

GENERAL ELECTRIC CAPITAL CORP  
Form 10-Q  
May 12, 2014

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 March 31, 2014

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 001-06461  
\_\_\_\_\_

GENERAL ELECTRIC CAPITAL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-1500700  
(I.R.S. Employer Identification No.)

901 Main Avenue, Norwalk, CT  
(Address of principal executive offices)

06851-1168  
(Zip Code)

(Registrant's telephone number, including area code) (203) 840-6300

(Former name, former address and former fiscal year,  
if changed since last report)

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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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  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

At May 1, 2014, 1,000 shares of voting common stock, which constitute all of the outstanding common equity, with a par value of \$14 per share were outstanding.

REGISTRANT MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION h(1)(a) AND (b) OF FORM 10-Q AND IS THEREFORE FILING THIS FORM 10-Q WITH THE REDUCED DISCLOSURE FORMAT.

(1)

General Electric Capital Corporation

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## FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements” – that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “may,” “could,” “should,” “would,” “might,” “will,” “estimate,” “likely,” “in the opinion of,” “project,” “forecast,” or “budget.” Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For us, particular uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include: current economic and financial conditions, including volatility in interest and exchange rates, equity prices and the value of financial assets; potential market disruptions or other impacts arising in the United States or Europe from developments in sovereign debt situations; the impact of conditions in the financial and credit markets on the availability and cost of our funding and on our ability to reduce our asset levels as planned; the impact of conditions in the housing market and unemployment rates on the level of commercial and consumer credit defaults; pending and future mortgage securitization claims and litigation in connection with WMC, which may affect our estimates of liability, including possible loss estimates; our ability to maintain our current credit rating and the impact on our funding costs and competitive position if we do not do so; our ability to pay dividends to GE at the planned level, which may be affected by our cash flows and earnings, financial services regulation and oversight, and other factors; the level of demand and financial performance of the major industries GE serves, including, without limitation, air transportation, energy generation, real estate and healthcare; the impact of regulation and regulatory, investigative and legal proceedings and legal compliance risks, including the impact of financial services regulation; our success in completing announced transactions and integrating acquired businesses; our ability to complete the staged exit from our North American Retail Finance business as planned; the impact of potential information technology or data security breaches; and numerous other matters of national, regional and global scale, including those of a political, economic, business and competitive nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements.

## CORPORATE INFORMATION

GE’s Investor Relations website at [www.ge.com/investor](http://www.ge.com/investor) and our corporate blog at [www.gereports.com](http://www.gereports.com), as well as GE’s Facebook page and Twitter accounts, contain a significant amount of information about GE, including financial and other information for investors. GE encourages investors to visit these websites from time to time, as information is updated and new information is posted.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

General Electric Capital Corporation and consolidated affiliates  
Condensed Statement of Earnings  
(Unaudited)

(In millions)	Three months ended March 31	
	2014	2013
Revenues		
Revenues from services (a)	\$ 10,522	\$ 11,720
Other-than-temporary impairment on investment securities:		
Total other-than-temporary impairment on investment securities	(38)	(289)
Less: other-than-temporary impairment recognized in accumulated other comprehensive income	4	11
Net other-than-temporary impairment on investment securities recognized in earnings	(34)	(278)
Revenues from services (Note 9)	10,488	11,442
Sales of goods	27	26
Total revenues	10,515	11,468
Costs and expenses		
Interest	2,161	2,382
Operating and administrative	2,958	3,189
Cost of goods sold	25	21
Investment contracts, insurance losses and insurance annuity benefits	643	689
Provision for losses on financing receivables	970	1,457
Depreciation and amortization	1,616	1,697
Total costs and expenses	8,373	9,435
Earnings from continuing operations before income taxes	2,142	2,033
Benefit (provision) for income taxes	(198)	(84)
Earnings from continuing operations	1,944	1,949
Earnings (loss) from discontinued operations, net of taxes (Note 2)	12	(120)
Net earnings	1,956	1,829
Less: net earnings (loss) attributable to noncontrolling interests	11	11
Net earnings attributable to GECC	1,945	1,818

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Preferred stock dividends declared		-		-
Net earnings attributable to GECC common shareowner	\$	1,945	\$	1,818
Amounts attributable to GECC				
Earnings from continuing operations	\$	1,933	\$	1,938
Earnings (loss) from discontinued operations, net of taxes		12		(120)
Net earnings attributable to GECC	\$	1,945	\$	1,818

(a) Excluding net other-than-temporary impairment on investment securities.

See accompanying notes.

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General Electric Capital Corporation and consolidated affiliates  
 Condensed Statement of Comprehensive Income  
 (Unaudited)

(In millions)	Three months ended March 31	
	2014	2013
Net earnings	\$ 1,956	\$ 1,829
Less: net earnings (loss) attributable to noncontrolling interests	11	11
Net earnings attributable to GECC	\$ 1,945	\$ 1,818
Other comprehensive income (loss)		
Investment securities	\$ 484	\$ 66
Currency translation adjustments	(84)	8
Cash flow hedges	68	92
Benefit plans	(18)	13
Other comprehensive income (loss)	450	179
Less: other comprehensive income (loss) attributable to noncontrolling interests	2	(3)
Other comprehensive income (loss) attributable to GECC	\$ 448	\$ 182
Comprehensive income	\$ 2,406	\$ 2,008
Less: comprehensive income (loss) attributable to noncontrolling interests	13	8
Comprehensive income attributable to GECC	\$ 2,393	\$ 2,000

Amounts presented net of taxes. See Note 8 for further information about other comprehensive income and noncontrolling interests.

See accompanying notes.

General Electric Capital Corporation and consolidated affiliates  
 Condensed Statement of Changes in Shareowners' Equity  
 (Unaudited)

(In millions)	Three months ended March 31	
	2014	2013
GECC shareowners' equity balance at January 1	\$ 82,694	\$ 81,890
Increases from net earnings attributable to GECC	1,945	1,818
	(500)	-

Dividends and other transactions with shareowners		
Other comprehensive income (loss) attributable to GECC	448	182
Changes in additional paid-in capital	-	(8)
Ending balance at March 31	84,587	83,882
Noncontrolling interests	440	587
Total equity balance at March 31	\$ 85,027	\$ 84,469

See Note 8 for further information about changes in shareowners' equity.

See accompanying notes.

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General Electric Capital Corporation and consolidated affiliates  
Condensed Statement of Financial Position

(In millions, except share information)	March 31, 2014 (Unaudited)	December 31, 2013
<b>Assets</b>		
Cash and equivalents	\$ 75,289	\$ 74,873
Investment securities (Note 3)	45,450	43,662
Inventories	62	68
Financing receivables – net (Note 4)	247,242	253,029
Other receivables	15,643	16,513
Property, plant and equipment, less accumulated amortization of \$27,023 and \$26,960	50,489	51,607
Goodwill (Note 5)	26,336	26,195
Other intangible assets – net (Note 5)	1,275	1,136
Other assets	47,164	47,366
Assets of businesses held for sale (Note 2)	48	50
Assets of discontinued operations (Note 2)	1,449	2,330
<b>Total assets(a)</b>	<b>\$ 510,447</b>	<b>\$ 516,829</b>
<b>Liabilities and equity</b>		
Short-term borrowings (Note 6)	\$ 75,102	\$ 77,298
Accounts payable	7,740	6,549
Non-recourse borrowings of consolidated securitization entities (Note 6)	28,724	30,124
Bank deposits (Note 6)	54,743	53,361
Long-term borrowings (Note 6)	206,654	210,279
Investment contracts, insurance liabilities and insurance annuity benefits	27,604	26,979
Other liabilities	18,773	20,531
Deferred income taxes	4,956	4,786
Liabilities of businesses held for sale (Note 2)	2	6
Liabilities of discontinued operations (Note 2)	1,122	3,790
<b>Total liabilities(a)</b>	<b>425,420</b>	<b>433,703</b>
Preferred stock, \$0.01 par value (750,000 shares authorized at both March 31, 2014 and December 31, 2013, and 50,000 shares issued and outstanding at both March 31, 2014 and December 31, 2013)	-	-
Common stock, \$14 par value (4,166,000 shares authorized at both March 31, 2014 and December 31, 2013 and 1,000 shares issued and outstanding at both March 31, 2014 and December 31, 2013)	-	-
Accumulated other comprehensive income (loss) – net(b)		
Investment securities	793	309

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Currency translation adjustments	(773)	(687)
Cash flow hedges	(225)	(293)
Benefit plans	(381)	(363)
Additional paid-in capital	32,563	32,563
Retained earnings	52,610	51,165
Total GECC shareowners' equity	84,587	82,694
Noncontrolling interests(c)(Note 8)	440	432
Total equity	85,027	83,126
Total liabilities and equity	\$ 510,447	\$ 516,829

- (a) Our consolidated assets at March 31, 2014 include total assets of \$46,778 million of certain variable interest entities (VIEs) that can only be used to settle the liabilities of those VIEs. These assets include net financing receivables of \$40,749 million and investment securities of \$3,797 million. Our consolidated liabilities at March 31, 2014 include liabilities of certain VIEs for which the VIE creditors do not have recourse to GECC. These liabilities include non-recourse borrowings of consolidated securitization entities (CSEs) of \$27,175 million. See Note 12.
- (b) The sum of accumulated other comprehensive income (loss) (AOCI) attributable to GECC was \$(586) million and \$(1,034) million at March 31, 2014 and December 31, 2013, respectively.
- (c) Included AOCI attributable to noncontrolling interests of \$(137) million and \$(139) million at March 31, 2014 and December 31, 2013, respectively.

See accompanying notes.

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General Electric Capital Corporation and consolidated affiliates  
Condensed Statement of Cash Flows  
(Unaudited)

(In millions)	Three months ended March 31	
	2014	2013
Cash flows – operating activities		
Net earnings	\$ 1,956	\$ 1,829
Less: net earnings (loss) attributable to noncontrolling interests	11	11
Net earnings attributable to GECC	1,945	1,818
(Earnings) loss from discontinued operations	(12)	120
Adjustments to reconcile net earnings attributable to GECC		
to cash provided from operating activities		
Depreciation and amortization of property, plant and equipment	1,616	1,697
Deferred income taxes	(1,623)	251
Increase in accounts payable	887	614
Provision for losses on financing receivables	970	1,457
All other operating activities	(625)	(2,803)
Cash from (used for) operating activities – continuing operations	3,158	3,154
Cash from (used for) operating activities – discontinued operations	(3)	(99)
Cash from (used for) operating activities	3,155	3,055
Cash flows – investing activities		
Additions to property, plant and equipment	(2,361)	(2,696)
Dispositions of property, plant and equipment	1,192	829
Increase in loans to customers	(70,938)	(69,664)
Principal collections from customers – loans	72,135	73,366
Investment in equipment for financing leases	(1,861)	(1,899)
Principal collections from customers – financing leases	2,324	3,015
Net change in credit card receivables	2,323	1,508
Proceeds from sales of discontinued operations	232	-
Proceeds from principal business dispositions	-	161
Net cash from (payments for) principal businesses purchased	-	6,392
All other investing activities	3,009	6,226
Cash from (used for) investing activities – continuing operations	6,055	17,238
Cash from (used for) investing activities – discontinued operations	(90)	81
Cash from (used for) investing activities	5,965	17,319

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Cash flows – financing activities		
Net increase (decrease) in borrowings (maturities of 90 days or less)	(3,750)	(9,457)
Net increase (decrease) in bank deposits	1,175	(3,237)
Newly issued debt (maturities longer than 90 days)	5,743	17,430
Repayments and other debt reductions (maturities longer than 90 days)	(11,566)	(18,452)
Dividends paid to shareowners	(500)	-
All other financing activities	9	(166)
Cash from (used for) financing activities – continuing operations	(8,889)	(13,882)
Cash from (used for) financing activities – discontinued operations	(6)	(15)
Cash from (used for) financing activities	(8,895)	(13,897)
Effect of currency exchange rate changes on cash and equivalents	92	(697)
Increase (decrease) in cash and equivalents	317	5,780
Cash and equivalents at beginning of year	75,105	62,044
Cash and equivalents at March 31	75,422	67,824
Less: cash and equivalents of discontinued operations at March 31	133	158
Cash and equivalents of continuing operations at March 31	\$ 75,289	\$ 67,666

See accompanying notes.

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## NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

### 1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Basis of Presentation

General Electric Company (GE Company or GE) owns all of the common stock of General Electric Capital Corporation (GECC). Our financial statements consolidate all of our affiliates – companies that we control and in which we hold a majority voting interest. We also consolidate the economic interests we hold in certain businesses within companies in which we hold a voting equity interest and are majority owned by our parent, but which we have agreed to actively manage and control. See Note 1 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (2013 consolidated financial statements), which discusses our consolidation and financial statement presentation. GECC includes Commercial Lending and Leasing (CLL), Consumer, Real Estate, Energy Financial Services and GE Capital Aviation Services (GECAS).

Effects of transactions between related companies are made on an arms-length basis and are eliminated. As a wholly-owned subsidiary, GECC enters into various operating and financing arrangements with its parent, GE. These arrangements are made on an arms-length basis and consist primarily of GECC dividends to GE; GE customer receivables sold to GECC; GECC services for trade receivables management and material procurement; buildings and equipment (including automobiles) leased between GE and GECC; information technology (IT) and other services sold to GECC by GE; aircraft engines manufactured by GE that are installed on aircraft purchased by GECC from third-party producers for lease to others; and various investments, loans and allocations of GE corporate costs.

We have reclassified certain prior-period amounts to conform to the current-period presentation. Unless otherwise indicated, information in these notes to the condensed, consolidated financial statements relates to continuing operations.

#### Interim Period Presentation

The condensed, consolidated financial statements and notes thereto are unaudited. These statements include all adjustments (consisting of normal recurring accruals) that we considered necessary to present a fair statement of our results of operations, financial position and cash flows. The results reported in these condensed, consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. It is suggested that these condensed, consolidated financial statements be read in conjunction with the financial statements and notes thereto included in our 2013 consolidated financial statements. We label our quarterly information using a calendar convention, that is, first quarter is labeled as ending on March 31, second quarter as ending on June 30, and third quarter as ending on September 30. It is our longstanding practice to establish interim quarterly closing dates using a fiscal calendar, which requires our businesses to close their books on either a Saturday or Sunday, depending on the business. The effects of this practice are modest and only exist within a reporting year. The fiscal closing calendar for 2014 is available on our website, [www.ge.com/secreports](http://www.ge.com/secreports).

#### Summary of Significant Accounting Policies

See the Notes in our 2013 consolidated financial statements for a summary of our significant accounting policies.

#### Accounting Changes

On January 1, 2014, we adopted Accounting Standards Update (ASU) 2013-05, Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or

Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity. Under the revised guidance, the entire amount of the cumulative translation adjustment associated with the foreign entity will be released into earnings in the following circumstances: (a) the sale of a subsidiary or group of net assets within a foreign entity that represents a complete or substantially complete liquidation of that entity, (b) the loss of a controlling financial interest in an investment in a foreign entity, or (c) when the accounting for an investment in a foreign entity changes from the equity method to full consolidation. The revised guidance applies prospectively to transactions or events occurring on or after January 1, 2014.

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On January 1, 2014, we adopted ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. Under the new guidance, an unrecognized tax benefit is required to be presented as a reduction to a deferred tax asset if the disallowance of the tax position would reduce the available tax loss or tax credit carryforward instead of resulting in a cash tax liability. The ASU applies prospectively to all unrecognized tax benefits that exist as of the adoption date and reduced both deferred tax assets and income tax liabilities by \$1,009 million as of January 1, 2014.

## 2. ASSETS AND LIABILITIES OF BUSINESSES HELD FOR SALE AND DISCONTINUED OPERATIONS

### Assets and Liabilities of Businesses Held for Sale

In the first quarter of 2013, we committed to sell our Consumer auto and personal loan business in Portugal and completed the sale on July 15, 2013 for proceeds of \$83 million.

### Discontinued Operations

Discontinued operations primarily comprised GE Money Japan (our Japanese personal loan business, Lake, and our Japanese mortgage and card businesses, excluding our investment in GE Nissen Credit Co., Ltd.), our U.S. mortgage business (WMC), our Commercial Lending and Leasing (CLL) trailer services business in Europe (CLL Trailer Services) and our Consumer banking business in Russia (Consumer Russia). Results of operations, financial position and cash flows for these businesses are separately reported as discontinued operations for all periods presented.

### Financial Information for Discontinued Operations

(In millions)	Three months ended March 31	
	2014	2013
Operations		
Total revenues (loss)	\$ 29	\$ 54
Earnings (loss) from discontinued operations		
before income taxes	\$ (14)	\$ (142)
Benefit (provision) for income taxes	7	124
Earnings (loss) from discontinued operations, net of taxes	\$ (7)	\$ (18)
Disposal		
Gain (loss) on disposal before income taxes	\$ 18	\$ (187)
Benefit (provision) for income taxes	1	85
Gain (loss) on disposal, net of taxes	\$ 19	\$ (102)

Earnings (loss) from discontinued operations, net of taxes	\$	12	\$	(120)
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(In millions)	March 31, 2014	December 31, 2013
<b>Assets</b>		
Cash and equivalents	\$ 133	\$ 232
Financing receivables – net	1	711
Other	1,315	1,387
Assets of discontinued operations	\$ 1,449	\$ 2,330
<b>Liabilities</b>		
Deferred income taxes	\$ 260	\$ 250
Other	862	3,540
Liabilities of discontinued operations	\$ 1,122	\$ 3,790

Other assets at March 31, 2014 and December 31, 2013 primarily comprised a deferred tax asset for a loss carryforward, which expires principally in 2017 and in part in 2019, related to the sale of our GE Money Japan business.

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### GE Money Japan

During the third quarter of 2008, we completed the sale of GE Money Japan, which included our Japanese personal loan business. Under the terms of the sale, we reduced the proceeds from the sale for estimated refund claims in excess of the statutory interest rate. Proceeds from the sale were to be increased or decreased based on the actual claims experienced in accordance with loss-sharing terms specified in the sale agreement, with all claims in excess of 258 billion Japanese yen (approximately \$3,000 million) remaining our responsibility. On February 26, 2014, we reached an agreement with the buyer to pay 175 billion Japanese yen (approximately \$1,700 million) to extinguish this obligation. Our reserve for refund claims decreased from \$1,836 million at December 31, 2013 to \$56 million at March 31, 2014, reflecting payment in March 2014 of the amount required by the February 26, 2014 agreement. The \$56 million liability reflects the final remaining amount payable under the February 26, 2014 agreement.

GE Money Japan earnings (loss) from discontinued operations, net of taxes, were \$(1) million and \$(51) million in the three months ended March 31, 2014 and 2013, respectively.

### WMC

During the fourth quarter of 2007, we completed the sale of WMC, our U.S. mortgage business. WMC substantially discontinued all new loan originations by the second quarter of 2007, and is not a loan servicer. In connection with the sale, WMC retained certain representation and warranty obligations related to loans sold to third parties prior to the disposal of the business and contractual obligations to repurchase previously sold loans that had an early payment default. All claims received by WMC for early payment default have either been resolved or are no longer being pursued.

The remaining active claims have been brought by securitization trustees or administrators seeking recovery from WMC for alleged breaches of representations and warranties on mortgage loans that serve as collateral for residential mortgage-backed securities (RMBS). At March 31, 2014, such claims consisted of \$4,466 million of individual claims generally submitted before the filing of a lawsuit (compared to \$5,643 million at December 31, 2013) and \$6,989 million of additional claims asserted against WMC in litigation without making a prior claim (Litigation Claims) (compared to \$6,780 at December 31, 2013). The total amount of these claims, \$11,455 million, reflects the purchase price or unpaid principal balances of the loans at the time of purchase and does not give effect to pay downs or potential recoveries based upon the underlying collateral, which in many cases are substantial, nor to accrued interest or fees. As of March 31, 2014, these amounts do not include approximately \$700 million of repurchase claims relating to alleged breaches of representations that are not in litigation and that are beyond the applicable statute of limitations. WMC believes that repurchase claims brought based upon representations and warranties made more than six years before WMC was notified of the claim would be disallowed in legal proceedings under applicable statutes of limitations.

Reserves related to repurchase claims made against WMC were \$550 million at March 31, 2014, reflecting a net decrease to reserves in the quarter ended March 31, 2014 of \$250 million due to settlement activity. The reserve estimate takes into account recent settlement activity that reduced WMC's exposure on certain claims and is based upon WMC's evaluation of the remaining exposures as a percentage of estimated mortgage loan losses within the pool of loans supporting each securitization. Recent settlements reduced WMC's exposure on claims asserted in certain securitizations and the claim amounts reported above give effect to these settlements.

## Rollforward of the Reserve

(In millions)	Three months ended March 31		2013
	2014		
Balance, beginning of period	\$	800	\$ 633
Provision		-	107
Claim resolutions		(250)	-
Balance, end of period	\$	550	\$ 740

Given the significant recent claim and related litigation activity and WMC's continuing efforts to resolve the lawsuits involving claims made against WMC, it is difficult to assess whether future losses will be consistent with WMC's past experience. Adverse changes to WMC's assumptions supporting the reserve may result in an increase to these reserves. Taking into account both recent settlement activity and the potential variability of settlements, WMC estimates a range of reasonably possible loss from \$0 to approximately \$500 million over its recorded reserve at March 31, 2014. This estimate excludes any possible loss associated with an adverse court decision on the applicable statute of limitations, as WMC is unable at this time to develop such a meaningful estimate.

At March 31, 2014, there were 14 lawsuits involving claims made against WMC arising from alleged breaches of representations and warranties on mortgage loans included in 13 securitizations. The adverse parties in these cases are securitization trustees or parties claiming to act on their behalf. Although the alleged claims for relief vary from case to case, the complaints and counterclaims in these actions generally assert claims for breach of contract, indemnification, and/or declaratory judgment, and seek specific performance (repurchase of defective mortgage loan) and/or money damages. Adverse court decisions, including in cases not involving WMC, could result in new claims and lawsuits on additional loans. However, WMC continues to believe that it has defenses to the claims asserted in litigation, including, for example, based on causation and materiality requirements and applicable statutes of limitations. It is not possible to predict the outcome or impact of these defenses and other factors, any of which could materially affect the amount of any loss ultimately incurred by WMC on these claims.

WMC has also received indemnification demands, nearly all of which are unspecified, from depositors/underwriters/sponsors of RMBS in connection with lawsuits brought by RMBS investors concerning alleged misrepresentations in the securitization offering documents to which WMC is not a party. WMC believes that it has defenses to these demands.

To the extent WMC is required to repurchase loans, WMC's loss also would be affected by several factors, including pay downs, accrued interest and fees, and the value of the underlying collateral. The reserve and estimate of possible loss reflect judgment, based on currently available information, and a number of assumptions, including economic conditions, claim and settlement activity, pending and threatened litigation, court decisions regarding WMC's legal defenses, indemnification demands, government activity, and other variables in the mortgage industry. Actual losses arising from claims against WMC could exceed these amounts and additional claims and lawsuits could result if actual claim rates, governmental actions, litigation and indemnification activity, adverse court decisions, actual settlement rates or losses WMC incurs on repurchased loans differ from its assumptions.

WMC revenues (loss) from discontinued operations were \$4 million and \$(107) million in the three months ended March 31, 2014 and 2013, respectively. WMC earnings (loss) from discontinued operations, net of taxes, were \$(2) million and \$(71) million in the three months ended March 31, 2014 and 2013, respectively.

Other

In the fourth quarter of 2013, we announced the planned disposition of Consumer Russia and classified the business as discontinued operations. At that time, we recorded a \$170 million loss on the planned disposal. We completed the sale in the first quarter of 2014 for proceeds of \$232 million. Consumer Russia revenues from discontinued operations were \$24 million and \$67 million in the three months ended March 31, 2014 and 2013, respectively. Consumer Russia earnings (loss) from discontinued operations, net of taxes, were \$1 million (including a \$4 million gain on disposal) and \$(11) million in the three months ended March 31, 2014 and 2013, respectively.

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In the first quarter of 2013, we announced the planned disposition of CLL Trailer Services and classified the business as discontinued operations. We completed the sale in the fourth quarter of 2013 for proceeds of \$528 million. CLL Trailer Services revenues from discontinued operations were \$1 million and \$93 million in the three months ended March 31, 2014 and 2013, respectively. CLL Trailer Services earnings (loss) from discontinued operations, net of taxes, were \$13 million and \$14 million in the three months ended March 31, 2014 and 2013, respectively.

### 3. INVESTMENT SECURITIES

Substantially all of our investment securities are classified as available-for-sale. These comprise mainly investment-grade debt securities supporting obligations to annuitants, policyholders in our run-off insurance operations and supporting obligations to holders of guaranteed investment contracts (GICs) in Trinity and investments held in our CLL business collateralized by senior secured loans of high-quality, middle-market companies in a variety of industries. We do not have any securities classified as held-to-maturity.

(In millions)	March 31, 2014				December 31, 2013			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
<b>Debt</b>								
U.S. corporate	\$ 19,711	\$ 3,088	\$ (138)	\$ 22,661	\$ 19,600	\$ 2,323	\$ (217)	\$ 21,706
State and municipal	5,115	409	(130)	5,394	4,245	235	(191)	4,289
Residential mortgage-backed(a)	1,770	143	(39)	1,874	1,819	139	(48)	1,910
Commercial mortgage-backed	2,986	198	(61)	3,123	2,929	188	(82)	3,035
Asset-backed	7,347	32	(41)	7,338	7,373	60	(46)	7,387
Corporate – non-U.S.	1,716	137	(64)	1,789	1,741	103	(86)	1,758
Government – non-U.S.	2,058	103	(3)	2,158	2,336	81	(7)	2,410
U.S. government and federal agency	707	48	(18)	737	752	45	(27)	770
Retained interests	64	11	-	75	64	8	-	72
<b>Equity</b>								
Available-for-sale	195	46	(8)	233	203	51	(3)	251
Trading	68	-	-	68	74	-	-	74
<b>Total</b>	<b>\$ 41,737</b>	<b>\$ 4,215</b>	<b>\$ (502)</b>	<b>\$ 45,450</b>	<b>\$ 41,136</b>	<b>\$ 3,233</b>	<b>\$ (707)</b>	<b>\$ 43,662</b>

(a) Substantially collateralized by U.S. mortgages. At March 31, 2014, \$1,225 million relates to securities issued by government-sponsored entities and \$649 million relates to securities of private-label issuers. Securities issued by private-label issuers are collateralized primarily by pools of individual direct mortgage loans of financial institutions.

## Estimated Fair Value and Gross Unrealized Losses of Available-for-Sale Investment Securities

(In millions)	Less than 12 months		In loss position for	
	Estimated fair value	Gross unrealized losses(a)	Estimated fair value	Gross unrealized losses(a)
March 31, 2014				
Debt				
U.S. corporate	\$ 1,578	\$ (63)	\$ 563	\$ (75)
State and municipal	942	(37)	347	(93)
Residential mortgage-backed	187	(6)	430	(33)
Commercial	254	(11)	803	(50)
mortgage-backed				
Asset-backed	101	(1)	294	(40)
Corporate – non-U.S.	43	(1)	430	(63)
Government – non-U.S.	1,098	(3)	52	-
U.S. government and federal	238	(18)	-	-
agency				
Retained interests	1	-	1	-
Equity	40	(8)	-	-
Total	\$ 4,482	\$ (148)	\$ 2,920	\$ (354)(b)
December 31, 2013				
Debt				
U.S. corporate	\$ 2,170	\$ (122)	\$ 598	\$ (95)
State and municipal	1,076	(82)	367	(109)
Residential mortgage-backed	232	(11)	430	(37)
Commercial	396	(24)	780	(58)
mortgage-backed				
Asset-backed	112	(2)	359	(44)
Corporate – non-U.S.	96	(3)	454	(83)
Government – non-U.S.	1,479	(6)	42	(1)
U.S. government and federal	229	(27)	254	-
agency				
Retained interests	2	-	-	-
Equity	31	(3)	-	-
Total	\$ 5,823	\$ (280)	\$ 3,284	\$ (427)

(a) Includes gross unrealized losses related to securities that had other-than-temporary impairments previously recognized of \$(85) million at March 31, 2014.

(b) The majority relate to debt securities held to support obligations to holders of GICs and more than 70% are debt securities that were considered to be investment-grade by the major rating agencies at March 31, 2014.

We regularly review investment securities for other-than-temporary impairment (OTTI) using both qualitative and quantitative criteria. For debt securities, our qualitative review considers our ability and intent to hold the security and the financial condition of and near-term prospects for the issuer, including whether the issuer is in compliance with the

terms and covenants of the security. Our quantitative review considers whether there has been an adverse change in expected future cash flows. Unrealized losses are not indicative of the amount of credit loss that would be recognized and at March 31, 2014 are primarily due to increases in market yields subsequent to our purchase of the securities. We presently do not intend to sell the vast majority of our debt securities that are in an unrealized loss position and believe that it is not more likely than not that we will be required to sell the vast majority of these securities before anticipated recovery of our amortized cost. The methodologies and significant inputs used to measure the amount of credit loss for our investment securities during the three months ended March 31, 2014 have not changed. For equity securities, we consider the duration and the severity of the unrealized loss. We believe that the unrealized loss associated with our equity securities will be recovered within the foreseeable future.

Our corporate debt portfolio comprises securities issued by public and private corporations in various industries, primarily in the U.S. Substantially all of our corporate debt securities are rated investment grade by the major rating agencies.

(13)

Our RMBS portfolio is collateralized primarily by pools of individual, direct mortgage loans, of which substantially all are in a senior position in the capital structure of the deals, not other structured products such as collateralized debt obligations. Of the total RMBS held at March 31, 2014, \$1,225 million and \$649 million related to agency and non-agency securities, respectively. Additionally, \$355 million was related to residential subprime credit securities, primarily supporting our guaranteed investment contracts. Substantially all of the subprime exposure is related to securities backed by mortgage loans originated in 2006 and prior. A majority of subprime RMBS have been downgraded to below investment grade and are insured by Monoline insurers (Monolines). We continue to place partial reliance on Monolines with adequate capital and claims paying resources depending on the extent of the Monoline's anticipated ability to cover expected credit losses.

Our commercial mortgage-backed securities (CMBS) portfolio is collateralized by both diversified pools of mortgages that were originated for securitization (conduit CMBS) and pools of large loans backed by high-quality properties (large loan CMBS), a majority of which were originated in 2007 and prior. The vast majority of the securities in our CMBS portfolio have investment-grade credit ratings.

Our asset-backed securities (ABS) portfolio is collateralized by senior secured loans of high-quality, middle-market companies in a variety of industries, as well as a variety of diversified pools of assets such as student loans and credit cards. The vast majority of the securities in our ABS portfolio are in a senior position in the capital structure of the deals.

#### Pre-tax, Other-Than-Temporary Impairments on Investment Securities

(In millions)	Three months ended March 31	
	2014	2013
Total pre-tax, OTTI recognized	\$ 38	\$ 289
Less: pre-tax, OTTI recognized in AOCI	(4)	(11)
Pre-tax, OTTI recognized in earnings(a)	\$ 34	\$ 278

(a) Included pre-tax, other-than-temporary impairments recorded in earnings related to equity securities of \$1 million during both the three months ended March 31, 2014 and 2013.

#### Changes in Cumulative Credit Loss Impairments Recognized on Debt Securities Still Held

(In millions)	Three months ended March 31	
	2014	2013
Cumulative credit loss impairments recognized, beginning of period	\$ 1,025	\$ 420
Credit loss impairments recognized on securities not previously impaired	-	263
Incremental credit loss impairments recognized on securities previously impaired	29	12
		23

Less: credit loss impairments previously recognized on securities sold during the period		(51)		(1)
Cumulative credit loss impairments recognized, end of period	\$	1,003	\$	694

(14)



Contractual Maturities of Investment in Available-for-Sale Debt Securities  
(Excluding Mortgage-Backed and Asset-Backed Securities)

(In millions)	Amortized cost	Estimated fair value
Due		
Within one year	\$ 1,838	\$ 1,845
After one year through five years	3,630	3,892
After five years through ten years	5,349	5,641
After ten years	18,490	21,361