UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission file number 001-07436

HSBC USA Inc.

(Exact name of registrant as specified in its charter)

Maryland	**13-2764867**
(State of incorporation)	**(I.R.S. Employer Identification No.)**
452 Fifth Avenue, New York	**10018**
(Address of principal executive offices)	**(Zip Code)**

(212) 525-5000

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐	Non-accelerated filer ☒ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 30, 2015, there were 714 shares of the registrant's common stock outstanding, all of which are owned by HSBC North America Inc.

TABLE OF CONTENTS

Part/Item No.		Page
Part I		
Item 1.	Financial Statements (Unaudited):	
	Consolidated Statement of Income	3
	Consolidated Statement of Comprehensive Income (Loss)	4
	Consolidated Balance Sheet	5
	Consolidated Statement of Changes in Shareholders' Equity	7
	Consolidated Statement of Cash Flows	8
	Notes to the Consolidated Financial Statements	9
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations:	
	Forward-Looking Statements	78
	Executive Overview	80
	Basis of Reporting	83
	Balance Sheet Review	84
	Results of Operations	89
	Segment Results - Group Reporting Basis	102
	Credit Quality	111
	Liquidity and Capital Resources	119
	Off-Balance Sheet Arrangements, Credit Derivatives and Other Contractual Obligations	124
	Fair Value	125
	Risk Management	129
	Consolidated Average Balances and Interest Rates	137
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	139
Item 4.	Controls and Procedures	139
Part II		
Item 1.	Legal Proceedings	139
Item 5.	Other Information	139
Item 6.	Exhibits	141
Index		142
Signatures		144

PART I

Item 1. Financial Statements

CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Interest income:				
Loans	**$ 539**	$ 483	**$ 1,555**	$ 1,418
Securities	**234**	182	**657**	583
Trading securities	**75**	63	**261**	176
Short-term investments	**30**	22	**78**	58
Other	**15**	9	**44**	31
Total interest income	**893**	759	**2,595**	2,266
Interest expense:				
Deposits	**77**	37	**177**	108
Short-term borrowings	**13**	11	**35**	27
Long-term debt	**184**	165	**524**	487
Other	**2**	3	**10**	(91)
Total interest expense	**276**	216	**746**	531
Net interest income	**617**	543	**1,849**	1,735
Provision for credit losses	**47**	23	**94**	124
Net interest income after provision for credit losses	**570**	520	**1,755**	1,611
Other revenues:				
Credit card fees	**11**	13	**32**	40
Trust and investment management fees	**46**	35	**127**	98
Other fees and commissions	**188**	186	**560**	541
Trading revenue (expense)	**(34)**	(9)	**23**	139
Net other-than-temporary impairment losses[1]	**—**	(4)	**—**	(11)
Other securities gains, net	**11**	27	**69**	42
Servicing and other fees from HSBC affiliates	**53**	53	**162**	151
Residential mortgage banking revenue	**16**	17	**50**	87
Gain on instruments designated at fair value and related derivatives	**165**	36	**306**	20
Other income	**75**	32	**69**	40
Total other revenues	**531**	386	**1,398**	1,147
Operating expenses:				
Salaries and employee benefits	**254**	226	**767**	664
Support services from HSBC affiliates	**361**	388	**1,098**	1,127
Occupancy expense, net	**57**	59	**172**	168
Other expenses	**114**	261	**376**	601
Total operating expenses	**786**	934	**2,413**	2,560
Income (loss) before income tax	**315**	(28)	**740**	198
Income tax expense (benefit)	**111**	(29)	**285**	(86)
Net income	**$ 204**	$ 1	**$ 455**	$ 284

[1] During the three and nine months ended September 30, 2015, there were no other-than-temporary impairment ("OTTI") losses on securities recognized in other revenues and no OTTI losses in the non-credit component of securities recognized in accumulated other comprehensive income (loss) ("AOCI"), net of tax. During the three and nine months ended September 30, 2014, OTTI losses on securities held-to-maturity totaling $4 million and $11 million, respectively, were recognized in other revenues. There were no OTTI losses in the non-credit component of such impaired securities recognized in AOCI, net of tax.

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Net income	**$ 204**	$ 1	**$ 455**	$ 284
Net change in unrealized gains (losses), net of tax:				
Investment securities	**5**	(87)	**(236)**	218
Other-than-temporarily impaired debt securities held-to-maturity	**—**	6	**—**	9
Derivatives designated as cash flow hedges	**(32)**	(5)	**(20)**	(40)
Pension and post-retirement benefit plans	**—**	—	**1**	—
Total other comprehensive income (loss)	**(27)**	(86)	**(255)**	187
Comprehensive income (loss)	**$ 177**	$ (85)	**$ 200**	$ 471

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED BALANCE SHEET (UNAUDITED)

	September 30, 2015	December 31, 2014
	(in millions, except share data)	
Assets[1]		
Cash and due from banks	**$ 914**	$ 891
Interest bearing deposits with banks	**22,300**	30,807
Federal funds sold and securities purchased under agreements to resell	**20,423**	1,413
Trading assets	**15,652**	21,092
Securities available-for-sale	**35,937**	30,140
Securities held-to-maturity (fair value of $14.8 billion and $13.7 billion at September 30, 2015 and December 31, 2014, respectively)	**14,479**	13,469
Loans	**84,942**	77,741
Less – allowance for credit losses	**678**	680
Loans, net	**84,264**	77,061
Loans held for sale (includes $175 million and $384 million designated under fair value option at September 30, 2015 and December 31, 2014, respectively)	**368**	612
Properties and equipment, net	**232**	247
Intangible assets, net	**172**	206
Goodwill	**1,612**	1,612
Other assets	**8,013**	7,989
Total assets	**$ 204,366**	$ 185,539
Liabilities[1]		
Debt:		
Domestic deposits:		
Noninterest bearing	**$ 33,956**	$ 29,715
Interest bearing (includes $6.5 billion and $7.3 billion designated under fair value option at September 30, 2015 and December 31, 2014, respectively)	**79,503**	71,191
Foreign deposits:		
Noninterest bearing	**747**	850
Interest bearing	**17,244**	14,362
Total deposits	**131,450**	116,118
Short-term borrowings (includes $2.1 billion designated under fair value option at September 30, 2015)	**8,948**	12,795
Long-term debt (includes $8.6 billion and $8.8 billion designated under fair value option at September 30, 2015 and December 31, 2014, respectively)	**33,018**	27,524
Total debt	**173,416**	156,437
Trading liabilities	**6,336**	8,164
Interest, taxes and other liabilities	**3,794**	3,971
Total liabilities	**183,546**	168,572
Shareholders' equity		
Preferred stock	**1,265**	1,565
Common shareholders' equity:		
Common stock ($5 par; 150,000,000 shares authorized; 714 and 713 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively)	**—**	—
Additional paid-in capital	**18,173**	14,170
Retained earnings	**1,638**	1,233
Accumulated other comprehensive loss	**(256)**	(1)
Total common shareholders' equity	**19,555**	15,402
Total shareholders' equity	**20,820**	16,967
Total liabilities and shareholders' equity	**$ 204,366**	$ 185,539

[1] The following table summarizes assets and liabilities related to our consolidated variable interest entities ("VIEs") as of September 30, 2015 and December 31, 2014 which are consolidated on our balance sheet. Assets and liabilities exclude intercompany balances that eliminate in consolidation. See Note 16, "Variable Interest Entities," for additional information.

	September 30, 2015	December 31, 2014
	(in millions)	
Assets		
Other assets	**$ 338**	$ 380
Total assets	**$ 338**	$ 380
Liabilities		
Long-term debt	**$ 92**	$ 92
Interest, taxes and other liabilities	**69**	75
Total liabilities	**$ 161**	$ 167

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

Nine Months Ended September 30,	2015	2014
	(in millions)	
Preferred stock		
Balance at beginning of period	**$ 1,565**	$ 1,565
Preferred stock redemption	**(300)**	—
Balance at end of period	**1,265**	1,565
Common stock		
Balance at beginning and end of period	**—**	—
Additional paid-in capital		
Balance at beginning of period	**14,170**	14,106
Capital contribution from parent	**4,000**	—
Employee benefit plans	**3**	3
Balance at end of period	**18,173**	14,109
Retained earnings		
Balance at beginning of period	**1,233**	952
Net income	**455**	284
Cash dividends declared on preferred stock	**(50)**	(55)
Balance at end of period	**1,638**	1,181
Accumulated other comprehensive income (loss)		
Balance at beginning of period	**(1)**	(159)
Other comprehensive income (loss), net of tax	**(255)**	187
Balance at end of period	**(256)**	28
Total common shareholders' equity	**19,555**	15,318
Total shareholders' equity	**$ 20,820**	$ 16,883

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

Nine Months Ended September 30,	2015	2014
	(in millions)	
Cash flows from operating activities		
Net income	**$ 455**	$ 284
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**122**	87
Provision for credit losses	**94**	124
Other-than-temporary impairment related to securities held-to-maturity	**—**	11
Net realized gains on securities available-for-sale	**(69)**	(42)
Net change in other assets and liabilities	**(463)**	338
Net change in loans held for sale:		
Originations and purchases of loans held for sale	**(1,823)**	(1,040)
Sales and collections of loans held for sale	**1,974**	1,004
Net change in trading assets and liabilities	**3,612**	5,097
Lower of amortized cost or fair value adjustments on loans held for sale	**15**	(2)
Loss (gain) on instruments designated at fair value and related derivatives	**(306)**	(20)
Net cash provided by operating activities	**3,611**	5,841
Cash flows from investing activities		
Net change in interest bearing deposits with banks	**8,507**	(6,765)
Net change in federal funds sold and securities purchased under agreements to resell	**(19,010)**	1,023
Securities available-for-sale:		
Purchases of securities available-for-sale	**(17,435)**	(11,775)
Proceeds from sales of securities available-for-sale	**9,882**	23,600
Proceeds from maturities of securities available-for-sale	**1,596**	3,037
Securities held-to-maturity:		
Purchases of securities held-to-maturity	**(2,890)**	—
Proceeds from maturities of securities held-to-maturity	**1,856**	305
Change in loans:		
Originations, net of collections	**(7,229)**	(6,707)
Loans sold to third parties	**—**	790
Net cash used for acquisitions of properties and equipment	**(29)**	(23)
Other, net	**(384)**	34
Net cash provided by (used in) investing activities	**(25,136)**	3,519
Cash flows from financing activities		
Net change in deposits	**15,358**	(4,048)
Debt:		
Net change in short-term borrowings	**(3,851)**	(7,271)
Issuance of long-term debt	**15,775**	4,984
Repayment of long-term debt	**(9,387)**	(2,921)
Preferred stock redemption	**(300)**	—
Capital contribution from parent	**4,000**	—
Other increases (decreases) in capital surplus	**3**	3
Dividends paid	**(50)**	(55)
Net cash provided by (used in) financing activities	**21,548**	(9,308)
Net change in cash and due from banks	**23**	52
Cash and due from banks at beginning of period	**891**	961
Cash and due from banks at end of period	**$ 914**	$ 1,013

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note		Page	Note		Page
1	Organization and Presentation	9	11	Accumulated Other Comprehensive Income (Loss)	39
2	Trading Assets and Liabilities	10	12	Pension and Other Postretirement Benefits	41
3	Securities	11	13	Related Party Transactions	42
4	Loans	17	14	Business Segments	45
5	Allowance for Credit Losses	27	15	Retained Earnings and Regulatory Capital Requirements	47
6	Loans Held for Sale	28	16	Variable Interest Entities	49
7	Intangible Assets	29	17	Guarantee Arrangements, Pledged Assets and Repurchase Agreements	51
8	Goodwill	30	18	Fair Value Measurements	57
9	Derivative Financial Instruments	30	19	Litigation and Regulatory Matters	75
10	Fair Value Option	36	20	New Accounting Pronouncements	77

1. Organization and Presentation

HSBC USA Inc. ("HSBC USA"), incorporated under the laws of Maryland, is a New York State based bank holding company and an indirect wholly-owned subsidiary of HSBC North America Holdings Inc. ("HSBC North America"), which is an indirect wholly-owned subsidiary of HSBC Holdings plc ("HSBC" and, together with its subsidiaries, "HSBC Group"). The accompanying unaudited interim consolidated financial statements of HSBC USA and its subsidiaries (collectively "HUSI") have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X, as well as in accordance with predominant practices within the banking industry. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all normal and recurring adjustments considered necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods have been made. HUSI may also be referred to in these notes to the consolidated financial statements as "we", "us" or "our". These unaudited interim consolidated financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2014 (the "2014 Form 10-K"). Certain reclassifications have been made to prior period amounts to conform to the current period presentation.

The preparation of financial statements in conformity with U.S. GAAP requires the use of estimates and assumptions that affect reported amounts and disclosures. Actual results could differ from those estimates. Interim results should not be considered indicative of results in future periods.

2. *Trading Assets and Liabilities*

Trading assets and liabilities consisted of the following:

	September 30, 2015	December 31, 2014
	(in millions)	
Trading assets:		
U.S. Treasury	**$ 2,869**	$ 2,675
U.S. Government agency issued or guaranteed	**10**	3
U.S. Government sponsored enterprises[1]	**156**	45
Obligations of U.S. states and political subdivisions	**572**	591
Asset backed securities	**440**	481
Corporate and foreign bonds	**5,559**	9,681
Other securities	**18**	22
Precious metals	**1,893**	1,992
Derivatives, net	**4,135**	5,602
Total trading assets	**$ 15,652**	$ 21,092
Trading liabilities:		
Securities sold, not yet purchased	**$ 717**	$ 683
Payables for precious metals	**—**	22
Derivatives, net	**5,619**	7,459
Total trading liabilities	**$ 6,336**	$ 8,164

(1) Consists of mortgage backed securities of $156 million and $45 million issued or guaranteed by the Federal National Mortgage Association ("FNMA") at September 30, 2015 and December 31, 2014, respectively.

At September 30, 2015 and December 31, 2014, the fair value of derivatives included in trading assets is net of $5,714 million and $4,811 million, respectively, relating to amounts recognized for the obligation to return cash collateral received under master netting agreements with derivative counterparties.

At September 30, 2015 and December 31, 2014, the fair value of derivatives included in trading liabilities is net of $1,681 million and $1,724 million, respectively, relating to amounts recognized for the right to reclaim cash collateral paid under master netting agreements with derivative counterparties.

See Note 9, "Derivative Financial Instruments," for further information on our trading derivatives and related collateral.

3. Securities

Our securities available-for-sale and securities held-to-maturity portfolios consisted of the following:

September 30, 2015	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(in millions)			
Securities available-for-sale:				
U.S. Treasury	$ 12,656	$ 190	$ (177)	$ 12,669
U.S. Government sponsored enterprises:[1]				
Mortgage-backed securities	677	3	(4)	676
Collateralized mortgage obligations	159	—	(1)	158
Direct agency obligations	4,145	159	(17)	4,287
U.S. Government agency issued or guaranteed:				
Mortgage-backed securities	12,785	67	(112)	12,740
Collateralized mortgage obligations	736	12	(1)	747
Obligations of U.S. states and political subdivisions	763	9	(4)	768
Asset backed securities collateralized by:				
Commercial mortgages	22	—	—	22
Home equity	87	—	(8)	79
Other	111	—	(18)	93
Foreign debt securities[2]	3,551	5	(24)	3,532
Equity securities	164	3	(1)	166
Total available-for-sale securities	$ 35,856	$ 448	$ (367)	$ 35,937
Securities held-to-maturity:				
U.S. Government sponsored enterprises:[3]				
Mortgage-backed securities	$ 4,871	$ 146	$ (5)	$ 5,012
U.S. Government agency issued or guaranteed:				
Mortgage-backed securities	3,404	33	(3)	3,434
Collateralized mortgage obligations	6,177	116	(1)	6,292
Obligations of U.S. states and political subdivisions	19	1	—	20
Asset-backed securities collateralized by residential mortgages	8	1	—	9
Total held-to-maturity securities	$ 14,479	$ 297	$ (9)	$ 14,767

December 31, 2014	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
		(in millions)		
Securities available-for-sale:				
U.S. Treasury	$ 11,793	$ 276	$ (58)	$ 12,011
U.S. Government sponsored enterprises:[1]				
Mortgage-backed securities	520	5	(1)	524
Collateralized mortgage obligations	35	—	—	35
Direct agency obligations	3,995	217	(6)	4,206
U.S. Government agency issued or guaranteed:				
Mortgage-backed securities	7,985	101	(27)	8,059
Collateralized mortgage obligations	329	3	(2)	330
Obligations of U.S. states and political subdivisions	661	10	(4)	667
Asset backed securities collateralized by:				
Commercial mortgages	43	—	—	43
Home equity	97	—	(8)	89
Other	110	—	(16)	94
Foreign debt securities[2]	3,921	6	(12)	3,915
Equity securities	165	3	(1)	167
Total available-for-sale securities	$ 29,654	$ 621	$ (135)	$ 30,140
Securities held-to-maturity:				
U.S. Government sponsored enterprises:[3]				
Mortgage-backed securities	$ 4,868	$ 120	$ (1)	$ 4,987
U.S. Government agency issued or guaranteed:				
Mortgage-backed securities	3,700	53	(1)	3,752
Collateralized mortgage obligations	4,867	54	(1)	4,920
Obligations of U.S. states and political subdivisions	23	1	—	24
Asset-backed securities collateralized by residential mortgages	11	1	—	12
Total held-to-maturity securities	$ 13,469	$ 229	$ (3)	$ 13,695

(1) Includes securities at amortized cost of $803 million and $521 million issued or guaranteed by FNMA at September 30, 2015 and December 31, 2014, respectively, and $33 million and $34 million issued or guaranteed by the Federal Home Loan Mortgage Corporation ("FHLMC") at September 30, 2015 and December 31, 2014, respectively.

(2) At September 30, 2015 and December 31, 2014, foreign debt securities consisted of $559 million and $689 million, respectively, of securities fully backed by foreign governments. The remainder of foreign debt securities represents public sector entity, bank or corporate debt.

(3) Includes securities at amortized cost of $3,289 million and $3,185 million issued or guaranteed by FNMA at September 30, 2015 and December 31, 2014, respectively, and $1,582 million and $1,683 million issued and guaranteed by FHLMC at September 30, 2015 and December 31, 2014, respectively.

Net unrealized gains decreased within the available-for-sale portfolio in the nine months ended September 30, 2015 due primarily to rising yields on longer-term U.S. Treasury and U.S. government agency mortgage-backed securities coupled with increased investments in these securities as well as sales of U.S. Treasury securities that were in a net unrealized gain position at December 31, 2014.

The following table summarizes gross unrealized losses and related fair values as of September 30, 2015 and December 31, 2014 classified as to the length of time the losses have existed:

September 30, 2015	One Year or Less			Greater Than One Year		
	Number of Securities	**Gross Unrealized Losses**	**Aggregate Fair Value of Investment**	**Number of Securities**	**Gross Unrealized Losses**	**Aggregate Fair Value of Investment**
			(dollars are in millions)			
Securities available-for-sale:						
U.S. Treasury	**33**	**$ (162)**	**$ 5,187**	**4**	**$ (15)**	**$ 358**
U.S. Government sponsored enterprises	**149**	**(19)**	**1,137**	**18**	**(3)**	**192**
U.S. Government agency issued or guaranteed	**41**	**(106)**	**8,061**	**3**	**(7)**	**106**
Obligations of U.S. states and political subdivisions	**17**	**(2)**	**173**	**17**	**(2)**	**156**
Asset backed securities	**—**	**—**	**—**	**9**	**(26)**	**185**
Foreign debt securities	**7**	**(24)**	**2,412**	**1**	**—**	**192**
Equity securities	**1**	**(1)**	**158**	**—**	**—**	**—**
Securities available-for-sale	**248**	**$ (314)**	**$ 17,128**	**52**	**$ (53)**	**$ 1,189**
Securities held-to-maturity:						
U.S. Government sponsored enterprises	**138**	**$ (5)**	**$ 564**	**47**	**$ —**	**$ —**
U.S. Government agency issued or guaranteed	**93**	**(4)**	**1,051**	**676**	**—**	**4**
Obligations of U.S. states and political subdivisions	**—**	**—**	**—**	**3**	**—**	**1**
Securities held-to-maturity	**231**	**$ (9)**	**$ 1,615**	**726**	**$ —**	**$ 5**

December 31, 2014	One Year or Less			Greater Than One Year		
	Number of Securities	**Gross Unrealized Losses**	**Aggregate Fair Value of Investment**	**Number of Securities**	**Gross Unrealized Losses**	**Aggregate Fair Value of Investment**
			(dollars are in millions)			
Securities available-for-sale:						
U.S. Treasury	6	$ (47)	$ 3,459	4	$ (11)	$ 1,546
U.S. Government sponsored enterprises	2	(1)	128	24	(6)	391
U.S. Government agency issued or guaranteed	30	(20)	2,046	10	(9)	213
Obligations of U.S. states and political subdivisions	34	(2)	146	23	(2)	194
Asset backed securities	1	—	3	9	(24)	199
Foreign debt securities	5	(9)	1,805	3	(3)	898
Equity securities	1	(1)	158	—	—	—
Securities available-for-sale	79	$ (80)	$ 7,745	73	$ (55)	$ 3,441
Securities held-to-maturity:						
U.S. Government sponsored enterprises	144	$ (1)	$ 394	47	$ —	$ —
U.S. Government agency issued or guaranteed	103	(2)	985	800	—	2
Obligations of U.S. states and political subdivisions	—	—	—	3	—	1
Securities held-to-maturity	247	$ (3)	$ 1,379	850	$ —	$ 3

Although the fair value of a particular security is below its amortized cost, it does not necessarily result in a credit loss and hence an other-than-temporary impairment. The decline in fair value may be caused by, among other things, the illiquidity of the market. We have reviewed the securities for which there is an unrealized loss for other-than-temporary impairment in accordance with our

accounting policies, discussed further below. At September 30, 2015 and December 31, 2014, we do not consider any of our debt securities to be other-than-temporarily impaired as we expect to recover their amortized cost basis and we neither intend nor expect to be required to sell these securities prior to recovery, even if that equates to holding securities until their individual maturities. However, other-than-temporary impairments may occur in future periods if the credit quality of the securities deteriorates.

Other-Than-Temporary Impairment On a quarterly basis, we perform an assessment to determine whether there have been any events or economic circumstances to indicate that a security with an unrealized loss has suffered other-than-temporary impairment. A debt security is considered impaired if its fair value is less than its amortized cost at the reporting date. If impaired, we assess whether the impairment is other-than-temporary.

If we intend to sell the debt security or if it is more-likely-than-not that we will be required to sell the debt security before the recovery of its amortized cost basis, the impairment is considered other-than-temporary and the unrealized loss is recorded in earnings. An impairment is also considered other-than-temporary if a credit loss exists (i.e., the present value of the expected future cash flows is less than the amortized cost basis of the debt security). In the event a credit loss exists, the credit loss component of an other-than-temporary impairment is recorded in earnings while the remaining portion of the impairment loss attributable to factors other than credit loss is recognized, net of tax, in other comprehensive income (loss).

For all securities held in the available-for-sale or held-to-maturity portfolios for which unrealized losses attributed to factors other than credit existed, we do not have the intention to sell and believe we will not be required to sell the securities for contractual, regulatory or liquidity reasons as of the reporting date. For a complete description of the factors considered when analyzing debt securities for impairments, see Note 5, "Securities," in our 2014 Form 10-K. There have been no material changes in our process for assessing impairment during 2015.

During the three and nine months ended September 30, 2015, none of our debt securities were determined to have either initial other-than-temporary impairment or changes to previous other-than-temporary impairment estimates relating to the credit component, as such, there were no other-than-temporary impairment losses recognized related to credit loss.

During the three and nine months ended September 30, 2014, none of our debt securities were determined to have initial other-than-temporary impairment while two held-to-maturity asset-backed debt securities, which were previously determined to be other-than-temporarily impaired, had changes to their other-than-temporary impairment estimates related to the credit component. The additional credit loss associated with the impaired debt securities, which reflects the excess of amortized cost over the present value of expected future cash flows, was $4 million and $11 million during the three and nine months ended September 30, 2014, respectively, and was recorded as a component of net other-than-temporary impairment losses in the accompanying consolidated statement of income.

The following table summarizes the rollforward of credit losses which have been recognized in income on other-than-temporary impaired securities that we do not intend to sell nor will likely be required to sell:

	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2014
	(in millions)	
Beginning balance of credit losses on held-to-maturity debt securities for which a portion of an other-than-temporary impairment was recognized in other comprehensive income (loss)	$ 68	$ 61
Increase in credit losses for which an other-than-temporary impairment was previously recognized	4	11
Ending balance of credit losses on held-to-maturity debt securities for which a portion of an other-than-temporary impairment was recognized in other comprehensive income (loss)	$ 72	$ 72

Certain asset-backed securities in the available-for-sale portfolio have an embedded financial guarantee provided by monoline insurers. Because the financial guarantee is not a separate and distinct contract from the asset-backed security, they are considered a single unit of account for fair value measurement and impairment assessment purposes. In evaluating the degree of reliance to be placed on the financial guarantee of a monoline insurer when estimating the cash flows to be collected for the purpose of recognizing and measuring impairment loss, consideration is given to our assessment of the creditworthiness of the monoline and other market factors. Based on the information available, including any actions undertaken by the regulatory agencies over the monoline insurers and their published financial results, we perform both a credit as well as a liquidity analysis on the monoline insurers each quarter. Our analysis also includes a review of market-based credit default spreads, when available, to assess the appropriateness of our assessment of the monoline insurer's creditworthiness. A credit downgrade to non-investment grade is key but not the only factor in determining the monoline insurer's ability to fulfill its contractual obligation under the financial guarantee. Although a monoline may have been downgraded by the credit rating agencies or ordered to commute its operations by the insurance commissioners, it may retain the ability and the obligation to continue to pay claims in the near term.

At September 30, 2015, we held 13 individual asset-backed securities in the available-for-sale portfolio, of which 5 were also wrapped by a monoline insurance company. The asset-backed securities backed by a monoline wrap comprised $173 million of the total aggregate fair value of asset-backed securities of $194 million at September 30, 2015. The gross unrealized losses on these monoline wrapped securities were $26 million at September 30, 2015. We did not take into consideration the value of the monoline wrap of any non-investment grade monoline insurers as of September 30, 2015 and, therefore, we only considered the financial guarantee of monoline insurers on securities for purposes of evaluating other-than-temporary impairment on securities with a fair value of $79 million.

At December 31, 2014, we held 15 individual asset-backed securities in the available-for-sale portfolio, of which 5 were also wrapped by a monoline insurance company. The asset-backed securities backed by a monoline wrap comprised $183 million of the total aggregate fair value of asset-backed securities of $226 million at December 31, 2014. The gross unrealized losses on these monoline wrapped securities were $23 million at December 31, 2014. We did not take into consideration the value of the monoline wrap of any non-investment grade monoline insurers as of December 31, 2014 and, therefore, we only considered the financial guarantee of monoline insurers on securities with a fair value of $89 million for purposes of evaluating other-than-temporary impairment.

Other securities gains (losses), net The following table summarizes realized gains and losses on investment securities transactions attributable to available-for-sale securities:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Gross realized gains	**$ 13**	$ 45	**$ 86**	$ 113
Gross realized losses	**(2)**	(18)	**(17)**	(71)
Net realized gains	**$ 11**	$ 27	**$ 69**	$ 42

Contractual Maturities and Yields The following table summarizes the amortized cost and fair values of securities available-for-sale and securities held-to-maturity at September 30, 2015 by contractual maturity. Expected maturities differ from contractual maturities because borrowers have the right to prepay obligations without prepayment penalties in certain cases. Securities available-for-sale amounts exclude equity securities as they do not have stated maturities. The table below also reflects the distribution of maturities of debt securities held at September 30, 2015, together with the approximate taxable equivalent yield of the portfolio. The yields shown are calculated by dividing annualized interest income, including the accretion of discounts and the amortization of premiums, by the amortized cost of securities outstanding at September 30, 2015. Yields on tax-exempt obligations have been computed on a taxable equivalent basis using applicable statutory tax rates.

	Within One Year		After One But Within Five Years		After Five But Within Ten Years		After Ten Years	
Taxable Equivalent Basis	**Amount**	**Yield**	**Amount**	**Yield**	**Amount**	**Yield**	**Amount**	**Yield**
				(dollars are in millions)				
Available-for-sale:								
U.S. Treasury	$ 1,321	.83%	$ 4,540	1.14%	$ 3,539	2.27%	$ 3,256	3.01%
U.S. Government sponsored enterprises	—	—	2,753	2.98	1,201	2.42	1,027	2.96
U.S. Government agency issued or guaranteed	—	—	6	4.20	35	3.88	13,480	2.62
Obligations of U.S. states and political subdivisions	—	—	72	4.21	249	2.62	442	3.36
Asset backed securities	—	—	—	—	—	—	220	3.26
Foreign debt securities	378	1.78	3,173	1.33	—	—	—	—
Total amortized cost	$ 1,699	1.04%	$ 10,544	1.70%	$ 5,024	2.34%	$ 18,425	2.73%
Total fair value	$ 1,704		$ 10,663		$ 5,117		$ 18,287	
Held-to-maturity:								
U.S. Government sponsored enterprises	$ —	—%	$ 92	1.40%	$ 618	2.62%	$ 4,161	2.95%
U.S. Government agency issued or guaranteed	—	—	1	7.75	43	3.02	9,537	2.38
Obligations of U.S. states and political subdivisions	2	4.04	7	4.09	5	3.41	5	5.32
Asset backed securities	—	—	—	—	—	—	8	6.50
Total amortized cost	$ 2	4.04%	$ 100	1.67%	$ 666	2.66%	$ 13,711	2.55%
Total fair value	$ 2		$ 102		$ 685		$ 13,978	

Investments in Federal Home Loan Bank stock and Federal Reserve Bank stock of $323 million and $632 million, respectively, were included in other assets at September 30, 2015. Investments in Federal Home Loan Bank stock and Federal Reserve Bank stock of $108 million and $483 million, respectively, were included in other assets at December 31, 2014.

4. Loans

Loans consisted of the following:

	September 30, 2015	December 31, 2014
	(in millions)	
Commercial loans:		
Construction and other real estate	**$ 12,096**	$ 10,300
Business and corporate banking	**19,514**	17,819
Global banking[1]	**29,808**	26,387
Other commercial	**3,334**	3,581
Total commercial	**64,752**	58,087
Consumer loans:		
Residential mortgages	**17,460**	16,661
Home equity mortgages	**1,639**	1,784
Credit cards	**682**	720
Other consumer	**409**	489
Total consumer	**20,190**	19,654
Total loans	**$ 84,942**	$ 77,741

(1) Represents large multinational firms including globally focused U.S. corporate and financial institutions and U.S. dollar lending to multinational banking customers managed by HSBC on a global basis. Also includes loans to HSBC affiliates which totaled $5,447 million and $4,821 million at September 30, 2015 and December 31, 2014, respectively. See Note 13, "Related Party Transactions," for additional information regarding loans to HSBC affiliates.

Net deferred origination fees totaled $61 million and $34 million at September 30, 2015 and December 31, 2014, respectively. At September 30, 2015 and December 31, 2014, we had a net unamortized premium on our loans of $13 million and $10 million, respectively.

Aging Analysis of Past Due Loans The following table summarizes the past due status of our loans, excluding loans held for sale, at September 30, 2015 and December 31, 2014. The aging of past due amounts is determined based on the contractual delinquency status of payments under the loan. An account is generally considered to be contractually delinquent when payments have not been made in accordance with the loan terms. Delinquency status is affected by customer account management policies and practices such as re-age, which results in the re-setting of the contractual delinquency status to current.

	Past Due		Total Past Due		
At September 30, 2015	**30 - 89 days**	**90+ days**	**30 Days or More**	**Current[(1)]**	**Total Loans**
			(in millions)		
Commercial loans:					
Construction and other real estate	**$ 15**	**$ 5**	**$ 20**	**$ 12,076**	**$ 12,096**
Business and corporate banking	**10**	**24**	**34**	**19,480**	**19,514**
Global banking	**—**	**—**	**—**	**29,808**	**29,808**
Other commercial	**3**	**6**	**9**	**3,325**	**3,334**
Total commercial	**28**	**35**	**63**	**64,689**	**64,752**
Consumer loans:					
Residential mortgages	**373**	**800**	**1,173**	**16,287**	**17,460**
Home equity mortgages	**14**	**49**	**63**	**1,576**	**1,639**
Credit cards	**10**	**9**	**19**	**663**	**682**
Other consumer	**7**	**8**	**15**	**394**	**409**
Total consumer	**404**	**866**	**1,270**	**18,920**	**20,190**
Total loans	**$ 432**	**$ 901**	**$ 1,333**	**$ 83,609**	**$ 84,942**

	Past Due		Total Past Due		
At December 31, 2014	**30 - 89 days**	**90+ days**	**30 Days or More**	**Current[(1)]**	**Total Loans**
			(in millions)		
Commercial loans:					
Construction and other real estate	$ 25	$ 22	$ 47	$ 10,253	$ 10,300
Business and corporate banking	32	9	41	17,778	17,819
Global banking	—	—	—	26,387	26,387
Other commercial	15	6	21	3,560	3,581
Total commercial	72	37	109	57,978	58,087
Consumer loans:					
Residential mortgages	390	931	1,321	15,340	16,661
Home equity mortgages	21	56	77	1,707	1,784
Credit cards	11	10	21	699	720
Other consumer	9	9	18	471	489
Total consumer	431	1,006	1,437	18,217	19,654
Total loans	$ 503	$ 1,043	$ 1,546	$ 76,195	$ 77,741

(1) Loans less than 30 days past due are presented as current.

Nonaccrual Loans Nonaccrual loans, including nonaccrual loans held for sale, and accruing loans 90 days or more delinquent consisted of the following:

	September 30, 2015	December 31, 2014
	(in millions)	
Nonaccrual loans:		
Commercial:		
Construction and other real estate	**$ 49**	$ 65
Business and corporate banking	**74**	74
Global banking	**21**	—
Commercial nonaccrual loans held for sale	**58**	43
Total commercial	**202**	182
Consumer:		
Residential mortgages[1][2][3]	**790**	847
Home equity mortgages[1][2]	**67**	68
Consumer nonaccrual loans held for sale	**3**	4
Total consumer	**860**	919
Total nonaccruing loans	**1,062**	1,101
Accruing loans contractually past due 90 days or more:		
Commercial:		
Business and corporate banking	**1**	1
Total commercial	**1**	1
Consumer:		
Credit cards	**9**	10
Other consumer	**10**	10
Total consumer	**19**	20
Total accruing loans contractually past due 90 days or more	**20**	21
Total nonperforming loans	**$ 1,082**	$ 1,122

[1] At September 30, 2015 and December 31, 2014, nonaccrual consumer mortgage loans include $740 million and $817 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less cost to sell.

[2] Nonaccrual consumer mortgage loans include all receivables which are 90 or more days contractually delinquent as well as loans discharged under Chapter 7 bankruptcy and not re-affirmed and second lien loans where the first lien loan that we own or service is 90 or more days contractually delinquent.

[3] Nonaccrual consumer mortgage loans for all periods does not include guaranteed loans purchased from the Government National Mortgage Association ("GNMA"). Repayment of these loans are predominantly insured by the Federal Housing Administration and as such, these loans have different risk characteristics from the rest of our consumer loan portfolio.

The following table provides additional information on our nonaccrual loans:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(in millions)			
Interest income that would have been recorded if the nonaccrual loans had been current in accordance with contractual terms during the period	**$ 21**	$ 23	**$ 65**	$ 77
Interest income that was recorded on nonaccrual loans and included in interest income during the period	**5**	6	**17**	20

Impaired Loans A loan is considered to be impaired when it is deemed probable that not all principal and interest amounts due according to the contractual terms of the loan agreement will be collected. Probable losses from impaired loans are quantified and recorded as a component of the overall allowance for credit losses. Commercial and consumer loans for which we have modified the loan terms as part of a troubled debt restructuring are considered to be impaired loans. Additionally, commercial loans in nonaccrual status, or that have been partially charged-off or assigned a specific allowance for credit losses are also considered impaired loans.

Troubled debt restructurings TDR Loans represent loans for which the original contractual terms have been modified to provide for terms that are less than what we would be willing to accept for new loans with comparable risk because of deterioration in the borrower's financial condition.

Modifications for consumer or commercial loans may include changes to one or more terms of the loan, including, but not limited to, a change in interest rate, extension of the amortization period, reduction in payment amount and partial forgiveness or deferment of principal or accrued interest . A substantial amount of our modifications involve interest rate reductions which lower the amount of interest income we are contractually entitled to receive in future periods. Through lowering the interest rate and other loan term changes, we believe we are able to increase the amount of cash flow that will ultimately be collected from the loan, given the borrower's financial condition. TDR Loans are reserved for either based on the present value of expected future cash flows discounted at the loans' original effective interest rates which generally results in a higher reserve requirement for these loans or in the case of certain secured loans, the estimated fair value of the underlying collateral. Once a consumer loan is classified as a TDR Loan, it continues to be reported as such until it is paid off or charged-off. For commercial loans, if subsequent performance is in accordance with the new terms and such terms reflect current market rates at the time of restructure, they will no longer be reported as a TDR Loan beginning in the year after restructuring. During the three and nine months ended September 30, 2015 and 2014 there were no commercial loans that met this criteria and were removed from TDR Loan classification.

The following table presents information about loans which were modified during the three and nine months ended September 30, 2015 and 2014 and as a result of this action became classified as TDR Loans:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Commercial loans:				
Construction and other real estate	**$ —**	$ —	**$ 4**	$ —
Business and corporate banking	**87**	5	**137**	16
Global banking	**—**	—	**13**	—
Other commercial	**—**	—	**—**	10
Total commercial	**87**	5	**154**	26
Consumer loans:				
Residential mortgages	**47**	38	**117**	117
Home equity mortgages	**1**	1	**2**	3
Credit cards	**1**	1	**3**	4
Total consumer	**49**	40	**122**	124
Total	**$ 136**	$ 45	**$ 276**	$ 150

The weighted-average contractual rate reduction for consumer loans which became classified as TDR Loans during the three and nine months ended September 30, 2015 was 1.62 percent and 1.76 percent, respectively, compared with 1.64 percent and 1.55 percent during the three and nine months ended September 30, 2014, respectively. The weighted-average contractual rate reduction for commercial loans was not significant in either the number of loans or rate.

The following table presents information about our TDR Loans and the related allowance for credit losses for TDR Loans:

	September 30, 2015		December 31, 2014	
	Carrying Value	**Unpaid Principal Balance**	**Carrying Value**	**Unpaid Principal Balance**
	(in millions)			
TDR Loans[1][2]:				
Commercial loans:				
Construction and other real estate	**$ 104**	**$ 115**	$ 186	$ 201
Business and corporate banking	**145**	**160**	24	51
Global banking	**21**	**22**	—	—
Total commercial	**270**	**297**	210	252
Consumer loans:				
Residential mortgages[3]	**1,055**	**1,226**	972	1,139
Home equity mortgages[3]	**22**	**49**	20	44
Credit cards	**5**	**5**	6	6
Total consumer	**1,082**	**1,280**	998	1,189
Total TDR Loans[4]	**$ 1,352**	**$ 1,577**	$ 1,208	$ 1,441
Allowance for credit losses for TDR Loans[5]:				
Commercial loans:				
Construction and other real estate	**$ —**		$ 4	
Business and corporate banking	**3**		5	
Global banking	**—**		—	
Total commercial	**3**		9	
Consumer loans:				
Residential mortgages	**38**		43	
Home equity mortgages	**1**		2	
Credit cards	**1**		2	
Total consumer	**40**		47	
Total allowance for credit losses for TDR Loans	**$ 43**		$ 56	

(1) TDR Loans are considered to be impaired loans. For consumer loans, all such loans are considered impaired loans regardless of accrual status. For commercial loans, impaired loans include other loans in addition to TDR Loans which totaled $62 million and $85 million at September 30, 2015 and December 31, 2014, respectively.

(2) The carrying value of TDR Loans includes basis adjustments on the loans, such as unearned income, unamortized deferred fees and costs on originated loans, partial charge-offs and premiums or discounts on purchased loans.

(3) At September 30, 2015 and December 31, 2014, the carrying value reflected above includes $858 million and $763 million, respectively, of loans that are recorded at the lower of amortized cost or fair value of the collateral less cost to sell.

(4) At September 30, 2015 and December 31, 2014, the carrying value reflected above includes $520 million and $485 million, respectively, of loans which are classified as nonaccrual.

(5) Included in the allowance for credit losses.

The following table presents information about average TDR Loans and interest income recognized on TDR Loans:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
		(in millions)		
Average balance of TDR Loans:				
Commercial loans:				
Construction and other real estate	**$ 112**	$ 202	**$ 147**	$ 233
Business and corporate banking	**106**	29	**70**	24
Global banking	**17**	—	**12**	13
Other commercial	**—**	—	**—**	9
Total commercial	**235**	231	**229**	279
Consumer loans:				
Residential mortgages	**1,037**	949	**1,004**	935
Home equity mortgages	**22**	19	**20**	19
Credit cards	**6**	8	**6**	8
Total consumer	**1,065**	976	**1,030**	962
Total average balance of TDR Loans	**$ 1,300**	$ 1,207	**$ 1,259**	$ 1,241
Interest income recognized on TDR Loans:				
Commercial loans:				
Construction and other real estate	**$ 1**	$ 2	**$ 3**	$ 9
Business and corporate banking	**1**	—	**2**	—
Total commercial	**2**	2	**5**	9
Consumer loans:				
Residential mortgages	**9**	9	**27**	26
Home equity mortgages	**—**	—	**1**	1
Total consumer	**9**	9	**28**	27
Total interest income recognized on TDR Loans	**$ 11**	$ 11	**$ 33**	$ 36

The following table presents loans which were classified as TDR Loans during the previous 12 months which for commercial loans became 90 days or greater contractually delinquent or for consumer loans became 60 days or greater contractually delinquent during the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
		(in millions)		
Commercial loans:				
Construction and other real estate	**$ —**	$ —	**$ 2**	$ 12
Business and corporate banking	**7**	—	**10**	—
Total commercial	**7**	—	**12**	12
Consumer loans:				
Residential mortgages	**6**	10	**23**	27
Home equity mortgages	**1**	—	**1**	—
Total consumer	**7**	10	**24**	27
Total	**$ 14**	$ 10	**$ 36**	$ 39

Impaired commercial loans The following table presents information about impaired commercial loans and the related impairment reserve for impaired commercial loans:

	Amount with Impairment Reserves[1]	Amount without Impairment Reserves[1]	Total Impaired Commercial Loans[1][2]	Impairment Reserve	Unpaid Principal Balance
			(in millions)		
At September 30, 2015					
Construction and other real estate	**$ 2**	**$ 114**	**$ 116**	**$ 1**	**$ 136**
Business and corporate banking	**59**	**130**	**189**	**14**	**226**
Global banking	**—**	**21**	**21**	**—**	**22**
Other commercial	**—**	**6**	**6**	**—**	**6**
Total commercial	**$ 61**	**$ 271**	**$ 332**	**$ 15**	**$ 390**
At December 31, 2014					
Construction and other real estate	$ 18	$ 179	$ 197	$ 5	$ 224
Business and corporate banking	72	18	90	24	122
Global banking	—	—	—	—	—
Other commercial	2	6	8	1	8
Total commercial	$ 92	$ 203	$ 295	$ 30	$ 354

(1) Reflects the carrying value of impaired commercial loans and includes basis adjustments on the loans, such as partial charge-offs, unamortized deferred fees and costs on originated loans and any premiums or discounts on purchased loans.

(2) Includes impaired commercial loans that are also considered TDR Loans which totaled $270 million and $210 million at September 30, 2015 and December 31, 2014, respectively.

The following table presents information about average impaired commercial loans and interest income recognized on impaired commercial loans:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(in millions)			
Average balance of impaired commercial loans:				
Construction and other real estate	**$ 124**	$ 208	**$ 161**	$ 252
Business and corporate banking	**139**	40	**116**	37
Global banking	**17**	—	**12**	16
Other commercial	**7**	10	**7**	21
Total average balance of impaired commercial loans	**$ 287**	$ 258	**$ 296**	$ 326
Interest income recognized on impaired commercial loans:				
Construction and other real estate	**$ 1**	$ 2	**$ 3**	$ 9
Business and corporate banking	**2**	—	**3**	—
Total interest income recognized on impaired commercial loans	**$ 3**	$ 2	**$ 6**	$ 9

Commercial Loan Credit Quality Indicators The following credit quality indicators are monitored for our commercial loan portfolio:

Criticized loans Criticized loan classifications are based on the risk rating standards of our regulator. Problem loans are assigned various criticized facility grades. We also assign obligor grades which are used under our allowance for credit losses methodology. The following facility grades are deemed to be criticized:

- *Special Mention* – generally includes loans that are protected by collateral and/or the credit worthiness of the customer, but are potentially weak based upon economic or market circumstances which, if not checked or corrected, could weaken our credit position at some future date.
- *Substandard* – includes loans that are inadequately protected by the underlying collateral and/or general credit worthiness of the customer. These loans present a distinct possibility that we will sustain some loss if the deficiencies are not corrected.
- *Doubtful* – includes loans that have all the weaknesses exhibited by substandard loans, with the added characteristic that the weaknesses make collection or liquidation in full of the recorded loan highly improbable. However, although the possibility of loss is extremely high, certain factors exist which may strengthen the credit at some future date, and therefore the decision to charge off the loan is deferred. Loans graded as doubtful are required to be placed in nonaccruing status.

The following table summarizes criticized commercial loans:

	Special Mention	Substandard	Doubtful	Total
		(in millions)		
At September 30, 2015				
Construction and other real estate	**$ 119**	**$ 193**	**$ —**	**$ 312**
Business and corporate banking	**1,031**	**578**	**16**	**1,625**
Global banking	**2,424**	**634**	**—**	**3,058**
Other commercial	**2**	**6**	**—**	**8**
Total commercial	**$ 3,576**	**$ 1,411**	**$ 16**	**$ 5,003**
At December 31, 2014				
Construction and other real estate	$ 310	$ 230	$ 7	$ 547
Business and corporate banking	1,001	238	22	1,261
Global banking	1,770	202	—	1,972
Other commercial	1	6	—	7
Total commercial	$ 3,082	$ 676	$ 29	$ 3,787

Nonperforming The following table summarizes the status of our commercial loan portfolio, excluding loans held for sale:

	Performing Loans	Nonaccrual Loans	Accruing Loans Contractually Past Due 90 days or More	Total
		(in millions)		
At September 30, 2015				
Construction and other real estate	**$ 12,047**	**$ 49**	**$ —**	**$ 12,096**
Business and corporate banking	**19,439**	**74**	**1**	**19,514**
Global banking	**29,787**	**21**	**—**	**29,808**
Other commercial	**3,334**	**—**	**—**	**3,334**
Total commercial	**$ 64,607**	**$ 144**	**$ 1**	**$ 64,752**
At December 31, 2014				
Construction and other real estate	$ 10,235	$ 65	$ —	$ 10,300
Business and corporate banking	17,744	74	1	17,819
Global banking	26,387	—	—	26,387
Other commercial	3,581	—	—	3,581
Total commercial	$ 57,947	$ 139	$ 1	$ 58,087

Credit risk profile The following table shows the credit risk profile of our commercial loan portfolio:

	Investment Grade[1]	Non-Investment Grade	Total
		(in millions)	
At September 30, 2015			
Construction and other real estate	**$ 9,674**	**$ 2,422**	**$ 12,096**
Business and corporate banking	**10,896**	**8,618**	**19,514**
Global banking	**23,632**	**6,176**	**29,808**
Other commercial	**1,851**	**1,483**	**3,334**
Total commercial	**$ 46,053**	**$ 18,699**	**$ 64,752**
At December 31, 2014			
Construction and other real estate	$ 7,820	$ 2,480	$ 10,300
Business and corporate banking	8,835	8,984	17,819
Global banking	23,400	2,987	26,387
Other commercial	1,873	1,708	3,581
Total commercial	$ 41,928	$ 16,159	$ 58,087

(1) Investment grade includes commercial loans with credit ratings of at least BBB- or above or the equivalent based on our internal credit rating system.

Consumer Loan Credit Quality Indicators The following credit quality indicators are utilized for our consumer loan portfolio:

Delinquency The following table summarizes dollars of two-months-and-over contractual delinquency and as a percent of total loans and loans held for sale ("delinquency ratio") for our consumer loan portfolio:

	September 30, 2015		December 31, 2014	
	Delinquent Loans	Delinquency Ratio	Delinquent Loans	Delinquency Ratio
		(dollars are in millions)		
Residential mortgages[1][2]	**$ 868**	**4.97%**	$ 1,013	6.07%
Home equity mortgages[1][2]	**54**	**3.29**	62	3.48
Credit cards	**13**	**1.91**	14	1.94
Other consumer	**13**	**2.64**	14	2.52
Total consumer	**$ 948**	**4.67%**	$ 1,103	5.59%

(1) At September 30, 2015 and December 31, 2014, consumer mortgage loan delinquency includes $794 million and $936 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less cost to sell.

(2) At September 30, 2015 and December 31, 2014, consumer mortgage loans include $598 million and $658 million, respectively, of loans that were in the process of foreclosure.

Nonperforming The following table summarizes the status of our consumer loan portfolio, excluding loans held for sale:

	Performing Loans	Nonaccrual Loans	Accruing Loans Contractually Past Due 90 days or More	Total
		(in millions)		
At September 30, 2015				
Residential mortgages	**$ 16,670**	**$ 790**	**$ —**	**$ 17,460**
Home equity mortgages	**1,572**	**67**	**—**	**1,639**
Credit cards	**673**	**—**	**9**	**682**
Other consumer	**399**	**—**	**10**	**409**
Total consumer	**$ 19,314**	**$ 857**	**$ 19**	**$ 20,190**
At December 31, 2014				
Residential mortgages	$ 15,814	$ 847	$ —	$ 16,661
Home equity mortgages	1,716	68	—	1,784
Credit cards	710	—	10	720
Other consumer	479	—	10	489
Total consumer	$ 18,719	$ 915	$ 20	$ 19,654

Troubled debt restructurings See discussion of impaired loans above for further details on this credit quality indicator.

Concentration of Credit Risk At September 30, 2015 and December 31, 2014, our loan portfolio included interest-only residential mortgage loans totaling $3,640 million and $3,531 million, respectively. An interest-only residential mortgage loan allows a customer to pay the interest-only portion of the monthly payment for a period of time which results in lower payments during the initial loan period. However, subsequent events affecting a customer's financial position could affect the ability of customers to repay the loan in the future when the principal payments are required which increases the credit risk of this loan type.

5. Allowance for Credit Losses

The following table summarizes the changes in the allowance for credit losses by product and the related loan balance by product during the three and nine months ended September 30, 2015 and 2014:

	Commercial				Consumer				
	Construction and Other Real Estate	Business and Corporate Banking	Global Banking	Other Comm'l	Residential Mortgages	Home Equity Mortgages	Credit Card	Other Consumer	Total
					(in millions)				
Three Months Ended September 30, 2015									
Allowance for credit losses – beginning of period	**$ 89**	**$ 260**	**$ 130**	**$ 18**	**$ 83**	**$ 27**	**$ 33**	**$ 8**	**$ 648**
Provision charged (credited) to income	**(3)**	**32**	**16**	**(1)**	**(3)**	**(2)**	**7**	**1**	**47**
Charge offs	**—**	**(11)**	**—**	**—**	**(3)**	**(1)**	**(8)**	**(1)**	**(24)**
Recoveries	**1**	**2**	**—**	**—**	**2**	**1**	**1**	**—**	**7**
Net (charge offs) recoveries	**1**	**(9)**	**—**	**—**	**(1)**	**—**	**(7)**	**(1)**	**(17)**
Allowance for credit losses – end of period	**$ 87**	**$ 283**	**$ 146**	**$ 17**	**$ 79**	**$ 25**	**$ 33**	**$ 8**	**$ 678**
Three Months Ended September 30, 2014									
Allowance for credit losses – beginning of period	$ 94	$ 180	$ 96	$ 13	$ 149	$ 42	$ 39	$ 11	$ 624
Provision charged (credited) to income	(9)	36	—	1	(11)	(5)	9	2	23
Charge offs	—	(5)	—	—	(9)	(3)	(10)	(2)	(29)
Recoveries	1	2	—	3	3	2	2	—	13
Net (charge offs) recoveries	1	(3)	—	3	(6)	(1)	(8)	(2)	(16)
Allowance for credit losses – end of period	$ 86	$ 213	$ 96	$ 17	$ 132	$ 36	$ 40	$ 11	$ 631
Nine Months Ended September 30, 2015									
Allowance for credit losses – beginning of period	**$ 89**	**$ 275**	**$ 107**	**$ 21**	**$ 107**	**$ 32**	**$ 39**	**$ 10**	**$ 680**
Provision charged (credited) to income	**(4)**	**54**	**39**	**(3)**	**(9)**	**(4)**	**14**	**7**	**$ 94**
Charge offs	**(2)**	**(55)**	**—**	**(1)**	**(27)**	**(6)**	**(24)**	**(11)**	**(126)**
Recoveries	**4**	**9**	**—**	**—**	**8**	**3**	**4**	**2**	**30**
Net (charge offs) recoveries	**2**	**(46)**	**—**	**(1)**	**(19)**	**(3)**	**(20)**	**(9)**	**(96)**
Allowance for credit losses – end of period	**$ 87**	**$ 283**	**$ 146**	**$ 17**	**$ 79**	**$ 25**	**$ 33**	**$ 8**	**$ 678**
Ending balance: collectively evaluated for impairment	**$ 86**	**$ 269**	**$ 146**	**$ 17**	**$ 41**	**$ 24**	**$ 32**	**$ 8**	**$ 623**
Ending balance: individually evaluated for impairment	**1**	**14**	**—**	**—**	**38**	**1**	**1**	**—**	**55**
Total allowance for credit losses	**$ 87**	**$ 283**	**$ 146**	**$ 17**	**$ 79**	**$ 25**	**$ 33**	**$ 8**	**$ 678**
Loans:									
Collectively evaluated for impairment[1]	**$ 11,980**	**$ 19,325**	**$29,787**	**$ 3,328**	**$ 15,801**	**$ 1,561**	**$ 677**	**$ 409**	**$ 82,868**
Individually evaluated for impairment[2]	**116**	**189**	**21**	**6**	**214**	**5**	**5**	**—**	**556**
Loans carried at lower of amortized cost or fair value less cost to sell	**—**	**—**	**—**	**—**	**1,445**	**73**	**—**	**—**	**1,518**
Total loans	**$ 12,096**	**$ 19,514**	**$29,808**	**$ 3,334**	**$ 17,460**	**$ 1,639**	**$ 682**	**$ 409**	**$ 84,942**

	Commercial				Consumer				
	Construction and Other Real Estate	Business and Corporate Banking	Global Banking	Other Comm'l	Residential Mortgages	Home Equity Mortgages	Credit Card	Other Consumer	Total
	(in millions)								
Nine Months Ended September 30, 2014									
Allowance for credit losses – beginning of period	$ 108	$ 112	$ 68	$ 20	$ 186	$ 49	$ 50	$ 13	$ 606
Provision charged (credited) to income	(1)	111	36	(12)	(20)	(11)	18	3	124
Charge offs	(24)	(16)	(8)	—	(45)	(11)	(33)	(7)	(144)
Recoveries	3	6	—	9	11	9	5	2	45
Net (charge offs) recoveries	(21)	(10)	(8)	9	(34)	(2)	(28)	(5)	(99)
Allowance for credit losses – end of period	$ 86	$ 213	$ 96	$ 17	$ 132	$ 36	$ 40	$ 11	$ 631
Ending balance: collectively evaluated for impairment	$ 84	$ 206	$ 96	$ 16	$ 81	$ 34	$ 38	$ 11	$ 566
Ending balance: individually evaluated for impairment	2	7	—	1	51	2	2	—	65
Total allowance for credit losses	$ 86	$ 213	$ 96	$ 17	$ 132	$ 36	$ 40	$ 11	$ 631
Loans:									
Collectively evaluated for impairment[(1)]	$ 9,459	$ 17,318	$24,001	$ 3,035	$ 14,662	$ 1,753	$ 679	$ 465	$ 71,372
Individually evaluated for impairment[(2)]	202	37	—	10	224	5	7	—	485
Loans carried at lower of amortized cost or fair value less cost to sell	—	—	—	—	1,516	66	—	—	1,582
Total loans	$ 9,661	$ 17,355	$24,001	$ 3,045	$ 16,402	$ 1,824	$ 686	$ 465	$ 73,439

(1) Global Banking includes loans to HSBC affiliates totaling $5,447 million and $4,821 million at September 30, 2015 and December 31, 2014, respectively, for which we do not carry an associated allowance for credit losses.

(2) For consumer loans and certain small business loans, these amounts represent TDR Loans for which we evaluate reserves using a discounted cash flow methodology. Each loan is individually identified as a TDR Loan and then grouped together with other TDR Loans with similar characteristics. The discounted cash flow analysis is then applied to these groups of TDR Loans. Loans individually evaluated for impairment exclude TDR loans that are carried at the lower of amortized cost or fair value of the collateral less cost to sell which totaled $858 million and $741 million at September 30, 2015 and 2014, respectively.

6. Loans Held for Sale

Loans held for sale consisted of the following:

	September 30, 2015	December 31, 2014
	(in millions)	
Commercial loans	**$ 269**	$ 528
Consumer loans:		
Residential mortgages	**16**	18
Other consumer	**83**	66
Total consumer	**99**	84
Total loans held for sale	**$ 368**	$ 612

We originate commercial loans in connection with our participation in a number of syndicated credit facilities with the intent of selling the loans to unaffiliated third parties. We also purchase commercial loans from the secondary market and hold the loans as hedges against our exposure to certain total return swaps. The commercial loans under these programs are classified as commercial loans held for sale and we have elected to designate these loans under the fair value option. The fair value of these commercial loans held for sale was $175 million and $384 million at September 30, 2015 and December 31, 2014, respectively. See Note 10, "Fair Value Option," for additional information.

Commercial loans held for sale also included $27 million and $44 million of global banking loans at September 30, 2015 and December 31, 2014, respectively, as well as commercial real estate loans totaling $67 million and $100 million at September 30, 2015 and December 31, 2014, respectively.

We sell all our agency eligible residential mortgage loan originations servicing released directly to PHH Mortgage Corporation ("PHH Mortgage"). Gains and losses from the sale of residential mortgage loans are reflected as a component of residential mortgage banking revenue in the accompanying consolidated statement of income. Also included in residential mortgage loans held for sale are subprime residential mortgage loans with a fair value of $3 million and $4 million at September 30, 2015 and December 31, 2014, respectively which were acquired from unaffiliated third parties and from HSBC Finance Corporation ("HSBC Finance") with the intent of securitizing or selling the loans to third parties.

Loans held for sale are subject to market risk, liquidity risk and interest rate risk, in that their value will fluctuate as a result of changes in market conditions, as well as the credit environment. PHH Mortgage is obligated to purchase agency eligible loans from us as of the earlier of when the customer locks the mortgage loan pricing or when the mortgage loan application is approved. As such, we retain none of the risk of market changes in mortgage rates for these loans.

Other consumer loans held for sale reflects student loans which we no longer originate.

Excluding the commercial loans designated under fair value option discussed above, loans held for sale are recorded at the lower of amortized cost or fair value, with adjustments to fair value being recorded as a valuation allowance. The valuation allowance on consumer loans held for sale was $14 million and $15 million at September 30, 2015 and December 31, 2014, respectively. The valuation allowance on commercial loans held for sale was $21 million and $5 million at September 30, 2015 and December 31, 2014, respectively.

7. *Intangible Assets*

Intangible assets consisted of the following:

	September 30, 2015	December 31, 2014
	(in millions)	
Mortgage servicing rights	**$ 130**	$ 159
Purchased credit card relationships	**42**	47
Total intangible assets	**$ 172**	$ 206

Mortgage Servicing Rights ("MSRs") A servicing asset is a contract under which estimated future revenues from contractually specified cash flows, such as servicing fees and other ancillary revenues, are expected to exceed the obligation to service the financial assets. We recognize the right to service mortgage loans as a separate and distinct asset at the time they are acquired or when originated loans are sold.

MSRs are subject to credit, prepayment and interest rate risk, in that their value will fluctuate as a result of changes in these economic variables. Interest rate risk is mitigated through an economic hedging program that uses securities and derivatives to offset changes in the fair value of MSRs. Since the hedging program involves trading activity, risk is quantified and managed using a number of risk assessment techniques.

MSRs are initially measured at fair value at the time that the related loans are sold and remeasured at fair value at each reporting date. Changes in fair value of MSRs are reflected in residential mortgage banking revenue in the period in which the changes occur. Fair value is determined based upon the application of valuation models and other inputs. The valuation models incorporate assumptions market participants would use in estimating future cash flows. The reasonableness of these valuation models is periodically validated by reference to external independent broker valuations and industry surveys.

The following table summarizes the critical assumptions used to calculate the fair value of MSRs:

	September 30, 2015	December 31, 2014
Annualized constant prepayment rate ("CPR")	**16.5%**	15.9%
Constant discount rate	**13.5%**	14.1%
Weighted average life (in years)	**4.0**	4.1

The following table summarizes MSRs activity:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Fair value of MSRs:				
Beginning balance	**$ 158**	$ 186	**$ 159**	$ 227
Changes in fair value due to changes in valuation model inputs or assumptions	**(21)**	2	**(13)**	(22)
Reductions related to customer payments	**(7)**	(6)	**(16)**	(23)
Ending balance	**$ 130**	$ 182	**$ 130**	$ 182

The outstanding principal balance of serviced for others mortgages, which are not included in the consolidated balance sheet, totaled $20,266 million and $23,101 million at September 30, 2015 and December 31, 2014, respectively.

Servicing fees collected are included in residential mortgage banking revenue and totaled $13 million and $43 million during the three and nine months ended September 30, 2015, respectively, compared with $17 million and $52 million during the three and nine months ended September 30, 2014, respectively.

During 2013, we completed the conversion of our mortgage processing and servicing operations to PHH Mortgage. Under the terms of the agreement, PHH Mortgage provides us with mortgage origination processing services as well as the sub-servicing of our portfolio of owned and serviced for others mortgages with an outstanding principal balance of $38,786 million and $40,889 million at September 30, 2015 and December 31, 2014, respectively. Although we continue to own both the mortgages on our balance sheet and the mortgage servicing rights associated with the serviced loans at the time of conversion, we now sell our agency eligible originations to PHH Mortgage on a servicing released basis which results in no new mortgage servicing rights being recognized.

Purchased credit card relationships In 2012, we purchased from HSBC Finance the account relationships associated with $746 million of credit card receivables which were not included in the sale to Capital One Financial Corporation at a fair value of $108 million. Approximately $43 million of this value was associated with the credit card receivables sold to First Niagara Bank, National Association and was written off at the time of sale. The remaining $65 million was included in intangible assets and is being amortized over the estimated useful life of the credit card relationships which is ten years.

8. Goodwill

Goodwill was $1,612 million at both September 30, 2015 and December 31, 2014. Included in goodwill for these periods were accumulated impairment losses of $670 million.

During the third quarter of 2015, we completed our annual impairment test of goodwill and determined that the fair value of all of our reporting units exceeded their carrying amounts, with the book value of each reporting unit, including allocated goodwill, being 72 percent or less of fair value.

9. Derivative Financial Instruments

In the normal course of business, the derivative instruments entered into are for trading, market making and risk management purposes. For financial reporting purposes, derivative instruments are designated in one of the following categories: (a) financial instruments held for trading, (b) hedging instruments designated as qualifying hedges under derivative and hedge accounting principles or (c) non-qualifying economic hedges. The derivative instruments held are predominantly swaps, futures, options and forward contracts. All derivatives are stated at fair value. Where we enter into enforceable master netting agreements with counterparties, the master netting agreements permit us to net those derivative asset and liability positions and to offset cash collateral held and posted with the same counterparty.

The following table presents the fair value of derivative contracts by major product type on a gross basis. Gross fair values exclude the effects of both counterparty netting as well as collateral, and therefore are not representative of our exposure. The table below presents the amounts of counterparty netting and cash collateral that have been offset in the consolidated balance sheet, as well as cash and securities collateral posted and received under enforceable master netting agreements that do not meet the criteria for netting. Derivative assets and liabilities which are not subject to an enforceable master netting agreement, or are subject to a netting agreement where an appropriate legal opinion to determine such agreements are enforceable has not been either sought or obtained, have not been netted in the table below. Where we have received or posted collateral under netting agreements where an appropriate

legal opinion to determine such agreements are enforceable has not been either sought or obtained, the related collateral also has not been netted in the table below.

	September 30, 2015		December 31, 2014	
	Derivative assets	Derivative liabilities	Derivative assets	Derivative liabilities
	(in millions)			
Derivatives accounted for as fair value hedges[1]				
OTC-cleared[2]	**$ 33**	**$ 353**	$ 1	$ 206
Bilateral OTC[2]	**2**	**287**	4	268
Interest rate contracts	**35**	**640**	5	474
Derivatives accounted for as cash flow hedges[1]				
Foreign exchange contracts - bilateral OTC[2]	**100**	**—**	45	—
OTC-cleared[2]	**6**	**9**	8	6
Bilateral OTC[2]	**1**	**160**	—	161
Interest rate contracts	**7**	**169**	8	167
Total derivatives accounted for as hedges	**142**	**809**	58	641
Trading derivatives not accounted for as hedges[3]				
Exchange-traded[2]	**52**	**66**	46	43
OTC-cleared[2]	**24,067**	**23,155**	16,862	17,557
Bilateral OTC[2]	**23,276**	**24,136**	28,370	28,398
Interest rate contracts	**47,395**	**47,357**	45,278	45,998
Exchange-traded[2]	**—**	**38**	—	13
Bilateral OTC[2]	**25,621**	**23,594**	22,219	20,826
Foreign exchange contracts	**25,621**	**23,632**	22,219	20,839
Equity contracts - bilateral OTC[2]	**1,549**	**1,547**	1,635	1,632
Exchange-traded[2]	**31**	**39**	59	18
Bilateral OTC[2]	**985**	**477**	1,013	591
Precious metals contracts	**1,016**	**516**	1,072	609
OTC-cleared[2]	**926**	**1,194**	604	730
Bilateral OTC[2]	**3,696**	**3,408**	3,518	3,288
Credit contracts	**4,622**	**4,602**	4,122	4,018
Other derivatives not accounted for as hedges[1]				
Interest rate contracts - bilateral OTC[2]	**816**	**101**	768	88
Foreign exchange contracts - bilateral OTC[2]	**—**	**102**	—	44
Equity contracts - bilateral OTC[2]	**337**	**553**	757	167
Precious metals contracts - bilateral OTC[2]	**—**	**2**	—	5
Credit contracts - bilateral OTC[2]	**149**	**7**	73	9
Total derivatives	**81,647**	**79,228**	75,982	74,050
Less: Gross amounts of receivable / payable subject to enforceable master netting agreements[4][6]	**70,354**	**70,354**	63,913	63,913
Less: Gross amounts of cash collateral received / posted subject to enforceable master netting agreements[5][6]	**5,714**	**1,681**	4,811	1,724
Net amounts of derivative assets / liabilities presented in the balance sheet	**5,579**	**7,193**	7,258	8,413
Less: Gross amounts of financial instrument collateral received / posted subject to enforceable master netting agreements but not offset in the consolidated balance sheet	**1,008**	**3,043**	1,837	4,398
Net amounts of derivative assets / liabilities	**$ 4,571**	**$ 4,150**	$ 5,421	$ 4,015

(1) Derivative assets / liabilities related to cash flow hedges, fair value hedges and derivative instruments held for purposes other than for trading are recorded in other assets / interest, taxes and other liabilities on the consolidated balance sheet.

(2) Over-the-counter (OTC) derivatives include derivatives executed and settled bilaterally with counterparties without the use of an organized exchange or central clearing house. The credit risk associated with bilateral OTC derivatives is managed through master netting agreements and obtaining collateral. OTC-cleared derivatives are executed bilaterally in the OTC market but then novated to a central clearing counterparty, whereby the central clearing counterparty becomes the counterparty to both of the original counterparties. Exchange traded derivatives are executed directly on an organized exchange that provides pre-trade price transparency. Credit risk is minimized for OTC-cleared derivatives and exchange traded derivatives through daily margining required by central clearing counterparties.

(3) Trading related derivative assets/liabilities are recorded in trading assets/trading liabilities on the consolidated balance sheet.

(4) Represents the netting of derivative receivable and payable balances for the same counterparty under enforceable netting agreements.

(5) Represents the netting of cash collateral posted and received by counterparty under enforceable netting agreements.

(6) Netting is performed at a counterparty level in cases where enforceable master netting agreements are in place, regardless of the type of derivative instrument. Therefore, we have not attempted to allocate netting to the different types of derivative instruments shown in the table above.

See Note 17, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," for further information on offsetting related to resale and repurchase agreements and securities borrowing and lending arrangements.

Derivatives Held for Risk Management Purposes Our risk management policy requires us to identify, analyze and manage risks arising from the activities conducted during the normal course of business. We use derivative instruments as an asset and liability management tool to manage our exposures in interest rate, foreign currency and credit risks in existing assets and liabilities, commitments and forecasted transactions. The accounting for changes in fair value of a derivative instrument will depend on whether the derivative has been designated and qualifies for hedge accounting.

We designate derivative instruments to offset the fair value risk and cash flow risk arising from fixed-rate and floating-rate assets and liabilities as well as forecasted transactions. We assess the hedging relationships, both at the inception of the hedge and on an ongoing basis, using a regression approach to determine whether the designated hedging instrument is highly effective in offsetting changes in the fair value or the cash flows attributable to the hedged risk. Accounting principles for qualifying hedges require us to prepare detailed documentation describing the relationship between the hedging instrument and the hedged item, including, but not limited to, the risk management objective, the hedging strategy and the methods to assess and measure the ineffectiveness of the hedging relationship. We discontinue hedge accounting when we determine that the hedge is no longer highly effective, the hedging instrument is terminated, sold or expired, the designated forecasted transaction is not probable of occurring, or when the designation is removed by us.

Fair Value Hedges In the normal course of business, we hold fixed-rate loans and securities and issue fixed-rate senior and subordinated debt obligations. The fair value of fixed-rate (U.S. dollar and non-U.S. dollar denominated) assets and liabilities fluctuates in response to changes in interest rates or foreign currency exchange rates. We utilize interest rate swaps, forward and futures contracts and foreign currency swaps to minimize the effect on earnings caused by interest rate and foreign currency volatility. The changes in the fair value of the hedged item designated in a qualifying hedge are captured as an adjustment to the carrying amount of the hedged item (basis adjustment). If the hedging relationship is terminated and the hedged item continues to exist, the basis adjustment is amortized over the remaining life of the hedged item.

We recorded basis adjustments for active fair value hedges which increased the carrying amount of our debt by $25 million and $13 million during the three and nine months ended September 30, 2015, respectively, compared with increases of $0 million and less than $1 million during the three and nine months ended September 30, 2014. We amortized $2 million and $5 million of basis adjustments related to terminated and/or re-designated fair value hedge relationships of our debt during the three and nine months ended September 30, 2015, respectively, compared with $1 million and $6 million during the three and nine months ended September 30, 2014. The total accumulated unamortized basis adjustments amounted to increases in the carrying amount of our debt of $29 million and $21 million as of September 30, 2015 and December 31, 2014, respectively.

Basis adjustments for active fair value hedges of available-for-sale ("AFS") securities increased the carrying amount of the securities by $412 million and $234 million during the three and nine months ended September 30, 2015, respectively, compared with a decrease of $21 million and an increase of $317 million during the three and nine months ended September 30, 2014. The total accumulated unamortized basis adjustments for active fair value hedges of AFS securities amounted to increases in the carrying amount of the securities of $628 million and $458 million as of September 30, 2015 and December 31, 2014, respectively.

The following table presents information on gains and losses on derivative instruments designated and qualifying as hedging instruments in fair value hedges and the hedged items in fair value hedges and their location on the consolidated statement of income:

	Gain (Loss) on Derivative		Gain (Loss) on Hedged Items		Net Ineffective Gain (Loss) Recognized
	Interest Income (Expense)	Other Income	Interest Income (Expense)	Other Income	Other Income
			(in millions)		
Three Months Ended September 30, 2015					
Interest rate contracts/AFS Securities	**$ (51)**	**$ (434)**	**$ 92**	**$ 414**	**$ (20)**
Interest rate contracts/subordinated debt	**7**	**27**	**(22)**	**(25)**	**2**
Total	**$ (44)**	**$ (407)**	**$ 70**	**$ 389**	**$ (18)**
Three Months Ended September 30, 2014					
Interest rate contracts/AFS Securities	$ (61)	$ 10	$ 90	$ (10)	$ —
Interest rate contracts/subordinated debt	2	—	—	—	—
Total	$ (59)	$ 10	$ 90	$ (10)	$ —
Nine Months Ended September 30, 2015					
Interest rate contracts/AFS Securities	**$ (154)**	**$ (229)**	**$ 273**	**$ 217**	**$ (12)**
Interest rate contracts/subordinated debt	**16**	**15**	**(55)**	**(13)**	**2**
Total	**$ (138)**	**$ (214)**	**$ 218**	**$ 204**	**$ (10)**
Nine Months Ended September 30, 2014					
Interest rate contracts/AFS Securities	$ (188)	$ (396)	$ 289	$ 391	$ (5)
Interest rate contracts/subordinated debt	7	(1)	(16)	1	—
Total	$ (181)	$ (397)	$ 273	$ 392	$ (5)

Cash Flow Hedges We own or issue floating rate financial instruments and enter into forecasted transactions that give rise to variability in future cash flows. As a part of our risk management strategy, we use interest rate swaps, currency swaps and futures contracts to mitigate risk associated with variability in the cash flows. Changes in fair value of a derivative instrument associated with the effective portion of a qualifying cash flow hedge are recognized initially in other comprehensive income (loss). When the cash flows for which the derivative is hedging materialize and are recorded in income or expense, the associated gain or loss from the hedging derivative previously recorded in accumulated other comprehensive income (loss) is reclassified into earnings in the same accounting period in which the designated forecasted transaction or hedged item affects earnings. If a cash flow hedge of a forecasted transaction is de-designated because it is no longer highly effective, or if the hedge relationship is terminated, the cumulative gain or loss on the hedging derivative to that date will continue to be reported in accumulated other comprehensive income (loss) unless it is probable that the hedged forecasted transaction will not occur by the end of the originally specified time period as documented at the inception of the hedge, at which time the cumulative gain or loss is released into earnings.

As of September 30, 2015 and December 31, 2014, active cash flow hedge relationships extend or mature through July 2036. During the three and nine months ended September 30, 2015, respectively, $3 million and $8 million of losses related to terminated and/or re-designated cash flow hedge relationships were amortized to earnings from AOCI compared with losses of $2 million and $4 million during the three and nine months ended September 30, 2014. During the next twelve months, we expect to amortize $19 million of remaining losses to earnings resulting from these terminated and/or re-designated cash flow hedges. The interest accrual related to the derivative contract is recognized in interest income.

The following table presents information on gains and losses on derivative instruments designated and qualifying as hedging instruments in cash flow hedges (including amounts recognized in AOCI from all terminated cash flow hedges) and their locations on the consolidated statement of income:

	Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)		Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Reclassed From AOCI into Income (Effective Portion)		Location of Gain (Loss) Recognized in Income on the Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Gain (Loss) Recognized in Income on the Derivative (Ineffective Portion)	
	2015	2014		2015	2014		2015	2014
				(in millions)				
Three Months Ended September 30,								
Foreign exchange contracts	**$ (2)**	$ 1	Interest income (expense)	**$ —**	$ —	Other income	**$ —**	$ —
Interest rate contracts	**(51)**	(11)	Interest income (expense)	**(3)**	(2)	Other income	**—**	—
Total	**$ (53)**	$ (10)		**$ (3)**	$ (2)		**$ —**	$ —
Nine Months Ended September 30,								
Foreign exchange contracts	**$ (1)**	$ 2	Interest income (expense)	**$ —**	$ —	Other income	**$ —**	$ —
Interest rate contracts	**(36)**	(72)	Interest income (expense)	**(8)**	(4)	Other income	**—**	—
Total	**$ (37)**	$ (70)		**$ (8)**	$ (4)		**$ —**	$ —

Trading Derivatives and Non-Qualifying Hedging Activities In addition to risk management, we enter into derivative instruments, including buy- and sell-protection credit derivatives, for trading and market making purposes, to repackage risks and structure trades to facilitate clients' needs for various risk taking and risk modification purposes. We manage our risk exposure by entering into offsetting derivatives with other financial institutions to mitigate the market risks, in part or in full, arising from our trading activities with our clients. In addition, we also enter into buy-protection credit derivatives with other market participants to manage our counterparty credit risk exposure. Where we enter into derivatives for trading purposes, realized and unrealized gains and losses are recognized in trading revenue or residential mortgage banking revenue. Credit losses arising from counterparty risk on over-the-counter derivative instruments and offsetting buy protection credit derivative positions are recognized as an adjustment to the fair value of the derivatives and are recorded in trading revenue.

Our non-qualifying hedging activities include:

- Derivative contracts related to the fixed-rate long-term debt issuances and hybrid instruments, including all structured notes and structured deposits, for which we have elected fair value option accounting. These derivative contracts are non-qualifying hedges but are considered economic hedges.
- Credit default swaps which are designated as economic hedges against the credit risks within our loan portfolio. In the event of an impairment loss occurring in a loan that is economically hedged, the impairment loss is recognized as provision for credit losses while the gain on the credit default swap is recorded as other income.
- Forward purchase or sale of to-be-announced ("TBA") securities designated to economically hedge mortgage servicing rights. Changes in the fair value of TBA positions, which are considered derivatives, are recorded in residential mortgage banking revenue.

Derivative instruments designated as economic hedges that do not qualify for hedge accounting are recorded at fair value through profit and loss. Realized and unrealized gains and losses are recognized in gain (loss) on instruments designated at fair value and related derivatives, other income or residential mortgage banking revenue while the derivative asset or liability positions are reflected as other assets or other liabilities.

The following table presents information on gains and losses on derivative instruments held for trading purposes and their locations on the consolidated statement of income:

	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
		(in millions)			
Interest rate contracts	Trading revenue	**$ 260**	$ 215	**$ 801**	$ 183
Interest rate contracts	Residential mortgage banking revenue	**28**	(2)	**34**	33
Foreign exchange contracts	Trading revenue	**(372)**	(182)	**(521)**	(99)
Equity contracts	Trading revenue	**(3)**	—	**—**	—
Precious metals contracts	Trading revenue	**25**	36	**44**	54
Credit contracts	Trading revenue	**(23)**	(76)	**(40)**	(191)
Total		**$ (85)**	$ (9)	**$ 318**	$ (20)

The following table presents information on gains and losses on derivative instruments held for non-qualifying hedging activities and their locations on the consolidated statement of income:

	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
		(in millions)			
Interest rate contracts	Gain (loss) on instruments designated at fair value and related derivatives	**$ 164**	$ 42	**$ 131**	$ 269
Interest rate contracts	Residential mortgage banking revenue	**(1)**	—	**—**	—
Foreign exchange contracts	Gain (loss) on instruments designated at fair value and related derivatives	**(18)**	5	**(13)**	18
Equity contracts	Gain (loss) on instruments designated at fair value and related derivatives	**(533)**	(67)	**(401)**	272
Precious metals contracts	Gain (loss) on instruments designated at fair value and related derivatives	**(1)**	(12)	**—**	12
Credit contracts	Gain (loss) on instruments designated at fair value and related derivatives	**—**	(1)	**(3)**	—
Credit contracts	Other income	**92**	3	**69**	(8)
Total		**$ (297)**	$ (30)	**$ (217)**	$ 563

Credit-Risk Related Contingent Features We enter into total return swap, interest rate swap, cross-currency swap and credit default swap contracts, amongst others which contain provisions that require us to maintain a specific credit rating from each of the major credit rating agencies. Sometimes the derivative instrument transactions are a part of broader structured product transactions. If HSBC Bank USA, National Association's ("HSBC Bank USA") credit ratings were to fall below the current ratings, the counterparties to our derivative instruments could demand us to post additional collateral. The amount of additional collateral required to be posted will depend on whether HSBC Bank USA is downgraded by one or more notches. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position as of September 30, 2015 was $6,961 million, for which we had posted collateral of $5,866 million. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position as of December 31, 2014 was $7,006 million, for which we had posted collateral of $6,136 million. Substantially all of the collateral posted is in the form of cash or securities available-for-sale. See Note 17, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," for further details.

The following tables summarize our obligation to post additional collateral (from the current collateral level) in certain hypothetical commercially reasonable downgrade scenarios of our long term ratings. It is not appropriate to accumulate or extrapolate information presented in the tables below to determine our total obligation because the information presented to determine the obligation in hypothetical rating scenarios is not mutually exclusive.

	Single-notch downgrade	Two-notch downgrade
Moody's	**Aa3**	**A1**
	(in millions)	
Amount of additional collateral to be posted upon downgrade	$ —	$ 95

	Single-notch downgrade	Two-notch downgrade
Standard & Poor's ("S&P")	**A+**	**A**
	(in millions)	
Amount of additional collateral to be posted upon downgrade	$ 95	$ 142

Notional Value of Derivative Contracts The following table summarizes the notional values of derivative contracts:

	September 30, 2015	December 31, 2014
	(in millions)	
Interest rate:		
Futures and forwards	**$ 156,332**	$ 87,406
Swaps	**2,722,290**	3,096,382
Options written	**84,752**	70,903
Options purchased	**92,306**	83,524
	3,055,680	3,338,215
Foreign exchange:		
Swaps, futures and forwards	**931,756**	866,835
Options written	**96,815**	117,088
Options purchased	**93,521**	118,350
Spot	**69,689**	58,700
	1,191,781	1,160,973
Commodities, equities and precious metals:		
Swaps, futures and forwards	**39,102**	48,263
Options written	**16,223**	18,015
Options purchased	**29,812**	23,452
	85,137	89,730
Credit derivatives	**209,944**	240,737
Total	**$ 4,542,542**	$ 4,829,655

10. Fair Value Option

We report our results to HSBC in accordance with HSBC Group accounting and reporting policies ("Group Reporting Basis"), which apply International Financial Reporting Standards ("IFRS"). We typically have elected to apply fair value option ("FVO") accounting to selected financial instruments to align the measurement attributes of those instruments under U.S. GAAP and the Group Reporting Basis and to simplify the accounting model applied to those financial instruments. We elected to apply FVO accounting to certain commercial loans held for sale, certain securities sold under repurchase agreements, certain fixed-rate long-term debt issuances and hybrid instruments which include all structured notes and structured deposits. Changes in fair value for these assets and liabilities are reported as gain (loss) on instruments designated at fair value and related derivatives in the consolidated statement of income.

Loans We elected to apply FVO accounting to certain commercial syndicated loans which are originated with the intent to sell and certain commercial loans that we purchased from the secondary market and hold as hedges against our exposure to certain total return swaps and include these loans as loans held for sale in the consolidated balance sheet. The election allows us to account for these loans at fair value which is consistent with the manner in which the instruments are managed. Interest from these loans is recorded as interest income in the consolidated statement of income. Because a substantial majority of the loans elected for the fair value option are floating rate assets, changes in their fair value are primarily attributable to changes in loan-specific credit risk factors. The components of gain (loss) related to loans designated at fair value are summarized in the table below. As of September 30, 2015, there was a fair value option loan in nonaccrual status, which had a fair value of $19 million and an unpaid principal balance of $22 million, and there were no fair value option loans 90 days or more past due. As of December 31, 2014, no loans for which the fair value option has been elected were 90 days or more past due or in nonaccrual status.

Long-Term Debt (Own Debt Issuances) We elected to apply FVO accounting for certain fixed-rate long-term debt for which we had applied or otherwise would elect to apply fair value hedge accounting. The election allows us to achieve a similar accounting effect without having to meet the hedge accounting requirements. The own debt issuances elected under FVO are traded in secondary markets and, as such, the fair value is determined based on observed prices for the specific instruments. The observed market price of these instruments reflects the effect of changes to our own credit spreads and interest rates. Interest on the fixed-rate debt accounted for under FVO is recorded as interest expense in the consolidated statement of income. The components of gain (loss) related to long-term debt designated at fair value are summarized in the table below.

Repurchase Agreements We elected to apply FVO accounting to certain securities sold under repurchase agreements which are trading in nature. The election allows us to account for these repurchase agreements at fair value which is consistent with the manner in which the instruments are managed. The fair value of the repurchase agreements is determined using market rates currently offered on comparable transactions with similar underlying collateral and maturities. Interest on these repurchase agreements is recorded as interest expense in the consolidated statement of income. The components of gain (loss) related to repurchase agreements designated at fair value are summarized in the table below.

Hybrid Instruments We elected to apply FVO accounting to all of our hybrid instruments issued, inclusive of structured notes and structured deposits. The valuation of the hybrid instruments is predominantly driven by the derivative features embedded within the instruments. Cash flows of the hybrid instruments in their entirety, including the embedded derivatives, are discounted at an appropriate rate for the applicable duration of the instrument adjusted for our own credit spreads. The credit spreads applied to structured notes are determined with reference to our own debt issuance rates observed in the primary and secondary markets, internal funding rates, and structured note rates in recent executions while the credit spreads applied to structured deposits are determined using market rates currently offered on comparable deposits with similar characteristics and maturities. Interest on this debt is recorded as interest expense in the consolidated statement of income. The components of gain (loss) related to hybrid instruments designated at fair value which reflect the instruments described above are summarized in the table below.

The following table summarizes the fair value and unpaid principal balance for items we account for under FVO:

	Fair Value	Unpaid Principal Balance
	(in millions)	
At September 30, 2015		
Commercial loans held for sale	**$ 175**	**$ 181**
Fixed rate long-term debt	**2,014**	**1,750**
Repurchase agreements	**2,064**	**2,060**
Hybrid instruments:		
Structured deposits	**6,485**	**6,486**
Structured notes	**6,620**	**7,046**
At December 31, 2014		
Commercial loans held for sale	$ 384	$ 390
Fixed rate long-term debt	2,179	1,750
Hybrid instruments:		
Structured deposits	7,346	7,176
Structured notes	6,612	6,275

Components of Gain (Loss) on Instruments at Fair Value and Related Derivatives Gain (loss) on instruments designated at fair value and related derivatives includes the changes in fair value related to interest, credit and other risks as well as the mark-to-market adjustment on the related derivatives and the net realized gains or losses on these derivatives. The following table summarizes the components of gain (loss) on instruments designated at fair value and related derivatives related to the changes in fair value of the financial instrument accounted for under FVO:

	Loans	Long-Term Debt	Hybrid Instruments and Repurchase Agreements	Total
		(in millions)		
Three Months Ended September 30, 2015				
Interest rate and other components[1]	**$ —**	**$ (100)**	**$ 497**	**$ 397**
Credit risk component[2][3]	**(1)**	**96**	**61**	**156**
Total mark-to-market on financial instruments designated at fair value	**(1)**	**(4)**	**558**	**553**
Mark-to-market on the related derivatives	**—**	**98**	**(503)**	**(405)**
Net realized gain on the related long-term debt derivatives	**—**	**17**	**—**	**17**
Gain (loss) on instruments designated at fair value and related derivatives	**$ (1)**	**$ 111**	**$ 55**	**$ 165**
Three Months Ended September 30, 2014				
Interest rate and other components[1]	$ 1	$ (24)	$ 70	$ 47
Credit risk component[2][3]	—	7	15	22
Total mark-to-market on financial instruments designated at fair value	1	(17)	85	69
Mark-to-market on the related derivatives	—	14	(64)	(50)
Net realized gain on the related long-term debt derivatives	—	17	—	17
Gain (loss) on instruments designated at fair value and related derivatives	$ 1	$ 14	$ 21	$ 36
Nine Months Ended September 30, 2015				
Interest rate and other components[1]	**$ —**	**$ (50)**	**$ 419**	**$ 369**
Credit risk component[2][3]	**(9)**	**214**	**18**	**223**
Total mark-to-market on financial instruments designated at fair value	**(9)**	**164**	**437**	**592**
Mark-to-market on the related derivatives	**—**	**41**	**(378)**	**(337)**
Net realized gain on the related long-term debt derivatives	**—**	**51**	**—**	**51**
Gain (loss) on instruments designated at fair value and related derivatives	**$ (9)**	**$ 256**	**$ 59**	**$ 306**
Nine Months Ended September 30, 2014				
Interest rate and other components[1]	$ 1	$ (167)	$ (413)	$ (579)
Credit risk component[2][3]	—	(20)	48	28
Total mark-to-market on financial instruments designated at fair value	1	(187)	(365)	(551)
Mark-to-market on the related derivatives	—	134	386	520
Net realized gain on the related long-term debt derivatives	—	51	—	51
Gain (loss) on instruments designated at fair value and related derivatives	$ 1	$ (2)	$ 21	$ 20

(1) As it relates to hybrid instruments, interest rate and other components includes interest rate, foreign exchange and equity contract risks.

(2) During the three and nine months ended September 30, 2015, the gains in the credit risk component for long-term debt were attributable to the widening of our own credit spreads. During the three months ended September 30, 2014, the gain in the credit risk component for long-term debt was attributable to the

widening of our own credit spreads while the loss during the nine months ended September 30, 2014 was attributable to the tightening of our own credit spreads.

(3) During the three and nine months ended September 30, 2015, the gains in the credit risk component for hybrid instruments and repurchase agreements were attributable primarily to the widening of credit spreads on structured deposits and, in the three month period, the widening of our own credit spreads related to structured notes. These gains were partially offset in the year-to-date period by a loss due to changes in estimates associated with the valuation techniques used to measure the fair value of certain structured notes and deposits. During the three and nine months ended September 30, 2014, the gains in the credit risk component for hybrid instruments and repurchase agreements were attributable primarily to the widening of credit spreads on structured deposits and structured notes.

11. Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) includes certain items that are reported directly within a separate component of shareholders' equity. The following table presents changes in accumulated other comprehensive income (loss) balances:

Three Months Ended September 30,	2015	2014
	(in millions)	
Unrealized gains (losses) on investment securities:		
Balance at beginning of period	**$ (83)**	$ 287
Other comprehensive income (loss) for period:		
Net unrealized gains (losses) arising during period, net of tax of $2 million and $(44) million, respectively	**7**	(71)
Reclassification adjustment for (gains) losses realized in net income, net of tax of $(4) million and $(10) million, respectively[1]	**(7)**	(17)
Amortization of net unrealized losses on securities transferred from available-for-sale to held-to-maturity realized in net income, net of tax of $3 million and less than $1 million, respectively[2]	**5**	1
Total other comprehensive income (loss) for period	**5**	(87)
Balance at end of period	**(78)**	200
Unrealized losses on other-than-temporarily impaired debt securities held-to-maturity:		
Balance at beginning of period	**—**	(57)
Reclassification adjustment related to the accretion of unrealized other-than-temporary impairment, net of tax of $4 million[3]	**—**	6
Total other comprehensive income for period	**—**	6
Balance at end of period	**—**	(51)
Unrealized losses on derivatives designated as cash flow hedges:		
Balance at beginning of period	**(144)**	(118)
Other comprehensive income (loss) for period:		
Net gains (losses) arising during period, net of tax of $(19) million and $(4) million, respectively	**(34)**	(6)
Reclassification adjustment for losses realized in net income, net of tax of $1 million and less than $1 million, respectively[4]	**2**	1
Total other comprehensive income (loss) for period	**(32)**	(5)
Balance at end of period	**(176)**	(123)
Pension and postretirement benefit liability:		
Balance at beginning and end of period	**(2)**	2
Total accumulated other comprehensive income (loss) at end of period	**$ (256)**	$ 28

Nine Months Ended September 30,	2015	2014
	(in millions)	
Unrealized gains (losses) on investment securities:		
Balance at beginning of period	**$ 158**	$ (18)
Other comprehensive income (loss) for period:		
Net unrealized gains (losses) arising during period, net of tax of $(126) million and $157 million, respectively	**(210)**	243
Reclassification adjustment for gains realized in net income, net of tax of $(26) million and $(16) million, respectively[1]	**(43)**	(26)
Amortization of net unrealized losses on securities transferred from available-for-sale to held-to-maturity realized in net income, net of tax of $10 million and less than $1 million, respectively[2]	**17**	1
Total other comprehensive income (loss) for period	**(236)**	218
Balance at end of period	**(78)**	200
Unrealized losses on other-than-temporarily impaired debt securities held-to-maturity:		
Balance at beginning of period	**—**	(60)
Reclassification adjustment related to the accretion of unrealized other-than-temporary impairment, net of tax of $7 million[3]	**—**	9
Total other comprehensive income for period	**—**	9
Balance at end of period	**—**	(51)
Unrealized losses on derivatives designated as cash flow hedges:		
Balance at beginning of period	**(156)**	(83)
Other comprehensive income (loss) for period:		
Net unrealized gains (losses) arising during period, net of tax of $(12) million and $(28) million, respectively	**(25)**	(42)
Reclassification adjustment for losses realized in net income, net of tax of $3 million and $2 million, respectively[4]	**5**	2
Total other comprehensive income (loss) for period	**(20)**	(40)
Balance at end of period	**(176)**	(123)
Pension and postretirement benefit liability:		
Balance at beginning of period	**(3)**	2
Other comprehensive income for period:		
Change in unfunded pension and postretirement liability, net of tax of less than $1 million	**1**	—
Total other comprehensive income for period	**1**	—
Balance at and end of period	**(2)**	2
Total accumulated other comprehensive income (loss) at end of period	**$ (256)**	$ 28

(1) Amount reclassified to net income is included in other securities gains, net in our consolidated statement of income.

(2) Amount amortized to net income is included in interest income in our consolidated statement of income. During the third quarter of 2014, we transferred securities from available-for-sale to held-to-maturity. At the date of transfer, AOCI included net pretax unrealized losses of $234 million related to the transferred securities which will be amortized over the remaining contractual life of each security as an adjustment of yield in a manner consistent with the amortization of any premium or discount.

(3) Amount reclassified to the carrying value of the debt securities is included in securities held-to-maturity in our consolidated balance sheet.

(4) Amount reclassified to net income is included in interest income (expense) in our consolidated statement of income.

12. Pension and Other Postretirement Benefits

Defined Benefit Pension Plan The components of pension expense for the defined benefit pension plan recorded in our consolidated statement of income and shown in the table below reflect the portion of pension expense of the combined HSBC North America Pension Plan (either the "HBSC North America Pension Plan" or the "Plan") which has been allocated to us.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Service cost – benefits earned during the period	**$ 2**	$ 1	**$ 5**	$ 3
Interest cost on projected benefit obligation	**18**	17	**51**	53
Expected return on plan assets	**(22)**	(22)	**(68)**	(64)
Amortization of net actuarial loss	**10**	8	**29**	27
Pension expense	**$ 8**	$ 4	**$ 17**	$ 19

During the first quarter of 2015, HSBC North America made an additional contribution of $46 million to the Plan.

Postretirement Plans Other Than Pensions The components of net periodic benefit cost for our postretirement plans other than pension are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Interest cost on accumulated benefit obligation	**$ 1**	$ 1	**$ 2**	$ 2
Amortization of net actuarial gain	**—**	—	**—**	(1)
Net periodic postretirement benefit cost	**$ 1**	$ 1	**$ 2**	$ 1

13. Related Party Transactions

In the normal course of business, we conduct transactions with HSBC and its subsidiaries. These transactions occur at prevailing market rates and terms and include funding arrangements, derivative transactions, servicing arrangements, information technology support, centralized support services, banking and other miscellaneous services. All extensions of credit by (and certain credit exposures of) HSBC Bank USA to other HSBC affiliates (other than Federal Deposit Insurance Corporation ("FDIC") insured banks) are legally required to be secured by eligible collateral. The following tables and discussions below present the more significant related party balances and the income (expense) generated by related party transactions:

	September 30, 2015	December 31, 2014
	(in millions)	
Assets:		
Cash and due from banks	**$ 250**	$ 140
Interest bearing deposits with banks	**362**	928
Securities purchased under agreements to resell[1]	**5,500**	—
Trading assets[2]	**21,274**	20,194
Loans	**5,447**	4,821
Other[3]	**517**	983
Total assets	**$ 33,350**	$ 27,066
Liabilities:		
Deposits	**$ 21,898**	$ 16,596
Trading liabilities[2]	**20,691**	21,130
Short-term borrowings	**1,811**	847
Long-term debt	**1,825**	3,981
Other[3]	**846**	459
Total liabilities	**$ 47,071**	$ 43,013

(1) Reflects overnight purchases of U.S. Treasury securities which HSBC Securities (USA) Inc. ("HSI") has agreed to repurchase.

(2) Trading assets and trading liabilities do not reflect the impact of netting which allows the offsetting of amounts relating to certain contracts if certain conditions are met. Trading assets and liabilities primarily consist of derivatives contracts.

(3) Other assets and other liabilities primarily consist of derivative contracts.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(in millions)			
Income/(Expense):				
Interest income	**$ 28**	$ 14	**$ 86**	$ 43
Interest expense	**(19)**	(19)	**(41)**	(56)
Net interest income (expense)	**9**	(5)	**45**	(13)
Trading revenue (expense)	**72**	(546)	**441**	159
Servicing and other fees from HSBC affiliates:				
HSBC Bank plc	**23**	12	**60**	38
HSBC Finance Corporation	**11**	22	**40**	63
HSBC Markets (USA) Inc. ("HMUS")	**6**	8	**19**	15
Other HSBC affiliates	**13**	11	**43**	35
Total servicing and other fees from HSBC affiliates	**53**	53	**162**	151
Gain (loss) on instruments designed at fair value and related derivatives	**(535)**	(80)	**(405)**	284
Support services from HSBC affiliates:				
HMUS	**(66)**	(56)	**(199)**	(167)
HSBC Technology & Services (USA) ("HTSU")	**(250)**	(274)	**(754)**	(798)
Other HSBC affiliates	**(45)**	(58)	**(145)**	(162)
Total support services from HSBC affiliates	**(361)**	(388)	**(1,098)**	(1,127)
Stock based compensation expense with HSBC[1]	**(12)**	(18)	**(40)**	(36)

(1) Employees may participate in one or more stock compensation plans sponsored by HSBC. These expenses are included in salaries and employee benefits in our consolidated statement of income. Employees also may participate in a defined benefit pension plan and other postretirement plans sponsored by HSBC North America which are discussed in Note 12, "Pension and Other Postretirement Benefits."

Funding Arrangements with HSBC Affiliates:

We use HSBC affiliates to fund a portion of our borrowing and liquidity needs. At December 31, 2014, long-term debt with affiliates reflected $4.0 billion in floating rate senior debt with HSBC North America. During the first quarter of 2015, we repaid this debt in full. At September 30, 2015, long-term debt with affiliates reflected $1.0 billion in floating rate senior debt and $0.9 billion in floating rate subordinated debt with HSBC North America. These borrowings were issued during the second quarter of 2015 and mature in December 2016 and May 2025, respectively. See Note 15, "Retained Earnings and Regulatory Capital Requirements," for additional details.

We have a $150 million uncommitted line of credit with HSBC North America Inc. ("HNAI") although there was no outstanding balance at either September 30, 2015 or December 31, 2014.

We have also incurred short-term borrowings with certain affiliates, largely securities sold under repurchase agreements with HSI In addition, certain affiliates have also placed deposits with us.

Lending and Derivative Related Arrangements Extended to HSBC Affiliates:

At September 30, 2015 and December 31, 2014, we have the following loan balances outstanding with HSBC affiliates:

	September 30, 2015	December 31, 2014
	(in millions)	
HSBC Finance Corporation	**$ 3,014**	$ 3,014
HSBC Markets (USA) Inc. ("HMUS") and subsidiaries	**506**	563
HSBC Bank Brasil S.A.	**1,102**	1,108
HSBC Mexico S.A.	**725**	75
Other short-term affiliate lending	**100**	61
Total loans	**$ 5,447**	$ 4,821

HSBC Finance Corporation We have extended a $5.0 billion, 364-day uncommitted unsecured revolving credit agreement to HSBC Finance which expires during the fourth quarter of 2016. The credit agreement allows for borrowings with maturities of up to 5 years. At both September 30, 2015 and December 31, 2014, $3.0 billion was outstanding under this credit agreement with $0.5 billion maturing in September 2017, $1.5 billion maturing in January 2018 and $1.0 billion maturing in September 2018. We have also extended a committed revolving credit facility to HSBC Finance of $1.0 billion which did not have any outstanding balance at either September 30, 2015 or December 31, 2014. This credit facility expires in May 2017.

HMUS and subsidiaries We have extended loans and lines, some of them uncommitted, to HMUS and its subsidiaries in the amount of $10.7 billion and $6.7 billion at September 30, 2015 and December 31, 2014, respectively, of which $506 million and $563 million, respectively, was outstanding. The maturities of the outstanding borrowings range from overnight to three months. Each borrowing is re-evaluated prior to its maturity date and either extended or allowed to mature.

HSBC Bank Brasil S.A. We have extended uncommitted lines of credit to HSBC Bank Brasil in the amount of $1.2 billion, of which $1.1 billion was outstanding, at both September 30, 2015 and December 31, 2014, respectively. The outstanding balances mature at various stages between 2016 and 2018.

HSBC Mexico S.A. We have extended an uncommitted line of credit to HSBC Mexico in the amount of $1.2 billion, of which $725 million and $75 million was outstanding, at September 30, 2015 and December 31, 2014, respectively. The outstanding balances mature at various stages between 2016 and 2018.

We have extended lines of credit to various other HSBC affiliates totaling $2.1 billion which did not have any outstanding balances at either September 30, 2015 and December 31, 2014.

Other short-term affiliate lending In addition to loans and lines extended to affiliates discussed above, from time to time we may extend loans to affiliates which are generally short term in nature. At September 30, 2015 and December 31, 2014, there were $100 million and $61 million, respectively, of these loans outstanding.

HUSI is also committed to provide liquidity facilities to backstop the liquidity risk in Regency, an asset-backed commercial paper conduit consolidated by an HSBC affiliate, in relation to assets originated in the U.S. The notional amount of the liquidity facilities provided by HUSI to Regency was approximately $3.1 billion as of September 30, 2015, which is less than half of Regency's total liquidity facilities.

As part of a global HSBC strategy to offset interest rate or other market risks associated with certain securities, debt issues and derivative contracts with unaffiliated third parties, we routinely enter into derivative transactions with HSBC Finance, HSBC Bank plc and other HSBC affiliates. The notional value of derivative contracts related to these transactions was approximately $1,011.4 billion and $1,082.6 billion at September 30, 2015 and December 31, 2014, respectively. The net credit exposure (defined as the net fair value of derivative assets and liabilities, including any collateral recevied) related to the contracts was approximately $142 million and $1,166 million at September 30, 2015 and December 31, 2014, respectively. Our Global Banking and Markets business accounts for these transactions on a mark to market basis, with the change in value of contracts with HSBC affiliates substantially offset by the change in value of related contracts entered into with unaffiliated third parties.

Services Provided Between HSBC Affiliates:

Under multiple service level agreements, we provide services to and receive services from various HSBC affiliates. The following summarizes these activities:

- Servicing activities for residential mortgage loans across North America are performed both by us and HSBC Finance. As a result, we receive servicing fees from HSBC Finance for services performed on their behalf and pay servicing fees to HSBC Finance for services performed on our behalf. The fees we receive from HSBC Finance are reported in servicing and other fees from HSBC affiliates. Fees we pay to HSBC Finance are reported in support services from HSBC affiliates. This includes fees paid for the servicing of residential mortgage loans (with a carrying amount of $731 million and $837 million at September 30, 2015 and December 31, 2014, respectively) that we purchased from HSBC Finance in 2003 and 2004.
- HSBC North America's technology and certain centralized support services including human resources, corporate affairs, risk management, legal, compliance, tax, finance and other shared services that are centralized within HTSU. HTSU also provides certain item processing and statement processing activities to us. The fees we pay HTSU for the centralized support services and processing activities are included in support services from HSBC affiliates. We also receive fees from HTSU for providing certain administrative services to them. The fees we receive from HTSU are included in servicing and other fees from HSBC affiliates. In certain cases, for facilities used by HTSU, we may guarantee their performance under the lease agreements.
- We use HSBC Global Services Limited, an HSBC affiliate located outside of the United States, to provide various support services to our operations including among other areas, customer service, systems, collection and accounting functions. The expenses related to these services are included in support services from HSBC affiliates.
- We utilize HSI for broker dealer, debt underwriting, customer referrals, loan syndication and other treasury and traded markets related services, pursuant to service level agreements. Fees charged by HSI for broker dealer, loan syndication services, treasury and traded markets related services are included in support services from HSBC affiliates. Debt underwriting fees charged by

HSI are deferred as a reduction of long-term debt and amortized to interest expense over the life of the related debt. Customer referral fees paid to HSI are netted against customer fee income, which is included in other fees and commissions.

Other Transactions with HSBC Affiliates

We received revenue from our affiliates for rent on certain office space, which has been recorded as a component of support services from HSBC affiliates. Rental revenue from our affiliates totaled $15 million and $44 million during the three and nine months ended September 30, 2015, respectively, compared with $14 million and $41 million during the three and nine months ended September 30, 2014, respectively.

14. Business Segments

We have four distinct business segments that we utilize for management reporting and analysis purposes, which are aligned with HSBC's global businesses and business strategy: Retail Banking and Wealth Management ("RBWM"), Commercial Banking ("CMB"), Global Banking and Markets ("GB&M") and Private Banking ("PB"). There have been no changes in the basis of our segmentation or measurement of segment profit as compared with the presentation in our 2014 Form 10-K.

Our segment results are presented in accordance with HSBC Group accounting and reporting policies, which apply IFRS and, as a result, our segment results are prepared and presented using financial information prepared on the Group Reporting Basis (a non-U.S. GAAP financial measure) as operating results are monitored and reviewed, trends are evaluated and decisions about allocating resources, such as employees, are primarily made on this basis. However, we continue to monitor capital adequacy, establish dividend policy and report to regulatory agencies on a U.S. GAAP basis.

We are currently in the process of re-evaluating the financial information used to manage our businesses, including the scope and content of the U.S. GAAP financial data being reported to our Management and our Board. To the extent we make changes to this reporting in 2015, we will evaluate any impact such changes may have on our segment reporting.

A summary of differences between U.S. GAAP and Group Reporting Basis as they impact our results are presented in Note 23, "Business Segments," in our 2014 Form 10-K. There have been no significant changes since December 31, 2014 in the differences between U.S. GAAP and Group Reporting Basis.

The following table summarizes the results for each segment on a Group Reporting Basis, as well as provides a reconciliation of total results under the Group Reporting Basis to U.S. GAAP consolidated totals:

	Group Reporting Basis Consolidated Amounts									
	RBWM	CMB	GB&M	PB	Other	Adjustments/ Reconciling Items	Total	Group Reporting Basis Adjustments(4)	Group Reporting Basis Reclassi-fications(5)	U.S. GAAP Consolidated Totals
						(in millions)				
Three Months Ended September 30, 2015										
Net interest income(1)	**$ 192**	**$ 214**	**$ 142**	**$ 49**	**$ (5)**	**$ (1)**	**$ 591**	**$ (19)**	**$ 45**	**$ 617**
Other operating income	**85**	**82**	**287**	**26**	**109**	**1**	**590**	**(11)**	**(48)**	**531**
Total operating income	**277**	**296**	**429**	**75**	**104**	**—**	**1,181**	**(30)**	**(3)**	**1,148**
Loan impairment charges	**14**	**24**	**5**	**(1)**	**—**	**—**	**42**	**4**	**1**	**47**
	263	**272**	**424**	**76**	**104**	**—**	**1,139**	**(34)**	**(4)**	**1,101**
Operating expenses(2)	**267**	**184**	**247**	**62**	**37**	**—**	**797**	**(7)**	**(4)**	**786**
Profit (loss) before income tax expense	**$ (4)**	**$ 88**	**$ 177**	**$ 14**	**$ 67**	**$ —**	**$ 342**	**$ (27)**	**$ —**	**$ 315**
Three Months Ended September 30, 2014										
Net interest income(1)	$ 196	$ 204	$ 74	$ 47	$ (2)	$ 8	$ 527	$ (20)	$ 36	$ 543
Other operating income	98	90	191	28	23	(8)	422	7	(43)	386
Total operating income	294	294	265	75	21	—	949	(13)	(7)	929
Loan impairment charges	11	29	11	(4)	—	—	47	(14)	(10)	23
	283	265	254	79	21	—	902	1	3	906
Operating expenses(2)	343	169	553	58	30	—	1,153	(222)	3	934
Profit (loss) before income tax expense	$ (60)	$ 96	$ (299)	$ 21	$ (9)	$ —	$ (251)	$ 223	$ —	$ (28)
Nine Months Ended September 30, 2015										
Net interest income(1)	**$ 584**	**$ 626**	**$ 392**	**$ 148**	**$ (16)**	**$ (9)**	**$ 1,725**	**$ (51)**	**$ 175**	**$ 1,849**
Other operating income	**258**	**230**	**772**	**77**	**266**	**9**	**1,612**	**(36)**	**(178)**	**1,398**
Total operating income	**842**	**856**	**1,164**	**225**	**250**	**—**	**3,337**	**(87)**	**(3)**	**3,247**
Loan impairment charges	**51**	**38**	**17**	**(2)**	**—**	**—**	**104**	**(9)**	**(1)**	**94**
	791	**818**	**1,147**	**227**	**250**	**—**	**3,233**	**(78)**	**(2)**	**3,153**
Operating expenses(2)	**848**	**538**	**770**	**178**	**114**	**—**	**2,448**	**(33)**	**(2)**	**2,413**
Profit (loss) before income tax expense	**$ (57)**	**$ 280**	**$ 377**	**$ 49**	**$ 136**	**$ —**	**$ 785**	**$ (45)**	**$ —**	**$ 740**
Balances at end of period:										
Total assets	**$ 20,106**	**$ 32,214**	**$ 196,535**	**$ 8,491**	**$ 787**	**$ —**	**$ 258,133**	**$ (54,496)**	**$ 729**	**$ 204,366**
Total loans, net	**17,146**	**30,976**	**25,025**	**6,711**	**—**	**—**	**79,858**	**286**	**4,120**	**84,264**
Goodwill	**581**	**358**	**—**	**325**	**—**	**—**	**1,264**	**348**	**—**	**1,612**
Total deposits(3)	**30,631**	**23,209**	**31,621**	**13,137**	**—**	**—**	**98,598**	**(5,167)**	**38,019**	**131,450**

	Group Reporting Basis Consolidated Amounts									
	RBWM	CMB	GB&M	PB	Other	Adjustments/ Reconciling Items	Total	Group Reporting Basis Adjustments[4]	Group Reporting Basis Reclassi-fications[5]	U.S. GAAP Consolidated Totals
						(in millions)				
Nine Months Ended September 30, 2014										
Net interest income[1]	$ 606	$ 593	$ 280	$ 152	$ 63	$ (1)	$ 1,693	$ (51)	$ 93	$ 1,735
Other operating income	315	222	636	78	10	1	1,262	(3)	(112)	1,147
Total operating income	921	815	916	230	73	—	2,955	(54)	(19)	2,882
Loan impairment charges	34	119	66	(9)	—	—	210	(62)	(24)	124
	887	696	850	239	73	—	2,745	8	5	2,758
Operating expenses[2]	920	501	1,031	174	83	—	2,709	(154)	5	2,560
Profit (loss) before income tax expense	$ (33)	$ 195	$ (181)	$ 65	$ (10)	$ —	$ 36	$ 162	$ —	$ 198
Balances at end of period:										
Total assets	$ 19,339	$ 27,769	$ 169,686	$ 7,670	$ 839	$ —	$ 225,303	$ (50,353)	$ 62	$ 175,012
Total loans, net	16,491	26,626	20,056	5,981	—	—	69,154	1,224	2,430	72,808
Goodwill	581	358	—	325	—	—	1,264	348	—	1,612
Total deposits[3]	28,515	22,616	30,663	11,221	—	—	93,015	(3,758)	19,420	108,677

(1) Net interest income of each segment represents the difference between actual interest earned on assets and interest paid on liabilities of the segment adjusted for a funding charge or credit. Segments are charged a cost to fund assets (e.g. customer loans) and receive a funding credit for funds provided (e.g. customer deposits) based on equivalent market rates. The objective of these charges/credits is to transfer interest rate risk from the segments to one centralized unit in Balance Sheet Management and more appropriately reflect the profitability of segments.

(2) Expenses for the segments include fully apportioned corporate overhead expenses.

(3) During the second quarter of 2015, we concluded that brokered deposits would be better presented as debt under the Group Reporting Basis. As a result, we reclassified $2.1 billion of brokered deposits in the GB&M segment to debt at September 30, 2014 to conform with current year presentation.

(4) Represents adjustments associated with differences between the Group Reporting Basis and the U.S. GAAP basis of accounting.

(5) Represents differences in financial statement presentation between Group Reporting Basis and U.S. GAAP.

15. Retained Earnings and Regulatory Capital Requirements

Bank dividends are a source of funds used for payment of shareholder dividends and other HSBC USA cash needs. Any non-contractual dividend from HSBC Bank USA would require the approval of the Office of the Comptroller of the Currency ("the OCC"). Approval is also required if the total of all dividends HSBC Bank USA declares in any year exceeds the cumulative net profits for that year, combined with the profits for the two preceding years reduced by dividends attributable to those years. Under a separate restriction, payment of dividends is prohibited in amounts greater than undivided profits then on hand, after deducting actual losses and bad debts. Bad debts are debts due and unpaid for a period of six months unless well secured, as defined, and in the process of collection.

The following table summarizes the capital amounts and ratios of HSBC USA and HSBC Bank USA, calculated in accordance with banking regulations in effect as of September 30, 2015 and December 31, 2014:

	September 30, 2015			December 31, 2014		
	Capital Amount	Well-Capitalized Ratio[1]	Actual Ratio	Capital Amount	Well-Capitalized Ratio[1]	Actual Ratio
	(dollars are in millions)					
Total capital ratio:[3]						
HSBC USA	**$ 24,346**	**10.00%**	**16.33%**	$ 21,017	10.00%	15.78%
HSBC Bank USA	**26,605**	**10.00**	**18.60**	22,760	10.00	17.86
Tier 1 capital ratio:[3]						
HSBC USA	**18,952**	**6.00**	**12.71**	15,205	6.00	11.41
HSBC Bank USA	**22,311**	**8.00**	**15.59**	17,215	8.00	13.51
Common equity Tier 1 ratio:[3]						
HSBC USA	**17,965**	**4.50** [2]	**12.05**	13,754	4.50 [2]	10.33
HSBC Bank USA	**20,004**	**6.50**	**13.98**	17,215	6.50	13.51
Tier 1 leverage ratio:						
HSBC USA	**18,952**	**4.00** [2]	**9.52**	15,205	4.00 [2]	8.54
HSBC Bank USA	**22,311**	**5.00**	**11.60**	17,215	5.00	10.06
Risk weighted assets:[3]						
HSBC USA	**149,085**			133,211		
HSBC Bank USA	**143,072**			127,456		

(1) HSBC USA and HSBC Bank USA are categorized as "well-capitalized," as defined by their principal regulators. To be categorized as well-capitalized under regulatory guidelines, a banking institution must have the ratios reflected in the above table, and must not be subject to a directive, order, or written agreement to meet and maintain specific capital levels. The regulatory ratios for an institution to be well-capitalized under Basel III became effective beginning January 1, 2015 and the new ratios are shown for both periods.

(2) There are no common equity Tier 1 or Tier 1 leverage ratio components in the definition of a well-capitalized bank holding company. The ratios shown in both periods are the required regulatory minimum ratios beginning in 2015.

(3) Risk weighted assets are calculated under the Basel III Standardized Approach which came into effect on January 1, 2015, replacing the Basel I risk-based approach used in 2014.

In 2013, U.S. banking regulators issued a final rule implementing the Basel III capital framework in the U.S. ("the Basel III final rule") which, for banking organizations such as HSBC North America and HSBC Bank USA, took effect January 1, 2014 with certain provisions being phased in over time through the beginning of 2019. As a result, the capital ratios in the table above are reported in accordance with the Basel III transition rules within the final rule. In addition, the Basel III final rule introduced the Standardized Approach for risk weighted assets, which replaced the Basel I risk-based guidance for determining risk weighted assets for banking organizations and came into effect on January 1, 2015.

During the first quarter of 2015, HSBC USA repaid $4,000 million of senior long-term debt previously issued to HSBC North America and HSBC Bank USA repaid $900 million of subordinated long-term debt previously issued to HSBC USA. In conjunction with these repayments, HSBC USA received a capital contribution of $4,000 million from its immediate parent, HNAI, in exchange for one share of common stock and HSBC USA made capital contributions to its subsidiary, HSBC Bank USA, of $2,400 million in exchange for two shares of common stock and $2,500 million in exchange for 250 shares of non-cumulative preferred stock. These capital actions were taken to support our growth strategy and to strengthen the Basel III regulatory capital positions of both HSBC USA and HSBC Bank USA.

During the second quarter of 2015, HSBC USA exercised the option to call $560 million of junior subordinated debentures previously issued by HSBC USA to HSBC USA Capital Trusts I, II and III at the contractual call prices of 100.781 percent, 100.84 percent and 100.732 percent, respectively, which resulted in a net loss on extinguishment of approximately $11 million. The trusts used the proceeds to redeem the trust preferred securities previously issued to third party investors. During the second quarter of 2015, HSBC USA also redeemed all of its Adjustable Rate Cumulative Preferred Stock, Series D and its $2.8575 Cumulative Preferred Stock at their stated values of $100 per share and $50 per share, respectively, resulting in a total cash payment of $300 million. Under the Basel III final rule, the trust preferred securities and cumulative perpetual preferred stock will fully phase out of Tier 1 capital to Tier 2 capital by January 1, 2016. In addition, the trust preferred securities will start phasing out of Tier 2 capital in 2016 and fully phase out by January 1, 2022. In response to these rule changes, the capital instruments were redeemed and HSBC USA issued $850 million of Tier 2 subordinated debt to HSBC North America in the second quarter of 2015.

16. Variable Interest Entities

In the ordinary course of business, we have organized special purpose entities ("SPEs") primarily to structure financial products to meet our clients' investment needs, to facilitate clients to access and raise financing from capital markets and to securitize financial assets held to meet our own funding needs. For disclosure purposes, we aggregate SPEs based on the purpose, risk characteristics and business activities of the SPEs. An SPE is a VIE if it lacks sufficient equity investment at risk to finance its activities without additional subordinated financial support or, as a group, the holders of the equity investment at risk lack either a) the power through voting or similar rights to direct the activities of the entity that most significantly impacts the entity's economic performance; or b) the obligation to absorb the entity's expected losses, the right to receive the expected residual returns, or both.

Variable Interest Entities We consolidate VIEs in which we hold a controlling financial interest as evidenced by the power to direct the activities of a VIE that most significantly impact its economic performance and the obligation to absorb losses of, or the right to receive benefits from, the VIE that could potentially be significant to the VIE and therefore are deemed to be the primary beneficiary. We take into account our entire involvement in a VIE (explicit or implicit) in identifying variable interests that individually or in the aggregate could be significant enough to warrant our designation as the primary beneficiary and hence require us to consolidate the VIE or otherwise require us to make appropriate disclosures. We consider our involvement to be significant where we, among other things, (i) provide liquidity put options or other liquidity facilities to support the VIE's debt obligations; (ii) enter into derivative contracts to absorb the risks and benefits from the VIE or from the assets held by the VIE; (iii) provide a financial guarantee that covers assets held or liabilities issued; (iv) design, organize and structure the transaction; and (v) retain a financial or servicing interest in the VIE.

We are required to evaluate whether to consolidate a VIE when we first become involved and on an ongoing basis. In almost all cases, a qualitative analysis of our involvement in the entity provides sufficient evidence to determine whether we are the primary beneficiary. In rare cases, a more detailed analysis to quantify the extent of variability to be absorbed by each variable interest holder is required to determine the primary beneficiary.

Consolidated VIEs The following table summarizes assets and liabilities related to our consolidated VIEs as of September 30, 2015 and December 31, 2014 which are consolidated on our balance sheets. Assets and liabilities exclude intercompany balances that eliminate on consolidation.

	September 30, 2015		December 31, 2014	
	Consolidated Assets	Consolidated Liabilities	Consolidated Assets	Consolidated Liabilities
	(in millions)			
Low income housing limited liability partnership:				
Other assets	**$ 338**	**$ —**	$ 380	$ —
Long-term debt	**—**	**92**	—	92
Interest, taxes and other liabilities	**—**	**69**	—	75
Total	**$ 338**	**$ 161**	$ 380	$ 167

Low income housing limited liability partnership In 2009, all low income housing investments held by us at the time were transferred to a Limited Liability Partnership ("LLP") in exchange for debt and equity while a third party invested cash for an equity interest that is mandatorily redeemable at a future date. The LLP was created in order to ensure the utilization of future tax benefits from these low income housing tax projects. The LLP was deemed to be a VIE as it does not have sufficient equity investment at risk to finance its activities. Upon entering into this transaction, we concluded that we are the primary beneficiary of the LLP due to the nature of our continuing involvement and, as a result, consolidate the LLP and report the equity interest issued to the third party investor in other liabilities and the assets of the LLP in other assets on our consolidated balance sheet. The investments held by the LLP represent equity investments in the underlying low income housing partnerships. As a practical expedient, we amortize the investments in proportion to the allocated tax benefits under the proportional amortization method of accounting and present such benefits net of investment amortization in income tax expense. The LLP does not consolidate the underlying partnerships because it does not have the power to direct the activities of the partnerships that most significantly impact the economic performance of the partnerships.

Unconsolidated VIEs We also have variable interests in other VIEs that are not consolidated because we are not the primary beneficiary. The following table provides additional information on these unconsolidated VIEs, including the variable interests held by us and our maximum exposure to loss arising from our involvements in these VIEs, as of September 30, 2015 and December 31, 2014:

	Variable Interests Held Classified as Assets	Variable Interests Held Classified as Liabilities	Total Assets in Unconsolidated VIEs	Maximum Exposure to Loss
		(in millions)		
At September 30, 2015				
Asset-backed commercial paper conduits	**$ 85**	**$ —**	**$ 11,273**	**$ 3,097**
Structured note vehicles	**2,863**	**8**	**5,894**	**5,886**
Low income housing partnerships	**90**	**81**	**294**	**90**
Total	**$ 3,038**	**$ 89**	**$ 17,461**	**$ 9,073**
At December 31, 2014				
Asset-backed commercial paper conduits	$ 29	$ —	$ 10,984	$ 2,685
Structured note vehicles	2,841	7	5,867	5,860
Low income housing partnerships	44	39	141	44
Total	$ 2,914	$ 46	$ 16,992	$ 8,589

Information on the types of variable interest entities with which we are involved, the nature of our involvement and the variable interests held in those entities is presented below.

Asset-backed commercial paper ("ABCP") conduits We provide liquidity facilities to Regency, a multi-seller ABCP conduit consolidated by an HSBC affiliate. Customers sell financial assets, such as trade receivables, to Regency, which funds the purchases by issuing short-term highly-rated commercial paper collateralized by the assets acquired. We, along with other financial institutions, provide liquidity facilities to Regency in the form of lines of credit or asset purchase commitments. These liquidity facilities support transactions associated with a specific seller of assets to the conduit and we would only be required to provide support in the event of certain triggers associated with those transactions and assets. Our obligations are generally pari passu with those of other institutions that also provide liquidity support to the same conduit or for the same transactions. We do not provide any program-wide credit enhancements to ABCP conduits.

Each seller of assets to an ABCP conduit typically provides credit enhancements in the form of asset overcollateralization and, therefore, bears the risk of first loss related to the specific assets transferred. We do not transfer our own assets to Regency. We also do not provide the majority of the liquidity facilities to Regency. We have no ownership interests in, perform no administrative duties for, and do not service any of the assets held by Regency. We are not the primary beneficiary and do not consolidate Regency. Credit risk related to the liquidity facilities provided is managed by subjecting these facilities to our normal underwriting and risk management processes. The $3,097 million maximum exposure to loss presented in the table above represents the maximum amount of loans and asset purchases we could be required to fund under the liquidity facilities. The maximum loss exposure is estimated assuming the facilities are fully drawn and the underlying collateralized assets are in default with zero recovery value.

Structured note vehicles We provide derivatives, such as interest rate and currency swaps, to structured note vehicles and, in certain instances, invest in the vehicles' debt instruments. We hold variable interests in these structured note vehicles in the form of total return swaps under which we take on the risks and benefits of the structured notes they issue. The same risks and benefits are passed on to third party entities through back-end total return swaps. We earn a spread for facilitating the transaction. Since we do not have the power to direct the activities of the VIE and are not the primary beneficiary, we do not consolidate them. Our maximum exposure to loss is the notional amount of the derivatives wrapping the structured notes. The maximum exposure to loss will occur in the unlikely scenario where the value of the structured notes is reduced to zero and, at the same time, the counterparty of the back-end swap defaults with zero recovery. In certain instances, we hold credit default swaps with the structured note vehicles under which we receive credit protection on specified reference assets in exchange for the payment of a premium. Through these derivatives, the vehicles assume the credit risk associated with the reference assets which are then passed on to the holders of the debt instruments they issue. Because they create rather than absorb variability, the credit default swaps we hold are not considered variable interests. We record all investments in, and derivative contracts with, unconsolidated structured note vehicles at fair value on our consolidated balance sheet.

Low income housing partnerships Separately from the low income housing LLP discussed above, we invest as a limited partner in low income housing partnerships that operate qualified affordable housing projects and generate tax benefits, including federal

low income housing tax credits, for investors. The partnerships are deemed to be VIEs because they do not have sufficient equity investment at risk and are structured with non-substantive voting rights. We are not the primary beneficiary of the VIEs and do not consolidate them. Our investment in low income housing partnerships are recorded in other assets on the consolidated balance sheet. As a practical expedient, we amortize the investment in proportion to the allocated tax benefits under the proportional amortization method of accounting and present such benefits net of investment amortization in income tax expense. The maximum exposure to loss shown in the table above represents our recorded investment.

Beneficial interests issued by third-party sponsored securitization entities We hold certain beneficial interests such as mortgage-backed securities issued by third party sponsored securitization entities which may be considered VIEs. The investments are transacted at arm's-length and decisions to invest are based on a credit analysis of the underlying collateral assets or the issuer. We are a passive investor in these issuers and do not have the power to direct the activities of these issuers. As such, we do not consolidate these securitization entities. Additionally, we do not have other involvements in servicing or managing the collateral assets or provide financial or liquidity support to these issuers which potentially give rise to risk of loss exposure. These investments are an integral part of the disclosure in Note 3, "Securities," and Note 18, "Fair Value Measurements," and, therefore, are not disclosed in this note to avoid redundancy.

17. Guarantee Arrangements, Pledged Assets and Repurchase Agreements

Guarantee Arrangements As part of our normal operations, we enter into credit derivatives and various off-balance sheet guarantee arrangements with affiliates and third parties. These arrangements arise principally in connection with our lending and client intermediation activities and include standby letters of credit and certain credit derivative transactions. The contractual amounts of these arrangements represent our maximum possible credit exposure in the event that we are required to fulfill the maximum obligation under the contractual terms of the guarantee.

The following table presents total carrying value and contractual amounts of our sell protection credit derivatives and major off-balance sheet guarantee arrangements as of September 30, 2015 and December 31, 2014. Following the table is a description of the various arrangements.

	September 30, 2015		December 31, 2014	
	Carrying Value	Notional / Maximum Exposure to Loss	Carrying Value	Notional / Maximum Exposure to Loss
	(in millions)			
Credit derivatives[1][4]	**$ (3,382)**	**$ 102,403**	$ (1,484)	$ 117,768
Financial standby letters of credit, net of participations[2][3]	**—**	**5,873**	—	5,358
Performance standby letters of credit, net of participations[2][3]	**—**	**3,159**	—	3,083
Liquidity asset purchase agreements[3]	**—**	**3,097**	—	2,685
Total	**$ (3,382)**	**$ 114,532**	$ (1,484)	$ 128,894

(1) Includes $42,902 million and $32,688 million of notional issued for the benefit of HSBC affiliates at September 30, 2015 and December 31, 2014, respectively.

(2) Includes $897 million and $937 million issued for the benefit of HSBC affiliates at September 30, 2015 and December 31, 2014, respectively.

(3) For standby letters of credit and liquidity asset purchase agreements, maximum loss represents losses to be recognized assuming the letter of credit and liquidity facilities have been fully drawn and the obligors have defaulted with zero recovery.

(4) For credit derivatives, the maximum loss is represented by the notional amounts without consideration of mitigating effects from collateral or recourse arrangements.

Credit-Risk Related Guarantees

Credit derivatives Credit derivatives are financial instruments that transfer the credit risk of a reference obligation from the credit protection buyer to the credit protection seller who is exposed to the credit risk without buying the reference obligation. We sell credit protection on underlying reference obligations (such as loans or securities) by entering into credit derivatives, primarily in the form of credit default swaps, with various institutions. We account for all credit derivatives at fair value. Where we sell credit protection to a counterparty that holds the reference obligation, the arrangement is effectively a financial guarantee on the reference obligation. Under a credit derivative contract, the credit protection seller will reimburse the credit protection buyer upon occurrence of a credit event (such as bankruptcy, insolvency, restructuring or failure to meet payment obligations when due) as defined in the derivative contract, in return for a periodic premium. Upon occurrence of a credit event, we will pay the counterparty the stated

notional amount of the derivative contract and receive the underlying reference obligation. The recovery value of the reference obligation received could be significantly lower than its notional principal amount when a credit event occurs.

Certain derivative contracts are subject to master netting arrangements and related collateral agreements. A party to a derivative contract may demand that the counterparty post additional collateral in the event its net exposure exceeds certain predetermined limits and when the credit rating falls below a certain grade. We set the collateral requirements by counterparty such that the collateral covers various transactions and products, and is not allocated to specific individual contracts.

We manage our exposure to credit derivatives using a variety of risk mitigation strategies where we enter into offsetting hedge positions or transfer the economic risks, in part or in entirety, to investors through the issuance of structured credit products. We actively manage the credit and market risk exposure in the credit derivative portfolios on a net basis and, as such, retain no or a limited net sell protection position at any time. The following table summarizes our net credit derivative positions as of September 30, 2015 and December 31, 2014:

	September 30, 2015		December 31, 2014	
	Carrying / Fair Value	Notional	Carrying / Fair Value	Notional
	(in millions)			
Sell-protection credit derivative positions	**$ (3,382)**	**$ 102,403**	$ (1,484)	$ 117,768
Buy-protection credit derivative positions	**3,633**	**107,541**	1,741	122,969
Net position[1]	**$ 251**	**$ 5,138**	$ 257	$ 5,201

[1] Positions are presented net in the table above to provide a complete analysis of our risk exposure and depict the way we manage our credit derivative portfolio. The offset of the sell-protection credit derivatives against the buy-protection credit derivatives may not be legally binding in the absence of master netting agreements with the same counterparty. Furthermore, the credit loss triggering events for individual sell protection credit derivatives may not be the same or occur in the same period as those of the buy protection credit derivatives thereby not providing an exact offset.

Standby letters of credit A standby letter of credit is issued to a third party for the benefit of a customer and is a guarantee that the customer will perform or satisfy certain obligations under a contract. It irrevocably obligates us to pay a specified amount to the third party beneficiary if the customer fails to perform the contractual obligation. We issue two types of standby letters of credit: performance and financial. A performance standby letter of credit is issued where the customer is required to perform some non-financial contractual obligation, such as the performance of a specific act, whereas a financial standby letter of credit is issued where the customer's contractual obligation is of a financial nature, such as the repayment of a loan or debt instrument. As of September 30, 2015, the total amount of outstanding financial standby letters of credit (net of participations) and performance guarantees (net of participations) were $5,873 million and $3,159 million, respectively. As of December 31, 2014, the total amount of outstanding financial standby letters of credit (net of participations) and performance guarantees (net of participations) were $5,358 million and $3,083 million, respectively.

The issuance of a standby letter of credit is subject to our credit approval process and collateral requirements. We charge fees for issuing letters of credit commensurate with the customer's credit evaluation and the nature of any collateral. Included in other liabilities are deferred fees on standby letters of credit amounting to $47 million and $50 million at September 30, 2015 and December 31, 2014, respectively. Also included in other liabilities is an allowance for credit losses on unfunded standby letters of credit of $18 million and $16 million at September 30, 2015 and December 31, 2014, respectively.

The following table summarizes the credit ratings related to guarantees including the ratings of counterparties against which we sold credit protection and financial standby letters of credit as of September 30, 2015 as an indicative proxy of payment risk:

Notional/Contractual Amounts	Average Life (in years)	Credit Ratings of the Obligors or the Transactions		
		Investment Grade	Non-Investment Grade	Total
		(dollars are in millions)		
Sell-protection Credit Derivatives[1]				
Single name credit default swaps ("CDS")	2.5	$ 64,937	$ 16,350	$ 81,287
Structured CDS	1.6	5,046	616	5,662
Index credit derivatives	3.2	3,864	7,873	11,737
Total return swaps	2.4	3,315	402	3,717
Subtotal		77,162	25,241	102,403
Standby Letters of Credit[2]	1.0	6,312	2,720	9,032
Total		$ 83,474	$ 27,961	$ 111,435

(1) The credit ratings in the table represent external credit ratings for classification as investment grade and non-investment grade.

(2) External ratings for most of the obligors are not available. Presented above are the internal credit ratings which are developed using similar methodologies and rating scale equivalent to external credit ratings for purposes of classification as investment grade and non-investment grade.

Our internal credit ratings are determined based on HSBC's risk rating systems and processes which assign a credit grade based on a scale which ranks the risk of default of a customer. The credit grades are assigned and used for managing risk and determining level of credit exposure appetite based on the customer's operating performance, liquidity, capital structure and debt service ability. In addition, we also incorporate subjective judgments into the risk rating process concerning such things as industry trends, comparison of performance to industry peers and perceived quality of management. We compare our internal risk ratings to outside external rating agency benchmarks, where possible, at the time of formal review and regularly monitor whether our risk ratings are comparable to the external ratings benchmark data.

A non-investment grade rating of a referenced obligor has a negative impact to the fair value of the credit derivative and increases the likelihood that we will be required to perform under the credit derivative contract. We employ market-based parameters and, where possible, use the observable credit spreads of the referenced obligors as measurement inputs in determining the fair value of the credit derivatives. We believe that such market parameters are more indicative of the current status of payment/performance risk than external ratings by the rating agencies which may not be forward-looking in nature and, as a result, lag behind those market-based indicators.

Non Credit-Risk Related Guarantees and Other Arrangements

Liquidity asset purchase agreements We provide liquidity facilities to Regency, a multi-seller ABCP conduit consolidated by an HSBC affiliate. Regency finances the purchase of individual assets by issuing commercial paper to third party investors. Each liquidity facility is transaction specific and has a maximum limit. Pursuant to the liquidity agreements, we are obligated, subject to certain limitations, to advance funds in an amount not to exceed the face value of the commercial paper in the event Regency is unable or unwilling to refinance its commercial paper. A liquidity asset purchase agreement is economically a conditional written put option issued to the conduit where the exercise price is the face value of the commercial paper. As of September 30, 2015 and December 31, 2014 we had issued $3,097 million and $2,685 million, respectively, of liquidity facilities to provide liquidity support to ABCP conduits. See Note 16, "Variable Interest Entities," for further information.

Clearinghouses and exchanges We are a member of various exchanges and clearinghouses that trade and clear securities and/or derivatives contracts. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, members of a clearinghouse may be required to contribute to a guaranty fund to backstop members' obligations to the clearinghouse. As a member, we may be required to pay a proportionate share of the financial obligations of another member who defaults on its obligations to the exchange or the clearinghouse. Our guarantee obligations would arise only if the exchange or clearinghouse had exhausted its resources. Any potential contingent liability under these membership agreements cannot be estimated.

Securitization Activity In addition to the repurchase risk described above, we have also been involved as a sponsor/seller of loans used to facilitate whole loan securitizations underwritten by our affiliate, HSI. In this regard, we began acquiring residential mortgage loans in 2005 which were warehoused on our balance sheet with the intent of selling them to HSI to facilitate HSI's whole loan securitization program which was discontinued in 2007. During 2005-2007, we purchased and sold $24 billion of such loans to HSI which were subsequently securitized and sold by HSI to third parties. See "*Mortgage Securitization Matters*" in Note 28, "Litigation and Regulatory Matters," in our 2014 Form10-K for additional discussion of related exposure. There have been no

significant changes with regards to this exposure since December 31, 2014. The outstanding principal balance on these loans was approximately $5.3 billion and $5.7 billion at September 30, 2015 and December 31, 2014, respectively.

Mortgage Loan Repurchase Obligations Historically, we originated and sold mortgage loans, primarily to government sponsored entities, and provided various representations and warranties related to, among other things, the ownership of the loans, the validity of the liens, the loan selection and origination process, and the compliance to the origination criteria established by the agencies. In the event of a breach of our representations and warranties, we may be obligated to repurchase the loans with identified defects or to indemnify the buyers. Our contractual obligation arises only when the breach of representations and warranties are discovered and repurchase is demanded. As a result of settlements with FNMA and FHLMC during 2013 and 2014, the repurchase exposure associated with these sales has been substantially resolved. In addition, with the conversion of our mortgage processing and servicing operations to PHH Mortgage in 2013, new agency eligible originations are sold directly to PHH Mortgage and PHH Mortgage is responsible for origination representations and warranties for all loans purchased.

In estimating our repurchase liability arising from breaches of representations and warranties, we consider historical losses on residual risks not covered by settlement agreements adjusted for any risk factors not captured in the historical losses as well as the level of outstanding repurchase demands received. Outstanding repurchase demands received totaled $3 million at both September 30, 2015 and December 31, 2014.

The following table summarizes the change in our estimated repurchase liability during the three and nine months ended September 30, 2015 and 2014 for obligations arising from the breach of representations and warranties associated with mortgage loans sold:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Balance at beginning of period	**$ 21**	$ 34	**$ 27**	$ 99
Decrease in liability recorded through earnings	**(2)**	(4)	**(7)**	(38)
Realized losses	**—**	—	**(1)**	(31)
Balance at end of period	**$ 19**	$ 30	**$ 19**	$ 30

During the first quarter of 2014, we entered into a settlement with the FHLMC for $25 million, reflected in realized losses in the liability rollforward above, which settled our liability for substantially all loans sold to FHLMC from January 1, 2000 through 2013. As a result of the settlement and a re-assessment of the residual exposure, we released $34 million in repurchase reserves. We continue to maintain repurchase reserves for exposure associated with residual risks not covered by the settlement agreement.

Our remaining repurchase liability of $19 million at September 30, 2015 represents our best estimate of the loss that has been incurred, including interest, arising from breaches of representations and warranties associated with mortgage loans sold. Because the level of mortgage loan repurchase losses is dependent upon economic factors, investor demand strategies and other external risk factors such as housing market trends that may change, the level of the liability for mortgage loan repurchase losses requires significant judgment. We continue to evaluate our methods of determining the best estimate of loss based on recent trends. As these estimates are influenced by factors outside our control, there is uncertainty inherent in these estimates making it reasonably possible that they could change. The range of reasonably possible losses in excess of our recorded repurchase liability is between zero and $25 million at September 30, 2015. This estimated range of reasonably possible losses was determined based upon modifying the assumptions utilized in our best estimate of probable losses to reflect what we believe to be reasonably possible adverse assumptions.

Pledged Assets

Pledged assets included in the consolidated balance sheet consisted of the following:

	September 30, 2015	December 31, 2014
	(in millions)	
Interest bearing deposits with banks	**$ 942**	$ 415
Trading assets[1]	**3,126**	2,886
Securities available-for-sale[2]	**15,275**	22,023
Securities held-to-maturity	**2,994**	3,602
Loans[3]	**14,634**	12,580
Other assets[4]	**1,601**	2,495
Total	**$ 38,572**	$ 44,001

(1) Trading assets are primarily pledged against liabilities associated with repurchase agreements.

(2) Securities available-for-sale are primarily pledged against derivatives, public fund deposits, trust deposits and various short-term and long term borrowings, as well as providing capacity for potential secured borrowings from the Federal Home Loan Bank of New York ("FHLB") and the Federal Reserve Bank of New York.

(3) Loans are primarily residential mortgage loans pledged against current and potential borrowings from the FHLB and the Federal Reserve Bank of New York.

(4) Other assets represent cash on deposit with non-banks related to derivative collateral support agreements.

Debt securities pledged as collateral that can be sold or repledged by the secured party continue to be reported on the consolidated balance sheet. The fair value of securities available-for-sale that could be sold or repledged was $3,547 million and $8,348 million at September 30, 2015 and December 31, 2014, respectively. The fair value of trading assets that could be sold or repledged was $3,126 million and $2,886 million at September 30, 2015 and December 31, 2014, respectively.

The fair value of collateral we accepted under security resale agreements but not reported on the consolidated balance sheet was $21,589 million and $7,165 million at September 30, 2015 and December 31, 2014, respectively, discussed further below. Of this collateral, $15,189 million and $6,765 million could be sold or repledged at September 30, 2015 and December 31, 2014, respectively, of which $362 million and $2,226 million, respectively, had been sold or repledged as collateral under repurchase agreements or to cover short sales.

Repurchase Agreements

We enter into purchases of securities under agreements to resell (resale agreements) and sales of securities under agreements to repurchase (repurchase agreements) identical or substantially the same securities. Resale and repurchase agreements are accounted for as secured lending and secured borrowing transactions, respectively.

Repurchase agreements may require us to deposit cash or other collateral with the lender. In connection with resale agreements, it is our policy to obtain possession of collateral, which may include the securities purchased, with market value in excess of the principal amount loaned. The market value of the collateral subject to the resale and repurchase agreements is regularly monitored, and additional collateral is obtained or provided when appropriate, to ensure appropriate collateral coverage of these secured financing transactions.

The following table provides information about resale and repurchase agreements that are subject to offset as of September 30, 2015 and December 31, 2014:

	Gross Amounts Recognized	Gross Amounts Offset in the Balance Sheet[1]	Net Amounts Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet: Financial Instruments [2]	Gross Amounts Not Offset in the Balance Sheet: Cash Collateral Received / Pledged	Net Amount [3]
	(in millions)					
As of September 30, 2015:						
Assets:						
Securities purchased under resale agreements	**$ 21,589**	**1,166**	**20,423**	**20,422**	**—**	**$ 1**
Liabilities:						
Securities sold under repurchase agreements	**$ 7,036**	**1,166**	**5,870**	**5,870**	**—**	**$ —**
As of December 31, 2014:						
Assets:						
Securities purchased under resale agreements	$ 7,165	5,752	1,413	1,413	—	$ —
Liabilities:						
Securities sold under repurchase agreements	$ 13,459	5,752	7,707	7,707	—	$ —

(1) Represents recognized amount of resale and repurchase agreements with counterparties subject to legally enforceable netting agreements that meet the applicable netting criteria as permitted by generally accepted accounting principles.

(2) Represents securities received or pledged to cover financing transaction exposures.

(3) Represents the amount of our exposure that is not collateralized / covered by pledged collateral.

The following table provides the class of collateral pledged and remaining contractual maturity of repurchase agreements accounted for as secured borrowings as of September 30, 2015:

	Overnight and Continuous	Up to 30 days	30 to 90 days	Greater than 90 days	Total
	(in millions)				
As of September 30, 2015:					
Assets:					
U.S. Treasury, U.S. Government agencies and sponsored entities	$ 1,019	$ 2,694	$ 199	$ 2,974	$ 6,886
Foreign debt securities	150	—	—	—	150
Total repurchase agreements accounted for as secured borrowings	$ 1,169	$ 2,694	$ 199	$ 2,974	$ 7,036

18. Fair Value Measurements

Accounting principles related to fair value measurements provide a framework for measuring fair value that focuses on the exit price that would be received to sell an asset or paid to transfer a liability in the principal market (or in the absence of the principal market, the most advantageous market) accessible in an orderly transaction between willing market participants (the "Fair Value Framework"). Where required by the applicable accounting standards, assets and liabilities are measured at fair value using the "highest and best use" valuation premise. Fair value measurement guidance clarifies that financial instruments do not have alternative use and, as such, the fair value of financial instruments should be determined using an “in-exchange” valuation premise. However, the fair value measurement literature provides a valuation exception and permits an entity to measure the fair value of a group of financial assets and financial liabilities with offsetting credit risks and/or market risks based on the exit price it would receive or pay to transfer the net risk exposure of a group of assets or liabilities if certain conditions are met. We elected to apply the measurement exception to a group of derivative instruments with offsetting credit risks and market risks, which primarily relate to interest rate, foreign currency, debt and equity price risk, and commodity price risk as of the reporting date.

Fair Value Adjustments The best evidence of fair value is quoted market price in an actively traded market, where available. In the event listed price or market quotes are not available, valuation techniques that incorporate relevant transaction data and market parameters reflecting the attributes of the asset or liability under consideration are applied. Where applicable, fair value adjustments are made to ensure the financial instruments are appropriately recorded at fair value. The fair value adjustments reflect the risks associated with the products, contractual terms of the transactions, and the liquidity of the markets in which the transactions occur. The fair value adjustments are broadly categorized by the following major types:

Credit risk adjustment - The credit risk adjustment is an adjustment to a group of financial assets and financial liabilities, predominantly derivative assets and derivative liabilities, to reflect the credit quality of the parties to the transaction in arriving at fair value. A credit valuation adjustment to a financial asset is required to reflect the default risk of the counterparty. A debit valuation adjustment to a financial liability is recorded to reflect the default risk of HUSI.

Liquidity risk adjustment - The liquidity risk adjustment (primarily in the form of bid-offer adjustment) reflects the cost that would be incurred to close out the market risks by hedging, disposing or unwinding the position. Valuation models generally produce mid-market values. The bid-offer adjustment is made in such a way that results in a measure that reflects the exit price that most represents the fair value of the financial asset or financial liability under consideration or, where applicable, the fair value of the net market risk exposure of a group of financial assets or financial liabilities. These adjustments relate primarily to Level 2 assets.

Model valuation adjustment - Where fair value measurements are determined using an internal valuation model based on observable and unobservable inputs, certain valuation inputs may be less readily determinable. There may be a range of possible valuation inputs that market participants may assume in determining the fair value measurement. The resultant fair value measurement has inherent measurement risk if one or more parameters are unobservable and must be estimated. An input valuation adjustment is necessary to reflect the likelihood that market participants may use different input parameters, and to mitigate the possibility of measurement error. In addition, the values derived from valuation techniques are affected by the choice of valuation model and model limitation. When different valuation techniques are available, the choice of valuation model can be subjective. Furthermore, the valuation model applied may have measurement limitations. In those cases, an additional valuation adjustment is also applied to mitigate the measurement risk. Model valuation adjustments are not material and relate primarily to Level 2 instruments.

We apply stress scenarios in determining appropriate liquidity risk and model risk adjustments for Level 3 fair values by reviewing the historical data for unobservable inputs (e.g., correlation, volatility). Some stress scenarios involve a 95 percent confidence interval (i.e., two standard deviations). Other stress scenarios may be performed using highly stressed historical inputs such as credit spreads experienced during a credit crisis. We also utilize unobservable parameter adjustments when instruments are valued using internally developed models which reflects the uncertainty in the value estimates provided by the model.

Valuation of uncollateralized derivatives - During 2014, we adopted a funding fair value adjustment ("FFVA") to reflect the estimated present value of the future market funding cost or benefit associated with funding uncollateralized derivative exposure at rates other than the Overnight Indexed Swap ("OIS") rate. See "Valuation Techniques - Derivatives" below for additional details.

Fair Value Hierarchy The Fair Value Framework establishes a three-tiered fair value hierarchy as follows:

Level 1 *quoted market price* - Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 *valuation technique using observable inputs* - Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are inactive, and measurements determined using valuation models where all significant inputs are observable, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 *valuation technique with significant unobservable inputs* - Level 3 inputs are unobservable inputs for the asset or liability and include situations where fair values are measured using valuation techniques based on one or more significant unobservable inputs.

Classification within the fair value hierarchy is based on whether the lowest hierarchical level input that is significant to the fair value measurement is observable. As such, the classification within the fair value hierarchy is dynamic and can be transferred to other hierarchy levels in each reporting period. Transfers between leveling categories are assessed, determined and recognized at the end of each reporting period.

Valuation Control Framework We have established a control framework which is designed to ensure that fair values are either determined or validated by a function independent of the risk-taker. To that end, the ultimate responsibility for the determination of fair values rests with Finance. Finance has established an independent price validation process to ensure that the assets and liabilities measured at fair value are properly stated.

A valuation committee, chaired by the Head of Business Finance of GB&M, meets monthly to review, monitor and discuss significant valuation matters arising from credit and market risks. The committee is responsible for reviewing and approving valuation policies and procedures including any valuation adjustments pertaining to, among other things, independent price verification, market liquidity, unobservable inputs, model uncertainty and counterparty credit risk. All valuation models are reviewed by the valuation committee in terms of model development, enhancements and performance. All models are independently reviewed by the Markets Independent Model Review function and applicable valuation model recommendations are reported to and discussed with the valuation committee. Significant valuation risks identified in business activities are corroborated and addressed by the committee members and, where applicable, are escalated to the Chief Financial Officer of HUSI and the Audit Committee of the Board of Directors.

Where fair value measurements are determined based on information obtained from independent pricing services or brokers, Finance applies appropriate validation procedures to substantiate fair value. For price validation purposes, quotations from at least two independent pricing sources are obtained for each financial instrument, where possible.

The following factors are considered in determining fair values:

- similarities between the asset or the liability under consideration and the asset or liability for which quotation is received;
- collaboration of pricing by referencing to other independent market data such as market transactions and relevant benchmark indices;
- consistency among different pricing sources;
- the valuation approach and the methodologies used by the independent pricing sources in determining fair value;
- the elapsed time between the date to which the market data relates and the measurement date;
- the source of the fair value information; and
- whether the security is traded in an active or inactive market.

Greater weight is given to quotations of instruments with recent market transactions, pricing quotes from dealers who stand ready to transact, quotations provided by market-makers who structured such instrument and market consensus pricing based on inputs from a large number of survey participants. Any significant discrepancies among the external quotations are reviewed and adjustments to fair values are recorded where appropriate. Where the transaction volume of a specific instrument has been reduced and the fair value measurement becomes less transparent, Finance will apply more detailed procedures to understand and challenge the appropriateness of the unobservable inputs and the valuation techniques used by the independent pricing service. Where applicable, Finance will develop a fair value estimate using its own pricing model inputs to test reasonableness. Where fair value measurements are determined using internal valuation models, Finance will validate the fair value measurement by either developing unobservable inputs based on the industry consensus pricing surveys in which we participate or back testing by observing the actual settlements occurring soon after the measurement date. Any significant valuation adjustments are reported to and discussed with the valuation committee.

Fair Value of Financial Instruments The fair value estimates, methods and assumptions set forth below for our financial instruments, including those financial instruments carried at cost, are made solely to comply with disclosures required by generally accepted accounting principles in the United States and should be read in conjunction with the financial statements and notes included in this report.

The following table summarizes the carrying value and estimated fair value of our financial instruments at September 30, 2015 and December 31, 2014:

September 30, 2015	Carrying Value	Fair Value	Level 1	Level 2	Level 3
			(in millions)		
Financial assets:					
Short-term financial assets	$ 23,243	$ 23,243	$ 914	$ 22,300	$ 29
Federal funds sold and securities purchased under resale agreements	20,423	20,423	—	20,423	—
Non-derivative trading assets	11,517	11,517	2,869	5,553	3,095
Derivatives	5,579	5,579	6	5,552	21
Securities	50,416	50,704	19,523	31,181	—
Commercial loans, net of allowance for credit losses	64,218	66,259	—	—	66,259
Commercial loans designated under fair value option and held for sale	175	175	—	175	—
Commercial loans held for sale	94	94	—	94	—
Consumer loans, net of allowance for credit losses	20,046	18,921	—	—	18,921
Consumer loans held for sale:					
Residential mortgages	16	16	—	13	3
Other consumer	83	83	—	—	83
Financial liabilities:					
Short-term financial liabilities	$ 6,928	$ 6,928	$ —	$ 6,899	$ 29
Deposits:					
Without fixed maturities	112,907	112,907	—	112,907	—
Fixed maturities	12,058	12,051	—	12,051	—
Deposits designated under fair value option	6,485	6,485	—	4,731	1,754
Non-derivative trading liabilities	717	717	671	46	—
Derivatives	7,193	7,193	14	7,159	20
Short-term borrowings designated under fair value option	2,064	2,064	—	2,064	—
Long-term debt	24,384	24,987	—	24,987	—
Long-term debt designated under fair value option	8,634	8,634	—	7,889	745

December 31, 2014	Carrying Value	Fair Value	Level 1	Level 2	Level 3
			(in millions)		
Financial assets:					
Short-term financial assets	$ 31,746	$ 31,746	$ 891	$ 30,807	$ 48
Federal funds sold and securities purchased under resale agreements	1,413	1,413	—	1,413	—
Non-derivative trading assets	15,490	15,490	2,675	9,722	3,093
Derivatives	7,258	7,258	10	7,200	48
Securities	43,609	43,835	22,048	21,787	—
Commercial loans, net of allowance for credit losses	57,595	58,891	—	—	58,891
Commercial loans designated under fair value option and held for sale	384	384	—	384	—
Commercial loans held for sale	144	144	—	144	—
Consumer loans, net of allowance for credit losses	19,466	17,896	—	—	17,896
Consumer loans held for sale:					
Residential mortgages	18	19	—	14	5
Other consumer	66	66	—	—	66
Financial liabilities:					
Short-term financial liabilities	$ 12,861	$ 12,861	$ —	$ 12,813	$ 48
Deposits:					
Without fixed maturities	105,962	105,962	—	105,962	—
Fixed maturities	2,810	2,813	—	2,813	—
Deposits designated under fair value option	7,346	7,346	—	5,378	1,968
Non-derivative trading liabilities	705	705	653	52	—
Derivatives	8,413	8,413	8	8,376	29
Long-term debt	18,733	19,524	—	19,524	—
Long-term debt designated under fair value option	8,791	8,791	—	8,144	647

Loan values presented in the table above were determined using the Fair Value Framework for measuring fair value, which is based on our best estimate of the amount within a range of value we believe would be received in a sale as of the balance sheet date (i.e. exit price). The secondary market demand and estimated value for our residential mortgage loans has been heavily influenced by the challenging economic conditions during the past several years, including house price depreciation, elevated unemployment, changes in consumer behavior, changes in discount rates and the lack of financing options available to support the purchase of receivables. For certain consumer loans, investors incorporate numerous assumptions in predicting cash flows, such as future interest rates, higher charge-off levels, slower voluntary prepayment speeds, different default and loss curves and estimated collateral values than we, as the servicer of these loans, believe will ultimately be the case. The investor's valuation process reflects this difference in overall cost of capital assumptions as well as the potential volatility in the underlying cash flow assumptions, the combination of which may yield a significant pricing discount from our intrinsic value. The estimated fair values at September 30, 2015 and December 31, 2014 reflect these market conditions. The increase in the relative fair value of our residential mortgage loans since December 31, 2014 reflects the conditions in the housing industry which have continued to show improvement in 2015 due to improvements in property values as well as lower required market yields and increased investor demand for these types of receivables.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis The following table presents information about our assets and liabilities measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value:

September 30, 2015	Level 1	Level 2	Level 3	Gross Balance	Netting[1]	Net Balance
	Fair Value Measurements on a Recurring Basis (in millions)					
Assets:						
Trading Securities, excluding derivatives:						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	$ 2,869	$ 166	$ —	$ 3,035	$ —	$ 3,035
Obligations of U.S. States and political subdivisions	—	572	—	572	—	572
Collateralized debt obligations	—	—	233	233	—	233
Asset-backed securities:						
Residential mortgages	—	119	—	119	—	119
Student Loans	—	88	—	88	—	88
Corporate and other domestic debt securities	—	—	2,862	2,862	—	2,862
Debt Securities issued by foreign entities:						
Corporate	—	387	—	387	—	387
Government-backed	—	2,310	—	2,310	—	2,310
Equity securities	—	18	—	18	—	18
Precious metals trading	—	1,893	—	1,893	—	1,893
Derivatives[2]:						
Interest rate contracts	53	48,198	2	48,253	—	48,253
Foreign exchange contracts	—	25,705	16	25,721	—	25,721
Equity contracts	—	1,792	94	1,886	—	1,886
Precious metals contracts	31	985	—	1,016	—	1,016
Credit contracts	—	4,579	192	4,771	—	4,771
Derivatives netting	—	—	—	—	(76,068)	(76,068)
Total derivatives	84	81,259	304	81,647	(76,068)	5,579
Securities available-for-sale:						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	19,523	11,754	—	31,277	—	31,277
Obligations of U.S. states and political subdivisions	—	768	—	768	—	768
Asset-backed securities:						
Commercial mortgages	—	22	—	22	—	22
Home equity	—	79	—	79	—	79
Other	—	93	—	93	—	93
Debt Securities issued by foreign entities:						
Corporate	—	358	—	358	—	358
Government-backed	—	3,174	—	3,174	—	3,174
Equity securities	—	166	—	166	—	166
Loans[3]	—	175	—	175	—	175
Mortgage servicing rights[4]	—	—	130	130	—	130
Total assets	$ 22,476	$ 103,401	$ 3,529	$ 129,406	$ (76,068)	$ 53,338
Liabilities:						
Domestic deposits[5]	$ —	$ 4,731	$ 1,754	$ 6,485	$ —	$ 6,485
Trading liabilities, excluding derivatives	671	46	—	717	—	717
Derivatives[2]:						
Interest rate contracts	73	48,192	2	48,267	—	48,267
Foreign exchange contracts	38	23,680	16	23,734	—	23,734
Equity contracts	—	1,911	189	2,100	—	2,100
Precious metals contracts	39	479	—	518	—	518
Credit contracts	—	4,588	21	4,609	—	4,609
Derivatives netting	—	—	—	—	(72,035)	(72,035)
Total derivatives	150	78,850	228	79,228	(72,035)	7,193
Short-term borrowings[5]	—	2,064	—	2,064	—	2,064
Long-term debt[5]	—	7,889	745	8,634	—	8,634
Total liabilities	$ 821	$ 93,580	$ 2,727	$ 97,128	$ (72,035)	$ 25,093

December 31, 2014	Fair Value Measurements on a Recurring Basis					
	Level 1	Level 2	Level 3	Gross Balance	Netting[1]	Net Balance
	(in millions)					
Assets:						
Trading Securities, excluding derivatives:						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	$ 2,675	$ 48	$ —	$ 2,723	$ —	$ 2,723
Obligations of U. S. States and political subdivisions	—	591	—	591	—	591
Collateralized debt obligations	—	—	253	253	—	253
Asset-backed securities:						
Residential mortgages	—	142	—	142	—	142
Student loans	—	86	—	86	—	86
Corporate and other domestic debt securities	—	1	2,840	2,841	—	2,841
Debt Securities issued by foreign entities:						
Corporate	—	184	—	184	—	184
Government-backed	—	6,656	—	6,656	—	6,656
Equity securities	—	22	—	22	—	22
Precious metals trading	—	1,992	—	1,992	—	1,992
Derivatives[2]:						
Interest rate contracts	46	46,012	1	46,059	—	46,059
Foreign exchange contracts	—	22,241	23	22,264	—	22,264
Equity contracts	—	2,212	180	2,392	—	2,392
Precious metals contracts	59	1,013	—	1,072	—	1,072
Credit contracts	—	3,899	296	4,195	—	4,195
Derivatives netting	—	—	—	—	(68,724)	(68,724)
Total derivatives	105	75,377	500	75,982	(68,724)	7,258
Securities available-for-sale:						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	22,048	3,117	—	25,165	—	25,165
Obligations of U.S. states and political subdivisions	—	667	—	667	—	667
Asset-backed securities:						
Commercial mortgages	—	43	—	43	—	43
Home equity	—	89	—	89	—	89
Other	—	94	—	94	—	94
Debt Securities issued by foreign entities:						
Corporate	—	517	—	517	—	517
Government-backed	—	3,398	—	3,398	—	3,398
Equity securities	—	167	—	167	—	167
Loans[3]	—	384	—	384	—	384
Mortgage servicing rights[4]	—	—	159	159	—	159
Total assets	$ 24,828	$ 93,575	$ 3,752	$ 122,155	$ (68,724)	$ 53,431
Liabilities:						
Domestic deposits[5]	$ —	$ 5,378	$ 1,968	$ 7,346	$ —	$ 7,346
Trading liabilities, excluding derivatives	653	52	—	705	—	705
Derivatives[2]:						
Interest rate contracts	43	46,683	1	46,727	—	46,727
Foreign exchange contracts	13	20,847	23	20,883	—	20,883
Equity contracts	—	1,661	138	1,799	—	1,799
Precious metals contracts	18	596	—	614	—	614
Credit contracts	—	3,941	86	4,027	—	4,027
Derivatives netting	—	—	—	—	(65,637)	(65,637)
Total derivatives	74	73,728	248	74,050	(65,637)	8,413
Long-term debt[5]	—	8,144	647	8,791	—	8,791
Total liabilities	$ 727	$ 87,302	$ 2,863	$ 90,892	$ (65,637)	$ 25,255

(1) Represents counterparty and cash collateral netting which allow the offsetting of amounts relating to certain contracts if certain conditions are met.

(2) Includes trading derivative assets of $4,135 million and $5,602 million and trading derivative liabilities of $5,619 million and $7,459 million as of September 30, 2015 and December 31, 2014, respectively, as well as derivatives held for hedging and commitments accounted for as derivatives.

(3) Includes certain commercial loans held for sale which we have elected to apply the fair value option. See Note 6, "Loans Held for Sale," for further information.

(4) See Note 7, "Intangible Assets," for additional information.

(5) See Note 10, "Fair Value Option," for additional information.

Transfers between levels of the fair value hierarchy are recognized at the end of each reporting period.

Transfers between Level 1 and Level 2 measurements There were no transfers between Levels 1 and 2 during the three and nine months ended September 30, 2015 and 2014.

Information on Level 3 assets and liabilities The following table summarizes additional information about changes in the fair value of Level 3 assets and liabilities during the three and nine months ended September 30, 2015 and 2014. As a risk management practice, we may risk manage the Level 3 assets and liabilities, in whole or in part, using securities and derivative positions that are classified as Level 1 or Level 2 measurements within the fair value hierarchy. Since those Level 1 and Level 2 risk management positions are not included in the table below, the information provided does not reflect the effect of such risk management activities related to the Level 3 assets and liabilities.

		Total Gains and (Losses) Included in[1]								
	Jul. 1, 2015	Trading Revenue (Loss)	Other Revenue	Purch-ases	Issu-ances	Settle-ments	Transfers Into Level 3	Transfers Out of Level 3	Sep. 30, 2015	Current Period Unrealized Gains (Losses)
	(in millions)									
Assets:										
Trading assets, excluding derivatives:										
Collateralized debt obligations	$ 240	$ 3	$ —	$ —	$ —	$ (10)	$ —	$ —	$ 233	$ —
Corporate and other domestic debt securities	2,855	—	—	7	—	—	—	—	2,862	—
Derivatives, net[2]:										
Interest rate contracts	1	—	(1)	—	—	—	—	—	—	(1)
Foreign exchange contracts	—	—	—	—	—	—	—	—	—	—
Equity contracts	(10)	(70)	—	—	—	(17)	—	2	(95)	(79)
Credit contracts	179	(8)	—	—	—	—	—	—	171	(7)
Mortgage servicing rights[3]	158	—	(21)	—	—	(7)	—	—	130	(21)
Total assets	$ 3,423	$ (75)	$ (22)	$ 7	$ —	$ (34)	$ —	$ 2	$ 3,301	$ (108)
Liabilities:										
Domestic deposits[4]	$ (1,817)	$ —	$ 9	$ —	$ (86)	$ 130	$ (44)	$ 54	$ (1,754)	$ 15
Long-term debt[4]	(662)	—	73	—	(186)	13	(1)	18	(745)	71
Total liabilities	$ (2,479)	$ —	$ 82	$ —	$ (272)	$ 143	$ (45)	$ 72	$ (2,499)	$ 86

	Total Gains and (Losses) Included in[1]								
	Jan. 1, 2015	**Trading Revenue (Loss)**	**Other Revenue**	**Purch-ases**	**Issu-ances**	**Settle-ments**	**Transfers Into Level 3**	**Transfers Out of Level 3**	**Sep. 30, 2015**	**Current Period Unrealized Gains (Losses)**
					(in millions)					
Assets:										
Trading assets, excluding derivatives:										
Collateralized debt obligations	$ 253	$ 15	$ —	$ —	$ —	$ (35)	$ —	$ —	$ 233	$ 7
Corporate and other domestic debt securities	2,840	—	—	22	—	—	—	—	2,862	—
Derivatives, net[2]:										
Interest rate contracts	—	—	—	—	—	—	—	—	—	—
Foreign exchange contracts	—	—	—	—	—	—	—	—	—	—
Equity contracts	42	(74)	—	—	—	(65)	—	2	(95)	(101)
Credit contracts	210	(30)	—	—	—	(9)	—	—	171	(60)
Mortgage servicing rights[3]	159	—	(13)	—	—	(16)	—	—	130	(13)
Total assets	$ 3,504	$ (89)	$ (13)	$ 22	$ —	$ (125)	$ —	$ 2	$ 3,301	$ (167)
Liabilities:										
Domestic deposits[4]	$ (1,968)	$ —	$ 4	$ —	$ (270)	$ 313	$ (66)	$ 233	$ (1,754)	$ 21
Long-term debt[4]	(647)	—	79	—	(423)	197	(1)	50	(745)	81
Total liabilities	$ (2,615)	$ —	$ 83	$ —	$ (693)	$ 510	$ (67)	$ 283	$ (2,499)	$ 102

	Jul. 1, 2014	Total Gains and (Losses) Included in[1] Trading Revenue (Loss)	Other Revenue	Purch-ases	Issu-ances	Settle-ments	Transfers Into Level 3	Transfers Out of Level 3	Sep. 30, 2014	Current Period Unrealized Gains (Losses)
	(in millions)									
Assets:										
Trading assets, excluding derivatives:										
Collateralized debt obligations	$ 260	$ 20	$ —	$ —	$ —	$ (11)	$ —	$ —	$ 269	$ 19
Corporate and other domestic debt securities	2,819	—	—	10	—	—	—	—	2,829	—
Government debt securities issued by foreign entities	—	—	—	—	—	—	—	—	—	—
Derivatives, net[2]:										
Interest rate contracts	—	4	—	—	—	—	—	—	4	3
Foreign exchange contracts	—	(3)	—	—	—	—	—	—	(3)	(3)
Equity contracts	59	(21)	—	—	—	(23)	(1)	(1)	13	(32)
Precious metals contracts	—	—	—	—	—	—	—	—	—	—
Credit contracts	257	(31)	—	—	—	(5)	—	—	221	(36)
Mortgage servicing rights[3]	186	—	2	—	—	(6)	—	—	182	2
Total assets	$ 3,581	$ (31)	$ 2	$ 10	$ —	$ (45)	$ (1)	$ (1)	$ 3,515	$ (47)
Liabilities:										
Domestic deposits[4]	$ (2,257)	$ —	$ (2)	$ —	$ (111)	$ 129	$ (59)	$ 395	$ (1,905)	$ 26
Long-term debt[4]	(738)	—	27	—	(82)	82	(2)	81	(632)	9
Total liabilities	$ (2,995)	$ —	$ 25	$ —	$ (193)	$ 211	$ (61)	$ 476	$ (2,537)	$ 35

	Jan. 1, 2014	Total Gains and (Losses) Included in[1]		Purch-ases	Issu-ances	Settle-ments	Transfers Into Level 3	Transfers Out of Level 3	Sep. 30, 2014	Current Period Unrealized Gains (Losses)
		Trading Revenue (Loss)	Other Revenue							
	(in millions)									
Assets:										
Trading assets, excluding derivatives:										
Collateralized debt obligations	$ 254	$ 34	$ —	$ —	$ —	$ (19)	$ —	$ —	$ 269	$ 31
Corporate and other domestic debt securities	2,260	(5)	—	574	—	—	—	—	2,829	(4)
Government debt securities issued by foreign entities	121	5	—	—	—	(7)	—	(119)	—	—
Derivatives, net[2]:										
Interest rate contracts	1	3	—	—	—	—	—	—	4	3
Foreign exchange contracts	95	7	—	—	—	(12)	—	(93)	(3)	(1)
Equity contracts	3	65	—	—	—	(59)	7	(3)	13	8
Precious metals contracts	(2)	2	—	—	—	—	—	—	—	—
Credit contracts	191	(86)	—	—	—	2	—	114	221	(134)
Mortgage servicing rights[3]	227	—	(22)	—	—	(23)	—	—	182	(22)
Total assets	$ 3,150	$ 25	$ (22)	$ 574	$ —	$ (118)	$ 7	$ (101)	$ 3,515	$ (119)
Liabilities:										
Domestic deposits[4]	$ (2,334)	$ —	$ (211)	$ —	$ (271)	$ 428	$ (108)	$ 591	$ (1,905)	$ (10)
Long-term debt[4]	(900)	—	121	—	(234)	202	(2)	181	(632)	(15)
Total liabilities	$ (3,234)	$ —	$ (90)	$ —	$ (505)	$ 630	$ (110)	$ 772	$ (2,537)	$ (25)

(1) Includes realized and unrealized gains and losses.

(2) Level 3 net derivatives included derivative assets of $304 million and derivative liabilities of $228 million as of September 30, 2015 and derivative assets of $466 million and derivative liabilities of $231 million as of September 30, 2014.

(3) See Note 7, "Intangible Assets," for additional information.

(4) See Note 10, "Fair Value Option," for additional information.

The following table presents quantitative information about the unobservable inputs used to determine the recurring fair value measurement of assets and liabilities classified as Level 3 fair value measurements as of September 30, 2015 and December 31, 2014:

September 30, 2015

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs
Collateralized debt obligations	**233**	Broker quotes or consensus pricing and, where applicable, discounted cash flows	Prepayment rates	**1% - 6%**
			Conditional default rates	**3% - 7%**
			Loss severity rates	**90% - 99%**
Corporate and other domestic debt securities	**2,862**	Discounted cash flows	Spread volatility on collateral assets	**2% - 4%**
			Correlation between insurance claim shortfall and collateral value	**80%**
Interest rate derivative contracts	—	Market comparable adjusted for probability to fund	Probability to fund for rate lock commitments	**7% - 100%**
Foreign exchange derivative contracts[1]	—	Option pricing model	Implied volatility of currency pairs	**20% - 25%**
Equity derivative contracts[1]	**(95)**	Option pricing model	Equity / Equity Index volatility	**17% - 63%**
			Equity / Equity and Equity / Index correlation	**48% - 58%**
Credit derivative contracts	**171**	Option pricing model	Correlation of defaults of a portfolio of reference credit names	**44% - 47%**
			Issuer by issuer correlation of defaults	**82% - 83%**
Mortgage servicing rights	**130**	Option adjusted discounted cash flows	Constant prepayment rates	**11% - 50%**
			Option adjusted spread	**8% - 14%**
			Estimated annualized costs to service	**$91 - $333 per account**
Domestic deposits (structured deposits)[1][2]	**(1,754)**	Option adjusted discounted cash flows	Implied volatility of currency pairs	**20% - 25%**
			Equity / Equity Index volatility	**17% - 63%**
			Equity / Equity and Equity / Index correlation	**48% - 58%**
Long-term debt (structured notes)[1][2]	**(745)**	Option adjusted discounted cash flows	Implied volatility of currency pairs	**20% - 25%**
			Equity / Equity Index volatility	**17% - 63%**
			Equity / Equity and Equity / Index correlation	**48% - 58%**

December 31, 2014

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs
Collateralized debt obligations	253	Broker quotes or consensus pricing and, where applicable, discounted cash flows	Prepayment rates	1% - 6%
			Conditional default rates	6% - 7%
			Loss severity rates	90% - 91%
Corporate and other domestic debt securities	2,840	Discounted cash flows	Spread volatility on collateral assets	2% - 4%
			Correlation between insurance claim shortfall and collateral value	80%
Interest rate derivative contracts	—	Market comparable adjusted for probability to fund	Probability to fund for rate lock commitments	6% - 98%
Foreign exchange derivative contracts[1]	—	Option pricing model	Implied volatility of currency pairs	10% - 17%
Equity derivative contracts[1]	42	Option pricing model	Equity / Equity Index volatility	11% - 60%
			Equity / Equity and Equity / Index correlation	47% - 73%
Credit derivative contracts	210	Option pricing model	Correlation of defaults of a portfolio of reference credit names	52% - 57%
			Issuer by issuer correlation of defaults	82% - 83%
Mortgage servicing rights	159	Option adjusted discounted cash flows	Constant prepayment rates	10% - 49%
			Option adjusted spread	8% - 19%
			Estimated annualized costs to service	$91 - $333 per account
Domestic deposits (structured deposits)[1][2]	(1,968)	Option adjusted discounted cash flows	Implied volatility of currency pairs	10% - 17%
			Equity / Equity Index volatility	11% - 60%
			Equity / Equity and Equity / Index correlation	47% - 73%
Long-term debt (structured notes)[1][2]	(647)	Option adjusted discounted cash flows	Implied volatility of currency pairs	10% - 17%
			Equity / Equity Index volatility	11% - 60%
			Equity / Equity and Equity / Index correlation	47% - 73%

(1) We are the client-facing entity and we enter into identical but opposite derivatives to transfer the resultant risks to our affiliates. With the exception of counterparty credit risks, we are market neutral. The corresponding intra-group derivatives are presented as equity derivatives and foreign exchange derivatives in the table.

(2) Structured deposits and structured notes contain embedded derivative features whose fair value measurements contain significant Level 3 inputs.

Significant Unobservable Inputs for Recurring Fair Value Measurements

Collateralized Debt Obligations ("CDOs")

- *Prepayment rate* - The rate at which borrowers pay off the mortgage loans early. The prepayment rate is affected by a number of factors including the location of the mortgage collateral, the interest rate type of the mortgage loans, borrowers' credit and sensitivity to interest rate movement. The prepayment rate of our CDOs portfolio is tilted towards the low end of the range.
- *Default rate* - Annualized percentage of default rate over a group of collateral such as residential or commercial mortgage loans. The default rate and loss severity rate are positively correlated. The default rate of our portfolio is close to the mid-point of the range.
- *Loss severity rate* **-** Included in our Level 3 CDOs portfolio are collateralized loan obligations (CLOs) and trust preferred securities which are about equally distributed. The loss severity rate for trust preferred securities as of September 30, 2015 is about 1.8 times that of CLOs.

Derivatives

- *Correlation of default* - The default correlation of a group of credit exposures measures the likelihood that the credit references within a group will default together. The default correlation is a significant input to structured credit products such as nth-to-default swaps. In addition, the correlation between the currency and the default risk of the reference credits is a critical input to a foreign currency denominated credit default swap where the correlation is not observable.

- *Implied volatility* - The implied volatility is a significant pricing input for freestanding or embedded options including equity, foreign currency and interest rate options. The level of volatility is a function of the nature of the underlying risk, the level of strike price and the years to maturity of the option. Depending on the underlying risk and tenure, we determine the implied volatility based on observable input where information is available. However, substantially all of the implied volatilities are derived based on historical information. The implied volatility for different foreign currency pairs is between 20 percent and 25 percent while the implied volatility for equity/equity or equity/equity index is between 17 percent and 63 percent, respectively, at September 30, 2015. Although implied foreign currency volatility and equity volatility appear to be widely distributed at the portfolio level, the deviation of implied volatility on a trade-by-trade basis is narrower. The average deviation of implied volatility for the foreign currency pair and at-the-money equity option are 4 percent and 7 percent, respectively, at September 30, 2015.
- *Correlations of a group of foreign currency or equity* - Correlation measures the relative change in values among two or more variables (i.e., equity or foreign currency pair). Variables can be positively or negatively correlated. Correlation is a key input in determining the fair value of a derivative referenced to a basket of variables such as equities or foreign currencies. A majority of the correlations are not observable, but are derived based on historical data. The correlation between equity/equity and equity/equity index was between 48 percent and 58 percent at September 30, 2015.

Sensitivity of Level 3 Inputs to Fair Value Measurements

*Collateralized debt obligation*s - Probability of default, prepayment speed and loss severity rate are significant unobservable inputs. Significant increase (decrease) in these inputs will result in a lower (higher) fair value measurement of a collateralized debt obligation. A change in assumption for default probability is often accompanied by a directionally similar change in loss severity, and a directionally opposite change in prepayment speed.

Corporate and domestic debt securities - The fair value measurements of certain corporate debt securities are affected by the fair value of the underlying portfolios of investments used as collateral and the make-whole guarantee provided by third party guarantors. The probability that the collateral fair value declines below the collateral call threshold concurrent with the guarantors' failure to perform its make whole obligation is unobservable. The increase (decrease) in the probability the collateral value falls below the collateral call threshold is often accompanied by a directionally similar change in default probability of the guarantor.

Credit derivatives - Correlation of default among a basket of reference credit names is a significant unobservable input if the credit attributes of the portfolio are not within the parameters of relevant standardized CDS indices. Significant increase (decrease) in the unobservable input will result in a lower (higher) fair value measurement of the credit derivative. A change in assumption for default correlation is often accompanied by a directionally similar change in default probability and loss rates of other credit names in the basket.

Equity and foreign exchange derivatives - The fair value measurement of a structured equity or foreign exchange derivative is primarily affected by the implied volatility of the underlying equity price or exchange rate of the paired foreign currencies. The implied volatility is not observable. Significant increase (decrease) in the implied volatility will result in a higher (lower) fair value of a long position in the derivative contract.

Significant Transfers Into and Out of Level 3 Measurements During the three and nine months ended September 30, 2015, we transferred $54 million and $233 million, respectively, of domestic deposits and $18 million and $50 million, respectively, of long-term debt, which we have elected to carry at fair value, from Level 3 to Level 2 as a result of the embedded derivative no longer being unobservable as the derivative option is closer to maturity and there is more observability in short term volatility. Additionally, during the three and nine months ended September 30, 2015, we transferred $44 million and $66 million of domestic deposits, which we have elected to carry at fair value, from Level 2 to Level 3 as a result of a change in the observability of underlying instruments that resulted in the embedded derivative being unobservable.

During the three and nine months ended September 30, 2014, we transferred $395 million and $591 million, respectively, of domestic deposits and $81 million and $181 million, respectively, of long-term debt, which we have elected to carry at fair value, from Level 3 to Level 2 as a result of the embedded derivative no longer being unobservable as the derivative option is closer in maturity and there is more observability in short term volatility. During the second quarter of 2014, we transferred $119 million of government debt securities issued by foreign governments and the related foreign exchange and credit derivatives from Level 3 to Level 2 due to the availability of inputs in the market including independent pricing service valuations. Additionally, during the three and nine months ended September 30, 2014, we transferred $59 million and $108 million, respectively, of domestic deposits, which we have elected to carry at fair value, from Level 2 to Level 3 as a result of a change in the observability of underlying instruments that resulted in the embedded derivative being unobservable.

Assets and Liabilities Recorded at Fair Value on a Non-recurring Basis Certain financial and non-financial assets are measured at fair value on a non-recurring basis and therefore, are not included in the tables above. These assets include (a) mortgage and commercial loans classified as held for sale reported at the lower of amortized cost or fair value and (b) impaired loans or assets that are written down to fair value based on the valuation of underlying collateral during the period. These instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustment in certain circumstances (e.g., impairment). The following table presents the fair value hierarchy level within which the fair value of the financial and non-financial assets has been recorded as of September 30, 2015 and December 31, 2014. The gains (losses) during the three and nine months ended September 30, 2015 and 2014 are also included.

	Non-Recurring Fair Value Measurements as of September 30, 2015				Total Gains (Losses) For the Three Months Ended September 30, 2015	Total Gains (Losses) For the Nine Months Ended September 30, 2015
	Level 1	Level 2	Level 3	Total		
	(in millions)					
Residential mortgage loans held for sale[(1)]	**$ —**	**$ 1**	**$ 4**	**$ 5**	**$ —**	**$ —**
Consumer loans[(2)]	**—**	**106**	**—**	**106**	**(6)**	**(24)**
Commercial loans held for sale[(3)]	**—**	**83**	**—**	**83**	**(2)**	**(16)**
Impaired commercial loans[(4)]	**—**	**—**	**39**	**39**	**(16)**	**(31)**
Real estate owned[(5)]	**—**	**22**	**—**	**22**	**1**	**3**
Total assets at fair value on a non-recurring basis	**$ —**	**$ 212**	**$ 43**	**$ 255**	**$ (23)**	**$ (68)**

	Non-Recurring Fair Value Measurements as of December 31, 2014				Total Gains (Losses) For the Three Months Ended September 30, 2014	Total Gains (Losses) For the Nine Months Ended September 30, 2014
	Level 1	Level 2	Level 3	Total		
	(in millions)					
Residential mortgage loans held for sale[(1)]	$ —	$ —	$ 5	$ 5	$ (1)	$ (1)
Consumer loans[(2)]	—	164	—	164	(10)	(33)
Commercial loans held for sale[(3)]	—	77	—	77	—	(7)
Impaired commercial loans[(4)]	—	—	53	53	3	6
Real estate owned[(5)]	—	19	—	19	2	4
Total assets at fair value on a non-recurring basis	$ —	$ 260	$ 58	$ 318	$ (6)	$ (31)

(1) As of September 30, 2015 and December 31, 2014, the fair value of the loans held for sale was below cost. Certain residential mortgage loans held for sale have been classified as a Level 3 fair value measurement within the fair value hierarchy as the underlying real estate properties which determine fair value are illiquid assets as a result of market conditions and significant inputs in estimating fair value were unobservable. Additionally, the fair value of these properties is affected by, among other things, the location, the payment history and the completeness of the loan documentation.

(2) Represents residential mortgage loans held for investment whose carrying amount was reduced during the periods presented based on the fair value of the underlying collateral.

(3) As of September 30, 2015 and December 31, 2014, the fair value of the loans held for sale was below cost.

(4) Certain commercial loans have undergone troubled debt restructurings and are considered impaired. As a matter of practical expedient, we measure the credit impairment of a collateral-dependent loan based on the fair value of the collateral asset. The collateral often involves real estate properties that are illiquid due to market conditions. As a result, these loans are classified as a Level 3 fair value measurement within the fair value hierarchy.

(5) Real estate owned is required to be reported on the balance sheet net of transactions costs. The real estate owned amounts in the table above reflect the fair value unadjusted for transaction costs.

The following tables present quantitative information about non-recurring fair value measurements of assets and liabilities classified with Level 3 of the fair value hierarchy as of September 30, 2015 and December 31, 2014:

As of September 30, 2015

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs
Residential mortgage loans held for sale	$ 4	Valuation of third party appraisal on underlying collateral	Loss severity rates	**0% - 100%**
Impaired commercial loans	39	Valuation of third party appraisal on underlying collateral	Loss severity rates	**0% - 53%**

As of December 31, 2014

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs
Residential mortgage loans held for sale	$ 5	Valuation of third party appraisal on underlying collateral	Loss severity rates	0% - 100%
Impaired commercial loans	53	Valuation of third party appraisal on underlying collateral	Loss severity rates	8% - 47%

Significant Unobservable Inputs for Non-Recurring Fair Value Measurements

Residential mortgage loans held for sale primarily represent subprime residential mortgage loans which were previously acquired with the intent of securitizing or selling them to third parties. The weighted average loss severity rate for these loans was approximately 68 percent at September 30, 2015. These severity rates are primarily impacted by the value of the underlying collateral securing the loans.

Impaired loans represent commercial loans. The weighted average severity rate for these loans was approximately 21 percent at September 30, 2015. These severity rates are primarily impacted by the value of the underlying collateral securing the loans.

Valuation Techniques Following is a description of valuation methodologies used for assets and liabilities recorded at fair value and for estimating fair value for those financial instruments not recorded at fair value for which fair value disclosure is required.

Short-term financial assets and liabilities - The carrying amount of certain financial assets and liabilities recorded at cost is considered to approximate fair value because they are short-term in nature, bear interest rates that approximate market rates, and generally have negligible credit risk. These items include cash and due from banks, interest bearing deposits with banks, customer acceptance assets and liabilities, short-term borrowings except for certain securities sold under repurchase agreements for which the fair value option has been elected and dividends payable.

Federal funds sold and purchased and securities purchased and sold under resale and repurchase agreements - Federal funds sold and purchased and securities purchased and sold under resale and repurchase agreements are recorded at cost. A significant majority of these transactions are short-term in nature and, as such, the recorded amounts approximate fair value. For transactions with long-dated maturities, fair value is based on dealer quotes for instruments with similar terms and collateral.

Loans - Except for certain commercial loans held for sale for which the fair value option has been elected, we do not record loans at fair value on a recurring basis. From time to time, we record impairments to loans. The write-downs can be based on observable market price of the loan, the underlying collateral value or a discounted cash flow analysis. In addition, fair value estimates are determined based on the product type, financial characteristics, pricing features and maturity.

- Loans held for sale – Certain residential mortgage whole loans, consumer receivables and commercial loans are recorded at the lower of amortized cost or fair value. Where available, we measure held for sale mortgage whole loans based on transaction prices of loan portfolios of similar characteristics observed in the whole loan market. Adjustments are made to reflect differences in collateral location, loan-to-value ratio, FICO scores, vintage year, default rates, the completeness of the loan documentation and other risk characteristics. The fair value estimates of consumer receivables and commercial loans are determined primarily using the discounted cash flow method with estimated inputs in prepayment rates, default rates, loss severity, and market rate of return.
- Commercial loans held for sale designated under FVO – We record certain commercial loans held for sale at fair value. Where available, fair value is based on observable market consensus pricing obtained from independent sources, relevant broker quotes or observed market prices of instruments with similar characteristics. Where observable market parameters are not available, fair value is determined based on contractual cash flows adjusted for estimates of prepayment rates, expected default rates and loss severity discounted at management's estimate of the expected rate of return required by market participants. We also consider loan specific risk mitigating factors such as collateral arrangements in determining the fair value estimate.

- Commercial loans – Commercial loans and commercial real estate loans are valued by discounting the contractual cash flows, adjusted for prepayments and the borrower's credit risk, using a discount rate that reflects the current rates offered to borrowers of similar credit standing for the remaining term to maturity and, when applicable, our own estimate of liquidity premium.
- Commercial impaired loans – Generally represents collateral dependent commercial loans with fair value determined based on pricing quotes obtained from an independent third party appraisal.
- Consumer loans – The estimated fair value of our consumer loans were determined by developing an approximate range of value from a mix of various sources as appropriate for the respective pool of assets. These sources included estimates from an HSBC affiliate which reflect over-the-counter trading activity, forward looking discounted cash flow models using assumptions consistent with those which would be used by market participants in valuing such receivables; trading input from other market participants which includes observed primary and secondary trades; where appropriate, the impact of current estimated rating agency credit tranching levels with the associated benchmark credit spreads; and general discussions held directly with potential investors. For revolving products, the estimated fair value excludes future draws on the available credit line as well as other items and, therefore, does not include the fair value of the entire relationship.

  Valuation inputs include estimates of future interest rates, prepayment speeds, default and loss curves, estimated collateral value and market discount rates reflecting management's estimate of the rate that would be required by investors in the current market given the specific characteristics and inherent credit risk of the receivables. Some of these inputs are influenced by collateral value changes and unemployment rates. Where available, such inputs are derived principally from or corroborated by observable market data. We perform analytical reviews of fair value changes on a quarterly basis and periodically validate our valuation methodologies and assumptions based on the results of actual sales of such receivables. In addition, from time to time, we may engage a third party valuation specialist to measure the fair value of a pool of receivables. Portfolio risk management personnel provide further validation through discussions with third party brokers and other market participants. Since an active market for these receivables does not exist, the fair value measurement process uses unobservable significant inputs specific to the performance characteristics of the various receivable portfolios.

Lending-related commitments - The fair value of commitments to extend credit, standby letters of credit and financial guarantees are not included in the table. The majority of the lending related commitments are not carried at fair value on a recurring basis nor are they actively traded. These instruments generate fees, which approximate those currently charged to originate similar commitments, which are recognized over the term of the commitment period. Deferred fees on commitments and standby letters of credit totaled $47 million and $50 million at September 30, 2015 and December 31, 2014, respectively.

Precious metals trading - Precious metals trading primarily includes physical inventory which is valued using spot prices.

Securities - Where available, debt and equity securities are valued based on quoted market prices. If a quoted market price for the identical security is not available, the security is valued based on quotes from similar securities, where possible. For certain securities, internally developed valuation models are used to determine fair values or validate quotes obtained from pricing services. The following summarizes the valuation methodology used for our major security classes:

- U.S. Treasury, U.S. Government agency issued or guaranteed and obligations of U.S. state and political subdivisions – As these securities transact in an active market, fair value measurements are based on quoted prices for the identical security or quoted prices for similar securities with adjustments as necessary made using observable inputs which are market corroborated.
- U.S. Government sponsored enterprises – For government sponsored mortgage-backed securities which transact in an active market, fair value measurements are based on quoted prices for the identical security or quoted prices for similar securities with adjustments as necessary made using observable inputs which are market corroborated. For government sponsored mortgage-backed securities which do not transact in an active market, fair value is determined primarily based on pricing information obtained from pricing services and is verified by internal review processes.
- Asset-backed securities, including collateralized debt obligations – Fair value is primarily determined based on pricing information obtained from independent pricing services adjusted for the characteristics and the performance of the underlying collateral.
- Other domestic debt and foreign debt securities (corporate and government) - For non-callable corporate securities, a credit spread scale is created for each issuer. These spreads are then added to the equivalent maturity U.S. Treasury yield to determine current pricing. Credit spreads are obtained from the new market, secondary trading levels and dealer quotes. For securities with early redemption features, an option adjusted spread ("OAS") model is incorporated to adjust the spreads determined above. Additionally, we survey the broker/dealer community to obtain relevant trade data including benchmark quotes and updated spreads.
- Equity securities – Except for those legacy investments in hedge funds, since most of our securities are transacted in active markets, fair value measurements are determined based on quoted prices for the identical security. For hedge fund investments, we receive monthly statements from the investment manager with the estimated fair value.

The following tables provide additional information relating to asset-backed securities as well as certain collateralized debt obligations held as of September 30, 2015:

Trading asset-backed securities:

Rating of Securities:[1]	Collateral Type:	Level 2	Level 3	Total
			(in millions)	
AAA -A	Residential mortgages - Alt A	$ 65	$ —	$ 65
	Residential mortgages - Subprime	48	—	48
	Student loans	88	—	88
	Total AAA -A	201	—	201
BBB -B	Collateralized debt obligations	—	233	233
CCC-Unrated	Residential mortgages - Subprime	6	—	6
		$ 207	$ 233	$ 440

Available-for-sale securities backed by collateral:

Rating of Securities:[1]	Collateral Type:	Level 2	Level 3	Total
			(in millions)	
AAA -A	Commercial mortgages	$ 22	$ —	$ 22
	Home equity - Alt A	79	—	79
	Other	93	—	93
	Total AAA -A	$ 194	$ —	$ 194

(1) We utilize S&P as the primary source of credit ratings in the tables above. If S&P ratings are not available, ratings by Moody's and Fitch are used in that order. Ratings for collateralized debt obligations represent the ratings associated with the underlying collateral.

Derivatives – Derivatives are recorded at fair value. Asset and liability positions in individual derivatives that are covered by legally enforceable master netting agreements, including receivables (payables) for cash collateral posted (received), are offset and presented net in accordance with accounting principles which allow the offsetting of amounts.

Derivatives traded on an exchange are valued using quoted prices. OTC derivatives, which comprise a majority of derivative contract positions, are valued using valuation techniques. The fair value for the majority of our derivative instruments are determined based on internally developed models that utilize independently corroborated market parameters, including interest rate yield curves, option volatilities, and currency rates. For complex or long-dated derivative products where market data is not available, fair value may be affected by the underlying assumptions about, among other things, the timing of cash flows, expected exposure, probability of default and recovery rates. The fair values of certain structured derivative products are sensitive to unobservable inputs such as default correlations of the referenced credit and volatilities of embedded options. These estimates are susceptible to significant change in future periods as market conditions change.

We use the OIS curves as inputs to measure the fair value of collateralized derivatives. Historically, we valued uncollateralized derivatives by discounting expected future cash flows at a benchmark interest rate, typically LIBOR or its equivalent. In line with evolving industry practice, we changed this approach during 2014. We now view the OIS curve as the base discounting curve for all derivatives, both collateralized and uncollateralized, and have adopted a FFVA to reflect the estimated present value of the future market funding cost or benefit associated with funding uncollateralized derivative exposure at rates other than the OIS rate. This is an area in which a full industry consensus has not yet emerged. We will continue to monitor industry evolution and refine the calculation methodology as necessary.

Significant inputs related to derivative classes are broken down as follows:

- Credit Derivatives – Use credit default curves and recovery rates which are generally provided by broker quotes and various pricing services. Certain credit derivatives may also use correlation inputs in their model valuation. Correlation is derived using market quotes from brokers and various pricing services.
- Interest Rate Derivatives – Swaps use interest rate curves based on currency that are actively quoted by brokers and other pricing services. Options will also use volatility inputs which are also quoted in the broker market.
- Foreign Exchange ("FX") Derivatives – FX transactions, to the extent possible, use spot and forward FX rates which are quoted in the broker market. Where applicable, we also use implied volatility of currency pairs as inputs.
- Equity Derivatives – Use listed equity security pricing and implied volatilities from equity traded options position.

- Precious Metal Derivatives – Use spot and forward metal rates which are quoted in the broker market.

As discussed earlier, we make fair value adjustments to model valuations in order to ensure that those values represent appropriate estimates of fair value. These adjustments, which are applied consistently over time, are generally required to reflect factors such as bid-ask spreads and counterparty credit risk that can affect prices in arms-length transactions with unrelated third parties. Such adjustments are based on management judgment and may not be observable.

We estimate the counterparty credit risk for financial assets and own credit standing for financial liabilities (the "credit risk adjustments") in determining the fair value measurement. For derivative instruments, we calculate the credit risk adjustment by applying the probability of default of the counterparty to the expected exposure, and multiplying the result by the expected loss given default. We also take into consideration the risk mitigating factors including collateral agreements and master netting agreements in determining credit risk adjustments. We estimate the implied probability of default based on the credit spread of the specific counterparty observed in the credit default swap market. Where credit default spread of the counterparty is not available, we use the credit default spread of a specific proxy (e.g. the credit default swap spread of the counterparty's parent). Where specific proxy credit default swap is not available, we apply a blended approach based on a combination of credit default swaps referencing to credit names of similar credit standing and the historical rating-based probability of default.

Real estate owned - Fair value is determined based on third party appraisals obtained at the time we take title to the property and, if less than the carrying amount of the loan, the carrying amount of the loan is adjusted to the fair value. The carrying amount of the property is further reduced, if necessary, at least every 45 days to reflect observable local market data, including local area sales data.

Mortgage servicing rights - We elected to measure residential mortgage servicing rights, which are classified as intangible assets, at fair value. The fair value for the residential mortgage servicing rights is determined based on an option adjusted approach which involves discounting servicing cash flows under various interest rate projections at risk-adjusted rates. The valuation model also incorporates our best estimate of the prepayment speed of the mortgage loans, current cost to service and discount rates which are unobservable. As changes in interest rates is a key factor affecting the prepayment speed and hence the fair value of the mortgage servicing rights, we use various interest rate derivatives and forward purchase contracts of mortgage-backed securities to risk-manage the mortgage servicing rights.

Structured notes and deposits – Structured notes and deposits are hybrid instruments containing embedded derivatives and are elected to be measured at fair value in their entirety under fair value option accounting principles. The valuation of hybrid instruments is predominantly driven by the derivative features embedded within the instruments. The valuation of embedded derivatives may include significant unobservable inputs such as correlation of the referenced credit names or volatility of the embedded option.

Cash flows of the funded notes and deposits in their entirety, including the embedded derivatives, are discounted at the relevant interest rates for the duration of the instrument adjusted for our own credit spreads. The credit spreads so applied are determined with reference to our own debt issuance rates observed in primary and secondary markets, internal funding rates, and the structured note rates in recent executions.

Short-term borrowings - We record certain securities sold under repurchase agreements at fair value. The fair value of the repurchase agreements is determined using market rates currently offered on comparable transactions with similar underlying collateral and maturities.

Long-term debt – We elected to apply fair value option to certain own debt issuances for which fair value hedge accounting otherwise would have been applied. These own debt issuances elected under FVO are traded in secondary markets and, as such, the fair value is determined based on observed prices for the specific instrument. The observed market price of these instruments reflects the effect of our own credit spreads. The credit spreads applied to these instruments were derived from the spreads at the measurement date.

For long-term debt recorded at cost, fair value is determined based on quoted market prices where available. If quoted market prices are not available, fair value is based on dealer quotes, quoted prices of similar instruments, or internally developed valuation models adjusted for own credit risks.

Deposits – For fair value disclosure purposes, the carrying amount of deposits with no stated maturity (e.g., demand, savings, and certain money market deposits), which represents the amount payable upon demand, is considered to generally approximate fair value. For deposits with stated maturities, fair value is estimated by discounting cash flows using market interest rates currently offered on deposits with similar characteristics and maturities.

19. Litigation and Regulatory Matters

The following supplements, and should be read together with, the disclosure in Note 28, "Litigation and Regulatory Matters," in our 2014 Form 10-K and in Note 19, "Litigation and Regulatory Matters," in our Form 10-Q for the three month period ended March 31, 2015 (the "2015 First Quarter Form 10-Q") and the six month period ended June 30, 2015 (the "2015 Second Quarter Form 10-Q"). Only those matters with significant updates and new matters since our disclosure in our 2014 Form 10-K, our 2015 First Quarter Form 10-Q and our 2015 Second Quarter Form 10-Q are reported herein.

In addition to the matters described below, and in our 2014 Form 10-K, our 2015 First Quarter Form 10-Q and our 2015 Second Quarter Form 10-Q, in the ordinary course of business, we are routinely named as defendants in, or as parties to, various legal actions and proceedings relating to activities of our current and/or former operations. These legal actions and proceedings may include claims for substantial or indeterminate compensatory or punitive damages, or for injunctive relief. In the ordinary course of business, we also are subject to governmental and regulatory examinations, information-gathering requests, investigations and proceedings (both formal and informal), certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief. In connection with formal and informal inquiries by these regulators, we receive numerous requests, subpoenas and orders seeking documents, testimony and other information in connection with various aspects of our regulated activities.

In view of the inherent unpredictability of legal matters, including litigation, governmental and regulatory matters, particularly where the damages sought are substantial or indeterminate or when the proceedings or investigations are in the early stages, we cannot determine with any degree of certainty the timing or ultimate resolution of such matters or the eventual loss, fines, penalties or business impact, if any, that may result. We establish reserves for litigation, governmental and regulatory matters when those matters present loss contingencies that are both probable and can be reasonably estimated. Once established, reserves are adjusted from time to time, as appropriate, in light of additional information. The actual costs of resolving litigation and regulatory matters, however, may be substantially higher than the amounts reserved for those matters.

For the legal matters disclosed below, including litigation and governmental and regulatory matters, as well as for the legal matters disclosed in Note 28, "Litigation and Regulatory Matters," in our 2014 Form 10-K and in Note 19, "Litigation and Regulatory Matters," in our 2015 First Quarter Form 10-Q and our 2015 Second Quarter Form 10-Q as to which a loss in excess of accrued liability is reasonably possible in future periods and for which there is sufficient currently available information on the basis of which management believes it can make a reliable estimate, we believe a reasonable estimate could be as much as $100 million for HUSI. The legal matters underlying this estimate of possible loss will change from time to time and actual results may differ significantly from this current estimate.

Based on the facts currently known, in respect of each of the below investigations, it is not practicable at this time for us to determine the terms on which these ongoing investigations will be resolved or the timing of such resolution or for us to estimate reliably the amounts, or range of possible amounts, of any fines and/or penalties. As matters progress, it is possible that any fines and/or penalties could be significant.

Given the substantial or indeterminate amounts sought in certain of these matters, and the inherent unpredictability of such matters, an adverse outcome in certain of these matters could have a material adverse effect on our consolidated financial statements in any particular quarterly or annual period.

Checking Account Overdraft Litigation In September 2015, the court in *Ofra Levin et al v. HSBC Bank USA, N.A. et al.* (N.Y. Sup. Ct. 650562/11) (“State Action”) denied the federal plaintiffs’ motion to intervene in the State Action. The plaintiffs have appealed that decision.

County of Cook v. HSBC North America Holdings Inc., et al. In September 2015, the court denied the HSBC defendants' motion to dismiss.

Lender-Placed Insurance Matters In October 2015, the district court in *Weller, et al. v. HSBC Mortgage Services, Inc., et al.* (D. Col. No. 13-CV-00185) issued an order granting final approval of the settlement reached by the parties in this putative class action concerning lender placed flood insurance. In this final settlement, HSBC agreed to pay $1.8 million inclusive of all claims, attorneys’ fees and administrative costs.

Credit Default Swap Matters In September 2015, the HSBC defendants settled the In re Credit Default Swaps Antitrust Litigation, MDL No. 2476, for a total payment of $25 million. In October 2015, the court granted preliminary approval of the settlement and scheduled a final settlement approval hearing for April 2016. HSBC Bank USA’s portion of the settlement is $12.5 million.

Foreign Exchange ("FX") Matters

The HSBC defendants settled the consolidated class action in September 2015 for a total payment of $285 million. HSBC Bank USA’s portion of the settlement is $14.25 million and was settled within reserves. The settlement is subject to court approval.

In September 2015, two putative class action complaints were filed in the provinces of Ontario and Quebec, Canada, against, among others, HSBC, HSBC Bank plc, HSBC North America, HSBC Bank USA and HSBC Bank Canada. The complaints allege,

among other things, that defendants conspired to fix the supply and rates of currency in the foreign currency market by sharing confidential customer information and coordinating trading to control or manipulate key rates. These actions are in early stages.

Precious Metals Fix Matters

In re Commodity Exchange Inc., Gold Futures and Options Trading Litigation Defendants' consolidated motion to dismiss the second amended consolidated complaint is fully briefed.

In re London Silver Fixing, Ltd. Antitrust Litigation (Silver Fix Litigation) Defendants' consolidated motion to dismiss the second amended consolidated complaint is fully briefed.

Platinum and Palladium Fix Litigation Plaintiff's filed a second amended consolidated complaint in July 2015. Defendants filed a consolidated response thereto in September 2015.

Madoff Litigation

In December 2008, Bernard L. Madoff ("Madoff") was arrested and ultimately pleaded guilty to running a Ponzi scheme and a trustee was appointed for the liquidation of his firm, Bernard L. Madoff Investment Securities LLC ("Madoff Securities"), an SEC-registered broker-dealer and investment adviser. Various non-U.S. HSBC companies provided custodial, administration and similar services to a number of funds incorporated outside the United States whose assets were invested with Madoff Securities. Plaintiffs (including funds, funds investors and the Madoff Securities trustee, as described below) have commenced Madoff-related proceedings against numerous defendants in a multitude of jurisdictions. Various HSBC companies have been named as defendants in suits in the United States, Ireland, Luxembourg and other jurisdictions. Certain suits (which include U.S. putative class actions) allege that the HSBC defendants knew or should have known of Madoff's fraud and breached various duties to the funds and fund investors.

In October 2015, the court lifted the stay in *Stephen and Leyla Hill, et al. v. HSBC Bank plc, et al.* (Case No. 14-CV-9745(LTS), a purported class action filed in the U.S. District Court for the Southern District of New York against various HSBC defendants, including HSBC Bank USA, by direct investors in Madoff Securities who were holding their investments as of December 12, 2008. The case seeks to recover damages lost to Madoff Securities' fraud on account of HSBC's purported knowledge and furtherance of the fraud. The HSBC defendants' response to the complaint is due in November 2015.

There are many factors that may affect the range of possible outcomes, and the resulting financial impact, of the various Madoff-related proceedings including, but not limited to, the circumstances of the fraud, the multiple jurisdictions in which proceedings have been brought and the number of different plaintiffs and defendants in such proceedings. For these reasons, among others, we are unable to reasonably estimate the aggregate liability or ranges of liability that might arise as a result of these claims but they could be significant. In any event, we consider that we have good defenses to these claims and will continue to defend them vigorously.

Mortgage Securitization Matters In August 2015, Commerzbank AG withdrew its appeal of the June 2015 decision of the New York County Supreme Court dismissing the complaint against HSBC in its entirety.

Mortgage Securitization Pool Trust Litigation HSBC's motion to dismiss the National Credit Union Administration Board case was denied. This matter is now proceeding along with the BlackRock, RPI and Phoenix Light matters.

Anti-Money Laundering, Bank Secrecy Act and Office of Foreign Assets Controls Matters Plaintiffs' appeal of the district court's decision in the *Alfredo Villoldo, et al. v. HSBC Bank USA, N.A., et al.* matter granting the HSBC defendants' motion to dismiss was consolidated with related matters, and plaintiffs filed their appeal brief in September 2015. Our appeal brief is due in November 2015.

Telephone Consumer Protection Act Litigation In October 2015, a putative class action entitled *Saber Ahmed v. HSBC Bank USA, National Association* (Case 5:15-cv-02057) was filed in the United States District Court for the Central District of California against HSBC Bank USA. The action alleges that HSBC Bank USA contacted plaintiff, or the members of the class he seeks to represent, on their cellular telephones using an automatic telephone dialing system or an artificial or prerecorded voice, without prior express consent, in violation of the Telephone Consumer Protection Act, 47 U.S.C. §227 et seq. ("TCPA"). Plaintiff seeks statutory damages of up to $1,500 for each violation. This action is at a very early stage.

20. *New Accounting Pronouncements*

The following new accounting pronouncements were adopted effective January 1, 2015:

- ***Residential Real Estate Collateralized Consumer Mortgage Loans*** In January 2014, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update ("ASU") to define an in-substance repossession or foreclosure of residential real estate for purposes of determining whether or not an entity should derecognize a consumer mortgage loan collateralized by that real estate. Under the standard, an in-substance repossession or foreclosure has occurred if the entity has obtained legal title to the real estate as a result of the completion of a foreclosure (even if the borrower has rights to reclaim the property after the foreclosure upon the payment of certain amounts specified by law), or if, through a deed in lieu of foreclosure or other legal agreement, the borrower conveys all interest in the real estate to the entity in satisfaction of the loan. The standard also requires entities to disclose both the amount of foreclosed residential real estate held as well as the recorded investment in consumer mortgage loans collateralized by residential real estate that the entity is in the process of foreclosing upon. We adopted this guidance on January 1, 2015. The adoption of this standard did not have any impact on our financial statements. See Note 4, "Loans," for the new disclosure required by this standard.
- ***Repurchase to Maturity Transactions, Repurchase Financings, and Disclosures*** In June 2014, the FASB issued an ASU which changes the accounting for repurchase-to-maturity transactions to secured borrowing accounting and requires secured borrowing accounting for the repurchase agreement in a contemporaneous repurchase financing arrangement. The accounting changes in the ASU were effective beginning January 1, 2015. The ASU also required new disclosure about repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions that are accounted for as secured borrowings to be presented for annual periods beginning January 1, 2015, and for interim periods beginning April 1, 2015. The adoption of this guidance did not have a significant impact on our financial position or results of operations. See Note 17, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," for the new disclosure required by this standard.

The following are accounting pronouncements which will be adopted in future periods:

- ***Recognition of Revenue from Contracts with Customers*** In May 2014, the FASB issued an ASU which provides a principles-based framework for revenue recognition that supersedes virtually all previously issued revenue recognition guidance. Additionally, the ASU requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. The core principle of the five-step revenue recognition framework is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. While the ASU as originally issued was scheduled to be effective for all annual and interim periods beginning January 1, 2017, in August 2015, the FASB deferred the effective date by one year, but provided entities the option to adopt it as of the original effective date. The amendments in the ASU may be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of adoption recognized in equity at the date of initial application. We are currently evaluating the potential impact of adopting this ASU, including determining which transition method to apply.
- ***Amendments to the Consolidation Analysis*** In February 2015, the FASB issued an ASU which rescinds the deferral of VIE consolidation guidance for reporting entities with interests in certain investment funds and provides a new scope exception to registered money market funds and similar unregistered money market funds. The ASU makes several other amendments including a) the elimination of certain criteria previously used for determining whether fees paid to a decision maker represent a variable interest; b) revising the consolidation model for limited partnerships and similar entities which could be variable interest entities or voting interest entities; c) excluding certain fees paid to a decision maker from the risk and benefit test in the primary beneficiary determination if certain conditions are met; and d) reduces the application of the related party guidance for VIEs. The ASU will be effective for all annual and interim periods beginning January 1, 2016 and the guidance can be applied either retrospectively or by recording a cumulative effect adjustment to equity with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on our financial position or results of operations.

There have been no additional accounting pronouncements issued during the first nine months of 2015 that are expected to have or could have a significant impact on our financial position or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain matters discussed throughout this Form 10-Q are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, we may make or approve certain statements in future filings with the United States Securities and Exchange Commission ("SEC"), in press releases, or oral or written presentations by representatives of HSBC USA Inc. ("HSBC USA" and, together with its subsidiaries, "HUSI") that are not statements of historical fact and may also constitute forward-looking statements. Words such as "may", "will", "should", "would", "could", "appears", "believe", "intends", "expects", "estimates", "targeted", "plans", "anticipates", "goal", and similar expressions are intended to identify forward-looking statements but should not be considered as the only means through which these statements may be made. These matters or statements will relate to our future financial condition, economic forecast, results of operations, plans, objectives, performance or business developments and will involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements.

All forward-looking statements are, by their nature, subject to risks and uncertainties, many of which are beyond our control. Our actual future results may differ materially from those set forth in our forward-looking statements. While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those in the forward-looking statements:

- uncertain market and economic conditions, uncertainty relating to the U.S. debt and budget matters, the potential for future downgrading of U.S. debt ratings, a decline in housing prices, a decline in energy prices, unemployment levels, tighter credit conditions, changes in interest rates or a prolonged period of low or negative interest rates, the availability of liquidity, unexpected geopolitical events, heightened market concerns over sovereign creditworthiness in over-indebted countries, changes in consumer confidence and consumer spending, and consumer perception as to the continuing availability of credit and price competition in the market segments we serve;
- changes in laws and regulatory requirements;
- the ability to deliver on our regulatory priorities;
- extraordinary government actions as a result of market turmoil;
- capital and liquidity requirements under Basel III, the Federal Reserve Board's ("FRB") Comprehensive Capital Analysis and Review ("CCAR"), and the Dodd-Frank Act stress testing ("DFAST");
- changes in central banks' policies with respect to the provision of liquidity support to financial markets;
- the ability of HSBC Holdings plc ("HSBC" and, together with its subsidiaries, "HSBC Group") and HSBC Bank USA, National Association ("HSBC Bank USA") to fulfill the requirements imposed by the deferred prosecution agreements with the U.S. Department of Justice, the U.S. Attorney's Office for the Eastern District of New York, and the U.S. Attorney's Office for the Northern District of West Virginia, our agreement with the Office of the Comptroller of the Currency, our other consent agreements as well as guidance from regulators generally;
- the use of us as a conduit for illegal activities without our knowledge by third parties;
- the ability to successfully manage our risks;
- the financial condition of our clients and counterparties and our ability to manage counterparty risk;
- concentrations of credit and market risk, including exposure to Latin American corporate clients and the oil and gas markets;
- the ability to successfully implement changes to our operational practices as needed and/or required from time to time;
- damage to our reputation;
- the ability to attract and retain customers and to retain key employees;
- the effects of competition in the markets where we operate including increased competition for non-bank financial services companies, including securities firms;
- disruption in our operations from the external environment arising from events such as natural disasters, terrorist attacks, global pandemics, or essential utility outages;
- a failure in or a breach of our operation or security systems or infrastructure, or those of third party servicers or vendors, including as a result of cyber attacks;
- third party suppliers' and outsourcing vendors' ability to provide adequate services;

- losses suffered due to the negligence or misconduct of our employees or the negligence or misconduct on the part of employees of third parties;
- our ability to meet our funding requirements;
- adverse changes to our credit ratings;
- our ability to cross-sell our products to existing customers;
- increases in our allowance for credit losses and changes in our assessment of our loan portfolios;
- changes in Financial Accounting Standards Board ("FASB") and International Accounting Standards Board ("IASB") accounting standards and their interpretation;
- heightened regulatory and government enforcement scrutiny of financial institutions;
- continued heightened regulatory scrutiny with respect to residential mortgage servicing practices, with particular focus on loss mitigation, foreclosure prevention and outsourcing;
- changes to our mortgage servicing and foreclosure practices;
- changes in the methodology for determining benchmark rates;
- heightened regulatory and government enforcement scrutiny of financial markets, with a particular focus on foreign exchange;
- the possibility of incorrect assumptions or estimates in our financial statements, including reserves related to litigation, deferred tax assets and the fair value of certain assets and liabilities;
- changes in bankruptcy laws to allow for principal reductions or other modifications to mortgage loan terms;
- additional financial contribution requirements to the HSBC North America Holdings Inc. ("HSBC North America") pension plan; and
- unexpected and/or increased expenses relating to, among other things, litigation and regulatory matters, remediation efforts, penalties and fines.
- the other risk factors and uncertainties described under Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 ("2014 Form 10-K").

Forward-looking statements are based on our current views and assumptions and speak only as of the date they are made. We undertake no obligation to update any forward-looking statement to reflect subsequent circumstances or events. You should, however, consider any additional disclosures of a forward-looking nature that arise after the date hereof as may be discussed in any of our subsequent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

Executive Overview

HSBC USA is an indirect wholly-owned subsidiary of HSBC North America, which is an indirect wholly-owned subsidiary of HSBC. HUSI may also be referred to in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") as "we", "us" or "our".

Current Environment While the U.S. economy continued its overall recovery during the first nine months of 2015, consumer sentiment declined during the third quarter, falling to its lowest level in 11 months as falling oil prices and a slowdown in key economies such as China, led to lower expectations of anticipated job and wage growth. The decline in optimism continued to narrow; however, in late September, consumers increasingly came to believe that the recent stock market declines had more to do with international conditions than the domestic economy. In addition, the U.S. labor market slowed in September after a long stretch of significant job creation, raising concerns that international conditions may be weighing on the domestic economy and diminishing expectations that the Federal Reserve will raise interest rates in 2015. The prolonged period of low interest rates continues to put pressure on spreads earned on our deposit base.

During the first nine months of 2015, the U.S. economy added almost 1.8 million jobs while the number of long-term unemployed fell almost 25 percent and total unemployment fell to 5.1 percent as of September 2015. Economic headwinds remain, however, as wage growth remains weak, an elevated number of part-time workers continue to seek full-time work, the number of discouraged people who have stopped looking for work remains elevated and economic uncertainty remains high in many economies outside the U.S., including Latin America, where tepid economic activity has continued in 2015. The sustainability of the economic recovery will be determined by numerous variables including consumer sentiment, energy prices, credit market volatility, employment levels and housing market conditions which will impact corporate earnings and the capital markets. These conditions in combination with global economic conditions, fiscal policy, geo-political concerns and the impact of recent regulatory changes including the on-going implementation of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act" or "Dodd-Frank") and the heightened regulatory and government scrutiny of financial institutions will continue to impact our results in 2015 and beyond.

While the housing market in the U.S. continues to recover, the strength of recovery varies by market. Certain courts and state legislatures have issued rules or statutes relating to foreclosures and scrutiny of foreclosure documentation has increased in some courts. Also, in some areas, officials are requiring additional verification of information filed prior to the foreclosure proceeding. The combination of these factors has led to increased delays in several jurisdictions which will continue to take time to resolve.

Performance, Developments and Trends The following table sets forth selected financial highlights of HUSI for the three and nine months ended September 30, 2015 and 2014 and as of September 30, 2015 and December 31, 2014:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(dollars are in millions)			
Net Income	**$ 204**	$ 1	**$ 455**	$ 284
Rate of return on average:				
Total assets	**.4%**	—%	**.3%**	.2%
Total common shareholders' equity	**3.8**	(.4)	**2.9**	2.0
Net interest margin	**1.31**	1.37	**1.35**	1.44
Efficiency ratio	**68.5**	100.5	**74.3**	88.8
Commercial net charge-off ratio[1]	**.05**	(.01)	**.10**	.08
Consumer net charge-off ratio[1]	**.18**	.35	**.34**	.48

(1) Excludes loans held for sale.

	September 30, 2015	December 31, 2014
	(dollars are in millions)	
Additional Select Ratios:		
Allowance as a percent of loans[1]	**.80%**	.87%
Commercial allowance as a percent of loans[1]	**.82**	.85
Consumer allowance as a percent of loans[1]	**.72**	.96
Consumer two-months-and-over contractual delinquency	**4.67**	5.59
Loans to deposits ratio[2]	**89.71**	91.94
Total capital to risk weighted assets	**16.33**	15.78
Tier 1 capital to risk weighted assets	**12.71**	11.41
Common equity Tier 1 ratio	**12.05**	10.33
Total shareholders' equity to total assets	**10.19**	9.14
Select Balance Sheet Data:		
Cash and interest bearing deposits with banks	**$ 23,214**	$ 31,698
Trading assets	**15,652**	21,092
Securities available-for-sale	**35,937**	30,140
Loans:		
Commercial loans	**64,752**	58,087
Consumer loans	**20,190**	19,654
Total loans	**84,942**	77,741
Deposits	**131,450**	116,118

(1) Excludes loans held for sale.

(2) Represents period end loans, net of allowance for loan losses, as a percentage of domestic deposits equal to or less than $100,000.

Net income was $204 million and $455 million during the three and nine months ended September 30, 2015, respectively, compared with net income of $1 million and $284 million during the three and nine months ended September 30, 2014, respectively. Net income in the current year-to-date period reflects the impact of New York City tax reform which resulted in an increase in tax expense of $48 million during the second quarter of 2015. Net income in the prior year-to-date period was significantly impacted by a tax reserve release as a result of the settlement of certain state and local tax audits which resulted in an income tax benefit of $183 million during the second quarter of 2014 and the impact of New York State tax reform which resulted in an increase in tax expense of $75 million during the first quarter of 2014.

Income before income tax was $315 million and $740 million during the three and nine months ended September 30, 2015, respectively, compared with a loss of $28 million during the three months ended September 30, 2014 and income of $198 million during the nine months ended September 30, 2014. The increase in income (loss) before income tax in both periods reflects lower operating expenses, higher other revenues, higher net interest income and, in the year-to-date period, a lower provision for credit losses.

Our results in all periods were impacted by certain significant items which distort the comparability of the performance trends of our business between periods. The following table summarizes the impact of these items for all periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	**2015**	2014
	(in millions)			
Income (loss) before income tax, as reported	**$ 315**	$ (28)	**$ 740**	$ 198
Fair value movement on own fair value option debt attributable to credit spread	**(96)**	(7)	**(214)**	20
Litigation expense related to the settlement agreement with the Federal Housing Finance Agency ("FHFA")	**—**	108	**—**	178
Provision for credit losses relating to the increase in loss emergence period used in our commercial loan collective impairment calculation	**—**	25	**—**	118
Interest benefit related to the conclusion of certain state and local tax audits resulting in the settlement of uncertain tax positions	**—**	—	**—**	(120)
Adjusted performance[1]	**$ 219**	$ 98	**$ 526**	$ 394

(1) Represents a non-U.S. GAAP financial measure.

Excluding the collective impact of the items in the table above, our adjusted performance for the three and nine months ended September 30, 2015 improved by $121 million and $132 million, respectively, compared with the prior year periods. The increase in the three month period was driven by higher net interest income, higher other revenues due primarily to higher miscellaneous income associated with credit default swap protection, higher fair value option revenue largely associated with hybrid instruments, as well as lower losses associated with our legacy structured credit products and lower operating expenses, partially offset by a higher provision for credit losses. The lower operating expenses were driven by lower compensatory fee expense and lower litigation costs. The increase in the year-to-date period reflects higher net interest income and higher other revenues for the reasons discussed above, partially offset by a higher provision for credit losses and higher operating expenses due primarily to higher salaries and employee benefits.

See "Results of Operations" for more detailed discussion of our operating trends. In addition, see "Balance Sheet Review" for further discussion on our asset and liability trends, "Liquidity and Capital Resources" for further discussion on funding and capital and "Credit Quality" for additional discussion on our credit trends.

During the second quarter of 2015, HSBC USA exercised the option to call $560 million of junior subordinated debentures previously issued by HSBC USA to HSBC USA Capital Trusts I, II and III at the contractual call prices of 100.781 percent, 100.84 percent and 100.732 percent, respectively, which resulted in a net loss on extinguishment of approximately $11 million. The trusts used the proceeds to redeem the trust preferred securities previously issued to third party investors. During the second quarter of 2015, HSBC USA also redeemed all of its Adjustable Rate Cumulative Preferred Stock, Series D and its $2.8575 Cumulative Preferred Stock at their stated values of $100 per share and $50 per share, respectively, resulting in a total cash payment of $300 million. Under the Basel III final rule, the trust preferred securities and cumulative perpetual preferred stock will fully phase out of Tier 1 capital to Tier 2 capital by January 1, 2016. In addition, the trust preferred securities will start phasing out of Tier 2 capital in 2016 and fully phase out by January 1, 2022. In response to these rule changes, the capital instruments were redeemed and HSBC USA issued $850 million of Tier 2 subordinated debt to HSBC North America in the second quarter of 2015.

During the first quarter of 2015, HSBC USA repaid $4,000 million of senior long-term debt previously issued to HSBC North America and HSBC Bank USA repaid $900 million of subordinated long-term debt previously issued to HSBC USA. In conjunction with these repayments, HSBC USA received a capital contribution of $4,000 million from its immediate parent, HSBC North America Inc. ("HNAI"), in exchange for one share of common stock and HSBC USA made capital contributions to its subsidiary, HSBC Bank USA, of $2,400 million in exchange for two shares of common stock and $2,500 million in exchange for 250 shares of non-cumulative preferred stock. These capital actions were taken to support our growth strategy and to strengthen the Basel III regulatory capital positions of both HSBC USA and HSBC Bank USA.

Our operations are focused on the core activities of our four global businesses and the positioning of our activities towards international connectivity strategies in order to improve profitability. We also continue to focus on cost optimization efforts to ensure realization of cost efficiencies. To date, we have identified and implemented various opportunities to reduce costs through organizational structure redesign, vendor spending, discretionary spending and other general efficiency initiatives which have resulted in workforce reductions. Additional cost reduction opportunities have been identified and are in the process of implementation. These efforts continue and, as a result, we may incur restructuring charges in future periods, the amount of which will depend upon the actions that ultimately are implemented. We also continue to evaluate our overall operations as we seek to optimize our risk profile and cost efficiencies as well as our liquidity, capital and funding requirements. This could result in further

strategic actions that may include changes to our legal structure, asset levels, cost structure or product offerings in support of HSBC's strategic priorities.

Basis of Reporting

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

In addition to the U.S. GAAP financial results reported in our consolidated financial statements, MD&A includes reference to the following information which is presented on a non-U.S. GAAP basis:

Group Reporting Basis We report financial information to HSBC in accordance with HSBC Group accounting and reporting policies which apply International Financial Reporting Standards ("IFRS") and, as a result, our segment results are prepared and presented using financial information prepared on the basis of HSBC Group's accounting and reporting policies ("Group Reporting Basis"). Because operating results on the Group Reporting Basis (a non-U.S. GAAP financial measure) are used in managing our businesses and rewarding performance of employees, our management also separately monitors net income under this basis of reporting. The following table reconciles our U.S. GAAP versus Group Reporting Basis net income:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
	(in millions)			
Net income – U.S. GAAP basis	**$ 204**	$ 1	**$ 455**	$ 284
Adjustments, net of tax:				
Loan impairment	**12**	(2)	**29**	2
Loans held for sale	**—**	—	**8**	—
Pension costs	**2**	—	**8**	11
Derivatives	**1**	(5)	**2**	(4)
Litigation expense	**—**	(131)	**(1)**	(79)
Securities	**(2)**	1	**(2)**	(1)
Tax valuation allowances	**—**	(2)	**(5)**	4
Property	**(3)**	(3)	**(7)**	(5)
Loan origination	**(1)**	(2)	**(7)**	(9)
Other	**8**	4	**(8)**	(12)
Net income (loss) – Group Reporting Basis	**221**	(139)	**472**	191
Tax expense (benefit) – Group Reporting Basis	**121**	(112)	**313**	(155)
Profit (loss) before tax – Group Reporting Basis	**$ 342**	$ (251)	**$ 785**	$ 36

The significant differences between U.S. GAAP and Group Reporting Basis impacting our results presented in the table above are discussed in more detail within "Basis of Reporting" in our 2014 Form 10-K. There have been no significant changes since December 31, 2014 in the differences between U.S. GAAP and Group Reporting Basis impacting our results.

Balance Sheet Review

We utilize deposits and borrowings from various sources to provide liquidity, fund balance sheet growth, meet cash and capital needs, and fund investments in subsidiaries. The following table provides balance sheet totals at September 30, 2015 and increases (decreases) since December 31, 2014:

	September 30, 2015	Increase (Decrease) From December 31, 2014	
		Amount	%
	(dollars are in millions)		
Period end assets:			
Short-term investments	**$ 43,637**	$ 10,526	31.8%
Loans, net	**84,264**	7,203	9.3
Loans held for sale	**368**	(244)	(39.9)
Trading assets	**15,652**	(5,440)	(25.8)
Securities	**50,416**	6,807	15.6
Other assets	**10,029**	(25)	(.2)
	$ 204,366	$ 18,827	10.1%
Funding sources:			
Total deposits	**$ 131,450**	$ 15,332	13.2%
Trading liabilities	**6,336**	(1,828)	(22.4)
Short-term borrowings	**8,948**	(3,847)	(30.1)
Long-term debt	**33,018**	5,494	20.0
All other liabilities	**3,794**	(177)	(4.5)
Shareholders' equity	**20,820**	3,853	22.7
	$ 204,366	$ 18,827	10.1%

Short-Term Investments Short-term investments include cash and due from banks, interest bearing deposits with banks, federal funds sold and securities purchased under agreements to resell. Balances may fluctuate from period to period depending upon our liquidity position at the time and our strategy for deploying liquidity. Short-term investments increased since December 31, 2014 driven by our conservative liquidity management practices, where we raise funds in advance of their usage and opportunistically deploy them to maximize returns.

Loans, Net The following summarizes our loan balances at September 30, 2015 and increases (decreases) since December 31, 2014:

	September 30, 2015	Increase (Decrease) From December 31, 2014	
		Amount	%
		(dollars are in millions)	
Commercial loans:			
Construction and other real estate	**$ 12,096**	$ 1,796	17.4%
Business and corporate banking	**19,514**	1,695	9.5
Global banking[1]	**29,808**	3,421	13.0
Other commercial	**3,334**	(247)	(6.9)
Total commercial	**64,752**	6,665	11.5
Consumer loans:			
Residential mortgages	**17,460**	799	4.8
Home equity mortgages	**1,639**	(145)	(8.1)
Credit cards	**682**	(38)	(5.3)
Other consumer	**409**	(80)	(16.4)
Total consumer	**20,190**	536	2.7
Total loans	**84,942**	7,201	9.3
Allowance for credit losses	**678**	(2)	(.3)
Loans, net	**$ 84,264**	$ 7,203	9.3%

(1) Represents large multinational firms including globally focused U.S. corporate and financial institutions and U.S. dollar lending to multinational banking customers managed by HSBC on a global basis. Also includes loans to HSBC affiliates which totaled $5,447 million and $4,821 million at September 30, 2015 and December 31, 2014, respectively.

Commercial loans increased compared with December 31, 2014 due to new business activity which reflects our continued focus on expanding our core offerings and proactively targeting domestic companies with international banking requirements in key growth markets as well as utilizing our global network to collaborate and grow U.S. dollar lending to multinational banking customers. Loan growth occurred across a wide range of borrowers and was strongest in the real estate, health care, utility and textile industries.

Consumer loans increased compared with December 31, 2014 driven by an increase in residential mortgage loans as we continue to target new residential mortgage loan originations towards our Premier and Advance customer relationships and sell newly originated conforming loans to PHH Mortgage Corporation ("PHH Mortgage"). Home equity mortgages decreased reflecting net paydowns as our focus continues to shift towards residential mortgage loans. Credit card receivables and other consumer loans also decreased reflecting net paydowns.

Prior to 2013, real estate markets in a large portion of the United States had been affected by stagnation or declines in property values for a number of years. While the loan-to-value ("LTV") ratios for our mortgage loan portfolio have generally deteriorated since origination, we have seen a general improvement in the LTVs for our mortgage loan portfolio in recent years. The following table presents LTVs for our mortgage loan portfolio, excluding mortgage loans held for sale:

	LTVs at September 30, 2015[1][2]		LTVs at December 31, 2014[1][2]	
	First Lien	Second Lien	First Lien	Second Lien
LTV < 80%	**94.0%**	**76.8%**	92.3%	74.5%
80% ≤ LTV < 90%	**3.3**	**10.8**	4.2	11.9
90% ≤ LTV < 100%	**1.6**	**7.3**	2.1	7.7
LTV ≥ 100%	**1.1**	**5.1**	1.3	6.0
Average LTV for portfolio	**56.0**	**60.1**	57.4	61.6

(1) LTVs for first liens are calculated using the loan balance as of the reporting date. LTVs for second liens are calculated using the loan balance as of the reporting date plus the senior lien amount at origination. Current estimated property values are derived from the property's appraised value at the time of

loan origination updated by the change in the Federal Housing Finance Agency's house pricing index ("HPI") at either a Core Based Statistical Area or state level. The estimated value of the homes could differ from actual fair values due to changes in condition of the underlying property, variations in housing price changes within metropolitan statistical areas and other factors. As a result, actual property values associated with loans that end in foreclosure may be significantly lower than the estimates used for purposes of this disclosure.

(2) Current estimated property values are calculated using the most current HPIs available and applied on an individual loan basis, which results in an approximate three month delay in the production of reportable statistics. Therefore, the information in the table above reflects current estimated property values using HPIs as of June 30, 2015 and September 30, 2014, respectively.

Loans Held for Sale The following table summarizes loans held for sale at September 30, 2015 and increases (decreases) since December 31, 2014:

		Increase (Decrease) From December 31, 2014	
	September 30, 2015	Amount	%
	(dollars are in millions)		
Commercial loans	**$ 269**	$ (259)	(49.1)%
Consumer loans:			
Residential mortgages	**16**	(2)	(11.1)
Other consumer	**83**	17	25.8
Total consumer	**99**	15	17.9
Total loans held for sale	**$ 368**	$ (244)	(39.9)%

Commercial loans held for sale decreased compared with December 31, 2014. Balances will fluctuate from period to period depending upon volume and level of activity. Commercial syndicated loans that are originated with the intent of selling them to unaffiliated third parties and commercial loans that we purchased from the secondary market and hold as hedges against our exposure to certain total return swaps are classified as commercial loans held for sale and we have elected to designate these loans under the fair value option. The fair value of commercial loans held for sale under these programs was $175 million and $384 million at September 30, 2015 and December 31, 2014, respectively.

Commercial loans held for sale also included $27 million and $44 million of global banking loans at September 30, 2015 and December 31, 2014, respectively, as well as commercial real estate loans totaling $67 million and $100 million at September 30, 2015 and December 31, 2014, respectively.

Residential mortgage loans held for sale were relatively flat compared with December 31, 2014. We sell all our agency eligible residential mortgage loan originations servicing released directly to PHH Mortgage. Also included in residential mortgage loans held for sale are subprime residential mortgage loans of $3 million and $4 million at September 30, 2015 and December 31, 2014, respectively, which were acquired from unaffiliated third parties and from HSBC Finance Corporation ("HSBC Finance") with the intent of securitizing or selling the loans to third parties.

Other consumer loans held for sale reflects student loans which we no longer originate.

Excluding the commercial loans designated under fair value option discussed above, loans held for sale are recorded at the lower of amortized cost or fair value, with adjustments to fair value being recorded as a valuation allowance. The valuation allowance on consumer loans held for sale was $14 million and $15 million at September 30, 2015 and December 31, 2014, respectively. The valuation allowance on commercial loans held for sale was $21 million and $5 million at September 30, 2015 and December 31, 2014, respectively.

Trading Assets and Liabilities The following table summarizes trading assets and liabilities balances at September 30, 2015 and increases (decreases) since December 31, 2014:

	September 30, 2015	Increase (Decrease) From December 31, 2014	
		Amount	%
	(dollars are in millions)		
Trading assets:			
Securities[1]	**$ 9,624**	$ (3,874)	(28.7)%
Precious metals	**1,893**	(99)	(5.0)
Derivatives, net[2]	**4,135**	(1,467)	(26.2)
	$ 15,652	$ (5,440)	(25.8)%
Trading liabilities:			
Securities sold, not yet purchased	**$ 717**	$ 34	5.0 %
Payables for precious metals	**—**	(22)	(100.0)
Derivatives, net[3]	**5,619**	(1,840)	(24.7)
	$ 6,336	$ (1,828)	(22.4)%

(1) See Note 2, "Trading Assets and Liabilities," in the accompanying consolidated financial statements for a breakout of trading securities by category.

(2) At September 30, 2015 and December 31, 2014 the fair value of derivatives included in trading assets has been reduced by $5,714 million and $4,811 million, respectively, relating to amounts recognized for the obligation to return cash collateral received under master netting agreements with derivative counterparties.

(3) At September 30, 2015 and December 31, 2014 the fair value of derivatives included in trading liabilities has been reduced by $1,681 million and $1,724 million, respectively, relating to amounts recognized for the right to reclaim cash collateral paid under master netting agreements with derivative counterparties.

Securities balances decreased compared with December 31, 2014 due primarily to a decrease in foreign sovereign guaranteed positions. Securities positions are held to mitigate the risks of interest rate products issued to customers of domestic and emerging markets. Balances of securities sold, not yet purchased increased compared with December 31, 2014 reflecting increases in short U.S. Treasury and foreign sovereign guaranteed positions.

Precious metals trading assets decreased compared with December 31, 2014 driven by decreases in our own gold and palladium inventory positions held as hedges for client activity as well as lower spot prices. These decreases were partially offset by an increase in our own silver inventory position. Precious metal positions may not represent our net underlying exposure as we may use derivatives contracts to reduce our risk associated with these positions, the fair value of which would appear in derivatives in the table above.

Derivative asset and liability balances both decreased compared with December 31, 2014 mainly from the impact of increased netting associated with an increase in central counterparty clearing, partially offset by market movements. Market movements resulted in lower valuations of equity and commodity derivatives which were partially offset by higher valuations of foreign exchange, interest rate and credit derivatives.

Securities Securities include securities available-for-sale and securities held-to-maturity. With regards to securities available for sale, balances will fluctuate between periods depending upon our liquidity position at the time. The increase in balances compared with December 31, 2014 largely reflects purchases of higher-yielding U.S. government agency mortgage-backed securities as part of a continuing strategy to maximize returns while balancing the securities portfolio for risk management purposes based on the current interest rate environment and liquidity needs.

Other Assets Other assets includes intangibles and goodwill. Other assets was flat compared with December 31, 2014 as increased investments in Federal Home Loan Bank and Federal Reserve Bank stock and higher outstanding balances related to security sales were offset by lower cash collateral posted and lower derivative balances associated with hedging activities.

Deposits The following summarizes deposit balances by major depositor categories at September 30, 2015 and increases (decreases) since December 31, 2014:

	September 30, 2015	Increase (Decrease) From December 31, 2014	
		Amount	%
	(dollars are in millions)		
Individuals, partnerships and corporations	**$ 106,295**	$ 9,908	10.3%
Domestic and foreign banks	**23,208**	4,629	24.9
U.S. government and states and political subdivisions	**942**	117	14.2
Foreign governments and official institutions	**1,005**	678	*
Total deposits	**$ 131,450**	$ 15,332	13.2%
Total core deposits[(1)]	**$ 94,338**	$ 9,852	11.7%

* Not meaningful.

(1) Core deposits, as calculated in accordance with Federal Financial Institutions Examination Council ("FFIEC") guidelines, generally include all domestic demand, money market and other savings accounts, as well as time deposits with balances not exceeding $100,000.

Deposit balances increased since December 31, 2014 largely due to higher levels of commercial savings and demand deposits reflecting new business activity in key growth markets, increased wholesale time deposits driven by new issuances, growth in deposits from individuals driven by the impact of promotional rates offered on savings accounts to our Premier customers and higher levels of affiliate call deposits. The strategy for our core retail banking business includes building relationship deposits across multiple markets, channels and segments. This strategy involves various initiatives, such as:

- HSBC Premier, a premium service wealth and relationship banking proposition designed for the internationally-minded client with a dedicated premier relationship manager. Total Premier deposits increased to $23,020 million at September 30, 2015 as compared with $20,343 million at December 31, 2014; and
- Expanding our existing customer relationships by needs-based sales of wealth, banking and mortgage products.

We continue to actively manage our balance sheet to increase profitability while maintaining adequate liquidity.

Short-Term Borrowings Short-term borrowings decreased compared with December 31, 2014 primarily due to lower levels of securities sold under repurchase agreements reflecting reduced investor demand and a move away from these borrowings as a funding source as rates have increased as well as a decrease in commercial paper outstanding driven by maturities.

Long-Term Debt Long-term debt increased compared with December 31, 2014 reflecting the impact of debt issuances, including increased borrowings from the Federal Home Loan Bank of New York ("FHLB"), partially offset by debt repayments and retirements. Debt issuances totaled $3,658 million and $15,798 million during the three and nine months ended September 30, 2015, respectively, of which $2 million and $23 million, respectively, was issued by HSBC Bank USA. During the first quarter of 2015, HSBC USA repaid $4,000 million of senior debt previously issued to HSBC North America, which was partially offset during the second quarter of 2015 by the issuance of $1,000 million of senior debt and $850 million of subordinated debt, both to HSBC North America. During the second quarter of 2015, HSBC USA also exercised the option to call its remaining junior subordinated debentures previously issued by HSBC USA to three separate capital trusts, totaling $560 million. See Note 15, "Retained Earnings and Regulatory Capital Requirements," for additional details.

Incremental issuances from the HSBC Bank USA Global Bank Note Program totaled $23 million during the nine months ended September 30, 2015. Total debt outstanding under this program was $4,476 million and $4,501 million at September 30, 2015 and December 31, 2014, respectively. We anticipate using the Global Bank Note Program more in the future as part of our efforts designed to minimize overall funding costs while accessing diverse funding channels.

Incremental issuances from our shelf registration statement with the SEC totaled $9,324 million of senior debt during the nine months ended September 30, 2015, which included $3,300 million and $2,700 million of senior notes that were issued by HSBC USA in February and August, respectively, as well as $3,324 million of structured notes. Total long-term debt outstanding under this shelf was $21,153 million and $17,161 million at September 30, 2015 and December 31, 2014, respectively.

Borrowings from the FHLB totaled $5,600 million and $1,000 million at September 30, 2015 and December 31, 2014, respectively.

All Other Liabilities All other liabilities decreased slightly compared with December 31, 2014 due primarily to lower outstanding settlement balances related to security purchases, partially offset by higher derivative balances associated with hedging activities.

Shareholders' Equity During the first quarter of 2015, HSBC USA received a capital contribution of $4,000 million from its immediate parent, HNAI and, during the second quarter of 2015, HSBC USA redeemed all of its Adjustable Rate Cumulative Preferred Stock, Series D and its $2.8575 Cumulative Preferred Stock, totaling $300 million. See Note 15, "Retained Earnings and Regulatory Capital Requirements," for additional details and see Note 18, "Preferred Stock," in our 2014 Form 10-K for information regarding all remaining outstanding preferred share issues.

Results of Operations

Net Interest Income Net interest income is the total interest income on earning assets less the total interest expense on deposits and borrowed funds. In the discussion that follows, interest income and rates are presented and analyzed on a taxable equivalent basis to permit comparisons of yields on tax-exempt and taxable assets. An analysis of consolidated average balances and interest rates on a taxable equivalent basis is presented in this MD&A under the caption "Consolidated Average Balances and Interest Rates."

The significant components of net interest margin are summarized in the following table:

		2015 Compared to 2014 Increase (Decrease)		
Three Months Ended September 30,	**2015**	**Volume**	**Rate**	**2014**
		(dollars are in millions)		
Interest income:				
Short-term investments	**$ 30**	**$ 11**	**$ (3)**	$ 22
Trading securities	**75**	**3**	**9**	63
Securities	**237**	**24**	**28**	185
Commercial loans	**356**	**57**	**(5)**	304
Consumer loans	**183**	**7**	**(3)**	179
Other	**15**	**(2)**	**8**	9
Total interest income	**896**	**100**	**34**	762
Interest expense:				
Deposits	**77**	**15**	**25**	37
Short-term borrowings	**13**	**(4)**	**6**	11
Long-term debt	**184**	**44**	**(25)**	165
Tax liabilities and other	**2**	**—**	**(1)**	3
Total interest expense	**276**	**55**	**5**	216
Net interest income – taxable equivalent basis	**620**	**$ 45**	**$ 29**	546
Less: tax equivalent adjustment	**3**			3
Net interest income – non taxable equivalent basis	**$ 617**			$ 543
Yield on total interest earning assets	**1.90%**			1.91%
Cost of total interest bearing liabilities	**.81**			.72
Interest rate spread	**1.09**			1.19
Benefit from net non-interest paying funds[1]	**.22**			.18
Net interest margin on average earning assets	**1.31%**			1.37%

Nine Months Ended September 30,	2015	2015 Compared to 2014 Increase (Decrease) Volume	Rate	2014
		(dollars are in millions)		
Interest income:				
Short-term investments	**$ 78**	**$ 24**	**$ (4)**	$ 58
Trading securities	**261**	**13**	**72**	176
Securities	**666**	**(11)**	**82**	595
Commercial loans	**1,010**	**174**	**(50)**	886
Consumer loans	**545**	**20**	**(7)**	532
Other	**44**	**(5)**	**18**	31
Total interest income	**2,604**	**215**	**111**	2,278
Interest expense:				
Deposits	**177**	**38**	**31**	108
Short-term borrowings	**35**	**(11)**	**19**	27
Long-term debt	**524**	**139**	**(102)**	487
Tax liabilities and other	**10**	**18**	**83**	(91)
Total interest expense	**746**	**184**	**31**	531
Net interest income – taxable equivalent basis	**1,858**	**$ 31**	**$ 80**	1,747
Less: tax equivalent adjustment	**9**			12
Net interest income – non taxable equivalent basis	**$1,849**			$ 1,735
Yield on total interest earning assets	**1.90%**			1.88%
Cost of total interest bearing liabilities	**.74**			.57
Interest rate spread	**1.16**			1.31
Benefit from net non-interest paying funds[1]	**.19**			.13
Net interest margin on average earning assets	**1.35%**			1.44%

(1) Represents the benefit associated with interest earning assets in excess of interest bearing liabilities. Increased percentages reflect growth in this excess, while decreased percentages reflect a reduction in this excess.

Net interest income in the year-to-date period of 2014 reflects a $120 million benefit to tax liabilities interest expense related to the conclusion of certain state and local tax audits, as discussed further below under the heading "Income Taxes." Excluding the impact of this item, net interest income increased $74 million and $234 million during the three and nine months ended September 30, 2015, respectively, driven by higher interest income in all categories, primarily commercial loans as well as securities and trading securities, partially offset by higher interest expense due primarily to increased expense from deposits and long-term debt.

Short-term investments Higher interest income during the three and nine months ended September 30, 2015 reflects higher average balances, primarily in interest bearing deposits with banks and, to a lesser extent, securities purchased under agreements to resell, partially offset by lower yields on these assets.

Trading securities The increase in interest income during the three and nine months ended September 30, 2015 was driven primarily by a shift in mix to longer term, higher yielding securities and, to a lesser extent, higher average securities balances. Securities in the trading portfolio are managed as economic hedges against the derivative activity of our customers, which, in response to the current interest rate environment, has shifted towards longer term, higher yielding returns.

Securities Interest income increased during the three and nine months ended September 30, 2015 due primarily to a shift in mix towards longer-term, higher yielding securities and, in the quarter-to-date period, higher average outstanding balances driven largely by purchases of U.S. government agency mortgage-backed securities. These increases were partially offset in the year-to-date period by lower average outstanding balances which reflects the sales of U.S. Treasury and U.S. government agency mortgage-backed securities.

Commercial loans Interest income increased during the three and nine months ended September 30, 2015 driven by higher average balances due to loan growth, partially offset by lower yields on newly originated loans and refinanced loans. Lower yields reflect market conditions and a continued focus on higher quality lending to reduce credit risk exposure in our loan portfolio.

Consumer loans Interest income increased during the three and nine months ended September 30, 2015 driven by higher residential mortgage average balances, partially offset by lower yields on newly originated loans. Lower yields on newly originated loans reflect market conditions and a continued focus on higher quality lending to reduce credit risk exposure in our loan portfolio.

Deposits Higher interest expense during the three and nine months ended September 30, 2015 reflects the impact of higher average interest-bearing deposit balances, a shift in mix towards higher priced wholesale time deposits driven by new issuances and higher rates paid on savings accounts driven by promotional offers to our Premier customers.

Short-term borrowings Higher interest expense during the three and nine months ended September 30, 2015 reflects higher rates paid, primarily on securities sold under repurchase agreements, partially offset by lower average outstanding borrowings.

Long-term debt Interest expense was higher in the three and nine months ended September 30, 2015 driven by higher outstanding borrowings, partially offset by a shift in mix towards lower priced non-subordinated debt.

Tax liabilities and other Excluding the one-time benefit related to the conclusion of certain state and local tax audits discussed above, interest expense decreased in the year-to-date period as the conclusion of these audits resulted in lower interest-bearing tax liability balances.

Provision for Credit Losses The following table summarizes the provision for credit losses associated with our various loan portfolios:

			Increase (Decrease)	
Three Months Ended September 30,	**2015**	**2014**	**Amount**	**%**
	(dollars are in millions)			
Commercial:				
Construction and other real estate	**$ (3)**	$ (9)	$ 6	66.7%
Business and corporate banking	**32**	36	(4)	(11.1)
Global banking	**16**	—	16	*
Other commercial	**(1)**	1	(2)	*
Total commercial	**$ 44**	$ 28	$ 16	57.1
Consumer:				
Residential mortgages	**(3)**	(11)	8	72.7
Home equity mortgages	**(2)**	(5)	3	60.0
Credit cards	**7**	9	(2)	(22.2)
Other consumer	**1**	2	(1)	(50.0)
Total consumer	**3**	(5)	8	*
Total provision for credit losses	**$ 47**	$ 23	$ 24	*
Provision as a percentage of average loans, annualized	**0.2%**	0.1%		

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Commercial:				
Construction and other real estate	**$ (4)**	$ (1)	$ (3)	*
Business and corporate banking	**54**	111	(57)	(51.4)
Global banking	**39**	36	3	8.3
Other commercial	**(3)**	(12)	9	75.0
Total commercial	**$ 86**	$ 134	$ (48)	(35.8)
Consumer:				
Residential mortgages	**(9)**	(20)	11	55.0
Home equity mortgages	**(4)**	(11)	7	63.6
Credit cards	**14**	18	(4)	(22.2)
Other consumer	**7**	3	4	*
Total consumer	**8**	(10)	18	*
Total provision for credit losses	**$ 94**	$ 124	$ (30)	(24.2)%
Provision as a percentage of average loans, annualized	**0.2%**	0.2%		

* Not meaningful.

Our provision for credit losses increased $24 million during the three months ended September 30, 2015 driven by a higher provision for credit losses in both our commercial and consumer loan portfolios. In the year-to-date period, our provision for credit losses decreased $30 million as a lower provision for credit losses in our commercial loan portfolio was partially offset by a higher provision for credit losses in our consumer loan portfolio. During the three months ended September 30, 2015, we increased our allowance for credit losses as the provision for credit losses was higher than net charge-offs by $30 million. In the year-to-date period, we decreased our allowance for credits losses as the provision for credit losses was lower than net charge-offs by $2 million.

Our provision for credit losses in the prior year reflects revisions to certain estimates used in our commercial loan impairment calculation, including estimates of loss emergence, which resulted in an incremental provision for credit losses of approximately $25 million and $118 million during the three and nine months ended September 30, 2014, respectively. Excluding the impact of this item, the provision for credit losses in our commercial portfolio increased $41 million and $70 million during the three and nine months ended September 30, 2015, respectively, due primarily to higher provisions associated with oil and gas industry loan exposures as well as higher specific customer provisions largely driven by a single customer relationship, higher provisions due to loan growth and downgrades reflecting weaknesses in the financial circumstances of certain customer relationships. These increases were partially offset by lower provisions for risk factors associated with emerging market loan exposures and releases of reserves associated with maturities of lower quality loans. Crude oil prices remained depressed during the first nine months of 2015 and as a result of these market conditions, we downgraded certain credits which resulted in a $69 million increase to our credit loss reserves ($43 million of which was recorded in the third quarter). We will continue to conduct quarterly reviews of our oil and gas industry credit exposures to ensure our credit grades continue to reflect current conditions. If oil and gas prices stay at end of September levels for an extended period of time, further adjustments to our credit loss reserves may be required.

The provision for credit losses on residential mortgages including home equity mortgages increased $11 million and $18 million during the three and nine months ended September 30, 2015, respectively, due primarily to the non-recurrence of a $10 million reduction to our residential mortgage allowance for credit losses that was recorded in the third quarter of 2014 as a result of our determination that delays in the processing of certain operational transactions were overstating our estimate of residential mortgage loan loss severity. In addition, the positive impacts from lower severity estimates due to improvements in home prices and continued improvements in economic and credit conditions including lower dollars of delinquency on accounts less than 180 days contractually delinquent were more pronounced in the prior year. These increases were partially offset in the year-to-date period by lower loss estimates associated with the remediation of certain mortgage servicing activities and lower losses associated with advances made on behalf of borrowers.

The provision for credit losses associated with credit cards decreased $2 million and $4 million during the three and nine months ended September 30, 2015, respectively, due to continued improvements in economic and credit conditions, including improvements in delinquency roll rates.

Our methodology and accounting policies related to the allowance for credit losses are presented in our 2014 Form 10-K under the caption "Critical Accounting Policies and Estimates" and in Note 2, "Summary of Significant Accounting Policies and New

Accounting Pronouncements." See "Credit Quality" in this MD&A for additional discussion on the allowance for credit losses associated with our various loan portfolios.

Other Revenues The following table summarizes the components of other revenues:

Three Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Credit card fees	**$ 11**	$ 13	$ (2)	(15.4)%
Trust and investment management fees	**46**	35	11	31.4
Other fees and commissions	**188**	186	2	1.1
Trading revenue (expense)	**(34)**	(9)	(25)	*
Net other-than-temporary impairment losses	**—**	(4)	4	100.0
Other securities gains (losses), net	**11**	27	(16)	(59.3)
Servicing and other fees from HSBC affiliates	**53**	53	—	—
Residential mortgage banking revenue	**16**	17	(1)	(5.9)
Gain (loss) on instruments designated at fair value and related derivatives	**165**	36	129	*
Other income:				
Valuation of loans held for sale	**(6)**	2	(8)	*
Insurance	**2**	5	(3)	(60.0)
Miscellaneous income	**79**	25	54	*
Total other income	**75**	32	43	*
Total other revenues	**$ 531**	$ 386	$ 145	37.6 %

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Credit card fees	**$ 32**	$ 40	$ (8)	(20.0)%
Trust and investment management fees	**127**	98	29	29.6
Other fees and commissions	**560**	541	19	3.5
Trading revenue (expense)	**23**	139	(116)	(83.5)
Net other-than-temporary impairment losses	**—**	(11)	11	100.0
Other securities gains, net	**69**	42	27	64.3
Servicing and other fees from HSBC affiliates	**162**	151	11	7.3
Residential mortgage banking revenue	**50**	87	(37)	(42.5)
Gain (loss) on instruments designated at fair value and related derivatives	**306**	20	286	*
Other income:				
Valuation of loans held for sale	**(15)**	2	(17)	*
Insurance	**14**	13	1	7.7
Miscellaneous income	**70**	25	45	*
Total other income	**69**	40	29	72.5
Total other revenues	**$ 1,398**	$ 1,147	$ 251	21.9 %

* Not meaningful.

Credit card fees Credit card fees decreased in the three and nine months ended September 30, 2015 due primarily to lower credit card late fees. In 2015, we began reporting credit card late fees in interest and, as a result, we reported $2 million and $6 million of credit card late fees in interest income during the three and nine months ended September 30, 2015.

Trust and investment management fees Trust and investment management fees increased in the three and nine months ended September 30, 2015 driven by higher investment management fees due in part to growth in assets under management principally in our emerging market bond funds. In addition, in 2015, we began reporting certain investment management fees associated with our Private Banking business in trust and investment management fees. As a result, we reported $6 million and $11 million of Private Banking fees in trust and investment management fees during the three and nine months ended September 30, 2015, respectively, that previously would have been reported in other fees and commissions.

Other fees and commissions Other fees and commissions increased in the three and nine months ended September 30, 2015 as higher credit facility fees resulting from increased levels of commercial lending activity were largely offset by lower other fees which reflects the impact of Private Banking investment management fees discussed above, lower custodial fees due to a decrease in precious metals average inventory held under custody and lower account service fees due primarily to a decline in non-sufficient funds and late fees. The following table summarizes the components of other fees and commissions. During the second quarter of 2015, we determined that loan syndication fees would be better presented within credit facilities in the table below. As a result, we reclassified $15 million and $33 million of loan syndication fees from other fees to credit facilities during the three and nine months ended September 30, 2014, respectively, to conform with current year presentation.

			Increase (Decrease)	
Three Months Ended September 30,	**2015**	**2014**	**Amount**	**%**
	(dollars are in millions)			
Account services	**$ 73**	$ 80	(7)	(8.8)%
Credit facilities	**91**	71	20	28.2
Custodial fees	**8**	11	(3)	(27.3)
Other fees	**16**	24	(8)	(33.3)
Total other fees and commissions	**$ 188**	$ 186	$ 2	1.1 %

			Increase (Decrease)	
Nine Months Ended September 30,	**2015**	**2014**	**Amount**	**%**
	(dollars are in millions)			
Account services	**$ 214**	$ 228	$ (14)	(6.1)%
Credit facilities	**264**	194	70	36.1
Custodial fees	**16**	32	(16)	(50.0)
Other fees	**66**	87	(21)	(24.1)
Total other fees and commissions	**$ 560**	$ 541	$ 19	3.5 %

Trading revenue Trading revenue is generated by participation in the foreign exchange, rates, credit, equities and precious metals markets. The following table presents trading related revenue by business activity and includes net interest income earned on trading instruments, as well as an allocation of the funding benefit or cost associated with the trading positions. The trading related net interest income component is included in net interest income on the consolidated statement of income. Trading revenues related to the mortgage banking business are included in residential mortgage banking revenue.

			Increase (Decrease)	
Three Months Ended September 30,	**2015**	**2014**	**Amount**	**%**
	(dollars are in millions)			
Trading revenue	**$ (34)**	$ (9)	$ (25)	*
Net interest income	**36**	23	13	56.5
Trading related revenue	**$ 2**	$ 14	$ (12)	(85.7)%
Business Activities:				
Derivatives[1]	**$ (43)**	$ (48)	$ 5	10.4
Balance Sheet Management	**(3)**	(6)	3	50.0
Foreign exchange	**43**	50	(7)	(14.0)
Precious metals	**14**	17	(3)	(17.6)
Capital Financing	**(8)**	1	(9)	*
Other trading	**(1)**	—	(1)	*
Trading related revenue	**$ 2**	$ 14	$ (12)	(85.7)%

			Increase (Decrease)	
Nine Months Ended September 30,	**2015**	**2014**	**Amount**	**%**
	(dollars are in millions)			
Trading revenue	**$ 23**	$ 139	$ (116)	(83.5)%
Net interest income	**169**	72	97	*
Trading related revenue	**$ 192**	$ 211	$ (19)	(9.0)%
Business Activities:				
Derivatives[1]	**$ 30**	$ 24	$ 6	25.0 %
Balance Sheet Management	**(19)**	(9)	(10)	*
Foreign exchange	**156**	160	(4)	(2.5)
Precious metals	**43**	38	5	13.2
Capital Financing	**(14)**	1	(15)	*
Other trading	**(4)**	(3)	(1)	(33.3)
Trading related revenue	**$ 192**	$ 211	$ (19)	(9.0)%

* Not meaningful.

(1) Includes derivative contracts related to credit default and cross-currency swaps, equities, interest rates and structured credit products.

Trading related revenue decreased during the three and nine months ended September 30, 2015 due to lower revenue from Capital Financing, foreign exchange and, in the three month period, precious metals, partially offset by higher revenue from derivatives and, in the year-to-date period, precious metals. In addition, while higher losses from Balance Sheet Management related activities contributed to the decrease in the year-to-date period, Balance Sheet Management revenues improved in the three month period.

Trading revenue from derivative products improved during the three and nine months ended September 30, 2015 driven primarily by lower losses related to our legacy structured credit products as the prior year periods reflect losses on the transfer of risk associated with portions of our credit derivatives portfolio. This improvement was partially offset by lower revenue from emerging markets related products.

Trading revenue related to Balance Sheet Management activities improved during the three months ended September 30, 2015 and declined in the year-to-date period due to the performance of economic hedge positions used to manage interest rate risk.

Foreign exchange trading revenue was lower during the three and nine months ended September 30, 2015 driven by credit valuation adjustments related to the deterioration of a single counterparty.

Precious metals trading revenue decreased during the three months ended September 30, 2015 and increased in the year-to-date period. The decrease in the three month period reflects the impact of declining trade volumes from reduced investor demand, which was more than offset in the year-to-date period by higher net interest income.

Capital Financing revenue decreased during the three and nine months ended September 30, 2015 due to valuation adjustments on credit default swap hedge positions and valuation losses on premium bond positions.

Net other-than-temporary impairment losses During the three and nine months ended September 30, 2015, there were no other-than-temporary impairment losses recognized. During the three and nine months ended September 30, 2014, the debt securities held by a consolidated variable interest entity ("VIE") otherwise known as Bryant Park, which were previously determined to be other-than-temporarily impaired, had changes to their other-than-temporary impairment estimates related to the credit component which were recognized in earnings. Bryant Park was closed during the fourth quarter of 2014.

Other securities gains (losses), net We maintain various securities portfolios as part of our balance sheet diversification and risk management strategies. During the three and nine months ended September 30, 2015, we sold $1,190 million and $9,882 million, respectively, of primarily U.S. Treasury, U.S. government sponsored and government agency mortgage-backed securities as part of a continuing strategy to maximize returns while balancing the securities portfolio for risk management purposes based on the current interest rate environment and liquidity needs compared with sales of $7,601 million and $23,600 million during the prior year periods. Other securities gains (losses), net declined in the three month period due primarily to gains realized from the sale of certain U.S. Treasury securities in the prior year period as we rebalanced the portfolio to improve interest income. Other securities gains (losses), net improved in the nine month period driven largely by losses associated with the sale of certain legacy asset-backed securities in the prior year compared with higher gains from security sales in the current year reflecting more favorable market conditions. The gross realized gains and losses from sales of securities in both periods, which is included as a component of other securities gains (losses), net above, are summarized in Note 3, "Securities," in the accompanying consolidated financial statements.

Servicing and other fees from HSBC affiliates Affiliate income increased in the year-to-date period due primarily to higher billings associated with internal audit activities performed for other HSBC affiliates and higher fees related to supporting growth initiatives in the global payments and cash management business, partially offset by lower fees associated with residential mortgage servicing activities performed on behalf of HSBC Finance.

Residential mortgage banking revenue The following table presents the components of residential mortgage banking revenue. The net interest income component reflected in the table is included in net interest income in the consolidated statement of income and reflects actual interest earned, net of interest expense and corporate transfer pricing.

Three Months Ended September 30,	2015	2014	Increase (Decrease) Amount	Increase (Decrease) %
	(dollars are in millions)			
Net interest income	**$ 44**	$ 45	$ (1)	(2.2)%
Servicing related income:				
Servicing fee income	**13**	17	(4)	(23.5)
Changes in fair value of Mortgage Servicing Rights ("MSRs") due to:				
Changes in valuation model inputs or assumptions	**(21)**	2	(23)	*
Customer payments	**(7)**	(6)	(1)	(16.7)
Trading – Derivative instruments used to offset changes in value of MSRs	**28**	—	28	*
Total servicing related income	**13**	13	—	—
Originations and sales related income (loss):				
Gains (losses) on sales of residential mortgages	**(2)**	(2)	—	—
Recovery for repurchase obligations	**2**	4	(2)	(50.0)
Total originations and sales related income (loss)	**—**	2	(2)	(100.0)
Other mortgage income	**3**	2	1	50.0
Total residential mortgage banking revenue included in other revenues	**16**	17	(1)	(5.9)
Total residential mortgage banking related revenue	**$ 60**	$ 62	$ (2)	(3.2)%

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	Increase (Decrease) %
	(dollars are in millions)			
Net interest income	**$ 133**	$ 137	$ (4)	(2.9)%
Servicing related income:				
Servicing fee income	**43**	52	(9)	(17.3)
Changes in fair value of MSRs due to:				
Changes in valuation model inputs or assumptions	**(13)**	(22)	9	40.9
Customer payments	**(16)**	(23)	7	30.4
Trading – Derivative instruments used to offset changes in value of MSRs	**34**	37	(3)	(8.1)
Total servicing related income	**48**	44	4	9.1
Originations and sales related income (loss):				
Gains (losses) on sales of residential mortgages	**(11)**	(2)	(9)	*
Recovery for repurchase obligations	**7**	38	(31)	(81.6)
Total originations and sales related income (loss)	**(4)**	36	(40)	*
Other mortgage income	**6**	7	(1)	(14.3)
Total residential mortgage banking revenue included in other revenues	**50**	87	(37)	(42.5)
Total residential mortgage banking related revenue	**$ 183**	$ 224	$ (41)	(18.3)%

* Not meaningful.

Net interest income was modestly lower during the three and nine months ended September 30, 2015 as higher amortization of deferred origination costs in the current year due to slightly higher portfolio prepayments and lower net interest income from a declining home equity mortgage portfolio was largely offset by higher net interest income driven by growth in residential mortgage average outstanding balances. Consistent with our strategy, additions to our residential mortgage portfolio are primarily mortgages to our Premier and Advance customers, while sales of loans consist of newly originated conforming loans sold to PHH Mortgage as discussed further below.

Total servicing related income was flat in the three months ended September 30, 2015 and increased in the year-to-date period as improved net hedged MSRs results were offset in the three month period, and partially offset in the year-to-date period, by lower servicing fees due to a decline in our average serviced portfolio. As a result of our strategic relationship with PHH Mortgage, we no longer add new volume to our serviced portfolio as all agency eligible loans are sold to PHH Mortgage on a servicing released basis. Net hedged MSRs results improved in the three month period as higher valuation losses driven by declining mortgage rates in the current year period were more than offset by higher returns from instruments used to hedge changes in the fair value of the MSRs. In the year-to-date period, net hedged MSRs results improved primarily due to lower valuation losses associated with declining mortgage rates, partially offset by lower returns from instruments used to hedge changes in the fair value of the MSRs.

Originations and sales related income (loss) declined in the three and nine months ended September 30, 2015 largely due to lower recoveries for repurchase obligations associated with loans previously sold and, in the year-to-date period, losses associated with the execution of certain Community Reinvestment Act activities. During the first quarter of 2014, we entered into a settlement with the Federal Home Loan Mortgage Corporation ("FHLMC") for $25 million which settled our liability for substantially all loans sold to the FHLMC from January 1, 2000 through 2013. The settlement and a re-assessment of the residual exposure resulted in a release of reserves. We continue to maintain repurchase reserves for exposure associated with residual risks not covered by the settlement agreement.

Gain (loss) on instruments designated at fair value and related derivatives We have elected to apply fair value option accounting to certain commercial loans held for sale, certain securities sold under repurchase agreements, certain own fixed-rate debt issuances and all of our hybrid instruments issued, inclusive of structured notes and structured deposits. We also use derivatives to economically hedge the interest rate risk associated with certain financial instruments for which fair value option accounting has been elected. Gain (loss) on instruments designated at fair value and related derivatives increased in the three and nine months ended September 30, 2015 attributable primarily to the widening of our own credit spreads associated with our own debt, which was partially offset in the year-to-date period by a net loss recorded during the second quarter of 2015 related to changes in estimates associated with the valuation techniques used to measure the fair value of certain structured notes and deposits. See Note 10, "Fair Value Option," in the accompanying consolidated financial statements for additional information including a breakout of these amounts by individual component.

Other income Other income increased in the three and nine months ended September 30, 2015 due primarily to gains associated with credit default swap protection which largely reflects the hedging of a single client exposure, partially offset by losses from valuation write-downs on a commercial loan held for sale, the non-recurrence of a gain of $16 million from the sale of certain commercial MSRs in the third quarter of 2014, losses associated with fair value hedge ineffectiveness and, in the year-to-date period, lower income related to bank owned life insurance.

Operating Expenses Compliance costs, which remained a significant component of our cost base, totaled $33 million and $159 million in the three and nine months ended September 30, 2015, respectively, compared with $54 million and $199 million in the prior year periods. While we continue to focus attention on cost mitigation efforts in order to continue realization of optimal cost efficiencies, compliance related costs remain elevated due to the remediation required by regulatory consent agreements and the implementation of globally consistent and rigorous financial crime controls ("Global Standards").

The following table summarizes the components of operating expenses:

Three Months Ended September 30,	2015	2014	Increase (Decrease) Amount	Increase (Decrease) %
	(dollars are in millions)			
Salary and employee benefits	**$ 254**	$ 226	$ 28	12.4 %
Occupancy expense, net	**57**	59	(2)	(3.4)
Support services from HSBC affiliates:				
Fees paid to HSBC Markets (USA) Inc. ("HMUS")	**66**	56	10	17.9
Fees paid to HSBC Technology and Services (USA) ("HTSU")	**250**	274	(24)	(8.8)
Fees paid to other HSBC affiliates	**45**	58	(13)	(22.4)
Total support services from HSBC affiliates	**361**	388	(27)	(7.0)
Other expenses:				
Equipment and software	**12**	12	—	—
Marketing	**16**	9	7	77.8
Outside services	**23**	5	18	*
Professional fees	**32**	35	(3)	(8.6)
Federal Deposit Insurance Corporation ("FDIC") assessment fee	**29**	22	7	31.8
Miscellaneous	**2**	178	(176)	(98.9)
Total other expenses	**114**	261	(147)	(56.3)
Total operating expenses	**$ 786**	$ 934	$ (148)	(15.8)%
Personnel - average number	**6,097**	6,063		
Efficiency ratio	**68.5%**	100.5%		

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	Increase (Decrease) %
	(dollars are in millions)			
Salary and employee benefits	**$ 767**	$ 664	$ 103	15.5 %
Occupancy expense, net	**172**	168	4	2.4
Support services from HSBC affiliates:				
Fees paid to HMUS	**199**	167	32	19.2
Fees paid to HTSU	**754**	798	(44)	(5.5)
Fees paid to other HSBC affiliates	**145**	162	(17)	(10.5)
Total support services from HSBC affiliates	**1,098**	1,127	(29)	(2.6)
Other expenses:				
Equipment and software	**37**	39	(2)	(5.1)
Marketing	**48**	39	9	23.1
Outside services	**66**	31	35	*
Professional fees	**84**	86	(2)	(2.3)
FDIC assessment fee	**88**	79	9	11.4
Miscellaneous	**53**	327	(274)	(83.8)
Total other expenses	**376**	601	(225)	(37.4)
Total operating expenses	**$ 2,413**	$ 2,560	$ (147)	(5.7)%
Personnel - average number	**6,074**	6,141		
Efficiency ratio	**74.3%**	88.8%		

* Not meaningful.

Salaries and employee benefits Salaries and employee benefits expense increased during the three and nine months ended September 30, 2015 due primarily to the addition of higher cost personnel associated with growth initiatives in certain businesses,

strengthening controls and the implementation of Global Standards, partially offset by the impact of continued cost management efforts including a reduction in Retail Banking and Wealth Management personnel driven by a reduction in staff performing residential mortgage servicing activities on behalf of HSBC Finance and the impact of branch optimization.

Occupancy expense, net Occupancy expense was relatively flat in the three and nine months ended September 30, 2015.

Support services from HSBC affiliates Support services from HSBC affiliates decreased in the three and nine months ended September 30, 2015 primarily due to changing the billing process for certain third-party loan servicing costs from support service fees paid to HTSU in 2014 to a direct expense in 2015 and lower compliance costs, partially offset by increased costs associated with our investment in process enhancements and infrastructure to improve and modernize our legacy business systems, increased staffing associated with stress testing and reporting activities and higher shared service fees paid to HMUS. Compliance costs reflected in support services from affiliates totaled $29 million and $148 million during the three and nine months ended September 30, 2015, respectively, compared with $52 million and $191 million in the year-ago periods. A summary of the activities charged to us from various HSBC affiliates is included in Note 13, "Related Party Transactions," in the accompanying consolidated financial statements.

Other expenses Other expenses during the three and nine months ended September 30, 2014 reflects $108 million and $178 million, respectively, of litigation expense related to the settlement of the FHFA matter. Excluding the impact of this item, other expenses decreased in the three and nine months ended September 30, 2015 driven largely by lower expense associated with our expectation of compensatory fees payable to government sponsored entities ("GSEs") as the current year periods reflect a settlement of certain exposures which resulted in a benefit of $18 million and $14 million during the three and nine months ended September 30, 2015, respectively, compared with expense of $15 million and $21 million in the prior year periods. Also contributing to the decrease was lower litigation expense, higher levels of expense capitalization related to internally developed software and lower provisions associated with off-balance sheet credit exposures. These decreases were partially offset by higher outside services expense due to changing the billing process for certain third-party loan servicing costs as discussed above, higher marketing expenses and higher deposit insurance assessment fees.

Efficiency ratio Our efficiency ratio was 68.5 percent and 74.3 percent during the three and nine months ended September 30, 2015, respectively, compared with 100.5 percent and 88.8 percent during the year-ago periods. Our efficiency ratio was impacted in each period by the change in the fair value of our own debt attributable to credit spread for which we have elected fair value option accounting. Excluding the impact of this item, our efficiency ratio was 74.7 percent and 79.6 percent during the three and nine months ended September 30, 2015, respectively, compared with 101.3 percent and 88.2 percent in the year-ago periods due to lower operating expenses driven by lower litigation expense, higher net interest income and higher other revenues.

Income taxes The following table provides an analysis of the difference between effective rates based on the total income tax provision attributable to pretax income and the statutory U.S. Federal income tax rate:

Three Months Ended September 30,	2015		2014	
	(dollars are in millions)			
Tax expense (benefit) at the U.S. federal statutory income tax rate	**$ 110**	**35.0%**	$ (10)	(35.0)%
Increase (decrease) in rate resulting from:				
State and local taxes, net of Federal benefit	**9**	**2.9**	(2)	(7.1)
Other non-deductible / non-taxable items	**(2)**	**(0.6)**	1	3.6
Items affecting prior periods[2]	**(1)**	**(0.3)**	(11)	(39.3)
Impact of foreign operations	**—**	**—**	2	7.1
Low income housing tax credit investments, net	**(6)**	**(1.9)**	(7)	(25.0)
Change in valuation allowances reserves	**—**	**—**	(3)	(10.7)
Other	**1**	**0.3**	1	3.6
Total income tax expense (benefit)	**111**	**35.2%**	$ (29)	(103.6)%

Nine Months Ended September 30,	2015		2014	
	(dollars are in millions)			
Tax expense (benefit) at the U.S. federal statutory income tax rate	**$ 259**	**35.0%**	$ 69	35.0 %
Increase (decrease) in rate resulting from:				
State and local taxes, net of Federal benefit	**20**	**2.7**	11	5.6
Adjustment of tax rate used to value deferred taxes[1]	**49**	**6.6**	60	30.3
Other non-deductible / non-taxable items	**(4)**	**(0.5)**	(3)	(1.5)
Items affecting prior periods[2]	**(8)**	**(1.1)**	(35)	(17.7)
Uncertain tax positions[3]	**1**	**0.1**	(181)	(91.4)
Impact of foreign operations	**—**	**—**	3	1.5
Low income housing tax credit investments, net	**(17)**	**(2.3)**	(21)	(10.6)
Change in valuation allowances reserves[4]	**(6)**	**(0.8)**	10	5.1
Other	**(9)**	**(1.2)**	1	0.5
Total income tax expense (benefit)	**$ 285**	**38.5%**	$ (86)	(43.4)%

(1) For 2015, the amount mainly relates to the effects of revaluing our deferred tax assets for New York City Tax Reform that was enacted on April 13, 2015 as discussed further below. For 2014, the amount mainly relates to the effects of revaluing our deferred tax assets for New York State Tax Reform that was enacted on March 31, 2014 which resulted in a decrease to our net deferred tax asset of approximately $75 million in the first quarter of 2014.

(2) For 2014, the amounts relate to changes in estimates of the amount of state income taxes deductible on the federal income tax return and changes in state tax expense as a result of filing amended state tax returns upon the closing of the 2006 - 2009 federal audits.

(3) For 2014, the amount mainly reflects the resolution and settlement with taxation authorities of certain significant state and local tax audits during the second quarter of 2014 which is discussed further below.

(4) For 2014, the amount relates to the establishment of a valuation allowance against our deferred tax assets due to New York State Tax Reform that was enacted on March 31, 2014.

The financial performance of HSBC North America and its subsidiary entities continues to improve and therefore, at September 30, 2015, reliance has been placed solely on projected future taxable income from continuing operations in our evaluation of the recognition of deferred tax assets. The change to reliance on future taxable income from continuing operations within our evaluation of the recognition of deferred tax assets did not have a significant impact on our tax provision.

On April 13, 2015, New York Governor Cuomo signed legislation related to the 2015-2016 budget containing amendments to reform New York City's corporate tax rules. These reforms align New York City's corporate tax rules with New York State following the changes previously enacted to the latter in 2014. The legislation is retroactively effective as of January 1, 2015, which is the same general effective date for the New York State corporate tax reform. These changes will have a significant and positive long-term impact on HSBC entities with activity taxed in New York, including us. Notwithstanding the positive long-term impact, the changes to the New York City tax rules resulted in a decrease to our net deferred tax asset of approximately $48 million in the second quarter of 2015, the period in which the rules were enacted.

During the second quarter of 2014, we concluded certain state and local tax audits resulting in the settlement of significant uncertain tax positions covering a number of years. As a result, we released tax reserves previously maintained in relation to the periods and issues under review which resulted in an income tax benefit of $183 million. In addition, we released our accrued interest associated with the tax reserves released which resulted in a $120 million benefit to interest expense.

Segment Results – Group Reporting Basis

We have four distinct business segments that are utilized for management reporting and analysis purposes which are aligned with HSBC's global businesses and business strategy: Retail Banking and Wealth Management ("RBWM"), Commercial Banking ("CMB"), Global Banking and Markets ("GB&M") and Private Banking ("PB"). The segments, which are generally based upon customer groupings and global businesses, are described under Item 1, "Business," in our 2014 Form 10-K. There have been no changes in the basis of our segmentation or measurement of segment profit as compared with the presentation in our 2014 Form 10-K.

We report financial information to our parent, HSBC, in accordance with HSBC Group accounting and reporting policies, which apply IFRS and, as a result, our segment results are prepared and presented using financial information prepared on the Group Reporting Basis (a non-U.S. GAAP financial measure) as operating results are monitored and reviewed, trends are evaluated and decisions about allocating resources, such as employees, are primarily made on this basis. However, we continue to monitor capital adequacy, establish dividend policy and report to regulatory agencies on a U.S. GAAP basis. The significant differences between U.S. GAAP and Group Reporting Basis as they impact our results are summarized in Note 14, "Business Segments," in our 2014 Form 10-K.

We are currently in the process of re-evaluating the financial information used to manage our businesses, including the scope and content of the U.S. GAAP financial data being reported to our Management and our Board. To the extent we make changes to this reporting in 2015, we will evaluate any impact such changes may have on our segment reporting.

Retail Banking and Wealth Management Our RBWM segment provides a full range of banking and wealth products and services through our branches and direct channels to individuals. These services include asset-driven services such as credit and lending, liability-driven services such as deposit taking and account services and fee-driven services such as advisory and wealth management. During the first nine months of 2015, we continued to direct resources towards the development and delivery of premium service. Particular focus has been placed on HSBC Premier, HSBC's global banking service that was re-launched in 2014 and offers customers a seamless international service, and HSBC Advance, a proposition directed towards the emerging affluent client in the initial stages of wealth accumulation.

Consistent with our strategy, the growth of our residential mortgage portfolio is driven primarily by lending to our Premier and Advance customers. Following the conversion of our mortgage processing and servicing operations to PHH Mortgage in 2013, we sell our agency eligible originations directly to PHH Mortgage on a servicing released basis, resulting in no new mortgage servicing rights being recognized.

The following table summarizes the Group Reporting Basis results for our RBWM segment:

Three Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Net interest income	**$ 192**	$ 196	$ (4)	(2.0)%
Other operating income	**85**	98	(13)	(13.3)
Total operating income	**277**	294	(17)	(5.8)
Loan impairment charges	**14**	11	3	27.3
Net operating income	**263**	283	(20)	(7.1)
Operating expenses	**267**	343	(76)	(22.2)
Loss before tax	**$ (4)**	$ (60)	$ 56	93.3 %

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Net interest income	**$ 584**	$ 606	$ (22)	(3.6)%
Other operating income	**258**	315	(57)	(18.1)
Total operating income	**842**	921	(79)	(8.6)
Loan impairment charges	**51**	34	17	50.0
Net operating income	**791**	887	(96)	(10.8)
Operating expenses	**848**	920	(72)	(7.8)
Loss before tax	**$ (57)**	$ (33)	$ (24)	(72.7)%

Our RBWM segment reported a lower loss before tax during the three months ended September 30, 2015 due primarily to lower operating expenses driven by adjustments to certain accruals as discussed below, partially offset by lower net interest income, lower other operating income and higher loan impairment charges. In the year-to-date period, loss before tax increased as lower operating expenses was more than offset by lower net interest income, lower other operating income and higher loan impairment charges.

Net interest income in the prior year-to-date period reflects an $11 million release of accrued interest related to uncertain tax positions which were settled with the taxing authorities in the second quarter of 2014. Excluding the impact of this item, net interest income was lower during the three and nine months ended September 30, 2015 due to higher amortization of deferred origination costs due to higher prepayments as well as lower net interest income from a declining home equity mortgage portfolio, partially offset by higher net interest income driven by growth in residential mortgage average outstanding balances.

Other operating income decreased in the three months ended September 30, 2015 driven by lower net hedged MSR results and lower servicing fees due to a decline in our average serviced portfolio. In the year-to-date period, other operating income decreased due primarily to a lower recovery for mortgage loan repurchase obligations associated with previously sold loans, as the prior year period reflects a release of reserves due primarily to a settlement with FHLMC which settled our liability for substantially all loans sold to FHLMC, as well as losses associated with the execution of certain Community Reinvestment Act activities and lower servicing fees.

Loan impairment charges increased during the three and nine months ended September 30, 2015 as the positive impacts from lower severity estimates due to improvements in home prices and continued improvements in economic and credit conditions including lower dollars of delinquency on accounts less than 180 days contractually delinquent were more pronounced in the prior year. In addition, the prior year periods reflect a revision to our loss severity calculation which reduced our residential mortgage allowance for credit losses by $10 million in the third quarter of 2014. These increases were partially offset in the year-to-date period by lower loss estimates associated with the remediation of certain mortgage servicing activities and lower losses associated with advances made on behalf of borrowers.

Other operating expenses decreased in the three and nine months ended September 30, 2015 driven largely by lower expense associated with our expectation of compensatory fees payable to GSEs as the current year periods reflect a settlement of certain exposures which resulted in a benefit of $18 million and $14 million during the three and nine months ended September 30, 2015, respectively, compared with expense of $15 million and $21 million in the prior year periods. Also contributing to the decrease was lower litigation expense as well as the impact of several cost reduction initiatives relating to our retail branch network, primarily optimizing staffing and administrative areas.

Commercial Banking CMB's goal is to be the banking partner of choice for international businesses building on our rich heritage, international capabilities and customer relationships to enable global connectivity. CMB strives to execute this vision and strategy by focusing on key markets with high concentrations of international connectivity. Our CMB segment serves the markets through three client groups, notably Large Corporate, Middle Market and Business Banking. We also have a specialized Commercial Real Estate group which focuses on selective business opportunities in markets where we have strong portfolio expertise. This structure allows us to align our resources in order to efficiently deliver suitable products and services based on our clients' needs and abilities. Payments and Cash Management, Global Trade and Receivables Finance, Credit and Lending, and Capital Financing are key product groups which enable CMB to deliver the global connections required by customers. Whether it is through commercial centers, the retail branch network, or via HSBC*net,* CMB provides customers with products and services needed to grow their businesses internationally and delivers those products and services through its relationship managers who operate within a robust, customer focused compliance and risk culture and collaborate across HSBC to capture a larger percentage of a relationship. An increase in the number of relationship managers and product partners is enabling us to gain a larger presence in key growth markets, including the West Coast, Southeast, Midwest and Texas.

New loan originations have resulted in increases in quarter-to-date average loans outstanding of 23 percent to Large Corporate customers and 26 percent to Commercial Real Estate customers as compared with the third quarter of 2014. Total quarter-to-date average loans outstanding increased 19 percent across all CMB client groups as compared with the third quarter of 2014. In addition, total quarter-to-date average deposits outstanding increased 6 percent across all CMB client groups as compared with the third quarter of 2014 which reflects executing a key strategy to grow the Payments and Cash Management business through our international network.

The following table summarizes the Group Reporting Basis results for our CMB segment:

			Increase (Decrease)	
Three Months Ended September 30,	**2015**	**2014**	**Amount**	**%**
	(dollars are in millions)			
Net interest income	**$ 214**	$ 204	$ 10	4.9 %
Other operating income	**82**	90	(8)	(8.9)
Total operating income	**296**	294	2	.7
Loan impairment charges	**24**	29	(5)	(17.2)
Net operating income	**272**	265	7	2.6
Operating expenses	**184**	169	15	8.9
Profit before tax	**$ 88**	$ 96	$ (8)	(8.3)%

			Increase (Decrease)	
Nine Months Ended September 30,	**2015**	**2014**	**Amount**	**%**
	(dollars are in millions)			
Net interest income	**$ 626**	$ 593	$ 33	5.6 %
Other operating income	**230**	222	8	3.6
Total operating income	**856**	815	41	5.0
Loan impairment charges	**38**	119	(81)	(68.1)
Net operating income	**818**	696	122	17.5
Operating expenses	**538**	501	37	7.4
Profit before tax	**$ 280**	$ 195	$ 85	43.6 %

Our CMB segment reported a lower profit before tax during the three months ended September 30, 2015 driven by lower other operating income and higher operating expenses, partially offset by higher net interest income and lower loan impairment charges. Our CMB segment reported a higher profit before tax during the nine months ended September 30, 2015 driven by higher net interest income, higher other operating income and lower loan impairment charges, partially offset by higher operating expenses.

Net interest income increased in the three and nine months ended September 30, 2015 due to the favorable impact of higher loan balances, primarily in key growth markets, partially offset by lower yields on newly originated loans and refinanced loans and the prior year-to-date period reflects a release of accrued interest related to uncertain tax positions which were settled with the taxing authorities in the second quarter of 2014.

Other operating income in the prior year periods reflect a gain of $16 million from sale of certain commercial MSRs in the third quarter of 2014. Excluding the impact of this item, other operating income was higher during the three and nine months ended

September 30, 2015 driven primarily by higher fees generated from an increase in credit commitments, gains on sales in Commercial Real Estate and higher GB&M collaboration income due to an increase in corporate derivatives and capital financing.

Loan impairment charges in the prior year reflects a revision to certain estimates used in our commercial loan impairment calculation which resulted in a loan impairment charge of approximately $22 million and $94 million during the three and nine months ended September 30, 2014, respectively. Excluding the impact of this item, loan impairment charges were higher during the three and nine months ended September 30, 2015 driven largely by higher provisions for oil and gas industry exposures.

Operating expenses increased during the three and nine months ended September 30, 2015 driven by higher salaries expense related to additional staff hired to support continued growth, higher litigation costs and higher technology and corporate function support service costs.

Global Banking and Markets Our GB&M business segment supports HSBC's global strategy by leveraging the HSBC Group's advantages and scale, strength in developed and emerging markets and product expertise in order to focus on delivering international products to U.S. clients and local products to international clients, with New York as the hub for the Americas business, including Canada and Latin America. GB&M provides tailored financial solutions to major government, corporate and institutional clients as well as private investors worldwide. GB&M clients are served by sector-focused teams that bring together relationship managers and product specialists to develop financial solutions that meet individual client needs. With a focus on providing client connectivity between the emerging markets and developed markets, GB&M aims to develop a comprehensive understanding of each client's financial requirements with a long-term relationship management approach. In addition to GB&M clients, GB&M works with RBWM, CMB and PB to meet their domestic and international banking needs.

Within client-focused business lines, GB&M offers a full range of capabilities, including:

- Banking and financing advice and solutions for corporate and institutional clients, including loans, working capital, trade services, payments and cash management, leveraged and acquisition finance, as well as capital raising in the debt and equity markets; and
- A markets business with 24-hour coverage and knowledge of world-wide local markets which provides services in credit and rates, foreign exchange, precious metals trading, equities and securities services.

Also included in our GB&M segment is Balance Sheet Management, which is responsible for managing liquidity and funding under the supervision of our Asset and Liability Management Committee. Balance Sheet Management also manages our structural interest rate position within a limit structure.

We continue to target U.S. companies with international banking requirements and foreign companies with banking needs in the Americas. Consistent with our global strategy, we are also focused on identifying opportunities to cross-sell our products to CMB and RBWM customers.

The following table summarizes the Group Reporting Basis results for the GB&M segment:

Three Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Net interest income	**$ 142**	$ 74	$ 68	91.9%
Other operating income	**287**	191	96	50.3
Total operating income[(1)]	**429**	265	164	61.9
Loan impairment charges	**5**	11	(6)	(54.5)
Net operating income	**424**	254	170	66.9
Operating expenses	**247**	553	(306)	(55.3)
Profit (loss) before tax	**$ 177**	$ (299)	$ 476	*

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Net interest income	**$ 392**	$ 280	$ 112	40.0%
Other operating income	**772**	636	136	21.4
Total operating income[(1)]	**1,164**	916	248	27.1
Loan impairment charges	**17**	66	(49)	(74.2)
Net operating income	**1,147**	850	297	34.9
Operating expenses	**770**	1,031	(261)	(25.3)
Profit (loss) before tax	**$ 377**	$ (181)	$ 558	*

* Not meaningful.

[1] The following table summarizes the impact of key activities on the total operating income of the GB&M segment:

Three Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Credit[2]	**$ (32)**	$ (48)	$ 16	33.3%
Rates	**12**	14	(2)	(14.3)
Foreign Exchange and Metals	**50**	73	(23)	(31.5)
Equities	**53**	16	37	*
Total Global Markets	**83**	55	28	50.9
Capital Financing	**166**	66	100	*
Payments and Cash Management	**100**	89	11	12.4
Securities Services	**3**	3	—	—
Global Trade and Receivables Finance	**13**	11	2	18.2
Balance Sheet Management[3]	**58**	50	8	16.0
Debit Valuation Adjustment	**11**	(1)	12	*
Other[4]	**(5)**	(8)	3	37.5
Total operating income	**$ 429**	$ 265	$ 164	61.9%

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Credit[2]	**$ (13)**	$ (22)	$ 9	40.9%
Rates	**10**	106	(96)	(90.6)
Foreign Exchange and Metals	**178**	216	(38)	(17.6)
Equities	**127**	6	121	*
Total Global Markets	**302**	306	(4)	(1.3)
Capital Financing	**293**	183	110	60.1
Payments and Cash Management	**291**	261	30	11.5
Securities Services	**10**	9	1	11.1
Global Trade and Receivables Finance	**40**	34	6	17.6
Balance Sheet Management[3]	**228**	147	81	55.1
Debit Valuation Adjustment	**27**	(14)	41	*
Other[4]	**(27)**	(10)	(17)	*
Total operating income	**$ 1,164**	$ 916	$ 248	27.1%

* Not meaningful.

[2] Credit includes losses of $11 million and $9 million in the three and nine months ended September 30, 2015, respectively, compared with losses of $43 million and $17 million in the three and nine months ended September 30, 2014, respectively, of operating income related to structured credit products and mortgage loans held for sale which we no longer offer.

[3] Includes gains on the sale of securities of $11 million and $69 million in the three and nine months ended September 30, 2015, respectively, compared with gains of $26 million and $42 million in the three and nine months ended September 30, 2014, respectively.

[4] Other includes corporate funding charges, net interest income on capital held in the business and not assigned to products, and interest rate transfer pricing differences.

Our GB&M segment reported a higher profit before tax during the three and nine months ended September 30, 2015 driven by higher net interest income, higher other operating income, lower loan impairment charges and lower operating expenses.

Credit revenue improved during the three and nine months ended September 30, 2015 from the performance of legacy credit products, which was partially offset in the three month period by lower revenue from emerging markets related products. Changes in the fair value of legacy structured credit products resulted in losses of $11 million and $9 million during the three and nine months ended September 30, 2015, respectively, compared with losses of $43 million and $19 million during the prior year periods which reflect losses on the transfer of risk associated with portions of our credit derivatives portfolio in the third quarter of 2014. Included in the changes in fair value from structured credit products were increases in fair value of $12 million and $7 million during the three and nine months ended September 30, 2015, respectively, related to exposures to monoline insurance companies, compared with increases of $1 million and $14 million during the prior year periods.

Revenue from Rates decreased during the three and nine months ended September 30, 2015 due to weaker revenue from emerging markets related products which were impacted by less stable economic conditions in Latin America. In addition, the year-to-date period reflects fair value adjustments on certain rate linked structured notes, including a loss recorded during the second quarter of 2015 related to changes in estimates associated with the valuation techniques used to measure the fair value of these liabilities and the impact of movements in our own credit spreads.

Foreign Exchange and Metals revenue decreased during the three and nine months ended September 30, 2015 due to lower custody fee income from Metals following the sale of our GB&M London Branch precious metals custody and clearing business to an HSBC affiliate during the fourth quarter of 2014 as well as lower metals related client trading volumes driven by reduced investor demand.

The increase in Equities during the three and nine months ended September 30, 2015 was driven by the impact of fair value adjustments on certain equity linked structured liabilities, including the impact of movements in our own credit spreads and, in the year-to-date period, a gain recorded during the second quarter of 2015 related to changes in estimates associated with the valuation techniques used to measure the fair value of these liabilities.

Capital Financing revenue increased significantly during the three and nine months ended September 30, 2015 primarily due to gains associated with credit default swap protection which largely reflects the hedging of a single client exposure and, to a lesser extent, higher fees and net interest income from project financing and corporate lending activities.

Payments and Cash Management revenue increased during the three and nine months ended September 30, 2015 driven by higher fees related to supporting growth initiatives in the global payments and cash management business.

Balance Sheet Management revenue increased during the three and nine months ended September 30, 2015 from increased interest income driven by higher yielding investments, partially offset by lower revenue related to the performance of economic hedge positions used to manage interest rate risk. In addition, while higher gains from asset sales contributed to the increase in the year-to-date period, gains from asset sales were lower in the three month period.

Debit valuation adjustments resulted in gains during the three and nine months ended September 30, 2015 compared with losses in the prior year periods driven by movements of both our own credit spreads and our derivative liability balances.

Other revenue was relatively flat during the three months ended September 30, 2015. In the year-to-date period, other revenue decreased reflecting lower net interest on unassigned capital and lower revenue related to transfer pricing differences.

Loan impairment charges in the prior year reflect a revision to certain estimates used in our commercial loan impairment calculation which resulted in a loan impairment charge of approximately $3 million and $23 million during the three and nine months ended September 30, 2014, respectively. Excluding the impact of this item, loan impairment charges remained lower during the three and nine months ended September 30, 2015 due primarily to higher expected loss on a single name exposure in the prior year periods and lower provisions for risk factors associated with emerging market loan exposures, partially offset by higher provisions for oil and gas industry exposures.

Operating expenses in the prior year reflects $297 million of litigation expense that was recorded during the third quarter of 2014 related to the settlement of the FHFA matter. Excluding the impact of this item, operating expenses decreased during the three months ended September 30, 2015 and increased during the nine months ended September 30, 2015. The decrease in the three month period, driven by lower litigation costs, was more than offset in the year-to-date period by higher staff costs related to growth initiatives and higher technology and corporate function support service costs.

Private Banking PB serves high net worth and ultra-high net worth individuals and their families with a focus on multi-generational families, business owners and entrepreneurs who require sophisticated solutions to help meet their most complex needs domestically and abroad. Accessing the most suitable products from the marketplace, PB works with its clients to offer tailored, coordinated and innovative ways to manage and preserve wealth while optimizing returns. PB offers a wide range of products and services, including banking, liquidity management, investment services, custody, tailored lending, trust and fiduciary services, insurance, family wealth and philanthropy advisory services. PB also works to ensure that its clients have access to other products and services available throughout the HSBC Group, such as credit cards and investment banking, to deliver total solutions for their financial and wealth needs. PB strategy is concentrated on three main areas: growth, streamlining and Global Standards.

Client deposit levels increased $1,915 million or 17 percent as compared with September 30, 2014. Total loans increased $709 million or 12 percent as compared with September 30, 2014 from the commercial and industrial, and residential mortgage portfolios. Overall period end client assets were $2,021 million lower than September 30, 2014 primarily due to lower institutional custody customer balances as well as lower discretionary and fiduciary portfolios which were negatively impacted by market movements.

The following table provides additional information regarding client assets during the nine months ended September 30, 2015 and 2014:

Nine Months Ended September 30,	2015	2014
	(in millions)	
Client assets at beginning of the period	**$ 44,102**	$ 44,661
Net new money	**917**	(164)
Value change	**(2,055)**	488
Client assets at end of period	**$ 42,964**	$ 44,985

The following table summarizes the Group Reporting Basis results for the PB segment:

			Increase (Decrease)	
Three Months Ended September 30,	2015	2014	Amount	%
	(dollars are in millions)			
Net interest income	**$ 49**	$ 47	$ 2	4.3 %
Other operating income	**26**	28	(2)	(7.1)
Total operating income	**75**	75	—	—
Loan impairment recoveries	**(1)**	(4)	3	75.0
Net operating income	**76**	79	(3)	(3.8)
Operating expenses	**62**	58	4	6.9
Profit before tax	**$ 14**	$ 21	$ (7)	(33.3)%

			Increase (Decrease)	
Nine Months Ended September 30,	2015	2014	Amount	%
	(dollars are in millions)			
Net interest income	**$ 148**	$ 152	$ (4)	(2.6)%
Other operating income	**77**	78	(1)	(1.3)
Total operating income	**225**	230	(5)	(2.2)
Loan impairment recoveries	**(2)**	(9)	7	77.8
Net operating income	**227**	239	(12)	(5.0)
Operating expenses	**178**	174	4	2.3
Profit before tax	**$ 49**	$ 65	$ (16)	(24.6)%

Our PB segment profit before tax decreased during the three and nine months ended September 30, 2015 primarily due to lower other operating income, lower loan impairment recoveries and higher operating expenses and, in the year-to-date period, lower net interest income.

Net interest income increased during the three months ended September 30, 2015 driven primarily by loan growth. This increase was more than offset in the year-to-date period by a one-time gain in the prior year period related to the recognition of deferred revenue on a prepaid troubled debt restructuring loan.

Other operating income decreased during the three and nine months ended September 30, 2015 due to lower fees and commissions reflecting a decline in managed and investment product balances.

Loan impairment recoveries were lower during the three and nine months ended September 30, 2015 as the prior year periods reflect recoveries related to the payoff of a troubled debt restructuring loan and releases of reserves due to paydowns.

Operating expenses increased during the three and nine months ended September 30, 2015 reflecting higher litigation costs and higher technology and corporate function support service costs.

Other The other segment primarily includes changes in the fair value of certain debt issued for which fair value option accounting was elected and related derivatives, income and expense associated with certain affiliate transactions, adjustments to the fair value on HSBC shares held for stock plans, interest expense associated with certain tax exposures and income associated with other tax related investments.

The following table summarizes the Group Reporting Basis results for the Other segment:

Three Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Net interest income (expense)	**$ (5)**	$ (2)	$ (3)	*
Gain (loss) on own fair value option debt attributable to credit spread	**96**	7	89	*
Other operating income	**13**	16	(3)	(18.8)
Total operating income	**104**	21	83	*
Loan impairment charges	**—**	—	—	—
Net operating income	**104**	21	83	*
Operating expenses	**37**	30	7	23.3
Profit (loss) before tax	**$ 67**	$ (9)	$ 76	*

Nine Months Ended September 30,	2015	2014	Increase (Decrease) Amount	%
	(dollars are in millions)			
Net interest income (expense)	**$ (16)**	$ 63	$ (79)	*
Gain (loss) on own fair value option debt attributable to credit spread	**214**	(20)	234	*
Other operating income	**52**	30	22	73.3
Total operating income	**250**	73	177	*
Loan impairment charges	**—**	—	—	—
Net operating income	**250**	73	177	*
Operating expenses	**114**	83	31	37.3
Profit (loss) before tax	**$ 136**	$ (10)	$ 146	*

* Not meaningful.

Net interest income in the prior year-to-date period reflects an $87 million release of accrued interest related to uncertain tax positions which were settled with the taxing authorities in the second quarter of 2014. Excluding the impact of this item, profit (loss) before tax improved during the three and nine months ended September 30, 2015 due primarily to higher operating income from changes in the fair value of our own debt and related derivatives for which fair value option accounting was elected and, in the year-to-date period, higher rental income from affiliates. These improvements were partially offset by higher operating expenses driven largely by higher staff costs and higher technology and corporate function support service costs.

Reconciliation of Segment Results As previously discussed, segment results are reported on a Group Reporting Basis. For segment reporting purposes, inter-segment transactions have not been eliminated, and we generally account for transactions between segments as if they were with third parties. Also see Note 14, "Business Segments," in the accompanying consolidated financial statements for a reconciliation of our Group Reporting Basis segment results to U.S. GAAP consolidated totals.

Credit Quality

In the normal course of business, we enter into a variety of transactions that involve both on and off-balance sheet credit risk. Principal among these activities is lending to various commercial, institutional, governmental and individual customers. We participate in lending activity throughout the U.S. and, on a limited basis, internationally.

Allowance for Credit Losses Commercial loans are monitored on a continuous basis with a formal assessment completed, at a minimum, annually. As part of this process, a credit grade and loss given default are assigned and an allowance is established for these loans based on a probability of default estimate associated with each credit grade under the allowance for credit losses methodology. Credit Review, an independent function, provides an ongoing assessment of lending activities that includes independently assessing credit grades and loss given default estimates for sampled credits across various portfolios. When it is deemed probable based upon known facts and circumstances that full interest and principal on an individual loan will not be collected in accordance with its contractual terms, the loan is considered impaired. An impairment reserve is then established based on the present value of expected future cash flows, discounted at the loan's original effective interest rate, or as a practical expedient, the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. Updated appraisals for collateral dependent loans are generally obtained only when such loans are considered troubled and the frequency of such updates are generally based on management judgment under the specific circumstances on a case-by-case basis. In addition, loss reserves on commercial loans are maintained to reflect our judgment of portfolio risk factors which may not be fully reflected in the reserve calculations.

Our credit grades for commercial loans align with U.S. regulatory risk ratings and are mapped to our probability of default master scale. These probability of default estimates are validated on an annual basis using back-testing of actual default rates and benchmarking of the internal ratings with external rating agency data like Standard and Poor's ("S&P") ratings and default rates. Substantially all appraisals in connection with commercial real estate loans are ordered by the independent real estate appraisal review unit at HSBC. The appraisal must be reviewed and accepted by this unit. For loans greater than $250,000, an appraisal is generally ordered when the loan is classified as Substandard as defined by the Office of the Comptroller of the Currency (the "OCC"). On average, it takes approximately four weeks from the time the appraisal is ordered until it is completed and the values accepted by HSBC's independent appraisal review unit. Subsequent provisions or charge-offs are completed shortly thereafter, generally within the quarter in which the appraisal is received.

In situations where an external appraisal is not used to determine the fair value of the underlying collateral of impaired loans, current information such as rent rolls and operating statements of the subject property are reviewed and presented in a standardized format. Operating results such as net operating income and cash flows before and after debt service are established and reported with relevant ratios. Third-party market data is gathered and reviewed for relevance to the subject collateral. Data is also collected from similar properties within the portfolio. Actual sales levels of properties, operating income and expense figures and rental data on a square foot basis are derived from existing loans and, when appropriate, used as comparables for the subject property. Property specific data, augmented by market data research, is used to project a stabilized year of income and expense to create a 10-year cash flow model to be discounted at appropriate rates to present value. These valuations are then used to determine if any impairment on the underlying loans exists and an appropriate allowance is recorded when warranted.

For loans identified as troubled debt restructurings ("TDR Loans"), an allowance for credit losses is maintained based on the present value of expected future cash flows discounted at the loans' original effective interest rate or in the case of certain loans which are solely dependent on the collateral for repayment, the estimated fair value of the collateral less costs to sell. The circumstances in which we perform a loan modification involving a TDR Loan at a then current market interest rate for a borrower with similar credit risk would include other changes to the terms of the original loan made as part of the restructure (e.g. principal reductions, collateral changes, etc.) in order for the loan to be classified as a TDR Loan.

For pools of homogeneous consumer receivables and certain small business loans which do not qualify as TDR Loans, probable losses are estimated using a roll rate migration analysis that estimates the likelihood that a loan will progress through the various stages of delinquency, or buckets, and ultimately charge-off based upon recent historical performance experience of other loans in our portfolio. This migration analysis incorporates estimates of the period of time between a loss occurring and the confirming event of its charge-off. This analysis considers delinquency status, loss experience and severity and takes into account whether loans are in bankruptcy or have been subject to account management actions, such as the re-age of accounts or modification arrangements. The allowance for credit losses on consumer receivables also takes into consideration the loss severity expected based on the underlying collateral, if any, for the loan in the event of default based on historical and recent trends which are updated monthly based on a rolling average of several months' data using the most recently available information and is typically in the range of 20-35 percent for residential mortgages and 70-100 percent for home equity mortgages. At September 30, 2015, approximately 1 percent of our second lien home equity mortgages where the first lien residential mortgage is held or serviced by us and has a delinquency status of 90 days or more delinquent, were less than 90 days delinquent and were not considered to be a TDR Loan or already recorded at fair value less costs to sell.

The roll rate methodology is a migration analysis based on contractual delinquency and rolling average historical loss experience which captures the increased likelihood of an account migrating to charge-off as the past due status of such account increases. The roll rate models used were developed by tracking the movement of delinquencies by age of delinquency by "bucket" over a specified time period. Each bucket represents a period of delinquency in 30-day increments. The roll from the last delinquency bucket results in charge-off. Contractual delinquency is a method for determining aging of past due accounts based on the status of payments under the loan. Average roll rates are developed to avoid temporary aberrations caused by seasonal trends in delinquency experienced by some product types. We have determined that a 12-month average roll rate balances the desire to avoid temporary aberrations, while at the same time analyzing recent historical data. The roll rate calculations are performed monthly and are done consistently from period to period. We regularly monitor our portfolio to evaluate the period of time utilized in our roll rate migration analysis and perform a formal review on an annual basis. In addition, loss reserves on consumer receivables are maintained to reflect our judgment of portfolio risk factors which may not be fully reflected in the statistical roll rate calculation.

Our allowance for credit losses methodology and our accounting policies related to the allowance for credit losses are presented in further detail under the caption "Critical Accounting Policies and Estimates" and in Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in our 2014 Form 10-K. Our approach toward credit risk management is summarized under the caption "Risk Management" in our 2014 Form 10-K. There have been no significant revisions to our policies or methodologies during the first nine months of 2015.

The following table sets forth the allowance for credit losses for the periods indicated:

	September 30, 2015	June 30, 2015	December 31, 2014
	(dollars are in millions)		
Allowance for credit losses	**$ 678**	$ 648	$ 680
Ratio of Allowance for credit losses to:			
Loans:[1]			
Commercial:			
Non-affiliates	**.90%**	.84%	.92%
Affiliates	**—**	—	—
Total commercial	**.82**	.78	.85
Consumer:			
Residential mortgages	**.45**	.48	.64
Home equity mortgages	**1.53**	1.60	1.79
Credit cards	**4.84**	4.77	5.42
Other consumer	**1.96**	1.95	2.04
Total consumer	**.72**	.75	.96
Total	**.80%**	.77%	.87%
Net charge-offs:[2]			
Commercial[3]	**888%**	663%	1,538%
Consumer	**213**	178	229
Total	**530%**	405%	596%
Nonperforming loans:[1][4]			
Commercial	**368%**	444%	351%
Consumer	**17**	17	20
Total	**66%**	65%	63%

(1) Ratios exclude loans held for sale as these loans are carried at the lower of amortized cost or fair value.

(2) Ratios at September 30, 2015 and June 30, 2015 reflect year-to-date net charge-offs, annualized. Ratio at December 31, 2014 reflects full year net charge-offs.

(3) Our commercial net charge-off coverage ratio for the year-to-date periods ended September 30, 2015 and June 30, 2015 and the year ended December 31, 2014 was 107 months, 81 months and 185 months, respectively. The net charge-off coverage ratio represents the allowance for credit losses at period end divided by average monthly net charge-offs during the period.

(4) Represents our commercial and consumer allowance for credit losses, as appropriate, divided by the corresponding outstanding balance of total nonperforming loans held for investment. Nonperforming loans include accruing loans contractually past due 90 days or more.

See Note 5, "Allowance for Credit Losses," in the accompanying consolidated financial statements for a rollforward of credit losses by general loan categories for the three and nine months ended September 30, 2015 and 2014.

The allowance for credit losses at September 30, 2015 increased $30 million or 5 percent as compared with June 30, 2015 and decreased $2 million or less than 1 percent as compared with December 31, 2014 as higher loss estimates in our commercial loan portfolio were partially offset in the three month period and more than offset in the nine month period by lower loss estimates in our consumer loan portfolio.

Our commercial allowance for credit losses increased $36 million or 7 percent as compared with June 30, 2015 and increased $41 million or 8 percent as compared with December 31, 2014 reflecting higher reserves associated with oil and gas industry loan exposures, loan growth and downgrades reflecting weaknesses in the financial circumstances of certain customer relationships. These increases were partially offset by lower provisions for risk factors associated with emerging market loan exposures and, in the year-to-date period, lower specific customer provisions driven largely by charge-offs related to a single customer relationship and releases of reserves associated with maturities of lower quality loans and managed reductions in certain exposures.

Our consumer allowance for credit losses decreased $6 million or 4 percent as compared with June 30, 2015 and decreased $43 million or 23 percent as compared with December 31, 2014 reflecting lower loss estimates in our residential mortgage and home equity mortgage loan portfolios driven by lower severity estimates, continued improvements in economic and credit conditions including lower delinquency levels and the continued origination of higher quality Premier mortgages which are an increasingly larger portion of the portfolio as well as, in the year-to-date period, lower loss estimates associated with the remediation of certain mortgage servicing activities and a lower allowance for credit losses in our credit card portfolio reflecting lower receivable levels and improved delinquency roll rates.

Our residential mortgage loan allowance for credit losses in all periods reflects consideration of certain risk factors relating to trends such as recent portfolio performance as compared with average roll rates and economic uncertainty, including housing market trends as well as second lien exposure.

The allowance for credit losses as a percentage of total loans at September 30, 2015 was flat as compared with June 30, 2015 and decreased as compared with December 31, 2014. The decrease in the year-to-date period was due to a decrease in the consumer loan percentage for the reasons discussed above.

The allowance for credit losses as a percentage of net charge-offs increased as compared with June 30, 2015 and decreased as compared with December 31, 2014. The increase in the quarter-to-date period, driven by lower dollars of net charge-offs in both our commercial and consumer loan portfolios as well as an increase in our overall allowance for credit losses for the reasons discussed above, was more than offset in the year-to-date period by higher dollars of net charge-offs in our commercial loan portfolio.

The following table presents the allowance for credit losses by major loan categories, excluding loans held for sale:

	Amount	% of Loans to Total Loans	Amount	% of Loans to Total Loans[1]	Amount	% of Loans to Total Loans
	September 30, 2015		**June 30, 2015**		**December 31, 2014**	
			(dollars are in millions)			
Commercial[1]	**$ 533**	**76.2%**	$ 497	76.1%	$ 492	74.7%
Consumer:						
Residential mortgages	**79**	**20.6**	83	20.6	107	21.4
Home equity mortgages	**25**	**1.9**	27	2.0	32	2.3
Credit cards	**33**	**.8**	33	.8	39	.9
Other consumer	**8**	**.5**	8	.5	10	.7
Total consumer	**145**	**23.8**	151	23.9	188	25.3
Total	**$ 678**	**100.0%**	$ 648	100.0%	$ 680	100.0%

(1) See Note 5, "Allowance for Credit Losses," in the accompanying consolidated financial statements for components of the commercial allowance for credit losses.

While our allowance for credit loss is available to absorb losses in the entire portfolio, we specifically consider the credit quality and other risk factors for each of our products in establishing the allowance for credit loss.

Reserves for Off-Balance Sheet Credit Risk We also maintain a separate reserve for credit risk associated with certain commercial off-balance sheet exposures, including letters of credit, unused commitments to extend credit and financial guarantees. The following table summarizes this reserve, which is included in other liabilities on the consolidated balance sheet. The related provision is recorded as a component of other expense within operating expenses.

	September 30, 2015	June 30, 2015	December 31, 2014
		(in millions)	
Off-balance sheet credit risk reserve	**$ 69**	$ 70	$ 68

Off-balance sheet exposures are summarized under the caption "Off-Balance Sheet Arrangements, Credit Derivatives and Other Contractual Obligations" in this MD&A.

Delinquency The following table summarizes dollars of two-months-and-over contractual delinquency and two-months-and-over contractual delinquency as a percent of total loans and loans held for sale ("delinquency ratio"):

	September 30, 2015	June 30, 2015	December 31, 2014
		(dollars are in millions)	
Delinquent loans:			
Commercial	**$ 40**	$ 49	$ 41
Consumer:			
Residential mortgages[1][2]	**868**	903	1,013
Home equity mortgages[1][2]	**54**	56	62
Credit cards	**13**	13	14
Other consumer	**13**	11	14
Total consumer	**948**	983	1,103
Total	**$ 988**	$ 1,032	$ 1,144
Delinquency ratio:			
Commercial	**.06%**	.08%	.07%
Consumer:			
Residential mortgages[1][2]	**4.97**	5.23	6.07
Home equity mortgages[1][2]	**3.29**	3.32	3.48
Credit cards	**1.91**	1.88	1.94
Other consumer	**2.64**	2.21	2.52
Total consumer	**4.67**	4.88	5.59
Total	**1.16%**	1.23%	1.46%

(1) At September 30, 2015, June 30, 2015 and December 31, 2014, consumer mortgage loan delinquency includes $794 million, $873 million and $936 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less costs to sell, including $3 million, $4 million and $5 million, respectively, relating to loans held for sale.

(2) The following table reflects dollars of contractual delinquency and delinquency ratios for interest-only loans and adjustable rate mortgage loans:

	September 30, 2015	June 30, 2015	December 31, 2014
		(dollars are in millions)	
Dollars of delinquent loans:			
Interest-only loans	**$ 67**	$ 66	$ 63
ARM loans	**249**	260	280
Delinquency ratio:			
Interest-only loans	**1.84%**	1.81%	1.78%
ARM loans	**2.06**	2.18	2.43

Compared with June 30, 2015 and December 31, 2014, our two-months-and-over contractual delinquency ratio decreased 7 basis points and 30 basis points, respectively, driven by lower dollars of two-months-and-over contractual delinquency in both our consumer and commercial loan portfolios and higher outstanding loan balances, primarily in our commercial loan portfolio. Our

consumer loan two-month-and-over contractual delinquency ratio decreased 21 basis points and 92 basis points from June 30, 2015 and December 31, 2014, respectively, due primarily to lower levels of residential mortgage loan delinquency, driven by continued improvements in economic and credit conditions and the continued origination of higher quality Premier mortgages which are an increasingly larger portion of the portfolio. Residential mortgage loan delinquency levels however continue to be impacted by an elongated foreclosure process which has resulted in loans which would otherwise have been foreclosed and transferred to Real Estate Owned remaining in loan account and, consequently, in delinquency. Compared with June 30, 2015 and December 31, 2014, our commercial two-months-and-over contractual delinquency ratio decreased 2 basis points and 1 basis point, respectively, due to higher outstanding loan balances and lower levels of commercial loan delinquency. Commercial loan delinquency was lower in the three month period due to the transfer of a delinquent loan to the held for sale portfolio.

Residential mortgage delinquency is higher than home equity mortgage delinquency in all periods largely due to the inventory of loans which are held at the lower of amortized cost or fair value of the collateral less cost to sell and are in the foreclosure process. Given the extended foreclosure time lines, particularly in those states where HUSI has a large footprint, the residential mortgage portfolio has a substantial inventory of loans which are greater than 180 days past due and have been written down to the fair value of the collateral less cost to sell. There is a substantially lower volume of home equity mortgage loans where we pursue foreclosure less frequently given the generally subordinate position of the lien. In addition, our legacy business originated through broker channels and loan transfers from HSBC Finance is of a lower credit quality and, therefore, contributes to an overall higher weighted average delinquency rate for our residential mortgages. Both of these factors are expected to continue to diminish in future periods as the foreclosure backlog resulting from extended foreclosure time lines is managed down and the portfolio mix continues to shift to higher quality loans as the legacy broker originated business and prior loan transfers run off.

Net Charge-offs of Loans The following table summarizes net charge-off (recovery) dollars as well as the net charge-off (recovery) of loans for the quarter, annualized, as a percentage of average loans, excluding loans held for sale, ("net charge-off ratio"):

	September 30, 2015	June 30, 2015	September 30, 2014
	(dollars are in millions)		
Net Charge-off Dollars:			
Commercial:			
Construction and other real estate	**$ (1)**	$ (2)	$ (1)
Business and corporate banking	**9**	33	3
Global banking	**—**	—	—
Other commercial	**—**	—	(3)
Total commercial	**8**	31	(1)
Consumer:			
Residential mortgages	**1**	6	6
Home equity mortgages	**—**	2	1
Credit cards	**7**	6	8
Other consumer	**1**	4	2
Total consumer	**9**	18	17
Total	**$ 17**	$ 49	$ 16
Net Charge-off Ratio:			
Commercial:			
Construction and other real estate	**(.03)%**	(.07)%	(.04)%
Business and corporate banking	**.18**	.67	.07
Global banking	**—**	—	—
Other commercial	**—**	—	(.41)
Total commercial	**.05**	.20	(.01)
Consumer:			
Residential mortgages	**.02**	.14	.15
Home equity mortgages	**—**	.47	.21
Credit cards	**4.11**	3.51	4.71
Other consumer	**.73**	3.78	1.74
Total consumer	**.18**	.36	.35
Total	**.08 %**	.24 %	.09 %

Our net charge-off ratio as a percentage of average loans for the quarter ended September 30, 2015 decreased 16 basis points compared with the quarter ended June 30, 2015 due to lower levels of net charge-offs in both our commercial and consumer loan

portfolios and higher outstanding average loan balances. The decrease in commercial net charge-offs reflects lower charge-offs in business and corporate banking driven by charge-offs related to a single customer relationship during the second quarter of 2015. The decrease in consumer net charge-offs was driven by lower charge-offs in residential mortgages and home equity mortgages due to continued improvement in economic and credit conditions including the impact of lower levels of delinquency on accounts less than 180 days delinquent and continued improvements in housing market conditions.

Compared with the year-ago quarter, our net charge-off ratio as a percentage of average loans decreased 1 basis point due to a lower level of net charge-offs in our consumer loan portfolio for the reasons discussed above and higher outstanding average loan balances which were largely offset by a higher level of net charge-offs in our commercial loan portfolio largely driven by higher charge-offs in business and corporate banking.

Nonperforming Assets Nonperforming assets consisted of the following:

	September 30, 2015	June 30, 2015	December 31, 2014
		(in millions)	
Nonaccrual loans:			
Commercial:			
Construction and other real estate	**$ 49**	$ 64	$ 65
Business and corporate banking	**74**	47	74
Global banking	**21**	—	—
Commercial nonaccrual loans held for sale	**58**	30	43
Total commercial	**202**	141	182
Consumer:			
Residential mortgages[(1)(2)(3)]	**790**	798	847
Home equity mortgages[(1)(2)]	**67**	70	68
Consumer nonaccrual loans held for sale	**3**	3	4
Total consumer	**860**	871	919
Total nonaccruing loans	**1,062**	1,012	1,101
Accruing loans contractually past due 90 days or more:			
Commercial:			
Business and corporate banking	**1**	1	1
Total commercial	**1**	1	1
Consumer:			
Credit cards	**9**	9	10
Other consumer	**10**	9	10
Total consumer	**19**	18	20
Total accruing loans contractually past due 90 days or more	**20**	19	21
Total nonperforming loans	**1,082**	1,031	1,122
Other real estate owned[(4)]	**30**	29	31
Total nonperforming assets	**$ 1,112**	$ 1,060	$ 1,153

(1) At September 30, 2015, June 30, 2015 and December 31, 2014, nonaccrual consumer mortgage loans include $740 million, $755 million and $817 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less cost to sell.

(2) Nonaccrual consumer mortgage loans include all receivables which are 90 or more days contractually delinquent as well as loans discharged under Chapter 7 bankruptcy and not re-affirmed and second lien loans where the first lien loan that we own or service is 90 or more days contractually delinquent.

(3) Nonaccrual consumer mortgage loans for all periods does not include guaranteed loans purchased from the Government National Mortgage Association ("GNMA"). Repayment of these loans are predominantly insured by the Federal Housing Administration and as such, these loans have different risk characteristics from the rest of our customer loan portfolio.

(4) Includes less than $1 million, less than $1 million and $1 million of commercial other real estate owned at September 30, 2015, June 30, 2015 and December 31, 2014, respectively.

Nonaccrual loans at September 30, 2015 increased as compared with both June 30, 2015 and December 31, 2014 due to higher levels of commercial nonaccrual loans, partially offset by lower levels of consumer nonaccrual loans. The increase in commercial nonaccrual loans was largely driven by the downgrade of a single oil and gas industry customer relationship in global banking as well as other downgrades reflecting weaknesses in the financial circumstances of certain business and corporate banking customer relationships. Our consumer nonaccrual loans decreased compared with both June 30, 2015 and December 31, 2014 driven primarily by lower residential mortgage nonaccrual loans due to continued improvements in economic and credit conditions. Residential

mortgage nonaccrual loan levels however continue to be impacted by an elongated foreclosure process as previously discussed. Accruing loans past due 90 days or more remained relatively flat compared with June 30, 2015 and December 31, 2014.

Our policies and practices for problem loan management and placing loans on nonaccrual status are summarized in Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in our 2014 Form 10-K.

Impaired Commercial Loans See Note 4, "Loans," in the accompanying consolidated financial statements for information regarding impaired loans, including TDR Loans, as well as certain other commercial credit quality indicators.

Concentration of Credit Risk A concentration of credit risk is defined as a significant credit exposure with an individual or group engaged in similar activities or affected similarly by economic conditions. We enter into a variety of transactions in the normal course of business that involve both on and off-balance sheet credit risk. Principal among these activities is lending to various commercial, institutional, governmental and individual customers. We participate in lending activity throughout the United States and internationally. In general, we manage the varying degrees of credit risk involved in on and off-balance sheet transactions through specific credit policies. These policies and procedures provide for a strict approval, monitoring and reporting process. It is our policy to require collateral when it is deemed appropriate. Varying degrees and types of collateral are secured depending upon management's credit evaluation. As with any nonconforming and non-prime loan products, we utilize high underwriting standards and price these loans in a manner that is appropriate to compensate for higher risk. We do not offer teaser rate mortgage loans.

Our loan portfolio includes the following types of loans:

- Interest-only loans – A loan which allows a customer to pay the interest-only portion of the monthly payment for a period of time which results in lower payments during the initial loan period.
- Adjustable rate mortgage ("ARM") loans – A loan which allows us to adjust pricing on the loan in line with market movements.

The following table summarizes the balances of interest-only and ARM loans in our loan portfolios, including certain loans held for sale, at September 30, 2015 and December 31, 2014. Each category is not mutually exclusive and loans may appear in more than one category below.

	September 30, 2015	December 31, 2014
	(in millions)	
Interest-only residential mortgage loans	**$ 3,640**	$ 3,531
ARM loans[(1)]	**12,114**	11,532

(1) During the remainder of 2015 and during 2016, approximately $36 million and $361 million, respectively, of the ARM loans will experience their first interest rate reset.

The following table summarizes the concentrations of first and second liens within the outstanding residential mortgage and home equity mortgage portfolios. Amounts in the table exclude residential mortgage loans held for sale of $16 million and $18 million at September 30, 2015 and December 31, 2014, respectively.

	September 30, 2015	December 31, 2014
	(in millions)	
Closed end:		
First lien	**$ 17,460**	$ 16,661
Second lien	**93**	111
Revolving[(1)]	**1,546**	1,673
Total	**$ 19,099**	$ 18,445

(1) A majority of revolving are second lien mortgages.

Geographic Concentrations The following table reflects regional exposure at September 30, 2015 and December 31, 2014, respectively, for certain loan portfolios:

	Commercial Construction and Other Real Estate Loans	Residential Mortgages and Home Equity Mortgages
September 30, 2015:		
New York State	**30.3%**	**33.1%**
California	**22.6**	**36.1**
North Central United States	**3.3**	**4.4**
North Eastern United States, excluding New York State	**9.6**	**9.0**
Southern United States	**28.2**	**13.1**
Western United States, excluding California	**6.0**	**4.3**
Total	**100.0%**	**100.0%**
December 31, 2014:		
New York State	34.7 %	33.5 %
California	21.8	34.0
North Central United States	3.8	5.1
North Eastern United States, excluding New York State	7.9	9.3
Southern United States	26.7	13.8
Western United States, excluding California	5.1	4.3
Total	100.0 %	100.0 %

Credit Risks Associated with Derivative Contracts Credit risk associated with derivatives is measured as the net replacement cost of derivative contracts in a receivable position in the event the counterparties of such contracts fail to perform under the terms of those contracts. In managing derivative credit risk, both the current exposure, which is the replacement cost of contracts on the measurement date, as well as an estimate of the potential change in value of contracts over their remaining lives are considered. Counterparties to our derivative activities include financial institutions, central clearing parties, foreign and domestic government agencies, corporations, funds (mutual funds, hedge funds, etc.), insurance companies and private clients as well as other HSBC entities. These counterparties are subject to regular credit review by the credit risk management department. To minimize credit risk, we enter into legally enforceable master netting agreements which reduce risk by permitting the closeout and netting of transactions with the same counterparty upon occurrence of certain events. In addition, we reduce credit risk by obtaining collateral from counterparties. The determination of the need for and the levels of collateral will differ based on an assessment of the credit risk of the counterparty.

The total risk in a derivative contract is a function of a number of variables, such as:

- volatility of interest rates, currencies, equity or corporate reference entity used as the basis for determining contract payments;
- current market events or trends;
- country risk;
- maturity and liquidity of contracts;
- credit worthiness of the counterparties in the transaction;
- the existence of a master netting agreement among the counterparties; and
- existence and value of collateral received from counterparties to secure exposures.

The table below presents total credit risk exposure measured using regulatory capital rules published by U.S. banking regulatory agencies which includes the net positive mark-to-market of the derivative contracts plus any adjusted potential future exposure as measured in reference to the notional amount. The regulatory capital rules recognize that bilateral netting agreements reduce credit risk and, therefore, allow for reductions of risk-weighted assets when netting requirements have been met. As a result, risk-weighted amounts for regulatory capital purposes are a portion of the original gross exposures.

The total credit risk exposure presented in the table below potentially overstates actual credit exposure because it ignores collateral that may have been received from counterparties to secure exposures; and the regulatory capital rules compute exposures over the life of derivative contracts. However, many contracts contain provisions that allow us to close out the transaction if the counterparty

fails to post required collateral. In addition, many contracts give us the right to break the transactions earlier than the final maturity date. As a result, these contracts have potential future exposures that are often much smaller than the future exposures derived from the regulatory capital rules.

	September 30, 2015	December 31, 2014
	(in millions)	
Risk associated with derivative contracts:		
Total credit risk exposure[1]	**$ 37,800**	$ 41,449
Less: collateral held against exposure	**7,199**	8,204
Net credit risk exposure	**$ 30,601**	$ 33,245

(1) At September 30, 2015, total credit risk exposure is calculated under the Basel III Standardized Approach which came into effect on January 1, 2015, replacing the Basel I risk-based approach used in 2014.

Liquidity and Capital Resources

Effective liquidity management is defined as ensuring we can meet customer loan requests, customer deposit maturities/withdrawals and other cash commitments efficiently under both normal operating conditions and under unpredictable circumstances of industry or market stress. To achieve this objective, we have guidelines that require sufficient liquidity to cover potential funding requirements and to avoid over-dependence on volatile, less reliable funding markets. Guidelines are set for the consolidated balance sheet of HSBC USA to ensure that it is a source of strength for our regulated, deposit-taking banking subsidiary, as well as to address the more limited sources of liquidity available to it as a holding company. Similar guidelines are set for the balance sheet of HSBC Bank USA to ensure that it can meet its liquidity needs in various stress scenarios. Cash flow analysis, including stress testing scenarios, forms the basis for liquidity management and contingency funding plans.

During the first nine months of 2015, marketplace liquidity continued to remain available for most sources of funding. The prolonged period of low interest rates continues to put pressure on spreads earned on our deposit base.

In June 2014, HSBC and HSBC Bank USA submitted its annual resolution plan jointly to the FRB and the FDIC as required under Dodd-Frank and a rule issued by bank regulators relating to the resolution of bank holding companies with assets of $50 billion or more and an FDIC rule relating to the resolution of insured depository institutions with assets of $50 billion or more. In March 2015, the FRB and FDIC completed their reviews of the resolution plan submitted in 2014. The FDIC Board of Directors determined pursuant to section 165(d) of the Dodd-Frank Act that HSBC's 2014 plan is not credible and does not facilitate an orderly resolution under the U.S. Bankruptcy Code. The FRB determined that HSBC must take immediate action to improve its resolvability and reflect those improvements in its 2015 plan. Although the agencies noted some improvements from the original plan submitted in 2013, they jointly identified specific shortcomings with the 2014 resolution plan that will need to be addressed with the 2015 annual submission, which is due by December 31, 2015. The agencies agreed that in the event that HSBC has not, on or before December 31, 2015, submitted a plan responsive to the identified shortcomings, the agencies expect to use their authority under section 165(d) to determine that the resolution plan does not meet the requirements of the Dodd-Frank Act.

As previously reported, as a result of the adoption of the final rules by the U.S. banking regulators implementing the Basel III regulatory capital and liquidity reforms from the Basel Committee on Banking Supervision ("Basel Committee"), together with the impact of similar implementation by United Kingdom banking regulators, we continue to review the composition of our capital structure. As discussed below, during the second quarter of 2015, we replaced certain long-term debt and preferred equity instruments that receive less favorable treatment under the rules with new Basel III compliant instruments.

Interest Bearing Deposits with Banks totaled $22,300 million and $30,807 million at September 30, 2015 and December 31, 2014, respectively, of which $21,209 million and $29,445 million, respectively, were held with the Federal Reserve Bank. Balances may fluctuate from period to period depending upon our liquidity position at the time and our strategy for deploying liquidity. Surplus interest bearing deposits with the Federal Reserve Bank may be deployed into securities purchased under agreements to resell depending on market conditions and the opportunity to maximize returns.

Federal Funds Sold and Securities Purchased under Agreements to Resell totaled $20,423 million and $1,413 million at September 30, 2015 and December 31, 2014, respectively. Balances may fluctuate from period to period depending upon our liquidity position at the time and our strategy for deploying liquidity. Surplus interest bearing deposits with the Federal Reserve Bank may be deployed into securities purchased under agreements to resell depending on market conditions and the opportunity to maximize returns.

Trading Assets includes securities totaling $9,624 million and $13,498 million at September 30, 2015 and December 31, 2014, respectively. See "Balance Sheet Review" in this MD&A for further analysis and discussion on trends.

Securities includes securities available-for-sale and securities held-to-maturity totaling $50,416 million and $43,609 million at September 30, 2015 and December 31, 2014, respectively. See "Balance Sheet Review" in this MD&A for further analysis and discussion on trends.

Short-Term Borrowings totaled $8,948 million and $12,795 million at September 30, 2015 and December 31, 2014, respectively. See "Balance Sheet Review" in this MD&A for further analysis and discussion on short-term borrowing trends.

Deposits totaled $131,450 million and $116,118 million at September 30, 2015 and December 31, 2014, respectively, which included $94,338 million and $84,486 million, respectively, of core deposits as calculated in accordance with FFIEC guidelines. See "Balance Sheet Review" in this MD&A for further analysis and discussion on deposit trends.

Long-Term Debt increased to $33,018 million at September 30, 2015 from $27,524 million at December 31, 2014. The following table presents the maturities of long-term debt at September 30, 2015:

	(in millions)
2015	$ 296
2016	3,967
2017	5,507
2018	7,637
2019	2,783
Thereafter	12,828
Total	$ 33,018

The following table summarizes issuances and retirements of long-term debt during the nine months ended September 30, 2015 and 2014:

Nine Months Ended September 30,	2015	2014
	(in millions)	
Long-term debt issued	**$ 15,798**	$ 4,997
Long-term debt repaid	**(9,383)**	(2,921)
Net long-term debt issued	**$ 6,415**	$ 2,076

See "Balance Sheet Review" in this MD&A for further analysis and discussion on long-term debt trends, including additional information on debt issued and repaid during the nine months ended September 30, 2015. During the second quarter of 2015, HSBC USA exercised the option to call its remaining junior subordinated debentures previously issued by HSBC USA to three separate capital trusts, totaling $560 million. See Note 15, "Retained Earnings and Regulatory Capital Requirements," for additional details.

Under our shelf registration statement on file with the SEC, we may issue certain securities including debt securities and preferred stock. The shelf has no dollar limit, but the amount of debt outstanding is limited by the authority granted by the Board of Directors. At September 30, 2015, we were authorized to issue up to $30,000 million, of which $7,582 million was available. HSBC Bank USA has a $40,000 million Global Bank Note Program of which $15,756 million was available at September 30, 2015.

As a member of the FHLB and the Federal Reserve Bank of New York, we have secured borrowing facilities which are collateralized by loans and investment securities. At September 30, 2015, long-term debt included $5,600 million of borrowings from the FHLB facility. Based upon the amounts pledged as collateral under these facilities, we were allowed access to further borrowings of up to $11,980 million.

Preferred Equity During the second quarter of 2015, HSBC USA redeemed all of its Adjustable Rate Cumulative Preferred Stock, Series D and its $2.8575 Cumulative Preferred Stock, totaling $300 million. See Note 15, "Retained Earnings and Regulatory Capital Requirements," for additional details and see Note 18, "Preferred Stock," in our 2014 Form 10-K for information regarding all remaining outstanding preferred share issues.

Common Equity During the first quarter of 2015, HSBC USA repaid $4,000 million of senior long-term debt previously issued to HSBC North America and HSBC Bank USA repaid $900 million of subordinated long-term debt previously issued to HSBC USA. In conjunction with these repayments, HSBC USA received a capital contribution of $4,000 million from its immediate parent, HNAI, in exchange for one share of common stock and HSBC USA made capital contributions to its subsidiary, HSBC Bank USA, of $2,400 million in exchange for two shares of common stock and $2,500 million in exchange for 250 shares of non-

cumulative preferred stock. These capital actions were taken to support our growth strategy and to strengthen the Basel III regulatory capital positions of both HSBC USA and HSBC Bank USA.

Selected Capital Ratios Capital amounts and ratios are calculated in accordance with banking regulations in effect as of September 30, 2015 and December 31, 2014. In managing capital, we develop targets for total capital to risk weighted assets, Tier 1 capital to risk weighted assets, common equity Tier 1 capital to risk weighted assets and Tier 1 capital to average consolidated assets (this latter ratio, also known as the "Tier 1 leverage ratio"). Our targets may change from time to time to accommodate changes in the operating environment, regulatory requirements or other considerations such as those listed above. The following table summarizes selected capital ratios for HSBC USA with detailed explanation below. The improvement in the capital ratios since December 31, 2014 reflects the capital actions discussed above.

	September 30, 2015	December 31, 2014
Total capital to risk weighted assets(1)	**16.33%**	15.78%
Tier 1 capital to risk weighted assets(1)	**12.71**	11.41
Common equity Tier 1 capital to risk weighted assets(1)	**12.05**	10.33
Tier 1 capital to average consolidated assets (Tier 1 leverage ratio)	**9.52**	8.54
Total equity to total assets	**10.19**	9.14

(1) Risk weighted assets are calculated under the Basel III Standardized Approach which came into effect on January 1, 2015, replacing the Basel I risk-based approach used in 2014.

HSBC USA manages capital in accordance with HSBC Group policy. The HSBC North America Internal Capital Adequacy Assessment Process ("ICAAP") works in conjunction with the HSBC Group's ICAAP. The HSBC North America ICAAP applies to HSBC Bank USA and evaluates regulatory capital adequacy, economic capital adequacy and capital adequacy under various stress scenarios. Our initial approach is to meet our capital needs for these stress scenarios locally through activities which reduce risk. To the extent that local alternatives are insufficient or unavailable, we will rely on capital support from our parent in accordance with HSBC's capital management policy. HSBC has indicated that they are fully committed and have the capacity to provide capital as needed to run operations and maintain sufficient regulatory capital ratios.

Regulatory capital requirements are based on the amount of capital required to be held, as defined by regulations, and the amount of risk weighted assets, also calculated based on regulatory definitions. Economic Capital is a proprietary measure to estimate unexpected loss at the 99.95 percent confidence level over a 1-year time horizon. Economic Capital is compared to a calculation of available capital resources to assess capital adequacy as part of the ICAAP.

In 2013, U.S. banking regulators issued a final rule implementing the Basel III capital framework in the U.S. ("the Basel III final rule") which, for banking organizations such as HSBC North America and HSBC Bank USA, became effective January 1, 2014 with certain provisions being phased in over time through the beginning of 2019. The Basel III final rule established an integrated regulatory capital framework to improve the quality and quantity of regulatory capital. In addition to phasing in a complete replacement to the Basel I general risk-based capital rules, the Basel III final rule builds on the Advanced Approach of Basel II, incorporates certain changes to Basel 2.5, and implements certain other requirements of the Dodd-Frank Act. As a result, the capital ratios in the table above are reported in accordance with the Basel III transition rules within the final rule. In addition, the Basel III final rule introduced the Standardized Approach for risk weighted assets, which replaced the Basel I risk-based guidance for determining risk weighted assets for banking organizations and came into effect on January 1, 2015. For additional discussion of the Basel III final rule requirements, including fully phased in required minimum risk-based capital ratios and the countercyclical capital buffer (to be phased in, if applicable, beginning January 1, 2016), see Part I, "Regulation and Competition - Regulatory Capital and Liquidity Requirements, in our 2014 Form 10-K.

Additionally, HSBC North America and HSBC Bank USA are subject to the supplementary leverage ratio ("SLR"), with reporting to U.S. banking regulators commencing January 1, 2015 and full implementation and compliance by January 1, 2018. The minimum SLR is currently set at 3 percent (calculated as the ratio of Tier 1 capital to total leverage exposure, which includes balance sheet exposures plus certain off-balance sheet items). The SLR is generally consistent with the Basel leverage framework, but also contains certain modifications, including to the methodology for averaging total leverage exposure.

In 2014, the FRB adopted a final rule requiring enhanced supervision of the U.S. operations of non-U.S. banks such as HSBC. The rule requires certain large non-U.S. banks with significant operations in the United States, such as HSBC, to establish a single intermediate holding company ("IHC") to hold all of their U.S. bank and non-bank subsidiaries. The HSBC Group currently operates in the United States through such an IHC structure (i.e., HSBC North America), therefore, the implementation of this requirement will not have a significant impact on our U.S. operations. HSBC North America submitted its IHC implementation plan to the FRB on December 31, 2014. Under the final rule, an IHC may calculate its risk-based and leverage capital requirements solely under the Standardized Approach, even if the IHC meets the asset thresholds that would require a bank holding company

to use the Advanced Approach ($250 billion or more in total consolidated assets or $10 billion or more of foreign exposures). IHCs will be subject to all other risk-based capital requirements, including the SLR, stress testing requirements, enhanced risk management standards, and enhanced governance and stress testing requirements for liquidity management, as well as other prudential standards. Under the final rule, most of these requirements will become effective on July 1, 2016. The implementation of these requirements of the final rule is not expected to have a significant impact on our processes and operations since we already meet several of the requirements. In accordance with the final rule, HSBC North America received approval from the FRB to opt out of the Advanced Approach in December 2014 and HSBC Bank USA received approval from the OCC to opt out of the Advanced Approach in June 2015. HSBC North America and HSBC Bank USA will, however, remain subject to the other capital requirements applicable to advanced approach banking organizations, including the SLR and the countercyclical capital buffer discussed above.

With regard to the elements of capital, the application of the Basel III final rule requires any nonconforming Tier 2 subordinated debt issued prior to May 19, 2010 to be phased out by January 1, 2016. As a result, approximately $200 million of our currently outstanding Tier 2 subordinated debt will be phased out of capital under the final rule.

In 2014, the Financial Stability Board ("FSB"), an international financial institutions regulatory body, issued a proposal for a total loss-absorbing capacity requirement ("TLAC") for global systemically important banks ("G-SIBs"). The proposed requirements would be a significant extension of the current regulatory capital framework, which is aimed at ensuring that a banking organization can absorb losses without falling into resolution. In addition to significantly expanding the amount of such going-concern loss absorbency, the TLAC proposal introduces a requirement to issue specified amounts of debt obligations that can absorb losses in a resolution proceeding if the banking organization reaches the so-called point of non-viability. The TLAC requirement is to be applied in accordance with the banking organization's resolution strategy for each entity that would enter resolution as determined by the G-SIB Crisis Management Group. The FSB received comments on the proposal and is conducting a quantitative impact study, before adopting a final rule in November 2015. Once finalized, each FSB jurisdiction must implement the requirements under local law. Although the FSB does not anticipate global implementation until January 2019, certain jurisdictions, including the United States, are expected to implement the TLAC requirements sooner.

Capital Planning and Stress Testing. U.S. bank holding companies with $50 billion or more in total consolidated assets, including HSBC North America, are required to comply with the FRB's capital plan rule and Comprehensive Capital Analysis and Review ("CCAR") program, as well as the annual supervisory stress tests conducted by the FRB, and the semi-annual company-run stress tests as required under the Dodd-Frank Act (collectively, "DFAST"). Under the rules, the FRB will evaluate bank holding companies annually on their capital adequacy, internal capital adequacy assessment process and plans for capital distributions, and will approve capital distributions only for companies that are able to demonstrate sufficient capital strength after making the capital distributions. HSBC North America participates in the CCAR and DFAST programs of the FRB and submitted its latest CCAR capital plan and annual company-run DFAST results in January 2015. In July 2015, HSBC North America submitted its latest mid-cycle company-run DFAST results. HSBC Bank USA is subject to the OCC's DFAST requirements, which require certain banks to conduct annual bank-run DFAST, and submitted its latest DFAST results in January 2015. The company-run stress tests are forward looking exercises to assess the impact of hypothetical macroeconomic baseline, adverse and severely adverse scenarios provided by the FRB and the OCC for the annual exercise, and internally developed scenarios for both the annual and mid-cycle exercises, on the financial condition and capital adequacy of a bank-holding company or bank over a nine quarter planning horizon.

HSBC North America and HSBC Bank USA are required to disclose the results of their annual DFAST under the FRB and OCC’s severely adverse stress scenario and HSBC North America is required to disclose the results of its mid-cycle DFAST under its internally developed severely adverse stress scenario. In March 2015, HSBC North America and HSBC Bank USA publicly disclosed their most recent DFAST results and the FRB also publicly disclosed its own DFAST and CCAR results. HSBC North America publicly disclosed its most recent mid-cycle DFAST results in July 2015.

In March 2015, the FRB informed HSBC North America, our indirect parent company, that it did not object to HSBC North America's capital plan or the planned capital distributions included in its 2015 CCAR submission, including payment of dividends on outstanding preferred stock and trust preferred securities of HSBC North America and its subsidiaries. Stress testing results are based solely on hypothetical adverse scenarios and should not be viewed or interpreted as forecasts of expected outcomes or capital adequacy or of the actual financial condition of HSBC North America. Capital planning and stress testing for HSBC North America may impact our future capital and liquidity.

In October 2014, U.S. regulators issued a final rule that amends the CCAR capital planning and DFAST supervisory stress testing rules to shift the start date of the annual capital plan and supervisory and company-run stress test cycles back by one calendar quarter. The 2015 cycle began October 1, 2014 with a capital plan submission date of January 5, 2015. However, the next annual cycle will begin January 1, 2016 with a capital plan submission date of April 5, 2016. The final rule made certain other substantive changes to the capital plan and stress test regulations, including limiting a bank holding company's ability to make capital distributions (subject to certain exceptions) if its actual capital issuances in that quarter were less than the amount indicated in the capital plan. In July 2015, the FRB issued a proposed rule to further amend the CCAR capital planning and DFAST stress testing rules. We are reviewing the potential impact of the final rule and the proposal on our capital planning and stress testing processes.

HSBC USA and HSBC Bank USA are required to meet minimum capital requirements by our principal regulators. Risk-based capital amounts and ratios are presented in Note 15, "Retained Earnings and Regulatory Capital Requirements," in the accompanying consolidated financial statements.

2015 Funding Strategy Our current estimate for funding needs and sources for 2015 are summarized in the following table:

	Actual January 1 through September 30, 2015	Estimated October 1 through December 31, 2015	Estimated Full Year 2015
		(in billions)	
Funding needs:			
Net loan growth	$ 7	$ 1	$ 8
Net change in short term investments and securities	17	(5)	12
Trading and other assets	(5)	3	(2)
Total funding needs	$ 19	$ (1)	$ 18
Funding sources:			
Net change in deposits	$ 15	$ (4)	$ 11
Trading and other short term liabilities	(6)	2	(4)
Net change in long-term debt	6	1	7
Shareholders' equity	4	—	4
Total funding sources	$ 19	$ (1)	$ 18

The above table reflects a long-term funding strategy. Daily balances fluctuate as we accommodate customer needs, while ensuring that we have liquidity in place to support the balance sheet maturity funding profile. Should market conditions deteriorate, we have contingency plans to generate additional liquidity through the sales of assets or financing transactions. Our prospects for growth continue to be dependent upon our ability to attract and retain deposits and, to a lesser extent, access to the global capital markets. We remain confident in our ability to access the market for long-term debt funding needs in the current market environment. We continue to seek well-priced and stable customer deposits. We will continue to sell a portion of new mortgage loan originations to PHH Mortgage.

HSBC Finance relies on its affiliates, including HSBC USA, to satisfy its funding needs outside of cash generated from its loan sales and operations.

HSBC Bank USA is subject to significant restrictions imposed by federal law on extensions of credit to, and certain other "covered transactions" with HSBC USA and other affiliates. Covered transactions include loans and other extensions of credit, investments and asset purchases, and certain other transactions involving the transfer of value from a subsidiary bank to an affiliate or for the benefit of an affiliate. A bank's credit exposure to an affiliate as a result of a derivative, securities lending/borrowing or repurchase transaction is also subject to these restrictions. A bank's transactions with its non-bank affiliates are also required to be on arm's length terms. Certain Edge Act subsidiaries of HSBC Bank USA are limited in the amount of funds they can provide to other affiliates including their parent. Amounts above their level of invested capital have to be secured with U.S. government securities.

For further discussion relating to our sources of liquidity and contingency funding plan, see the caption "Risk Management" in this MD&A.

Off-Balance Sheet Arrangements, Credit Derivatives and Other Contractual Obligations

As part of our normal operations, we enter into credit derivatives and various off-balance sheet arrangements with affiliates and third parties. These arrangements arise principally in connection with our lending and client intermediation activities and involve primarily extensions of credit and, in certain cases, guarantees.

As a financial services provider, we routinely extend credit through loan commitments and lines and letters of credit and provide financial guarantees, including derivative transactions having characteristics of a guarantee. The contractual amounts of these financial instruments represent our maximum possible credit exposure in the event that a counterparty draws down the full commitment amount or we are required to fulfill our maximum obligation under a guarantee.

The following table provides maturity information related to our credit derivatives and off-balance sheet arrangements. Many of these commitments and guarantees expire unused or without default. As a result, we believe that the contractual amount is not representative of the actual future credit exposure or funding requirements.

	Balance at September 30, 2015				Balance at December 31, 2014
	One Year or Less	Over One through Five Years	Over Five Years	Total	
	(in millions)				
Standby letters of credit, net of participations[(1)]	**$ 6,541**	**$ 2,421**	**$ 70**	**$ 9,032**	$ 8,441
Commercial letters of credit	**355**	**168**	**—**	**523**	659
Credit derivatives[(2)]	**24,754**	**72,760**	**4,889**	**102,403**	117,768
Other commitments to extend credit:					
Commercial[(3)]	**18,265**	**62,081**	**4,443**	**84,789**	80,226
Consumer	**7,481**	**—**	**—**	**7,481**	6,821
Total	**$ 57,396**	**$137,430**	**$ 9,402**	**$204,228**	$ 213,915

(1) Includes $897 million and $937 million issued for the benefit of HSBC affiliates at September 30, 2015 and December 31, 2014, respectively.

(2) Includes $42,902 million and $32,688 million issued for the benefit of HSBC affiliates at September 30, 2015 and December 31, 2014, respectively.

(3) Includes $5,137 million and $3,606 million issued for the benefit of HSBC affiliates at September 30, 2015 and December 31, 2014, respectively.

Other Commitments to Extend Credit Other commitments to extend credit include arrangements whereby we are contractually obligated to extend credit in the form of loans, participations in loans, lease financing receivables, or similar transactions. Consumer commitments are comprised of certain unused MasterCard/Visa credit card lines, where we have the right to change terms or conditions upon notification to the customer, and commitments to extend credit secured by residential properties, where we have the right to change terms or conditions, for cause, upon notification to the customer. Commercial commitments comprise primarily those related to secured and unsecured loans and lines of credit and certain asset purchase commitments. In connection with our commercial lending activities, we provide liquidity support to Regency, a multi-seller asset backed commercial paper ("ABCP") conduit consolidated by an HSBC affiliate. See Note 16, "Variable Interest Entities," in the accompanying consolidated financial statements for additional information regarding ABCP conduits and our variable interests in them.

We provide liquidity support to Regency in the form of lines of credit or asset purchase agreements. Under the terms of these liquidity agreements, Regency may call upon us to lend money or to purchase certain assets in the event the conduit is unable or unwilling to issue or rollover maturing commercial paper. The maximum amount that we could be required to advance is generally limited to the lesser of the amount of outstanding commercial paper related to the supported transaction and the balance of the assets underlying that transaction adjusted by a funding formula that excludes defaulted and impaired assets. As a result, the maximum amount that we would be required to fund may be significantly less than the maximum contractual amount specified by the liquidity agreement.

The following tables present information on our liquidity facilities with Regency at September 30, 2015. The maximum exposure to loss presented in the first table represents the maximum contractual amount of loans and asset purchases we could be required to make under the liquidity agreements. This amount does not reflect the funding limits discussed above and also assumes that we suffer a total loss on all amounts advanced and all assets purchased from Regency. As such, we believe that this measure significantly overstates our expected loss exposure.

		Conduit Assets[1]		Conduit Funding[1]	
Conduit Type	**Maximum Exposure to Loss**	**Total Assets**	**Weighted Average Life (Months)**	**Commercial Paper**	**Weighted Average Life (Days)**
		(dollars are in millions)			
HSBC affiliate sponsored (multi-seller)	$ 3,097	$ 1,955	12	$ 1,873	12

(1) The amounts presented represent only the specific assets and related funding supported by our liquidity facilities.

		Average Credit Quality[1]				
Asset Class	**Average Asset Mix**	**AAA**	**AA+/AA**	**A**	**A–**	**BB/BB–**
Multi-seller conduit						
Debt securities backed by:						
Auto loans and leases	48%	74%	15%	—%	—%	—%
Trade receivables	37	—	85	100	—	—
Equipment loans	15	26	—	—	—	—
	100%	100%	100%	100%	—%	—%

(1) Credit quality is based on Standard and Poor's ratings at September 30, 2015.

We receive fees for providing these liquidity facilities. Credit risk on these obligations is managed by subjecting them to our normal underwriting and risk management processes.

The preceding tables do not include information on credit facilities that we previously provided to certain Canadian multi-seller ABCP conduits that have been subject to restructuring agreements as part of the Montreal Accord. As part of the enhanced collateral pool established for the restructuring, we provided a Margin Funding Facility to a Master Asset Vehicle which is undrawn and expires in July 2017. At September 30, 2015, the undrawn facility has been reduced to CAD $77 million from CAD $112 million at December 31, 2014.

We have established and manage a number of constant net asset value ("CNAV") money market funds that invest in shorter-dated highly-rated money market securities to provide investors with a highly liquid and secure investment. These funds price the assets in their portfolio on an amortized cost basis, which enables them to create and liquidate shares at a constant price. The funds, however, are not permitted to price their portfolios at amortized cost if that amount varies by more than 50 basis points from the portfolio's market value. In that case, the fund would be required to price its portfolio at market value and consequently would no longer be able to create or liquidate shares at a constant price. We do not consolidate the CNAV funds because we do not absorb the majority of the expected future risk associated with the fund's assets, including interest rate, liquidity, credit and other relevant risks that are expected to affect the value of the assets.

Fair Value

Fair value measurement accounting principles require a reporting entity to take into consideration its own credit risk in determining the fair value of financial liabilities. The incorporation of our own credit risk accounted for a decrease of $157 million and a decrease of $232 million in the fair value of financial liabilities during the three and nine months ended September 30, 2015, respectively, compared with a decrease of $22 million and a decrease of $28 million during the prior year periods.

Net income volatility arising from changes in either interest rate or credit components of the mark-to-market on debt designated at fair value and related derivatives affects the comparability of reported results between periods. Accordingly, the gain (loss) on debt designated at fair value and related derivatives during the nine months ended September 30, 2015 should not be considered indicative of the results for any future period.

Control Over Valuation Process and Procedures We have established a control framework which is designed to ensure that fair values are either determined or validated by a function independent of the risk-taker. See Note 18, "Fair Value Measurements" in the accompanying consolidated financial statements for further details on our valuation control framework.

Fair Value Hierarchy Fair value measurement accounting principles establish a fair value hierarchy structure that prioritizes the inputs to determine the fair value of an asset or liability (the "Fair Value Framework"). The Fair Value Framework distinguishes between inputs that are based on observed market data and unobservable inputs that reflect market participants' assumptions. It emphasizes the use of valuation methodologies that maximize observable market inputs. For financial instruments carried at fair value, the best evidence of fair value is a quoted price in an actively traded market (Level 1). Where the market for a financial instrument is not active, valuation techniques are used. The majority of our valuation techniques use market inputs that are either observable or indirectly derived from and corroborated by observable market data for substantially the full term of the financial instrument (Level 2). Because Level 1 and Level 2 instruments are determined by observable inputs, less judgment is applied in determining their fair values. In the absence of observable market inputs, the financial instrument is valued based on valuation techniques that feature one or more significant unobservable inputs (Level 3). The determination of the level of fair value hierarchy within which the fair value measurement of an asset or a liability is classified often requires judgment and may change over time as market conditions evolve. We consider the following factors in developing the fair value hierarchy:

- whether the asset or liability is transacted in an active market with a quoted market price;
- the level of bid-ask spreads;
- a lack of pricing transparency due to, among other things, complexity of the product and market liquidity;
- whether only a few transactions are observed over a significant period of time;
- whether the pricing quotations differ substantially among independent pricing services;
- whether inputs to the valuation techniques can be derived from or corroborated with market data; and
- whether significant adjustments are made to the observed pricing information or model output to determine the fair value.

Level 1 inputs are unadjusted quoted prices in active markets that the reporting entity has the ability to access for identical assets or liabilities. A financial instrument is classified as a Level 1 measurement if it is listed on an exchange or is an instrument actively traded in the over-the-counter ("OTC") market where transactions occur with sufficient frequency and volume. We regard financial instruments such as equity securities and derivative contracts listed on the primary exchanges of a country to be actively traded. Non-exchange-traded instruments classified as Level 1 assets include securities issued by the U.S. Treasury or by other foreign governments, to-be-announced ("TBA") securities and non-callable securities issued by U.S. government sponsored entities.

Level 2 inputs are those that are observable either directly or indirectly but do not qualify as Level 1 inputs. We classify mortgage pass-through securities, agency and certain non-agency mortgage collateralized obligations, certain derivative contracts, asset-backed securities, corporate debt, foreign government-backed debt, preferred securities, precious metals and certain commercial loans held for sale as Level 2 measurements. Where possible, at least two quotations from independent sources are obtained based on transactions involving comparable assets and liabilities to validate the fair value of these instruments. We have established a process to understand the methodologies and inputs used by the third party pricing services to ensure that pricing information met the fair value objective. Where significant differences arise among the independent pricing quotes and the internally determined fair value, we investigate and reconcile the differences. If the investigation results in a significant adjustment to the fair value, the instrument will be classified as Level 3 within the fair value hierarchy. In general, we have observed that there is a correlation between the credit standing and the market liquidity of a non-derivative instrument.

Level 2 derivative instruments are generally valued based on discounted future cash flows or an option pricing model adjusted for counterparty credit risk and market liquidity. The fair value of certain structured derivative products is determined using valuation techniques based on inputs derived from observable benchmark index tranches traded in the OTC market. Appropriate control processes and procedures have been applied to ensure that the derived inputs are applied to value only those instruments that share similar risks to the relevant benchmark indices and therefore demonstrate a similar response to market factors. In addition, a validation process has been established, which includes participation in peer group consensus pricing surveys, to ensure that valuation inputs incorporate market participants' risk expectations and risk premium.

Level 3 inputs are unobservable estimates that management expects market participants would use to determine the fair value of the asset or liability. That is, Level 3 inputs incorporate market participants' assumptions about risk and the risk premium required by market participants in order to bear that risk. We develop Level 3 inputs based on the best information available in the circumstances. As of September 30, 2015 and December 31, 2014, our Level 3 instruments included the following: collateralized debt obligations ("CDOs") for which there is a lack of pricing transparency due to market illiquidity, certain structured deposits and structured notes as well as certain structured credit and structured equity derivatives where significant inputs (e.g., volatility or default correlations) are not observable, credit default swaps with certain monoline insurers where the deterioration in the creditworthiness of the counterparty, which is unobservable, has resulted in significant adjustments to fair value, subprime mortgage

loans held for sale, certain corporate debt securities, impaired commercial loans, mortgage servicing rights, and derivatives referenced to illiquid assets of less desirable credit quality.

See Note 18, "Fair Value Measurements" in the accompanying consolidated financial statements for additional information on Level 3 inputs as well as a discussion of transfers between Level 1 and Level 2 measurements during the three and nine months ended September 30, 2015 and 2014.

Level 3 Measurements The following table provides information about Level 3 assets/liabilities in relation to total assets/liabilities measured at fair value as of September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014
	(dollars are in millions)	
Level 3 assets[(1)(2)]	**$ 3,572**	$ 3,810
Total assets measured at fair value[(3)]	**129,661**	122,473
Level 3 liabilities	**2,727**	2,863
Total liabilities measured at fair value[(1)]	**97,128**	90,892
Level 3 assets as a percent of total assets measured at fair value	**2.8%**	3.1%
Level 3 liabilities as a percent of total liabilities measured at fair value	**2.8%**	3.1%

(1) Presented without netting which allows the offsetting of amounts relating to certain contracts if certain conditions are met.

(2) Includes $3,529 million of recurring Level 3 assets and $43 million of non-recurring Level 3 assets at September 30, 2015. Includes $3,752 million of recurring Level 3 assets and $58 million of non-recurring Level 3 assets at December 31, 2014.

(3) Includes $129,406 million of assets measured on a recurring basis and $255 million of assets measured on a non-recurring basis at September 30, 2015. Includes $122,155 million of assets measured on a recurring basis and $318 million of assets measured on a non-recurring basis at December 31, 2014.

Significant Changes in Fair Value for Level 3 Assets and Liabilities We have entered into credit default swaps with monoline insurers to hedge our credit exposure in certain asset-backed securities and synthetic CDOs. We made $12 million and $7 million positive credit risk adjustments to the fair value of our credit default swap contracts during the three and nine months ended September 30, 2015, respectively, compared with positive adjustments of $1 million and $14 million during the three and nine months ended September 30, 2014, respectively. These adjustments to fair value are recorded in trading revenue in the consolidated statement of income. We have recorded a cumulative credit adjustment reserve of $46 million and $53 million against our monoline exposure at September 30, 2015 and December 31, 2014, respectively. The fair value of our monoline exposure net of cumulative credit adjustment reserves equaled $174 million and $204 million at September 30, 2015 and December 31, 2014, respectively.

See Note 18, "Fair Value Measurements," in the accompanying consolidated financial statements for information on additions to and transfers into (out of) Level 3 measurements during the three and nine months ended September 30, 2015 and 2014 as well as for further details including the classification hierarchy associated with assets and liabilities measured at fair value.

Effect of Changes in Significant Unobservable Inputs The fair value of certain financial instruments is measured using valuation techniques that incorporate pricing assumptions not supported by, derived from or corroborated by observable market data. The resultant fair value measurements are dependent on unobservable input parameters which can be selected from a range of estimates and may be interdependent. Changes in one or more of the significant unobservable input parameters may change the fair value measurements of these financial instruments. For the purpose of preparing the financial statements, the final valuation inputs selected are based on management's best judgment that reflect the assumptions market participants would use in pricing similar assets or liabilities.

The unobservable input parameters selected are subject to the internal valuation control processes and procedures. When we perform a test of all the significant input parameters to the extreme values within the range at the same time, it could result in an increase of the overall fair value measurement of approximately $59 million or a decrease of the overall fair value measurement of approximately $110 million as of September 30, 2015. The effect of changes in significant unobservable input parameters are primarily driven by mortgage servicing rights, certain asset-backed securities including CDOs, and the uncertainty in determining the fair value of credit derivatives executed against monoline insurers.

Assets Underlying Asset-backed Securities The following tables summarize the types of assets underlying our asset-backed securities as well as certain collateralized debt obligations held as of September 30, 2015:

		Total
		(in millions)
Rating of securities:[1]	Collateral type:	
AAA	Commercial mortgages	$ 22
	Residential mortgages - Alt A	65
	Residential mortgages - Subprime	1
	Total AAA	88
AA	Other	41
A	Residential mortgages - Alt A	6
	Residential mortgages - Subprime	47
	Home equity - Alt A	79
	Student loans	88
	Other	52
	Total A	272
BBB	Residential mortgages - Alt A	2
	Collateralized debt obligations	233
	Total BBB	235
CCC	Residential mortgages - Subprime	6
		$ 642

(1) We utilize S&P as the primary source of credit ratings in the tables above. If S&P ratings are not available, ratings by Moody's and Fitch are used, in that order. Ratings for collateralized debt obligations represent the ratings associated with the underlying collateral.

Risk Management

Overview Some degree of risk is inherent in virtually all of our activities. The HSBC U.S. risk appetite framework describes through its risk appetite statement and its risk appetite limits and thresholds the quantum and types of risk that it is prepared to take in executing its strategy. It develops and maintains the linkages between strategy, capital, risk management processes and HSBC Group Strategy and directs HSBC North America's businesses to be targeted along strategic and risk priorities and in line with the forward view of available capital under stress. Accordingly, we have comprehensive risk management policies and practices in place to address potential risks, which include the following:

- *Credit risk* is the potential that a borrower or counterparty will default on a credit obligation, as well as the impact on the value of credit instruments due to changes in the probability of borrower default; Credit risk includes risk associated with cross-border exposures.
- *Liquidity risk* is the potential that an institution will be unable to meet its obligations as they become due or fund its customers because of inadequate cash flow or the inability to liquidate assets or obtain funding itself;
- *Interest rate risk* is the potential impairment of net interest income due to mismatched pricing between assets and liabilities as well as losses in value due to interest rate movements;
- *Market risk* is the risk that movements in market factors, including foreign exchange rates and commodity prices, interest rates, credit spreads and equity prices, will reduce our income or the value of our portfolios;
- *Operational risk* is the risk of loss resulting from inadequate or failed internal processes, people, or systems, or from external events (including legal risk);
- *Compliance risk* is the risk that we fail to observe the letter and spirit of all relevant laws, codes, rules, regulations and standards of good market practice causing us to incur fines, penalties and damage to our business and reputation;
- *Fiduciary risk* is the risk of breaching fiduciary duties where we act in a fiduciary capacity as trustee, investment manager or as mandated by law or regulation;
- *Reputational risk* is the risk arising from failure to meet stakeholder expectations as a result of any event, behavior, action or inaction, either by us, our employees, the HSBC Group or those with whom it is associated, that may cause stakeholders to form a negative view of us. This might also result in financial or non-financial impacts, loss of confidence or other consequences.
- *Strategic risk* is the risk that the business will fail to identify, execute, and react appropriately to opportunities and/or threats arising from changes in the market, some of which may emerge over a number of years such as changing economic and political circumstances, customer requirements, demographic trends, regulatory developments or competitor action;
- *Security and Fraud risk* is the risk to the business from terrorism, crime, fraud, information security, incidents/disasters, cyber-attacks and groups hostile to HSBC interests;
- *Model risk* is the potential for adverse consequences from decisions based on incorrect or misused model outputs and reports. This occurs primarily for two reasons: 1) the model may produce inaccurate outputs when compared with the intended business use and design objective; and 2) the model could be used incorrectly; and
- *Pension risk* is the risk that the cash flows associated with pension assets will not be enough to cover the pension benefit obligations required to be paid and includes the risk that assumptions used by our actuaries may differ from actual experience.

See "Risk Management" in MD&A in our 2014 Form 10-K for a more complete discussion of the objectives of our risk management system as well as our risk management policies and practices. Our risk management process involves the use of various simulation models. We believe that the assumptions used in these models are reasonable, but actual events may unfold differently than what is assumed in the models. Consequently, model results may be considered reasonable estimates, with the understanding that actual results may differ significantly from model projections.

Credit Risk Management Credit risk is the potential that a borrower or counterparty will default on a credit obligation, as well as the impact on the value of credit instruments due to changes in the probability of borrower default. Credit risk includes risk associated with cross-border exposures. There have been no material changes to our approach towards credit risk management since December 31, 2014. See "Risk Management" in MD&A in our 2014 Form 10-K for a more complete discussion of our approach to credit risk.

Credit risk is inherent in various on- and off-balance sheet instruments and arrangements, such as:

- loan portfolios;
- investment portfolios;
- unfunded commitments such as letters of credit, lines of credit, and unutilized credit card lines that customers can draw upon; and

- derivative financial instruments, such as interest rate swaps which, if more valuable today than when originally contracted, may represent an exposure to the counterparty to the contract.

While credit risk exists widely in our operations, diversification among various commercial and consumer portfolios helps to lessen risk exposure. Day-to-day management of credit and market risk is performed by the Chief Credit Officer/Head of Wholesale Credit and Market Risk North America and the HSBC North America Chief Retail Credit Officer, who report directly to the HSBC North America Chief Risk Officer and maintain independent risk functions. The credit risk associated with commercial portfolios is managed by the Chief Credit Officer, while credit risk associated with retail consumer loan portfolios, such as credit cards, installment loans and residential mortgages, is managed by the HSBC North America Chief Retail Credit Officer. Further discussion of credit risk can be found under the "Credit Quality" caption in this MD&A.

Liquidity Risk Management During the third quarter of 2015, we established an independent risk management function for liquidity as required by the enhanced prudential standards of the FRB. In addition to the oversight provided by ALCO, Liquidity Risk Management ("LRM") is an oversight function for liquidity which independently reports into the Chief Risk Officer. LRM's primary mandate is to strengthen our liquidity risk management framework through challenge and review of existing processes and recommending areas that need improvement to the Risk Management Committee. LRM serves as an advisory function to senior management to ensure front line units with direct responsibility for managing liquidity risk are operating within their operating guidelines and defined risk appetite parameters. The LRM oversight mandate will be carried out through assessing processes related to liquidity risk identification, informed monitoring and designing a control framework as a second line of defense. There have been no other material changes to our approach towards liquidity risk management since December 31, 2014. See "Risk Management" in MD&A in our 2014 Form 10-K for a more complete discussion of our approach to liquidity risk. Although our overall approach to liquidity management has not changed, we continuously monitor the impact of market events on our liquidity positions and continue to adapt our liquidity framework to reflect market events and the evolving regulatory landscape and view as to best practices. Current regulatory initiatives encourage banks to retain a portfolio of extremely high quality liquid assets. As such, we are maintaining a large portfolio of high quality sovereign and sovereign guaranteed securities.

Our liquidity management approach includes increased deposits, supplemented by wholesale borrowing to fund our business growth, and using security sales or secured borrowings for liquidity stress situations in our liquidity contingency plans. As previously discussed, HSBC Finance relies on its affiliates, including HSBC USA, to satisfy its funding needs outside of cash generated from its loan sales and operations.

As part of our liquidity management framework, stressed coverage ratios are derived from stressed cash flow scenario analyses and express the stressed cash inflows as a percentage of stressed cash outflows over one-month and three-month time horizons. At September 30, 2015, our one-month and three-month stressed coverage ratios were 121 percent and 110 percent, respectively. At December 31, 2014, our one-month and three-month stressed coverage ratios were 111 percent and 104 percent, respectively. A stressed coverage ratio of 100 percent or higher reflects a positive cumulative cash flow under the stress scenario being monitored. HSBC operating entities are required to maintain a ratio of 100 percent or greater out to three months under the combined market-wide and HSBC-specific stress scenario defined by the inherent liquidity risk categorization of the operating entity concerned.

In addition, the Asset and Liability Management Committee monitors the ratio of Advances to Core Funding ("ACF"). The ACF ratio measures what percentage of our stable sources of long-term funding (generally customer deposits deemed to be "core" in accordance with HSBC policy and debt with at least 12 months until maturity) are utilized in providing loans to customers. We are required to maintain an ACF ratio below 120 percent. At September 30, 2015 and December 31, 2014, our ACF ratio was 90 percent and 101 percent, respectively.

In 2009, the Basel Committee proposed two minimum liquidity metrics for limiting risk: the liquidity coverage ratio ("LCR"), designed to be a short-term measure to ensure banks have sufficient high-quality liquid assets to cover net stressed cash outflows over the next 30 days, and the net stable funding ratio ("NSFR"), which is a longer term measure with a 12-month time horizon to ensure a sustainable maturity structure of assets and liabilities. The Basel Committee finalized the LCR in January 2013 with phase-in beginning in 2015. The Basel Committee finalized the NSFR in October 2014.

In September 2014, the FRB, the OCC and the FDIC issued final regulations to implement the LCR in the U.S., applicable to certain large banking institutions, including HSBC North America and HSBC Bank USA. The LCR final rule is generally consistent with the Basel Committee guidelines, but is more stringent in several areas including the range of assets that will qualify as high-quality liquid assets and the assumed rate of outflows of certain kinds of funding. Under the final rule, U.S. institutions began the LCR transition period on January 1, 2015 and are required to maintain a minimum LCR of 100 percent by January 1, 2017, two years ahead of the Basel Committee's timeframe for compliance by January 1, 2019. At September 30, 2015, HSBC Bank USA's LCR ratio under the final U.S. LCR rule was 122 percent. HSBC Bank USA's LCR is calculated based on our current interpretation and understanding of the U.S. LCR rule and may differ in future periods depending on further implementation guidance from our regulators. The LCR final rule does not address the NSFR requirement, which is currently in an international observation period. Based on the results of the observation period, the Basel Committee and U.S. banking regulators may make further changes to the

NSFR. The U.S. regulators have not yet proposed rules to implement the NSFR for U.S. banks and bank holding companies but are expected to do so well in advance of the NSFR's scheduled global implementation by January 1, 2018.

In the first quarter of 2014, the FRB issued rules pursuant to Section 165 of the Dodd-Frank Act, which established enhanced prudential standards for U.S. bank holding companies and foreign banking organizations with total global consolidated assets of $50 billion or more. The rules complement the LCR, capital planning, resolution planning, and stress testing requirements that have been finalized. The rules require bank holding companies, such as HSBC North America, to comply with various liquidity risk management standards and to maintain a liquidity buffer of unencumbered highly liquid assets based on the results of internal liquidity stress testing. Beginning January 1, 2015, bank holding companies are also required to meet heightened liquidity requirements, which include qualitative liquidity standards, cash flow projections, internal liquidity stress tests, and liquidity buffer requirements. HSBC North America has implemented the standard and it does not have a significant impact to our business model. Starting on July 1, 2016, HSBC North America will be treated as an IHC owned by a foreign banking organization. This transition is not expected to have a significant impact on our U.S. operations or change our liquidity management policies.

HSBC North America and HSBC Bank USA have adjusted their liquidity profiles to support compliance with these rules. HSBC North America and HSBC Bank USA may need to make further changes to their liquidity profiles to support compliance with any future final rules.

Our ability to regularly attract wholesale funds at a competitive cost is enhanced by strong ratings from the major credit ratings agencies. The following table reflects the short and long-term credit ratings of HSBC USA and HSBC Bank USA at September 30, 2015:

	Moody's	S&P	Fitch	DBRS[1]
HSBC USA:				
Short-term borrowings	**P-1**	**A-1**	**F1+**	**R-1 (low)**
Long-term/senior debt	**A2**	**A**	**AA-**	**A (high)**
HSBC Bank USA:				
Short-term borrowings	**P-1**	**A-1+**	**F1+**	**R-1 (middle)**
Long-term/senior debt	**Aa3[2]**	**AA-**	**AA-**	**A (high)**

(1) Dominion Bond Rating Service.

(2) Moody's long-term deposit rating for HSBC Bank USA was Aa2 at September 30, 2015.

In February 2015, S&P took various rating agency actions on certain European banks, including HSBC, following a review of government support. As a result of this review, the long-term debt rating of HSBC USA was downgraded to A and the long-term debt rating of HSBC Bank USA was put on negative watch. As part of this review, the short-term ratings of both HSBC USA and HSBC Bank USA were re-affirmed.

In May 2015, Moody's took various rating agency actions on certain U.S. banks, including HSBC USA and HSBC Bank USA, following a review associated with the publication of its revised bank rating methodology. As a result of this review, the senior debt rating of HSBC Bank USA was upgraded to Aa3, the long-term deposit rating of HSBC Bank USA was upgraded to Aa2 and the senior debt rating of HSBC USA was re-affirmed. As part of this review, Moody's issued new counterparty risk ratings which are distinct from debt, deposit or issuer ratings in that they measure default probability rather than expected loss, and apply to counterparty obligations and contractual commitments rather than debt or deposit instruments. The new ratings provide an opinion on a bank's counterparty risk related to its covered bonds, contractual performance obligations (e.g. servicing), derivatives (e.g. swaps), letters of credit, certain guarantees and liquidity facilities. The short-term and long-term counterparty risk ratings issued for HSBC Bank USA were P-1 and A1, respectively.

In September 2015, DBRS downgraded a number of banking groups in Europe, including HSBC, following a review of developments in European regulation and legislation which provide less certainty about the likelihood of timely systemic support. As a result of this review, the senior debt ratings of both HSBC USA and HSBC Bank USA, the subordinated debt ratings of both HSBC USA and HSBC Bank USA and the short-term instrument rating of HSBC USA were all downgraded by one notch to A (high), A and R-1 (low), respectively. As part of this review, the short-term instrument rating of HSBC Bank USA was re-affirmed.

Rating agencies continue to evaluate economic and geopolitical trends, regulatory developments, future profitability, risk management practices and litigation matters, all of which could lead to adverse ratings actions. Although we closely monitor and strive to manage factors influencing our credit ratings, there is no assurance that our credit ratings will not be changed in the future. As of September 30, 2015, there were no pending actions in terms of changes to ratings on the debt of HSBC USA or HSBC Bank USA from any of the rating agencies.

Interest Rate Risk Management Various techniques are utilized to quantify and monitor risks associated with the repricing characteristics of our assets, liabilities and derivative contracts. Our approach to managing interest rate risk is summarized in MD&A in our 2014 Form 10-K under the caption "Risk Management". There have been no material changes to our approach towards interest rate risk management since December 31, 2014.

Present value of a basis point ("PVBP") is the change in value of the balance sheet for a one basis point upward movement in all interest rates. The following table reflects the PVBP position at September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014
	(in millions)	
Institutional PVBP movement limit	**$ 8.0**	$ 8.0
PVBP position at period end	**2.1**	4.8

Net interest income simulation modeling techniques are utilized to monitor a number of interest rate scenarios for their impact on projected net interest income. These techniques simulate the impact on projected net interest income under various scenarios, such as rate shock scenarios, which assume immediate market rate movements by as much as 200 basis points, as well as scenarios in which rates rise or fall by as much as 200 basis points over a twelve month period. The following table reflects the impact on projected net interest income of the scenarios utilized by these modeling techniques:

	September 30, 2015		December 31, 2014	
	Amount	%	Amount	%
	(dollars are in millions)			
Estimated increase (decrease) in projected net interest income (reflects projected rate movements on October 1 and January 1):				
Resulting from a gradual 100 basis point increase in the yield curve	**$ 259**	**10%**	$ 162	7%
Resulting from a gradual 100 basis point decrease in the yield curve	**(217)**	**(8)**	(234)	(9)
Resulting from a gradual 200 basis point increase in the yield curve	**472**	**18**	283	11
Resulting from a gradual 200 basis point decrease in the yield curve	**(444)**	**(17)**	(442)	(18)
Other significant scenarios monitored (reflects projected rate movements on October 1 and January 1):				
Resulting from an immediate 50 basis point decrease in the yield curve[(1)]	**(193)**	**(8)**	(216)	(9)
Resulting from an immediate 100 basis point increase in the yield curve	**386**	**15**	247	10
Resulting from an immediate 100 basis point decrease in the yield curve	**(346)**	**(13)**	(381)	(15)
Resulting from an immediate 200 basis point increase in the yield curve	**701**	**27**	432	18
Resulting from an immediate 200 basis point decrease in the yield curve	**(544)**	**(21)**	(627)	(25)

(1) With the continued period of low interest rates, some of the above decrease scenarios have become less meaningful. We are adding a new scenario for an immediate 50 basis point decrease in rates to reflect the impact of a potential sharp decline in interest rates to future income.

The projections do not take into consideration possible complicating factors such as the effect of changes in interest rates on the credit quality, size and composition of the balance sheet. Therefore, although this provides a reasonable estimate of interest rate sensitivity, actual results will differ from these estimates, possibly by significant amounts.

Capital Risk/Sensitivity of Other Comprehensive Income (Loss) Large movements of interest rates could directly affect some reported capital balances and ratios. The mark-to-market valuation of available-for-sale securities is recorded on a tax effected basis to accumulated other comprehensive income (loss). This valuation mark is included in two important accounting based capital ratios: total shareholders' equity to total assets and common equity Tier 1 capital to risk weighted assets. Under the final rule adopting the Basel III regulatory capital reforms, the valuation mark is being phased into common equity Tier 1 capital over five years beginning in 2014. As of September 30, 2015, we had an available-for-sale securities portfolio of approximately $35,937 million with a positive mark-to-market adjustment of $81 million. An increase of 25 basis points in interest rates of all maturities would lower the mark-to-market by approximately $272 million to a net loss of $191 million with the following results on our capital ratios:

	September 30, 2015		December 31, 2014	
	Actual	**Proforma[(1)]**	**Actual**	**Proforma[(1)]**
Total shareholders' equity to total assets	**10.19%**	**10.12%**	9.14%	9.10%
Common equity Tier 1 capital to risk weighted assets	**12.05**	**11.98**	10.33	10.27

(1) Proforma percentages reflect a 25 basis point increase in interest rates.

Market Risk Management Market risk is the risk that movements in market factors, including foreign exchange rates and commodity prices, interest rates, credit spreads and equity prices, will reduce our income or the value of our portfolios. Exposure to market risk is separated into two portfolios:

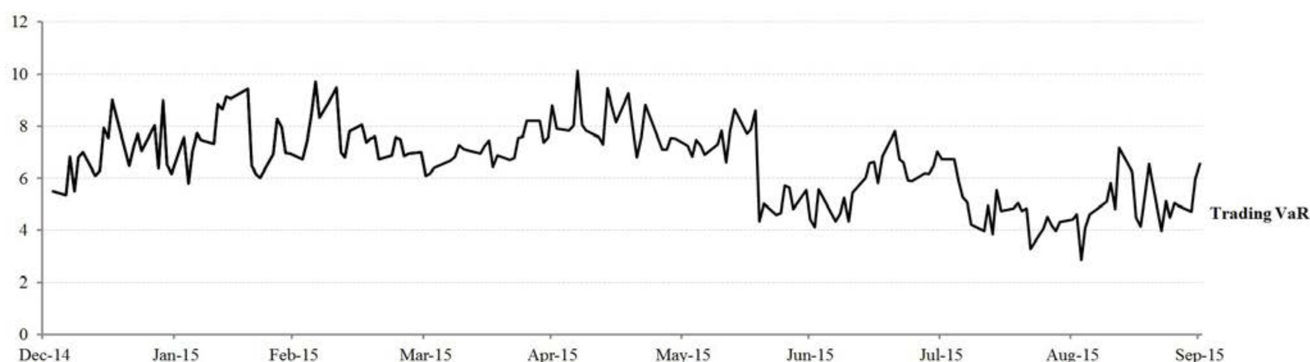
- *Trading portfolios* comprise positions arising from market-making and warehousing of customer-derived positions.
- *Non-trading portfolios* comprise positions that primarily arise from the interest rate management of our retail and commercial banking assets and liabilities and financial investments classified as available-for-sale and held-to-maturity.

There have been no material changes to our approach towards market risk management since December 31, 2014. See “Risk Management” in MD&A in our 2014 Form 10-K for a more complete discussion of our approach to market risk.

Value at Risk VaR is a technique that estimates the potential losses on risk positions as a result of movements in market rates and prices over a specified time horizon and to a given level of confidence. VaR is calculated for all trading positions and non-trading positions which are equally sensitive to market moves regardless of how we capitalize those exposures. VAR is calculated at a 99 percent confidence level for a one-day holding period.

Trading Portfolios Trading VaR generates from the Global Markets unit of the GB&M business segment. Portfolios are mainly comprised of foreign exchange products, interest rate swaps, credit derivatives, precious metals (i.e. gold, silver, platinum) in both North America and emerging markets.

Daily VaR (trading portfolios), 99% 1 day (in millions):



The following table summarizes our trading VaR for the nine months ended September 30, 2015:

	Foreign exchange and commodity	Interest rate	Credit Spread	Portfolio diversification[(1)]	Total[(2)]
			(in millions)		
At September 30, 2015	**$ 4**	**$ 5**	**$ 7**	**$ (9)**	**$ 7**
Nine Months Ended September 30, 2015					
Average	**5**	**4**	**8**	**(10)**	**7**
Maximum	**6**	**10**	**15**		**10**
Minimum	**3**	**2**	**4**		**3**
At December 31, 2014	$ 5	$ 3	$ 6	$ (8)	$ 6

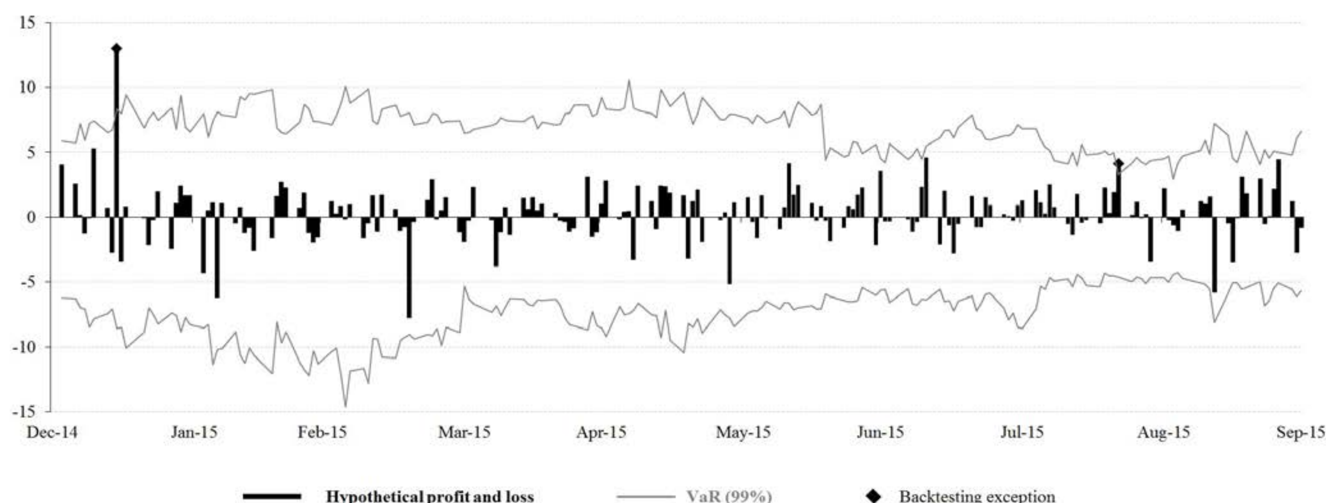
(1) Portfolio diversification is the market risk dispersion effect of holding a portfolio containing different risk types. It represents the reduction in unsystematic market risk that occurs when combining a number of different risk types, for example, foreign exchange, interest rate and credit spread, together in one portfolio. It is measured as the difference between the sum of the VaR by individual risk type and the combined total VaR. A negative number represents the benefit of portfolio diversification. As the maximum and minimum occur on different days for different risk types, it is not meaningful to calculate a portfolio diversification benefit for these measures.

(2) The total VaR is non-additive across risk types due to diversification effects. For presentation purposes, portfolio diversification of the VaR for trading portfolios includes VaR-based risk-not-in-VaR.

Backtesting In the nine months ended September 30, 2015, we experienced two backtesting exceptions. The first loss exception occurred in January when the Swiss Central Bank surprised the markets and lifted the Swiss Franc currency peg to the Euro. This move of the currency pair was more extreme than any dates used in the historical VaR calculation. The second loss exception occurred in August when losses were incurred due to extreme market volatility stemming out of Asia.

We daily validate the accuracy of our VaR models by back-testing them against hypothetical profit and loss that excludes non-modeled items such as fees, commissions and revenues of intra-day transactions from the actual reported profit and loss. We would expect on average to see two to three profits, and two to three losses, in excess of VaR at the 99 percent confident level over a one-year period. The actual number of profits or losses in excess of VaR over this period can therefore be used to gauge how well the models are performing. To ensure a conservative approach to calculating our risk exposures, it is important to note that profits in excess of VaR are only considered when backtesting the accuracy of models and are not used to calculate the VaR numbers used for risk management or capital purposes.

Backtesting of trading VaR against our hypothetical profit and loss (in millions):



Non-trading Portfolios Non-trading VaR predominantly relates to Balance Sheet Management ("BSM") and represents the potential negative changes in the investment portfolio market value (which includes available for sale and held to maturity assets) and associated hedges. Our investment portfolio holdings are mainly comprised of U.S. Treasuries and U.S. agency mortgage backed securities. Our non-trading VaR exposure is driven by interest rates, mortgage spreads, and asset swap spreads.

The following table summarizes our non-trading VaR for the nine months ended September 30, 2015:

	Interest rate	Credit Spread	Portfolio diversification[1]	Total[1]
		(in millions)		
At September 30, 2015	**$ 40**	**$ 31**	**$ (20)**	**$ 52**
Nine Months Ended September 30, 2015				
Average	**45**	**29**	**(22)**	**53**
Maximum	**65**	**37**		**65**
Minimum	**30**	**24**		**38**
At December 31, 2014	$ 47	$ 26	$ (28)	$ 45

(1) Refer to the Trading VaR table above for additional information.

Non-trading VaR also includes the interest rate risk of non-trading financial assets and liabilities held by the global businesses and transferred priced into BSM which has the mandate to centrally manage and hedge it. For a broader discussion on how interest rate risk is managed, please refer to the “Risk Management - Interest Rate Risk Management” in MD&A in our 2014 Form 10-K.

Trading Portfolio MSRs Trading occurs in mortgage banking operations as a result of an economic hedging program intended to offset changes in the value of mortgage servicing rights. Economic hedging may include, for example, forward contracts to sell residential mortgages and derivative instruments used to protect the value of MSRs.

MSRs are assets that represent the present value of net servicing income (servicing fees, ancillary income, escrow and deposit float, net of servicing costs). MSRs are separately recognized upon the sale of the underlying loans or at the time that servicing rights are purchased. MSRs are subject to interest rate risk, in that their value will decline as a result of actual and expected acceleration of prepayment of the underlying loans in a falling interest rate environment.

Interest rate risk is mitigated through an active hedging program that uses trading securities and derivative instruments to offset changes in value of MSRs. Since the hedging program involves trading activity, risk is quantified and managed using a number of risk assessment techniques.

The following table reflects the modeling techniques, primarily rate shock analyses, used to monitor certain interest rate scenarios for their impact on the economic value of net hedged MSRs:

	September 30, 2015	December 31, 2014
	(in millions)	
Projected change in net market value of hedged MSRs portfolio (reflects projected rate movements on October 1 and January 1):		
Value of hedged MSRs portfolio	**$ 130**	$ 159
Change resulting from an immediate 50 basis point decrease in the yield curve:		
Change limit (no worse than)	**(10)**	(10)
Calculated change in net market value	**—**	—
Change resulting from an immediate 50 basis point increase in the yield curve:		
Change limit (no worse than)	**(4)**	(4)
Calculated change in net market value	**—**	—
Change resulting from an immediate 100 basis point increase in the yield curve:		
Change limit (no worse than)	**(6)**	(6)
Calculated change in net market value	**1**	3

The economic value of the net hedged MSRs portfolio is monitored on a daily basis for interest rate sensitivity. If the economic value declines by more than established limits for one day or one month, various levels of management review, intervention and/or corrective actions are required.

The following table summarizes the frequency distribution of the weekly economic value of the MSR asset during the nine months ended September 30, 2015. This includes the change in the market value of the MSR asset net of changes in the market value of the underlying hedging positions used to hedge the asset. The changes in economic value are adjusted for changes in MSR valuation assumptions that were made during the course of the year.

Ranges of mortgage economic value from market risk-related activities	Below $(2)	$(2) to $0	$0 to $2	$2 to $4	Over $4
			(dollars are in millions)		
Number of trading weeks market risk-related revenue was within the stated range	—	9	30	—	—

Fiduciary Risk To better position the Fiduciary Risk Officer/Specialist to oversee fiduciary compliance across the fiduciary businesses in a more consistent manner, the Fiduciary Risk Officer/Specialist transitioned from reporting to the U.S. Head of Operational Risk to reporting to the U.S. Head of Regulatory Compliance beginning in 2015. Further, the Fiduciary Risk Management Committee is now chaired by the U.S. Head of Regulatory Compliance. There have been no other material changes to our approach toward fiduciary risk since December 31, 2014.

Operational Risk There have been no material changes to our approach toward operational risk since December 31, 2014.

Compliance Risk There have been no material changes to our approach toward compliance risk since December 31, 2014.

Reputational Risk There have been no material changes to our approach toward reputational risk since December 31, 2014.

Strategic Risk There have been no material changes to our approach toward strategic risk since December 31, 2014.

Security and Fraud Risk There have been no material changes to our approach toward security and fraud risk since December 31, 2014.

Model Risk There have been no material changes to our approach to model risk since December 31, 2014.

Pension Risk There have been no material changes to our approach toward pension risk since December 31, 2014.

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES

The following table summarizes the quarter-to-date and year-to-date average daily balances of the principal components of assets, liabilities and shareholders' equity together with their respective interest amounts and rates earned or paid, presented on a taxable equivalent basis, which resulted in increases to interest income on securities of $3 million and $9 million during the three and nine months ended September 30, 2015, respectively, and increases to interest income on securities of $3 million and $12 million during the three and nine months ended September 30, 2014, respectively. Net interest margin is calculated by dividing net interest income by the average interest earning assets from which interest income is earned. Loan interest for the three and nine months ended September 30, 2015 included fees of $18 million and $51 million, respectively, compared with fees of $14 million and $48 million during the three and nine months ended September 30, 2014, respectively.

Three Months Ended September 30,	**2015**			**2014**		
	Average Balance	**Interest**	**Rate[1]**	**Average Balance**	**Interest**	**Rate[1]**
			(dollars are in millions)			
Assets						
Interest bearing deposits with banks	**$ 35,035**	**$ 23**	**.26%**	$ 27,435	$ 19	.27%
Federal funds sold and securities purchased under resale agreements	**5,781**	**7**	**.45**	1,488	3	.73
Trading securities	**10,340**	**75**	**2.87**	9,810	63	2.57
Securities	**48,743**	**237**	**1.94**	43,474	185	1.69
Loans:						
Commercial	**64,318**	**356**	**2.20**	53,982	304	2.23
Consumer:						
Residential mortgages	**17,382**	**143**	**3.28**	16,320	138	3.37
Home equity mortgages	**1,660**	**14**	**3.22**	1,875	16	3.37
Credit cards	**681**	**18**	**10.73**	679	18	10.44
Other consumer	**496**	**8**	**5.83**	526	7	5.16
Total consumer	**20,219**	**183**	**3.59**	19,400	179	3.66
Total loans	**84,537**	**539**	**2.53**	73,382	483	2.61
Other	**2,563**	**15**	**2.33**	3,118	9	1.26
Total interest earning assets	**186,999**	**$ 896**	**1.90%**	158,707	$ 762	1.91%
Allowance for credit losses	**(644)**			(621)		
Cash and due from banks	**843**			938		
Other assets	**13,719**			19,932		
Total assets	**$ 200,917**			$ 178,956		
Liabilities and Shareholders' Equity						
Domestic deposits:						
Savings deposits	**$ 49,079**	**$ 31**	**.25%**	$ 42,355	$ 13	.12%
Time deposits	**28,619**	**43**	**.61**	18,233	21	.45
Other interest bearing deposits	**4,263**	**—**	**—**	4,170	1	.11
Foreign deposits:						
Foreign banks deposits	**7,056**	**2**	**.09**	6,270	—	.02
Other interest bearing deposits	**3,218**	**1**	**.14**	6,432	2	.10
Total interest bearing deposits	**92,235**	**77**	**.33**	77,460	37	.19
Short-term borrowings	**10,750**	**13**	**.43**	16,037	11	.28
Long-term debt	**32,332**	**184**	**2.26**	25,000	165	2.63
Total interest bearing deposits and debt	**135,317**	**274**	**.80**	118,497	213	.71
Tax liabilities and other	**631**	**2**	**2.06**	627	3	1.63
Total interest bearing liabilities	**135,948**	**276**	**.81**	119,124	216	.72
Net interest income/Interest rate spread		**$ 620**	**1.09%**		$ 546	1.19%
Noninterest bearing deposits	**33,485**			30,653		
Other liabilities	**10,709**			12,223		
Total shareholders' equity	**20,775**			16,956		
Total liabilities and shareholders' equity	**$ 200,917**			$ 178,956		
Net interest margin on average earning assets			**1.31%**			1.37%
Net interest income to average total assets			**1.22%**			1.21%

Nine Months Ended September 30,	2015			2014		
	Average Balance	Interest	Rate[1]	Average Balance	Interest	Rate[1]
	(dollars are in millions)					
Assets						
Interest bearing deposits with banks	**$ 33,689**	**$ 65**	**.26%**	$ 25,454	$ 51	.26%
Federal funds sold and securities purchased under resale agreements	**3,626**	**13**	**.46**	1,421	7	.68
Trading securities	**12,390**	**261**	**2.81**	11,473	176	2.05
Securities	**48,318**	**666**	**1.84**	49,209	595	1.62
Loans:						
Commercial	**62,507**	**1,010**	**2.16**	51,885	886	2.28
Consumer:						
Residential mortgages	**17,137**	**426**	**3.33**	16,100	410	3.41
Home equity mortgages	**1,703**	**42**	**3.29**	1,924	49	3.39
Credit cards	**678**	**55**	**10.88**	684	52	10.21
Other consumer	**512**	**22**	**5.69**	542	21	5.20
Total consumer	**20,030**	**545**	**3.64**	19,250	532	3.70
Total loans	**82,537**	**1,555**	**2.52**	71,135	1,418	2.67
Other	**2,840**	**44**	**2.05**	3,329	31	1.24
Total interest earning assets	**183,400**	**$ 2,604**	**1.90%**	162,021	$ 2,278	1.88%
Allowance for credit losses	**(674)**			(590)		
Cash and due from banks	**864**			945		
Other assets	**15,290**			20,778		
Total assets	**$ 198,880**			$ 183,154		
Liabilities and Shareholders' Equity						
Domestic deposits:						
Savings deposits	**$ 45,567**	**$ 66**	**.19%**	$ 42,800	$ 38	.12%
Time deposits	**27,506**	**101**	**.49**	17,217	60	.46
Other interest bearing deposits	**4,421**	**3**	**.10**	4,097	4	.12
Foreign deposits:						
Foreign banks deposits	**6,894**	**3**	**.05**	7,138	1	.03
Other interest bearing deposits	**3,890**	**4**	**.13**	5,826	5	.11
Total interest bearing deposits	**88,278**	**177**	**.27**	77,078	108	.19
Short-term borrowings	**14,861**	**35**	**.30**	22,214	27	.17
Long-term debt	**31,036**	**524**	**2.26**	23,422	487	2.78
Total interest bearing deposits and debt	**134,175**	**736**	**.73**	122,714	622	.68
Tax liabilities and other	**718**	**10**	**1.88**	952	(91)	(12.87)
Total interest bearing liabilities	**134,893**	**746**	**.74**	123,666	531	.57
Net interest income/Interest rate spread		**$ 1,858**	**1.16%**		$ 1,747	1.31%
Noninterest bearing deposits	**31,907**			30,188		
Other liabilities	**12,371**			12,466		
Total shareholders' equity	**19,709**			16,834		
Total liabilities and shareholders' equity	**$ 198,880**			$ 183,154		
Net interest margin on average earning assets			**1.35%**			1.44%
Net interest income to average total assets			**1.25%**			1.28%

(1) Rates are calculated on amounts that have not been rounded to the nearest million.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Information required by this Item is included within Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations in the Risk Management section under the captions "Interest Rate Risk" and "Market Risk".

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures We maintain a system of internal and disclosure controls and procedures designed to ensure that information required to be disclosed by HSBC USA in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported on a timely basis. Our Board of Directors, operating through its Audit Committee, which is composed entirely of independent non-executive directors, provides oversight to our financial reporting process.

We conducted an evaluation, with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report so as to alert them in a timely fashion to material information required to be disclosed in reports we file under the Exchange Act.

Changes in Internal Control over Financial Reporting There has been no change in our internal control over financial reporting that occurred during the quarter ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Proceedings

See Note 19, "Litigation and Regulatory Matters," in the accompanying consolidated financial statements beginning on page 75 for our legal proceedings disclosure, which is incorporated herein by reference.

Item 5. Other Information

Disclosures pursuant to Section 13(r) of the Securities Exchange Act Section 13(r) of the Securities Exchange Act requires each issuer registered with the SEC to disclose in its annual or quarterly reports whether it or any of its affiliates have knowingly engaged in specified activities or transactions with persons or entities targeted by U.S. sanctions programs relating to Iran, terrorism, or the proliferation of weapons of mass destruction, even if those activities are not prohibited by U.S. law and are conducted outside the U.S. by non-U.S. affiliates in compliance with local laws and regulations.

To comply with this requirement, HSBC has requested relevant information from its affiliates globally. During the period covered by this Form 10-Q, HSBC USA Inc. did not engage in any activities or transactions requiring disclosure pursuant to Section 13(r) other than those activities related to frozen accounts and transactions permitted under relevant U.S. sanction programs described under "Frozen Accounts and Transactions" below. The following activities conducted by our affiliates are disclosed in response to Section 13(r):

Loans in repayment Between 2001 and 2005, the Project and Export Finance division of the HSBC Group arranged or participated in a portfolio of loans to Iranian energy companies and banks. All of these loans were guaranteed by European and Asian export credit agencies and have varied maturity dates with final maturity in 2018. For those loans that remain outstanding, the HSBC Group continues to seek repayment in accordance with its obligations to the supporting export credit agencies and, in all cases, with appropriate regulatory approvals. Details of these loans follow.

At September 30, 2015, the HSBC Group had 10 loans outstanding to an Iranian petrochemical company. These loans are supported by the following countries' official export credit agencies: the United Kingdom, France, Germany, Spain, The Netherlands, South Korea, and Japan. The HSBC Group continues to seek repayments from the Iranian company under the outstanding loans in accordance with their original maturity profiles. All repayments made by the company have been received under a license or an authorization from the relevant authorities.

Bank Melli acted as a sub-participant in two of the aforementioned loans to the Iranian petrochemical company. No payments have been made to Bank Melli in the third quarter of 2015. One of the loans to the Iranian petrochemical company, supported by

the Spanish Export Credit Agency, was fully repaid in the third quarter of 2015. Bank Saderat acted as a sub-participant on the loan and the final repayment due to the bank was paid into a frozen account. The repayment was made under a license or authorization from the relevant competent authority.

Estimated gross revenue to the HSBC Group generated by the loans in repayment for the third quarter of 2015, which includes interest and fees, was approximately $82,000, and net estimated profit was approximately $70,000. While the HSBC Group intends to continue to seek repayment under the existing loans, all of which were entered into before the petrochemical sector of Iran was a target of U.S. sanctions, it does not intend to extend any new loans.

Legacy contractual obligations related to guarantees Between 1996 and 2007, the HSBC Group provided guarantees to a number of its non-Iranian customers in Europe and the Middle East for various business activities in Iran. In a number of cases, the HSBC Group issued counter indemnities in support of guarantees issued by Iranian banks as the Iranian beneficiaries of the guarantees required that they be backed directly by Iranian banks. The Iranian banks to which the HSBC Group provided counter indemnities included Bank Tejarat, Bank Melli, and the Bank of Industry and Mine.

The HSBC Group has worked with relevant regulatory authorities to obtain licenses where required and ensure compliance with laws and regulations.

The HSBC Group received no measurable gross revenue for the third quarter of 2015 under those guarantees and counter indemnities. The HSBC Group does not allocate direct costs to fees and commissions and, therefore, has not disclosed a separate net profit measure. The HSBC Group is seeking to cancel all relevant guarantees and counter indemnities and does not intend to provide any new guarantees or counter indemnities involving Iran. One was canceled during the third quarter of 2015 and approximately 20 remain outstanding.

Other relationships with Iranian banks Activity related to U.S. -sanctioned Iranian banks not covered elsewhere in this disclosure includes the following:

- The HSBC Group maintains several frozen accounts in the United Kingdom for an Iranian-owned, U.K.-regulated financial institution. In April 2007, the U.K. government issued a license authorizing the HSBC Group to handle certain transactions (operational payments and settlement of pre-sanction transactions) for this institution. In December 2013, the U.K. government issued a new license allowing the HSBC Group to deposit certain check payments. There was some licensed activity in the third quarter of 2015. Estimated counter revenue to the HSBC Group in the third quarter of 2015 for this financial institution, which includes fees and/or commissions, was approximately $(40,300). This customer relationship has generated negative revenue to the HSBC Group, given the European Central Bank's negative interest rate. The HSBC Group is currently paying the negative interest rate on behalf of this institution. In the second quarter of 2015, the U.K. government issued a license to the HSBC Group to collect the negative interest rate from this institution and will commence collecting the negative interest rate in the fourth quarter of 2015.
- The HSBC Group acts as the trustee and administrator for a pension scheme involving two employees of a U.S.-sanctioned Iranian bank in Hong Kong. Under the rules of this scheme, the HSBC Group accepts contributions from the Iranian bank each month and allocates the funds into the pension accounts of the Iranian bank's employees. The HSBC Group runs and operates this pension scheme in accordance with Hong Kong laws and regulations. Estimated gross revenue to the HSBC Group in the third quarter of 2015 generated by this pension scheme, which includes fees and/or commissions, was approximately $710.

For the Iranian bank related-activity discussed in this section, the HSBC Group does not allocate direct costs to fees and commissions and, therefore, has not disclosed a separate net profit measure. The HSBC Group intends to continue to wind down this activity, to the extent legally permissible, and not enter into any new such activity.

Activity related to U.S. Executive Order 13224 The HSBC Group maintains a frozen personal account for an individual sanctioned under Executive Order 13224, and by the United Kingdom and the U.N. Security Council. Activity on this account in the third quarter of 2015 was permitted by a license issued by the U.K. government. There was no measurable gross revenue or net profit generated in the third quarter of 2015.

Other activity The HSBC Group holds a lease of branch premises in London which it entered into in 2005 and is due to expire in 2020. The landlord of the premises is owned by the Iranian government and is a specially designated national under U.S. sanctions programs. The HSBC Group has exercised a break clause in the lease and is in the process of exiting the property. The HSBC Group closed the branch in the third quarter of 2014 and will terminate the relationship with the lessor in 2015. There was no gross revenue or net profit to HSBC in the third quarter of 2015.

Frozen accounts and transactions The HSBC Group and HSBC Bank USA maintain several accounts that are frozen under relevant sanctions programs and on which no activity, except as licensed or otherwise authorized, took place during the third quarter of 2015. In the third quarter of 2015, the HSBC Group and HSBC Bank USA also froze payments where required under relevant sanctions programs. There was no gross revenue or net profit to the HSBC Group or HSBC Bank USA.

Item 6. Exhibits

3(i)	Articles of Incorporation and amendments and supplements thereto (incorporated by reference to Exhibit 3 (a) to HSBC USA Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999, Exhibit 3 to HSBC USA Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000, Exhibits 3.2 and 3.3 to HSBC USA Inc.'s Current Report on Form 8-K filed April 4, 2005; Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed October 14, 2005 and Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed May 22, 2006).
3(ii)	Bylaws of HSBC USA Inc., as Amended and Restated effective April 29, 2015 (incorporated by reference to Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed May 1, 2015).
12	Computation of Ratio of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends.
31	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document(1)
101.SCH	XBRL Taxonomy Extension Schema Document(1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document(1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document(1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document(1)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document(1)

(1) Pursuant to Rule 405 of Regulation S-T, includes the following financial information included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in eXtensible Business Reporting Language ("XBRL") interactive data files: (i) the Consolidated Statement of Income for the three and nine months ended September 30, 2015 and 2014, (ii) the Consolidated Statement of Comprehensive Income for the three and nine months ended September 30, 2015 and 2014, (iii) the Consolidated Balance Sheet as of September 30, 2015 and December 31, 2014, (iv) the Consolidated Statement of Changes in Shareholders' Equity for the nine months ended September 30, 2015 and 2014, (v) the Consolidated Statement of Cash Flows for the nine months ended September 30, 2015 and 2014, and (vi) the Notes to Consolidated Financial Statements.

Index

Assets:
- by business segment 45
- consolidated average balances 137
- fair value measurements 57
- nonperforming 19, 24, 26, 116
- trading 10, 87

Asset-backed commercial paper conduits 50
Asset-backed securities 11, 61, 73, 128
Balance sheet:
- consolidated 5
- consolidated average balances 137
- review 84

Basel I 121
Basel II 121
Basel III 48, 121
Basis of reporting 83
Business:
- consolidated performance review 80

Capital:
- 2015 funding strategy 123
- common equity movements 120
- consolidated statement of changes 7
- regulatory capital 47
- selected capital ratios 48, 81, 121, 133

Cash flow (consolidated) 8
Cautionary statement regarding forward-looking statements 78
Collateral — pledged assets 55
Collateralized debt obligations 68, 73, 128
Commercial banking segment results (IFRSs) 46, 104
Compliance risk 129, 136
Controls and procedures 139
Credit card fees 93
Credit quality 111
Credit risk:
- adjustment 57
- component of fair value option 38
- concentration 26, 117
- exposure 129
- management 129
- related contingent features 35
- related arrangements 51

Current environment 80
Deferred tax assets 101
Deposits 88, 120
Derivatives:
- cash flow hedges 33
- fair value hedges 32
- notional value 36
- trading and other 34

Equity:
- consolidated statement of changes 7
- ratios 48, 81, 121, 133

Equity securities available-for-sale 11
Estimates and assumptions 9
Executive overview 80
Fair value measurements:
- assets and liabilities recorded at fair value on a recurring basis 61
- assets and liabilities recorded at fair value on a non-recurring basis 70
- control over valuation process 126
- financial instruments 59
- hierarchy 57, 126
- transfers into/out of level one and two 63
- transfers into/out of level two and three 63
- valuation techniques 71

Fiduciary risk 129, 136
Financial assets:
- designated at fair value 36
- reclassification under IFRSs 46, 83

Financial highlights metrics 80
Financial liabilities:
- designated at fair value 36
- fair value of financial liabilities 59

Forward looking statements 78
Funding 123
Gain on instruments designated at fair value and related derivatives 38
Gains (losses) from securities 15, 93
Global Banking and Markets 46, 105
Geographic concentration of receivables 118
Goodwill 30
Guarantee arrangements 51
Impairment:
- available-for-sale securities 14
- credit losses 27, 91
- nonperforming loans 19, 24, 26, 116
- impaired loans 20, 23

Income (loss) from financial instruments designated at fair value, net 38
Income tax expenses 3, 101
Intangible assets 29
Interest rate risk 129, 132
Internal control 139
Key performance indicators 80
Legal proceedings 139
Liabilities:
- commitments, lines of credit 124
- deposits 88, 120
- financial liabilities designated at fair value 36
- trading 10, 87
- long-term debt 37, 42, 88, 120
- short-term borrowings 42, 88, 120
- Liquidity and capital resources 119

Liquidity risk 129, 130
Litigation and regulatory matters 75

Loans:
- by category 17, 85
- by charge-off (net) 27, 115
- by delinquency 25, 114
- criticized assets 24
- geographic concentration 118
- held for sale 28
- impaired 20
- nonperforming 19, 24, 26, 116
- overall review 84
- risk concentration 26, 117
- troubled debt restructures 20

Loan impairment charges — *see Provision for credit losses*
Loan-to-deposits ratio 81
Loan to value (LTV) 85
Market risk 129, 133
Market turmoil:
- exposures 133
- impact on liquidity risk 119

Monoline insurers 15, 127
Mortgage lending products 17, 85
Mortgage servicing rights 29
Net interest income 89
New accounting pronouncements 77
Off balance sheet arrangements 124
Operating expenses 98
Operational risk 129, 136
Other revenue 93
Other segment results (IFRSs) 46, 109
Pension and other postretirement benefits 41
Performance, developments and trends 80
Pledged assets 55
Private banking segment results (IFRSs) 46, 108
Profit (loss) before tax:
- by segment — IFRSs 46
- consolidated 3

Provision for credit losses 27, 91
Ratios:
- capital 48, 81, 121, 133
- charge-off (net) 80, 112
- credit loss reserve related 112
- delinquency 114
- earnings to fixed charges — Exhibit 12
- efficiency 80, 99

Reconciliation of U.S. GAAP results to IFRSs 83
Refreshed loan-to-value 85
Regulation 47, 121, 139
Related party transactions 42
Reputational risk 129, 136
Results of operations 89
Residential Mortgage Revenue 97
Retail banking and wealth management segment results (IFRSs) 46, 102
Risk elements in the loan portfolio 117
Risk management:
- credit 129
- compliance 129, 136
- fiduciary 129, 136
- interest rate 129, 132
- liquidity 129, 130
- market 129, 133
- model 129, 136
- operational 129, 136
- pension 129, 136
- reputational 129, 136
- security and fraud risk 129, 136
- strategic129, 136

Securities:
- amortized cost 11
- fair value 11
- impairment 14
- maturity analysis 16

Segment results - IFRSs basis:
- retail banking and wealth management 46, 102
- commercial banking 46, 104
- global banking and markets 46, 105
- private banking 46, 108
- other 46, 109
- overall summary 46, 102

Selected financial data 80
Sensitivity:
- projected net interest income 132

Statement of changes in shareholders' equity 7
Statement of changes in comprehensive income 4
Statement of income 3
Strategic risk 129, 136
Stress testing 122
Table of contents 2
Tax expense 3, 101
Trading:
- assets 10, 87
- derivatives 10, 87
- liabilities 10, 87
- portfolios 10

Trading revenue (net) 95
Troubled debt restructures 20
Value at risk 133
Variable interest entities 49

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, HSBC USA Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 2, 2015

HSBC USA INC.

By: /s/ MARK ZAESKE

Mark Zaeske
Senior Executive Vice President and
Chief Financial Officer

Exhibit Index

3(i)	Articles of Incorporation and amendments and supplements thereto (incorporated by reference to Exhibit 3(a) to HSBC USA Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999, Exhibit 3 to HSBC USA Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000, Exhibits 3.2 and 3.3 to HSBC USA Inc.'s Current Report on Form 8-K filed April 4, 2005; Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed October 14, 2005 and Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed May 22, 2006).
3(ii)	Bylaws of HSBC USA Inc., as Amended and Restated effective April 29, 2015 (incorporated by reference to Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed May 1, 2015).
12	Computation of Ratio of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends.
31	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document(1)
101.SCH	XBRL Taxonomy Extension Schema Document(1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document(1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document(1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document(1)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document(1)

(1) Pursuant to Rule 405 of Regulation S-T, includes the following financial information included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in eXtensible Business Reporting Language ("XBRL") interactive data files: (i) the Consolidated Statement of Income for the three and nine months ended September 30, 2015 and 2014, (ii) the Consolidated Statement of Comprehensive Income for the three and nine months ended September 30, 2015 and 2014, (iii) the Consolidated Balance Sheet as of September 30, 2015 and December 31, 2014, (iv) the Consolidated Statement of Changes in Shareholders' Equity for the nine months ended September 30, 2015 and 2014, (v) the Consolidated Statement of Cash Flows for the nine months ended September 30, 2015 and 2014, and (vi) the Notes to Consolidated Financial Statements.

EXHIBIT 12

HSBC USA INC.
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES AND EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

	Nine Months Ended September 30,	
	2015	**2014**
	(dollars are in millions)	
Ratios excluding interest on deposits:		
Income from continuing operations	**$ 455**	$ 284
Income tax expense (benefit)	**285**	(86)
Fixed charges:		
Interest on:		
Short-term borrowings	**35**	27
Long-term debt	**524**	487
Others[2]	**10**	(91)
One third of rents, net of income from subleases	**22**	22
Total fixed charges, excluding interest on deposits	**591**	445
Earnings from continuing operations before taxes and fixed charges	**$ 1,331**	$ 643
Ratio of earnings to fixed charges	**2.25**	1.44
Preferred stock dividends[1]	**$ 81**	$ 90
Fixed charges, including preferred stock dividends	**$ 672**	$ 535
Ratio of earnings to fixed charges, including preferred stock dividends	**1.98**	1.20
Ratios including interest on deposits:		
Total fixed charges, excluding interest on deposits	**$ 591**	$ 445
Add: Interest on deposits	**177**	108
Total fixed charges, including interest on deposits	**$ 768**	$ 553
Earnings from continuing operations before taxes and fixed charges	**$ 1,331**	$ 643
Add: Interest on deposits	**177**	108
Earnings from continuing operations before taxes and fixed charges, including interest on deposits	**$ 1,508**	$ 751
Ratio of earnings to fixed charges, including interest on deposits	**1.96**	1.36
Fixed charges, including preferred stock dividends	**$ 672**	$ 535
Add: Interest on deposits	**177**	108
Fixed charges, including interest on deposits and the preferred stock dividend factor	**$ 849**	$ 643
Ratio of earnings to fixed charges, including interest on deposits and preferred stock dividends	**1.78**	1.17

(1) Preferred stock dividends are grossed up to their pretax equivalents.

(2) During the second quarter of 2014, we concluded certain state and local tax audits resulting in the settlement of significant uncertain tax positions covering a number of years. As a result, we released tax reserves previously maintained in relation to the periods and issues under review. In addition, we released our accrued interest associated with the tax reserves released which resulted in a $120 million benefit to interest expense in 2014.

EXHIBIT 31

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

Certification of Chief Executive Officer

I, Patrick J. Burke, certify that:

1. I have reviewed this report on Form 10-Q of HSBC USA Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2015

/s/ PATRICK J. BURKE

Patrick J. Burke
Chairman of the Board, President
and Chief Executive Officer

Certification of Chief Financial Officer

I, Mark Zaeske, certify that:

1. I have reviewed this report on Form 10-Q of HSBC USA Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2015

/s/ MARK ZAESKE

Mark Zaeske
Senior Executive Vice President and
Chief Financial Officer

EXHIBIT 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The certification set forth below is being submitted in connection with the HSBC USA Inc. (the "Company") Quarterly Report on Form 10-Q for the period ending September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, Patrick J. Burke, certify that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of HSBC USA Inc.

Date: November 2, 2015

/s/ PATRICK J. BURKE

Patrick J. Burke
Chairman of the Board, President
and Chief Executive Officer

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by HSBC USA Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

The signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to HSBC USA Inc. and will be retained by HSBC USA Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The certification set forth below is being submitted in connection with the HSBC USA Inc. (the "Company") Quarterly Report on Form 10-Q for the period ending September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, Mark Zaeske, certify that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of HSBC USA Inc.

Date: November 2, 2015

/s/ MARK ZAESKE
Mark Zaeske
Senior Executive Vice President and
Chief Financial Officer

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by HSBC USA Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

The signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to HSBC USA Inc. and will be retained by HSBC USA Inc. and furnished to the Securities and Exchange Commission or its staff upon request.