

HSBC HOLDINGS PLC  
Form 6-K  
May 07, 2010

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a - 16 or 15d - 16 of  
the Securities Exchange Act of 1934**

For the month of May 2010

**HSBC Holdings plc**

42<sup>nd</sup> Floor, 8 Canada Square, London E14 5HQ, England

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F).

Form 20-F  Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934).

Yes.....  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.....).

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**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, 2010

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 1-8198**

**HSBC FINANCE CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> <b>(State of Incorporation)</b>	<b>86-1052062</b> <b>(I.R.S. Employer Identification No.)</b>
<b>26525 North Riverwoods Boulevard,</b> <b>Mettawa, Illinois</b> <b>(Address of principal executive offices)</b>	<b>60045</b> <b>(Zip Code)</b>

**(224) 544-2000**  
**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

- 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

- 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     
  Smaller reporting company

(Do not check if a 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  
 R

As of April 30, 2010, there were 65 shares of the registrant's common stock outstanding, all of which are owned by HSBC Investments (North America) Inc.

## HSBC FINANCE CORPORATION

### FORM 10-Q

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HSBC Finance Corporation

**Part I. FINANCIAL INFORMATION****Item 1.****Financial Statements****CONSOLIDATED STATEMENT OF INCOME (LOSS) (UNAUDITED)**

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u></b>	<b><u>2009</u></b>
	<b>(in millions)</b>	
Finance and other interest income	<b>\$2,071</b>	<b>\$2,846</b>
Interest expense on debt held by:		
HSBC affiliates	<b>39</b>	<b>95</b>
Non-affiliates	<b>828</b>	<b>1,072</b>
<b>Net interest income</b>	<b>1,204</b>	<b>1,679</b>
Provision for credit losses	<b>1,919</b>	<b>2,945</b>
	<b>(715)</b>	<b>(1,266)</b>
<b>Net interest income (loss) after provision for credit losses</b>	<b>)</b>	<b>)</b>
Other revenues:		
Insurance revenue	<b>68</b>	<b>93</b>
Investment income	<b>27</b>	<b>27</b>
Net other-than-temporary impairment losses	<b>-</b>	<b>(20)</b>
Derivative related income (expense)	<b>(102)</b>	<b>38</b>
Gain on debt designated at fair value and related derivatives	<b>133</b>	<b>4,112</b>
Fee income	<b>89</b>	<b>228</b>
Enhancement services revenue	<b>103</b>	<b>135</b>
Taxpayer financial services revenue	<b>29</b>	<b>90</b>
Gain on bulk receivable sales to HSBC affiliates	<b>-</b>	<b>57</b>
Gain on receivable sales to HSBC affiliates	<b>116</b>	<b>128</b>
Servicing and other fees from HSBC affiliates	<b>238</b>	<b>204</b>
Lower of cost or fair value adjustment on receivables held for sale	<b>-</b>	<b>(170)</b>
Other income	<b>10</b>	<b>46</b>
<b>Total other revenues</b>	<b>711</b>	<b>4,968</b>
Operating expenses:		
Salaries and employee benefits	<b>176</b>	<b>420</b>
Occupancy and equipment expenses, net	<b>29</b>	<b>102</b>
Other marketing expenses	<b>57</b>	<b>50</b>
Real estate owned expenses	<b>39</b>	<b>105</b>
Other servicing and administrative expenses	<b>249</b>	<b>266</b>
Support services from HSBC affiliates	<b>298</b>	<b>268</b>
Amortization of intangibles	<b>39</b>	<b>42</b>
Policyholders' benefits	<b>42</b>	<b>55</b>

Goodwill and other intangible asset impairment charges	=	<u>667</u>
<b>Total operating expenses</b>		<u>929</u> <u>1,975</u>
Income (loss) before income tax expense (benefit)	(933)	1,727
		<u>(855)</u>
Income tax benefit (expense)	<u>330</u>	)
<b>Net income (loss)</b>	<u>\$(603)</u>	) <u>\$872</u>

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

## CONSOLIDATED BALANCE SHEET (UNAUDITED)

	<b>March 31, December 31,</b>	
	<b><u>2010</u></b>	<b><u>2009</u></b>
	<b>(in millions, except share data)</b>	
<b>Assets</b>		
Cash	\$189	\$311
Interest bearing deposits with banks	10	17
Securities purchased under agreements to resell	5,186	2,850
Securities available-for-sale	3,195	3,187
Receivables, net (including \$7.5 billion and \$8.0 billion at March 31, 2010 and December 31, 2009, respectively, collateralizing long-term debt)	73,516	78,131
Receivables held for sale	3	536
Intangible assets, net	709	748
Properties and equipment, net	198	201
Real estate owned	661	592
Derivative financial assets	-	-
Deferred income taxes, net	2,848	3,014
Other assets	<u>3,561</u>	<u>4,966</u>
<b>Total assets</b>	<b><u>\$90,076</u></b>	<b><u>\$94,553</u></b>
<b>Liabilities</b>		
Debt:		
Due to affiliates	\$9,023	\$9,043
Commercial paper	3,700	4,291
Long-term debt (including \$26.7 billion at March 31, 2010 and December 31, 2009 carried at fair value and long-term debt collateralized by receivables of \$5.1 billion and \$5.5 billion at March 31, 2010 and December 31, 2009, respectively)	<u>66,488</u>	<u>69,658</u>
Total debt	<u>79,211</u>	<u>82,992</u>
Insurance policy and claim reserves	996	996
Derivative related liabilities	45	60
Liability for post-retirement benefits	263	268
Other liabilities	<u>1,791</u>	<u>1,858</u>
<b>Total liabilities</b>	<b><u>82,306</u></b>	<b><u>86,174</u></b>
<b>Shareholders' equity</b>		
Redeemable preferred stock, 1,501,100 shares authorized, Series B, \$0.01 par value, 575,000 shares issued	575	575
Common shareholder's equity:	-	-

Common stock, \$0.01 par value, 100 shares authorized, 65 shares issued at  
March 31, 2010 and December 31, 2009

Additional paid-in capital	<b>23,120</b>	23,119
Accumulated deficit	<b>(15,344)</b>	(14,732)
	<u>(581)</u>	<u>(583)</u>
Accumulated other comprehensive loss	)	)
<b>Total common shareholder's equity</b>	<b><u>7,195</u></b>	<b><u>7,804</u></b>
<b>Total liabilities and shareholders' equity</b>	<b><u>\$90,076</u></b>	<b><u>\$94,553</u></b>

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

### CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

<u>Three Months Ended March 31,</u>	<u>2010</u>	<u>2009</u>
	(in millions)	
<b>Preferred stock</b>		
Balance at beginning and end of period	<b><u>\$575</u></b>	<b><u>\$575</u></b>
<b>Common shareholder's equity</b>		
<b>Additional paid-in capital</b>		
Balance at beginning of period	<b>\$23,119</b>	\$21,485
Capital contribution from parent company	-	1,155
Return of capital to parent company	-	(1,043)
		<u>(5)</u>
Employee benefit plans, including transfers and other	<b><u>1</u></b>	)
Balance at end of period	<b><u>\$23,120</u></b>	<b><u>\$21,592</u></b>
<b>Accumulated deficit</b>		
Balance at beginning of period	<b>\$(14,732)</b>	\$(7,245)
Net income (loss)	<b>(603)</b>	872
Dividends:		
	<u>(9)</u>	<u>(9)</u>
Preferred stock	)	)
	<b><u>\$(15,344)</u></b>	<b><u>\$(6,382)</u></b>
Balance at end of period	)	)
<b>Accumulated other comprehensive loss</b>		
Balance at beginning of period	<b>\$(583)</b>	\$(1,378)
Net change in unrealized gains (losses), net of tax, on:		
Derivatives classified as cash flow hedges	<b>(7)</b>	270
Securities available-for-sale, not other-than-temporarily impaired	<b>11</b>	(22)
Other-than-temporarily impaired debt securities available- for-sale(1)	<b>1</b>	-
Postretirement benefit plan adjustment, net of tax	<b>1</b>	16
	<u>(4)</u>	<u>(4)</u>
Foreign currency translation adjustments	)	)
Other comprehensive income, net of tax	<b><u>2</u></b>	<b><u>260</u></b>
	<b><u>\$(581)</u></b>	<b><u>\$(1,118)</u></b>
Balance at end of period	)	)
<b>Total common shareholder's equity</b>	<b><u>\$7,195</u></b>	<b><u>\$14,092</u></b>
<b>Comprehensive income (loss)</b>		
Net income (loss)	<b>\$(603)</b>	\$872
Other comprehensive income	<b><u>2</u></b>	<b><u>260</u></b>
	<b><u>\$(601)</u></b>	<b><u>\$1,132</u></b>
<b>Comprehensive income (loss)</b>	)	<b><u>\$1,132</u></b>

Assets

(1) During the three months ended March 31, 2010, gross other-than-temporary impairment ("OTTI") recoveries on available-for-sale securities totaled \$1 million relating to the non-credit component of OTTI previously recorded in accumulated other comprehensive income.

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

## CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

### Three Months Ended March 31,

**2010**    **2009**  
(in millions)

#### ***Cash flows from operating activities***

Net income (loss)	\$(603)	\$872
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Provision for credit losses	1,919	2,945
Gain on bulk sale of receivables to HSBC Bank USA, National Association ("HSBC Bank USA")	-	(57)
Gain on receivable sales to HSBC affiliates	(116)	(128)
Goodwill and other intangible impairment	-	667
Loss on sale of real estate owned, including lower of cost or market adjustments	10	84
Insurance policy and claim reserves	(12)	(2)
Depreciation and amortization	45	55
Mark-to-market on debt designated at fair value and related derivatives	78	(3,992)
Originations of loans held for sale	(7,834)	(8,791)
Sales and collections on loans held for sale	7,950	9,043
Purchase of auto finance receivables from HSBC Bank USA for immediate sale	(379)	-
Cash proceeds from sale of auto finance receivables	379	-
Foreign exchange and derivative movements on long-term debt and net change in non-FVO related derivative assets and liabilities	(844)	(1,342)
Other-than-temporary impairment on securities	-	20
Lower of cost or fair value on receivables held for sale	-	170
Net change in other assets	1,553	2,338
Net change in other liabilities	(70)	(15)
Other, net	181	126
Net cash provided by operating activities	<u>2,257</u>	<u>1,993</u>

#### ***Cash flows from investing activities***

Securities:		
Purchased	(304)	(179)
Matured	136	124
Sold	74	10
Net change in short-term securities available-for-sale	111	106
Net change in securities purchased under agreements to resell	(2,336)	(4,576)
Net change in interest bearing deposits with banks	7	3
Receivables:		
Net (originations) collections	2,161	2,568
Purchases and related premiums	(11)	(10)
Proceeds from sales of real estate owned	293	399
Cash received from bulk sales of receivables to HSBC Bank USA	-	8,821
Cash received in sale of auto finance servicing operations and receivables held for sale	551	-
Purchases of properties and equipment	(5)	(9)

Assets

7

Net cash provided by investing activities	)	)
	<u>677</u>	<u>7,257</u>

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

## CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) (Continued)

<u>Three Months Ended March 31,</u>	<u>2010</u>	<u>2009</u>
	(in millions)	
<b><i>Cash flows from financing activities</i></b>		
Debt:		
Net change in short-term debt	(591)	(4,366)
Net change in due to affiliates	(20)	(1,051)
Long-term debt issued	119	1,600
Long-term debt retired	(2,551)	(5,155)
Insurance:		
Policyholders' benefits paid	(19)	(21)
Cash received from policyholders	15	14
Capital contribution from parent	-	880
Return of capital to parent	-	(1,043)
	<u>(9)</u>	<u>(9)</u>
Shareholder's dividends	)	)
	<u>(3,056)</u>	<u>(9,151)</u>
Net cash used in financing activities	)	)
Net change in cash	(122)	99
Cash at beginning of period	<u>311</u>	<u>255</u>
<b><i>Cash at end of period</i></b>	<b><u>\$189</u></b>	<b><u>\$354</u></b>
<b>Supplemental Noncash Investing and Capital Activities:</b>		
Fair value of properties added to real estate owned	<u>\$372</u>	<u>\$363</u>
		<u>\$(6,077)</u>
Extinguishment of indebtedness related to bulk receivable sale	\$-	)
Redemption of the junior subordinated notes underlying the mandatorily redeemable preferred securities of the Household Capital Trust VIII for common stock	\$-	<u>\$275</u>

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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## **1. Organization and Basis of Presentation**

HSBC Finance Corporation is 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"). The accompanying unaudited interim consolidated financial statements of HSBC Finance Corporation and its subsidiaries 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. 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. HSBC Finance Corporation and its subsidiaries may also be referred to in this Form 10-Q 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, 2009 (the "2009 Form 10-K"). Certain reclassifications have been made to prior period amounts to conform to the current period presentation.

The consolidated financial statements have been prepared on the basis that we will continue as a going concern. Such assertion contemplates the significant losses recognized in recent years and the challenges we anticipate with respect to a sustainable return to profitability under prevailing economic conditions. HSBC continues to be fully committed and has the capacity and willingness to continue to provide the necessary capital and liquidity to fund our operations.

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.

During the first quarter of 2010, we adopted new accounting guidance on the consolidation of variable interest entities ("VIEs") and new disclosure requirements relating to fair value measurements. See Note 19, "New Accounting Pronouncements" for further details and related impacts.

## **2. Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables**

In March 2010, we sold our auto finance receivable servicing operations as well as both delinquent and non-delinquent auto finance receivables with a carrying value of \$927 million (par value of \$1.0 billion), of which \$379 million was purchased from HSBC Bank USA immediately prior to the sale at estimated fair value, to Santander Consumer USA Inc. ("SC USA") for \$930 million in cash. Under the terms of the agreement, our auto finance receivable servicing facilities in San Diego, California and Lewisville, Texas were assigned to SC USA and the majority of the employees from those locations were offered the opportunity to transfer to SC USA at the time of close. SC USA will service the remainder of our auto finance receivable portfolio as well as the auto finance receivable portfolio we had previously serviced for

HSBC Bank USA. As the receivables sold were previously classified as held for sale and written down to the lower of cost or fair value, we recorded a gain of \$5 million (\$3 million after-tax) during the first quarter of 2010 which primarily related to the sale of the auto servicing platform and reversal of certain accruals related to leases assumed by SC USA. While this business is currently operating in run-off mode, we will not report it as a discontinued operation after this transaction because we will continue to generate cash flow from the on-going collection of the receivables, including interest and fees.

### 3. Strategic Initiatives

As discussed in prior filings, we have been engaged in a continuing, comprehensive evaluation of the strategies and opportunities of our operations. In light of the unprecedented developments in the retail credit markets, particularly in the residential mortgage industry, this evaluation resulted in decisions to lower the risk profile of our operations, to reduce our capital and liquidity requirements by reducing the size of our balance sheet and to rationalize and maximize the efficiency of our operations. As a result, a number of strategic actions have been undertaken beginning in mid-2007 which are summarized below:

#### 2009 Strategic Initiatives

During 2009, we undertook a number of actions including the following:

> In November 2009, we entered into an agreement to sell our auto finance receivable serving operations and certain auto finance receivables. See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," for further discussion regarding this transaction.

> Throughout 2009, we decided to exit certain lease arrangements and consolidate a variety of locations across the United States. As a result, we have or will exit certain facilities and/or significantly reduce our occupancy space over the next 9 to 15 months in the following locations: Bridgewater, New Jersey; Minnetonka, Minnesota; Wood Dale, Illinois; Elmhurst, Illinois; Sioux Falls, South Dakota and Tampa, Florida. Additionally, we have consolidated our operations in Virginia Beach, Virginia into our Chesapeake, Virginia facility and consolidated certain servicing functions currently performed in Brandon, Florida to facilities in Buffalo, New York and Elmhurst, Illinois.

> In late February 2009, we decided to discontinue new customer account originations for all products by our Consumer Lending business and close all branch offices.

#### Summary of Restructuring Liability Related to 2009 Strategic Initiatives

The following summarizes the changes in the restructure liability during the three months ended March 31, 2010 and 2009, respectively, relating to actions implemented during 2009:

	<b>One-Time Termination and Lease Termination Other Employee and Associated Benefits</b>	<b>Costs and Associated Costs (in millions)</b>	<b>Other</b>	<b>Total</b>
<b>Three months ended March 31, 2010</b>				
Restructuring liability at January 1, 2010	\$13	\$12	\$2	\$27
Restructuring costs recorded during the period	1	-	-	1
Restructuring costs paid during the period	(3)	(5)	-	(8)
Adjustments to the restructure liability during the period	-	1	-	1
Restructure liability at March 31, 2010	<u>\$11</u>	<u>\$8</u>	<u>\$2</u>	<u>\$21</u>
<b>Three months ended March 31, 2009</b>				

Restructuring liability at January 1, 2009	\$-	\$-	\$-	\$-
Restructuring costs recorded during the period	87	54	14	155
		(4)	(1)	(5)
Restructuring costs paid during the period	=	)	)	)
Restructure liability at March 31, 2009	<u>\$87</u>	<u>\$50</u>	<u>\$13</u>	<u>\$150</u>

### 2008 Strategic Initiatives

During 2008, we undertook a number of actions including the following:

- > During the third quarter of 2008, closed servicing facilities located in Jacksonville, Florida and White Marsh, Maryland in our Card and Retail Services business and redeployed these activities to other facilities in our Card and Retail Services business.
- > Reduced headcount in our Card and Retail Services business during the fourth quarter of 2008;
- > In March 2008, reduced the size of our Auto Finance business and in July 2008 discontinued all new auto finance originations from our dealer and direct-to-consumer channels; and
- > Ceased operations of Solstice Capital Group, Inc, a subsidiary of our Consumer Lending business which originated real estate secured receivables for resale.

### Summary of Restructuring Liability Related to 2008 Strategic Initiatives

The following summarizes the changes in the restructure liability during the three months ended March 31, 2010 and 2009 relating to the actions implemented during 2008:

	<b>One-Time Termination and Other Employee Benefits</b>	<b>Lease Termination and Associated Costs</b>	<b>Total</b>
	(in millions)		
<b>Three months ended March 31, 2010:</b>			
Restructure liability at January 1, 2010	\$-	\$4	\$4
Restructuring costs recorded during the period	-	-	-
Restructuring costs paid during the period	-	(1)	(1)
		(1)	(1)
Liability assumed by third party(1)	=	)	)
Restructure liability at March 31, 2010	<u>\$-</u>	<u>\$2</u>	<u>\$2</u>
<b>Three months ended March 31, 2009:</b>			
Restructure liability at January 1, 2009	\$10	\$10	\$20
Restructuring costs recorded during the period	1	-	1
	(8)	(1)	(9)
Restructuring costs paid during the period	)	)	)
Restructure liability at March 31, 2009	<u>\$3</u>	<u>\$9</u>	<u>\$12</u>

(1) During the first quarter of 2010, certain leases of our auto finance operations were assumed by SC USA. See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," for additional information regarding this transaction.

### 2007 Actions

Beginning in mid-2007 we undertook a number of actions including the following:

- > Discontinued correspondent channel acquisitions of our Mortgage Services business;
- > Ceased operations of Decision One Mortgage Company;
- > Reduced the Consumer Lending branch network to approximately 1,000 branches at December 31, 2007; and
- > Closed our loan underwriting, processing and collections center in Carmel, Indiana.

The following summarizes the changes in the restructure liability during the three months ended March 31, 2010 and 2009 relating to the actions implemented during 2007:

	<b>One-Time Termination and Other Employee Benefits</b>	<b>Lease Termination and Associated Costs</b>	<b>Total</b>
	(in millions)		
<b>Three months ended March 31, 2010:</b>			
Restructure liability at January 1, 2010	\$-	\$14	\$14
Restructuring costs recorded during the period	-	-	-
Restructuring costs paid during the period	-	-	-
Restructure liability at March 31, 2010	<u>\$-</u>	<u>\$14</u>	<u>\$14</u>
<b>Three months ended March 31, 2009:</b>			
Restructure liability at January 1, 2009	\$1	\$17	\$18
Restructuring costs recorded during the period	-	-	-
	<u>(1)</u>	<u>(1)</u>	<u>(2)</u>
Restructuring costs paid during the period	)	)	)
Restructure liability at March 31, 2009	<u>\$-</u>	<u>\$16</u>	<u>\$16</u>

#### *Summary of Restructuring Activities*

The following table summarizes the net cash and non-cash expenses recorded for all restructuring activities during the three months ended March 31, 2010 and 2009:

	<b>One-Time Termination and Other Employee Benefits(1)</b>	<b>Lease Termination and Associated Costs(2)</b>	<b>Other(3)</b>	<b>Fixed Assets and Other Non-Cash Adjustments(4)</b>	<b>Total</b>
	(in millions)				
<b>Three months ended March 31, 2010:</b>					
Consumer Lending closure	\$1	\$1	\$-	\$-	\$2
<b>Three months ended March 31, 2009:</b>					
Auto Finance	\$1	\$-	\$-	\$-	\$1
Consumer Lending closure(5)	<u>87</u>	<u>54</u>	<u>14</u>	<u>14</u>	<u>169</u>
	<u>\$88</u>	<u>\$54</u>	<u>\$14</u>	<u>\$14</u>	<u>\$170</u>

(1)

One-time termination and other employee benefits are included as a component of Salaries and employee benefits in the consolidated statement of income (loss).

- (2) Lease termination and associated costs are included as a component of Occupancy and equipment expenses in the consolidated statement of income (loss).
- (3) The other expenses are included as a component of Other servicing and administrative expenses in the consolidated statement of income (loss).
- (4) Includes \$29 million of fixed asset write offs during the three months ended March 31, 2009, which were recorded as a component of Other servicing and administrative expenses in the consolidated statement of income (loss). The three months ended March 31, 2009 also includes \$3 million relating to stock based compensation and other benefits, a curtailment gain of \$16 million and a reduction of pension expense of \$2 million which were recorded as a component of Salaries and employee benefits in the consolidated statement of income (loss).
- (5) Excludes intangible asset impairment charges of \$14 million recorded during the three months ended March 31, 2009.

#### 4. Securities

Securities consisted of the following available-for-sale investments:

<b>March 31, 2010</b>	<b>Amortized Cost</b>	<b>Non-Credit Loss Component of OTTI Securities(4)</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
			(in millions)		
U.S. Treasury	\$425	\$-	\$1	\$-	\$426
U.S. government sponsored enterprises(1)	134	-	4	(1)	137
U.S. government agency issued or guaranteed Obligations of U.S. states and political subdivisions	17	-	1	-	18
Asset-backed securities(2)	30	-	1	-	31
U.S. corporate debt securities(3)	87	(10)	2	-	79
Foreign debt securities	1,621	-	68	(13)	1,676
Equity securities	346	-	15	(1)	360
Money market funds	12	-	-	-	12
Subtotal	425	=	=	=	425
Accrued investment income	3,097	(10)	92	(15)	3,164
	31	=	=	=	31
		<u>\$(10)</u>		<u>\$(15)</u>	
<b>Total securities available-for-sale</b>	<b>\$3,128</b>	<b>)</b>	<b>\$92</b>	<b>)</b>	<b>\$3,195</b>

	<b>Amortized Cost</b>	<b>Non-Credit Loss Component of OTTI Securities(4)</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>

**December 31, 2009**

		(in millions)			
U.S. Treasury	\$196	\$-	\$1	\$(1)	\$196
U.S. government sponsored enterprises(1)	95	-	3	(1)	97
U.S. government agency issued or guaranteed	20	-	1	-	21
Obligations of U.S. states and political subdivisions	31	-	1	-	32
Asset-backed securities(2)	94	(11)	2	(2)	83
U.S. corporate debt securities(3)	1,684	-	60	(20)	1,724
Foreign debt securities	351	-	15	-	366
Equity securities	12	-	-	-	12
Money market funds	<u>627</u>	=	=	=	<u>627</u>
Subtotal	3,110	(11)	83	(24)	3,158
Accrued investment income	<u>29</u>	=	=	=	<u>29</u>
		<u>\$(11</u>		<u>\$(24</u>	
Total securities available-for-sale	<u>\$3,139</u>	)	<u>\$83</u>	)	<u>\$3,187</u>

(1) Includes \$55 million and \$65 million of mortgage-backed securities issued by the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation as of March 31, 2010 and December 31, 2009, respectively.

(2) The majority of our asset-backed securities are residential mortgage-backed securities at March 31, 2010 and December 31, 2009.

(3) At March 31, 2010 and December 31, 2009, the majority of our U.S. corporate debt securities represent investments in the financial services, consumer products, healthcare and industrials sectors.

(4) For available-for-sale debt securities which are other-than-temporarily impaired, the non-credit loss component of other-than-temporarily impairment ("OTTI") is recorded in accumulated other comprehensive income.

A summary of gross unrealized losses and related fair values as of March 31, 2010 and December 31, 2009, classified as to the length of time the losses have existed follows:

	<u>Less Than One Year</u>			<u>Greater Than One Year</u>		
	<u>Number of Securities</u>	<u>Gross Unrealized Losses</u>	<u>Aggregate Fair Value of Investments</u>	<u>Number of Securities</u>	<u>Gross Unrealized Losses</u>	<u>Aggregate Fair Value of Investments</u>
<b>March 31, 2010</b>						
			(dollars are in millions)			
U.S. Treasury	16	\$-	\$174	-	\$-	\$-
U.S. government sponsored enterprises	8	-	36	1	(1)	4
U.S. government agency issued or guaranteed	-	-	-	-	-	-
Obligations of U.S. states and political subdivisions	-	-	-	1	-	-
Asset-backed securities	3	-	3	19	(10)	35
	<b>57</b>	<b>(3)</b>	<b>165</b>	<b>43</b>	<b>(10)</b>	<b>142</b>

December 31, 2009

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U.S. corporate debt securities

Foreign debt securities	<u>14</u>	<u>(1</u> )	<u>51</u>	=	=	=
	<u>98</u>	<u>\$(4</u> )	<u>\$429</u>	<u>64</u>	<u>\$(21</u> )	<u>\$181</u>

December 31, 2009	<u>Less Than One Year</u>			<u>Greater Than One Year</u>		
	<u>Number of Securities</u>	<u>Gross Unrealized Losses</u>	<u>Aggregate Fair Value of Investments</u>	<u>Number of Securities</u>	<u>Gross Unrealized Losses</u>	<u>Aggregate Fair Value of Investments</u>
	(dollars are in millions)					
U.S. Treasury	17	\$(1)	\$97	-	\$-	\$-
U.S. government sponsored enterprises	1	-	5	1	(1)	4
U.S. government agency issued or guaranteed Obligations of U.S. states and political subdivisions	-	-	-	-	-	-
Asset-backed securities	7	(1)	10	18	(12)	34
U.S. corporate debt securities	59	(3)	170	50	(17)	150
Foreign debt securities	<u>12</u>	=	<u>33</u>	=	=	=
	<u>96</u>	<u>\$(5</u> )	<u>\$315</u>	<u>70</u>	<u>\$(30</u> )	<u>\$188</u>

Gross unrealized losses decreased during the first quarter of 2010 primarily due to the impact of lower credit spreads and interest rates. We have reviewed our securities for which there is an unrealized loss in accordance with our accounting policies for other-than-temporary impairment. Although no other-than-temporary impairments were recorded during the first quarter of 2010, we did recognize a \$1 million recovery in accumulated other comprehensive income relating to the non-credit component of other-than-temporary impairment previously recognized in accumulated other comprehensive income.

Our decision in the first quarter of 2009 to discontinue new customer account originations in our Consumer Lending business adversely impacted certain insurance subsidiaries that hold perpetual preferred securities. Therefore, during the first quarter of 2009 we determined it was more-likely-than-not that we would be required to sell the portfolio of perpetual preferred securities prior to recovery of amortized cost and, therefore, these securities were deemed to be other-than-temporarily impaired. We subsequently sold our entire portfolio of perpetual preferred securities during the second quarter of 2009. Prior to their sale, we recorded \$20 million of impairment losses in the first quarter of 2009 related to these perpetual preferred securities as a component of investment income. The entire unrealized loss was recorded in earnings in accordance with new accounting guidance which we early adopted effective January 1, 2009 related to the recognition of other-than-temporary impairment and is described more fully below, as we determined it was more-likely-than-not that we would be required to sell the portfolio of perpetual preferred securities prior to recovery of amortized cost.

#### *On-Going Assessment for 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 the fair value is less than its amortized cost basis at the reporting date. If impaired, we then assess whether the unrealized loss is

other-than-temporary.

An unrealized loss is generally deemed to be other-than-temporary and a credit loss is deemed to exist if the present value of the expected future cash flows is less than the amortized cost basis of the debt security. As a result, the credit loss component of an other-than-temporary impairment write-down for debt securities is recorded in earnings while the remaining portion of the impairment loss is recognized net of tax in other comprehensive income (loss) provided we do not intend to sell the underlying debt security and it is more-likely-than-not that we would not have to sell the debt security prior to recovery.

For all our debt securities, as of the reporting date we do not have the intention to sell these securities and believe we will not be required to sell these securities for contractual, regulatory or liquidity reasons.

We consider the following factors in determining whether a credit loss exists and the period over which the debt security is expected to recover:

- The length of time and the extent to which the fair value has been less than the amortized cost basis;
- The level of credit enhancement provided by the structure which includes, but is not limited to, credit subordination positions, overcollateralization, protective triggers and financial guarantees provided by monoline wraps;
- Changes in the near term prospects of the issuer or underlying collateral of a security, such as changes in default rates, loss severities given default and significant changes in prepayment assumptions;
- The level of excess cash flows generated from the underlying collateral supporting the principal and interest payments of the debt securities; and
- Any adverse change to the credit conditions of the issuer or the security such as credit downgrades by the rating agencies.

At March 31, 2010, approximately 92 percent of our corporate debt securities are rated A- or better and approximately 66 percent of our asset-backed securities, which totaled \$79 million are rated "AAA." Although no other-than-temporary impairments were recorded during the first quarter of 2010, without a sustained economic recovery, other-than-temporary impairments may occur in future periods.

Proceeds from the sale or call of available-for-sale investments totaled \$74 million and \$10 million during the three months ended March 31, 2010 and 2009, respectively. We realized gross gains of \$3 million and \$1 million during the three months ended March 31, 2010 and 2009, respectively. We realized gross losses of less than \$1 million during the three months ended March 31, 2010 and 2009.

Contractual maturities of and yields on investments in debt securities for those with set maturities were as follows:

	<u>At March 31, 2010</u>				
	<u>Due</u>	<u>After 1</u>	<u>After 5</u>	<u>After</u>	
	<u>Within</u>	<u>but Within</u>	<u>but Within</u>	<u>10 Years</u>	<u>Total</u>
	<u>1 Year</u>	<u>5 Years</u>	<u>10 Years</u>	<u>10 Years</u>	
	<u>(dollars are in millions)</u>				
U.S. Treasury:					
Amortized cost	\$145	\$279	\$1	\$-	\$425
Fair value	145	280	1	-	426



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Yield(1)	.20%	2.00%	4.96%	-	1.39%
U.S. government sponsored enterprises:					
Amortized cost	\$50	\$7	\$38	\$39	\$134
Fair value	50	7	40	40	137
Yield(1)	.26%	5.30%	4.74%	4.93%	3.15%
U.S. government agency issued or guaranteed:					
Amortized cost	\$-	\$-	\$-	\$17	\$17
Fair value	-	-	-	18	18
Yield(1)	-	-	-	5.06%	5.06%
Obligations of U.S. states and political subdivisions:					
Amortized cost	\$-	\$-	\$12	\$18	\$30
Fair value	-	-	12	19	31
Yield(1)	-	-	4.07%	4.06%	4.06%
Asset-backed securities:					
Amortized cost	\$-	\$20	\$15	\$52	\$87
Fair value	-	22	15	42	79
Yield(1)	-	4.92%	5.13%	3.06%	3.85%
U.S. corporate debt securities:					
Amortized cost	\$120	\$759	\$211	\$531	\$1,621
Fair value	123	804	218	531	1,676
Yield(1)	4.50%	4.83%	4.71%	5.36%	4.96%
Foreign debt securities:					
Amortized cost	\$23	\$235	\$53	\$35	\$346
Fair value	23	247	53	37	360
Yield(1)	3.28%	4.36%	3.58%	6.43%	4.38%

(1) Computed by dividing annualized interest by the amortized cost of respective investment securities.

## 5. Receivables

Receivables consisted of the following:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	<b>(in millions)</b>	
Real estate secured	<b>\$56,900</b>	\$59,535
Auto finance	<b>3,346</b>	3,961
Credit card	<b>10,597</b>	11,626
Personal non-credit card	<b>9,423</b>	10,486
Commercial and other	<b>48</b>	<u>50</u>
Total receivables	<b>80,314</b>	85,658
HSBC acquisition purchase accounting fair value adjustments	<b>(10)</b>	(11)
Accrued finance charges	<b>1,794</b>	1,929
Credit loss reserve for receivables	<b>(8,417)</b>	(9,264)
	<u>(165)</u>	<u>(181)</u>
Unearned credit insurance premiums and claims reserves	)	)
Total receivables, net	<b><u>\$73,516</u></b>	<u>\$78,131</u>

Secured financings of \$5.1 billion at March 31, 2010 are secured by \$7.5 billion of closed-end real estate secured and auto finance receivables. Secured financings of \$5.5 billion at December 31, 2009 were secured by \$8.0 billion of closed-end real estate secured and auto finance receivables.

HSBC acquisition purchase accounting fair value adjustments represent adjustments which have been "pushed down" to record our receivables at fair value on March 28, 2003, the date we were acquired by HSBC.

#### *Purchased Receivable Portfolios*

In November 2006, we acquired \$2.5 billion of real estate secured receivables from Champion Mortgage ("Champion") a division of KeyBank, N.A. Receivables purchased for which at the time of acquisition there was evidence of deterioration in credit quality since origination and for which it was probable that all contractually required payments would not be collected and that the associated line of credit had been closed, if applicable, were recorded at an amount dependent upon the cash flows expected to be collected at the time of acquisition ("Purchased Credit-Impaired Receivables"). The difference between these expected cash flows and the purchase price represents an accretable yield which is amortized to interest income over the life of the receivable. The carrying amount of Champion real estate secured receivables subject to these accounting requirements was \$33 million and \$36 million at March 31, 2010 and December 31, 2009, respectively, and is included in the real estate secured receivables in the table above. The outstanding contractual balance of these receivables was \$63 million and \$66 million at March 31, 2010 and December 31, 2009, respectively. Credit loss reserves of \$29 million and \$31 million as of March 31, 2010 and December 31, 2009, respectively, were held for the acquired Champion receivables subject to accounting requirements for Purchased Credit-Impaired Receivables due to a decrease in the expected future cash flows since the acquisition.

As part of our acquisition of Metris Companies Inc. ("Metris") on December 1, 2005, we acquired \$5.3 billion of credit card receivables some of which were also subject to the accounting requirements for Purchased Credit-Impaired Receivables as described above. During the fourth quarter of 2009, the accretable yield was fully amortized to interest income and there was no remaining difference between the carrying value and the outstanding contractual balances of these Purchased Credit-Impaired Receivables. At March 31, 2010 and December 31, 2009, we no longer have any receivables acquired from Metris which are subject to these accounting requirements.

The following summarizes the accretable yield on Champion during the three months ended March 31, 2010 and for the Champion and Metris receivables during the three months ended March 31, 2009:

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010(1)(2)</u></b>	<b><u>2009(1)(2)</u></b>
	<b>(in millions)</b>	
Accretable yield at beginning of period	<b>\$(13)</b>	<b>\$(28)</b>
Accretable yield amortized to interest income during the period	<b>1</b>	<b>7</b>
		<b>(8)</b>
Reclassification of non-accretable difference(3)	<b>2</b>	<b>)</b>
	<b>\$(10)</b>	<b>\$(29)</b>
Accretable yield at end of period(4)	<b>)</b>	<b>)</b>

(1) For the Champion portfolio, there was a reclassification of non-accretable difference of \$2 million during the three months ended March 31, 2010. During the three months ended March 31, 2009, there were no reclassifications of non-accretable difference.

(2)

For the Metris portfolio, there was a reclassification of non-accretable difference of \$8 million during the three months ended March 31, 2009.

- (3) Reclassification (from) non-accretable difference represents an increase to the estimated cash flows to be collected on the underlying portfolio and reclassification to non-accretable difference represents a decrease to the estimated cash flows to be collected on the underlying portfolio.
- (4) At March 31, 2010, the entire remaining accretable yield is related to the Champion portfolio. The accretable yield related to the Metris portfolio was fully amortized to interest income during the fourth quarter of 2009.

#### *Collateralized funding transactions*

We maintain a secured conduit credit facility with commercial banks which provides for secured financing of receivables on a revolving basis totaling \$400 million. Of the amount available under this facility, no amounts were utilized at March 31, 2010 or December 31, 2009. The amount available under these facilities will vary based on the timing and volume of secured financing transactions and our general liquidity plans.

#### *Troubled Debt Restructurings*

The following table presents information about our TDR Loans:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	<b>(in millions)</b>	
TDR Loans(1):		
Real estate secured(2):		
Mortgage Services	<b>\$4,522</b>	\$4,350
Consumer Lending	<b><u>5,244</u></b>	<u>4,776</u>
Total real estate secured	<b>9,766</b>	9,126
Auto finance	<b>217</b>	284
Credit card	<b>485</b>	473
Personal non-credit card	<b><u>751</u></b>	<u>726</u>
Total TDR Loans	<b><u>\$11,219</u></b>	<u>\$10,609</u>

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	<b>(in millions)</b>	
Credit loss reserves for TDR Loans:		
Real estate secured:		
Mortgage Services	<b>\$1,225</b>	\$1,137
Consumer Lending	<b><u>1,081</u></b>	<u>1,002</u>
Total real estate secured	<b>2,306</b>	2,139
Auto finance	<b>57</b>	61
Credit card	<b>162</b>	158
Personal non-credit card	<b><u>448</u></b>	<u>353</u>
Total credit loss reserves for TDR Loans(3)	<b><u>\$2,973</u></b>	<u>\$2,711</u>

- (1) Includes TDR balances reported as receivables held for sale for which there are no credit loss reserves as they are carried at the lower of cost or fair value. At March 31, 2010, there were no TDR loans

included in receivables held for sale. At December 31, 2009, TDR Loans included \$53 million of auto finance receivables held for sale.

(2) At March 31, 2010 and December 31, 2009, TDR Loans totaling \$1.0 billion and \$773 million, respectively, are recorded at net realizable value less cost to sell and, therefore, have no credit loss reserve associated with them.

(3) Included in credit loss reserves.

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u></b>	<b><u>2009</u></b>
	<b>(in millions)</b>	
Average balance of TDR Loans(1)	<b>\$10,982</b>	\$5,528
Interest income recognized on TDR Loans	<b>145</b>	96

(1) During the third and fourth quarters of 2009, we developed enhanced tracking capabilities to identify and report TDR Loans which impacts the comparability between the periods reported above. See Note 7, "Receivables," in our 2009 Form 10-K for further discussion of these enhanced tracking capabilities.

#### *Concentrations of Credit Risk*

We have historically served non-conforming and non-prime consumers. Such customers are individuals who have limited credit histories, modest incomes, high debt-to-income ratios or have experienced credit problems caused by occasional delinquencies, prior charge-offs, bankruptcy or other credit related actions. The majority of our secured receivables and receivables held for sale have high loan-to-value ratios. Our receivables and receivables held for sale portfolios include 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. However, subsequent events affecting a customer's financial position could affect their ability to repay the loan in the future when the principal payments are required.
- ARM loans - A loan which allows the lender to adjust pricing on the loan in line with interest rate movements. A customer's financial situation and the general interest rate environment at the time of the interest rate reset could affect the customer's ability to repay or refinance the loan after adjustment.
- Stated income loans - Loans underwritten based upon the loan applicant's representation of annual income, which is not verified by receipt of supporting documentation.

The following table summarizes the outstanding balances of interest-only loans, ARM loans and stated income loans in our receivable portfolios at March 31, 2010 and December 31, 2009:

	<b><u>March 31,</u></b>	<b><u>December 31,</u></b>
	<b><u>2010</u></b>	<b><u>2009</u></b>
	<b>(in billions)</b>	
Interest-only loans	<b>\$1.3</b>	\$1.4
ARM loans(1)(2)	<b>9.3</b>	9.8
Stated income loans	<b>3.4</b>	3.7

(1) ARM loans with initial reset dates after March 31, 2010 are not significant.

(2) We do not have any option ARM loans in our portfolio.

At March 31, 2010 and December 31, 2009, interest-only, ARM and stated income loans comprise 19 percent and 20 percent of real estate secured receivables, including receivables held for sale, respectively.

## 6. Credit Loss Reserves

An analysis of credit loss reserves was as follows:

<u>Three Months Ended March 31,</u>	<u>2010</u>	<u>2009</u>
	(in millions)	
Credit loss reserves at beginning of period	\$9,264	\$12,415
Provision for credit losses	1,919	2,945
Charge-offs	(2,963)	(2,523)
Recoveries	197	135
Credit loss reserves at end of period	<u>\$8,417</u>	<u>\$12,972</u>

Credit loss reserves since March 31, 2009 were significantly impacted by changes in our charge-off policies for real estate secured, personal non-credit card and auto finance receivables which impacts comparability between periods. See Note 8, "Changes in Charge-off Policies," in our 2009 Form 10-K for further discussion.

## 7. Receivables Held for Sale

Receivables held for sale, which are carried at the lower of cost or fair value, consisted of the following:

	<u>March 31,</u>	<u>December 31,</u>
	<u>2010</u>	<u>2009</u>
	(in millions)	
Real estate secured(1)	\$3	\$3
Auto finance	=	533
Total receivables held for sale, net	<u>\$3</u>	<u>\$536</u>

(1) Consists of real estate secured receivables in our Mortgage Services which were originated with the intent to sell.

The following table shows the activity in receivables held for sale during the three months ended March 31, 2010 and 2009:

<u>Three Months Ended March 31,</u>	<u>2010</u>	<u>2009</u>
Receivables held for sale, beginning of period	\$536	\$16,680
Receivables purchased from HSBC USA Inc for immediate sale to SC USA(1)	379	-
Transfer of auto finance receivables into receivables held for sale at the lower of cost or fair value	15	-
Receivable sales	(927)	(14,850)
Additional lower of cost or fair value adjustment subsequent to transfer to receivables held for sale	-	(170)
	-	(214)

December 31, 2009

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Transfer of real estate secured receivables into receivables held for investment at the lower of cost or fair value

Net change in receivable balance		(37)
Receivables held for sale, end of period	\$3	\$1,409

(1) See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," for additional information regarding this transaction.

In March 2010, we sold a portfolio of auto finance receivables to SC USA. See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," for details of this transaction.

In January 2009, we sold our GM and UP Portfolios as well as certain auto finance receivables to HSBC Bank USA. See Note 4, "Receivable Portfolio Sales to HSBC Bank USA," in our 2009 Form 10-K for details of these transactions.

In March 2009, we transferred real estate secured receivables previously classified as receivables held for sale to receivables held for investment as we now intend to hold these receivables for the foreseeable future, generally twelve months for real estate secured receivables. These receivables were transferred at the fair market value as of the date of transfer of \$214 million. The outstanding contractual balance of these receivables was \$278 million at March 31, 2009.

The valuation allowance on receivables held for sale was \$6 million and \$18 million at March 31, 2010 and December 31, 2009, respectively.

## 8. Intangible Assets

Intangible assets consisted of the following:

	<u>Gross</u>	<u>Cumulative Impairment Charges</u>	<u>Accumulated Amortization</u>	<u>Carrying Value</u>
	(in millions)			
<b>March 31, 2010</b>				
Purchased credit card relationships and related programs	\$1,736	\$-	\$1,027	\$709
Consumer loan related relationships	333	163	170	-
Technology, customer lists and other contracts	282	9	273	=
Total	<u>\$2,351</u>	<u>\$172</u>	<u>\$1,470</u>	<u>\$709</u>
<b>December 31, 2009</b>				
Purchased credit card relationships and related programs	\$1,736	\$-	\$992	\$744
Consumer loan related relationships	333	163	170	-
Technology, customer lists and other contracts	282	9	269	4
Total	<u>\$2,351</u>	<u>\$172</u>	<u>\$1,431</u>	<u>\$748</u>

Estimated amortization expense associated with our intangible assets for each of the following years is as follows:

<u>Year Ending December 31, (in millions)</u>	
2010	\$142

2011	138
2012	135
2013	99
2014	72

During the first quarter of 2010, our intangible assets related to technology, customer lists and other contracts became fully amortized.

## 9. Goodwill

Changes in the carrying amount of goodwill are as follows:

	<u>2010</u>	<u>2009</u>
	(in millions)	
Balance at January 1,	\$-	\$2,294
Goodwill impairment related to our Insurance Services business	-	(260)
		<u>(393)</u>
Goodwill impairment related to our Card and Retail Services business	-	)
	<u>\$-(1</u>	
Balance at March 31,	)	<u>\$1,641</u>

(1) At March 31, 2010 and 2009, accumulated impairment losses on goodwill totaled \$6.3 billion and \$4.6 billion, respectively.

As a result of the continuing deterioration of economic conditions throughout 2008 and into 2009 as well as the adverse impact to our Insurance Services business which resulted from the closure of all of our Consumer Lending branches, we wrote off all of our remaining goodwill balance during 2009, of which \$653 million was written off during the first quarter of 2009. See Note 14, "Goodwill," in our 2009 Form 10-K for additional information.

## 10. Derivative Financial Instruments

Our business activities involve analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Accordingly, we have comprehensive risk management policies to address potential financial risks, which include credit risk, liquidity risk, market risk, and operational risks. Our risk management policy is designed to identify and analyze these risks, to set appropriate limits and controls, and to monitor the risks and limits continually by means of reliable and up-to-date administrative and information systems. Our risk management policies are primarily carried out in accordance with practice and limits set by the HSBC Group Management Board. The HSBC Finance Corporation Asset Liability Committee ("ALCO") meets regularly to review risks and approve appropriate risk management strategies within the limits established by the HSBC Group Management Board. Additionally, our Audit Committee receives regular reports on our liquidity positions in relation to the established limits. In accordance with the policies and strategies established by ALCO, in the normal course of business, we enter into various transactions involving derivative financial instruments. These derivative financial instruments primarily are used to manage our market risk.

### *Objectives for Holding Derivative Financial Instruments*

Market risk (which includes interest rate and foreign currency exchange risks) is the possibility that a change in interest rates or foreign exchange rates will cause a financial instrument to decrease in value or

become more costly to settle. Historically, customer demand for our loan products shifted between fixed rate and floating rate products, based on market conditions and preferences. These shifts in loan products resulted in different funding strategies and produced different interest rate risk exposures. Additionally, the mix of receivables on our balance sheet and the corresponding market risk is changing as we manage the liquidation of several of our receivable portfolios. We maintain an overall risk management strategy that utilizes interest rate and currency derivative financial instruments to mitigate our exposure to fluctuations caused by changes in interest rates and currency exchange rates related to our debt liabilities. We manage our exposure to interest rate risk primarily through the use of interest rate swaps. We manage our exposure to foreign currency exchange risk primarily through the use of cross currency interest rate swaps. We do not use leveraged derivative financial instruments.

Interest rate swaps are contractual agreements between two counterparties for the exchange of periodic interest payments generally based on a notional principal amount and agreed-upon fixed or floating rates. The majority of our interest rate swaps are used to manage our exposure to changes in interest rates by converting floating rate debt to fixed rate or by converting fixed rate debt to floating rate. We have also entered into currency swaps to convert both principal and interest payments on debt issued from one currency to the appropriate functional currency.

We do not manage credit risk or the changes in fair value due to the changes in credit risk by entering into derivative financial instruments such as credit derivatives or credit default swaps.

#### *Control Over Valuation Process and Procedures*

A control framework has been established 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 the HSBC Finance Valuation Committee. The HSBC Finance Valuation Committee establishes policies and procedures to ensure appropriate valuations. Fair values for derivatives are determined by management using valuation techniques, valuation models and inputs that are developed, reviewed, validated and approved by the Quantitative Risk and Valuation Group of an affiliate, HSBC Bank USA. These valuation models utilize discounted cash flows or an option pricing model adjusted for counterparty credit risk and market liquidity. The models used apply appropriate control processes and procedures to ensure that the derived inputs are used to value only those instruments that share similar risk to the relevant benchmark indexes and therefore demonstrate a similar response to market factors. In addition, a validation process is followed which includes participation in peer group consensus pricing surveys, to ensure that valuation inputs incorporate market participants' risk expectations and risk premium.

#### *Credit Risk*

By utilizing derivative financial instruments, we are exposed to counterparty credit risk. Counterparty credit risk is our primary exposure on our interest rate swap portfolio. Counterparty credit risk is the risk that the counterparty to a transaction fails to perform according to the terms of the contract. We manage the counterparty credit (or repayment) risk in derivative instruments through established credit approvals, risk control limits, collateral, and ongoing monitoring procedures. We utilize an affiliate, HSBC Bank USA, as the primary provider of domestic derivative products. We have never suffered a loss due to counterparty failure.

At March 31, 2010 and December 31, 2009, substantially all of our existing derivative contracts are with HSBC subsidiaries, making them our primary counterparty in derivative transactions. Most swap agreements require that payments be made to, or received from, the counterparty when the fair value of the agreement reaches a certain level. Generally, third-party swap counterparties provide collateral in the form of cash which is recorded in our balance sheet as derivative financial assets or derivative related liabilities. At March 31, 2010 and December 31, 2009, we provided third party swap counterparties with \$37 million



and \$46 million of collateral, respectively. When the fair value of our agreements with affiliate counterparties requires the posting of collateral, it is provided in either the form of cash and recorded on the balance sheet, consistent with third party arrangements, or in the form of securities which are not recorded on our balance sheet. At March 31, 2010 and December 31, 2009, the fair value of our agreements with affiliate counterparties required the affiliate to provide collateral of \$2.5 billion and \$3.4 billion, respectively, all of which was provided in cash. These amounts are offset against the fair value amount recognized for derivative instruments that have been offset under the same master netting arrangement and recorded in our balance sheet as a component of derivative financial asset or derivative related liabilities. At March 31, 2010, we had derivative contracts with a notional value of \$57.6 billion, including \$56.6 billion outstanding with HSBC Bank USA. At December 31, 2009, we had derivative contracts with a notional value of approximately \$59.7 billion, including \$58.6 billion outstanding with HSBC Bank USA. Derivative financial instruments are generally expressed in terms of notional principal or contract amounts which are much larger than the amounts potentially at risk for nonpayment by counterparties.

To manage our exposure to changes in interest rates, we enter into interest rate swap agreements and currency swaps which have been designated as fair value or cash flow hedges under derivative accounting principles. We currently utilize the long-haul method to assess effectiveness of all derivatives designated as hedges. In the tables that follow below, the fair value disclosed does not include swap collateral that we either receive or deposit with our interest rate swap counterparties. Such swap collateral is recorded on our balance sheet at an amount which approximates fair value and is netted on the balance sheet with the fair value amount recognized for derivative instruments.

#### *Fair Value Hedges*

Fair value hedges include interest rate swaps to convert our fixed rate debt to variable rate debt and currency swaps to convert debt issued from one currency into U.S. dollar variable debt. All of our fair value hedges are associated with debt. We recorded fair value adjustments for fair value hedges which increased the carrying value of our debt by \$96 million and \$85 million at March 31, 2010 and December 31, 2009, respectively. The following table provides information related to the location of derivative fair values in the consolidated balance sheet for our fair value hedges.

	<u>Asset</u> <u>Derivatives</u> <u>Fair Value as</u> <u>of</u> <u>March 31,</u> <u>2010</u>	<u>Liability</u> <u>Derivatives</u> <u>Fair Value as</u> <u>of</u> <u>December 31,</u> <u>2009</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>
	<u>Location</u>	<u>Location</u>	
	<u>(in millions)</u>	<u>(in millions)</u>	
Interest rate swaps	Derivative financial \$-assets	Derivative related liabilities	\$39
Currency swaps	Derivative financial 238assets	Derivative related liabilities	-
Total fair value hedges	<u>\$238</u>	<u>\$338</u>	<u>\$39</u>

The following table presents fair value hedging information, including the gain (loss) recorded on the derivative and where that gain (loss) is recorded in the consolidated statement of income (loss) as well as the offsetting gain (loss) on the hedged item that is recognized in current earnings, the net of which represents hedge ineffectiveness.

				Amount of Gain Amount (Loss) of Gain (Loss) Recognized Recognized in in Income On On the the <u>Derivative</u> <u>Hedged</u> <u>Items</u> <u>Three Months</u> <u>Ended March 31,</u> <u>2010</u> <u>2009</u> (in millions)		
		Location of Gain (Loss)  Recognized in  Income on	Location of Gain (Loss)  Recognized in  Income on	<u>Hedged Item</u>	<u>Derivative</u>	<u>Hedged Item</u>
		<u>Hedged Item</u>	<u>Derivative</u>	<u>Hedged Item</u>	<u>Derivative</u>	<u>Hedged Item</u>
Interest rate swaps	Fixed rate borrowings	Derivative related income	Derivative related income			\$2
Currency swaps	Fixed rate borrowings	Derivative related income	Derivative related income			(\$6)
						(10)
						11
						42
Total						\$13
						\$36
						22
						)
						)

*Cash Flow Hedges*

Cash flow hedges include interest rate swaps to convert our variable rate debt to fixed rate debt and currency swaps to convert debt issued from one currency into pay fixed debt of the appropriate functional currency. Gains and (losses) on unexpired derivative instruments designated as cash flow hedges are reported in accumulated other comprehensive income (loss) net of tax and totaled a loss of \$514 million and \$490 million at March 31, 2010 and December 31, 2009, respectively. We expect \$446 million (\$288 million after tax) of currently unrealized net losses will be reclassified to earnings within one year; however, these reclassified unrealized losses will be offset by decreased interest expense associated with the variable cash flows of the hedged items and will result in no significant net economic impact to our earnings. The following table provides information related to the location of derivative fair values in the consolidated balance sheet for our cash flow hedges.

		<u>Asset</u> <u>Derivatives</u> <u>Fair Value as</u> <u>of</u> <u>March 31,</u> <u>2010</u> <u>2009</u> <u>Location</u> (in millions)	<u>Liability</u> <u>Derivatives</u> <u>Fair Value as</u> <u>of</u> <u>March 31,</u> <u>2010</u> <u>2009</u> <u>Location</u> (in millions)	
Interest rate swaps	Derivative financial assets	\$388	Derivative related liabilities	\$-
Currency swaps	Derivative financial assets	755	Derivative related liabilities	-
Total cash flow hedges		\$367		\$-
				\$1.004

The following table provides the gain or loss recorded on our cash flow hedging relationships.

	Gain (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain (Loss) Reclassified from Accumulated OCI into Income		Location of Gain (Loss) Recognized in Income on the Derivative (Ineffective Portion)	Gain (Loss) Recognized Income on Derivative (Ineffective Portion)
			2010	2009		
<b>Three Months Ended 2010</b>						
<b>March 31,</b>						
(in millions)						
Interest rate swaps	Interest expense			Derivative related		
	<b>\$(28)</b>	<b>\$138</b>	<b>\$(19)</b>	<b>\$(3)</b> income	<b>\$-</b>	<b>\$1</b>
Interest rate swaps	-	Gain on bulk receivable sale to -HSBC affiliates	-	(80)	-	-
Currency swaps	(7)	Interest expense	(9)	(19)	Derivative related	3
	)		)	) income		38
Total	<b>\$(35)</b>	<b>\$319</b>	<b>\$(28)</b>	<b>\$(102)</b>	<b>\$3</b>	<b>\$39</b>
	)		)	)		

*Non-Qualifying Hedging Activities*

We may enter into interest rate and currency swaps which are not designated as hedges under derivative accounting principles. These financial instruments are economic hedges but do not qualify for hedge accounting and are primarily used to minimize our exposure to changes in interest rates and currency exchange rates. The following table provides information related to the location and derivative fair values in the consolidated balance sheet for our non-qualifying hedges:

	Asset Derivatives		Liability Derivatives	
	Fair Value as of		Fair Value as of	
	March 31, 2010	December 31, 2009	March 31, 2010	December 31, 2009
	Location		Location	
	(in millions)		(in millions)	
Interest rate contracts	Derivative financial assets	\$150	Derivative related liabilities	\$12
Currency contracts	Derivative financial assets	36	Derivative related liabilities	9

Total non-qualifying hedges \$186                      \$67                      \$21

The following table provides detail of the gain or loss recorded on our non-qualifying hedges:

		<b>Amount of Gain(Loss) Recognized in Income On Derivative Three Months Ended March 31, Recognized in Income on Derivative</b>	
		<b>2010</b>	<b>2009</b>
		<b>(in millions)</b>	
Interest rate contracts	Derivative related income	\$(102)	\$(16)
Currency contracts	Derivative related income	-	(1)
			)
Total		<u>\$(102)</u>	<u>\$(17)</u>
		)	)

In addition to the non-qualifying hedges described above, we have elected the fair value option for certain issuances of our fixed rate debt and have entered into interest rate and currency swaps related to debt carried at fair value. The interest rate and currency swaps associated with this debt are considered economic hedges and realized gains and losses are reported as "Gain on debt designated at fair value and related derivatives" within other revenues. The derivatives related to fair value option debt are included in the tables below. See Note 11, "Fair Value Option," for further discussion.

	<b>Asset Derivatives Fair Value as of</b>	<b>Liability Derivatives Fair Value as of</b>	
	<b>December 31, 2010</b>	<b>December 31, 2009</b>	<b>December 31, 2010</b>
	<b>Location</b>	<b>Location</b>	
	<b>(in millions)</b>		<b>(in millions)</b>
Interest rate swaps	Derivative financial assets	Derivative related liabilities	
	<b>\$1,085</b>	<b>\$1,034</b>	\$-
Currency swaps	Derivative financial assets	Derivative related liabilities	
	<b>574</b>	<b>752</b>	-
Total non-qualifying hedges	<u><b>\$1,659</b></u>	<u><b>\$1,786</b></u>	<u><b>\$-</b></u>

The following table provides the gain or loss recorded on the derivatives related to fair value option debt, primarily due to changes in interest rates:

Location

Location of Gain (Loss)		Amount of Gain (Loss) Recognized in Income On <u>Derivative</u> Three Months Ended <u>March 31,</u>	
		<u>2010</u>	<u>2009</u>
Recognized in Income on <u>Derivative</u>		(in millions)	
Interest rate swaps	Gain on debt designated at fair value and related derivatives	<u>\$233</u>	\$(14)
Currency swaps	Gain on debt designated at fair value and related derivatives	<u>78</u>	<u>154</u>
Total		<u>\$311</u>	<u>\$140</u>

#### *Notional Value of Derivative Contracts*

The following table summarizes the notional values of derivative contracts:

	<u>March 31, 2010</u>	<u>December 31, 2009</u>
	(in millions)	
<b>Derivatives designated as hedging instruments:</b>		
Interest rate swaps	<u>\$9,670</u>	\$11,585
Currency swaps	<u>14,520</u>	<u>15,373</u>
	<u>24,190</u>	<u>26,958</u>
<b>Non-qualifying economic hedges:</b>		
Derivatives not designated as hedging instruments:		
Interest rate:		
Swaps	<u>8,057</u>	7,081
Purchased caps	<u>544</u>	682
Foreign exchange:		
Swaps	<u>1,291</u>	1,291
Forwards	<u>190</u>	<u>349</u>
	<u>10,082</u>	<u>9,403</u>
Derivatives associated with debt carried at fair value:		
Interest rate swaps	<u>19,169</u>	19,169
Currency swaps	<u>4,122</u>	<u>4,122</u>
	<u>23,291</u>	<u>23,291</u>
Total	<u>\$57,563</u>	<u>\$59,652</u>

### **11. Fair Value Option**

Long-term debt at March 31, 2010 of \$66.5 billion includes \$26.7 billion of fixed rate debt carried at fair value. At March 31, 2010, we did not elect FVO for \$17.7 billion of fixed rate long-term debt currently carried on our balance sheet. Fixed rate debt accounted for under FVO at March 31, 2010 had an aggregate unpaid principal balance of \$25.7 billion which includes a foreign currency translation adjustment relating to our foreign denominated FVO debt which increased the debt balance by \$261 million. Long-term

debt at December 31, 2009 includes \$26.7 billion of fixed rate debt accounted for under FVO. At December 31, 2009, we did not elect FVO for \$19.0 billion of fixed rate long-term debt currently carried on our balance sheet. Fixed rate debt accounted for under FVO at December 31, 2009 had an aggregate unpaid principal balance of \$25.9 billion which includes a foreign currency translation adjustment relating to our foreign denominated FVO debt which increased the debt balance by \$488 million.

We determine the fair value of the fixed rate debt accounted for under FVO through the use of a third party pricing service. Such fair value represents the full market price (credit and interest rate impact) based on observable market data for the same or similar debt instruments. See Note 17, "Fair Value Measurements," for a description of the methods and significant assumptions used to estimate the fair value of our fixed rate debt accounted for under FVO.

The components of "Gain on debt designated at fair value and related derivatives" are as follows:

	<b><u>Three</u></b>	
	<b><u>Months</u></b>	
	<b><u>Ended</u></b>	
	<b><u>March</u></b>	
	<b><u>31,</u></b>	
	<b><u>2010</u></b>	
	<b><u>2009</u></b>	
	<b>(in</b>	
	<b>millions)</b>	
Mark-to-market on debt designated at fair value(1):		
Interest rate component	<b>\$<u>(143)</u></b>	\$181
	<b><u>(35)</u></b>	
Credit risk component	<b>)</b>	<b><u>3,791</u></b>
Total mark-to-market on debt designated at fair value	<b><u>(178)</u></b>	3,972
Mark-to-market on the related derivatives(1)	<b><u>100</u></b>	20
Net realized gains on the related derivatives	<b><u>211</u></b>	<b><u>120</u></b>
Gain on debt designated at fair value and related derivatives	<b><u>\$133</u></b>	<b><u>\$4,112</u></b>

(1) Mark-to-market on debt designated at fair value and related derivatives excludes market value changes due to fluctuations in foreign currency exchange rates. Foreign currency translation gains (losses) recorded in derivative related income associated with debt designated at fair value was a gain of \$227 million and \$196 million for the three months ended March 31, 2010 and 2009, respectively. Offsetting gains (losses) recorded in derivative related income associated with the related derivatives was a loss of \$227 million and \$196 million for the three months ended March 31, 2010 and 2009, respectively.

The movement in the fair value reflected in gain on debt designated at fair value and related derivatives includes the effect of credit spread changes and interest rate changes, including any ineffectiveness in the relationship between the related swaps and our debt and any realized gains or losses on those swaps. With respect to the credit component, as credit spreads widen accounting gains are booked and the reverse is true if credit spreads narrow. Differences arise between the movement in the fair value of our debt and the fair value of the related swap due to the different credit characteristics and differences in the calculation of fair value for debt and derivatives. The size and direction of the accounting consequences of such changes can be volatile from period to period but do not alter the cash flows intended as part of the documented interest rate management strategy. On a cumulative basis, we have recorded fair value option adjustments which increased the value of our debt by \$1,020 million and \$842 million at March 31, 2010 and December 31, 2009, respectively.

The change in the fair value of the debt and the change in value of the related derivatives reflect the following:

- Interest rate curve -  
A decrease in long term U.S. interest rates during the first quarter of 2010 resulted in a loss in the interest rate component on the mark-to-market of the debt and gain on the mark-to-market of the related derivative. In the first quarter of 2009, changes in the debt interest rate component and the derivative market value reflect a steepening in the U.S. LIBOR curve. During this period, interest rates for instruments with terms of three years or less decreased while interest rates for instruments with terms of greater than three years increased. Changes in the value of the interest rate component of the debt as compared to the related derivative are also affected by differences in cash flows and valuation methodologies for the debt and the derivatives. Cash flows on debt are discounted using a single discount rate from the bond yield curve for each bond's applicable maturity while derivative cash flows are discounted using rates at multiple points along the U.S. LIBOR yield curve. The impacts of these differences vary as short-term and long-term interest rates shift and time passes. Furthermore, certain derivatives have been called by the counterparty resulting in certain FVO debt having no related derivatives. As a result, approximately 7 percent of our FVO debt does not have a corresponding derivative at March 31, 2010. Income from net realized gains increased due to reduced short term U.S. interest rates.

- Credit -  
Our secondary market credit spreads tightened during the first quarter of 2010 due to continued increases in market confidence and improvements in marketplace liquidity. During the first quarter of 2009, our credit spreads widened dramatically subsequent to the announcement of the discontinuation of all new customer account originations in our Consumer Lending business and closure of the Consumer Lending branch offices as well as the credit rating downgrades in early March 2009. In the first quarter of 2009, credit spreads also widened as new issue and secondary bond market credit spreads widened due to a general lack of liquidity in the secondary bond market during the prior year period.

Net income volatility, whether based on changes in the interest rate or credit risk components of the mark-to-market on debt designated at fair value and the related derivatives, impacts the comparability of our reported results between periods. Accordingly, gain on debt designated at fair value and related derivatives for the three months ended March 31, 2010 should not be considered indicative of the results for any future periods.

## 12. Income Taxes

Effective tax rates are analyzed as follows.

<u>Three Months Ended March 31,</u>	<u>2010</u>	<u>2009</u>		
	(dollars are in millions)			
Tax expense (benefit) at the U.S. Federal statutory income tax rate	\$(326)	(35.0)%	\$604	35.0%
Increase (decrease) in rate resulting from:				
Non-deductible goodwill	-	-	224	13.0
Bulk sale of receivable portfolios to an HSBC affiliate	-	-	(47)	(2.7)
State and local taxes, net of Federal benefit	(4)	(.4)	30	1.7
State rate change effect on net deferred taxes	-	-	32	1.9
Other	=	=	12	.6
Total income tax expense (benefit)	<u>\$(330)</u>	<u>(35.4)</u>	<u>\$855</u>	<u>49.5</u>

) )% %

The effective tax rate for the three months ended March 31, 2010 was impacted by state and local taxes. The effective tax rate for the three months ended March 31, 2009 was significantly impacted by the non-tax deductible impairment of goodwill related to the Card and Retail Services and Insurance Services businesses. The effective tax rate for the three months ended March 31, 2009 was also impacted by a change in estimate in the state tax rate for jurisdictions where we file combined unitary state tax returns with other HSBC affiliates.

#### *HSBC North America Consolidated Income Taxes*

We are included in HSBC North America's consolidated Federal income tax return and in various combined state income tax returns. As such, we have entered into a tax allocation agreement with HSBC North America and its subsidiary entities ("the HNAH Group") included in the consolidated returns which govern the current amount of taxes to be paid or received by the various entities included in the consolidated return filings. As a result, we have looked at the HNAH Group's consolidated deferred tax assets and various sources of taxable income, including the impact of HSBC and HNAH Group tax planning strategies, in reaching conclusions on recoverability of deferred tax assets. Where a valuation allowance is determined to be necessary at the HSBC North America consolidated level, such allowance is allocated to principal subsidiaries within the HNAH Group as described below in a manner that is systematic, rational and consistent with the broad principles of accounting for income taxes.

The HNAH Group evaluates deferred tax assets for recoverability using a consistent approach which considers the relative impact of negative and positive evidence, including historical financial performance, projections of future taxable income, future reversals of existing taxable temporary differences, tax planning strategies and any available carryback capacity.

In evaluating the need for a valuation allowance, the HNAH Group estimates future taxable income based on management approved business plans, future capital requirements and ongoing tax planning strategies, including capital support from HSBC necessary as part of such plans and strategies. The HNAH Group has continued to consider the impact of the economic environment on the North American businesses and the expected growth of the deferred tax assets. This evaluation process involves significant management judgment about assumptions that are subject to change from period to period.

In conjunction with the HNAH Group deferred tax evaluation process, based on our forecasts of future taxable income, which include assumptions about the depth and severity of home price depreciation and the U.S. economic downturn, including unemployment levels and their related impact on credit losses, we currently anticipate that our results of future operations will generate sufficient taxable income to allow us to realize our deferred tax assets. However, since the recent market conditions have created significant downward pressure and volatility on our near-term pre-tax book income, our analysis of the realizability of the deferred tax assets significantly discounts any future taxable income expected from continuing operations and relies to a greater extent on continued capital support from our parent, HSBC, including tax planning strategies implemented in relation to such support. HSBC has indicated they remain fully committed and have the capacity and willingness to provide capital as needed to run operations, maintain sufficient regulatory capital, and fund certain tax planning strategies.

Only those tax planning strategies that are both prudent and feasible, and which management has the ability and intent to implement, are incorporated into our analysis and assessment. The primary and most significant strategy is HSBC's commitment to reinvest excess HNAH Group capital to reduce debt funding or otherwise invest in assets to ensure that it is more likely than not that the deferred tax assets will be utilized.



Currently, it has been determined that the HNAH Group's primary tax planning strategy, in combination with other tax planning strategies, provides support for the realization of the net deferred tax assets recorded for the HNAH Group. Such determination is based on HSBC's business forecasts and assessment as to the most efficient and effective deployment of HSBC capital, most importantly including the length of time such capital will need to be maintained in the U.S. for purposes of the tax planning strategy.

Notwithstanding the above, the HNAH Group has valuation allowances against certain specific tax attributes such as foreign tax credits, certain state related deferred tax assets and certain tax loss carryforwards for which the aforementioned tax planning strategies do not provide appropriate support.

HNAH Group valuation allowances are allocated to the principal subsidiaries, including us. The methodology allocates the valuation allowance to the principal subsidiaries based primarily on the entity's relative contribution to the growth of the HSBC North America consolidated deferred tax asset against which the valuation allowance is being recorded.

If future results differ from the HNAH Group's current forecasts or the primary tax planning strategy were to change, a valuation allowance against the remaining net deferred tax assets may need to be established which could have a material adverse effect on our results of operations, financial condition and capital position. The HNAH Group will continue to update its assumptions and forecasts of future taxable income, including relevant tax planning strategies, and assess the need for such incremental valuation allowances.

Absent the capital support from HSBC and implementation of the related tax planning strategies, the HNAH Group, including us, would be required to record a valuation allowance against the remaining deferred tax assets.

#### *HSBC Finance Corporation Income Taxes*

We recognize deferred tax assets and liabilities for the future tax consequences related to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax credits and net operating and other losses. Our net deferred tax assets, including deferred tax liabilities and valuation allowances, totaled \$2.8 billion and \$3.0 billion as of March 31, 2010 and December 31, 2009, respectively.

We are currently under audit by the Internal Revenue Service as well as various state and local tax jurisdictions. Although one or more of these audits may be concluded within the next 12 months, it is not possible to reasonably estimate the impact of the results from these audits on our uncertain tax positions at this time.

### **13. Pension and Other Postretirement Benefits**

The components of pension expense for the defined benefit pension plan reflected in our consolidated statement of income (loss) are shown in the table below and reflect the portion of the pension expense of the combined HSBC North America Pension Plan (either the "HSBC North America Pension Plan" or the "Plan") which has been allocated to HSBC Finance Corporation:

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u></b>		<b><u>2009</u></b>	
	(in millions)			
Service cost - benefits earned during the period	<b>\$6</b>		\$9	
Interest cost on projected benefit obligation	<b>15</b>		17	
Expected return on assets	<b>(14)</b>		(12)	
Recognized losses	<b>9</b>		9	

FairValue asof

Amortization of prior service cost	(1)	=
Pension expense	<u>\$15</u>	<u>\$23</u>

Pension expense decreased during the first quarter of 2010 due to lower service and interest costs as a result of reduced headcount from our previously discussed strategic decisions. Also contributing to lower pension expense was the realization of higher returns on plan assets solely due to higher asset levels.

During the first quarter of 2010, we announced that the Board of Directors of HSBC North America had approved a plan to cease all future benefit accruals for legacy participants under the final average pay formula components of the HSBC North America Pension Plan (the "Plan") effective January 1, 2011. Future accruals to legacy participants under the Plan will thereafter be provided under the cash balance based formula which is now used to calculate benefits for employees hired after December 31, 1996. Furthermore, all future benefit accruals under the Supplemental Retirement Income Plan will also cease effective January 1, 2011.

The aforementioned changes to the Plan have been accounted for as a negative plan amendment and, therefore, the reduction in our share of HSBC North America's projected benefit obligation as a result of this decision will be amortized to net periodic pension cost over future service periods of the affected employees. The changes to the Supplemental Retirement Income Plan have been accounted for as a plan curtailment, which resulted in no significant immediate recognition of income or expense.

Components of the net periodic benefit cost for our post-retirement medical plan benefits other than pensions are as follows:

<u>Three Months Ended March 31,</u>	<u>2010</u>	<u>2009</u>
	(in millions)	
Service cost - benefits earned during the period	\$1	\$1
Interest cost	2	3
Gain on curtailment	-	(16)
Recognized gains	=	(1)
		<u>\$(13)</u>
Net periodic post-retirement benefit cost (income)	<u>\$3</u>	)

During the three months ended March 31, 2009, we recorded a curtailment gain of \$16 million as a result of the decision in late February 2009 to discontinue new customer account originations for all products by our Consumer Lending business and close all branch offices.

#### **14. 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 execution, purchases and sales of receivables, servicing arrangements, information technology and some centralized support services, item and statement processing services, banking and other miscellaneous services. The following tables present related party balances and the income and (expense) generated by related party transactions:

March 31, 2010  
December 31, 2009

(in millions)

**Assets and (Liabilities):**

Cash	\$176	\$295
Securities purchased under agreements to resell	3,485	1,550
Derivative related assets (liability), net	(33)	(56)
Other assets	136	123
Due to affiliates	(9,023)	(9,043)
Other liabilities	(56)	(194)

**Three Months Ended March 31,****2010****2009****(in  
millions)****Income/(Expense):**

Interest expense paid to HSBC affiliates(1)	\$ (220)	\$ (297)
Interest income from HSBC affiliates	1	3
Net gain on bulk sale of receivables to HSBC Bank USA	-	57
HSBC affiliate income:		
Gain on receivable sales to HSBC affiliates:		
Daily sales of private label receivable originations	38	17
Daily sales of credit card receivables	78	109
Sales of real estate secured receivables	=	2
Total gain on receivable sales to HSBC affiliates	<u>116</u>	<u>128</u>
Servicing and other fees from HSBC affiliates:		
HSBC Bank USA:		
Real estate secured servicing and related fees	3	1
Private label and card receivable servicing and related fees	153	167
Auto finance receivable servicing and related fees	9	14
Taxpayer financial services loan servicing and other fees	56	-
Other servicing, processing, origination and support revenues from HSBC Bank USA and other HSBC affiliates	3	9
HSBC Technology and Services (USA) Inc. ("HTSU") servicing fees and rental revenue	14	13
Total servicing and other fees from HSBC affiliates	<u>238</u>	<u>204</u>
Taxpayer financial services loan origination and other fees	(4)	(10)
Support services from HSBC affiliates:		
HTSU	(257)	(216)
HSBC Global Resourcing (UK) Ltd.	(34)	(44)
	(7)	(8)
Other HSBC affiliates	)	)
	<u>(298)</u>	<u>(268)</u>
Total support services from HSBC affiliates	)	)
Stock based compensation expense with HSBC	(4)	(15)
Insurance commission paid to HSBC Bank Canada	(5)	(5)

(1) Includes interest expense paid to HSBC affiliates for debt held by HSBC affiliates as well as net interest paid to or received from HSBC affiliates on risk management positions related to non-affiliated debt.

**Transactions with HSBC Bank USA:**

- In January 2009, we sold our GM and UP Portfolios to HSBC Bank USA with an outstanding principal balance of \$12.4 billion at the time of sale and recorded a gain on the bulk sale of these receivables of

\$130 million. This gain was partially offset by a loss of \$80 million recorded on the termination of cash flow hedges associated with the \$6.1 billion of indebtedness transferred to HSBC Bank USA as part of these transactions. We retained the customer account relationships and by agreement sell on a daily basis all new credit card receivable originations for the GM and UP Portfolios to HSBC Bank USA. We continue to service the GM and UP receivables for HSBC Bank USA for a fee. Information regarding these receivables is summarized in the table below.

- In January 2009, we also sold certain auto finance receivables with an outstanding principal balance of \$3.0 billion at the time of sale to HSBC Bank USA and recorded a gain on the bulk sale of these receivables of \$7 million. In March 2010, we repurchased \$379 million of these auto finance receivables from HSBC Bank USA and immediately sold them to SC USA. See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," for further discussion of the transaction with SC USA. Prior to the sale of our receivable servicing operations to SC USA in March 2010, we serviced these auto finance receivables for HSBC Bank USA for a fee. Information regarding these receivables is summarized in the table below.

- In July 2004 we purchased the account relationships associated with \$970 million of credit card receivables from HSBC Bank USA and on a daily basis, we sell new receivable originations on these credit card accounts to HSBC Bank USA. We continue to service these loans for a fee. Information regarding these receivables is summarized in the table below.

- In December 2004, we sold to HSBC Bank USA our private label receivable portfolio (excluding retail sales contracts at our Consumer Lending business). We continue to service the sold private label and credit card receivables and receive servicing and related fee income from HSBC Bank USA. We retained the customer account relationships and by agreement sell on a daily basis all new private label receivable originations and new receivable originations on these credit card accounts to HSBC Bank USA. Information regarding these receivables is summarized in the table below.

- In 2003 and 2004, we sold approximately \$3.7 billion of real estate secured receivables to HSBC Bank USA. We continue to service these receivables for a fee. Information regarding these receivables is summarized in the table below.

The following table summarizes the private label, credit card (including the GM and UP Portfolios), auto finance and real estate secured receivables we are servicing for HSBC Bank USA at March 31, 2010 and December 31, 2009 as well as the receivables sold on a daily basis during the three months ended March 31, 2010 and 2009:

	<u>Credit Cards</u>					<u>Real Estate Secured</u>	<u>Total</u>
	<u>General</u>	<u>Privilege</u>	<u>Other</u>	<u>Auto Finance</u>			
	<u>Motor Vehicle</u>	<u>Label</u>					
	(in billions)						
<b>Receivables serviced for HSBC Bank USA:</b>							
March 31, 2010	\$3.9	\$4.9	\$1.9	\$-	\$1.7	\$27.1	
December 31, 2009	15.6	5.3	2.1	2.1	1.8	32.3	
<b>Total of receivables sold on a daily basis to HSBC Bank USA during:</b>							
Three months ended March 31, 2010	\$3.0	\$0.7	\$1.0	\$-	\$-	\$7.8	
Three months ended March 31, 2009	3.6	.8	1.0	-	-	8.8	

Fees received for servicing these loan portfolios totaled \$164 million and \$182 million during the three months ended March 31, 2010 and 2009, respectively.

- The GM and UP credit card receivables as well as the private label receivables are sold to HSBC Bank USA on a daily basis at a sales price for each type of portfolio determined using a fair value calculated semi-annually in April and October by an independent third party based on the projected future cash flows of the receivables. The projected future cash flows are developed using various assumptions reflecting the historical performance of the receivables and adjusted for key factors such as the anticipated economic and regulatory environment. The independent third party uses these projected future cash flows and a discount rate to determine a range of fair values. We use the mid-point of this range as the sales price.
- In the second quarter of 2008, our Consumer Lending business launched a new program with HSBC Bank USA to sell real estate secured receivables to the Federal Home Loan Mortgage Corporation ("Freddie Mac"). Our Consumer Lending business originated the loans in accordance with Freddie Mac's underwriting criteria. The loans were then sold to HSBC Bank USA, generally within 30 days. HSBC Bank USA repackaged the loans and sold them to Freddie Mac under their existing Freddie Mac program. During the three months ended March 31, 2009, we sold \$51 million of real estate secured loans to HSBC Bank USA for a gain on sale of \$2 million. This program was discontinued in late February 2009 as a result of our decision to discontinue new customer account originations in our Consumer Lending business.
- HSBC Bank USA services a portfolio of real estate secured receivables for us with an outstanding principal balance of \$1.4 billion and \$1.5 billion at March 31, 2010 and December 31, 2009, respectively. Fees paid relating to the servicing of this portfolio totaled less than \$1 million during the three months ended March 31, 2010 and \$2 million during the three months ended March 31, 2009 and are reported in Support services from HSBC affiliates. The decrease during the first quarter of 2010 reflects a renegotiation of servicing fees for this portfolio.
- In the third quarter of 2009, we sold \$86 million of Low Income Housing Tax Credit Investment Funds to HSBC Bank USA for a loss on sale of \$15 million (after-tax).
- Under multiple service level agreements, we also provide various services to HSBC Bank USA, including real estate and credit card servicing and processing activities, auto finance loan servicing and other operational and administrative support. Fees received for these services are reported as Servicing and other fees from HSBC affiliates.
- In the fourth quarter of 2009, an initiative was begun to streamline the servicing of real estate secured receivables across North America. As a result, certain functions that we had previously performed for our mortgage customers are now being performed by HSBC Bank USA for all North America mortgage customers, including our mortgage customers. Additionally, we are currently performing certain functions for all North America mortgage customers where these functions had been previously provided separately by each entity. During the three months ended March 31, 2010, we paid \$2 million for services we received from HSBC Bank USA and received \$1 million for services we had provided.
- HSBC Bank USA and HSBC Trust Company (Delaware) ("HTCD") are the originating lenders on our behalf for loans initiated by our Taxpayer Financial Services business for clients of a third party tax preparer. We historically purchased the loans originated by HSBC Bank USA and HTCD daily for a fee. During the first quarter of 2010, we began purchasing a smaller portion of these loans. The loans which we previously purchased are now held on HSBC Bank USA's balance sheet. In the event any of the loans which HSBC Bank USA continues to hold on its balance sheet reach a defined delinquency status, we purchase the delinquent loans at par value as we have assumed all credit risk associated with this program. We receive a fee from HSBC Bank USA for both servicing the loans and assuming the credit risk

associated with these loans which totaled \$56 million for the three months ended March 31 2010. In the table above, these fees are shown as taxpayer financial services loan servicing and other fees. For the loans which we continue to purchase from HTCD, we receive taxpayer financial services revenue and pay an origination fee to HTCD. Fees paid for originations totaled \$4 million and \$10 million during the three months ended March 31, 2010 and 2009, respectively, and are included as an offset to taxpayer financial services revenue. In the table above, these origination fees are shown as taxpayer financial services loan origination and other fees.

- We have extended revolving lines of credit to subsidiaries of HSBC Bank USA for an aggregate total of \$1.0 billion. No balances were outstanding under any of these lines of credit at either March 31, 2010 or December 31, 2009.
- HSBC Bank USA extended a secured \$1.5 billion uncommitted credit facility to certain of our subsidiaries in December 2008. This is a 364 day credit facility which was renewed in November 2009. There were no balances outstanding at March 31, 2010 or December 31, 2009.
- HSBC Bank USA extended a \$1.0 billion committed unsecured credit facility to HSBC Bank Nevada ("HOBV"), a subsidiary of HSBC Finance Corporation, in December 2008. This 364 day credit facility was renewed in December 2009. There were no balances outstanding at March 31, 2010 or December 31, 2009.

#### **Transactions with HSBC Holdings plc:**

- At March 31, 2010 and December 31, 2009, a commercial paper back-stop credit facility of \$2.5 billion from HSBC supported our domestic issuances of commercial paper. No balances were outstanding under this credit facility at March 31, 2010 or December 31, 2009. The annual commitment fee requirement to support availability of this line is included as a component of Interest expense - HSBC affiliates in the consolidated statement of income (loss).
- In late February 2009, we effectively converted \$275 million of mandatorily redeemable preferred securities of the Household Capital Trust VIII which had been issued during 2003 to common stock by redeeming the junior subordinated notes underlying the preferred securities and then issuing common stock to HSBC Investments (North America) Inc. ("HINO"). Interest expense recorded on the underlying junior subordinated notes totaled \$3 million during the three months ended March 31, 2009. This interest expense is included in Interest expense - HSBC affiliates in the consolidated statement of income (loss).
- Employees of HSBC Finance Corporation participate in one or more stock compensation plans sponsored by HSBC. These expenses are recorded in Salary and employee benefits and are reflected in the above table as Stock based compensation expense with HSBC.

#### **Transactions with other HSBC affiliates:**

- Technology and some centralized support services including human resources, corporate affairs, risk management and other shared services and beginning in January 2010, legal, compliance, tax and finance, in North America are centralized within HTSU. Technology related assets are generally purchased and owned by HTSU but may also be capitalized and recorded on our consolidated balance sheet. HTSU also provides certain item processing and statement processing activities which are included in Support services from HSBC affiliates. We also receive revenue from HTSU for rent on certain office space, which has been recorded as a component of servicing and other fees from HSBC affiliates. Rental revenue from HTSU was \$12 million and \$11 million during the three months ended March 31, 2010 and 2009, respectively.

- The notional value of derivative contracts outstanding with HSBC subsidiaries totaled \$56.6 billion and \$58.6 billion at March 31, 2010 and December 31, 2009, respectively. When the fair value of our agreements with affiliate counterparties requires the posting of collateral, it is provided in either the form of cash and recorded on the balance sheet or in the form of securities which are not recorded on our balance sheet. The fair value of our agreements with affiliate counterparties required the affiliate to provide collateral of \$2.5 billion and \$3.4 billion at March 31, 2010 and December 31, 2009, respectively, all of which was received in cash. These amounts are offset against the fair value amount recognized for derivative instruments that have been offset under the same master netting arrangement.
- Due to affiliates includes amounts owed to subsidiaries of HSBC as a result of direct debt issuances (other than preferred stock).
- In September 2008, we borrowed \$1.0 billion from an existing uncommitted credit facility with HSBC Bank plc ("HBEU"). The borrowing was for 60 days and matured in November 2008. We renewed this borrowing for an additional 95 days. The borrowing matured in February 2009 and we chose not to renew it at that time. Interest expense on this borrowing totaled \$5 million during the three months ended March 31, 2009.
- In October 2008, we borrowed \$1.2 billion from an uncommitted money market facility with a subsidiary of HSBC Asia Pacific ("HBAP"). The borrowing was for six months, matured in April 2009 and we chose not to renew it at that time. Interest expense on this borrowing totaled \$18 million during the three months ended March 31, 2009.
- We purchase securities from HSBC Securities (USA) Inc. ("HSI") under an agreement to resell. Interest income recognized on these securities totaled \$1 million and \$2 million during the three months ended March 31, 2010 and 2009, respectively, and is reflected as Interest income paid to HSBC affiliates in the table above.
- We use HSBC Global Resourcing (UK) Ltd., 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 of \$34 million and \$44 million during the three months ended March 31, 2010 and 2009, respectively, are included as a component of Support services from HSBC affiliates in the table above.
- Support services from HSBC affiliates also include banking services and other miscellaneous services provided by other subsidiaries of HSBC, including HSBC Bank USA.
- Employees of HSBC Finance Corporation participate in a defined benefit pension plan and other post-retirement benefit plans sponsored by HSBC North America. See Note 13, "Pension and Other Post-retirement Benefits," for additional information on this pension plan.
- Historically, we have utilized HSBC Markets (USA) Inc, ("HMUS") to lead manage the underwriting of term debt issuances. There were no fees paid to the affiliate for such services during 2010 or 2009. For debt not accounted for under the fair value option, these fees are amortized over the life of the related debt and included as a component of interest expense.
- We continue to guarantee the long-term and medium-term notes issued by our Canadian business prior to its sale to HSBC Bank Canada. During the three months ended March 31, 2010 and 2009, we recorded fees of \$1 million for providing this guarantee. As of March 31, 2010, the outstanding balance of the guaranteed notes was \$2.4 billion and the latest scheduled maturity of the notes is May 2012. The sale agreement with HSBC Bank Canada allows us to continue to distribute various insurance products through the branch network for a fee. Fees paid to HSBC Bank Canada for distributing insurance products through

this network during the three months ended March 31, 2010 and 2009 were \$5 million and are included in insurance Commission paid to HSBC Bank Canada in the table above.

### **15. Business Segments**

We have two reportable segments: Card and Retail Services and Consumer. Our segments are managed separately and are characterized by different middle-market consumer lending products, origination processes, and locations. Our segment results are reported on a continuing operations basis. There have been no changes in our measurement of segment profit (loss) or the basis of segmentation as compared with the presentation in our 2009 Form 10-K.

Our Card and Retail Services segment comprises our core operations and includes our MasterCard, Visa, private label and other credit card operations. The Card and Retail Services segment offers these products throughout the United States primarily via strategic affinity and co-branding relationships, merchant relationships and direct mail. We also offer products and provide customer service through the Internet.

Our Consumer segment consists of our run-off Consumer Lending, Mortgage Services and Auto Finance businesses which are no longer considered central to our core operations. The Consumer segment provided real estate secured, auto finance and personal non-credit card loans. Loans were offered with both revolving and closed-end terms and with fixed or variable interest rates. Loans were originated through branch locations and direct mail. Products were also offered and customers serviced through the Internet. Prior to the first quarter of 2007, we acquired loans from correspondent lenders and prior to September 2007 we also originated loans through mortgage brokers. While these businesses are operating in run-off mode, they have not been reported as discontinued operations because we continue to generate cash flow from the ongoing collections of the receivables, including interest and fees.

The All Other caption includes our Insurance business which continues to be a core part of our operations as well as our Taxpayer Financial Services and Commercial businesses which are no longer considered central to our core operations. Each of these businesses falls below the quantitative threshold tests under segment reporting accounting principles for determining reportable segments. The "All Other" caption also includes our corporate and treasury activities, which includes the impact of FVO debt. Certain fair value adjustments related to purchase accounting resulting from our acquisition by HSBC and related amortization have been allocated to corporate, which is included in the "All Other" caption within our segment disclosure including goodwill arising from our acquisition by HSBC.

We report results to our parent, HSBC, in accordance with its reporting basis, IFRSs. Our segment results are presented on an IFRS Management 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 made almost exclusively on an IFRS Management Basis. IFRS Management Basis results are IFRSs results which assume that the GM and UP credit card, auto finance, private label and real estate secured receivables transferred to HSBC Bank USA have not been sold and remain on our balance sheet and the revenues and expenses related to these receivables remain on our income statement. IFRS Management Basis also assumes that the purchase accounting fair value adjustments relating to our acquisition by HSBC have been "pushed down" to HSBC Finance Corporation. Operations are monitored and trends are evaluated on an IFRS Management Basis because the receivable sales to HSBC Bank USA were conducted primarily to fund prime customer loans more efficiently through bank deposits and such receivables continue to be managed and serviced by us without regard to ownership. However, we continue to monitor capital adequacy, establish dividend policy and report to regulatory agencies on a U.S. GAAP legal entity basis.

For segment reporting purposes, intersegment transactions have not been eliminated. We generally account for transactions between segments as if they were with third parties.



Reconciliation of our IFRS Management Basis segment results to the U.S. GAAP consolidated totals are as follows:

	Card and Retail Services	Consumer	All Other	Adjustments/ Reconciling Items	IFRS Management Basis Consolidated Totals	Management Basis Adjustments(3)	IFRS Adjustments(4)	IFRS Reclass- ifications(5)
(in millions)								
<b>Three months ended March 31, 2010</b>								
Net interest income	\$1,279	\$707	\$285	\$-	\$2,271	\$(741)	\$(95)	\$(231)
Other operating income (Total other revenues)	391	(58)	(59)	(7)	267	95	46	303
Total operating income (before loan impairment charges)	1,670	649	226	(7)	2,538	(646)	(49)	72
(Provision for credit losses)	537	1,758	(1)	=	2,294	(309)	(66)	=
Operating expenses	1,133	(1,109)	227	(7)	244	(337)	17	72
Profit (loss) before tax	452	267	82	(7)	794	(11)	74	72
Intersegment revenues	\$681	)	\$145	\$-	)	)	)	\$-
<b>Balances at end of period:</b>								
Customer loans (Receivables)	31,987	73,143	1,745	-	109,875	(27,271)	(590)	(1,700)
Assets	33,519	71,558	15,002	=	120,079	(26,483)	(3,384)	(136)
<b>Three months ended March 31, 2009</b>								
Total								

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Net interest income	\$1,340	\$1,035	\$256	\$-	\$2,631	\$(724)	\$(84)	\$(144)
Other operating income (Total other revenues)	660	(39)	4,030	(7)	4,644	103	(85)	306
Total operating income	2,000	996	4,286	(7)	7,275	(621)	(169)	162
Loan impairment charges (Provision for credit losses)	489	2,435	=	=	3,946	(839)	(162)	=
Operating expenses	488	(1,439)	4,286	(7)	3,329	218	(7)	162
Profit (loss) before tax	\$1	557	1,677	(7)	2,715	3	(905)	162
Intersegment revenues	2	\$1,996	\$2,609	\$-	\$614	\$215	\$898	\$-
<b>Balances at end of period:</b>								
Customer loans (Receivables)	92,167	\$95,651	\$1,076	\$-	\$139,594	\$(33,686)	\$(441)	\$(2,409)
Assets	40,976	92,139	13,609	(3)	146,721	(32,225)	(3,137)	(166)

(1) Eliminates intersegment revenues.

(2) Eliminates investments in subsidiaries and intercompany borrowings.

(3) Management Basis Adjustments represent the GM and UP credit card Portfolios and the auto finance, private label and real estate secured receivables transferred to HSBC Bank USA.

(4) IFRS Adjustments consist of the accounting differences between U.S. GAAP and IFRSs which have been described more fully below.

(5) Represents differences in balance sheet and income statement presentation between IFRSs and U.S. GAAP.

Further discussion of the differences between IFRSs and U.S. GAAP are presented in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-Q under the caption "Basis of Reporting." A summary of the significant differences between U.S. GAAP and IFRSs as they impact our results are presented below:

**Net interest income**

Total

42

Effective interest rate

- The calculation of effective interest rates under IFRS 39, "Financial Instruments: Recognition and Measurement ("IAS 39"), requires an estimate of "all fees and points paid or recovered between parties to the contract" that are an integral part of the effective interest rate be included. U.S. GAAP generally prohibits recognition of interest income to the extent the net interest in the loan would increase to an amount greater than the amount at which the borrower could settle the obligation. Under U.S. GAAP, prepayment penalties are generally recognized as received. U.S. GAAP also includes interest income on loans held for resale which is included in other revenues for IFRSs.

Deferred loan origination costs and fees

- Loan origination cost deferrals under IFRSs are more stringent and result in lower costs being deferred than permitted under U.S. GAAP. In addition, all deferred loan origination fees, costs and loan premiums must be recognized based on the expected life of the receivables under IFRSs as part of the effective interest calculation while under U.S. GAAP they may be recognized on either a contractual or expected life basis.

Derivative interest expense

- Under IFRSs, net interest income includes the interest element for derivatives which correspond to debt designated at fair value. For U.S. GAAP, this is included in Gain (loss) on debt designated at fair value and related derivatives which is a component of other revenues. Additionally, under IFRSs, insurance investment income is included in net interest income instead of as a component of other revenues under U.S. GAAP.

***Other operating income (Total other revenues)***

Present value of long-term insurance contracts

- Under IFRSs, the present value of an in-force ("PVIF") long-term insurance contract is determined by discounting future cash flows expected to emerge from business currently in force using appropriate assumptions in assessing factors such as future mortality, lapse rates and levels of expenses, and a discount rate that reflects the risk premium attributable to the respective long-term insurance business. Movements in the PVIF of long-term insurance contracts are included in other operating income. Under U.S. GAAP, revenue is recognized over the life insurance policy term.

Policyholder benefits

- Other revenues under IFRSs includes policyholder benefits expense which is classified as other expense under U.S. GAAP.

Loans held for sale

- IFRSs requires loans designated as held for resale at the time of origination to be treated as trading assets and recorded at their fair market value. Under U.S. GAAP, loans designated as held for resale are reflected as loans and recorded at the lower of amortized cost or fair value. Under IFRSs, the income and expenses related to receivables held for sale are reported in other operating income. Under U.S. GAAP, the income and expenses related to receivables held for sale are reported similarly to loans held for investment.

For receivables transferred to held for sale subsequent to origination, IFRSs requires these receivables to be reported separately on the balance sheet but does not change the recognition and measurement criteria. Accordingly, for IFRSs purposes such loans continue to be accounted for in accordance with IAS 39 with any gain or loss recorded at the time of sale. U.S. GAAP requires loans that management intends to sell to be transferred to a held for sale category at the lower of cost or fair value. Under U.S. GAAP, the

component of the lower of cost or fair value adjustment related to credit risk is recorded in the statement of loss as provision for credit losses while the component related to interest rates and liquidity factors is reported in the statement of loss in other revenues.

Certain receivables that were previously classified as held for sale under U.S. GAAP have now been transferred to held for investment as we now intend to hold for the foreseeable future. Under U.S. GAAP, these receivables were subject to lower of cost or fair value adjustments while held for sale and have been transferred to held for investment at their current carrying value. Under IFRSs, these receivables were always reported within loans and the measurement criteria did not change. As a result, loan impairment charges are now being recorded under IFRSs which were essentially included as a component of the lower of cost or fair value adjustments under U.S. GAAP.

#### Securities

- Under IFRSs, securities include HSBC shares held for stock plans at fair value. These shares are recorded at fair value through other comprehensive income and subsequently recognized in profit and loss as the shares vest. If it is determined these shares have become impaired, the fair value loss is recognized in profit and loss and any fair value loss recorded in other comprehensive income is reversed. There is no similar requirement under U.S. GAAP.

#### Other-than-temporary impairments

- Under U.S. GAAP we are allowed to evaluate perpetual preferred securities for potential other-than-temporary impairment similar to a debt security provided there has been no evidence of deterioration in the credit of the issuer and record the unrealized losses as a component of other comprehensive income. There are no similar provisions under IFRSs as all perpetual preferred securities are evaluated for other-than-temporary impairment as equity securities.

Under U.S. GAAP, the credit loss component of an other-than-temporary impairment of a debt security is recognized in earnings while the remaining portion of the impairment loss is recognized in other comprehensive income provided a company concludes it neither intends to sell the security nor concludes that it is more-likely-than-not that it will have to sell the security prior to recovery. Under IFRSs, there is no bifurcation of other-than-temporary impairment and the entire decline in value is recognized in earnings.

#### REO Expense

- Other revenues under IFRSs includes losses on sale and the lower of cost or fair value adjustments on REO properties which are classified as other expense under U.S. GAAP.

#### *Loan impairment charges (Provision for credit losses)*

IFRSs requires a discounted cash flow methodology for estimating impairment on pools of homogeneous customer loans which requires the incorporation of the time value of money relating to recovery estimates. Also under IFRSs, future recoveries on charged-off loans are accrued for on a discounted basis and a recovery asset is recorded. Subsequent recoveries are recorded to earnings under U.S. GAAP, but are adjusted against the recovery asset under IFRSs. Interest is recorded based on collectibility under IFRSs.

As discussed above, under U.S. GAAP the credit risk component of the lower of cost or fair value adjustment related to the transfer of receivables to held for sale is recorded in the statement of loss as provision for credit losses. There is no similar requirement under IFRSs.

## Operating expenses

### Goodwill impairments -

Goodwill impairment under IFRSs was higher than that under U.S. GAAP due to higher levels of goodwill established under IFRSs as well as differences in how impairment is measured as U.S. GAAP requires a two-step impairment test which requires the fair value of goodwill to be determined in the same manner as the amount of goodwill recognized in a business combination.

### Policyholder benefits -

Operating expenses under IFRSs are lower as policyholder benefits expenses are reported as an offset to other revenues as discussed above.

### Pension costs -

Net income under U.S. GAAP is lower than under IFRSs as a result of the amortization of the amount by which actuarial losses exceed gains beyond the 10 percent "corridor". Furthermore, in 2010 changes to future accruals for legacy participants under the HSBC North America Pension Plan were accounted for as a plan curtailment under IFRSs, which resulted in immediate income recognition. Under U.S. GAAP, these changes were considered to be a negative plan amendment which resulted in no immediate income recognition.

## Assets

### Customer loans (Receivables)

- On an IFRSs basis loans designated as held for sale at the time of origination and accrued interest are classified in other assets. However, the accounting requirements governing when receivables previously held for investment are transferred to a held for sale category are more stringent under IFRSs than under U.S. GAAP. Unearned insurance premiums are reported as a reduction to receivables on a U.S. GAAP basis but are reported as insurance reserves for IFRSs.

### Other

- In addition to the differences discussed above, derivative financial assets are higher under IFRSs than under U.S. GAAP as U.S. GAAP permits the netting of certain items. No similar requirement exists under IFRSs.

## 16. Variable Interest Entities

On January 1, 2010, we adopted the new guidance which amends the accounting for the consolidation of variable interest entities. The new guidance changed the approach for determining the primary beneficiary of a VIE from a quantitative approach focusing on risk and reward to a qualitative approach focusing on the power to direct the activities of the VIE and the obligation to absorb losses and/or the right to receive benefits of the VIE. The adoption of the new guidance has not resulted in any changes to consolidated entities for us.

### *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 be potentially significant to the VIE and therefore are deemed to be the primary beneficiary. We take into account all of our involvements in a VIE in identifying (explicit or implicit) 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 facilities to support the VIE's debt issuances, (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*

In the ordinary course of business, we have organized special purpose entities ("SPEs") primarily to meet our own funding needs through collateralized funding transactions. We transfer certain receivables to these trusts which in turn issue debt instruments collateralized by the transferred receivables. The entities used in these transactions are VIEs and we are deemed to be their primary beneficiary because we hold beneficial interests that expose us to the majority of their expected losses. Accordingly, we consolidate these entities and report the debt securities issued by them as secured financings in long-term debt. This has not changed as a result of the new accounting guidance effective January 1, 2010. As a result, all receivables transferred in these secured financings have remained and continue to remain on our balance sheet and the debt securities issued by them have remained and continue to be included in long-term debt.

The following table summarizes the assets and liabilities of these consolidated secured financing VIEs as of March 31, 2010 and December 31, 2009:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>	
	<u>Consolidated</u>	<u>Consolidated</u>	<u>Consolidated</u>
	<u>Assets</u>	<u>Assets</u>	<u>Liabilities</u>
	(in millions)		
<b>Real estate collateralized funding vehicles:</b>			
Receivables, net	\$6,244	\$6,404	\$-
Available-for-sale investments	10	13	-
Long-term debt	-	<u>4,482</u>	<u>4,678</u>
Subtotal	<u>6,254</u>	<u>6,482</u>	<u>4,678</u>
<b>Credit card collateralized funding vehicles:</b>			
Receivables, net	1,585	1,821	-
Long-term debt	-	-	-
Subtotal	<u>1,585</u>	<u>1,821</u>	-
<b>Auto finance collateralized funding vehicles:</b>			
Receivables, net	838	1,145	-
Other assets	117	152	-
Long-term debt	-	<u>586</u>	<u>778</u>
Subtotal	<u>955</u>	<u>1,883</u>	<u>778</u>
Total	<u>\$8,794</u>	<u>\$9,068</u>	<u>\$5,456</u>

The assets of the consolidated VIEs serve as collateral for the obligations of the VIEs. The holders of the debt securities issued by these vehicles have no recourse to our general credit.

#### *Unconsolidated VIEs*

We are involved with VIEs related to low income housing partnerships, leveraged leases and investments in community partnerships that were not consolidated at March 31, 2010 or December 31, 2009 because we are not the primary beneficiary. At March 31, 2010, we have assets totaling \$37 million on our consolidated balance sheet which represents our maximum exposure to loss for these VIEs.

Additionally, we are involved with other VIEs which currently provide funding to HSBC Bank USA through collateralized funding transactions. We have not consolidated these VIEs at March 31, 2010 or December 31, 2009 because we are not the primary beneficiary as our relationship with these VIEs is limited to servicing certain credit card and private label receivables of the related trusts.

### **17. Fair Value Measurements**

Accounting principles related to fair value measurements provide a framework for measuring fair value and focuses on an exit price in the principal (or alternatively, the most advantageous) market accessible in an orderly transaction between willing market participants (the "Fair Value Framework"). The Fair Value Framework establishes a three-tiered fair value hierarchy with Level 1 representing quoted prices (unadjusted) in active markets for identical assets or liabilities. Fair values determined by Level 2 inputs are inputs that are observable for the identical asset or liability, either directly or indirectly. 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 disorderly, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability and include situations where there is little, if any, market activity for the asset or liability. Transfers between leveling categories are recognized at the end of each reporting period.

#### *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 March 31, 2010 and December 31, 2009, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	<b>Assets Measured at Fair Value (Level 1)</b>	<b>Assets Measured at Fair Value (Level 2)</b>	<b>Assets Measured at Fair Value (Level 3)</b>	
	<b>Quoted Prices in Active Markets for Identical Assets</b>	<b>Significant Observable Inputs</b>	<b>Other Observable Inputs</b>	<b>Significant Unobservable Inputs</b>
	<b>(Level 1)</b>	<b>(Level 2)</b>	<b>(Level 2)</b>	<b>(Level 3)</b>
	<b>Fair Value</b>			
		<b>(in millions)</b>		
<b>March 31, 2010:</b>				
Derivative financial assets(1):				
Interest rate swaps	\$1,292	\$-	\$1,292	\$-
Currency swaps	1,793	-	1,793	-
	<u>(635)</u>		<u>(635)</u>	
Derivative netting	)	-	)	-
Total derivative financial assets	2,450	-	2,450	-
Available-for-sale securities:				
U.S. Treasury	426	426	-	-
U.S. government sponsored enterprises	137	21	116	-

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U.S. government agency issued or guaranteed	18	-	18	-
Obligations of U.S. states and political subdivisions	31	-	31	-
Asset-backed securities	79	-	52	27
U.S. corporate debt securities	1,676	-	1,666	10
Foreign debt securities:				
Government	81	9	72	-
Corporate	279	-	279	-
Equity securities	12	-	12	-
Money market funds	425	425	-	-
Accrued interest	31	2	29	-
Total available-for-sale securities	3,195	883	2,275	37
Total assets	<u>\$5,645</u>	<u>\$883</u>	<u>\$4,725</u>	<u>\$37</u>
Long-term debt carried at fair value	\$(26,690)	\$-	\$(26,690)	\$-
Derivative related liabilities(1):				
Interest rate swaps	(494)	-	(494)	-
Currency swaps	(190)	-	(190)	-
Foreign Exchange Forward	(6)	-	(6)	-
Derivative netting	635	-	635	-
	<u>(55)</u>		<u>(55)</u>	
Total derivative related liabilities	)	=	)	=
	<u>\$(26,745)</u>		<u>\$(26,745)</u>	
Total liabilities	)	<u>\$-</u>	)	<u>\$-</u>
<b>December 31, 2009:</b>				
Derivative financial assets(1)	\$3,363	\$-	\$3,363	\$-
Available-for-sale securities:				
U.S. Treasury	196	196	-	-
U.S. government sponsored enterprises	97	21	74	2
U.S. government agency issued or guaranteed	2	-	21	-
Obligations of U.S. states and political subdivisions	32	-	31	1
Asset-backed securities	83	-	57	26
U.S. corporate debt securities	1,724	-	1,704	20
Foreign debt securities	366	10	356	-
Equity securities	12	-	12	-
Money market funds	627	627	-	-
Accrued interest	29	1	28	-
Total available-for-sale securities	3,187	855	2,283	49
Total assets	<u>\$6,550</u>	<u>\$855</u>	<u>\$5,646</u>	<u>\$49</u>
Long-term debt carried at fair value	\$(26,745)	\$-	\$(26,745)	\$-
	<u>(59)</u>		<u>(59)</u>	
Derivative related liabilities	)	=	)	=
	<u>\$(26,804)</u>		<u>\$(26,804)</u>	
Total liabilities	)	<u>\$-</u>	)	<u>\$-</u>

(1) The fair value disclosed does not include swap collateral which was a net liability of \$2.4 billion and \$3.4 billion at March 31, 2010 and December 31, 2009, respectively, and that we either received or deposited with our interest rate swap counterparties. Such swap collateral is recorded on our balance sheet at an amount which "approximates fair value" and is netted on the balance sheet with the fair value amount recognized for derivative instruments when certain conditions are met.



The following table provides additional detail regarding the rating of our U.S. corporate debt securities at March 31, 2010:

	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	(in millions)		
AAA to AA(1)	\$383	\$-	\$383
A+ to A-(1)	1,153	3	1,156
BBB+ to Unrated(1)	30	7	137

(1) We obtain ratings on our U.S. corporate debt securities from both Moody's Investor Services and Standard and Poor's Corporation. In the event the ratings we obtain from these agencies differ, we utilize the lower of the two ratings.

*Significant Transfers Into/Out of Level 1 and Level 2*

There were no transfers between Level 1 (quoted unadjusted prices in active markets for identical assets or liabilities) and Level 2 (using inputs that are observable for the identical asset or liability, either directly or indirectly) during the three months ended March 31, 2010.

*Information on Level 3 Assets and Liabilities*

The table below reconciles the beginning and ending balances for assets recorded at fair value using significant unobservable inputs (Level 3) during the three months ended March 31, 2010 and 2009.

	<u>Total</u> <u>Gains</u> <u>and</u> <u>(Losses)</u> <u>Included</u> <u>in</u> <u>Other</u>	<u>Transfers</u>		<u>Mar. 31</u> <u>2010</u>	<u>Current</u> <u>Periods</u> <u>Unrealized</u> <u>Gains</u> <u>(Losses)</u>
		<u>Out of</u> <u>Level 2</u> <u>and Into</u> <u>Level 3</u>	<u>Out of</u> <u>Level 3</u> <u>and Into</u> <u>Level 2</u>		
<u>Jan. 1,</u> <u>2010</u>	<u>Comp.</u> <u>Income</u>	<u>Purchases</u>	<u>Issuances</u>	<u>Settlement</u>	
(in millions)					
<b>Assets:</b>					
Securities available-for-sale:					
U.S. Government sponsored enterprises					
	\$2	\$-	\$-	\$-	\$-
Obligations of U.S. states and political subdivisions					
	1	-	-	(1)	-
Asset-backed securities					
	26	(1)	-	-	27
U.S. corporate debt securities					
	20	=	=	=	(17)
	<u>\$49</u>	<u>\$(1)</u>	<u>\$-</u>	<u>\$(1)</u>	<u>\$9</u>
					<u>\$(19)</u>
					<u>\$37</u>
					<u>\$(10)</u>
					<u>=</u>
					<u>\$(10)</u>

	Total Gains and (Losses) Included in Other Jan. Comp. Income		Purchases	Issuances	Settlement	Transfers Into Level 3	Transfers Out of Level 3	Mar. 31 2009	Current Periods Unrealized Gains (Losses)
(in millions)									
<b>Assets:</b>									
Securities available-for-sale:									
U.S. Government sponsored enterprises	\$-	\$-	\$-	\$-	\$-	\$2	\$-	\$2	\$-
Asset-backed securities	38	(2)	-	-	-	12	(18)	30	(32)
U.S. corporate debt securities	84	-	4	-	-	16	(72)	32	(8)
Foreign debt securities	-	-	-	-	-	6	-	6	-
Equity Securities	(\$8)	-	-	-	(1)	-	(1)	42	-
Accrued interest	2	=	=	=	=	=	)	1	=
	<u>\$8</u>	<u>\$2</u>			<u>\$1</u>		<u>\$91</u>		<u>\$40</u>
Total assets	<u>\$175</u>	)	<u>\$4</u>	<u>\$-</u>	)	<u>\$36</u>	)	<u>\$113</u>	)

The amount of total gains or losses for the three months ended March 31, 2010 and 2009 included in income attributable to the change in unrealized losses relating to assets still held at March 31, 2010 and 2009 was \$0 million and \$(8) million, respectively.

*Assets and Liabilities Recorded at Fair Value on a Non-recurring Basis*

The following table presents information about our assets and liabilities measured at fair value on a non-recurring basis as of March 31, 2010 and March 31, 2009, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	Non-Recurring Fair Value Measurements as of March 31, 2010			Total Gains (Losses) For the Three Months Ended March 31, 2010
	Level 1	Level 2	Level 3	Total
(in millions)				
Real estate secured receivables held for sale at fair value	\$-	\$-	\$3	\$3
Real estate owned(1)	\$-	\$780	\$-	\$780

	\$-	<u>\$20</u>	\$-	<u>\$20</u>	) \$-(2) )
	Non-Recurring Fair Value Measurements as of March 31, 2009				Total Gains (Losses) For the Three Months Ended
	Level 1	Level 2	Level 3	Total	March 31, 2009
	(in millions)				
Real estate secured	\$-	\$-	\$41	\$41	\$(2) (167)
Credit cards	-	-	<u>1.360</u>	<u>1.360</u>	) \$(169)
Total receivables held for sale at fair value(3)	<u>\$-</u>	<u>\$-</u>	<u>\$1.401</u>	<u>\$1.401</u>	) \$(653)
Goodwill(4)	<u>\$-</u>	<u>\$-</u>	<u>\$1.641</u>	<u>\$1.641</u>	) \$(14)
Intangible assets(4)	<u>\$-</u>	<u>\$-</u>	<u>\$20</u>	<u>\$20</u>	) \$(97)
Real estate owned(1)	<u>\$-</u>	<u>\$888</u>	<u>\$-</u>	<u>\$888</u>	) \$-(2)
Repossessed vehicles(1)	<u>\$-</u>	<u>\$47</u>	<u>\$-</u>	<u>\$47</u>	) )

(1) Real estate owned and repossessed vehicles are required to be reported on the balance sheet net of transaction costs. The real estate owned and repossessed vehicle amounts in the table above reflect the fair value of the underlying asset unadjusted for transaction costs.

(2) Repossessed vehicles are typically sold within two months of repossession. As a result, fair value adjustments subsequent to repossession are not significant.

(3) Excludes \$8 million of receivables held for sale at March 31, 2009 for which the fair value exceeds carrying value.

(4) During the three months ended March 31, 2009, goodwill with a carrying amount of \$260 million allocated to our Insurance Services business and \$2,034 million allocated to our Card and Retail Services businesses was written down to its implied fair value of \$0 million and \$1,641 million, respectively. Additionally, technology, customer lists and customer loan related relationship intangible assets totaling \$34 million were written down to their implied fair value of \$20 million during the three months ended March 31, 2009. No write-down of goodwill or intangible assets occurred during the three months ended March 31, 2010.

#### *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 quarterly report. The following table summarizes the carrying values

and estimated fair value of our financial instruments at March 31, 2010 and December 31, 2009.

	<u>March 31, 2010</u>		<u>December 31, 2009</u>	
	<u>Carrying Value</u>	<u>Estimated Fair Value</u>	<u>Carrying Value</u>	<u>Estimated Fair Value</u>
	(in millions)			
<b>Financial assets:</b>				
Cash	\$189	\$389	\$311	
Interest bearing deposits with banks	10	10	17	
Securities purchased under agreements to resell	5,186	5,886	2,850	
Securities	3,195	3,195	3,187	
Consumer receivables:				
Mortgage Services:				
First lien	14,510	19,200	8,824	
Second lien	2,248	2,635	672	
Total Mortgage Services	16,758	19,835	9,496	
Consumer Lending:				
First lien	31,546	22,725	20,918	
Second lien	3,619	3,051	1,149	
Total Consumer Lending real estate secured receivables	35,165	25,776	22,067	
Non-real estate secured receivables	7,705	5,379	5,848	
Total Consumer Lending	42,870	28,355	27,915	
Credit card	9,197	9,085	9,358	
Auto Finance	3,033	2,872	3,348	
Total consumer receivables	71,858	49,557	50,117	
Receivables held for sale	3	538	536	
Due from affiliates	136	126	123	
Derivative financial assets	-	-	-	
<b>Financial liabilities:</b>				
Commercial paper	3,700	3,290	4,291	
Due to affiliates	9,023	9,033	9,259	
Long-term debt carried at fair value	26,690	26,500	26,745	
Long-term debt not carried at fair value	39,798	38,700	41,144	
Insurance policy and claim reserves	996	1,992	1,092	
Derivative financial liabilities	45	65	60	

Receivable 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 receivables has been heavily influenced by the deteriorating economic conditions during the past few years, including house price depreciation, rising unemployment, changes in consumer behavior, and changes in discount rates. Many investors are non-bank financial institutions or hedge funds with high equity levels and a high cost of debt. For certain consumer receivables, investors incorporate numerous assumptions in predicting cash flows, such as higher charge-off levels and/or slower voluntary prepayment speeds than we, as the servicer of these receivables, believe will ultimately be the case. The investor discount rates reflect this difference in overall cost of capital 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 March 31, 2010 and December 31, 2009 reflect these market conditions.

#### Valuation Techniques

The following summarizes the valuation methodologies used for assets and liabilities recorded at fair value and for estimating fair value for financial instruments not recorded at fair value but for which fair value disclosures are required.

#### Cash:

Carrying value approximates fair value due to cash's liquid nature.

#### Interest bearing deposits with banks:

Carrying value approximates fair value due to the asset's liquid nature.

#### Securities purchased under agreements to resell:

The fair value of securities purchased under agreements to resell approximates carrying value due to the short-term maturity of the agreements.

#### Securities:

Fair value for our available-for-sale securities is generally determined by a third party valuation source. The pricing services generally source fair value measurements from quoted market prices and if not available, the security is valued based on quotes from similar securities using broker quotes and other information obtained from dealers and market participants. For securities which do not trade in active markets, such as fixed income securities, the pricing services generally utilize various pricing applications, including models, to measure fair value. The pricing applications are based on market convention and use inputs that are derived principally from or corroborated by observable market data by correlation or other means. The following summarizes the valuation methodology used for our major security types:

- U.S. Treasury, U.S. government agency issued or guaranteed and Obligations of U.S. States and political subdivisions - As these securities transact in an active market, the pricing services source fair value measurements from 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 certain government sponsored mortgage-backed securities which transact in an active market, the pricing services source fair value measurements from 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 using discounted cash flow models and inputs related to interest rates, prepayment speeds, loss curves and market discount rates that would be required by investors in the current market given the specific characteristics and inherent credit risk of the underlying collateral.
- Asset-backed securities - Fair value is determined using discounted cash flow models and inputs related to interest rates, prepayment speeds, loss curves and market discount rates that would be required by investors in the current market given the specific characteristics and inherent credit risk of the underlying collateral.
- U.S. corporate and foreign debt securities - 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 issue 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, the pricing services will survey the broker/dealer community to obtain relevant trade data including benchmark quotes and updated spreads.

- Preferred equity securities - In general, for perpetual preferred securities, fair value is calculated using an appropriate spread over a comparable U.S. Treasury security for each issue. These spreads represent the additional yield required to account for risk including credit, refunding and liquidity. The inputs are derived principally from or corroborated by observable market data.
- Money market funds - Carrying value approximates fair value due to the asset's liquid nature.

Significant inputs used in the valuation of our investment securities include selection of an appropriate risk-free rate, forward yield curve and credit spread which establish the ultimate discount rate used to determine the net present value of estimated cash flows. For asset-backed securities, selection of appropriate prepayment rates, default rates and loss severities also serve as significant inputs in determining fair value. We perform validations of the fair values sourced from the independent pricing services at least quarterly. Such validation principally includes sourcing security prices from other independent pricing services or broker quotes. The validation process provides us with information as to whether the volume and level of activity for a security has significantly decreased and assists in identifying transactions that are not orderly. Depending on the results of the validation, additional information may be gathered from other market participants to support the fair value measurements. A determination will be made as to whether adjustments to the observable inputs are necessary as a result of investigations and inquiries about the reasonableness of the inputs used and the methodologies employed by the independent pricing services.

#### Receivables and Receivables held for sale:

The estimated fair value of our receivables was determined by developing an approximate range of value from a mix of various sources as appropriate for the respective pool of assets. These sources include, among other items, value estimates from an HSBC affiliate which reflect over-the-counter trading activity; forward looking discounted cash flow models using assumptions we believe are 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.

Model inputs include estimates of future interest rates, prepayment speeds, default and loss curves, and market discount rates reflecting management's estimate of the rate of return 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 home price changes and unemployment rates. To the extent available, such inputs are derived principally from or corroborated by observable market data by correlation and other means. We perform periodic validations of our valuation methodologies and assumptions based on the results of actual sales of such receivables. In addition, from time to time, we will 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 which are specific to the performance characteristics of the various receivable portfolios.

#### 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 value of the loan, the carrying value of the loan is adjusted to the fair value. Within three months on the market, the carrying value is further reduced, if necessary, to reflect observable local market data, including local area sales data.

#### Repossessed vehicles:

#### Assets

Fair value is determined based on current Black Book values, which represent current observable prices in the wholesale auto auction market.

Due from affiliates:

Carrying value approximates fair value because the interest rates on these receivables adjust with changing market interest rates.

Commercial paper:

The fair value of these instruments approximates existing carrying value because interest rates on these instruments adjust with changes in market interest rates due to their short-term maturity or repricing characteristics.

Due to affiliates:

The estimated fair value of our fixed rate and floating rate debt due to affiliates was determined using discounted future expected cash flows at current interest rates and credit spreads offered for similar types of debt instruments.

Long-term debt:

Fair value was primarily determined by a third party valuation source. The pricing services source fair value from quoted market prices and, if not available, expected cash flows are discounted using the appropriate interest rate for the applicable duration of the instrument adjusted for our own credit risk (spread). The credit spreads applied to these instruments were derived from the spreads recognized in the secondary market for similar debt as of the measurement date. Where available, relevant trade data is also considered as part of our validation process.

Insurance policy and claim reserves:

The fair value of insurance reserves for periodic payment annuities was estimated by discounting future expected cash flows at estimated market interest rates.

Derivative financial assets and liabilities:

Derivative values are defined as the amount we would receive or pay to extinguish the contract using a market participant as of the reporting date. The values are determined by management using a pricing system maintained by HSBC Bank USA. In determining these values, HSBC Bank USA uses quoted market prices, when available, principally for exchange-traded options. For non-exchange traded contracts, such as interest rate swaps, fair value is determined using discounted cash flow modeling techniques. Valuation models calculate the present value of expected future cash flows based on models that utilize independently-sourced market parameters, including interest rate yield curves, option volatilities, and currency rates. Valuations may be adjusted 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 market liquidity and counterparty credit risk that can affect prices in arms-length transactions with unrelated third parties. Finally, other transaction specific factors such as the variety of valuation models available, the range of unobservable model inputs and other model assumptions can affect estimates of fair value. Imprecision in estimating these factors can impact the amount of revenue or loss recorded for a particular position.

Counterparty credit risk is considered in determining the fair value of a financial asset. The Fair Value Framework specifies that the fair value of a liability should reflect the entity's non-performance risk and accordingly, the effect of our own credit risk (spread) has been factored into the determination of the fair value of our financial liabilities, including derivative instruments. In estimating the credit risk adjustment to the derivative assets and liabilities, we take into account the impact of netting and/or collateral arrangements that are designed to mitigate counterparty credit risk.

## **18. Contingent Liabilities**

Both we and certain of our subsidiaries are parties to various legal proceedings resulting from ordinary business activities relating to our current and/or former operations. Certain of these activities are or purport to be class actions seeking damages in very large amounts. These actions include assertions concerning violations of laws and/or unfair treatment of consumers.

We accrue for litigation-related liabilities when it is probable that such a liability has been incurred and the amount of the loss can be reasonably estimated. While the outcome of litigation is inherently uncertain, we believe, in light of all information known to us at March 31, 2010, that our litigation reserves are adequate at such date. We review litigation reserves at least quarterly, and the reserves may be increased or decreased in the future to reflect further relevant developments. We believe that our defenses to the claims asserted against us in our currently active litigation have merit and any adverse decision should not materially affect our consolidated financial condition. However, losses may be material to our results of operations for any particular future periods depending on our income level for that period.

On May 7, 2009, the jury in the class action

Jaffe v. Household International

Inc., et. al

returned a verdict partially in favor of the plaintiffs with respect to Household International and three former officers for certain of the claims arising out of alleged false and misleading statements made in connection with certain activities of Household International, Inc. between July 30, 1999 and October 11, 2002. Despite the verdict at the District Court level, we continue to believe, after consultation with counsel, that neither Household nor its former officers committed any wrongdoing and that we will either prevail on our outstanding motions to dismiss or that the Seventh Circuit will reverse the trial Court verdict upon appeal. As such, it is not probable a loss has been incurred as of March 31, 2010 as a result of this verdict. Therefore, no loss accrual was established as a result of the verdict.

## **19. New Accounting Pronouncements**

### *Accounting for transfers of financial assets*

In June 2009, the FASB issued guidance which amends the accounting for transfers of financial assets by eliminating the concept of a qualifying special-purpose entity ("QSPE") and provides additional guidance with regard to the accounting for transfers of financial assets. The guidance is effective for all interim and annual periods beginning after November 15, 2009. We adopted this guidance on January 1, 2010. The adoption of this guidance did not have any impact on our financial position or results of operations.

### *Accounting for consolidation of variable interest entities*

In June 2009, the FASB issued guidance which amends the accounting rules related to the consolidation of variable interest entities ("VIE"). The guidance changes the approach for determining the primary beneficiary of a VIE from a quantitative risk and reward model to a qualitative model, based on control and economics. Effective January 1, 2010, certain VIEs which are not consolidated currently will be required to be consolidated. The guidance is effective for all interim and annual periods beginning after November 15, 2009. The adoption of this guidance on January 1, 2010 did not have an impact on our financial position or results of operations. See Note 16, "Special Purpose Entities," in these consolidated financial statements for additional information.

### *Improving Disclosures about Fair Value Measurements*

In January 2010, the FASB issued guidance to improve disclosures about fair value measurements. The guidance requires entities to disclose separately the amounts of significant transfers in and out of Level 1



and Level 2 fair measurements and describe the reasons for the same. It also requires Level 3 reconciliation to be presented on a gross basis, while disclosing purchases, sales, issuances and settlements separately. The guidance is effective for interim and annual financial periods beginning after December 15, 2009 except for gross basis presentation for Level 3 reconciliation, which is effective for interim and annual periods beginning after December 15, 2010. We adopted the new disclosure requirements in their entirety effective January 1, 2010. See Note 17, "Fair Value Measurements" in these consolidated financial statements.

#### *Subsequent Events*

In February 2010, the FASB amended certain recognition and disclosure requirements for subsequent events. The guidance clarifies an entity that either (a) is an SEC filer, or (b) is a conduit bond obligor for conduit debt securities that are traded in a public market is required to evaluate subsequent events through the date the financial statements are issued and in all other cases through the date the financial statements are available to be issued. The guidance eliminates the requirement to disclose the date through which subsequent events are evaluated for an SEC filer. The guidance was effective upon issuance. Adoption did not have an impact on our financial position or results of operations.

#### *Derivatives and Hedging*

In March 2010, the FASB issued a clarification on the scope exception for embedded credit derivatives. The guidance eliminates the scope exception for bifurcation of embedded credit derivatives in interests in securitized financial assets, unless they are created solely by subordination of one financial debt instrument to another. The guidance is effective beginning in the first reporting period after June 15, 2010, with earlier adoption permitted for the quarter beginning after March 31, 2010. This clarification is not expected to have a material impact to our financial position or results of operations.

#### Item 2.

#### *Management's Discussion and Analysis of Financial Condition and Results of Operations*

#### *Forward-Looking Statements*

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the consolidated financial statements, notes and tables included elsewhere in this report and with our Annual Report on Form 10-K for the year ended December 31, 2009 (the "2009 Form 10-K"). MD&A may contain certain statements that may be forward-looking in nature 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 SEC, in press releases, or oral or written presentations by representatives of HSBC Finance Corporation 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. Forward-looking statements are based on our current views and assumptions and speak only as of the date they are made. HSBC Finance Corporation undertakes no obligation to update any forward-looking statement to reflect subsequent circumstances or events.

#### **Executive Overview**

HSBC Finance Corporation is an indirect wholly owned subsidiary of HSBC Holdings plc ("HSBC"). HSBC Finance Corporation may also be referred to in MD&A as "we", "us", or "our".

*Current Environment*

During the first quarter of 2010, economic conditions in the United States continued to improve. Liquidity has returned to the financial markets for all sources of funding except for mortgage securitization and companies are able to issue debt with credit spreads now approaching levels historically seen prior to the crisis, despite the U.S. government's exit from some of its support programs. While the slowing pace of job losses is helping the housing markets, the first-time homebuyer tax credit as well as low interest rates resulting from government monetary policy actions have been the main forces driving up home sales and shrinking home inventories, which has resulted in home price stabilization, particularly in the middle and lower price sectors. How sustainable these improvements will be in the absence of these government actions remains to be seen.

Deterioration in the job market continued to ease in the first quarter of 2010 as job losses slowed in the first two months of the year and job gains of over 150,000 were reported for March 2010, the biggest monthly gain in the last three years. Despite the improving job picture, U.S. unemployment rates, which have been a major factor in the deterioration of credit quality in the U.S., remained stubbornly high at 9.7 percent in March 2010, a decrease of only 30 basis points since December 2009. In addition, a significant number of U.S. residents are no longer looking for work and are not reflected in the U.S. unemployment rates. Unemployment rates in 17 states are greater than the U.S. national average. The increases in unemployment rates have been most pronounced in the markets which had previously experienced the highest appreciation in home values. Unemployment rates in 11 states are at or above 11 percent, including California and Florida, states where we have receivable portfolios in excess of 5 percent of our total outstanding receivables. Unemployment has continued to have an impact on the provision for credit losses in our loan portfolio and in loan portfolios across the industry.

Although we noted signs of improvement in mortgage lending industry trends during the first quarter of 2010, we continue to be affected by the following:

- > Overall levels of delinquencies remain elevated;
- > Mortgage loan originations from 2005 to 2008 continue to perform worse than originations from prior periods;
- > Real estate markets in a large portion of the United States continue to be affected by stagnation or declines in property values experienced over the last three years;
- > While home prices have begun to stabilize in most markets, including some parts of California, they remain under pressure due to elevated foreclosure levels;
- > Lower secondary market demand for subprime loans resulting in reduced liquidity for subprime mortgages; and
- > Tighter lending standards by mortgage lenders which impacts a borrower's ability to refinance existing mortgage loans.

Concerns about the future of the U.S. economy, including the pace and magnitude of recovery from the recent economic recession, consumer confidence, volatility in energy prices, previous volatility experienced by the credit markets and corporate earnings will continue to influence the U.S. economic recovery and the capital markets. In particular, continued improvement in unemployment rates and a sustained recovery of

the housing market continue to remain critical components of a broader U.S. economic recovery. Further weakening in these components as well as in consumer confidence may result in additional deterioration in consumer payment patterns and credit quality. Although consumer confidence has improved from the levels seen early in 2009, it remains low on a historical basis. Weak consumer fundamentals, including declines in wage income, reduced consumer spending, declines in wealth and a difficult job market, continue to depress consumer confidence. Additionally there is uncertainty as to the future course of monetary policy and uncertainty as to the impact on the economy and consumer confidence when the remaining actions taken by the government to restore faith in the capital markets and stimulate consumer spending end. These conditions in combination with general economic weakness and recent and proposed regulatory changes will likely continue to impact our results in 2010, the degree of which is largely dependent upon the nature and timing of an economic recovery and the impact of any further regulatory changes.

The U.S. Federal government and banking regulators continued their efforts to stabilize the U.S. economy and reform the financial markets throughout 2009 and into 2010. In June 2009, the Administration unveiled its proposal for a sweeping overhaul of the financial regulatory system. The Financial Regulatory Reform proposals are comprehensive and include the creation of an inter-agency Financial Services Oversight Council to, among other things, identify emerging risks and advise the Federal Reserve Board regarding institutions whose failure could pose a threat to financial stability; expand the Federal Reserve Board's powers to regulate these systemically-important institutions and impose more stringent capital and risk management requirements; create a Consumer Financial Protection Agency (the "CFPA") as a single primary Federal consumer protection supervisor, which will regulate credit, savings, payment and other consumer financial products and services and providers of those products and services; and impose comprehensive regulation of over-the-counter ("OTC") derivatives markets, including credit default swaps, and prudent supervision of OTC derivatives dealers. In December 2009, the House of Representatives passed The Wall Street Reform and Consumer Protection Act, which addresses many of the Administration's proposed reforms. Similar legislation was approved in March 2010 by the U.S. Senate Committee on Banking, Housing and Urban Affairs. In addition, on January 14, 2010, the Administration announced its intention to propose a Financial Crisis Responsibility Fee to be assessed against financial institutions with more than \$50 billion in consolidated assets for at least 10 years. It is likely that some portion of the financial regulatory reform proposals will be adopted and enacted. The reforms may have a significant impact on the operations of financial institutions in the U.S., including us and our affiliates. However, it is not possible to assess the impact of financial regulatory reform until final legislation has been enacted and the related regulations have been adopted.

As discussed in prior filings, on May 22, 2009, the Credit Card Accountability Responsibility and Disclosure Act of 2009 (the "CARD Act") was signed into law. For a complete discussion of the CARD Act as well as the impact to our operations, see "Segment Results - IFRS Management Basis."

#### *Business Focus*

As discussed in this and prior filings, during the past few years we have made numerous strategic decisions regarding our operations, with the intent to lower the risk profile of our operations as well as reduce the capital and liquidity requirements of our operations by reducing the size of the balance sheet. As a result of these strategic decisions, our core operations currently consist of our credit card and retail services business, as well as our insurance operations. Our lending products currently include primarily MasterCard and Visa credit cards and private label credit cards. A portion of new credit card and all new private label receivable originations are sold on a daily basis to HSBC Bank USA, National Association ("HSBC Bank USA"). Our core credit card receivable portfolio totaled \$10.6 billion at March 31, 2010 reflecting a decrease of 9 percent since December 31, 2009 as a result of seasonal trends, numerous actions we have taken to manage risk beginning in the fourth quarter of 2007, including reduced marketing levels as well as an increased focus by consumers to reduce outstanding credit card debt which has

resulted in a higher level of balance run-off compared to what we typically have seen in the first quarter due to seasonality.

Our Consumer Lending, Mortgage Services and Auto Finance businesses are not considered central to our core operations. As a result, the real estate secured, auto finance and personal non-credit card receivable portfolios of these non-core businesses, which totaled \$69.7 billion at March 31, 2010 are currently liquidating. The timeframe in which these portfolios will liquidate is dependent upon numerous factors some of which are beyond our control. The rate at which receivables pay off prior to their maturity fluctuates for a variety of reasons such as interest rates, availability of refinancing, home values and individual borrowers' credit profile all of which are outside of our control. In light of the current economic conditions and mortgage industry trends described above, our loan prepayment rates have slowed when compared to historical experience even though interest rates remain low. However, we have experienced some improvements in overall loan payment rates during the first quarter of 2010 due to the impact of government stimulus programs which have targeted our customer base and seasonality. Additionally, our loan modification programs which are designed to maximize cash collections and avoid foreclosure or repossession if economically reasonable, are contributing to these slower loan prepayment rates.

While difficult to project both loan prepayment rates and default rates, based on current experience we expect the receivable portfolios of our non-core businesses to decline between 55 percent and 65 percent over the next four to five years and be comprised primarily of real estate secured receivables at the end of this period. Attrition will not be linear during this period. Over the next two years, charge-off related receivable run-off is expected to remain high due to the economic environment. Run-off will later slow as charge-offs decline and the remaining real estate secured receivables stay on the balance sheet longer due to the impact of modifications and/or the lack of re-financing alternatives.

During the first quarter of 2010 we completed the sale of both our auto finance receivable servicing operations as well as \$927 million of auto finance receivables (of which \$379 million was purchased from HSBC Bank USA immediately prior to the sale) to Santander Consumer USA, Inc. ("SC USA"). See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," in the accompanying consolidated financial statements for further details of this transaction.

We continue to evaluate our operations as we seek to optimize our risk profile as well as our liquidity, capital and funding requirements and review opportunities in the subprime credit card industry as the credit markets stabilize. This could result in further strategic actions that may include changes to our legal structure, asset levels and further alterations or refinement of product offerings as we work to reposition our active businesses for long-term success. Although nothing is currently contemplated, we continue to evaluate additional ways to identify funding opportunities with HSBC Bank USA, within the regulatory framework.

#### *Performance, Developments and Trends*

Our net loss was \$603 million during the three months ended March 31, 2010 compared to net income of \$872 million in the prior year quarter. Our results in both periods were significantly impacted by the change in the fair value of debt and related derivatives for which we have elected fair value option and in the three months ended March 31, 2009, goodwill and other intangible asset impairment charges, which need to be excluded to understand the underlying performance trends of our business. The following table summarizes the collective impact of these items on our income (loss) before income tax for the periods presented:

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u></b>	<b><u>2009</u></b>
Income (loss) before income tax, as reported	<b>\$ (933)</b>	\$1,727
Gain in value of fair value option debt and related derivatives	<b>(133)</b>	(4,112)
Goodwill and other intangible asset impairment charges	=	<u>667</u>

	<u>\$(1.066</u>	<u>\$(1.718</u>
Income (loss) before income tax, excluding above items(1)	)	)

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

Excluding the collective impact of the items in the above table, our results for the three months ended March 31, 2010 improved \$652 million compared to the three months ended March 31, 2009 as lower net interest income and lower other revenues were more than offset by a lower provision for credit losses and lower operating expenses.

The underlying performance trends of our business have also been impacted by changes to our charge-off policies for our real estate secured and personal non-credit card receivables in December 2009 (the "December 2009 Charge-off Policy Changes"). Beginning in December 2009, we now write down real estate secured receivables to net realizable value less estimated cost to sell generally no later than the end of the month in which the account becomes 180 days contractually delinquent. For personal non-credit card receivables, charge-off now occurs generally no later than the end of the month in which the account becomes 180 days contractually delinquent. As a result of these actions, delinquent real estate secured and personal non-credit card receivables charge-off earlier during the first quarter of 2010 than in the historical periods. See our 2009 Form 10-K for further discussion of these policy changes.

Net interest income decreased during the three months ended March 31, 2010 as compared to the prior year quarter primarily due to lower average receivables as a result of receivable liquidation, risk mitigation efforts, an increased focus by consumers to reduce outstanding credit card debt and lower levels of performing receivables. The decrease also reflects lower overall yields on our receivable portfolio including the impact of the December 2009 Charge-off Policy Changes as real estate secured and personal non-credit card receivables now charge-off earlier than in the historical period and as a result all of the underlying accrued interest income is reversed against net interest income upon charge-off earlier as well. Net interest income was also negatively impacted by a shift in receivable mix to higher levels of lower yielding first lien real estate secured receivables as higher yielding credit card, auto finance and personal non-credit card receivables have run-off at a faster pace than real estate secured receivables. These decreases were partially offset by lower interest expense due to lower average rates for floating rate borrowings on lower average borrowings.

Our real estate secured and personal non-credit card receivable portfolios reported lower yields during the first quarter of 2010, while our credit card receivable portfolio reported higher yields. Lower yields in our real estate secured and personal non-credit card receivable portfolios reflect the higher levels of loan modifications since March 31, 2009 and the impact of the December 2009 Charge-off Policy Changes as discussed above. Yields on our credit card receivable portfolio increased during the first quarter of 2010 as a result of repricing initiatives during the fourth quarter of 2009 which were partially offset by the implementation of certain provisions of new credit card legislation including restrictions impacting repricings of delinquent accounts. We also experienced lower yields on our non-insurance investment portfolio held for liquidity management purposes. These investments are short term in nature and the lower yields reflect decreasing rates on overnight investments. Net interest margin decreased to 5.42 percent during the three months ended March 31, 2010 compared to 5.87 percent during the three months ended March 31, 2009 due to lower overall yields on our receivable portfolio as discussed above, partially offset by lower funding costs.

Other revenues during the three months ended March 31, 2010 and 2009 were impacted by a gain on debt designated at fair value and related derivatives, although the impact was significantly greater during the year-ago quarter. Excluding the gain on debt designated at fair value and related derivatives from both

periods, other revenues decreased during the three months ended March 31, 2010 due to lower fee income, lower enhancement services revenues, lower derivative income and lower taxpayer financial services ("TFS") revenue, partially offset by higher servicing and other fees from HSBC affiliates and lower fair value write-downs on receivables held for sale. Lower fee income reflects lower late and overlimit fees due to lower volumes and lower delinquency levels, changes in customer behavior and impacts from the implementation of certain provisions of new credit card legislation which resulted in lower overlimit fees as well as restrictions on fees charged to process on-line and telephone payments. Lower enhancement services revenue reflects the impact of lower credit card receivable levels. Lower derivative related income reflects the impact of falling long term U.S. interest rates on our portfolio of pay fixed/receive variable non-qualifying hedges and the impact of changes in foreign currency rates on our cross currency hedges. Lower taxpayer financial services ("TFS") revenues reflect changes in the way this program is jointly managed between us and HSBC Bank USA. Beginning in the first quarter of 2010, a portion of the loans we previously purchased are now retained by HSBC USA Inc. and we receive a fee from HSBC Bank USA for both servicing the loans and assuming the credit risk associated with these loans. As a result, the decrease in TFS revenue during the first quarter of 2010 is largely offset by higher servicing and other fee revenue related to these loans which is recorded as a component of servicing and other fees from HSBC affiliates. Higher servicing and other fees from HSBC affiliates reflects the new servicing and other fees related to TFS loans as discussed above, partially offset by lower levels of other receivables being serviced for HSBC Bank USA and the transition of services we previously performed for HSBC affiliates to HSBC Technology & Services (USA) Inc. ("HTSU"). Lower fair value markdowns during the current quarter reflect a smaller portfolio of held for sale receivables than during the year-ago quarter.

Our provision for credit losses decreased significantly during the three months ended March 31, 2010 as compared to the year-ago quarter as a result of a lower provision for credit losses in our core credit card receivable portfolio as well as lower provision for credit losses on receivables in our non-core Mortgage Services, Consumer Lending and Auto Finance businesses.

- Provision for credit losses in our core credit card receivable portfolio decreased \$368 million during the three months ended March 31, 2010 due to lower receivable levels as a result of actions taken beginning in the fourth quarter of 2007 to manage risk as well as an increased focus by consumers to reduce outstanding credit card debt. The decrease also reflects the impact of improvement in the underlying credit quality of the portfolio including improved early stage delinquency roll rates as economic conditions improved. The impact of higher unemployment rates on credit card receivable losses has not been as severe due in part to improved cash flow from government stimulus activities that meaningfully benefit our non-prime customers. The lower provision for credit losses was partially offset by portfolio seasoning.
- The provision for credit losses in our Mortgage Services business decreased \$223 million in the first quarter of 2010 as a result of lower receivable levels as the portfolio continues to liquidate, delinquency levels continue to decrease, economic conditions improved and a higher percentage of charge-offs were on first lien loans which generally have lower charge-offs than second lien loans. These decreases were partially offset by the impact of higher levels of troubled debt restructurings ("TDR Loans") as compared to the year-ago quarter and higher loss estimates associated with these receivables which are not prepaying as quickly as historically experienced as well as the impact of higher unemployment levels. While recent loss severities on foreclosed loans have been lower as compared to the year-ago quarter as home prices have begun to stabilize in most markets, the impact of lower severities was offset by a higher estimate of charge-offs related to loans where we have previously decided not to pursue foreclosure.
- The provision for credit losses in our Consumer Lending business decreased \$339 million in the first quarter of 2010 reflecting lower receivable levels as both the real estate secured and personal non-credit card receivable portfolios continue to liquidate, delinquency levels continue to decrease and economic conditions improved. The decrease in provision for real estate secured receivables also reflects a higher

percentage of charge-offs on first lien loans which generally have lower charge-offs than second lien loans as well as an improved outlook on current inherent losses for first lien real estate secured receivables originated in 2005 and earlier as the current trends for deterioration in delinquencies and charge-offs in these vintages have stabilized. These decreases in the provision for credit losses for real estate secured receivables were partially offset by lower receivable prepayments, portfolio seasoning, higher levels of unemployment and increased levels of troubled debt restructures including higher reserve requirements associated with these receivables. While recent loss severities on foreclosed loans have been lower as compared to the year-ago quarter as home prices have begun to stabilize in most markets, the impact of lower severities was offset by a higher estimate of charge-offs related to loans where we have previously decided not to pursue foreclosure. The decrease in the provision for credit losses for personal non-credit card receivables reflects lower receivable levels, lower delinquency levels and improvements in economic conditions, partially offset by higher levels of TDR Loans including higher reserve requirements associated with these receivables.

- The provision for credit losses in our auto finance receivable portfolio decreased as a result of lower receivable levels as the portfolio continues to liquidate. Lower receivable levels also reflect the transfer of \$533 million of auto finance receivable to receivables held for sale subsequent to March 31, 2009. Additionally, we experienced lower loss severities driven by improvements in prices on repossessed vehicles.

In recent years, the impact of seasonal patterns in our provision for credit losses has been masked by the impact of a sustained deterioration in credit quality across all of our receivable portfolios. As the credit quality in our portfolios stabilize, we anticipate that these seasonal patterns will re-emerge as a more significant component of our overall trend in loss provision.

See "Results of Operations" for a more detailed discussion of our provision for credit losses.

During the three months ended March 31, 2010, the provision for credit losses was \$847 million lower than net charge-offs. During the year-ago quarter, the provision for credit losses was higher than net charge-offs by \$557 million. Lower credit loss reserves at March 31, 2010 reflect lower receivable levels, improved economic and credit conditions including lower delinquency levels and the continued stabilization of the housing markets. These conditions have resulted in an overall improved outlook on future loss estimates. Reserve levels for real estate secured receivables at our Mortgage Services and Consumer Lending businesses as well as for receivables in our credit card business can be further analyzed as follows:

	<u>Real Estate Secured Receivables(1)</u>		<u>Credit Card</u>	
	<u>Consumer Mortgage Receivables</u>			
	<u>Lending Services</u>			
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
	<u>(in millions)</u>			
Credit loss reserves at January 31,	<del>\$3,047</del>	<del>\$2,385</del>	<del>\$1,826</del>	\$2,258
Provision for credit losses	587	855	208	569
Charge-offs	(861)	(655)	(592)	(557)
Recoveries	14	16	62	55
Credit loss reserves at March 31,	<del>\$2,787</del>	<del>\$2,601</del>	<del>\$1,999</del>	\$2,325

(1) Credit loss reserves since March 31, 2009 were significantly impacted by changes in our charge-off policies for real estate secured receivables which impacts comparability between periods. See Note 8,

"Changes in Charge-off Policies," in our 2009 Form 10-K for further discussion.

Total operating expenses decreased significantly during the first quarter of 2010 as compared to three months ended March 31, 2009, due in part to the following items recorded during the year-ago period:

- Restructuring charges totaling \$169 million related to the decision to discontinue all new customer account originations for our Consumer Lending business and to close the Consumer Lending branch offices. See Note 3, "Strategic Initiatives," in the accompanying consolidated financial statements for additional information related to this decision;
- Goodwill impairment charges of \$653 million related to our Card and Retail Services and Insurance Services businesses;
- Impairment charges of \$14 million relating to technology, customer lists and loan related relationships resulting from the discontinuation of originations for our Consumer Lending business.

Excluding these items in the year-ago quarter, total operating expenses remained lower, decreased 18 percent, due to lower salary expense, lower occupancy and equipment expenses and lower real estate owned expenses reflecting the further reduced scope of our business operations since March 31, 2009 and continued entity-wide initiatives to reduce costs, partially offset by higher collection costs.

Our effective income tax rate was 35.37 percent for the three months ended March 31, 2010 compared to 49.51 percent in the year-ago quarter. The effective tax rate for the three months ended March 31, 2009 was significantly impacted by the non-tax deductible impairment of goodwill related to the Card and Retail Services and Insurance Services businesses. The effective tax rate for the prior year quarter was also impacted by a change in estimate in the state tax rate for jurisdictions where we file combined unitary state tax returns with other HSBC affiliates.

The financial information set forth below summarizes selected financial highlights of HSBC Finance Corporation for the three month periods ended March 31, 2010 and 2009 and as of March 31, 2010 and December 31, 2009.

<u>Three Months Ended March 31,</u>	<u>2010</u> <u>2009</u>	
	(dollars are in millions)	
Net income (loss)	<b>\$(603)</b>	\$872
Return on average owned assets ("ROA")	<b>(2.59)%</b>	2.96%
Return on average common shareholder's equity ("ROE")	<b>(32.74)</b>	26.54
Net interest margin	<b>5.42</b>	5.87
Consumer net charge-off ratio, annualized	<b>13.28</b>	9.02
Efficiency ratio(1)	<b>47.36</b>	29.13

	<u>March 31,</u> <u>2010</u> <u>December 31,</u> <u>2010</u> <u>2009</u>	
	(dollars are in millions)	
Receivables:		
Core(2)	<b>\$10,597</b>	\$11,626
Non-core(3)	<b>69,717</b>	74,032
Total	<b>\$80,314</b>	\$85,658

Assets



Receivables held for sale	<u>\$3</u>	<u>\$536</u>
Two-month-and-over contractual delinquency	13.60%	14.58%

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- (1) Ratio of total costs and expenses less policyholders' benefits to net interest income and other revenues less policyholders' benefits.
- (2) Core receivables consist of our credit card receivable portfolios.
- (3) Non-core receivables consists primarily of the liquidating receivable portfolios in our Consumer Lending, Mortgage Services and Auto Finance businesses.

#### *Performance Ratios*

Our efficiency ratio was 47.36 percent for the three months ended March 31, 2010 compared to 29.13 percent in the year-ago quarter. Our efficiency ratio during the three months ended March 31, 2010 and 2009 was impacted by the change in the fair value of debt for which we have elected fair value option accounting. Additionally, the three months ended March 31, 2009 was also significantly impacted by the goodwill and intangible asset impairment charges and Consumer Lending closure costs, as discussed above. Excluding these items from the periods presented, our efficiency ratio increased 735 basis points during the first quarter of 2010 as receivable portfolio liquidation and declining overall yields on our receivable portfolio caused net interest income to decrease more rapidly than operating expenses. The volatility between periods in other revenues, including lower derivative income and lower fee income, partially offset by improved lower fair value write-downs on receivables held for sale also significantly impacted the efficiency ratio during the current period.

Our return on average common shareholder's equity ("ROE") was (32.74) percent for the three months ended March 31, 2010 compared to 26.54 percent in the year-ago quarter. Our return on average owned assets ("ROA") was (2.59) percent for the three months ended March 31, 2010 compared to 2.96 percent in the year-ago quarter. ROE and ROA were impacted by the change in the fair value of debt for which we have elected fair value option accounting. Additionally, the three months ended March 31, 2009 were also significantly impacted by the goodwill and intangible asset impairment charges and Consumer Lending closure costs, as discussed above. Excluding these items, ROE decreased 603 basis points as compared to the year-ago quarter. Although our net loss improved significantly during the current quarter, our net loss in 2010 represented a higher percentage of average common shareholder's equity for the three months ended March 31, 2010 than as compared to the year-ago quarter as our equity decreased as a result of the losses sustained. Excluding these items, ROA increased 47 basis points as compared to the year-ago quarter as the improvement in our results during the quarter outpaced the decrease in lower average assets.

#### *Receivables*

Receivables were \$80.3 billion at March 31, 2010 and \$85.7 billion at December 31, 2009. The decrease in our core credit card receivable portfolio since December 31, 2009 reflects the continuing impact of actions taken to mitigate risk, including reduced marketing levels and an increased focus of consumers to reduce outstanding credit card debt. The decrease in our non-core receivable portfolios since December 31, 2009 reflects the continued liquidation of these portfolios which will continue to decline going forward and, as it relates to our real estate secured receivable portfolio, partially offset by declines in loan prepayments as fewer refinancing opportunities for our customers exist and the previously discussed trends impacting the mortgage lending industry. All receivable portfolios were impacted by seasonal improvements in collection activities during the first quarter as some customers use their tax refunds to make payments. See "Receivables Review" for a more detailed discussion of the decreases in receivable balances.

Receivables held for sale were \$3 million at March 31, 2010 and \$536 million at December 31, 2009. The decrease reflects the sale of auto finance receivables to SC USA in the first quarter of 2010. See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," in the accompanying consolidated financial statements for further details of this transaction.

#### *Credit Quality*

Dollars of two-months-and-over contractual delinquency as a percentage of receivables and receivables held for sale ("delinquency ratio") decreased to 13.60 percent at March 31, 2010 as compared to 14.27 percent at December 31, 2009. Lower dollars of contractual delinquency reflect lower receivable levels due to lower origination volumes in our core credit card receivable portfolio and continued liquidation of our non-core receivable portfolios as well as seasonal improvements in our collection activities during the first quarter as some customers use their tax refunds to make payments. We believe the seasonal improvements were higher than historically experienced during the first quarter due to an increased focus by consumers to reduce credit card debt due in part to higher tax refunds and the impact of the government stimulus programs which have targeted our customer base resulting in higher overall payment rates. Lower dollars of delinquency in our core credit card receivable portfolio also reflect improved early stage delinquency roll rates due to improvements in economic conditions and seasonal improvements in collection. The delinquency ratio decreased as compared to the prior quarter as the dollars of delinquency decreased at faster pace than receivable levels. See "Credit Quality-Delinquency" for a more detailed discussion of our delinquency ratios.

Net charge-offs of consumer receivables as a percentage of average consumer receivables ("net charge-off ratio") decreased to 13.28 percent for the three months ended March 31, 2010 as compared to the quarter ended December 31, 2009 and increased as compared to the quarter ended March 31, 2009. The net charge-off ratio and net charge-off dollars for the three months ended December 31, 2009 were significantly impacted by the December 2009 Charge-off Policy Changes for real estate secured and personal non-credit card receivables, which resulted in charge-offs being recognized sooner for these products and increased net charge-off dollars by \$3.5 billion during the three months ended December 31, 2009. Excluding the one-time impact of the adoption of these policy changes during the prior quarter, net charge-off dollars and ratios were still higher compared to the prior quarter reflecting the new underlying charge-off trend for real estate secured and personal non-credit card receivables which will likely remain higher during the remainder of 2010 as compared to historical periods as well as the impact of higher levels of contractual delinquency in prior periods migrating to charge-off. Higher real estate secured receivable net charge-off dollars were partially offset by lower charge-offs of second lien loans which generally have higher charge-offs than first lien loans. Net charge-off dollars for all receivable products were positively impacted by lower average receivable levels, partially offset by portfolio seasoning and high unemployment levels. In addition to the impact of the charge-off policy changes discussed above, the increase in the net charge-off ratio also reflects the impact of lower average receivables. See "Credit Quality-Net Charge-offs of Consumer Receivables" for a more detailed discussion of our net charge-off ratios.

We anticipate delinquency and charge-off levels will remain elevated during the remainder of 2010. The extent to which delinquency and charge-off levels remain elevated will be determined by certain factors, including the pace and magnitude of recovery from the recent economic recession, unemployment levels, consumer confidence, volatility in energy and home prices and corporate earnings which will continue to influence the U.S. economic recovery and the capital markets.

#### *Funding and Capital*

During the first quarter of 2010, we did not receive any capital contributions from HSBC Investments (North America) Inc. ("HINO"). We currently believe planned balance sheet attrition, cash generated from operations, potential asset sales and the issuance of cost effective retail debt will provide sufficient liquidity. However, until we return to profitability, HSBC's continued support is required to properly manage our

business operations and maintain appropriate levels of capital. HSBC has provided significant capital in support of our operations in the last few years and has indicated that they are fully committed and have the capacity and willingness to continue that support.

The tangible common equity to tangible assets ratio was 7.39 percent and 7.60 percent at March 31, 2010 and December 31, 2009, respectively. This ratio represents a non-U.S. GAAP financial ratio that is used by HSBC Finance Corporation management, certain rating agencies and our credit providing banks to evaluate capital adequacy and may be different from similarly named measures presented by other companies. See "Basis of Reporting" and "Reconciliations to U.S. GAAP Financial Measures" for additional discussion and quantitative reconciliation to the equivalent U.S. GAAP basis financial measure.

### **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:

#### *Equity Ratios*

Tangible common equity to tangible assets is a non-U.S. GAAP financial measure that is used by HSBC Finance Corporation management, certain rating agencies and our credit providing banks to evaluate capital adequacy. This ratio excludes the equity impact of unrealized gains (losses) on cash flow hedging instruments, postretirement benefit plan adjustments and unrealized gains (losses) on investments as well as subsequent changes in fair value recognized in earnings associated with debt for which we elected the fair value option and the related derivatives. This ratio may differ from similarly named measures presented by other companies. The most directly comparable U.S. GAAP financial measure is the common and preferred equity to total assets ratio. For a quantitative reconciliation of these non-U.S. GAAP financial measures to our common and preferred equity to total assets ratio, see "Reconciliations to U.S. GAAP Financial Measures."

#### *International Financial Reporting Standards*

Because HSBC reports results in accordance with International Financial Reporting Standards ("IFRSs") and IFRSs results are used in measuring and rewarding performance of employees, our management also separately monitors net income under IFRSs (a non-U.S. GAAP financial measure). All purchase accounting fair value adjustments relating to our acquisition by HSBC have been "pushed down" to HSBC Finance Corporation for both U.S. GAAP and IFRSs consistent with our IFRS Management Basis presentation. The following table reconciles our net income on a U.S. GAAP basis to net income on an IFRSs basis:

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u></b> <b><u>2009</u></b>	
	<b>(in millions)</b>	
Net income - U.S. GAAP basis	<b>\$(603)</b>	<b>\$872</b>
Adjustments, net of tax:		
Derivatives and hedge accounting (including fair value adjustments)	<b>(3)</b>	<b>8</b>
Intangible assets	<b>11</b>	<b>12</b>
Loan origination	<b>5</b>	<b>15</b>
Loan impairment	<b>21</b>	<b>9</b>
Loans held for sale	<b>(52)</b>	<b>3</b>

Assets

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Interest recognition	<b>3</b>	2
Other-than-temporary impairments on available-for-sale securities	<b>1</b>	9
Securities	<b>14</b>	(75)
Goodwill and intangible asset impairment charges	-	(956)
Pension and other postretirement benefit costs	<b>37</b>	16
		<u>(13)</u>
Other	<b>3</b>	)
Net income - IFRSs basis	<b>(563)</b>	(98)
		<u>(927)</u>
Tax benefit - IFRSs basis	<b>313</b>	)
	<u><b>\$(876)</b></u>	
Loss before tax - IFRSs basis	)	<u><b>\$829</b></u>

A summary of the significant differences between U.S. GAAP and IFRSs as they impact our results are presented below:

Derivatives and hedge accounting (including fair value adjustments)

- The historical use of the "shortcut" and "long haul" hedge accounting methods for U.S. GAAP resulted in different cumulative adjustments to the hedged item for both fair value and cash flow hedges. These differences are recognized in earnings over the remaining term of the hedged items. All of the hedged relationships which previously qualified under the shortcut method provisions of derivative accounting principles have been redesignated and are now either hedges under the long-haul method of hedge accounting or included in the fair value option election.

Intangible assets

- Intangible assets under IFRSs are significantly lower than those under U.S. GAAP as the newly created intangibles associated with our acquisition by HSBC were reflected in goodwill for IFRSs. As a result, amortization of intangible assets is lower under IFRSs.

Deferred loan origination costs and fees

- Under IFRSs, loan origination cost deferrals are more stringent and result in lower costs being deferred than permitted under U.S. GAAP. In addition, all deferred loan origination fees, costs and loan premiums must be recognized based on the expected life of the receivables under IFRSs as part of the effective interest calculation while under U.S. GAAP they may be recognized on either a contractual or expected life basis. As a result, in years with lower levels of receivable originations, net income is lower under U.S. GAAP as the higher costs deferred in prior periods are amortized into income without the benefit of similar levels of cost deferrals for current period originations.

Loan impairment provisioning

- IFRSs requires a discounted cash flow methodology for estimating impairment on pools of homogeneous customer loans which requires the incorporation of the time value of money relating to recovery estimates. Also under IFRSs, future recoveries on charged-off loans are accrued for on a discounted basis and a recovery asset is recorded. Subsequent recoveries are recorded to earnings under U.S. GAAP, but are adjusted against the recovery asset under IFRSs. Interest is recorded based on collectibility under IFRSs.

Loans held for sale

- IFRSs requires loans designated as held for sale at the time of origination to be treated as trading assets and recorded at their fair market value. Under U.S. GAAP, loans designated as held for sale are reflected as loans and recorded at the lower of amortized cost or fair value. Under U.S. GAAP, the income and expenses related to receivables held for sale are reported similarly to loans held for investment. Under IFRSs, the income and expenses related to receivables held for sale are reported in other operating

income.

For receivables transferred to held for sale subsequent to origination, IFRSs requires these receivables to be reported separately on the balance sheet but does not change the recognition and measurement criteria. Accordingly for IFRSs purposes, such loans continue to be accounted for in accordance with IFRS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"), with any gain or loss recorded at the time of sale. U.S. GAAP requires loans that management intends to sell to be transferred to a held for sale category at the lower of cost or fair value.

Certain receivables that were previously classified as held for sale under U.S. GAAP have now been transferred to held for investment as we now intend to hold for the foreseeable future. Under U.S. GAAP, these receivables were subject to lower of cost or fair value ("LOCOM") adjustments while held for sale and have been transferred to held for investment at LOCOM. Under IFRSs, these receivables were always reported within loans and the measurement criteria did not change. As a result, loan impairment charges are now being recorded under IFRSs which were essentially included as a component of the lower of cost or fair value adjustments under U.S. GAAP.

#### Interest recognition

- The calculation of effective interest rates under IAS 39 requires an estimate of "all fees and points paid or recovered between parties to the contract" that are an integral part of the effective interest rate be included. U.S. GAAP generally prohibits recognition of interest income to the extent the net interest in the loan would increase to an amount greater than the amount at which the borrower could settle the obligation. Also under U.S. GAAP, prepayment penalties are generally recognized as received.

#### Securities

- Under IFRSs, securities include HSBC shares held for stock plans at fair value. These shares are recorded at fair value through other comprehensive income and subsequently recognized in profit and loss as the shares vest. If it is determined these shares have become impaired, the fair value loss is recognized in profit and loss and any fair value loss recorded in other comprehensive income is reversed. There is no similar requirement under U.S. GAAP.

#### Other-than-temporary impairment on available-for-sale securities

- Under U.S. GAAP we are allowed to evaluate perpetual preferred securities for potential other-than-temporary impairment similar to a debt security provided there has been no evidence of deterioration in the credit of the issuer and record the unrealized losses as a component of other comprehensive income. There are no similar provisions under IFRSs as all perpetual preferred securities are evaluated for other-than-temporary impairment as equity securities. Under IFRSs all impairments are reported in other operating income.

Under U.S. GAAP, the credit loss component of an other-than-temporary impairment of a debt security is recognized in earnings while the remaining portion of the impairment loss is recognized in other comprehensive income provided a company concludes it neither intends to sell the security nor concludes that it is more-likely-than-not that it will have to sell the security prior to recovery. Under IFRSs, there is no bifurcation of other-than-temporary impairment and the entire decline in value is recognized in earnings.

#### Present value of long-term insurance contracts

- Under IFRSs, the present value of an in-force ("PVIF") long-term insurance contracts is determined by discounting future cash flows expected to emerge from business currently in force using appropriate assumptions in assessing factors such as future mortality, lapse rates and levels of expenses, and a discount rate that reflects the risk premium attributable to the respective long-term insurance business.

Movements in the PVIF of long-term insurance contracts are included in other operating income. Under U.S. GAAP, revenue is recognized over the life insurance policy term.

**Goodwill and other intangible asset impairment charges**

- Goodwill levels established as a result of our acquisition by HSBC were higher under IFRSs than U.S. GAAP as the HSBC purchase accounting adjustments reflected higher levels of intangibles under U.S. GAAP. Consequently, the amount of goodwill allocated to our Card and Retail Services and Insurance Services businesses and written off during the three months ended March 31, 2009 was greater under IFRSs. Additionally, the intangible assets allocated to our Consumer Lending business and written off during the first quarter of 2009 were higher under U.S. GAAP. There are also differences in the valuation of assets and liabilities under IFRSs and U.S. GAAP resulting from the Metris acquisition in December 2005.

**Pension and other postretirement benefit costs -**

Net income under U.S. GAAP is lower than under IFRSs as a result of the amortization of the amount by which actuarial losses exceed gains beyond the 10 percent "corridor." Furthermore in 2010 changes to future accruals for legacy participants under the HSBC North America Pension Plan were accounted for as a plan curtailment under IFRSs, which resulted in immediate income recognition. Under US GAAP, these changes were considered to be a negative plan amendment which resulted in no immediate income recognition. During the first quarter of 2009, the curtailment gain related to postretirement benefits during the first quarter of 2009 also resulted in a lower net income under U.S. GAAP than IFRSs.

**Other**

- There are other differences between IFRSs and U.S. GAAP including purchase accounting and other miscellaneous items.

*IFRS Management Basis Reporting*

As previously discussed, corporate goals and individual goals of executives are currently calculated in accordance with IFRSs under which HSBC prepares its consolidated financial statements. As a result, operating results are being monitored and reviewed, trends are being evaluated and decisions about allocating resources, such as employees, are being made almost exclusively on an IFRS Management Basis. IFRS Management Basis results are IFRSs results which assume that the GM and UP Portfolios and the auto finance, private label and real estate secured receivables transferred to HSBC Bank USA have not been sold and remain on our balance sheet and the revenues and expenses related to these receivables remain on our income statement. Additionally, IFRS Management Basis assumes that all purchase accounting fair value adjustments relating to our acquisition by HSBC have been "pushed down" to HSBC Finance Corporation. Operations are monitored and trends are evaluated on an IFRS Management Basis because the receivable sales to HSBC Bank USA were conducted primarily to appropriately fund prime customer loans more efficiently through bank deposits and such receivables continue to be managed and serviced by us without regard to ownership. Accordingly, our segment reporting is on an IFRS Management Basis. However, we continue to monitor capital adequacy, establish dividend policy and report to regulatory agencies on an U.S. GAAP legal entity basis. A summary of the significant differences between U.S. GAAP and IFRSs as they impact our results are also summarized in Note 15, "Business Segments," in the accompanying consolidated financial statements.

*Quantitative Reconciliations of Non-U.S. GAAP Financial Measures to U.S. GAAP Financial Measures*

For quantitative reconciliations of non-U.S. GAAP financial measures presented herein to the equivalent GAAP basis financial measures, see "Reconciliations to U.S. GAAP Financial Measures."

## Receivables Review

The following table summarizes receivables and receivables held for sale at March 31, 2010 and increases (decreases) since December 31, 2009:

	<b>Increases (Decreases) From March 31, <u>December 31,</u> <u>2009</u></b>	
	<b><u>2010</u> \$</b>	<b>%</b>
	<b>(dollars are in millions)</b>	
Receivables:		
Core receivable portfolios:		
Credit card	<del>\$(10,597)</del>	(8.9)%
Non-core receivable portfolios:		
Real estate secured(1)(2)	<del>56,900</del>	(4.4)
Auto finance	<del>3,346</del>	(15.5)
Personal non-credit card	<del>(19,623)</del>	(10.1)
	<del>(2)</del>	<del>(4.0)</del>
Commercial and other	<del>48</del>	)
	<del>(4,315)</del>	<del>(5.8)</del>
Total non-core receivable portfolios	<del>69,717</del>	)
	<del>\$(5,344)</del>	<del>(6.2)</del>
Total receivables	<del><u>\$80,314</u></del>	)%
Receivables held for sale:		
Real estate secured	<del>\$3</del>	-%
	<del>(533)</del>	<del>(100.0)</del>
Auto finance	<del>1</del>	)
	<del>\$(533)</del>	<del>(99.4)</del>
Total receivables held for sale	<del><u>\$3</u></del>	)%
Total receivables and receivables held for sale:		
Core credit card receivables	<del>\$(10,597)</del>	(8.9)%
Non-core receivable portfolios:		
Real estate secured	<del>56,903</del>	(4.4)
Auto finance	<del>(3,346)</del>	(25.5)
Personal non-credit card	<del>(19,623)</del>	(10.1)
	<del>(2)</del>	<del>(4.0)</del>
Commercial and other	<del>48</del>	)
	<del>(4,848)</del>	<del>(6.5)</del>
Total non-core receivable portfolios	<del>69,720</del>	)
	<del>\$(5,877)</del>	<del>(6.8)</del>
Total receivables and receivables held for sale	<del><u>\$80,317</u></del>	)%

(1) Real estate secured receivables are comprised of the following:

**Increases  
(Decreases)**

	<b>From December 31, 2009</b>		
<b>March 31, 2010</b>	<b>\$</b>	<b>%</b>	
<b>(dollars are in millions)</b>			
Mortgage Services	<b>\$18,943</b>	\$(998)	(5.0)%
Consumer Lending	<b>37,949</b>	(1,637)	(4.1)
All other	<b>8</b>	=	=
Total real estate secured	<b><u>\$56,900</u></b>	<b><u>\$(2,635)</u></b>	<b><u>(4.4)</u></b>
		)	)%

(2) At March 31, 2010 and December 31, 2009, real estate secured receivables includes \$4.3 billion and \$3.4 billion, respectively, of receivables that have been written down to their net realizable value less cost to sell in accordance with our existing charge-off policy.

#### *Core credit card receivables*

Credit card receivables have decreased since December 31, 2009 as a result of actions taken beginning in the fourth quarter of 2007 to manage risk including tightening initial credit lines and sales authorization criteria, closing inactive accounts, decreasing credit lines, tightening underwriting criteria, tightening cash access and reducing marketing levels, as well as seasonal paydowns in credit card balances and an increased focus and ability on the part of consumers to reduce outstanding credit card debt. In 2008, we identified certain segments of our credit card portfolio which have been the most impacted by the housing and economic conditions and we stopped all new account originations in those market segments. Based on performance trends which began in the second half of 2009, we resumed limited direct marketing mailings and new customer account originations for portions of our non-prime credit card receivable portfolio which will likely result in lower run-off of credit card receivables through the remainder of 2010.

#### *Non-core receivable portfolios*

Real estate secured receivables in our non-core receivable portfolios can be further analyzed as follows:

	<b>Increases (Decreases)</b>		
	<b>From December 31, 2009</b>		
<b>March 31, 2010</b>	<b>\$</b>	<b>%</b>	
<b>(dollars are in millions)</b>			
Real estate secured:			
Closed-end:			
First lien	<del>\$49,734</del>	(4.0)%	
Second lien	<del>5,452</del>	(7.7)	
Revolving:			
First lien	<del>206</del>	(2.4)	
	<del>(125)</del>	<del>(7.4)</del>	
Second lien	<del>1,557</del>	)	
	<del>\$(2,635)</del>	<del>(4.4)</del>	
Total real estate secured(1)	<b><u>\$56,900</u></b>	)%	

(1) Excludes receivables held for sale. Real estate secured receivables held for sale included \$3 million primarily of closed-end, first lien receivables at March 31, 2010 and December 31, 2009.



As previously discussed, real estate markets in a large portion of the United States have been affected by stagnation or declines in property values. As such, the loan-to-value ("LTV") ratios for our real estate secured receivable portfolios have generally deteriorated since origination. Receivables which have an LTV greater than 100 percent have historically had a greater likelihood of becoming delinquent, resulting in higher credit losses for us. Refreshed loan-to-value ratios for our real estate secured receivable portfolios are presented in the table below as of March 31, 2010 and December 31, 2009. The trend in the ratio since December 31, 2009 reflects the continued stabilization in housing markets.

	<b>Refreshed LTVs((1)(2)) at March 31, 2010</b>		<b>Refreshed LTVs((1)(2)) at December 31, 2009</b>		
	<b>Mortgage Consumer Lending(3)</b>		<b>Consumer Services Lending(3)</b>		
	<b>First Lien</b>	<b>Second Lien</b>	<b>First Lien</b>	<b>Second Lien</b>	
	<b>First Lien</b>	<b>Second Lien</b>	<b>First Lien</b>	<b>Second Lien</b>	
LTV < 80%	<b>36%</b>	<b>38%</b>	<b>38%</b>	<b>38%</b>	8%
80% ≤ LTV < 90%	<b>17</b>	<b>18</b>	<b>18</b>	<b>18</b>	12
90% ≤ LTV < 100%	<b>19</b>	<b>22</b>	<b>20</b>	<b>23</b>	20
LTV ≥ 100%	<b>28</b>	<b>29</b>	<b>28</b>	<b>29</b>	60
Average LTV for portfolio	<b>88%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	109%

(1) Refreshed LTVs for first liens are calculated as the current estimated property value expressed as a percentage of the receivable balance as of the reporting date (including any charge-offs recorded to reduce receivables to their net realizable value less cost to sell in accordance with our existing charge-off policies). Refreshed LTVs for second liens are calculated as the current estimated property value expressed as a percentage of the receivable balance as of the reporting date plus the senior lien amount at origination. For purposes of this disclosure, current estimated property values are derived from the property's appraised value at the time of receivable origination updated by the change in the Office of Federal Housing Enterprise Oversight's house pricing index ("HPI") at either a Core Based Statistical Area ("CBSA") or state level. The estimated value of the homes could vary 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.

(2) For purposes of this disclosure, current estimated property values are calculated using the most current HPI's available and applied on an individual loan basis, which results in an approximately three month delay in the production of reportable statistics for the current period. Therefore, the March 31, 2010 information in the table above reflects current estimated property values using HPIs as of December 31, 2009. For December 31, 2009, information in the table above reflects current estimated property values using HPIs as of September 30, 2009.

(3)

Excludes the Consumer Lending receivable portfolios serviced by HSBC Bank USA which had a total outstanding principal balance of \$1.4 billion and \$1.5 billion at March 31, 2010 and December 31, 2009, respectively.

The following table summarizes various real estate secured receivables information (excluding receivables held for sale) for our Mortgage Services and Consumer Lending businesses:

	<u>March 31, 2010</u>		<u>December 31, 2009</u>	
	<u>Mortgage Services</u>	<u>Mortgage Services</u>	<u>Consumer Lending</u>	<u>Consumer Lending</u>
	\$11,466	\$36,176		
Fixed rate <sup>(3)</sup>	(1)	\$11,962	(2)	\$37,717
Adjustable rate <sup>(3)</sup>	<u>7,477</u>	<u>1,979</u>		1,869
Total	<u>\$18,943</u>	<u>\$37,949</u>		<u>\$39,586</u>
First lien	<u>\$16,229</u>	<u>\$33,709</u>		\$35,014
Second lien	<u>2,714</u>	<u>4,240</u>		4,572
Total	<u>\$18,943</u>	<u>\$37,949</u>		<u>\$39,586</u>
Adjustable rate <sup>(3)</sup>	<u>\$6,455</u>	<u>\$6,873</u>		\$1,869
Interest-only <sup>(3)</sup>	<u>1,022</u>	1,084		-
Total adjustable rate	<u>\$7,477</u>	<u>\$7,957</u>		<u>\$1,869</u>
Total stated income	<u>\$3,413</u>	<u>\$3,637</u>		\$-

(1) Includes fixed rate interest-only loans of \$268 million and \$283 million at March 31, 2010 and December 31, 2009, respectively.

(2) Includes fixed rate interest-only loans of \$32 million and \$36 million at March 31, 2010 and December 31, 2009, respectively.

(3) Receivable classification between fixed rate, adjustable rate and interest-only receivables is based on the classification at the time of receivable origination and does not reflect any changes in the classification that may have occurred as a result of any loan modifications.

All of our non-core receivable portfolio balances have decreased from December 31, 2009 reflecting the continued liquidation of these portfolios which will continue going forward as well as seasonal improvements in collection activities during the first quarter as some customers use their tax refunds to make payments. The decreases in our real estate secured receivable portfolios were partially offset by declines in loan prepayments as fewer refinancing opportunities for our customers exist and the trends impacting the mortgage lending industry as previously discussed.

#### *Receivables Held for Sale*

The decrease in receivables held for sale since December 31, 2009 reflects the sale of auto finance receivables to SC USA in the first quarter of 2010. See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," in the accompanying consolidated financial statements for further details of this transaction.

#### **Real Estate Owned**

We obtain real estate by taking possession of the collateral pledged as security for real estate secured receivables ("REO"). REO properties are made available for sale in an orderly fashion with the proceeds used to reduce or repay the outstanding receivable balance. The following table provides quarterly

information regarding our REO properties:

	<b>Three Months Ended</b>				
	<b>Mar. 31, 2010</b>	<b>Dec. 31, 2009</b>	<b>Sept. 30, 2009</b>	<b>June 30, 2009</b>	<b>Mar. 31, 2009</b>
Number of REO properties at end of period	6,826	6,060	6,266	7,105	8,643
Number of properties added to REO inventory in the period	1,443	3,422	3,448	3,463	4,143
Average loss on sale of REO properties(1)	3.9%	5.4%	8.4%	13.0%	16.9%
Average total loss on foreclosed properties(2)	49.0%	49.8%	51.6%	52.4%	52.0%
Average time to sell REO properties (in days)	170	172	184	194	201

(1) Property acquired through foreclosure is initially recognized at its fair value less estimated costs to sell ("Initial REO Carrying Value"). The average loss on sale of REO properties is calculated as cash proceeds less the Initial REO Carrying Value divided by the Initial REO Carrying Value.

(2) The average total loss on foreclosed properties sold each quarter includes both the loss on sale of the REO property as discussed above and the cumulative write-downs recognized on the loans up to the time of foreclosure. This average total loss on foreclosed properties is expressed as a percentage of the unpaid loan principal balance prior to write-down plus any other ancillary amounts owed (e.g., real estate tax advances) which were incurred prior to our taking title to the property.

The number of REO properties at March 31, 2010 increased as compared to December 31, 2009 due to reductions in the delays in processing foreclosures which began during 2008 as a result of backlogs in foreclosure proceedings and actions by local governments and certain states that lengthened the foreclosure process. We anticipate the number of REO properties will increase in future periods if the backlogs in foreclosure proceedings continue to be reduced. The decline in both the average loss on sale of REO properties and the average total loss on foreclosed properties during the three months ended March 31, 2010 reflects the continued stabilization of home prices during this period in most markets. Delays in foreclosure proceedings do not delay loss recognition as such losses are reflected as part of the allowance for credit losses prior to the write-down to net realizable value.

## Results of Operations

### Net interest income

The following table summarizes net interest income:

<b>Three Months Ended March 31,</b>	<b>2010</b>		<b>2009</b>		<b>Increase (Decrease) Amount %</b>
	<b>\$</b>	<b>%<sup>(1)</sup></b>	<b>\$</b>	<b>%</b>	
<b>(dollars are in millions)</b>					
Finance and other interest income	\$2,071	2.33%	\$2,336	2.95%	\$(265) (27.2)%
Interest expense	867	13.07	1,107	4.08	(240) (25.7)
Net interest income	\$1,204	5.42	\$1,229	5.18	\$(25) (2.83)%

(1) % Columns: comparison to average owned interest-earning assets.

Net interest income decreased during the three months ended March 31, 2010 as compared to the year-ago quarter primarily due to lower average receivables as a result of receivable liquidation, risk

mitigation efforts, an increased focus by consumers to reduce outstanding credit card debt and lower levels of performing receivables. The decrease also reflects lower overall yields on our receivable portfolio, including the impact of the December 2009 Charge-off Policy Changes as real estate secured and personal non-credit card receivables now charge-off earlier than in the historical period which results in all of the underlying accrued interest being reversed against net interest income upon charge-off earlier as well. Net interest income was also negatively impacted by a shift in receivable mix to higher levels of lower yielding first lien real estate secured receivables as higher yielding credit card, auto finance and personal non-credit card receivables have run-off at a faster pace than real estate secured receivables. These decreases were partially offset by lower interest expense due to lower average rates on lower average borrowings. The lower average rates reflect the impact of lower effective rates on floating rate debt.

Our real estate secured and personal non-credit card receivable portfolios reported lower yields during the first quarter of 2010, while our credit card receivable portfolio reported higher yields. Lower yields in our real estate secured and personal non-credit card receivable portfolios reflect the higher levels of loan modifications since March 31, 2009 and the impact of the December 2009 Charge-off Policy Changes as discussed above. Yields on our credit card receivable portfolio increased during the first quarter of 2010 as a result of repricing initiatives during the fourth quarter of 2009 which were partially offset by the implementation of certain provisions of new credit card legislation including restrictions impacting repricing of delinquent accounts. We also experienced lower yields on our non-insurance investment portfolio held for liquidity management purposes. These investments are short term in nature and the lower yields reflect decreasing rates on overnight investments.

Net interest margin was 5.42 percent during the three months ended March 31, 2010 compared to 5.87 percent during the three months ended March 31, 2009. Net interest margin decreased during the first quarter of 2010 due to lower overall yields on our receivable portfolio as discussed above, partially offset by lower funding costs. The following table shows the impact of these items on net interest margin:

	<b><u>2010</u></b>	<b><u>2009</u></b>
Net interest margin - March 31, 2009 and 2008, respectively	<b>5.87%</b>	6.31%
Impact to net interest margin resulting from:		
Receivable yields:		
Receivable pricing	<b>.07</b>	.27
Receivable mix	<b>(.35)</b>	(.22)
Impact of non-performing assets	<b>(.16)</b>	(.59)
Impact of loan modifications	<b>(.17)</b>	(.49)
Non-insurance investment income	<b>(.03)</b>	(.23)
Cost of funds	<b><u>.19</u></b>	<b><u>.82</u></b>
	<b><u>5.42</u></b>	<b><u>5.87</u></b>
Net interest margin - March 31, 2010 and 2009, respectively	%	%

The varying maturities and repricing frequencies of both our assets and liabilities expose us to interest rate risk. When the various risks inherent in both the asset and the debt do not meet our desired risk profile, we use derivative financial instruments to manage these risks to acceptable interest rate risk levels. See the caption "Risk Management" for additional information regarding interest rate risk and derivative financial instruments.

#### *Provision for credit losses*

The following table summarizes provision for credit losses:

**Increase**  
**(Decrease)**

**Three Months Ended March 31, 2010**

	2010 amount	%
--	-------------	---

(dollars are in millions)

Provision for credit losses:		
Credit card	\$201	(\$368) (64.7)%
Mortgage Services	455	(223) (32.9)
Consumer Lending	1,210	(339) (21.9)
Auto Finance	53	(96) (64.4)
Other	=	=
Total provision for credit losses	\$1,919	(\$2,026) (34.8)%

Our provision for credit losses decreased significantly during the three months ended March 31, 2010 as compared to the year-ago quarter as a result of a lower provision for credit losses in our core credit card receivable portfolio as well as lower provision for credit losses in our non-core Mortgage Services, Consumer Lending and Auto Finance businesses as discussed below.

- Provision for credit losses in our core credit card receivable portfolio decreased \$368 million during the three months ended March 31, 2010 due to lower receivable levels as a result of actions taken beginning in the fourth quarter of 2007 to manage risk as well as an increased focus by consumers to reduce outstanding credit card debt. The decrease also reflects the impact of improvement in the underlying credit quality of the portfolio including improved early stage delinquency roll rates as economic conditions improved. The impact of higher unemployment rates on credit card receivable losses has not been as severe due in part to improved cash flow from government stimulus activities that meaningfully benefit our non-prime customers. The lower provision for credit losses was partially offset by portfolio seasoning.
- The provision for credit losses in our Mortgage Services business decreased \$223 million in the first quarter of 2010 as a result of lower receivable levels as the portfolio continues to liquidate, delinquency levels continue to decrease, economic conditions improved and a higher percentage of charge-offs were on first lien loans which generally have lower charge-offs than second lien loans. These decreases were partially offset by the impact of higher levels of TDR Loans as compared to the year-ago quarter and higher loss estimates associated with these receivables which are not prepaying as quickly as historically experienced as well as the impact of higher unemployment levels. While recent loss severities on foreclosed loans have been lower as compared to the year-ago quarter as home prices have begun to stabilize in most markets, the impact of lower severities was offset by a higher estimate of charge-offs related to loans where we have previously decided not to pursue foreclosure.
- The provision for credit losses in our Consumer Lending business decreased \$339 million in the first quarter of 2010 reflecting lower receivable levels as both the real estate secured and personal non-credit card receivable portfolios continue to liquidate, delinquency levels continue to decrease and economic conditions improve. The decrease in provision for real estate secured receivables also reflects a higher percentage of charge-offs on first lien loans which generally have lower charge-offs than second lien loans as well as an improved outlook on current inherent losses for first lien real estate secured receivables originated in 2005 and earlier as the current trends for deterioration in delinquencies and charge-offs in these vintages have stabilized. These decreases in the provision for credit losses for real estate secured receivables were partially offset by lower receivable prepayments, portfolio seasoning, higher levels of unemployment and increased levels of TDR Loans including higher reserve requirements associated with these receivables. While recent loss severities on foreclosed loans have been lower as compared to the year-ago quarter as home prices have begun to stabilize in most markets, the impact of lower severities was offset by a higher estimate of charge-offs related to loans where we have previously decided not to pursue foreclosure. The decrease in the provision for credit losses for personal non-credit card receivables

reflects lower receivable levels, lower delinquency levels and improvements in economic conditions, partially offset by the impact of slightly higher levels of charge-off and higher levels of TDR Loans including higher reserve requirements associated with these receivables.

- The provision for credit losses in our auto finance receivable portfolio decreased as a result of lower receivable levels as the portfolio continues to liquidate. Lower receivable levels also reflect the transfer of \$533 million of auto finance receivable to receivables held for sale subsequent to March 31, 2009. Additionally, we experienced lower loss severities driven by improvements in prices on repossessed vehicles.

In recent years, the impact of seasonal patterns in our provision for credit losses has been masked by the impact of a sustained deterioration in credit quality across all of our receivable portfolios. As the credit quality in our portfolios stabilize, we anticipate that these seasonal patterns will re-emerge as a more significant component of our overall trend in loss provision.

Net charge-off dollars totaled \$2.8 billion and \$2.4 billion during the three months ended March 31, 2010 and 2009. The increase reflects the impact of the December 2009 Charge-off Policy Changes for real estate secured and personal non-credit card receivables. As a result of these policy changes, net charge-off dollars are higher during the first quarter of 2010 than they otherwise would have been and will likely remain higher during the remainder of 2010 as compared to historical periods. See Note 8, "Changes in Charge-off Policies," in our 2009 Form 10-K for further discussion of this policy change. These increases were partially offset by the impact of lower receivable levels, the continued stabilization of the housing market including lower loss severities on foreclosed loans as well as a shift in charge-off mix in real estate secured receivables to higher levels of first lien loans which generally have lower charge-offs than second lien loans. Net charge-off dollars in our core credit card receivable portfolio were positively impacted by improvements in the U.S. economic conditions as well as an increased focus by consumers to reduce outstanding credit card debt. For further discussion see "Credit Quality" in this Form 10-Q.

Credit loss reserves at March 31, 2010 decreased as compared to December 31, 2009 as we recorded provision for credit losses less than net charge-offs of \$847 million during the current quarter. Credit loss reserves were lower for all products as compared to December 31, 2009 reflecting lower dollars of delinquency and lower receivable levels in all receivable portfolios. The decrease in credit loss reserves in our credit card receivable portfolio reflects lower loss estimates due to lower receivable levels due to the actions previously taken to reduce risk which has led to improved credit quality including lower delinquency levels as well as an increased focus by consumers to reduce outstanding credit card debt. The lower delinquency levels also resulted from improved early stage delinquency roll rates as economic conditions improved and seasonal improvements in our collection activities. The decrease in credit loss reserve levels in our real estate secured receivable portfolio also reflects lower receivable levels as the portfolio continues to liquidate and a significant decrease in delinquency as the delinquent balances continue to migrate to charge-off and are replaced by lower levels of new delinquency volume as the portfolio continues to season and loss severities on foreclosed loans continue to stabilize. Seasonal improvements in our collection activities as previously discussed also contributed to the decline in real estate delinquency levels. The decreases in real estate secured credit loss reserves were partially offset by higher loss estimates for TDR Loans driven by higher volumes and slower liquidation. Credit loss reserve levels in our personal non-credit card portfolio declined modestly in the quarter as lower reserve requirements due to lower delinquency levels and lower balances were partially offset by higher reserve requirements on TDR Loans due to an increase in volume and expected loss rates.

During the first quarter of 2010, we continued to experience increases in the level of TDR Loans, driven largely by increased levels of real estate secured TDR Loans. Beginning in 2008, we significantly increased the use of loan modifications in an effort to assist customers who are experiencing financial difficulties. As a

result, TDR Loans are also increasing as these higher levels of modified loans become eligible to be reported as TDR Loans under our existing policy. Although TDR Loans generally carry a higher reserve requirement, in most cases their delinquency status was reset to current upon modification. Therefore, a significant portion of these balances will not be reported in two-months-and-over contractual delinquency and non-performing loans unless they subsequently experience payment defaults. For further discussion of credit loss reserves see "Credit Quality" in this Form 10-Q.

#### *Other revenues*

The following table summarizes other revenues:

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u></b>		<b><u>Increase (Decrease)</u></b>
	<b><u>2009</u></b>	<b><u>Amount</u></b>	<b><u>%</u></b>
	<b>(dollars are in millions)</b>		
Insurance revenue	<b>\$68</b>	<del>\$(95)</del>	(26.9)%
Investment income	<b>27</b>	27	-
Net other-than-temporary impairment losses	-	<del>(20)</del>	100.0
Derivative related income (expense)	<b>(102)</b>	<del>(143)</del>	(100+)
Gain on debt designated at fair value and related derivatives	<b>133</b>	<del>(397)</del>	(96.8)
Fee income	<b>89</b>	<del>(129)</del>	(61.0)
Enhancement services revenue	<b>103</b>	<del>(32)</del>	(23.7)
Taxpayer financial services revenue	<b>29</b>	<del>(69)</del>	(67.8)
Gain on bulk sale of receivables to HSBC Bank USA	-	<del>(57)</del>	(100.0)
Gain on receivable sales to HSBC affiliates	<b>116</b>	<del>(128)</del>	(9.4)
Servicing and other fees from HSBC affiliates	<b>238</b>	204	16.7
Lower of cost or fair value adjustment on receivables held for sale	-	<del>(170)</del>	100.0
		<u>(36)</u>	<u>(78.3)</u>
Other income	<b>10</b>	<u>46</u>	)
		<u>\$(4.257)</u>	<u>(85.7)</u>
Total other revenues	<b>\$711</b>	<u>\$4.968</u>	)%

#### Insurance revenue

decreased during the first quarter of 2010 as a result of lower credit related premiums due largely to the decision in late February 2009 to discontinue all new customer account originations in our Consumer Lending business. As a result of this decision, we no longer issue credit insurance policies in this business segment but continue to collect premiums on existing policies. The decreases in insurance revenue were partially offset by growth in the simplified issue term life insurance product that was introduced in 2007.

#### Investment income

includes interest income on securities available-for-sale as well as realized gains and losses from the sale of securities. Investment income was flat as compared to the year-ago quarter as higher gains on sales of securities were offset by the impact of lower average investment balances and significantly lower yields on money market funds.

#### Net other-than temporary impairment ("OTTI") losses

During the first quarter of 2010, no OTTI losses on securities available-for-sale were recognized. During the first quarter of 2009, \$20 million of OTTI was recorded on our portfolio of perpetual preferred securities which was subsequently sold during the second quarter of 2009. For further information, see Note 4,

"Securities," in the accompanying consolidated financial statements.

**Derivative related income (expense)**

includes realized and unrealized gains and losses on derivatives which do not qualify as effective hedges under hedge accounting principles as well as the ineffectiveness on derivatives which are qualifying hedges. Designation of swaps as effective hedges reduces the volatility that would otherwise result from mark-to-market accounting. All derivatives are economic hedges of the underlying debt instruments regardless of the accounting treatment. Derivative related income (expense) is summarized in the table below:

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u><u>2009</u></b>	
	<b>(in millions)</b>	
Net realized losses	<b>\$(64)</b>	\$(20)
Mark-to-market on derivatives which do not qualify as effective hedges	<b>(38)</b>	3
Ineffectiveness	=	<u>55</u>
Total	<b>\$(102)</b>	<u>\$38</u>

As previously discussed, the deterioration in marketplace and economic conditions has resulted in our Consumer Lending and Mortgage Services real estate secured receivables remaining on the balance sheet longer due to lower prepayment rates. To offset the increase in duration of these receivables and the corresponding increase in interest rate risk as measured by the present value of a basis point ("PVBP"), \$7.9 billion of interest rate swaps were outstanding during the first quarter of 2010. Of these, \$5.5 billion were longer-dated pay fixed/receive variable interest rate swaps and \$2.4 billion were shorter-dated receive fixed/pay variable rate interest rate swaps. While these hedge positions acted as economic hedges by lowering our overall interest rate risk, they did not qualify as effective hedges under hedge accounting principles. The results of these non-qualifying hedges in the first quarter of 2010 negatively impacted the net realized losses and mark-to-market on derivatives which do not qualify as effective hedges. The increase in net realized losses during the first quarter of 2010 reflects the impact of falling long term U.S. interest rates on our portfolio of pay fixed/received variable non-qualifying hedges. During the first quarter of 2010, ineffectiveness income was less than \$1 million as the impact on our cross currency hedges of falling U.S. long term rates was offset by falling long term foreign interest rates. In the first quarter of 2009, ineffectiveness income reflects the impact of rising long-term foreign interest rates and falling long-term U.S. interest rates on our cross currency cash flow hedges.

Net income volatility, whether based on changes in interest rates for swaps which do not qualify for hedge accounting or ineffectiveness recorded on our qualifying hedges under the long haul method of accounting, impacts the comparability of our reported results between periods. Accordingly, derivative related income for the three months ended March 31, 2010 should not be considered indicative of the results for any future periods.

**Gain on debt designated at fair value and related derivatives**

reflects fair value changes on our fixed rate debt accounted for under FVO as well as the fair value changes and realized gains (losses) on the related derivatives associated with debt designated at fair value. These components are summarized in the table below:

<b><u>Three Months Ended March 31,</u></b>	<b><u>2010</u><u>2009</u></b>	
	<b>(in millions)</b>	

Gain (loss)



Mark-to-market on debt designated at fair value(1):		
Interest rate component	<b>\$(143)</b>	\$181
	<u>(35)</u>	
Credit risk component	)	<u>3,791</u>
Total mark-to-market on debt designated at fair value	<b>(178)</b>	3,972
Mark-to-market on the related derivatives	<b>100</b>	20
Net realized gains on the related derivatives	<b>211</b>	<u>120</u>
Total	<b>\$133</b>	<u>\$4,112</u>

(1) Mark-to-market on debt designated at fair value and related derivatives excludes market value changes due to fluctuations in foreign currency exchange rates. Foreign currency translation gains (losses) recorded in derivative income associated with debt designated at fair value was a gain of \$227 million and \$196 million during the three months ended March 31, 2010 and 2009, respectively. Offsetting gains (losses) recorded in derivative income associated with the related derivatives was a loss of \$227 million and \$196 million during the three months ended March 31, 2010 and 2009, respectively.

The change in the fair value of the debt and the change in value of the related derivatives reflect the following:

- Interest rate curve -  
A decrease in long term U.S. interest rates during the first quarter of 2010 resulted in a loss in the interest rate component on the mark-to-market of the debt and gain on the mark-to-market of the related derivative. In the first quarter of 2009, changes in the debt interest rate component and the derivative market value reflect a steepening in the U.S. LIBOR curve. During this period, interest rates for instruments with terms of three years or less decreased while interest rates for instruments with terms of greater than three years increased. Changes in the value of the interest rate component of the debt as compared to the related derivative are also affected by differences in cash flows and valuation methodologies for the debt and the derivatives. Cash flows on debt are discounted using a single discount rate from the bond yield curve for each bond's applicable maturity while derivative cash flows are discounted using rates at multiple points along the U.S. LIBOR yield curve. The impacts of these differences vary as short-term and long-term interest rates shift and time passes. Furthermore, certain derivatives have been called by the counterparty resulting in certain FVO debt having no related derivatives. As a result, approximately 7 percent of our FVO debt does not have a corresponding derivative at March 31, 2010. Income from net realized gains increased due to reduced short term U.S. interest rates.

- Credit -  
Our secondary market credit spreads tightened during the first quarter of 2010 due to continued increases in market confidence and improvements in marketplace liquidity. During the first quarter of 2009, our credit spreads widened dramatically subsequent to the announcement of the discontinuation of all new customer account originations in our Consumer Lending business and closure of the Consumer Lending branch offices as well as the credit rating downgrades in early March 2009. In the first quarter of 2009, credit spreads also widened as new issue and secondary bond market credit spreads widened due to a general lack of liquidity in the secondary bond market during the prior year period.

Net income volatility, whether based on changes in either the interest rate or credit risk components of the mark-to market on debt designated at fair value and the related derivatives, impacts the comparability of our reported results between periods. Accordingly, gain on debt designated at fair value and related derivatives for the three months ended March 31, 2010 should not be considered indicative of the results

for any future periods.

Fee income,

which includes revenues from fee-based products such as credit cards, decreased during the first quarter of 2010 as a result of lower late, overlimit and interchange fees due to lower volumes and lower delinquency levels, changes in customer behavior and impacts from changes required by the new credit card legislation. As compared to the year-ago quarter, the new credit card legislation has resulted in significant decreases in overlimit fees as customers must now opt-in for such fees as well as restrictions on fees charged to process on-line and telephone payments.

Enhancement services revenue,

which consists of ancillary credit card revenue from products such as Account Secure Plus (debt protection) and Identity Protection Plan, decreased during the first quarter of 2010 as a result of the impact of lower new origination volumes.

Taxpayer financial services ("TFS") revenue

decreased during the first quarter of 2010 as a result of changes in the way the TFS program is jointly managed between us and HSBC USA Inc. Beginning in the first quarter of 2010, a portion of the loans we previously purchased are now retained by HSBC USA Inc. and we receive a fee for both servicing the loans and for assuming the credit risk associated with these loans. As a result, the decrease in TFS revenue during the first quarter of 2010 is largely offset by higher servicing and other fee revenue related to these loans which is recorded as a component of servicing and other fees from HSBC affiliates.

Gain on bulk sale of receivables to HSBC Bank USA

during the first quarter of 2009 reflects the gain on the January 2009 sales of the GM and UP Portfolios, with an outstanding receivable balance of \$12.4 billion at the time of sale, and \$3.0 billion of auto finance receivables to HSBC Bank USA. These gains were partially offset by a loss recorded on the termination of cash flow swaps associated with \$6.1 billion of indebtedness transferred to HSBC Bank USA as part of these transactions. No similar transaction occurred during the first quarter of 2010.

Gain on receivable sales to HSBC affiliates

consists primarily of daily sales of private label receivable originations and certain credit card account originations to HSBC Bank USA. The decrease during the first quarter of 2010 was due to lower premiums on new GM and UP receivable originations reflecting the deteriorating credit environment since March 31, 2009 and projected impacts of changes required by the new credit card legislation as well as lower origination volumes for private label receivables. These decreases were partially offset by higher premiums on the daily sales of private label receivable originations reflecting higher yields on private label receivables since March 2009 driven by the benefits from contract renegotiation with certain merchants.

Servicing and other fees from HSBC affiliates

represents revenue received under service level agreements under which we service real estate secured, credit card, auto finance, private label receivables and beginning in the first quarter of 2010, taxpayer financial services loans for HSBC affiliates. The increase during the three months ended March 31, 2010 reflects the servicing and other fees related to TFS loans as discussed above, partially offset by lower levels of other receivables being serviced for HSBC Bank USA as well as HSBC Technology & Services (USA) Inc. ("HTSU") providing services that we previously provided to other HSBC affiliates.

Lower of cost or fair value adjustment on receivables held for sale

includes the non-credit portion of the lower of cost or fair value adjustment recorded on receivables at the date they are transferred to held for sale as well as the credit and non-credit portion of all lower of cost or fair value adjustments recorded on receivables held for sale subsequent to the transfer. During the first

quarter of 2009, we had higher levels of receivables held for sale and the lower of cost or fair value adjustments on receivables held for sale reflects the impact of current market conditions on pricing at the time.

#### Other income

decreased in the three months ended March 31, 2010 due to lower gains on sales of miscellaneous commercial assets. During the first quarter of 2010, other income includes a gain of \$5 million on the sale of our auto finance servicing operations and auto finance receivables to Santander Consumer USA ("SC USA"). See Note 2, "Sale of Auto Finance Servicing Operations and Certain Auto Finance Receivables," in the accompanying consolidated financial statements for additional information regarding this transaction.

#### Operating expenses

The following table summarizes total costs and expenses:

<u>Three Months Ended March 31,</u>	<u>Increase (Decrease)</u>	
	<u>2010</u>	<u>Amount %</u>
	<u>(dollars are in millions)</u>	
Salaries and employee benefits	<b>\$176</b>	<del>(\$242)</del> (58.1)%
Occupancy and equipment expenses	<b>29</b>	<del>(73)</del> (71.6)
Other marketing expenses	<b>57</b>	<del>50</del> 14.0
Real estate owned expenses	<b>39</b>	<del>(66)</del> (62.9)
Other servicing and administrative expenses	<b>249</b>	<del>(266)</del> (6.4)
Support services from HSBC affiliates	<b>298</b>	<del>288</del> 11.2
Amortization of intangibles	<b>39</b>	<del>(42)</del> (7.1)
Policyholders' benefits	<b>42</b>	<del>(155)</del> (23.6)
		<u>(667)</u> <u>(100.0)</u>
Goodwill and other intangible asset impairment charges =	<u>667</u>	)
	<u>\$(1.046)</u>	<u>(53.0)</u>
Total costs and expenses	<b><u>\$929</u></b>	<b><u>\$1.975</u></b> )%

#### Salaries and employee benefits

was significantly lower during the first quarter of 2010 as a result of the reduced scope of our business operations, including the change in headcount from the strategic decisions implemented, the impact of entity-wide initiatives to reduce costs, and the centralization of additional shared services in North America, including, among other things, legal, compliance, tax and finance. Prior period costs included severance costs of \$88 million during the three months ended March 31, 2009 primarily related to our decision in February 2009 to discontinue new account originations for all products in our Consumer Lending business and close all branch offices. See Note 3, "Strategic Initiatives," in the accompanying consolidated financial statements for a complete description of these decisions.

#### Occupancy and equipment expenses

included lease termination and associated costs of \$54 million during the three months ended March 31, 2009 related to the decision to close the Consumer Lending branch offices. Excluding the impact of this item, occupancy and equipment expense was lower in the first quarter of 2010 due to lower depreciation, utilities and repair and maintenance expenses as a result of the reduction of the scope of our business operations since March 2009.

#### Other marketing expenses

include payments for advertising, direct mail programs and other marketing expenditures. During the first quarter of 2010, marketing expenses increased slightly as we have resumed limited direct marketing mailings and new customer account originations for portions of our non-prime credit card receivable portfolio based on recent performance trends in this portfolio. Although other marketing expenses increased slightly during the quarter, overall marketing levels remain low. Current marketing levels should not be considered indicative of marketing expenses for any future periods.

#### Real estate owned expenses

decreased in the first quarter of 2010 as a result of lower levels of real estate owned as compared to the year-ago quarter due to backlogs in foreclosure proceedings and actions taken by local governments and certain states that have lengthened the foreclosure process. The decrease also reflects lower losses on sales of REO properties during the first quarter of 2010 as compared to the year-ago quarter as home prices continued to stabilize during the first quarter of 2010 which results in less deterioration in value between the date we take title to the property and when the property is ultimately sold.

#### Other servicing and administrative expenses

included fixed asset write-downs of \$29 million during the three months ended March 31, 2009 related to the decision to close the Consumer Lending branch offices. Excluding the impact of this item, other servicing and administrative expenses increased during the first quarter of 2010 as a result of higher expenses associated with receivables in the process of foreclosure. Additionally, a portion of this increase related to a change in the classification of certain pre-foreclosure costs, which during the first quarter of 2009 were reported as part of charge-off. In the first quarter of 2010, such costs are recorded in other servicing and administrative expenses which resulted in an incremental \$28 million being recorded in other servicing and administrative expenses during the three months ended March 31, 2010. These increases in other and servicing and administrative expenses were partially offset by the impact of entity wide initiatives to reduce costs.

#### Support services from HSBC affiliates

increased during the three months ended March 31, 2010 as beginning in January 2010 it includes legal, compliance, tax and finance and other shared services charged to us by HTSU which were previously recorded in salaries and employee benefits. Support services from HSBC affiliates also includes services charged to us by an HSBC affiliate located outside of the United States which provides operational support to our businesses, including among other areas, customer service, systems, collection and accounting functions.

#### Amortization of intangibles

decreased in the first quarter of 2010 due to lower amortization for technology and customer lists due to the write off of a portion of these intangibles during the first quarter of 2009 as a result of the decision to discontinue all new account originations in our Consumer Lending business.

#### Policyholders' benefits

decreased during the first quarter of 2010 due to declines in life and disability claims on credit insurance policies since we are no longer issuing these policies in relation to Consumer Lending loans, partially offset by higher claims on a new term life product due to growth in this product offering.

#### Goodwill and other intangible asset impairment charges

during the first quarter of 2009 include a goodwill impairment charge of \$653 million related to our Card and Retail Services and Insurance Services businesses. All goodwill was written off prior to the first quarter of 2010. See Note 14, "Goodwill," our 2009 Form 10-K for further discussion of the goodwill impairment. Additionally during the first quarter of 2009, we recorded impairment charges of \$14 million for intangible assets associated with our Consumer Lending business as a result of our decision to discontinue new

customer account originations for all products. See Note 3, "Strategic Initiatives," and Note 8, "Intangible Assets," in our 2009 Form 10-K for further discussion of the impairment. There were no intangible asset impairment charges during the first quarter of 2010.

#### Efficiency ratio

The following table summarizes our owned basis efficiency ratio:

	<b>2010</b>	<b>2009</b>
Three months ended March 31	<b>47.36%</b>	29.13%

Our efficiency ratio during the three months ended March 31, 2010 and 2009 was impacted by the change in the fair value of debt for which we have elected fair value option accounting. Additionally, the three months ended March 31, 2009 was also significantly impacted by the goodwill and intangible asset impairment charges and Consumer Lending closure costs, as discussed above. Excluding these items from the periods presented, our efficiency ratio increased 735 basis points during the first quarter of 2010 as receivable portfolio liquidation and declining overall yields on our receivable portfolio caused net interest income to decrease more rapidly than operating expenses. The volatility between periods in other revenues, including lower derivative income and lower fee income, partially offset by improved lower fair value write-downs on receivables held for sale also significantly impacted the efficiency ratio during the current period.

#### Segment Results - IFRS Management Basis

We have two reportable segments: Card and Retail Services and Consumer. Our segments are managed separately and are characterized by different middle-market consumer lending products, origination processes and locations. Our segment results are reported on a continuing operations basis.

Our Card and Retail Services segment comprises our core operations and includes our MasterCard, Visa, private label and other credit card operations. The Card and Retail Services segment offers these products throughout the United States primarily via strategic affinity and co-branding relationships, merchant relationships and direct mail. We also offer products and provide customer service through the Internet.

Our Consumer segment consists of our run-off Consumer Lending, Mortgage Services and Auto Finance businesses which are no longer considered central to our core operations. The Consumer segment provided real estate secured, auto finance and personal non-credit card loans. Loans were offered with both revolving and closed-end terms and with fixed or variable interest rates. Loans were originated through branch locations and direct mail. Products were also offered and customers serviced through the Internet. Prior to the first quarter of 2007, we acquired loans through correspondent channels and prior to September 2007 we also originated loans sourced through mortgage brokers. While these businesses are operating in run-off mode, they have not been reported as discontinued operations because we continue to generate cash flow from the ongoing collections of the receivables, including interest and fees.

The "All Other" caption includes our Insurance operations which continue to be a core part of our operations as well as our Taxpayer Financial Services and Commercial businesses which are no longer considered central to our operations. Each of these businesses falls below the quantitative threshold tests under segment reporting rules for determining reportable segments. The "All Other" caption also includes our corporate and treasury activities, which includes the impact of FVO debt. Certain fair value adjustments related to purchase accounting resulting from our acquisition by HSBC and related amortization have been allocated to corporate, which is included in the "All Other" caption within our segment disclosure. Goodwill which was established as a result of our acquisition by HSBC was not allocated to or included in the reported results of our reportable segments as the acquisition by HSBC was outside of the ongoing

operational activities of our reportable segments, consistent with management's view of our reportable segment results. Such goodwill of \$1.6 billion was impaired during the first quarter of 2009. Goodwill relating to acquisitions subsequent to our acquisition by HSBC was included in the reported respective segment results as those acquisitions specifically related to the business, consistent with management's view of the segment results.

There have been no changes in our measurement of segment profit (loss) or basis of segmentation as compared with the presentation in our 2009 Form 10-K.

We report results to our parent, HSBC, in accordance with its reporting basis, IFRSs. Our segment results are presented on an IFRS Management 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 made almost exclusively on an IFRS Management Basis. Accordingly, our segment reporting is on an IFRS Management Basis. IFRS Management Basis results are IFRSs results which assume that the GM and UP credit card portfolios and the auto finance, private label and real estate secured receivables transferred to HSBC Bank USA have not been sold and remain on our balance sheet and the revenues and expenses related to these receivables remain on our income statement. IFRS Management Basis also assumes that the purchase accounting fair value adjustments relating to our acquisition by HSBC have been "pushed down" to HSBC Finance Corporation. Operations are monitored and trends are evaluated on an IFRS Management Basis because the receivable sales to HSBC Bank USA were conducted primarily to fund prime customer loans more efficiently through bank deposits and such receivables continue to be managed and serviced by us without regard to ownership. However, we continue to monitor capital adequacy, establish dividend policy and report to regulatory agencies on a U.S. GAAP legal entity basis. A summary of the significant differences between U.S. GAAP and IFRSs as they impact our results are summarized in Note 15, "Business Segments," in the accompanying consolidated financial statements.

#### *Card and Retail Services Segment*

The following table summarizes the IFRS Management Basis results for our Card and Retail Services segment:

	<b>Increase (Decrease)</b>		
	<b>2010</b>	<b>2009</b>	<b>Amount %</b>
<b>Three Months Ended March 31:</b>			
<b>(dollars are in millions)</b>			
Net interest income	<b>\$1,279</b>	<del>\$1,340</del> <u>(269)</u>	(4.6)% <u>(40.8)</u>
Other operating income	<b>391</b>	<del>660</del>	)
Total operating income	<b>1,670</b>	<del>2,300</del> <u>(974)</u>	(16.5)% <u>(64.5)</u>
Loan impairment charges	<b>537</b>	<del>1,511</del>	)
	<b>1,133</b>	<del>680</del> <u>(36)</u>	100+ <u>(7.4)</u>
Operating expenses	<b>452</b>	<del>488</del>	)
			<u>100+</u>
Profit (loss) before tax	<b>\$681</b>	<del>\$680</del>	%
Intersegment revenues	<b>\$3</b>	<b>\$2</b>	50.0%
Net interest margin, annualized	<b>13.97%</b>	12.04%	-
Efficiency ratio	<b>27.07</b>	24.40	-
Return (after-tax) on average assets	<b>1.99</b>	(.07)	-

**Balances at end of period:**

Customer loans	<b>\$34,987</b>	<del>\$(42,886)</del>	(18.4)%
Assets	<b>33,519</b>	<del>(40,457)</del>	(18.2)

Our Card and Retail Services segment reported a higher profit before tax for the three months ended March 31, 2010 as compared the year-ago quarter due to lower loan impairment charges and lower operating expenses, partially offset by lower operating income and lower net interest income.

Loan impairment charges decreased during the first quarter of 2010 as compared to the year-ago quarter due to lower loan levels as a result of actions taken beginning in the fourth quarter of 2007 to manage risk, lower consumer spending as well as an increased focus by consumers to reduce outstanding credit card debt. The decrease also reflects the impact of improvement in the underlying credit quality of the portfolio including improved early stage delinquency roll rates as economic conditions improved. The impact of higher unemployment rates on credit card receivable losses has not been as severe due in part to improved cash flow from government stimulus activities that meaningfully benefit our non-prime customers and the aforementioned actions previously implemented to reduce risk. Lower loan impairment charges were partially offset by portfolio seasoning. During the three months ended March 31, 2010, we decreased credit loss reserves to \$3.3 billion as loan impairment charges were \$678 million lower than net charge-offs. During the three months ended March 31, 2009, we increased credit loss reserves to \$4.6 billion as loan impairment charges were \$203 million greater than net charge-offs.

Net interest income decreased due to lower interest income, partially offset by lower interest expense. The lower interest income reflects the impact of lower overall loan levels, partially offset by higher loan yields. Loan yields increased during the first quarter of 2010 as a result of repricing initiatives during the fourth quarter of 2009 and higher yields on private label receivables since March 2009 driven by the benefits from contract renegotiation with certain merchants which were partially offset by the implementation of certain provisions of new credit card legislation including restrictions impacting repricing of delinquent accounts. Net interest margin increased due to higher loan yields as discussed above and lower cost of funds. The decrease in other operating income was primarily due to lower late and overlimit fees due to lower volumes, lower delinquency levels, changes in customer behavior and impacts from changes required by new credit card legislation. As compared to the year-ago quarter, the new credit card legislation has resulted in significant decreases in overlimit fees as customers must now opt-in for such fees as well as restrictions on fees charged to process on-line and telephone payments. Additionally, other operating income reflects lower enhancement services revenue due to lower volumes. Operating expenses decreased due to lower salary and pension expenses, partially offset by higher collection costs and higher marketing expenses, although overall marketing levels remain low.

The efficiency ratio during the first quarter of 2010 deteriorated as the decrease in other operating income, primarily due to lower fee income as a result of the impact of the new credit card legislation and lower delinquency levels, more than offset the decreases in operating expenses.

The increase in the ROA ratio during the first quarter of 2010 was primarily due to the impact of the significantly higher profit before tax, driven by the lower loan impairment charges during the first quarter of 2010 as discussed above, partially offset by the impact of lower average receivable levels as discussed below.

As discussed in prior filings, on May 22, 2009, the Credit Card Accountability Responsibility and Disclosure Act of 2009 (the "CARD Act") was signed into law. We have implemented the provisions of the CARD Act that took effect in August 2009 and February 2010 and continue to make changes to processes and systems in order to comply with the remaining provisions of the CARD Act by the applicable August 2010 effective date. The CARD Act has required us to make changes to our business practices, and will likely

require us and our competitors to manage risk differently than has historically been the case. Pricing, underwriting and product changes have either been implemented or are under analysis to partially mitigate the impact of the new legislation. Although we currently believe the implementation of these new rules is likely to have a material adverse financial impact to us, the full impact of the CARD Act continues to be uncertain at this time as it will ultimately depend upon the Federal Reserve and other government agencies interpretations of some of the provisions discussed above, including the proposed limits on late fees charged by card issuers which are not expected to be published until June 2010, successful implementation of our strategies, consumer behavior and the actions of our competitors. Although management's estimates are subject to change as additional interpretations of the provisions are issued, we currently estimate that the impact of the CARD Act including the mitigating actions referred to above could be a reduction in revenue net of loss provision of approximately \$200 million to \$300 million during 2010.

#### Customer loans

Customer loans for our Card and Retail Services segment can be analyzed as follows:

	<b>Increases (Decreases)</b>	
	<b>From</b>	
	<b>March 31, December 31, 2009</b>	
	<b>2010 \$</b>	<b>%</b>
	<b>(dollars are in millions)</b>	
Credit card	<del>\$20,904</del>	(9.5)%
Private label	<del>(13,978)</del>	(10.7)
Other	<u>99</u>	<u>(8.7)</u>
	)	)
Total loans	<u><del>\$34,982</del></u>	<u>(10.0)</u>
	)	)%

Customer loans decreased 10 percent during the first quarter of 2010 reflecting lower consumer spending levels, primarily in our prime credit card and private label loan portfolios, the impact of actions taken to manage risk as well as seasonal paydowns in credit card balances. The decrease also reflects an increased focus by consumers to reduce outstanding credit card debt due in part to higher tax refunds and the impact of government stimulus programs which have targeted our customer base resulting in higher overall payment rates. In 2008, we identified certain segments of our credit card portfolio which have been the most impacted by the housing and economic conditions and we stopped all new account originations in those market segments. Based on recent performance trends which began in the second half of 2009, we resumed limited direct marketing mailings and new customer account originations for portions of our non-prime credit card portfolio which will likely result in lower run-off of credit card loans through the remainder of 2010.

See "Receivables Review" for additional discussion of the decreases in our receivable portfolios.

#### Performance Trends

The following is additional key performance data related to our Card and Retail Services portfolios. The information is based on IFRS Management Basis results.

Our Cards and Retail Services portfolios consist of three key segments. The non-prime portfolios are primarily originated through direct mail channels (the "Non-prime Portfolio"). The prime portfolio consists primarily of General Motors, Union Privilege and Retail Services receivables (the "Prime Portfolio"). These



receivables are primarily considered prime at origination, however the credit profile of some customers will subsequently change due to changes in customer circumstances. The other portfolio is comprised of several run-off portfolios and receivables originated under alternative marketing programs such as third party turn-down programs (the "Other Portfolio"). The Other Portfolio includes certain adjustments not allocated to either the Non-prime or Prime Portfolios. The Other Portfolio contains both prime and non-prime receivables.

The following table includes key financial metrics for our Card and Retail Services business:

	<u>Quarter Ended</u>					<u>Change between Mar. 31, 2010 and Dec. 31, 2009</u>
	<u>Mar. 31, 2010</u>	<u>Dec. 31, 2009</u>	<u>Sept. 30, 2009</u>	<u>June 30, 2009</u>	<u>Mar. 31, 2009</u>	
(dollars are in millions)						
Receivables:						
Non-prime	<b>\$8,632</b>	\$9,462	\$9,951	\$10,426	\$11,164	(8.8)%
Prime	<b>24,068</b>	26,806	26,753	27,760	28,805	(10.2) <u>(12.2)</u>
Other	<b><u>2,287</u></b>	<u>2,605</u>	<u>2,619</u>	<u>2,795</u>	<u>2,898</u>	) <u>(10.0)</u>
Total	<b><u>\$34,987</u></b>	<u>\$38,873</u>	<u>\$39,323</u>	<u>\$40,981</u>	<u>\$42,867</u>	)%
Net Interest Margin:						
Non-prime	<b>21.04%</b>	20.18%	20.17%	19.57%	20.36%	4.3%
Prime	<b>10.84</b>	9.67	9.71	9.00	9.10	12.1
Other	<b><u>20.15</u></b>	<u>17.68</u>	<u>15.77</u>	<u>17.88</u>	<u>8.71</u>	<u>14.0</u>
Total	<b><u>13.97</u></b>	<u>12.85</u>	<u>12.79</u>	<u>12.33</u>	<u>12.04</u>	<u>8.7</u>
	%	%	%	%	%	%
Delinquency Dollars:						
Non-prime	<b>\$787</b>	\$975	\$1,006	\$1,045	\$1,233	(19.3)%
Prime	<b>1,027</b>	1,222	1,250	1,245	1,309	(16.0) <u>(19.1)</u>
Other	<b><u>195</u></b>	<u>241</u>	<u>241</u>	<u>239</u>	<u>273</u>	) <u>(17.6)</u>
Total	<b><u>\$2,009</u></b>	<u>\$2,438</u>	<u>\$2,497</u>	<u>\$2,529</u>	<u>\$2,815</u>	)%

As previously discussed, customer loans have decreased by 10 percent as compared to December 31, 2009. The Prime Portfolio has decreased at a faster rate than the Non-Prime Portfolio due to a higher seasonal impact for the Prime Portfolio as loans in this portfolio tend to have higher spending levels in the fourth quarter which are paid off during the first quarter. Net interest margin for both the Non-prime and Prime Portfolios remains strong as a result of repricing initiatives during the fourth quarter of 2009, partially offset by the implementation of certain provisions of new credit card legislation.

While we have seen deterioration in performance across the Cards and Retail Services segment during the past 12 months, the Non-prime Portfolio performance has deteriorated to a lesser degree relative to our Prime Portfolio through this stage of the economic cycle. Dollars of delinquency and net charge-off dollars in the Non-prime Portfolio have deteriorated at a lower rate than our Prime Portfolio as non-prime customers typically have lower home ownership, smaller credit lines which have lower minimum payment requirements and benefits from government stimulus programs.

The trends discussed above are at a point in time. Given the volatile economic conditions, there can be no certainty such trends will continue in the future.

*Consumer Segment*

The following table summarizes the IFRS Management Basis results for our Consumer segment:

	<b>Increase (Decrease)</b>		
<b>Three Months Ended March 31, 2010</b>	<b>2009</b>		<b>Amount %</b>
	<b>(dollars are in millions)</b>		
Net interest income	<b>\$707</b>	<del>\$(328)</del>	(31.7)%
	<del>(58)</del>	<del>(39)</del>	<del>(48.7)</del>
Other operating income	)	)	)
Total operating income	<b>649</b>	<del>(396)</del>	(34.8)
		<del>(677)</del>	<del>(27.8)</del>
Loan impairment charges	<b>1,758</b>	<del>2,435</del>	)
	<del>(1,109)</del>	<del>(1,439)</del>	22.9
		<del>(290)</del>	<del>(52.1)</del>
Operating expenses	<b>267</b>	<del>557</del>	)
	<del>\$(1,376)</del>	<del>\$(1,996)</del>	<del>31.1</del>
Profit (loss) before tax	)	<del>\$620</del>	%
Intersegment revenues	<b>\$18</b>	<del>\$(64)</del>	(47.1)%
Net interest margin, annualized	<b>3.70%</b>	4.22%	-
Efficiency ratio	<b>41.14</b>	55.92	-
Return (after-tax) on average assets	<del>(4.64)</del>	<del>(5.53)</del>	-
<b>Balances at end of period:</b>			
Customer loans	<b>\$73,143</b>	<del>\$(92,568)</del>	(23.5)%
Assets	<b>71,558</b>	<del>(92,539)</del>	(22.3)

Our Consumer segment reported a lower net loss during the three months ended March 31, 2010 as compared to the year-ago quarter due to lower loan impairment charges and lower operating expenses, partially offset by lower net interest income and lower other operating income.

Loan impairment charges decreased significantly during the three months ended March 31, 2010 as compared to the year-ago quarter as a result of a lower provision for credit losses in our non-core Mortgage Services, Consumer Lending businesses and Auto Finance businesses as discussed below.

- Loan impairment charges in our Mortgage Services business decreased \$264 million in the first quarter of 2010 as a result of lower loan levels as the portfolio continues to liquidate, delinquency levels continue to decrease, economic conditions improved and a higher percentage of charge-offs were on first lien loans which generally have lower charge-offs than second lien loans. These decreases were partially offset by the impact of higher levels of TDR Loans as compared to the year-ago quarter and higher loss estimates associated with these loans which are not prepaying as quickly as historically experienced as well as the impact of higher unemployment levels. While recent loss severities on foreclosed loans have been lower as compared to the year-ago quarter as home prices have begun to stabilize in most markets, the impact of lower severities was offset by a higher estimate of charge-offs related to loans where we have previously decided not to pursue foreclosure.
- Loan impairment charges in our Consumer Lending business decreased \$339 million in the first quarter of 2010 reflecting lower loan levels as both the real estate secured and personal non-credit card loan portfolios continue to liquidate, delinquency levels continue to decrease and economic conditions continue to improve. The decrease in loan impairment charges for real estate secured loans also reflects a higher

percentage of charge-offs on first lien loans which generally have lower charge-offs than second lien loans as well as an improved outlook on current inherent losses for first lien real estate secured receivables originated in 2005 and earlier as the current trends for deterioration in delinquencies and charge-offs in these vintages have stabilized. These decreases in loan impairment charges for real estate secured loans were partially offset by lower loan prepayments, portfolio seasoning, higher levels of unemployment and increased levels of TDR Loans including higher reserve requirements associated with these loans. While recent loss severities on foreclosed loans have been lower as compared to the year-ago quarter as home prices have begun to stabilize in most markets, the impact of lower severities was offset by a higher estimate of charge-offs related to loans where we have previously decided not to pursue foreclosure. The decrease in loan impairment charges for personal non-credit card receivables reflects lower loan levels, lower delinquency levels and improvements in economic conditions, partially offset by the impact of slightly higher levels of charge-off and higher levels of TDR Loans including higher reserve requirements associated with these loans.

- Loan impairment charges in our auto finance receivable portfolio decreased as a result of lower loan levels as the portfolio continues to liquidate. Additionally, we experienced lower loss severities driven by improvements in prices on repossessed vehicles.

During the first quarter of 2010, credit loss reserves decreased to \$7.0 billion as loan impairment charges were \$520 million lower than net charge-offs. During the first quarter of 2009, credit loss reserves increased to \$10.7 billion as loan impairment charges were \$414 million greater than net charge-offs. Credit loss reserves since March 2009 were significantly impacted by the December 2009 Charge-off Policy Changes.

Net interest income decreased due to lower average loans as a result of loan liquidation including lower levels of performing receivables. The decrease also reflects lower overall yields on our loan portfolio including the impact of the December 2009 Charge-off Policy Changes as real estate secured and personal non-credit card loans now charge-off earlier than in historical periods and as a result, all of the underlying accrued interest income is reversed against net interest income upon charge-off earlier as well. Net interest income was also negatively impacted by a shift in receivable mix to higher levels of lower yielding first lien real estate secured loans as higher yielding auto finance and personal non-credit card receivables have run-off at a faster pace than real estate secured receivables. Lower yields in our real estate secured and personal non-credit card portfolios reflect the higher levels of loan modifications since March 31, 2009 and the impact of the December 2009 Charge-off Policy Changes as previously discussed. These decreases were partially offset by lower interest expense due to lower average borrowings. The decrease in net interest margin reflects the lower loan yields as discussed above.

Other operating income decreased as compared to the year-ago quarter primarily due to a loss of \$77 million from the sale of the auto finance servicing operations and certain auto finance receivables to SC USA as previously discussed. Under U.S. GAAP we reported a gain on this transaction with SC USA as the receivables sold were transferred to receivables held for sale at the lower of cost or fair value during the fourth quarter of 2009. Other operating income also decreased due to lower credit insurance commissions, partially offset by lower losses on sales of REO properties. Lower losses on sales of REO properties during the first quarter of 2010 reflects the continued stabilization of home prices during the first quarter of 2010 which results in less deterioration in value between the date we take title to the property and when the property is ultimately sold.

Operating expenses during the prior year quarter included \$159 million of costs related to the decision to discontinue new originations for all products in our Consumer Lending business and close the Consumer Lending branch offices. In addition, we were required to perform an interim intangible asset impairment test for our remaining Consumer Lending intangible asset which resulted in an impairment charge of \$5 million during the first quarter of 2009. See Note 5, "Strategic Initiatives," in our 2009 Form 10-K for additional

information regarding this decision. Excluding these items from the year-ago period, operating expenses remained lower, decreasing 32 percent due to the reductions in the scope of our business operations as well as other cost containment measures, lower REO expenses and lower pension expense.

The efficiency ratio during the first quarter of 2009 was impacted by the \$164 million in restructuring and impairment charges discussed above. Excluding the impact of the restructuring charges from the year-ago period, the efficiency ratio increased 168 basis points as the decrease in net interest income due to lower loan levels and lower yields outpaced the decrease in operating expenses.

ROA increased during the first quarter of 2010 primarily due to a lower net loss than the prior year quarter reflecting the lower loan impairment charges and lower operating expenses, partially offset by lower net interest income due to lower loan levels and lower yields and the impact of lower average assets.

#### Customer loans

Customer loans for our Consumer segment can be analyzed as follows:

	<b>Increases (Decreases)</b>	
	<b>From</b>	
	<b>December 31,</b>	
	<b>March 31, 2009</b>	
	<b>2010</b>	<b>%</b>
	<b>(dollars are in millions)</b>	
Real estate secured receivables	<del>\$58,569</del>	(4.4)%
Auto finance	<del>4,900</del>	(14.8)
	<u>(1,036)</u>	<u>(9.7)</u>
Personal non-credit	<del>9,674</del>	)
	<u>\$(4,582)</u>	<u>(5.9)</u>
Total customer loans	<del>\$73,143</del>	)%

(1) Real estate secured receivables are comprised of the following:

	<b>Increases (Decreases)</b>	
	<b>From</b>	
	<b>December 31,</b>	
	<b>March 31, 2009</b>	
	<b>2010</b>	<b>%</b>
	<b>(dollars are in millions)</b>	
Consumer Lending	<del>\$37,357</del>	(4.2)%
Mortgage Services	<del>20,752</del>	(4.8
	)	)
Total real estate secured receivables	<del>\$58,569</del>	(4.4
	)	)%

Customer loans decreased 5.9 percent as compared to December 31, 2009 reflecting the continued liquidation of these portfolios which will continue to decline going forward as well as seasonal improvements in collection activities during the first quarter as some customers use their tax refunds to

make payments. The decreases in our real estate secured loan portfolios were partially offset by declines in loan prepayments as fewer refinancing opportunities for our customers exist and the trends impacting the mortgage lending industry as previously discussed.

See "Receivables Review" for a more detail discussion of the decreases in our receivable portfolios.

## **Credit Quality**

### ***Credit Loss Reserves***

We maintain credit loss reserves to cover probable inherent losses of principal, accrued interest and fees, including late, overlimit and annual fees. Credit loss reserves are based on a range of estimates and are intended to be adequate but not excessive. We estimate probable losses for consumer receivables 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 analysis considers delinquency status, loss experience and severity and takes into account whether loans are in bankruptcy, have been re-aged or rewritten, or are subject to forbearance, an external debt management plan, hardship, modification, extension or deferment. Our credit loss reserves take into consideration the loss severity expected based on the underlying collateral, if any, for the loan in the event of default based on recent trends. Delinquency status may be affected by customer account management policies and practices, such as the re-age of accounts, forbearance agreements, extended payment plans, modification arrangements, external debt management programs and deferments. When customer account management policies or changes thereto, shift loans from a "higher" delinquency bucket to a "lower" delinquency bucket, this will be reflected in our roll rate statistics. To the extent that re-aged or modified accounts have a greater propensity to roll to higher delinquency buckets, this will be captured in the roll rates. Since the loss reserve is computed based on the composite of all of these calculations, this increase in roll rate will be applied to receivables in all respective delinquency buckets, which will increase the overall reserve level. In addition, loss reserves on consumer receivables are maintained to reflect our judgment of portfolio risk factors that may not be fully reflected in the statistical roll rate calculation or when historical trends are not reflective of current inherent losses in the portfolio. Portfolio risk factors considered in establishing loss reserves on consumer receivables include product mix, unemployment rates, bankruptcy trends, the credit performance of modified loans, geographic concentrations, loan product features such as adjustable rate loans, economic conditions, such as national and local trends in housing markets and interest rates, portfolio seasoning, account management policies and practices, current levels of charge-offs and delinquencies, changes in laws and regulations and other items which can affect consumer payment patterns on outstanding receivables, such as natural disasters.

While our credit loss reserves are available to absorb losses in the entire portfolio, we specifically consider the credit quality and other risk factors for each of our products. We recognize the different inherent loss characteristics in each of our products as well as customer account management policies and practices and risk management/collection practices. We also consider key ratios in developing our overall loss reserve estimate, including reserves to nonperforming loans, reserves as a percentage of net charge-offs, reserves as a percentage of two-months-and-over contractual delinquency and months coverage ratios. Loss reserve estimates are reviewed periodically and adjustments are reported in earnings when they become known. As these estimates are influenced by factors outside of our control such as consumer payment patterns and economic conditions, there is uncertainty inherent in these estimates, making it reasonably possible that they could change.

In establishing reserve levels, given the general decline in home prices that have occurred over the past

three years in the U.S., we anticipate that losses in our real estate secured receivable portfolios will continue to be incurred with greater frequency and severity than experienced prior to 2007. There is currently little secondary market liquidity for subprime mortgages. As a result of these conditions, lenders have significantly tightened underwriting standards, substantially limiting the availability of alternative and subprime mortgages. As fewer financing options currently exist in the marketplace for home buyers, properties in certain markets are remaining on the market for longer periods of time which contributes to home price depreciation. For many of our customers, the ability to refinance and access equity in their homes is no longer an option as home prices remain stagnant in many markets and have depreciated in others. These housing market trends were exacerbated by the recent economic downturn, including high levels of unemployment, and these industry trends continue to impact our portfolio. It is generally believed that a sustained recovery of the housing market, as well as unemployment rates, is not expected to begin to occur until later during 2010 and possibly beyond. We have considered these factors in establishing our credit loss reserve levels, as appropriate. While we have noted signs of improvement in these industry and housing market trends during the first quarter of 2010 as previously discussed, it is impossible to predict whether such improvement will continue in future periods.

The following table sets forth credit loss reserves for the periods indicated:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	<b>(dollars are in millions)</b>	
Credit loss reserves	<b>\$8,417</b>	\$9,264
Reserves as a percent of:		
Receivables	<b>10.48%</b>	10.82%
Net charge-offs(1)(2)	<b>76.1</b>	39.6(3)
Nonperforming receivables(2)	<b>100.2</b>	101.8
Two-months-and-over contractual delinquency	<b>77.1</b>	75.4

(1) Reserves as a percent of net charge-offs for the quarter, annualized.

(2) Ratio excludes nonperforming receivables and charge-offs associated with receivable portfolios which are considered held for sale as these receivables are carried at the lower of cost or fair value with no corresponding credit loss reserves.

(3) The December 2009 Charge-off Policy Changes as previously discussed resulted in an acceleration of charge-off for certain real estate secured and personal non credit card receivables during the fourth quarter of 2009 which would have otherwise occurred during future periods.

Credit loss reserves at March 31, 2010 decreased as compared to December 31, 2009 as we recorded provision for credit losses less than net charge-offs of \$847 million during the current quarter. Credit loss reserves were lower for all products as compared to December 31, 2009 reflecting lower dollars of delinquency and lower receivable levels in all receivable portfolios as previously discussed. The decrease in credit loss reserves in our credit card receivable portfolio reflects lower loss estimates due to lower receivable levels as a result of the actions previously taken to reduce risk which has led to improved credit quality including lower delinquency levels as well as an increased focus by consumers to reduce outstanding credit card debt. The lower delinquency levels also reflect improved early stage delinquency roll rates as economic conditions improved and seasonal improvements in our collection activities. The decrease in credit loss reserve levels in our real estate secured receivable portfolio also reflects lower receivable levels as the portfolio continues to liquidate and a significant decrease in delinquency as the

delinquent balances continue to migrate to charge-off and are replaced by lower levels of new delinquency volume as the portfolio continues to season and loss severities on foreclosed loans and economic conditions continue to improve. Seasonal improvements in our collection activities as previously discussed also contributed to the decline in real estate delinquency levels. The decreases in real estate secured credit loss reserves were partially offset by higher loss estimates for TDR Loans driven by higher volumes and slower liquidation rates. Credit loss reserve levels in our personal non-credit card portfolio declined modestly in the quarter as lower reserve requirements due to lower delinquency levels and lower balances were partially offset by higher reserve requirements on TDR Loans due to an increase in volumes and expected loss rates.

Credit loss estimates for our core credit card receivable portfolio relate primarily to our non-prime credit card receivable portfolio. Our non-prime credit card receivable product is structured for customers with low credit scores. The products have lower credit lines and are priced for higher risk. The deterioration of the housing markets in the U.S. over the past three years has affected the credit performance of our entire credit card portfolio, particularly in states which previously had experienced the greatest home price appreciation. Our non-prime credit card receivable portfolio concentration in these states is approximately proportional to the U.S. population, but a substantial majority of our non-prime customers are renters who are, on the whole, demonstrating a better payment history on their loans than homeowners in the portfolio as a whole. Furthermore, our lower credit scoring customers within our non-prime portfolio, which have an even lower home ownership rate, have shown the least deterioration through this stage of the economic cycle. In addition, through March 31, 2010 increases in unemployment rates have resulted in less credit deterioration in the non-prime portfolios as compared to prime portfolios. However, there can be no certainty that these trends will continue.

At March 31, 2010, approximately \$4.3 billion, or 8 percent of our real estate secured receivable portfolio has been written down to net realizable value less cost to sell. In addition, approximately \$8.7 billion of real estate secured loans which have not been written down to net realizable value less cost to sell are considered TDR Loans, which are reserved using a discounted cash flow analysis which generally results in a higher reserve requirement.

Reserves as a percentage of receivables decreased to 10.48 percent at March 31, 2010 compared to 10.82 percent at December 31, 2009 due to a significant decline in delinquency levels as discussed above as the decrease in credit loss reserves outpaced the decrease in receivable levels. In the current quarter, this ratio was also impacted by an increase in the level of real estate secured receivables which have been written down to the lower of cost or net realizable value and do not require corresponding credit loss reserves.

Reserves as a percentage of net charge-offs (quarter net charge-offs, annualized) were 76.1 percent at March 31, 2010 compared to 39.6 percent at December 31, 2009. Reserves as a percentage of net charge-offs (quarter net charge-offs, annualized) at December 31, 2009 was significantly impacted by the December 31, 2009 Charge-off Policy Change. The ratio at March 31, 2010 reflects a revised trend for dollars of net charge-offs as under the new charge-off policy implemented in the fourth quarter of 2009, real estate secured and personal non-credit card receivables now charge-off earlier than under the previous practice, resulting in a need to hold less reserves.

Reserves as a percentage of nonperforming receivables decreased to 100.2 percent at March 31, 2010 from 101.8 percent at December 31, 2009. The decrease was driven by our credit card portfolio as decreases in credit loss reserves in this portfolio outpaced the decrease in nonperforming credit card receivables due to the improvements in early stage credit card delinquency as previously discussed, partially offset by increased reserves on TDR Loans in our Consumer Lending and Mortgage Services portfolios.

Reserves as a percentage of two-months-and-over contractual delinquency increased to 77.1 percent at March 31, 2010 from 75.4 percent at December 31, 2009 as the decrease in dollars of contractual delinquency outpaced the decrease in credit loss reserves due, in part, to seasonal improvements in collection activities during the first quarter of the year as some customers use their tax refunds to make payments as well as increased reserves on TDR Loans.

The following table summarizes the changes in credit loss reserves by product during the three months ended March 31, 2010 and 2009:

	<u>Real Estate Secured</u>		<u>Personal</u>				
	<u>First Lien</u>	<u>Second Lien</u>	<u>Auto Finance</u>	<u>Credit Card</u>	<u>Non-Credit Card</u>	<u>Comm'l and Other</u>	<u>Total</u>
	<u>(in millions)</u>						
<b>Three months ended March 31, 2010:</b>							
Balances at beginning of period	\$3,997	\$1,430	\$174	\$1,816	\$1,847	\$-	\$9,264
Provision for credit losses	919	126	56	199	619	-	1,919
Charge-offs	(1,046)	(470)	(93)	(588)	(766)	-	(2,963)
Recoveries	9	22	17	61	88	=	197
	<u>(1,037)</u>	<u>(448)</u>	<u>(76)</u>	<u>(527)</u>	<u>(678)</u>		<u>(2,766)</u>
Net charge-offs	)	)	)	)	)	=	)
Balance at end of period	<u>\$3,879</u>	<u>\$1,108</u>	<u>\$154</u>	<u>\$1,488</u>	<u>\$1,788</u>	<u>\$-</u>	<u>\$8,417</u>
<b>Three months ended March 31, 2009:</b>							
Balances at beginning of period	\$4,998	\$2,115	\$401	\$2,249	\$2,652	\$-	\$12,415
Provision for credit losses	1,222	318	150	567	688	-	2,945
Charge-offs	(579)	(412)	(264)	(553)	(715)	-	(2,523)
Recoveries	2	10	17	54	52	=	135
	<u>(577)</u>	<u>(402)</u>	<u>(247)</u>	<u>(499)</u>	<u>(663)</u>		<u>(2,388)</u>
Net charge-offs	)	)	)	)	)	=	)
Balance at end of period	<u>\$5,643</u>	<u>\$2,031</u>	<u>\$304</u>	<u>\$2,317</u>	<u>\$2,677</u>	<u>\$-</u>	<u>\$12,972</u>

### *Delinquency*

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

**March 31, 2010**      **December 31, 2009**  
**(dollars are in millions)**

### **Dollars of Contractual Delinquency:**

Core receivables:	
Credit card receivables	\$979      \$1,211
Non-core receivable portfolios:	
Real estate secured(1)(2)(3)	8,622      9,395
Auto finance	161      252
Personal non-credit card	<u>1,159</u> <u>1,432</u>
Total non-core receivables	<u>9,942</u> <u>11,079</u>
Total receivables	<u>\$10,921</u> <u>\$12,290</u>



**Delinquency Ratio:**

Core receivables:		
Credit card receivables	<b>9.24%</b>	10.41%
Non-core receivable portfolios:		
Real estate secured(1)(2)(3)	<b>15.15</b>	15.78
Auto finance	<b>4.82</b>	5.62
Personal non-credit card	<b>12.29</b>	<u>13.65</u>
Total non-core receivables	<b>14.27</b>	<u>14.87</u>
	<u>13.60</u>	<u>14.27</u>
Total receivables	%	%

(1) Real estate secured two-months-and-over contractual delinquency and as a percentage of consumer receivables and receivables held for sale for our Mortgage Services and Consumer Lending businesses are comprised of the following:

**March 31, 2010    December 31, 2009**  
(dollars are in millions)

**Dollars of Contractual Delinquency:**

Mortgage Services:		
First lien	<b>\$2,824</b>	\$2,992
Second lien	<b>305</b>	<u>381</u>
Total Mortgage Services	<b>\$3,129</b>	<u>\$3,373</u>
Consumer Lending:		
First lien	<b>\$4,970</b>	\$5,380
Second lien	<b>523</b>	<u>642</u>
Total Consumer Lending	<b>\$5,493</b>	<u>\$6,022</u>

**Delinquency Ratio:**

Mortgage Services:		
First lien	<b>17.40%</b>	17.62%
Second lien	<b>11.22</b>	<u>12.87</u>
Total Mortgage Services	<u>16.51</u>	<u>16.91</u>
	%	%
Consumer Lending::		
First lien	<b>14.75%</b>	15.37%
Second lien	<b>12.32</b>	<u>14.03</u>
Total Consumer Lending	<u>14.47</u>	<u>15.21</u>
	%	%

(2) The following reflects dollars of contractual delinquency and the delinquency ratio for interest-only, ARM and stated income real estate secured receivables:

**March 31, 2010    December 31, 2009**  
(dollars are in millions)

**Dollars of Contractual Delinquency:**

Interest-only loans	<b>\$406</b>	\$416
ARM loans	<b>2,369</b>	2,536

Stated income loans	<b>820</b>	861
<b>Delinquency Ratio:</b>		
Interest-only loans	<b>30.70%</b>	29.63%
ARM loans	<b>25.61</b>	25.76
Stated income loans	<b>24.03</b>	23.42

<sup>(3)</sup> At March 31, 2010 and December 31, 2009, real estate secured delinquency includes \$3.7 billion and \$3.3 billion, respectively, of receivables that are carried at the lower of cost or net realizable value.

#### *Core credit card receivables*

Dollars of delinquency for our core credit card receivables decreased during the first quarter of 2010 reflecting lower receivable levels due to the actions previously taken to tighten underwriting and reduce the risk profile of the portfolio as well as an increased focus by consumers to reduce outstanding credit card debt. The lower delinquency levels also reflect improved early stage delinquency roll rates as economic conditions improved as well as seasonal improvements in our collection activities during the first quarter as some customers use their tax refunds to make payments.

The delinquency ratio for our credit card receivable portfolio at March 31, 2010 decreased 117 basis points as compared to December 31, 2009 as dollars of credit card delinquency decreased at a faster pace than receivable levels during the first quarter of 2010. A significant portion of the improvements in collection activities during the first quarter of 2010 were on delinquent accounts as economic conditions continued to improve.

#### *Non-core receivable portfolios*

Dollars of delinquency for our non-core receivable portfolios decreased \$1.1 billion in the first quarter of 2010 as all products reported lower delinquency levels as the portfolios continue to liquidate and delinquent balances continue to migrate to charge-off. These balances are being replaced with lower levels of new delinquency volume as the portfolios continue to season and economic conditions improve. The lower delinquency levels also resulted from seasonal improvements in our collection activities during the first quarter as discussed above. We believe the decrease in dollars of delinquency in our personal non-credit card receivable portfolios is also, in part, a result of the risk mitigation actions we have taken since 2007 to tighten underwriting and reduce the risk profile of this portfolio.

The delinquency ratio for our non-core receivable portfolios at March 31, 2010 also decreased compared to December 31, 2009 due to the factors discussed above.

#### *Net Charge-offs of Consumer Receivables*

The table below summarizes dollars of net charge-off of consumer receivables for the quarter and as a percent of average consumer receivables, annualized, ("net charge-off ratio"). During a quarter that receivables are transferred to receivables held for sale, those receivables continue to be included in the average consumer receivable balances prior to such transfer and any charge-offs related to those receivables prior to such transfer remain in our net charge-off totals. However, for periods following the transfer to the held for sale classification, the receivables are no longer included in average consumer receivable balance as such loans are carried at the lower of cost or fair value and there are no longer any charge-offs reported associated with these receivables.

The dollars of net charge-offs and the net-charge-off ratio for the three months ended March 31, 2010 are not comparable to the historical periods as comparability has been impacted by the December 2009 Charge-off Policy Changes for real estate secured and personal non-credit card receivables. Charge-off for these receivables under the revised policy is recognized sooner for these products than during the historical periods. Additionally, dollars of net charge-off and the net charge-off ratio for the three months

ended December 31, 2009 include the one-time impact of the adoption of these policy changes which resulted in \$3.5 billion of incremental net-charge offs during the fourth quarter of 2009.

<b>Three Months Ended(1)</b>	<b>March 2010</b>	<b>December 31, 2009</b>	<b>March 31, 2009</b>
	(dollars are in millions)		
<b>Net Charge-off dollars:</b>			
Core receivables:			
Credit card receivables	\$527	\$536	\$499
Non-core receivable portfolios:			
Real estate secured(2)(3)	1,485	3,485	979
Auto finance	76	101	247
Personal non-credit card	678	1,724	663
Total non-core receivables	<u>2,239</u>	<u>5,310</u>	<u>1,889</u>
Total receivables	<u>\$2,766</u>	<u>\$5,846</u>	<u>\$2,388</u>
<b>Net Charge-off ratio:</b>			
Core receivables:			
Credit card receivables	18.73%	18.84%	15.48%
Non-core receivable portfolios:			
Real estate secured(2)(3)	10.17	22.09	5.54
Auto finance	8.22	9.37	13.88
Personal non-credit card	<u>27.32</u>	<u>57.54</u>	<u>17.37</u>
Total non-core receivables	<u>12.44</u>	<u>26.76</u>	<u>8.12</u>
	<u>13.28</u>	<u>25.75</u>	<u>9.02</u>
Total receivables	%	%	%
Real estate secured net charge-offs and REO expense as a percent of average real estate secured receivables	<u>10.43</u>	<u>22.24</u>	<u>6.14</u>
	%	%	%

(1) The net charge-off ratio for all quarterly periods presented is net charge-offs for the quarter, annualized, as a percentage of average consumer receivables for the quarter.

(2) Real estate secured net charge-off dollars, annualized, as a percentage of average consumer receivables for our Mortgage Services and Consumer Lending businesses are comprised of the following:

<b>Three Months Ended</b>	<b>March 2010</b>	<b>December 31, 2009</b>	<b>March 31, 2009</b>
	(dollars are in millions)		
<b>Net charge-off dollars:</b>			
Mortgage Services:			
First lien	\$441	\$1,126	\$392
Second lien	196	353	193
Total Mortgage Services	<u>637</u>	<u>\$1,479</u>	<u>\$585</u>
Consumer Lending:			
First lien	\$597	\$1,500	\$185
Second lien	251	506	209
Total Consumer Lending	<u>848</u>	<u>\$2,006</u>	<u>\$394</u>
<b>Net charge-off ratio:</b>			
Mortgage Services:			
First lien	10.56%	24.89%	7.56%

Second lien	<u>27.46</u>	<u>43.84</u>	<u>18.83</u>
	<u>13.04</u>	<u>27.75</u>	<u>9.42</u>
Total Mortgage Services%		%	%
Consumer Lending::			
First lien	<u>6.93%</u>	16.33	1.85%
Second lien	<u>22.61</u>	<u>40.61</u>	<u>14.45</u>
	<u>8.73</u>	<u>19.23</u>	<u>3.44</u>
Total Consumer Lending%		%	%

(3) Net charge-off dollars and the net charge-off ratio for ARM loans are as follows:

<u>Three Months Ended</u>	<u>March 31, 2010</u>	<u>December 31, 2009</u>	<u>March 31, 2009</u>
	(dollars are in millions)		
Net charge-off dollars - ARM Loans	\$326	\$1,070	\$392
Net charge-off ratio - ARM Loans	18.67%	40.52%	12.03%

#### *Core credit card receivables*

Dollars of net charge-offs for our core credit card receivables decreased slightly as compared to the quarter ended December 31, 2009, but increased as compared to the year-ago quarter. During the year-ago quarter, dollars of net charge-offs were positively impacted by the sale of \$107 million of credit card receivables which occurred in December 2008 all of which were greater than 150 days contractually delinquent at the time of the sale. These receivables, which were charged-off immediately prior to the sale, would otherwise have migrated to charge-off during the first quarter of 2009. Excluding the impact of this transaction, dollars of net charge-offs also decreased as compared to the year-ago quarter. The decrease in dollars of net charge-off compared to both the prior quarter and prior year quarter reflects lower average receivable levels as previously discussed, including lower delinquency levels and improved economic conditions, partially offset by portfolio seasoning and continued high levels of unemployment.

The net charge-off ratio for our credit card receivable portfolio decreased 11 basis points as compared to the quarter ended December 31, 2009 and, excluding the impact of the transaction discussed above, decreased 7 basis points as compared to the year-ago quarter as the decrease in dollars of net charge-offs as slightly outpaced the decrease in average receivables.

#### *Non-core receivable portfolios*

Excluding the one-time impact of the adoption of the December 2009 Charge-off Policy Changes in the fourth quarter of 2009 as discussed above, dollars of net charge-offs for our non-core receivable portfolio increased as compared to both the prior quarter and prior year quarter. The increase reflects higher dollars of net charge-offs in our real estate secured and personal non-credit card receivable portfolios as receivables now charge-off earlier under the new policy resulting in a new underlying charge-off trend as the portfolios continue to season as well as the impact of higher levels of contractual delinquency in prior periods which are now migrating to charge-off. The increase in net charge-off dollars for real estate secured receivables excluding the December 2009 Charge-off Policy Changes in both periods was partially offset by lower loss severities on foreclosed loans due to continued stabilization in the housing markets, and, as compared to the year-ago quarter, a higher percentage of charge-offs on first lien loans which generally have lower charge-offs than second lien loans. Lower net charge-off dollars for auto finance receivables reflects improvements in loss severities from continuing improvement in pricing for used vehicles as well as lower receivable levels as the portfolio continues to liquidate. Dollars of net charge-offs for all receivable products in our non-core receivable portfolios were negatively impacted by the continuing high levels of unemployment.

Excluding the impact of the charge-off policy changes discussed above, the net charge-off ratio for our non-core receivable portfolios increased as compared to both the prior quarter and prior year quarter. The increase reflects the impact of the new underlying charge-off trend as a result of the December 2009 Charge-off Policy Change as well as the impact of lower average receivable levels.

### Nonperforming Assets

Nonperforming assets are summarized in the following table:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	(dollars are in millions)	
Core receivables:		
Credit card receivables (accruing receivables 90 or more days delinquent)	<b>\$742</b>	\$890
Non-core nonaccrual receivable portfolios (nonaccrual receivables)(1):		
Real estate secured(2)(5)	<b>6,669</b>	6,989
Auto finance	<b>162</b>	219
Personal non-credit card	<b>824</b>	<u>998</u>
Total non-core receivable portfolios	<b>7,655</b>	8,206
Nonaccrual receivables held for sale	<b>2</b>	<u>39</u>
Total nonperforming receivables	<b>8,399</b>	9,135
Real estate owned	<b>661</b>	<u>592</u>
Total nonperforming assets	<b><u>\$9,060</u></b>	<b><u>\$9,727</u></b>
	<u>100.2</u>	<u>101.8</u>
Credit loss reserves as a percent of nonperforming receivables(4)	%	%

(1) Nonaccrual receivables reflect all loans which are 90 or more days contractually delinquent. Nonaccrual receivables do not include receivables which have made qualifying payments and have been re-aged and the contractual delinquency status reset to current as such activity, in our judgment, evidences continued payment probability. If a re-aged loan subsequently experiences payment default and becomes 90 or more days contractually delinquent, it will be reported as nonaccrual.

(2) Nonaccrual real estate secured receivables are comprised of the following:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	(in millions)	
Real estate secured:		
Closed-end:		
First lien	<b>\$6,111</b>	\$6,298
Second lien	<b>385</b>	510
Revolving:		
First lien	<b>3</b>	2
Second lien	<b>170</b>	<u>179</u>
Total real estate secured	<b><u>\$6,669</u></b>	<b><u>\$6,989</u></b>

(3) Consistent with industry practice, accruing consumer receivables 90 or more days delinquent includes credit card receivables.

- (4) Ratio excludes nonperforming receivables associated with receivable portfolios which are considered held for sale as these receivables are carried at the lower of cost or fair value with no corresponding credit loss reserves.
- (5) At March 31, 2010 and December 31, 2009, non-accrual real estate secured receivables includes \$3.7 billion and \$3.3 billion, respectively, of receivables that are carried at the lower of cost or net realizable value.

The decrease in total nonperforming receivables since December 31, 2009 reflects the lower delinquency levels for all receivable products as discussed above. Higher levels of real estate owned at March 31, 2010 reflects improvements in processing foreclosure activities following backlogs throughout 2009 in foreclosure proceedings and actions by local governments and certain states that have lengthened the foreclosure process. Real estate nonaccrual receivables include stated income loans at our Mortgage Services business of \$661 million and \$683 million at March 31, 2010 and December 31, 2009, respectively.

As discussed more fully below, we have numerous account management policies and practices to assist our customers in accordance with their individual needs, including either temporarily or permanently modifying loan terms. Loans which have been granted a permanent modification, a twelve-month or longer modification, or two or more consecutive six-month modifications are considered troubled debt restructurings for purposes of determining loss reserve estimates.

The following table summarizes TDR Loans which are shown as nonperforming assets in the table above:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	<b>(in millions)</b>	
Real estate secured	<b>\$1,605</b>	\$1,607
Auto finance	<b>10</b>	20
Credit card	<b>36</b>	36
Personal non-credit card	<b>101</b>	106
Total	<b><u>\$1,752</u></b>	<u>\$1,769</u>

For additional information related to TDR Loans, see Note 5, "Receivables," to our accompanying consolidated financial statements.

#### *Customer Account Management Policies and Practices*

Our policies and practices for the collection of consumer receivables, including our customer account management policies and practices, permit us to modify the terms of loans, either temporarily or permanently, and/or to reset the contractual delinquency status of an account to current, based on indicia or criteria which, in our judgment, evidence continued payment probability as well as a continued desire for the borrower to stay in their home. Such policies and practices vary by product and are designed to manage customer relationships, maximize collection opportunities and avoid foreclosure or repossession if economically expedient. If a re-aged account subsequently experiences payment defaults, it will again become contractually delinquent.

#### Modification

As a result of the marketplace conditions previously described, in the fourth quarter of 2006 we began performing extensive reviews of our account management policies and practices particularly in light of the current needs of our customers. As a result of these reviews, beginning in the fourth quarter of 2006, we significantly increased our use of modifications in response to what we expected would be a longer term need of assistance by our customers due to the weak housing market and U.S. economy. In these

instances, our Mortgage Services and Consumer Lending businesses actively use account modifications to modify the rate and/or payment on a number of qualifying loans and generally re-age certain of these accounts upon receipt of two or more modified payments and other criteria being met. This account management practice is designed to assist borrowers who may have purchased a home with an expectation of continued real estate appreciation or whose income has subsequently temporarily declined.

Based on the economic environment and expected slow recovery of housing values, during 2008 we developed additional analytical review tools leveraging best practices to assist us in identifying customers who are willing to pay, but are expected to have longer term disruptions in their ability to pay. Using these analytical review tools, we expanded our foreclosure avoidance programs to assist customers who did not qualify for assistance under prior program requirements or who required greater assistance than available under the programs. The expanded program requires certain documentation as well as receipt of two qualifying payments before the account may be re-aged. Prior to July 2008, for our Consumer Lending customers, receipt of one qualifying payment was required for a modified account before the account would be re-aged. We also increased the use of longer term modifications to provide assistance in accordance with the needs of our customers which may result in higher credit loss reserve requirements. For selected customer segments, this expanded program lowers the interest rate on fixed rate loans and for ARM loans the expanded program modifies the loan to a lower interest rate than scheduled at the first interest rate reset date. The eligibility requirements for this expanded program allow more customers to qualify for payment relief and in certain cases can result in a lower interest rate than allowed under other existing programs. During the third quarter of 2009, we increased certain documentation requirements for participation in these programs. By late 2009, the volume of loans that qualified for a new modification had fallen significantly. We expect the volume of new modifications to continue to decline as we believe a smaller percentage of our customers with unmodified loans will benefit from loan modification in a way that will not ultimately result in a repeat default on their loan. Additionally, volumes of new loan modifications are expected to decrease as we are no longer originating real estate secured receivables as well as the impact of the continued seasoning of a liquidating portfolio and improvements in economic conditions. We will continue to evaluate our consumer relief programs as well as all aspects of our account management practices to ensure our programs benefit our customers in accordance with their financial needs in ways that are economically viable for both our customers and our stakeholders. We have elected not to participate in the U.S. Treasury sponsored programs as we believe our programs provide more meaningful assistance to our customers.

A loan modified under these programs is only included in the re-aging statistics table ("Re-age Table") on page 95 if the delinquency status of the loan was reset as a part of the modification or was re-aged in the past for other reasons. Not all loans modified under these programs have the delinquency status reset and, therefore, are not considered to have been re-aged.

The following table summarizes loans modified during the first quarter of 2010, some of which may have also been re-aged:

	<b>Number of Accounts Modified</b>	<b>Outstanding Receivable Balance at Time of Modification</b>
<b>Consumer Mortgage Services</b>		
<b>Three Months Ended March 31, 2010</b>		
<b>(dollars are in billions)</b>		
Foreclosure Avoidance Programs	(1)(000)	\$706
		\$1.0

- (1) Includes all loans modified under these programs during the three months ended March 31, 2010 regardless of whether the loan was also re-aged.
- (2) If qualification criteria are met, customer modification may occur on more than one occasion for the same account. For purposes of the table above, an account is only included in the modification totals once in an annual period and not for each separate modification.

In addition to the foreclosure avoidance program described above, beginning in October 2006 we also established a program specifically designed to meet the needs of select customers with ARMs nearing their first interest rate reset and payment reset that we expected would be negatively impacted by the rate adjustment. Under the Proactive ARM Reset Modification Program, we proactively contacted these customers and, as appropriate and in accordance with defined policies, we modified the loans allowing time for the customer to seek alternative financing or improve their individual situation. At the end of the modification period, we re-evaluated the loan to determine if an extension of the modification term is warranted. If the loan is less than 30-days delinquent and has not received assistance under any other risk mitigation program, typically the modification may be extended for an additional twelve-month period at a time provided the customer demonstrates an ongoing need for assistance. A loan that has been modified under the Proactive ARM Modification Program for twelve-months or longer is generally considered a TDR Loan. Loans modified as part of this specific risk mitigation effort are not considered to have been re-aged as these loans were not contractually delinquent at the time of the modification. However, if the loan had been re-aged in the past for other reasons or qualified for a re-age subsequent to the modification, it is included in the Re-age Table. While this program is on-going, the volume of new modifications under the Proactive ARM Reset Modification Program has significantly decreased as we ceased offering ARM loans in 2007 and the majority of our existing ARM loan portfolio has passed the loan's initial reset date. Since the inception of the Proactive ARM Reset Modification Program in October 2006, we have modified approximately 13,200 loans with an aggregate outstanding principal balance of \$2.2 billion at the time of the modification.

As a result of the expansion of our modification and re-age programs in response to the marketplace conditions previously described, modification and re-age volumes since January 2007 for real estate secured receivables have significantly increased. Since January 2007, we have cumulatively modified and/or re-aged approximately 333,600 real estate secured loans with an aggregate outstanding principal balance of \$39.5 billion at the time of modification and/or re-age under the Foreclosure Avoidance/Account Modification Programs and the Proactive ARM Modification Programs described above. These totals include approximately 64,600 real estate secured loans with an outstanding principal balance of \$9.9 billion that received two or more modifications since January 2007 and, therefore, may be classified as TDR Loans. The following provides information about the subsequent performance of all real estate secured loans granted a modification and/or re-age since January 2007:

<b><u>Status as of March 31, 2010</u></b>	<b><u>Number of Loans</u></b>	<b><u>Outstanding Receivable Balance at Time of Modification</u></b>
Current or less than 30-days delinquent	48%	47%
30- to 59-days delinquent	9	9
60-days or more delinquent	18	23
Paid-in-full	6	5
Charged-off, transferred to real estate owned or sold	<u>19</u>	<u>16</u>
	<u>100</u>	<u>100</u>
	%	%



We continue to work with advocacy groups in select markets to assist in encouraging our customers with financial needs to contact us. We have also implemented new training programs to ensure that our customer service representatives are focused on helping the customer through difficulties, are knowledgeable about the re-aging and modification programs available and are able to advise each customer of the best solutions for their individual circumstance.

We also support a variety of national and local efforts in homeownership preservation and foreclosure avoidance.

The following table shows the number of real estate secured accounts remaining in our portfolio as well as the outstanding receivable balance of these accounts as of the period indicated for loans that were either re-aged only, modified only or modified and re-aged:

	<u>Number of</u> <u>Accounts(1)</u>	<u>Outstanding</u> <u>Receivable</u> <u>Balance(1)(4)</u>
	<u>Consumer Mortgage</u> <u>Lending Services</u>	<u>Consumer Mortgage</u> <u>Lending Services</u>
	(accounts are in thousands)	(dollars are in millions)
<b>March 31, 2010:</b>		
Loans re-aged only	89.8	\$3,387
Loans modified only(2)	16.2	1,216
Loans modified and re-aged	68.3	6,669
Total loans modified and/or re-aged	<u>174.3</u>	<u>\$11,272</u>
<b>December 31, 2009:</b>		
Loans re-aged only	91.3	\$3,331
Loans modified only(2)	16.6	1,274
Loans modified and re-aged	67.5	6,917
Total loans modified and/or re-aged	<u>175.4</u>	<u>\$11,522</u>

(1) Loans which have been granted a permanent modification, a twelve-month or longer modification, or two or more consecutive six-month modifications are considered troubled debt restructurings for purposes of determining loss reserves. For additional information related to our troubled debt restructurings, see Note 5, "Receivables," in the accompanying consolidated financial statements.

(2) Includes loans that have been modified under the Proactive ARM Modification program described above.

(3) The following table provides information at March 31, 2010 regarding the delinquency status of loans remaining in the portfolio that were granted modifications of loan terms and/or re-aged:

	<u>Number of</u> <u>Accounts</u>	<u>Outstanding</u> <u>Receivable</u> <u>Balance</u>
	<u>Consumer Mortgage</u> <u>Lending Services</u>	<u>Consumer Mortgage</u> <u>Lending Services</u>
<b>March 31, 2010:</b>		

Current or less than 30-days delinquent	<del>66%</del> <b>61%</b>	<del>62%</del> <b>67%</b>	<del>67%</del> <b>67%</b>
30- to 59-days delinquent	<b>11</b>	<b>19</b>	<b>10</b>
60-days or more delinquent	<b>23</b>	<b>25</b>	<b>23</b>
	<u>100</u>	<u>100</u>	<u>100</u>
	%	%	%

**December 31, 2009:**

Current or less than 30-days delinquent	<del>62%</del> <b>61%</b>	<del>60%</del> <b>59%</b>	<del>65%</del> <b>65%</b>
30- to 59-days delinquent	<b>13</b>	<b>14</b>	<b>11</b>
60-days or more delinquent	<b>25</b>	<b>27</b>	<b>24</b>
	<u>100</u>	<u>100</u>	<u>100</u>
	%	%	%

(4) The outstanding receivable balance included in this table reflects the principal amount outstanding on the loan excluding any basis adjustments to the loan such as unearned income, unamortized deferred fees and costs on originated loans, purchase accounting fair value adjustments and premiums or discounts on purchased loans.

**Re-age**

Our re-aging policies and practices vary by product and are described in detail in the "Credit Quality" section of our 2009 Form 10-K. The fact that the re-aging criteria may be met for a particular account does not require us to re-age that account, and the extent to which we re-age accounts that are eligible under the criteria will vary depending upon our view of prevailing economic conditions and other factors which may change from period to period. In addition, for some products, accounts may be re-aged without receipt of a payment in certain special circumstances (

e.g. upon reaffirmation of a debt owed to us in connection with a Chapter 7 bankruptcy proceeding). We use account re-aging as an account and customer management tool in an effort to increase the cash flow from our account relationships, and accordingly, the application of this tool is subject to complexities, variations and changes from time to time. These policies and practices are continually under review and assessment to assure that they meet the goals outlined above, and accordingly, we modify or permit exceptions to these general policies and practices from time to time. In addition, exceptions to these policies and practices may be made in specific situations in response to legal or regulatory agreements or orders.

We continue to monitor and track information related to accounts that have been re-aged. Currently, approximately 83 percent of all re-aged receivables are real estate secured products, which in general have less loss severity exposure because of the underlying collateral. Credit loss reserves, including reserves on TDR Loans, take into account whether loans have been re-aged, rewritten or are subject to forbearance, an external debt management plan, modification, extension or deferment. Our credit loss reserves, including reserves on TDR Loans, also take into consideration the loss severity expected based on the underlying collateral, if any, for the loan.

We used certain assumptions and estimates to compile our re-aging statistics. The systemic counters used to compile the information presented below exclude from the reported statistics loans that have been reported as contractually delinquent but have been reset to a current status because we have determined that the loans should not have been considered delinquent (e.g., payment application processing errors). When comparing re-aging statistics from different periods, the fact that our re-age policies and practices will change over time, that exceptions are made to those policies and practices, and that our data capture methodologies have been enhanced, should be taken into account.

Re-age Table<sup>(1)</sup>

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
Never re-aged	<b>60.2%</b>	61.6%
Re-aged:		
Re-aged in the last 6 months	<b>12.3</b>	12.2
Re-aged in the last 7-12 months	<b>12.2</b>	13.6
Previously re-aged beyond 12 months	<b>15.3</b>	<u>12.6</u>
Total ever re-aged	<b>39.8</b>	<u>38.4</u>
	<u>100.0</u>	<u>100.0</u>
Total	%	%

Re-aged by Product<sup>(1)(3)</sup>

	<b>March 31, 2010</b>		<b>December 31, 2009</b>	
		(dollars are in millions)		
Real estate secured	<b>\$26,724</b>	<b>47.0%</b>	\$27,036	45.4%
Auto finance	<b>1,523</b>	<b>45.5</b>	2,021	45.0
Credit card	<b>497</b>	<b>4.7</b>	527	4.5
Personal non-credit	<b>3,358</b>	<b>35.6</b>	<u>3,678</u>	<u>35.1</u>
		<u>39.8</u>		<u>38.4</u>
Total	<b>\$32.102</b>	%	<u>\$33.262</u>	%

(1) Excludes commercial and other.

(2) The Mortgage Services and Consumer Lending businesses real estate secured re-ages are as shown in the following table:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	(dollars are in millions)	
Mortgage Services	<b>\$10,419</b>	\$10,699
Consumer Lending	<b>16,305</b>	<u>16,337</u>
Total real estate secured	<b>\$26,724</b>	<u>\$27,036</u>

(3) The outstanding receivable balance included in this table reflects the principal amount outstanding on the loan net of unearned income, unamortized deferred fees and costs on originated loans, purchase accounting fair value adjustments and premiums or discounts on purchased loans.

The overall decrease in dollars of re-aged loans during the three months ended March 31, 2010 reflects the lower delinquency and receivable levels as discussed above including the impact of the sale of certain auto finance receivables to SC USA during the first quarter of 2010. At March 31, 2010 and December 31, 2009, \$7.5 billion (23 percent of total re-aged loans in the Re-age Table) and \$8.1 billion (24 percent of total re-aged loans in the Re-age Table), respectively, of re-aged accounts have subsequently experienced payment defaults and are included in our two-months-and-over contractual delinquency at the period

indicated.

#### Other Account Management Techniques

In addition to our modification and re-aging policies and practices, we employ other customer account management techniques in respect of delinquent accounts that are similarly designed to manage customer relationships, maximize collection opportunities and avoid foreclosure or repossession if commercially sensible and reasonably possible. These additional customer account management techniques include, at our discretion, actions such as extended payment arrangements, approved external debt management plans, forbearance, loan rewrites and/or deferment pending a change in circumstances. We typically use these customer account management techniques with individual borrowers in transitional situations, usually involving borrower hardship circumstances or temporary setbacks that are expected to affect the borrower's ability to pay the contractually specified amount for some period of time. For example, under a forbearance agreement, we may agree not to take certain collection or credit agency reporting actions with respect to missed payments, often in return for the borrower's agreement to pay us an additional amount with future required payments. In some cases, these additional customer account management techniques may involve us agreeing to lower the contractual payment amount and/or reduce the periodic interest rate.

The amount of receivables subject to forbearance, non-real estate secured receivable modification, rewrites or other customer account management techniques for which we have reset delinquency and that is not included in the re-aged or delinquency statistics was approximately \$123 million or .2 percent of receivables and receivables held for sale at March 31, 2010 and \$153 million or .2 percent at December 31, 2009.

When we use a customer account management technique, we may treat the account as being contractually current and will not reflect it as a delinquent account in our delinquency statistics. However, if the account subsequently experiences payment defaults, it will again become contractually delinquent. Re-aged accounts are specifically considered in the reserving process. We generally consider loan rewrites to involve an extension of a new loan, and such new loans are not reflected in our delinquency or re-aging statistics. Our account management actions vary by product and are under continual review and assessment to determine that they meet the goals outlined above.

#### Geographic Concentrations

The following table reflects the percentage of receivables and receivables held for sale by state which individually account for 5 percent or greater of our portfolio as of March 31, 2010 as well as the unemployment rate for these states as of March 2010.

	Percentage of Portfolio			Unemployment	
	Receivables		Percent of Total Receivables	Rates as of March 31, 2010 <sup>(1)</sup>	
	Credit Cards	Real Estate Secured		Other	
California	1.2%	10.6%	6.8%	10.4%	12.6%
Florida	7.1	6.5	5.8	6.7	12.3
New York	7.5	6.7	6.7	6.6	8.6
Pennsylvania	4.1	5.7	6.3	5.4	9.0
Ohio	4.2	5.4	5.7	5.2	11.0

(1) The U.S. national unemployment rate as of March 31, 2010 was 9.7 percent.

Because our underwriting, collections and processing functions are centralized, we can quickly change our credit standards and intensify collection efforts in specific locations. We believe this lowers risks resulting from such geographic concentrations.

## Liquidity and Capital Resources

### *HSBC Related Funding*

Debt due to affiliates and other HSBC related funding are summarized in the following table:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	<b>(in billions)</b>	
Debt issued to HSBC subsidiaries:		
Term debt	<b><u>\$9.0</u></b>	<b><u>\$9.0</u></b>
Debt outstanding to HSBC clients:		
Euro commercial paper	<b>.6</b>	<b>.7</b>
Term debt	<b><u>1.8</u></b>	<b><u>1.8</u></b>
Total debt outstanding to HSBC clients	<b><u>2.4</u></b>	<b><u>2.5</u></b>
Cash received on bulk and subsequent sales of credit card receivables to HSBC Bank USA, net (cumulative)	<b><u>9.2</u></b>	<b>10.3</b>
Cash received on bulk sale of auto finance receivables to HSBC Bank USA, net (cumulative)	<b><u>2.4</u></b>	<b>2.8</b>
Cash received on bulk and subsequent sales of private label credit card receivables to HSBC Bank USA, net (cumulative)	<b><u>14.8</u></b>	<b>16.6</b>
Real estate secured receivable activity with HSBC Bank USA:		
Cash received on sales (cumulative)	<b><u>3.7</u></b>	<b>3.7</b>
Direct purchases from correspondents (cumulative)	<b><u>4.2</u></b>	<b>4.2</b>
	<b><u>(6.2)</u></b>	<b><u>(6.1)</u></b>
Reductions in real estate secured receivables sold to HSBC Bank USA	<b>)</b>	<b>)</b>
Total real estate secured receivable activity with HSBC Bank USA	<b><u>1.7</u></b>	<b><u>1.8</u></b>
Cash received from sale of U.K. Operations to HOHU	<b>.4</b>	<b>.4</b>
Cash received from sale of U.K. credit card business to HSBC Bank plc ("HBEU")	<b><u>2.7</u></b>	<b>2.7</b>
Cash received from sale of Canadian Operations to HSBC Bank Canada	<b>.3</b>	<b>.3</b>
Capital contributions by HSBC Investments (North America) Inc. (cumulative)	<b><u>8.6</u></b>	<b><u>8.6</u></b>
Total HSBC related funding	<b><u>\$51.5</u></b>	<b><u>\$55.0</u></b>

At March 31, 2010 and December 31, 2009, funding from HSBC, including debt issuances to HSBC subsidiaries and clients, represented 14 percent of our total debt and preferred stock funding.

Cash proceeds received from the sale of our Canadian Operations to HSBC Bank Canada, the sale of our U.K. Operations to HOHU, the sale of our European Operations to an HBEU affiliate and the sale of our U.K. credit card business to HBEU were used to pay down short-term domestic borrowings, including outstanding commercial paper balances, and draws on bank lines from HBEU. Proceeds received from the bulk sale and subsequent daily sales of private label and credit card receivables to HSBC Bank USA and the proceeds from the bulk sale of certain auto finance receivables were used to pay down maturing long-term debt and short-term domestic borrowings, including outstanding commercial paper balances, and to pay down maturing long-term debt. Proceeds from each of these transactions as well as the ongoing daily sales were also used to fund ongoing operations.

We have a \$1.5 billion uncommitted secured credit facility and a \$1.0 billion committed unsecured credit facility from HSBC Bank USA. At March 31, 2010 and December 31, 2009, there were no balances

outstanding under either of these lines.

We had derivative contracts with a notional value of \$56.6 billion, or approximately 98 percent of total derivative contracts, outstanding with HSBC affiliates at March 31, 2010 and \$58.6 billion, or approximately 98 percent at December 31, 2009. Such arrangements reduce the counterparty risk exposure related to the derivatives portfolio.

*Interest bearing deposits with banks and other short-term investments*

Interest bearing deposits with banks totaled \$10 million and \$17 million at March 31, 2010 and December 31, 2009, respectively. Securities purchased under agreements to resell totaled \$5.2 billion and \$2.9 billion at March 31, 2010 and December 31, 2009, respectively. The increase in the amount of securities purchased under agreements to resell is due to the generation of additional liquidity as a result of the receipt of tax related payments, issuances of long-term retail debt and the run-off of our liquidating receivable portfolios.

*Commercial paper*

totalled \$3.7 billion and \$4.3 billion at March 31, 2010 and December 31, 2009, respectively. Included in this total was outstanding Euro commercial paper sold to customers of HSBC of \$582 million and \$664 million at March 31, 2010 and December 31, 2009, respectively. Commercial paper balances were lower at March 31, 2010 as a result of our higher short-term liquid investment portfolio and the continued run-off of our liquidating receivable portfolios. Our funding strategies are structured such that committed bank credit facilities exceed 100 percent of outstanding commercial paper.

We had committed back-up lines of credit totaling \$7.8 billion at March 31, 2010 and December 31, 2009, of which \$2.5 billion was with HSBC affiliates, to support our issuance of commercial paper. The \$2.5 billion credit facility with an HSBC affiliate was renewed in September 2009 for an additional 364 days. We had \$4.3 billion in back-up lines with third parties that were scheduled to mature in April and May of 2010. These lines were replaced in April 2010 with a new \$3.2 billion back-up credit facility, split evenly between tenors of 364 days and 2 years. Given the overall reduction in our balance sheet, the new lower level of back-up lines in support of our current commercial paper issuance program is consistent with our reduced 2010 funding requirements.

*Long-term debt*

decreased to \$66.5 billion at March 31, 2010 from \$69.7 billion at December 31, 2009. The following table summarizes issuances and retirements of long-term debt during 2010 and 2009:

**Three Months Ended March 31 2010 2009**

	(in millions)	
Long-term debt issued	<b>\$119</b>	\$1,600
	<u>(2.551)</u>	<u>(5.155)</u>
Long-term debt retired <sup>(1)</sup>	)	)
	<u>\$(2.432)</u>	<u>\$(3.555)</u>
Net long-term debt retired	)	)

<sup>(1)</sup> Additionally, during the first quarter of 2009, long-term debt of \$6.1 billion was assumed by HSBC Bank USA in connection with their purchase of the GM and UP Portfolios, as discussed previously.

Issuances of long-term debt during the first quarter of 2010 included \$119 million of InterNotes  
sm

(retail-oriented medium-term notes).

At March 31, 2010 and December 31, 2009, we had secured conduit credit facilities with commercial banks which provides for secured financings of receivables on a revolving basis totaling \$400 million. Of the amounts available under these facilities, no amounts were utilized at March 31, 2010 or December 31, 2009. The facilities will mature in the second quarter of 2010 and are renewable at the banks' option.

#### *Common Equity*

During the first quarter of 2010, we did not receive any capital contributions from HINO. However, until we return to profitability, we are dependent upon the continued capital support of HSBC to continue our business operations and maintain selected capital ratios. HSBC has provided significant capital in support of our operations in the last few years and has indicated that they are fully committed and have the capacity and willingness to continue that support.

#### *Selected capital ratios*

In managing capital, we develop targets for tangible common equity to tangible assets. This ratio target is based on discussions with HSBC and rating agencies, risks inherent in the portfolio and the projected operating environment and related risks. Additionally, effective September 30, 2009, we are required by our credit providing banks to maintain a minimum tangible common equity to tangible assets ratio of 6.75 percent. This ratio excludes the equity impact of unrealized gains (losses) on cash flow hedging instruments, postretirement benefit plan adjustments and unrealized gains (losses) on investments as well as subsequent changes in fair value recognized in earnings associated with debt for which we elected the fair value option and the related derivatives. Our targets may change from time to time to accommodate changes in the operating environment or other considerations such as those listed above.

Selected capital ratios are summarized in the following table:

	<b>March 31, December 31,</b>	
	<b><u>2010</u></b>	<b><u>2009</u></b>
Tangible common equity to tangible assets(1)	<b>7.39%</b>	7.60%
Common and preferred equity to total assets	<b>8.63</b>	8.86

(1) Tangible common equity to tangible assets represents a non-U.S. GAAP financial ratio that is used by HSBC Finance Corporation management and applicable rating agencies to evaluate capital adequacy and may differ from similarly named measures presented by other companies. See "Basis of Reporting" for additional discussion on the use of non-U.S. GAAP financial measures and "Reconciliations to U.S. GAAP Financial Measures" for quantitative reconciliations to the equivalent U.S. GAAP basis financial measure.

The following summarizes our credit ratings at March 31, 2010 and December 31, 2009:

	<b>Standard &amp; Moody's</b>		
	<b>Poor's</b>	<b>Investors</b>	
	<b>Corporation</b>	<b>Service</b>	<b>Fitch, Inc.</b>
<b>As of March 31, 2010:</b>			
Senior debt	A	A3	AA-
Commercial paper	A-1	P-1	F-1+
Series B preferred stock	BBB	Baa2	A+
<b>As of December 31, 2009:</b>			
Senior debt	A	A3	AA-

Commercial paper	A-1	P-1	F-1+
Series B preferred stock	BBB	Baa2	A+

*Secured financings*

Secured financings issued during the three months ended March 31, 2010 and 2009 are summarized in the following table:

**Three Months Ended March 31, 2010**

	(in millions)	
Auto finance	\$-	\$-
Credit card	-	-
Personal non-credit card	-	<u>1,600</u>
Total	<u>\$-</u>	<u>\$1,600</u>

Secured financings of \$5.1 billion at March 31, 2010 are secured by \$7.5 billion of closed-end real estate secured and auto finance receivables. Secured financings of \$5.5 billion at December 31, 2009 are secured by \$8.0 billion of closed-end real estate secured and auto finance receivables. The following table shows by product type the receivables which secure our secured financings:

	March 31, 2010	December 31, 2009
	(in billions)	
Real estate secured	<u>\$6.6</u>	\$6.8
Auto finance	<u>.9</u>	<u>1.2</u>
Total	<u>\$7.5</u>	<u>\$8.0</u>

*Commitments*

We also enter into commitments to meet the financing needs of our customers. In most cases, we have the ability to reduce or eliminate these open lines of credit. As a result, the amounts below do not necessarily represent future cash requirements at March 31, 2010:

	March 31, 2010	December 31, 2009
	(in billions)	
Private label and credit cards(1)	<u>\$99</u>	\$96
Other consumer lines of credit	<u>1</u>	<u>1</u>
Open lines of credit	<u>\$100</u>	<u>\$97</u>

(1) These totals include open lines of credit related to private label credit cards and the GM and UP Portfolios for which we sell all new receivable originations to HSBC Bank USA on a daily basis.

(2) Includes an estimate for acceptance of credit offers mailed to potential customers prior to March 31, 2010 and December 31, 2009.

*2010 Funding Strategy*

Our current range of estimates for funding needs and sources for 2009 are summarized in the table that follows.

**Actual**   **Estimated**   **Estimated**



**January 1 through  
March 31, 2010**      **April 1 through  
December 31,  
2010**      **Full Year  
2010**  
(in billions)

**Funding needs:**

Net asset growth/(attrition)	\$(1)	\$(4)	-	(2)	\$(5)	-	(3)
Commercial paper maturities	1	0	-	1	1	-	2
Term debt maturities	2	13	-	15	15	-	17
Secured financings, including conduit facility maturities	-	1	-	2	1	-	2
<b>Total funding needs</b>	<b>\$2</b>	<b>\$10</b>	<b>-</b>	<b>16</b>	<b>\$12</b>	<b>-</b>	<b>18</b>

**Funding sources:**

Commercial paper issuances	\$(2)	\$4	-	6	\$2	-	4
Term debt issuances	-	0	-	2	0	-	2
Asset transfers and loan sales	1	0	-	2	1	-	3
Secured financings, including conduit facility renewals	-	0	-	1	0	-	1
HSBC and HSBC subsidiaries, including capital infusions	-	0	-	2	0	-	2
Other(1)	<u>3</u>	<u>6</u>	<u>-</u>	<u>3</u>	<u>9</u>	<u>-</u>	<u>6</u>
<b>Total funding sources</b>	<b>\$2</b>	<b>\$10</b>	<b>-</b>	<b>16</b>	<b>\$12</b>	<b>-</b>	<b>18</b>

(1) Primarily reflects cash provided by operating activities.

For the remainder of 2010, the combination of portfolio attrition, cash generated from operations, the receipt of tax related payments and the possible issuance of debt will generate the liquidity necessary to meet our maturing debt obligations. These sources of liquidity may be supplemented with HSBC affiliate funding and sales of receivable portfolios.

Commercial paper outstanding will continue to be lower throughout 2010. The majority of outstanding commercial paper is expected to be directly placed, domestic commercial paper. Euro commercial paper will continue to be marketed predominately to HSBC clients.

**Fair Value**

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, gain on debt designated at fair value and related derivatives for the three months ended March 31, 2010 should not be considered indicative of the results for any future period.

*Control Over Valuation Process and Procedures*

A control framework has been established 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 the HSBC Finance Valuation Committee. The HSBC Finance Valuation Committee establishes policies and procedures to ensure appropriate valuations. Fair values for debt securities and long-term debt for which we have elected fair value option are determined by a third-party valuation source (pricing service) by reference to external quotations on the identical or similar instruments. An independent price validation process is also utilized. For price validation purposes, we obtain quotations from at least one other independent pricing source for each financial instrument, where possible. We consider the following factors in determining fair values:

- similarities between the asset or the liability under consideration and the asset or liability for which quotation is received;
- whether the security is traded in an active or inactive market;
- 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; and
- the manner in which the fair value information is sourced.

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 originally underwrote such instruments, and market consensus pricing based on inputs from a large number of participants. Any significant discrepancies among the external quotations are reviewed by management and adjustments to fair values are recorded where appropriate.

Fair values for derivatives are determined by management using valuation techniques, valuation models and inputs that are developed, reviewed, validated and approved by the Quantitative Risk and Valuation Group of an affiliate, HSBC Bank USA. These valuation models utilize discounted cash flows or an option pricing model adjusted for counterparty credit risk and market liquidity. The models used apply appropriate control processes and procedures to ensure that the derived inputs are used to value only those instruments that share similar risk to the relevant benchmark indexes and therefore demonstrate a similar response to market factors. In addition, a validation process is followed which includes participation in peer group consensus pricing surveys, to ensure that valuation inputs incorporate market participants' risk expectations and risk premium.

We have various controls over our valuation process and procedures for receivables held for sale. As these fair values are generally determined using modeling techniques, the controls may include independent development or validation of the logic within the valuation models, the inputs to those models, and adjustments required to outside valuation models. The inputs and adjustments to valuation models are reviewed with management and reconciled to inputs and assumptions used in other internal valuation processes. In addition, from time to time, certain portfolios are valued by independent third parties, primarily for related party transactions, which are used to validate our internal models.

#### *Fair Value Hierarchy*

Accounting principles related to fair value measurements establish a fair value hierarchy structure that prioritizes the inputs to valuation techniques used 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 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 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. 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 that is readily available;
- the size of transactions occurring in an active market;
- the level of bid-ask spreads;
- a lack of pricing transparency due to, among other things, the complexity of the product structure and market liquidity;
- whether only a few transactions are observed over a significant period of time;
- whether the pricing quotations vary substantially among independent pricing services;
- whether the 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 the 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 OTC market where transactions occur with sufficient frequency and volume. We regard financial instruments that are listed on the primary exchanges of a country, such as equity securities and derivative contracts, to be actively traded. Non-exchange-traded instruments classified as Level 1 assets include securities issued by the U.S. Treasury.

Level 2 inputs are inputs that are observable either directly or indirectly but do not qualify as Level 1 inputs. We generally classify derivative contracts, corporate debt including asset-backed securities as well as our own debt issuance for which we have elected fair value option which are not traded in active markets, as Level 2 measurements. Currently, substantially all such items qualify as Level 2 measurements. These valuations are typically obtained from a third party valuation source which, in the case of derivatives, includes valuations provided by an affiliate, HSBC Bank USA.

Level 3 inputs are unobservable inputs for the asset or liability and include situations where there is little, if any, market activity for the asset or liability. 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 March 31, 2010 and December 31, 2009, our Level 3 instruments recorded at fair value on a recurring basis include \$37 million and \$49 million, respectively, primarily U.S. corporate debt securities and asset-backed securities. As of March 31, 2010 and December 31, 2009, our Level 3 assets recorded at fair value on a non-recurring basis included the following:

	<b>March 31,</b>	<b>December 31,</b>
	<b><u>2010</u></b>	<b><u>2009</u></b>
	<b>(in millions)</b>	
Receivables held for sale	<b>\$3</b>	<b>\$3</b>

Transfers between leveling categories are recognized at the end of each reporting period.

*Transfers Into (Out of) Level 1 and 2 Measurements*

During the first quarter of 2010, there were no transfers of assets or liabilities between Level 1 and Level 2.

*Transfers Into (Out of) Level 2 and Level 3 Measurements*

Assets recorded at fair value on a recurring basis at March 31, 2010 and 2009 which have been classified as using Level 3 measurements include certain U.S. corporate debt securities and mortgage-backed securities. Securities are classified as using Level 3 measurements when one or both of the following conditions are met:

- An asset-backed security is downgraded below a AAA credit rating; or
- An individual security fails the quarterly pricing comparison test, which is described more fully in Note 17, "Fair Value Measurements," in the accompanying consolidated financial statements, with a variance greater than 5 percent.

Transfers into or out of Level 3 classifications, net, represents changes in the mix of individual securities that meet one or both of the above conditions. During the first quarter of 2010, we transferred \$19 million of individual securities, primarily corporate debt securities, from Level 3 to Level 2 as they no longer met one or both of the conditions described above, which was partially offset by the transfer of \$9 million from Level 2 to Level 3 of individual corporate debt securities and asset-backed securities which met one or both of the conditions described above. During the first quarter of 2009, we transferred \$91 million of individual corporate debt securities and asset-backed securities from Level 3 to Level 2 as they no longer met one or both of the conditions described above, which was partially offset by the transfer of \$36 million from Level 2 to Level 3 of individual securities, primarily corporate debt securities and asset-backed securities, which met one or both of the conditions described above. As a result, we reported a total of \$37 million and \$49 million of available-for-sale securities, or approximately 1 percent and 2 percent of our securities portfolio as Level 3 at March 31, 2010 and December 31, 2009, respectively. At March 31, 2010 and December 31, 2009, total Level 3 assets as a percentage of total assets measured at fair value on a recurring basis was 1 percent.

See Note 17, "Fair Value Measurements" in the accompanying consolidated financial statements for further details including our valuation techniques as well as the classification hierarchy associated with assets and liabilities measured at fair value.

## **Risk Management**

*Credit Risk*

Day-to-day management of credit risk is administered by the HSBC North America Chief Retail Credit Officer who reports to the HSBC North America Chief Risk Officer. The HSBC North America Chief Risk Officer reports to our Chief Executive Officer and to the Group Managing Director and Chief Risk Officer of HSBC. The business unit retail risk management functions report directly to the HSBC North America Chief Retail Credit Officer. While our product offerings have been significantly reduced as a result of our decision to discontinue all new customer account originations in our Consumer Lending and Auto Finance businesses, there have not been significant changes to our credit risk management process. We have established detailed policies to address the credit risk that arises from our lending activities. Our credit and portfolio management procedures focus on sound underwriting, effective collections and customer account management efforts for each loan. Our lending guidelines, which delineate the credit risk we are willing to take and the related terms, are specific not only for each product, but also take into consideration various other factors including borrower characteristics, return on equity, capital deployment and our overall risk

appetite. We also have specific policies to ensure the establishment of appropriate credit loss reserves on a timely basis to cover probable losses of principal, interest and fees. See the captions "Credit Quality" and "Risk Management" in our 2009 Form 10-K for a detailed description of our policies regarding the establishment of credit loss reserves, our delinquency and charge-off policies and practices and our customer account management policies and practices. Also see Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in our 2009 Form 10-K for further discussion of our policies surrounding credit loss reserves. Our policies and procedures are consistent with HSBC standards and are regularly reviewed and updated both on an HSBC Finance Corporation and HSBC level. The credit risk function continues to refine "early warning" indicators and reporting, including stress testing scenarios on the basis of current experience. These risk management tools are embedded within our business planning process.

Counterparty credit risk is our primary exposure on our interest rate swap portfolio. Counterparty credit risk is the risk that the counterparty to a transaction fails to perform according to the terms of the contract. Currently the majority of our existing derivative contracts are with HSBC subsidiaries, making them our primary counterparty in derivative transactions. Most swap agreements, both with unaffiliated and affiliated third parties, require that payments be made to, or received from, the counterparty when the fair value of the agreement reaches a certain level. Generally, third-party swap counterparties provide collateral in the form of cash which is recorded in our balance sheet as derivative financial assets or derivative related liabilities. We provided third party swap counterparties with collateral totaling \$37 million and \$46 million at March 31, 2010 and December 31, 2009, respectively. The fair value of our agreements with affiliate counterparties required the affiliate to provide cash collateral of \$2.5 billion and \$3.4 billion at March 31, 2010 and December 31, 2009, respectively. These amounts are offset against the fair value amount recognized for derivative instruments that have been offset under the same master netting arrangement. See Note 10, "Derivative Financial Instruments," in the accompanying consolidated financial statements for additional information related to interest rate risk management and Note 17, "Fair Value Measurements," for information regarding the fair value of our financial instruments.

There have been no significant changes in our approach to credit risk management since December 31, 2009.

#### *Liquidity Risk*

Continued success in reducing the size of our non-core receivable portfolio as well as further reductions in our core credit card portfolio will impact our liquidity management process going forward. Lower cash flow as a result of declining receivable balances as well as lower cash generated from attrition due to elevated charge-offs, may not provide sufficient cash to fully cover maturing debt over the next four to five years. The required incremental funding will be generated through the execution of alternative liquidity management strategies, including selected debt issuances and receivable portfolio sales. In the event a portion of this incremental funding is met through issuances of unsecured term debt to either retail or institutional investors, these issuances would better match the projected cash flows of the remaining run-off portfolio and partly reduce reliance on direct HSBC support. HSBC has indicated it remains fully committed and has the capacity and willingness to continue to provide such support.

Maintaining our credit ratings is an important part of maintaining our overall liquidity profile. As indicated by the major rating agencies, our credit ratings are directly dependent upon the continued support of HSBC. A credit ratings downgrade would increase borrowing costs, and depending on its severity, substantially limit access to capital markets, require cash payments or collateral posting and permit termination of certain contracts material to us. Other conditions that could negatively affect our liquidity include unforeseen capital requirements, a strengthening of the U.S. dollar, a slowdown in the rate of attrition of our balance sheet and an inability to obtain expected funding from HSBC, its subsidiaries and clients.

There have been no significant changes in our approach to liquidity risk management since December 31, 2009.

#### *Market Risk*

HSBC has certain limits and benchmarks that serve as additional guidelines in determining the appropriate levels of interest rate risk. One such limit is expressed in terms of the Present Value of a Basis Point, which reflects the change in value of the balance sheet for a one basis point movement in all interest rates without considering other correlation factors or assumptions. At March 31, 2010 and December 31, 2009, our absolute PVBP limit was \$8.70 million and \$8.95 million, respectively, which included the risk associated with the hedging instruments we employed. Thus, for a one basis point change in interest rates, the policy at March 31, 2010 and December 31, 2009 dictated that the value of the balance sheet could not increase or decrease by more than \$8.70 million and \$8.95 million, respectively.

The following table shows the components of absolute PVBP at March 31, 2010 and December 31, 2009 broken down by currency risk:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	(in millions)	
USD	<b>\$6.668</b>	\$6.657
JPY	<b>.096</b>	.099
Absolute PVBP	<b>\$6.764</b>	\$6.756

We also monitor the impact that an immediate hypothetical increase or decrease in interest rates of 25 basis points applied at the beginning of each quarter over a 12 month period would have on our net interest income assuming for 2010 and 2009 a declining balance sheet and the current interest rate risk profile. These estimates include the impact on net interest income of debt and related derivatives carried at fair value and also assume we would not take any corrective actions in response to interest rate movements and, therefore, exceed what most likely would occur if rates were to change by the amount indicated. The following table summarizes such estimated impact:

	<b>March 31, 2010</b>	<b>December 31, 2009</b>
	(in millions)	
Decrease in net interest income following a hypothetical 25 basis points rise in interest rates applied at the beginning of each quarter over the next 12 months	<b>\$68</b>	\$66
Increase in net interest income following a hypothetical 25 basis points fall in interest rates applied at the beginning of each quarter over the next 12 months	<b>73</b>	70

A principal consideration supporting both of the PVBP and margin of risk analyses is the projected prepayment of loan balances for a given economic scenario. Individual loan underwriting standards in combination with housing valuations, loan modification programs and macroeconomic factors related to available mortgage credit are the key assumptions driving these prepayment projections. While we have utilized a number of sources to refine these projections, we cannot currently project precise prepayment rates with a high degree of certainty in all economic environments given recent, significant changes in both subprime mortgage underwriting standards and property valuations across the country.

There has been no significant change in our approach to market risk management since December 31, 2009.

#### *Operational Risk*

There has been no significant change in our approach to operational risk management since December 31, 2009.

*Compliance Risk*

There has been no significant change in our approach to compliance risk management since December 31, 2009.

*Reputational Risk*

There has been no significant change in our approach to reputational risk management since December 31, 2009.

*Strategic Risk*

There has been no significant change in our approach to strategic risk management since December 31, 2009.

**HSBC FINANCE CORPORATION**

**RECONCILIATIONS TO U.S. GAAP FINANCIAL MEASURES**

	<b>March 31,</b>	<b>December 31,</b>
	<b><u>2010</u></b>	<b><u>2009</u></b>
	<b>(dollars are in millions)</b>	
<b>Tangible common equity:</b>		
Common shareholder's equity	<b>\$7,195</b>	\$7,804
Exclude:		
Fair value option adjustment	<b>(473)</b>	(518)
Unrealized (gains) losses on cash flow hedging instruments	<b>639</b>	633
Postretirement benefit plan adjustments, net of tax	<b>(9)</b>	(8)
Unrealized (gains) losses on available-for-sale investments	<b>(43)</b>	(31)
	<b><u>(709)</u></b>	<u>(748)</u>
Intangible assets	)	)
Tangible common equity	<b><u>\$6,600</u></b>	<u>\$7,132</u>
<b>Tangible shareholder's(s') equity:</b>		
Tangible common equity	<b>\$6,600</b>	\$7,132
Preferred stock	<b>575</b>	575
Mandatorily redeemable preferred securities of Household Capital Trust	<b><u>1,000</u></b>	<u>1,000</u>
Tangible shareholder's(s') equity	<b><u>\$8,175</u></b>	<u>\$8,707</u>
<b>Tangible assets:</b>		
Total assets	<b>\$90,076</b>	\$94,553
Exclude:		
Intangible assets	<b>(709)</b>	(748)
Derivative financial assets	-	-
Tangible assets	<b><u>\$89,367</u></b>	<u>\$93,805</u>
<b>Equity ratios:</b>		
Common and preferred equity to total assets	<b>8.63%</b>	8.86%
Tangible common equity to tangible assets	<b>7.39</b>	7.60
Tangible shareholder's(s') equity to tangible assets	<b>9.15</b>	9.28

Item 3. Quantitative and Qualitative Disclosures about Market

Risk

See Item 2, "Management's Discussion and Analysis of Financial Conditions and Results of Operations," under the caption "Risk Management - Market Risk" of this Form 10-Q.

**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 Finance Corporation 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 outside 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 March 31, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

*General*

We are party to various legal proceedings, including actions that are or purport to be class actions, resulting from ordinary business activities relating to our current and/or former operations. These actions generally assert violations of laws and/or unfair treatment of consumers. Due to the uncertainties in litigation and other factors, we cannot be certain that we will ultimately prevail in each instance. We believe that our defenses to these actions have merit and any adverse decision should not materially affect our consolidated financial condition. However, losses may be material to our results of operations for any particular future period depending on our income level for that period. Where appropriate, insurance carriers have been notified.

*Card Services Litigation*

Since June 2005, HSBC Finance Corporation, HSBC North America, and HSBC, as well as other banks and Visa Inc. and Master Card Incorporated, were named as defendants in four class actions filed in Connecticut and the Eastern District of New York;

Photos Etc.

Corp. et al. v. Visa U.S.A., Inc., et al.

(D. Conn. No. 3:05-CV-01007 (WWE));

National Association of Convenience Stores,

et al. v. Visa U.S.A., Inc., et al.

(E.D.N.Y. No. 05-CV 4520 (JG));



Jethro Holdings, Inc., et al. v. Visa U.S.A., Inc. et al.  
(E.D.N.Y. No. 05-CV-4521 (JG)); and  
American Booksellers Ass'n v. Visa U.S.A.,  
Inc. et al.

(E.D.N.Y. No. 05-CV-5391 (JG)). Numerous other complaints containing similar allegations (in which no HSBC entity is named) were filed across the country against Visa Inc., MasterCard Incorporated and other banks. These actions principally allege that the imposition of a no-surcharge rule by the associations and/or the establishment of the interchange fee charged for credit card transactions causes the merchant discount fee paid by retailers to be set at supracompetitive levels in violation of the Federal antitrust laws. These suits have been consolidated and transferred to the Eastern District of New York. The consolidated case is: In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation, MDL 1720, E.D.N.Y.

A consolidated, amended complaint was filed by the plaintiffs on April 24, 2006 and a second consolidated amended complaint was filed on January 29, 2009. The parties are engaged in discovery and motion practice. At this time, we are unable to quantify the potential impact from this action, if any.

#### *Securities Litigation*

In August 2002, we restated previously reported consolidated financial statements related to certain MasterCard and Visa co-branding and affinity credit card relationships and a third party marketing agreement, which were entered into between 1992 and 1999. All were part of our Card Services operations. As a result of the restatement and other corporate events, including, e.g., the 2002 settlement with 46 states and the District of Columbia relating to real estate lending practices, Household International and certain former officers were named as defendants in a class action lawsuit,

Jaffe v. Household

International, Inc., et al.

, No. 02 C 5893 (N.D. Ill., filed August 19, 2002).

The complaint, as narrowed by Court rulings, asserted claims under § 10 and § 20 of the Securities Exchange Act of 1934, on behalf of all persons who acquired and disposed of Household International common stock between July 30, 1999 and October 11, 2002. The claims alleged that the defendants knowingly or recklessly made false and misleading statements of material facts relating to Household's Consumer Lending operations, including collections, sales and lending practices, some of which ultimately led to the 2002 state settlement agreement, and facts relating to accounting practices evidenced by the restatement. The plaintiffs claim that these statements were made in conjunction with the purchase or sale of securities, that they justifiably relied on one or more of those statements, that the false statement(s) caused the plaintiffs' damages, and that some or all of the defendants should be liable for those damages.

A jury trial began on March 30, 2009 and closing arguments concluded on April 30, 2009. The jury deliberated over the course of four days before rendering a verdict on May 7 partially in favor of the plaintiffs with respect to Household International and three former officers. The jury found 17 of 40 alleged misstatements actionable and that the first actionable statement occurred on March 23, 2001. This effectively excludes claims for purchases made prior to that date. We filed a motion requesting that the Court set aside the jury's verdict and enter a verdict in favor of all defendants on all claims and a motion for a new trial.

A second phase of the case will proceed to determine the actual damages, if any, due to the plaintiff class. Although the jury determined that the loss per common share attributable to the alleged misstatements varied by day and ranged from -\$4.60 (no loss) to \$23.94, how this stage of the case will proceed has not been determined by the Court. Matters to be determined include, but are not limited to, whether there will be discovery to determine if shareholders actually relied upon statements found to be misleading, the process for determining which shareholders purchased securities on or after March 23, 2001 and sold

during the relevant period (the sale window potentially extending up to 90 days after October 11, 2002), as well as other procedural matters and eligibility criteria. The parties have submitted briefs outlining each side's proposed structure for this second phase of the case. Given the complexity associated with this phase of the case, it is impossible at this time to determine whether any damages will eventually be awarded, or the amount of any such award.

There are also several motions pending that would dispose of the case prior to a determination of actual damages, including defendants' motion for summary judgment as filed in May 2008 and motions to direct a verdict made at the close of both the plaintiffs' and defendants' cases. When any final judgment is entered by the District Court at the conclusion of the damages phase of the case, the parties have 30 days in which to appeal the verdict to the Seventh Circuit Court of Appeals.

Despite the verdict at the District Court level, we continue to believe, after consultation with counsel, that neither Household nor its former officers engaged in any wrongdoing and that we will either prevail on our outstanding motions or that the Seventh Circuit will reverse the trial Court verdict upon appeal.

*Governmental and Regulatory Matters.*

HSBC Finance and certain of its affiliates and current and former employees are or may be subject to formal and informal investigations, as well as subpoenas and/or requests for information, from various governmental and self-regulatory agencies relating to our business activities. In all such cases, HSBC Finance and its affiliates cooperate fully and engage in efforts to resolve these matters.

## **Item 6. Exhibits**

Exhibits included in this Report:

12 Statement of Computation of Ratio of Earnings to Fixed Charges and 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

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**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 7, 2010

HSBC FINANCE CORPORATION

(Registrant)

/s/ Edgar D. Ancona  
 Edgar D. Ancona  
 Senior Executive Vice President and  
 Chief Financial Officer

**Exhibit Index**

- 12 Statement of Computation of Ratio of Earnings to Fixed Charges and 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

**EXHIBIT 12**

**HSBC FINANCE CORPORATION  
 COMPUTATION OF RATIO OF EARNINGS (LOSS) TO FIXED CHARGES AND TO  
 COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS**

<u>Three Months Ended March 31,</u>	<u>2010</u> <u>2009</u> (dollars are in millions)	
Net income (loss)	<b>\$(603)</b>	\$872 (855)
Income tax benefit (expense)	<b>330</b>	)
Income (loss) before income tax expense (benefit)	<b>(933)</b>	<u>1.727</u>

Signature

	)	
Fixed charges:		
Interest expense	<b>867</b>	1,167
Interest portion of rentals(1)	<b>5</b>	<u>22</u>
Total fixed charges	<b>872</b>	<u>1,189</u>
	<u>\$(61)</u>	
Total earnings (loss) as defined	)	<u>\$2,916</u>
Ratio of earnings (loss) to fixed charges	<b>(.07)</b>	2.45
Preferred stock dividends(2)	<b>14</b>	14
Ratio of earnings (loss) to combined fixed charges and preferred stock dividends	<b>(.07)</b>	2.42

(1) Represents one-third of rentals, which approximates the portion representing interest.

(2) Preferred stock dividends are grossed up to their pretax equivalents.

## 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, Niall S.K. Booker, Chief Executive Officer of HSBC Finance Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of HSBC Finance Corporation;
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 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 controls over financial reporting.

Date: May 7, 2010

/s/ NIALL S.K. BOOKER

Niall S.K. Booker

Chief Executive Officer

**Certification of Chief Financial Officer**

I, Edgar D. Ancona, Senior Executive Vice President and Chief Financial Officer of HSBC Finance Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of HSBC Finance Corporation;

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 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 controls over financial reporting.

Date: May 7, 2010

/s/ EDGAR D. ANCONA

Edgar D. Ancona  
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 Finance Corporation (the "Company") Quarterly Report on Form 10-Q for the period ending March 31, 2010 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, Niall S.K. Booker, Chief Executive Officer of the Company, 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 Finance Corporation.

Date: May 7, 2010

Certification of Chief Financial Officer

/s/ NIALL S.K. BOOKER

Niall S.K. Booker  
Chief Executive Officer

**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 Finance Corporation (the "Company") Quarterly Report on Form 10-Q for the period ending March 31, 2010 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, Edgar D. Ancona, Senior Executive Vice President and Chief Financial Officer of the Company, 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 Finance Corporation.

Date: May 7, 2010

/s/ EDGAR D. ANCONA

Edgar D. Ancona  
Senior Executive Vice President  
and Chief Financial Officer

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HSBC Holdings plc

By:

Name: P A Stafford

Title: Assistant Group

Secretary

Date: 07 May 2010