426,511	
Total changes during the period	426,140	409,375
Balance at the end of the period	(574,587)	(315,196)
Total shareholders equity		
Balance at the beginning of the period	6,254,125	6,754,613
Changes during the period		
Dividends from retained earnings	(64,593)	(75,859)
Net income	105,452	291,103
Acquisition of treasury stock	(1,225)	(239,530)
Disposition of treasury stock	672	648,642
Increase by share exchange	375,526	(387,560)
Total changes during the period	415,832	236,796
Balance at the end of the period	6,669,958	6,991,409

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

	For the six months ended September 30, 2007	(in millions of yen) For the six months ended September 30, 2008
Subscription rights to shares		
Balance at the beginning of the period		2,408
Changes during the period		
Net changes of items other than shareholders equity		1,154
Total changes during the period		1,154
Balance at the end of the period		3,562
Total net assets		
Balance at the beginning of the period	6,254,125	6,757,021
Changes during the period		
Dividends from retained earnings	(64,593)	(75,859)
Net income	105,452	291,103
Acquisition of treasury stock	(1,225)	(239,530)
Disposition of treasury stock	672	648,642
Increase by share exchange	375,526	(387,560)
Net changes of items other than shareholders equity		1,154
Total changes during the period	415,832	237,950
Balance at the end of the period	6,669,958	6,994,971

B-21

(4) Notes on Going-Concern Assumption

Not applicable

Table of Contents

Selected Financial Information

under Japanese GAAP

For the Six Months Ended September 30, 2008

Mitsubishi UFJ Financial Group, Inc.

B-23

Table of Contents

[Contents]

(*1) MUFG means Mitsubishi UFJ Financial Group, Inc.

(*2) BTMU means The Bank of Tokyo-Mitsubishi UFJ, Ltd.

(*3) MUTB means Mitsubishi UFJ Trust and Banking Corporation.

(*4) BTMU and MUTB Combined means simple sum of BTMU and MUTB without consolidation processes.

(*5) MUSP means MU Strategic Partner, Co., Ltd.

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

1. Financial Results

MUFG Consolidated

(in millions of yen)

	For the six months ended		Increase
	September 30, 2008 (A)	September 30, 2007 (B)	(Decrease) (A) - (B)
Gross profits	**1,696,540**	1,796,866	(100,326)
(Gross profits before credit costs for trust accounts)	**1,696,549**	1,796,899	(100,349)
Net interest income	**970,586**	966,792	3,793
Trust fees	**67,097**	78,972	(11,875)
Credit costs for trust accounts (1)	**(9)**	(32)	23
Net fees and commissions	**505,030**	547,199	(42,168)
Net trading profits	**125,126**	189,126	(64,000)
Net other business profits	**28,699**	14,775	13,924
Net gains (losses) on debt securities	**11,333**	(10,922)	22,256
General and administrative expenses	**1,072,728**	1,061,473	11,255
Amortization of goodwill	**9,727**	5,525	4,202
Net business profits before credit costs for trust accounts, provision for general allowance for credit losses and amortization of goodwill	**633,548**	740,951	(107,403)
Net business profits before credit costs for trust accounts and provision for general allowance for credit losses	**623,820**	735,425	(111,605)
Provision for general allowance for credit losses (2)	**11,001**	(1,946)	12,947
Net business profits*	**634,812**	733,446	(98,634)
Net non-recurring gains (losses)	**(446,695)**	(235,907)	(210,788)
Credit costs (3)	**(345,939)**	(265,509)	(80,430)
Losses on loan write-offs	**(163,052)**	(87,010)	(76,041)
Provision for specific allowance for credit losses	**(181,639)**	(161,790)	(19,849)
Other credit costs	**(1,247)**	(16,708)	15,460
Net gains (losses) on equity securities	**(75,286)**	54,414	(129,701)
Gains on sales of equity securities	**71,840**	105,818	(33,977)
Losses on sales of equity securities	**(1,850)**	(6,392)	4,541
Losses on write-down of equity securities	**(145,276)**	(45,010)	(100,265)
Profits (losses) from investments in affiliates	**1,495**	8,667	(7,171)
Other non-recurring gains (losses)	**(26,965)**	(33,480)	6,514
Ordinary profits	**188,117**	497,539	(309,422)
Net extraordinary gains (losses)	**629**	(47,815)	48,445

Gains on loans written-off (4)	**14,388**	20,326	(5,937)
Gains on sales of equity securities of subsidiaries	**32,814**		32,814
Expenses relating to systems integration	**(47,198)**		(47,198)
Losses on impairment of fixed assets	**(4,879)**	(11,421)	6,541
Provision for reserve for losses relating to business restructuring	**(197)**	(59,603)	59,406
Income before income taxes and others	**188,747**	449,723	(260,976)
Income taxes current	**47,772**	65,510	(17,737)
Income taxes deferred	**(168)**	127,914	(128,082)
Minority interests	**49,120**	(421)	49,542
Net income	**92,023**	256,721	(164,697)

Note:

* Net business profits = Banking subsidiaries net business profits + Other consolidated entities gross profits - Other consolidated entities general and administrative expenses - Other consolidated entities provision for general allowance for credit losses - Amortization of goodwill - Inter-company transactions

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

	For the six months ended		(in millions of yen)
	September 30, 2008 (A)	**September 30, 2007 (B)**	**Increase (Decrease) (A) - (B)**
(Reference)			
Total credit costs (1)+(2)+(3)	**(334,947)**	(267,488)	(67,458)
Total credit costs + Gains on loans written-off (1)+(2)+(3)+(4)	**(320,558)**	(247,161)	(73,396)
Number of consolidated subsidiaries	**246**	252	(6)
Number of affiliated companies accounted for under the equity method	**61**	44	17

B-26

Table of Contents

Mitsubishi UFJ Financial Group, Inc.

BTMU and MUTB Combined

	For the six months ended		(in millions of yen)
	September 30, 2008 (A)	September 30, 2007 (B)	Increase (Decrease) (A) - (B)
Gross profits	**1,101,436**	1,155,827	(54,391)
(Gross profits before credit costs for trust accounts)	**1,101,445**	1,155,859	(54,414)
Net interest income	**745,293**	722,540	22,752
Trust fees	**51,281**	59,651	(8,369)
Credit costs for trust accounts (1)	**(9)**	(32)	23
Net fees and commissions	**240,420**	260,253	(19,833)
Net trading profits	**45,636**	100,383	(54,746)
Net other business profits	**18,804**	12,998	5,805
Net gains (losses) on debt securities	**15,200**	(13,151)	28,352
General and administrative expenses	**663,317**	651,072	12,245
Net business profits before credit costs for trust accounts and provision for general allowance for credit losses	**438,127**	504,787	(66,659)
Provision for general allowance for credit losses (2)	**16,820**	7,236	9,583
Net business profits	**454,938**	511,991	(57,052)

Net non-recurring gains (losses)	**(363,547)**	(142,035)	(221,511)
Credit costs (3)	**(259,070)**	(164,224)	(94,846)
Losses on loan write-offs	**(149,268)**	(72,641)	(76,627)
Provision for specific allowance for credit losses	**(103,373)**	(83,714)	(19,658)
Other credit costs	**(6,429)**	(7,869)	1,439
Net gains (losses) on equity securities	**(78,852)**	30,695	(109,548)
Gains on sales of equity securities	**62,618**	84,664	(22,046)
Losses on sales of equity securities	**(1,107)**	(5,533)	4,426
Losses on write-down of equity securities	**(140,363)**	(48,434)	(91,929)
Other non-recurring gains (losses)	**(25,623)**	(8,506)	(17,116)
Ordinary profits	**91,391**	369,955	(278,563)
Net extraordinary gains (losses)	**9,327**	24,583	(15,256)
Gains on loans written-off (4)	**12,024**	18,066	(6,042)
Reversal of allowance for losses on investments	**23**	16,019	(15,996)
Reversal of reserve for contingent losses included in credit costs (5)		597	(597)
Gains on sales of equity securities of MUFG	**53,676**		53,676
Expenses relating to systems integration	**(47,198)**		(47,198)
Losses on impairment of	**(2,752)**	(8,249)	5,497

fixed assets						
Income before income taxes	**100,718**		394,539	(293,820)		
Income taxes current	2/14/19		B	111,956		
5,000		Sprint Corporation, Term Loan, First Lien, (WI/DD)	TBD	TBD	Ba2	5,000,000
1,174		Syniverse Holdings, Inc., Initial Term Loan B, First Lien	4.039%	4/23/19	B	1,061,385
652		Syniverse Technologies, Inc., Tranche B, Term Loan	4.000%	4/23/19	B	589,630
1,000		UPC Financing Partnership, Term Loan, First Lien	3.767%	8/31/24	BB	1,004,821
9,559		Total Wireless Telecommunication Services				9,407,918
$ 366,171		Total Variable Rate Senior Loan Interests (cost $361,452,133)				357,543,364

Shares	Description (1)	Value
	COMMON STOCKS 2.3% (1.5% of Total Investments)	
	Banks 0.9% (0.6% of Total Investments)	
30,025	BLB Worldwide Holdings Inc., (5)	$ 2,356,963
	Diversified Consumer Services 0.2% (0.1% of Total Investments)	
53,514	Cengage Learning Holdings II LP, (5)	615,411
1,562,493	Education Management Corporation, (5), (6)	156
	Total Diversified Consumer Services	615,567

Shares	Description (1)	Value
	Energy Equipment & Services 0.7% (0.5% of Total Investments)	
39,988	C&J Energy Services Inc., (5), (6)	$ 1,719,484
1,961	Vantage Drill International, (5), (6)	249,047
	Total Energy Equipment & Services	1,968,531
	Health Care Providers & Services 0.0% (0.0% of Total Investments)	
58,830	Millennium Health LLC, (5)	58,830
	Media 0.5% (0.3% of Total Investments)	
434	Cumulus Media, Inc., (5)	433
274,431	Hibu PLC, (5), (7)	
6,268	Metro-Goldwyn-Mayer, (5), (6)	597,811
18,422	Tribune Media Company	531,290
14,825	Tribune Media Company, (7)	
4,605	tronc, Inc., (5)	61,062
	Total Media	1,190,596
	Oil, Gas & Consumable Fuels 0.0% (0.0% of Total Investments)	
54	Energy and Exploration Partners, Inc., (5), (6)	18,900
27	Southcross Holdings Borrower LP, (5)	8,438
	Total Oil, Gas & Consumable Fuels	27,338
	Software 0.0% (0.0% of Total Investments)	
291,294	Eagle Topco LP, (5), (7)	
	Total Common Stocks (cost $8,459,655)	6,217,825

Shares	Description (1)	Coupon	Ratings (3)	Value
	$25 PAR (OR SIMILAR) RETAIL PREFERRED 0.0% (0.0% of Total Investments)			
	Diversified Consumer Services 0.0% (0.0% of Total Investments)			
1,738	Education Management Corporation, (6)	7.500%	N/R	$ 17
	Total $25 Par (or similar) Retail Preferred (cost $4,219)			17

Principal Amount (000)	Description (1)	Coupon	Maturity	Ratings (3)	Value
	CORPORATE BONDS 13.4% (8.5% of Total Investments)				
	Commercial Services & Supplies 0.5% (0.3% of Total Investments)				
$ 1,233	NES Rental Holdings Inc., 144A	7.875%	5/01/18	B	$ 1,242,247
	Communications Equipment 0.3% (0.2% of Total Investments)				
115	Avaya Inc., 144A	7.000%	4/01/19	D	95,163
2,895	Avaya Inc., 144A	10.500%	3/01/21	D	788,888
3,010	Total Communications Equipment				884,051
	Diversified Telecommunication Services 1.2% (0.8% of Total Investments)				

1,680	Inelsat Connect Finance SA, 144A	12.500%	4/01/22	CC	1,062,600
215	IntelSat Limited	6.750%	6/01/18	Ca	183,825
2,924	IntelSat Limited	7.750%	6/01/21	Ca	1,016,090
2,650	IntelSat Limited	8.125%	6/01/23	Ca	881,125
7,469	Total Diversified Telecommunication Services				3,143,640
	Equity Real Estate Investment Trusts 0.3% (0.2% of Total Investments)				
750	iStar Inc.	4.000%	11/01/17	B+	753,750
	Health Care Equipment & Supplies 1.4% (0.9% of Total Investments)				
3,500	Tenet Healthcare Corporation	6.000%	10/01/20	BB	3,692,500
	Health Care Providers & Services 0.2% (0.1% of Total Investments)				
600	Iasis Healthcare Capital Corporation	8.375%	5/15/19	CCC+	574,500

NSL Nuveen Senior Income Fund
Portfolio of Investments (continued) **January 31, 2017** (Unaudited)

Principal Amount (000)	Description (1)	Coupon	Maturity	Ratings (3)	Value
	Hotels, Restaurants & Leisure 1.0% (0.6% of Total Investments)				
$ 2,650	Scientific Games International Inc.	10.000%	12/01/22	B	$ 2,715,243
	Media 3.5% (2.2% of Total Investments)				
100	Charter Communications Operating LLC/Charter Communications Operating Capital Corporation	3.579%	7/23/20	BBB	102,433
1,000	Dish DBS Corporation	5.875%	11/15/24	Ba3	1,011,250
1,524	iHeartCommunications, Inc.	10.000%	1/15/18	CC	1,192,530
2,872	iHeartCommunications, Inc.	9.000%	12/15/19	Caa1	2,403,504
6,532	iHeartCommunications, Inc., PIK	14.000%	2/01/21	CC	2,449,636
3,050	iHeartCommunications, Inc.	9.000%	3/01/21	Caa1	2,279,875
15,078	Total Media				9,439,228
	Oil, Gas & Consumable Fuels 1.5% (1.0% of Total Investments)				
1,240	California Resources Corporation, 144A	8.000%	12/15/22	CCC+	1,103,600
400	Denbury Resources Inc.	6.375%	8/15/21	CCC+	366,000
100	Denbury Resources Inc.	5.500%	5/01/22	CCC+	85,750
400	Everest Acquisition LLC Finance	9.375%	5/01/20	CCC+	407,000
1,800	FTS International Inc., 144A	8.350%	6/15/20	B	1,842,750
300	Gastar Exploration Inc.	8.625%	5/15/18	Caa3	295,500
4,240	Total Oil, Gas & Consumable Fuels				4,100,600
	Semiconductors & Semiconductor Equipment 0.3% (0.2% of Total Investments)				
761	Advanced Micro Devices, Inc.	7.500%	8/15/22	CCC+	836,149
	Software 1.0% (0.6% of Total Investments)				
1,980	BMC Software Finance Inc., 144A	8.125%	7/15/21	CCC+	1,910,700
700	Boxer Parent Company Inc./BMC Software, 144A, PIK	9.000%	10/15/19	CCC+	679,000
2,680	Total Software				2,589,700
	Wireless Telecommunication Services 2.2% (1.4% of Total Investments)				
1,000	Sprint Capital Corporation	6.900%	5/01/19	B+	1,067,500
350	Sprint Communications Inc.	7.000%	8/15/20	B+	374,500
500	Sprint Corporation	7.875%	9/15/23	B+	546,550
2,000	Sprint Corporation	7.125%	6/15/24	B+	2,110,000
1,750	T-Mobile USA Inc.	6.250%	4/01/21	BB	1,813,350
75	T-Mobile USA Inc.	6.731%	4/28/22	BB	78,000
75	T-Mobile USA Inc.	6.836%	4/28/23	BB	80,063
5,750	Total Wireless Telecommunication Services				6,069,963
$ 47,721	Total Corporate Bonds (cost $42,461,900)				36,041,571
					399,802,777

Principal Amount (000)	Description (1)	Coupon	Maturity	Value
	Total Long-Term Investments (cost $412,377,907)			
	SHORT-TERM INVESTMENTS 8.8% (5.6% of Total Investments)			
	REPURCHASE AGREEMENTS 8.8% (5.6% of Total Investments)			