FEDERAL RESERVE BANK *of* NEW YORK

Serving the Second District and the Nation

2011 ANNUAL REPORT

Federal Reserve Bank of New York

Annual Report

For the year ended December 31, 2011

SECOND FEDERAL RESERVE DISTRICT

Federal Reserve Bank of New York
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May 2012

To the Depository Institutions in
the Second Federal Reserve District:

It is my pleasure to send you the ninety-seventh annual report of the Federal Reserve Bank of New York, covering the year 2011.

Following the "Letter from the President," the *2011 Annual Report* presents detailed tables, with extensive notes, on the Bank's financial condition.

I hope you will find the information we present interesting and useful.

William C. Dudley
President

Contents

Letter from the President

LETTER FROM THE PRESIDENT

Outreach in 2011

Seeking the perspectives of others as we pursue our mandate

Over the past year, I have been on the road a great deal. I have spent roughly a hundred days out of the office, traveling to meetings and discussions throughout the Second District, around our nation, and to points abroad. With all the urgent work in which the Bank is engaged, I never make the decision to spend time out of the office lightly. My decisions to travel reflect the fact that we at the Bank cannot do our jobs in a vacuum. The work that we do within the Bank has to be inspired by, and to reflect, the perspectives of many.

As part of this effort, I have reached out to a broad set of constituents so that our deliberations and actions will be informed by the full spectrum of interests, issues, and views relevant to the responsibilities that the American people have entrusted to the Federal Reserve. Our mandate is to achieve maximum sustainable employment in the context of price stability. Part and parcel with this mission is the need to make the financial system more resilient and robust so that it can perform its essential role of supplying credit to the real economy even in the face of severe shocks.

As we carry out our mission, many of our engagements will inevitably be with financial institutions, whether it be the banks that we regulate or those that we deal with in the implementation of monetary policy. This is appropriate, as we cannot fulfill our public interest responsibilities if we do not deeply understand what is happening within our rapidly evolving financial system.

But we cannot do our work properly if we do not go beyond such engagements. Accordingly, we have continued to expand our efforts to seek out the broader communities affected by our work. These include members of the general public, leaders of businesses large and small, academics, community development groups, and state and local government officials.

We have talked with stakeholders throughout the communities of the Second District—from Albany to the Bronx, from Newark to San Juan. As we engaged with these communities, we found a genuine interest in what the Bank does and how and why we do it. These visits have helped me to gain a better understanding of the problems households and businesses face in coping with difficult economic circumstances and have encouraged me to do all that I can to ensure that we do the best possible job for these communities. This intelligence has also provided us with valuable external insights to inform the economic and policy analysis we conduct on issues such as credit supply, housing, and the job market in support of our mission.

The work that we do within the Bank has to be inspired by, and to reflect, the perspectives of many. . . . I have reached out to a broad set of constituents so that our deliberations and actions will be informed by the full spectrum of interests, issues, and views relevant to the responsibilities that the American people have entrusted to the Federal Reserve.

The National and Regional Economies and Monetary Policy

Addressing ongoing challenges in the U.S. economy

The year 2011 saw a bright start for the U.S. economy as risks of a double-dip recession or possible deflation were staved off, in part by the Federal Reserve's actions. Unfortunately, this promising beginning gave way to more uncertain progress as we faced several obstacles to a robust recovery. Among these were spillover from the stresses in Europe, ongoing household deleveraging, tightness in the supply of credit to some parts of the economy, and continued drag from the problems in the housing sector.

On the positive side, the recovery appears to have become better established. However, the sustained quickening in the pace of recovery typical of most expansions following deep recessions has remained elusive, and the economy has continued to operate far below reasonable estimates of its productive capacity.

Throughout this period, the outlook and risks facing the U.S. economy were significantly influenced by developments in Europe. Bank staff provided Federal Reserve policymakers with substantial analysis and insight into European issues. In addition, the Bank took important steps, pursuant to the direction of the Federal Open Market Committee (FOMC), to strengthen currency swap arrangements with other central banks. The swap lines were established to support the flow of credit to U.S. households and businesses. They enabled central banks in Europe and elsewhere to provide financial intermediaries access to dollar funding so that they could continue to support their dollar lending activities.

The Second District's economy improved overall in 2011. New York City saw solid growth, while New Jersey's recovery, which only really began to take hold in 2011, gathered momentum over the course of the year. However, some parts of our District, particularly Puerto Rico, have been slow to recover.

With the traditional tools of monetary policy still constrained by the zero lower bound on interest rates, the Federal Reserve made use of other tools to stimulate the economy, [including] communications efforts and balance sheet actions. . . . These initiatives were designed to make financial conditions easier and more supportive of growth.

■ Advancing policy goals through balance sheet actions and communications efforts

With the traditional tools of monetary policy still constrained by the zero lower bound on interest rates, the Federal Reserve made use of other tools to stimulate the economy. These included communications efforts and balance sheet actions in which the Bank was deeply involved. These initiatives were designed to make financial conditions easier and more supportive of growth in economic activity.

In 2011, the Markets Group completed the Federal Reserve's second large-scale asset purchase program, known by most as "QE (quantitative easing) 2," and continued to reinvest principal payments from agency debt and mortgage-backed security holdings into longer-term Treasury securities. Later in the year, under the direction of the FOMC, the Markets Group began a program to extend the maturity of the System Open Market Account Treasury securities portfolio and shifted the reinvestment of principal payments from agency debt and agency mortgage-backed securities to mortgage-backed securities. These programs required intensive open market operations and were implemented successfully, without any meaningful disturbance to financial markets. Bank staff also contributed significantly to the FOMC's discussions of monetary policy implementation—for example, with respect to how best to improve understanding of the likely future course of monetary policy.

■ Supporting the recovery

Although monetary policy plays a key role in supporting recovery, there is clearly much more to economic policy than monetary policy alone. To achieve the best possible recovery, we also need action in areas such as housing policy, fiscal sustainability, and structural reform across a broad front, including labor markets, infrastructure, and trade.

By late 2011, the unemployment rate finally began to fall at a more rapid pace. This trend has continued into 2012. However, the pace of the improvement in the unemployment rate overstates the progress in the labor market as a whole, and we remain a long way from generating enough activity to absorb the nation's currently idled labor resources. At the same time, both public and market-based measures of long-term inflation expectations have remained firmly anchored at levels consistent with our 2 percent inflation objective. The stability of inflation expectations is critically important for both sides of our mandate. Inflation expectations influence the actual rate of inflation that is likely to prevail in the future. Moreover, it is the stability of inflation expectations that gives us the capacity to pursue stimulative policies in response to shocks that depress economic activity and employment below sustainable levels. I am completely committed to keeping inflation low and inflation expectations stable.

Our Own Financials

Seeing continued expansion in 2011, with normalization ahead

The exceptional actions taken by the FOMC have pushed up the size of the Fed balance sheet and the System Open Market Account portfolio managed by the Bank on behalf of the Federal Reserve System. This enlarged balance sheet, combined with near-zero interest rates on reserves, resulted in unusually high Federal Reserve System net income and remittances to the Treasury. System remittances were $75 billion over the course of 2011, of which the Bank's share was $32 billion. These remittances are exceptionally large and are expected to fall in the future once the stance of monetary policy and the size of the Federal Reserve's balance sheet normalize.

■ Achieving a successful exit from crisis-era interventions

The Bank's financial statements also reflect progress in winding down many of the interventions deployed to combat the financial crisis and restore financial stability. In January 2011, the Bank terminated its lending facility to American International Group, Inc. (AIG), as AIG fully repaid the Bank's crisis-era loans to the company. The repayment represented the culmination of efforts to stabilize AIG.

Later in 2011, the Bank began a competitive process of selling down the holdings of Maiden Lane II LLC, a facility established by the Bank in 2008 to acquire certain residential mortgage-backed securities from AIG's insurance subsidiaries that were destabilizing to AIG at that time. This process, completed in early 2012, delivered an overall profit for the Bank, and ultimately for the taxpayer, of approximately $2.8 billion.

With leadership from the Bank's Investment Support Office, two of the Bank's other crisis-era special facilities, Maiden Lane LLC and Maiden Lane III LLC, continued to perform well. While the future is inherently uncertain, at

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Profit has never been the objective of [the Federal Reserve's] extraordinary interventions. . . . The real payoff has been in the nation's gradual return to economic growth and a more normal credit supply.

present we are confident that the two facilities will also be paid off in full, with no loss to the Bank and with profits for the public.

The Term Asset-Backed Securities Loan Facility (TALF)—a crisis-era intervention that focused on sustaining the supply of consumer and business loans by supporting the securitization markets for these loans—also continues to perform well. As of the end of 2011, the outstanding balances were continuing to decline rapidly as many loans were pre-paid and no losses were recorded on any of the loans.

Profit has never been the objective of these extraordinary interventions. Their purpose was to stabilize the financial system and limit the damage to the real economy, households, and businesses. The real payoff has been in the nation's gradual return to economic growth and a more normal credit supply. But the Bank's ability to realize value as a by-product of its actions is testimony to the skills and dedication of the Bank staff who managed these efforts.

Regulation and Financial Stability

Reengineering the focus of the Financial Institution Supervision Group

Ensuring the ongoing stability of the financial system is a crucial aspect of a central bank's work. Put simply, we cannot be successful in achieving our dual mandate if the availability of credit to households and businesses is disrupted in times of stress. With the memory of the most recent financial crisis still fresh in our minds, the Bank was extraordinarily active on a number of financial stability issues in 2011.

The Bank took important steps to assist in reengineering the supervisory approach taken to the nation's largest financial firms. The Financial Institution Supervision Group (FISG) set in motion a far-reaching internal transformation designed to strengthen its focus on sources of systemic risk at the largest and most complex financial firms. FISG implemented a variety of mechanisms designed to ensure that we maximize the Federal Reserve's greatest advantage—its ability to compare risk management practices across firms on a consistent basis. Further, we have appointed a larger number of senior Federal Reserve executives to lead on-site teams at large, systemically important financial institutions. As a complement to this step, we have placed greater emphasis on communicating supervisory guidance directly to each firm's senior leadership and to the independent members of its board of directors.

■ Advancing other System financial stability efforts

At the same time, the Bank has continued to make substantial contributions to the Federal Reserve System's other efforts to ensure a more stable financial system. Work to implement the Dodd-Frank Act continued throughout 2011. Bank staff worked to make financial institutions more resilient to unforeseen developments in several ways—for example, by strengthening and extending capital planning processes and by developing bank recovery and resolution plans. The latter initiative is designed to provide troubled firms with a roadmap of actions that might help them recover strength or permit their orderly wind-down.

One of the most important initiatives that the Bank engaged in is the Comprehensive Capital Analysis and Review (CCAR) process—the first cycle in 2011 and the second in 2012. This exercise represents a leap forward in the Federal Reserve's supervision of large financial firms. The CCAR requires large bank holding companies to develop and maintain robust, forward-looking capital planning processes to help ensure that they have sufficient capital to continue operations during periods of economic and financial market stress. Bank staff made enormous contributions to the development and successful execution of the CCAR in 2011 and 2012, and I expect that Bank staff will continue to play a leadership role in innovating and refining our methodology for stress testing as this effort evolves in the future.

■ Actively working with international and domestic groups to promote financial stability

My Bank colleagues and I have been deeply involved in international efforts to secure financial stability. These efforts include work to strengthen both market infrastructures and the largest financial institutions. As chairman of the Committee on Payment and Settlement Systems of the Bank for International Settlements, I worked with other central bankers and practitioners around the globe to establish new principles for financial market infrastructures. If we are to achieve our financial stability objectives, it is essential that such principles be adopted on a consistent basis across all the world's major financial centers.

This year I am taking on new responsibilities as the chair of the Committee on the Global Financial System, a committee of central bankers dedicated to identifying and assessing the sources of systemic risk in the global financial system and to fostering financial stability.

Meanwhile, Bank staff have been working on strengthening banks and other financial institutions by contributing to the design of the Basel III international capital requirements and liquidity standards. These standards, too, need to be consistently applied around the world if we are to achieve our objectives.

At home, we pressed on with our efforts to strengthen the tri-party repo market, a source of vulnerability during the financial crisis. We secured some progress with a private sector–led task force, but made it clear that we are now proceeding to a regulatory phase in which we will use our authority to promote a more far-reaching overhaul of this market.

■ Collaborating across the Bank to achieve financial stability goals

We made important strides in 2011 on financial stability and financial regulation, but much remains to be done. I see financial stability as an ongoing commitment that requires continued collaboration across the Bank and the Federal Reserve System and with external stakeholders in the United States and abroad. To support and coordinate current and future initiatives in these areas across the Bank's groups, the Bank created a new Office of Financial Stability and Regulatory Policy. From the crisis, we learned that new risks constantly emerge and mutate in the financial system and we must stand prepared to identify these risks on a cross-Bank basis. To this end, we need a financial stability focus in all our work, facilitated by an open flow of information throughout the Bank. The newly formed office is designed to enable us to meet this objective.

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Culture and Management

Striving for excellence

The Bank is a special place, with a strong culture of excellence and an abiding and widely shared commitment to the public interest. Over the past year, we have been working to advance our internal capabilities to ensure that the Bank can stay at the forefront in identifying and addressing the major issues of the day. To do this, we strive to achieve best-in-class work from all areas of the Bank.

We continued our benchmarking and support of employee-driven resource networks, and we also expanded our efforts to source from small-business and diverse suppliers in our procurements.

■ Enhancing our resilience and flexibility

In recent years, we have made major investments to enhance the quality, effectiveness, and efficiency of our internal services—human resources, finance, information technology, and vendor management. We are modernizing many of the Bank's important information systems to respond flexibly to changing market needs and demands, to speed up our time to market, and to enhance our resilience. We continue to refine the information security protection we provide to the Federal Reserve System and the Treasury to meet the rapidly evolving cybersecurity threat.

■ Reinforcing our commitment to diversity and inclusion

We continue our commitment to diversity and inclusion as a business imperative. In 2011, important diversity provisions of the Dodd-Frank Act were implemented. An Office of Minority and Women Inclusion was created at federal financial services agencies, including the Federal Reserve. At the Federal Reserve Bank of New York, we assigned this important responsibility to our pre-existing Office of Diversity and Inclusion. We also strengthened our long-standing pursuit of workforce diversity by adopting a diverse-slate philosophy in our recruitment efforts. We continued our benchmarking and support of employee-driven resource networks, and we also expanded our efforts to source from small-business and diverse suppliers in our procurements. As part of our outreach efforts in 2011, we also hosted two programs—*Access to Opportunity Forum* and *New Fundamentals of Accessing Capital*—that brought together a number of firms to discuss best practices and challenges for small businesses, including women- and minority-owned firms.

■ Creating opportunities for staff development

We continuously seek opportunities for staff to learn and grow. We have been extraordinarily fortunate to attract and retain talented staff who have served us with professionalism and dedication through the challenges of the last several years. These challenges have also brought unique opportunities for staff to develop new expertise. We are implementing a number of career mobility efforts to ensure that people have the chance to work in other areas of the Bank—an experience that enables employees to build and refine their skills and to deepen their knowledge of the roles of a central bank.

■ Promoting efficiency and business process excellence

We recognize that we must constantly challenge ourselves to increase efficiency and allocate resources to those areas where they can have the most impact in pursuit of our public mission. To that end, we have worked with our colleagues around the Federal Reserve System to reengineer processes and, in some instances, to consolidate processes so as to leverage economies of scale.

We are also achieving efficiency through the pursuit of business process excellence (BPE). In 2011, we made important strides in promoting BPE throughout the Bank. BPE was initially championed by the Financial Services Group, and it has proved to be an important factor in making our operations more efficient and resilient. But beyond these achievements, I believe that continued propagation of BPE principles within the organization will allow us to upgrade staff responsibilities and make employees' working lives more interesting and richer in development opportunities.

Communications

Making the Bank more transparent

The Bank has continued to evolve to become more and more open with its stakeholders and the public at large. We are working to meet expectations from the public and the markets for transparency, championing best-in-class practices that seek to maximize disclosure consistent with the delivery of our public responsibilities.

During 2011 and into 2012, we made important strides in this direction. The Bank now releases the primary dealer survey—our regular survey of market expectations for the economy and monetary policy. In addition, we now release charters, membership rosters, meeting agendas, and minutes of our advisory committees.

■ Reaching new audiences through our blog and other online platforms

While we are reaching out in person, we are also broadening our engagement with the public and outside experts through new digital and multimedia tools. In 2011, the Bank's Research and Statistics Group launched *Liberty Street Economics*, a blog featuring insights and analysis from economists working on the intersection of research and Fed policymaking. Structured so that it can be shared across a number of platforms, the blog encourages users to comment on posts and pose questions to the authors. The introduction of the blog and other online enhancements is part of the Bank's broader, ongoing plan to deploy multimedia to reach new audiences and shed greater light on our actions.

■ Talking to our critics

At the same time, we are systematically working to engage with the views of experts who do not agree with our policies or decisions. Bank staff are committed to exploring differences of opinion and challenges to our assumptions. Through the *Listening to Our Critics* internal speaker series, we have welcomed critics, including the noted economists John Taylor and Simon Johnson and the filmmaker Charles Ferguson, to the Bank and engaged in productive discussions with all of them.

An Ongoing Dialogue

In conclusion, we are committed to doing all that we can to best carry out the mandate given to us by Congress. This will always guide our work. To this end, we will continue to intensify our engagements with the full range of stakeholders in the economy who are affected by our policy decisions. I look to all my staff, all of us who work here, to be ambassadors for our institution and the public interest purpose that it serves.

We are working to meet expectations from the public and the markets for transparency, championing best-in-class practices that seek to maximize disclosure consistent with the delivery of our public responsibilities.

William C. Dudley
May 10, 2012

Management's Report on Internal Control over Financial Reporting

Management's Report on Internal Control over Financial Reporting

To the Board of Directors of the
Federal Reserve Bank of New York:

March 20, 2012

The management of the Federal Reserve Bank of New York (FRBNY) is responsible for the preparation and fair presentation of the Consolidated Statements of Condition as of December 31, 2011 and 2010, and the Consolidated Statements of Income and Comprehensive Income, and Consolidated Statements of Changes in Capital for the years then ended (the consolidated financial statements). The consolidated financial statements have been prepared in conformity with the accounting principles, policies, and practices established by the Board of Governors of the Federal Reserve System as set forth in the *Financial Accounting Manual for Federal Reserve Banks* (*FAM*), and, as such, include some amounts that are based on management judgments and estimates. To our knowledge, the financial statements are, in all material respects, fairly presented in conformity with the accounting principles, policies, and practices documented in the *FAM* and include all disclosures necessary for such fair presentation.

The management of the FRBNY is responsible for establishing and maintaining effective internal control over financial reporting as it relates to the consolidated financial statements. The FRBNY's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external reporting purposes in accordance with the *FAM*. The FRBNY's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the FRBNY's assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with *FAM* and that the FRBNY's receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the FRBNY's assets that could have a material effect on its consolidated financial statements.

Even effective internal control, no matter how well designed, has inherent limitations, including the possibility of human error, and therefore can provide only reasonable assurance with respect to the preparation of reliable financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The management of the FRBNY assessed its internal control over financial reporting based upon the criteria established in the *Internal Control–Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, we believe that the FRBNY maintained effective internal control over financial reporting.

William C. Dudley
President

Christine M. Cumming
First Vice President

Edward F. Murphy
Principal Financial Officer

External Auditor Independence

EXTERNAL AUDITOR INDEPENDENCE

In 2011, the Board of Governors engaged Deloitte & Touche LLP (D&T) to audit the combined and individual financial statements of the Reserve Banks and those of the consolidated LLC entities.[1] In 2011, D&T also conducted audits of internal control over financial reporting for each of the Reserve Banks and the consolidated LLC entities. Fees for D&T's services totaled $8 million, of which $2 million was for the audits of the consolidated LLC entities. To ensure auditor independence, the Board of Governors requires that D&T be independent in all matters relating to the audits. Specifically, D&T may not perform services for the Reserve Banks or others that would place it in a position of auditing its own work, making management decisions on behalf of the Reserve Banks, or in any other way impairing its audit independence. In 2011, the Bank did not engage D&T for any non-audit services.

[1] Each LLC will reimburse the Board of Governors for the fees related to the audit of its financial statements from the entity’s available net assets.

Consolidated Financial Statements

Independent Auditors' Report

To the Board of Governors
of the Federal Reserve System
and the Board of Directors
of the Federal Reserve Bank of New York:

We have audited the accompanying Consolidated Statements of Condition of the Federal Reserve Bank of New York and its subsidiaries (collectively "FRBNY") as of December 31, 2011 and 2010, and the related Consolidated Statements of Income and Comprehensive Income, and of Changes in Capital for the years then ended, which have been prepared in conformity with accounting principles established by the Board of Governors of the Federal Reserve System. We also have audited the internal control over financial reporting of the FRBNY as of December 31, 2011, based on criteria established in *Internal Control–Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The FRBNY's management is responsible for these Consolidated Financial Statements, for maintaining effective internal control over financial reporting, and for its assertion of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these Consolidated Financial Statements and an opinion on the FRBNY's internal control over financial reporting based on our audits.

We conducted our audits in accordance with generally accepted auditing standards as established by the Auditing Standards Board (United States) and in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the Consolidated Financial Statements included examining, on a test basis, evidence supporting the amounts and disclosures in the Consolidated Financial Statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

The FRBNY's internal control over financial reporting is a process designed by, or under the supervision of, the FRBNY's principal executive and principal financial officers, or persons performing similar functions, and effected by the FRBNY's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with the accounting principles established by the Board of Governors of the Federal Reserve System. The FRBNY's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the FRBNY; (2) provide reasonable assurance that transactions are recorded, as necessary, to permit preparation of Consolidated Financial Statements in accordance with the accounting principles established by the Board of Governors of the Federal Reserve System, and that receipts and expenditures of the FRBNY are being made only in accordance with authorizations of management and directors of the FRBNY; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the FRBNY's assets that could have a material effect on the Consolidated Financial Statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Note 4 to the Consolidated Financial Statements, the FRBNY has prepared these Consolidated Financial Statements in conformity with accounting principles established by the Board of Governors of the Federal Reserve System, as set forth in the *Financial Accounting Manual for Federal Reserve Banks*, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. The effects on such Consolidated Financial Statements of the differences between the accounting principles established by the Board of Governors of the Federal Reserve System and accounting principles generally accepted in the United States of America are also described in Note 4.

In our opinion, such Consolidated Financial Statements present fairly, in all material respects, the financial position of the FRBNY as of December 31, 2011 and 2010, and the results of its operations for the years then ended, on the basis of accounting described in Note 4. Also, in our opinion, the FRBNY maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control–Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Deloitte + Touche LLP

March 20, 2012
New York, New York

CONSOLIDATED STATEMENTS OF CONDITION

as of December 31, 2011, and December 31, 2010
(in millions)

ASSETS	2011	2010
Gold certificates	$ 3,866	$ 4,038
Special drawing rights certificates	1,818	1,818
Coin	80	71
Loans:		
Depository institutions	9	36
Term Asset-Backed Securities Loan Facility (measured at fair value)	9,059	24,853
American International Group, Inc., net	—	20,603
System Open Market Account:		
Treasury securities, net	813,954	435,373
Government-sponsored enterprise debt securities, net	50,144	62,421
Federal agency and government-sponsored enterprise mortgage-backed securities, net	394,477	409,969
Foreign currency denominated assets, net	7,516	7,560
Central bank liquidity swaps	28,912	22
Investments held by consolidated variable interest entities (of which $35,593 and $68,469 are measured at fair value as of December 31, 2011 and 2010, respectively)	35,693	68,666
Preferred interests	—	26,385
Accrued interest receivable	9,160	5,808
Bank premises and equipment, net	310	316
Deferred asset—interest on Federal Reserve notes	378	—
Interdistrict settlement account	274,474	225,756
Other assets	248	304
Total assets	**$ 1,630,098**	**$ 1,293,999**

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

CONSOLIDATED STATEMENTS OF CONDITION

as of December 31, 2011, and December 31, 2010

(in millions)

LIABILITIES AND CAPITAL	2011	2010
Federal Reserve notes outstanding, net	$ 376,865	$ 318,897
System Open Market Account:		
Securities sold under agreements to repurchase	46,458	24,362
Other liabilities	636	—
Consolidated variable interest entities:		
Beneficial interest in consolidated variable interest entities (measured at fair value)	9,845	10,051
Other liabilities (of which $106 and $203 are measured at fair value as of December 31, 2011 and 2010, respectively)	690	921
Deposits:		
Depository institutions	1,024,868	536,589
Treasury, general account	85,737	140,773
Treasury, supplementary financing account	—	199,964
Other deposits	64,850	16,770
Funds from American International Group, Inc. asset dispositions, held as agent	—	26,896
Interest payable to depository institutions	121	62
Accrued benefit costs	2,577	1,335
Accrued interest on Federal Reserve notes	—	1,877
Other liabilities	97	138
Total liabilities	**1,612,744**	**1,278,635**
Capital paid-in	8,677	7,682
Surplus (including accumulated other comprehensive loss of $4,541 and $3,412 at December 31, 2011 and 2010, respectively)	8,677	7,682
Total capital	**17,354**	**15,364**
Total liabilities and capital	**$1,630,098**	**$1,293,999**

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

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

for the years ended December 31, 2011, and December 31, 2010
(in millions)

INTEREST INCOME	2011	2010
Loans:		
Depository institutions	$ —	$ 43
Term Asset-Backed Securities Loan Facility	265	750
American International Group, Inc., net	409	2,728
System Open Market Account:		
Treasury securities, net	19,068	10,633
Government-sponsored enterprise debt securities, net	1,365	1,414
Federal agency and government-sponsored enterprise mortgage-backed securities, net	17,138	18,074
Foreign currency denominated assets, net	72	64
Central bank liquidity swaps	10	3
Investments held by consolidated variable interest entities	3,429	4,440
Total interest income	**41,756**	**38,149**
INTEREST EXPENSE		
System Open Market Account:		
Securities sold under agreements to repurchase	19	38
Beneficial interest in consolidated variable interest entities	285	277
Deposits:		
Depository institutions	2,492	1,411
Term Deposit Facility	3	2
Total interest expense	**2,799**	**1,728**
Net interest income	**38,957**	**36,421**

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

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

for the years ended December 31, 2011, and December 31, 2010
(in millions)

NONINTEREST (LOSS) INCOME	2011	2010
Term Asset-Backed Securities Loan Facility unrealized losses	(84)	(436)
System Open Market Account:		
Treasury securities gains, net	1,050	—
Federal agency and government-sponsored enterprise mortgage-backed securities gains, net	5	313
Foreign currency gains, net	44	160
Consolidated variable interest entities:		
Investments held by consolidated variable interest entities (losses)/gains, net	(3,920)	8,180
Beneficial interest in consolidated variable interest entities gains/(losses), net	491	(4,679)
Dividends on preferred interests	47	1,279
Income from services	75	75
Compensation received for service costs provided	3	4
Reimbursable services to government agencies	115	115
Other	73	130
Total noninterest (loss) income	**(2,101)**	**5,141**
OPERATING EXPENSES		
Salaries and benefits	535	514
Occupancy	67	65
Equipment	25	26
Compensation paid for service costs incurred	33	32
Assessments:		
Board of Governors operating expenses and currency costs	267	251
Bureau of Consumer Financial Protection	71	10
Office of Financial Research	12	3
Net periodic pension expense	513	512
Professional fees related to consolidated variable interest entities	71	104
Other	236	284
Total operating expenses	**1,830**	**1,801**
Net income prior to distribution	35,026	39,761
Change in prior service costs related to benefit plans	32	108
Change in funded status of benefit plans	(1,161)	(80)
Comprehensive income prior to distribution	**$33,897**	**$39,789**
Distribution of comprehensive income:		
Dividends paid to member banks	$ 470	$ 455
Transferred to surplus and change in accumulated other comprehensive income	995	240
Payments to Treasury as interest on Federal Reserve notes	32,432	39,094
Total distribution	**$33,897**	**$39,789**

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

CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL

for the years ended December 31, 2011, and December 31, 2010
(in millions, except share data)

		Surplus			
	Capital Paid-In	Net Income Retained	Accumulated Other Comprehensive (Loss) Income	Total Surplus	Total Capital
Balance at January 1, 2010 (148,833,838 shares)	**$7,442**	**$10,882**	**$(3,440)**	**$7,442**	**$14,884**
Net change in capital stock issued (4,811,841 shares)	240	—	—	—	240
Transferred to surplus and change in accumulated other comprehensive income	—	212	28	240	240
Balance at December 31, 2010 (153,645,679 shares)	**$7,682**	**$11,094**	**$(3,412)**	**$7,682**	**$15,364**
Net change in capital stock issued (19,895,069 shares)	995	—	—	—	995
Transferred to (from) surplus and change in accumulated other comprehensive income (loss)	—	2,124	(1,129)	995	995
Balance at December 31, 2011 (173,540,748 shares)	**$8,677**	**$13,218**	**$(4,541)**	**$8,677**	**$17,354**

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

FEDERAL RESERVE BANK OF NEW YORK
Notes to Consolidated Financial Statements

1. STRUCTURE

The Federal Reserve Bank of New York (Bank) is part of the Federal Reserve System (System) and is one of the twelve Federal Reserve Banks (Reserve Banks) created by Congress under the Federal Reserve Act of 1913 (Federal Reserve Act), which established the central bank of the United States. The Reserve Banks are chartered by the federal government and possess a unique set of governmental, corporate, and central bank characteristics. The Bank serves the Second Federal Reserve District, which includes the State of New York; the twelve northern counties of New Jersey; Fairfield County, Connecticut; the Commonwealth of Puerto Rico; and the U.S. Virgin Islands.

In accordance with the Federal Reserve Act, supervision and control of the Bank is exercised by a board of directors. The Federal Reserve Act specifies the composition of the board of directors for each of the Reserve Banks. Each board is composed of nine members serving three-year terms: three directors, including those designated as chairman and deputy chairman, are appointed by the Board of Governors of the Federal Reserve System (Board of Governors) to represent the public, and six directors are elected by member banks. Banks that are members of the System include all national banks and any state-chartered banks that apply and are approved for membership. Member banks are divided into three classes according to size. Member banks in each class elect one director representing member banks and one representing the public. In any election of directors, each member bank receives one vote, regardless of the number of shares of Reserve Bank stock it holds.

In addition to the twelve Reserve Banks, the System also consists, in part, of the Board of Governors and the Federal Open Market Committee (FOMC). The Board of Governors, an independent federal agency, is charged by the Federal Reserve Act with a number of specific duties, including general supervision over the Reserve Banks. The FOMC is composed of members of the Board of Governors, the president of the Bank and, on a rotating basis, four other Reserve Bank presidents.

2. OPERATIONS AND SERVICES

The Reserve Banks perform a variety of services and operations. These functions include participating in formulating and conducting monetary policy; participating in the payment system, including large-dollar transfers of funds, automated clearinghouse (ACH) operations, and check collection; distributing coin and currency; performing fiscal agency functions for the U.S. Department of the Treasury (Treasury), certain federal agencies, and other entities; serving as the federal government's bank; providing short-term loans to depository institutions; providing loans to participants in programs or facilities with broad-based eligibility in unusual and exigent circumstances; serving consumers and communities by providing educational materials and information regarding financial consumer protection rights and laws and information on community development programs and activities; and supervising bank holding companies, state member banks, savings and loan holding companies, and U.S. offices of foreign banking organizations pursuant to authority delegated by the Board of Governors. Certain services are provided to foreign and international monetary authorities, primarily by the Bank.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act), which was signed into law and became effective on July 21, 2010, changed the scope of some services performed by the Reserve Banks. Among other things, the Dodd-Frank Act established a Bureau of Consumer Financial Protection (Bureau) as an independent bureau within the System that has supervisory authority over some institutions previously supervised by the Reserve Banks under delegated authority from the Board of Governors in connection with those institutions' compliance with consumer protection statutes; limited the Reserve Banks' authority to provide loans in unusual and exigent circumstances to lending programs or facilities with broad-based eligibility or to designated financial market utilities; and vested the Board of Governors with all supervisory and rule-writing authority for savings and loan holding companies.

The FOMC, in conducting monetary policy, establishes policy regarding domestic open market operations, oversees these operations, and issues authorizations and directives to the Bank to execute transactions. The FOMC authorizes and directs the Bank to conduct operations in domestic markets, including the direct purchase and sale of Treasury securities, government-sponsored enterprise (GSE) debt securities, federal agency and GSE mortgage-backed securities (MBS), the purchase of these securities under agreements to resell, and the sale of these securities under agreements to repurchase. The Bank holds the resulting securities and agreements in a portfolio known as the System Open Market Account (SOMA). The Bank is authorized to lend the Treasury securities and federal agency and GSE debt securities that are held in the SOMA.

In addition to authorizing and directing operations in the domestic securities market, the FOMC authorizes the Bank to conduct operations in foreign markets in order to counter disorderly conditions in exchange markets or to meet other needs specified by the FOMC to carry out the System's central bank responsibilities. Specifically, the FOMC authorizes and directs the Bank to hold balances of, and to execute spot and forward foreign exchange and securities contracts for, fourteen foreign currencies and to invest such foreign currency holdings, while maintaining adequate liquidity. The Bank is authorized and directed by the FOMC to maintain reciprocal currency arrangements with the Bank of Canada and the Bank of Mexico in the maximum amounts of $2 billion and $3 billion, respectively, and to warehouse foreign currencies for the Treasury and the Exchange Stabilization Fund.

Although the Reserve Banks are separate legal entities, they collaborate on the delivery of certain services to achieve greater efficiency and effectiveness. This collaboration takes the form of centralized operations and product or function offices that have responsibility for the delivery of certain services on behalf of the Reserve Banks. Various operational and management models are used and are supported by service agreements between the Reserve Banks. In some cases, costs incurred by a Reserve Bank for services provided to other Reserve Banks are not shared; in other cases, the Reserve Banks are reimbursed for costs incurred in providing services to other Reserve Banks. Major services provided by the Bank on behalf of the System and for which the costs were not reimbursed by the other Reserve Banks include the management of SOMA, the Wholesale Product Office, the System Credit Risk Technology Support function, the Valuation Support team, centralized business administration functions for wholesale payments services, and three national information technology operations dealing with incident response, remote access, and enterprise search.

3. FINANCIAL STABILITY ACTIVITIES

The Reserve Banks have implemented the following programs that support the liquidity of financial institutions and foster improved conditions in financial markets.

Large-Scale Asset Purchase Programs and Reinvestment of Principal Payments

On March 18, 2009, the FOMC authorized and directed the Bank to purchase $300 billion of longer-term Treasury securities to help improve conditions in private credit markets. The Bank began the purchases of these Treasury securities in March 2009 and completed them in October 2009. On August 10, 2010, the FOMC announced that the Federal Reserve would maintain the level of domestic securities holdings in the SOMA portfolio by reinvesting principal payments from GSE debt securities and federal agency and GSE MBS in longer-term Treasury securities. On

November 3, 2010, the FOMC announced its intention to expand the SOMA portfolio holdings of longer-term Treasury securities by an additional $600 billion and completed these purchases in June 2011. On June 22, 2011, the FOMC announced that the Federal Reserve would maintain its existing policy of reinvesting principal payments from all domestic securities in Treasury securities. On September 21, 2011, the FOMC announced that the Federal Reserve intends to purchase, by the end of June 2012, $400 billion par value of Treasury securities with remaining maturities of six years to thirty years and to sell an equal amount of Treasury securities with remaining maturities of three years or less, of which $133 billion has been purchased and $134 billion sold as of December 31, 2011. In addition, the FOMC announced that it will maintain its existing policy of rolling over maturing Treasury securities at auction, and, rather than reinvesting principal payments from GSE debt securities and federal agency and GSE MBS in Treasury securities, such payments will be reinvested in federal agency and GSE MBS.

The FOMC authorized and directed the Bank to purchase GSE debt securities and federal agency and GSE MBS, with a goal to provide support to mortgage and housing markets and to foster improved conditions in financial markets more generally. The Bank was authorized to purchase up to $175 billion in fixed-rate, noncallable GSE debt securities and $1.25 trillion in fixed-rate federal agency and GSE MBS. Purchases of GSE debt securities began in November 2008, and purchases of federal agency and GSE MBS began in January 2009. The Bank completed the purchases of GSE debt securities and federal agency and GSE MBS in March 2010. The settlement of all federal agency and GSE MBS transactions was completed by August 2010. As discussed above, on September 21, 2011, the FOMC announced that the Federal Reserve will begin to reinvest principal payments from its holdings of GSE debt securities and federal agency and GSE MBS in federal agency and GSE MBS.

Central Bank Liquidity Swaps

The FOMC authorized and directed the Bank to establish central bank liquidity swap arrangements, which could be structured as either U.S. dollar liquidity or foreign currency liquidity swap arrangements.

In May 2010, U.S. dollar liquidity swap arrangements were reauthorized with the Bank of Canada, the Bank of England, the European Central Bank, the Bank of Japan, and the Swiss National Bank through January 2011. Subsequently, these arrangements were extended through February 1, 2013. There is no specified limit to the amount that may be drawn by the Bank of England, the European Central Bank, the Bank of Japan, and the Swiss National Bank under these swap arrangements; the Bank of Canada may draw up to $30 billion under the swap arrangement with the Bank. In addition to the central bank liquidity swap arrangements, the FOMC has authorized reciprocal currency arrangements with the Bank of Canada and the Bank of Mexico, as discussed in Note 2.

Foreign currency liquidity swap arrangements were authorized with four foreign central banks and provided the Reserve Banks with the capacity to offer foreign currency liquidity to U.S. depository institutions. The authorization for these swap arrangements expired on February 1, 2010. In November 2011, as a contingency measure, the FOMC agreed to establish temporary bilateral liquidity swap arrangements with the Bank of Canada, the Bank of England, the European Central Bank, the Bank of Japan, and the Swiss National Bank so that liquidity can be provided in any of their currencies if necessary. The swap lines are authorized until February 1, 2013.

Lending to Depository Institutions

The Term Auction Facility (TAF) promoted the efficient dissemination of liquidity by providing term funds to depository institutions. The last TAF auction was conducted on March 8, 2010, and the related loans matured on April 8, 2010.

Lending to Primary Dealers

The Term Securities Lending Facility (TSLF) promoted liquidity in the financing markets for Treasury securities. Under the TSLF, the Bank could lend up to an aggregate amount of $200 billion of Treasury securities held in the SOMA to primary dealers on a secured basis for a term of twenty-eight days. The authorization for the TSLF expired on February 1, 2010.

The Term Securities Lending Facility Options Program (TOP) offered primary dealers the opportunity to purchase an option to draw upon short-term, fixed-rate TSLF loans in exchange for eligible collateral. The program was suspended effective with the maturity of the June 2009 TOP options, and authorization for the program expired on February 1, 2010.

The Primary Dealer Credit Facility (PDCF) was designed to improve the ability of primary dealers to provide financing to participants in the securitization markets. Primary dealers could obtain secured overnight financing under the PDCF in the form of repurchase transactions. The authorization for the PDCF expired on February 1, 2010, and the last loan matured on May 13, 2009.

The Transitional Credit Extension (TCE) program provided liquidity support through secured loans to broker-dealers that were in the process of transitioning to the bank holding company structure. The authorization for the TCE program expired on February 1, 2010, and the last loan matured on April 29, 2009.

Other Lending Facilities

The Asset-Backed Commercial Paper Money Market Mutual Fund Liquidity Facility (AMLF) provided funding to depository institutions and bank holding companies to finance the purchase of eligible high-quality asset-backed commercial paper (ABCP) from money market mutual funds. The Federal Reserve Bank of Boston administered the AMLF and was authorized to extend these loans to eligible borrowers on behalf of the other Reserve Banks. The authorization for the AMLF expired on February 1, 2010.

The Commercial Paper Funding Facility (CPFF program) enhanced the liquidity of the commercial paper market in the United States by increasing the availability of term commercial paper funding to issuers and by providing greater assurance to both issuers and investors that issuers would be able to roll over their maturing commercial paper. The authorization to purchase high-quality commercial paper through the CPFF program expired on February 1, 2010. The Commercial Paper Funding Facility LLC (CPFF) was a Delaware limited liability company formed on October 14, 2008, in connection with the implementation of the CPFF program, to purchase eligible three-month unsecured commercial paper and ABCP directly from eligible issuers using the proceeds of loans made to CPFF by the Bank. The Bank's loans to CPFF were eliminated in consolidation of CPFF into the Bank's financial statements. The last commercial paper purchased by the CPFF matured on April 26, 2010, and the CPFF was dissolved on August 30, 2010.

The Term Asset-Backed Securities Loan Facility (TALF) assisted financial markets in accommodating the credit needs of consumers and businesses of all sizes by facilitating the issuance of asset-backed securities (ABS) collateralized by a variety of consumer and business loans. The Board of Governors authorized the offering of TALF loans collateralized by newly issued ABS and legacy commercial mortgage-backed securities (CMBS) until March 31, 2010, and TALF loans collateralized by newly issued CMBS until June 30, 2010. Under the TALF, the Bank was authorized to lend up to $200 billion to eligible borrowers.

TALF loans have maturities of up to five years and are secured by eligible collateral, with the Bank having lent an amount equal to the value of the collateral, as determined by the Bank, less a margin. Loan proceeds were disbursed to the borrower contingent on receipt by the Bank's custodian of the eligible collateral, an administrative fee, and, if applicable, a margin.

The TALF loans were extended on a nonrecourse basis. If the borrower does not repay the loan, the Bank will enforce its rights in the collateral and may sell the collateral to TALF LLC, a Delaware limited liability company, established on February 4, 2009, for the purpose of purchasing such assets. As of December 31, 2011, the Bank has not enforced its rights to the collateral because there have been no defaults.

Pursuant to a put agreement with the Bank, TALF LLC has committed to purchase assets that secure a TALF loan at a price equal to the principal amount outstanding plus accrued but unpaid interest, regardless of the fair value of the collateral. Funding for the TALF LLC's purchases of these securities is derived first through the fees received by TALF LLC from the Bank for this commitment and any interest earned on its investments. In the event that such funding proves insufficient for the asset purchases that TALF LLC has committed to make under the put agreement, the Treasury committed to lend up to $20 billion, and on March 25, 2009, the Treasury funded $100 million. On July 19, 2010, this commitment was reduced to $4.3 billion to reflect the fact that only $43 billion of TALF loans were outstanding when the program closed to new lending on June 30, 2010. Any Treasury loan to TALF LLC bears interest at a rate of the one-month London interbank offered rate (Libor) plus 300 basis points. In addition to the Treasury's commitment, the Bank committed, as a senior lender, to lend up to $180 billion to TALF LLC if it needed the funding to purchase assets pursuant to the put agreement. The Bank's maximum exposure was subsequently reduced to $38.7 billion when the program closed to new lending. Any loan that the Bank makes to TALF LLC would be senior to any Treasury loan and would bear interest at a rate of the one-month Libor plus 100 basis points. To the extent that Treasury and the Bank have extended credit to TALF LLC, their loans are secured by all of the assets of TALF LLC. The Bank is the managing member and the controlling party of TALF LLC and will remain the controlling party as long as it retains an economic interest in TALF LLC. After TALF LLC has paid all operating expenses and principal due to the Bank, the remaining proceeds of the portfolio holdings will be distributed in the following order: principal due to the Treasury, interest due to the Bank, and interest due to the Treasury. Any residual cash flows will be shared between the Bank, which will receive 10 percent, and the Treasury, which will receive 90 percent.

Support for Specific Institutions

The Bear Stearns Companies, Inc.

To facilitate the merger of The Bear Stearns Companies, Inc. (Bear Stearns) and JPMorgan Chase & Co. (JPMC), the Bank extended credit to Maiden Lane LLC (ML) in June 2008. ML is a Delaware limited liability company formed by the Bank to acquire certain assets of Bear Stearns and to manage those assets over time, in order to maximize the potential for the repayment of the credit extended to ML and to minimize disruption to the financial markets. The assets acquired by ML were valued at $29.9 billion as of March 14, 2008, the date that the Bank committed to the transaction, and largely consisted of federal agency and GSE MBS, nonagency residential mortgage-backed securities (RMBS), commercial and residential mortgage loans, and derivatives and associated hedges.

The Bank extended a senior loan of approximately $28.8 billion and JPMC extended a subordinated loan of $1.15 billion to finance the acquisition of the assets. The loans are collateralized by all of the assets of ML through a pledge to the collateral agent. The Bank is the sole and managing member and the controlling party of ML and will remain as such as long as the Bank retains an economic interest in ML. The interest rate on the senior loan is the primary credit rate in effect from time to time. The interest rate on the JPMC subordinated loan is the primary credit rate plus 450 basis points. JPMC bears losses associated with the portfolio through its subordinated loan plus accrued interest on the loan. Once the principal and interest are paid, residual gains, if any, will be allocated to the Bank. The two-year accumulation period that followed the closing date for ML ended on June 26, 2010. Consistent with the terms of the ML transaction, the distributions of the proceeds realized on the asset portfolio held by ML, after payment of certain fees and expenses, now occur on a monthly basis unless otherwise directed by the Federal Reserve.

American International Group, Inc.

In September 2008, the Board of Governors authorized the Bank to lend to American International Group, Inc. (AIG). Initially, the Bank provided AIG with a revolving line of credit collateralized by the pledge of a substantial portion of the assets of AIG. Under the provisions of the original agreement, the Bank was authorized to lend up to $85 billion to AIG for two years at the three-month Libor, with a floor of 350 basis points, plus 850 basis points. In addition, the Bank assessed AIG a one-time commitment fee of 200 basis points on the full amount of the commitment and a fee of 850 basis points per annum on the undrawn credit line. A condition of the credit agreement was that AIG would issue to a trust, for the sole benefit of the fiscal treasury, preferred shares convertible to approximately 78 percent of the issued and outstanding shares of the common stock of AIG. The AIG Credit Facility Trust (AIG Trust) was formed January 16, 2009, and the preferred shares were issued to the AIG Trust on March 4, 2009. The AIG Trust had three independent trustees who controlled the AIG Trust's voting and consent rights. The Bank could not exercise voting or consent rights.

The Board of Governors and the Treasury announced a restructuring of the government's financial support to AIG in November 2008. As part of the restructuring, the Treasury purchased $40 billion of newly issued AIG preferred shares under the Troubled Asset Relief Program (TARP). The majority of the TARP funds were used to pay down AIG's debt to the Bank. In addition, the terms of the original credit agreement were modified to reduce the revolving line of credit to $60 billion; reduce the interest rate to the three-month Libor with a floor of 350 basis points, plus 300 basis points; reduce the fee on undrawn funds to 75 basis points; and extend the term of the agreement to five years. The other material terms of the funding were unchanged. These revised terms were more consistent with terms generally available to other entities with similar credit risk.

Concurrent with the November 2008 restructuring of its financial support to AIG, the Bank established two limited liability companies (LLCs). The Bank extended credit to Maiden Lane II LLC (ML II), a Delaware limited liability company formed to purchase nonagency RMBS from the reinvestment pool of the securities lending portfolios of several regulated U.S. insurance subsidiaries of AIG. ML II borrowed $19.5 billion from the Bank and used the proceeds to purchase nonagency RMBS that had an approximate fair value of $20.8 billion as of October 31, 2008, from AIG's domestic insurance subsidiaries. The Bank is the sole and managing member and the controlling party of ML II and will remain as the controlling party as long as the Bank retains an economic interest in ML II. As part of the agreement, the AIG subsidiaries also received from ML II a fixed deferred purchase price of up to $1.0 billion, plus interest on any such fixed deferred purchase price outstanding. The interest rate on the Bank's senior loan is one-month Libor plus 100 basis points, and the interest rate on the fixed deferred purchase price is one-month Libor plus 300 basis points. After ML II has first paid the Bank's senior loan, including accrued and unpaid interest, and then the fixed deferred purchase price in full, including accrued and unpaid interest, any net proceeds will be divided between the Bank, which is entitled to receive five-sixths, and the AIG subsidiaries, which are entitled to receive one-sixth. The Bank's loan and the fixed deferred purchase price payable to the AIG subsidiaries are collateralized by all of the assets of ML II through a pledge to the collateral agent.

On March 30, 2011, the Federal Reserve announced that the Bank, through its investment manager, BlackRock Solutions, would dispose of the securities in the ML II portfolio individually and in segments through a competitive sales process over time as market conditions warrant. During the year ended December 31, 2011, a total of nine bid list auctions were conducted and assets with a total current face amount of $9.96 billion were sold. Subsequent to December 31, 2011, the Federal Reserve sold the remaining securities in the ML II portfolio through a competitive bidding process, as discussed in Note 17.

The Bank also extended credit to Maiden Lane III LLC (ML III), a Delaware limited liability company formed to purchase ABS collateralized debt obligations (CDOs) from certain third-party counterparties of AIG Financial Products Corp. (AIGFP). In connection with the acquisitions, the third-party counterparties agreed to terminate their related credit default swap (CDS) contracts with AIGFP. ML III borrowed approximately $24.3 billion from the Bank, and AIG provided an equity contribution of $5 billion to ML III. The proceeds were used to purchase ABS CDOs with a fair value of $29.6 billion. The counterparties received $26.8 billion net of principal, interest received, and finance charges paid. ML III also made a payment to AIGFP of $2.5 billion, representing the return of excess collateral previously posted by AIGFP with the counterparties. The Bank is the managing member and the controlling party of ML III and will remain as the controlling party as long as the Bank retains an economic interest in ML III. Net proceeds received by ML III will first be applied to repay the Bank's senior loan plus interest at one-month Libor plus 100 basis points. After the Bank is paid in full, the equity investor is entitled to receive its pro rata share of the equity contribution plus interest at the one-month Libor plus 300 basis points. After ML III has paid the Bank's senior loan and the equity contribution in full, the Bank will be entitled to receive 67 percent of any additional net proceeds received by ML III as a contingent interest on the senior loan and the equity investor will be entitled to receive its pro rata share of 33 percent of any net proceeds received by ML III as contingent distributions on its equity interest. The Bank's senior loan is collateralized by all of the assets of ML III through a pledge to the collateral agent.

On April 17, 2009, the Bank, as part of the U.S. government's commitment to the orderly restructuring of AIG over time, in the face of continuing market dislocations, further restructured the AIG loan by eliminating the 350-basis-point floor on the Libor used to calculate the interest rate on the loan. After this restructuring, the interest rate on the modified loan was equal to the three-month Libor plus 300 basis points.

On December 1, 2009, the Bank's commitment to lend to AIG was reduced to $35 billion from $60 billion when the outstanding balance of the Bank's loan to AIG was reduced by $25 billion in exchange for a liquidation preference of nonvoting perpetual preferred interests in two LLCs. AIG created two LLCs to hold, directly or indirectly, all of the outstanding common stock of American Life Insurance Company (ALICO) and American International Assurance Company Ltd. (AIA), two life insurance holding company subsidiaries of AIG. The Bank was to be paid a 5 percent cumulative dividend on its nonvoting preferred interests through September 22, 2013, and a 9 percent cumulative dividend thereafter. Although the Bank had certain governance rights to protect its interests, AIG retained control of the LLCs and the underlying operating companies. The initial value of the Bank's preferred interests as of December 1, 2009, was $16 billion for the AIA Aurora LLC (AIA LLC) and $9 billion for the ALICO Holdings LLC (ALICO LLC), which represented a percentage of the fair market value of AIA and ALICO, respectively.

On September 30, 2010, AIG announced an agreement with the Treasury, the Bank, and the trustees of the AIG Trust on a comprehensive recapitalization plan designed to repay all its obligations to American taxpayers. The agreement included an accelerated repayment of the outstanding balance of the Bank's revolving line of credit including all accrued interest and fees, termination of that facility, the repayment of the Bank's preferred interests in AIA LLC and ALICO LLC, and the conversion of the AIG preferred stock then owned by the Treasury and the AIG Trust into common equity of AIG.

Prior to the closing of the recapitalization plan, the cash proceeds from certain AIG asset dispositions were held by the Bank as agent. On October 29, 2010, AIG completed the initial public offering of AIA, successfully obtaining a listing on the Hong Kong Stock Exchange and raising total gross proceeds of $20.5 billion. On November 1, 2010, AIG completed the sale of ALICO to MetLife, initially announced on March 8, 2010, for approximately $15.5 billion, including $6.8 billion in cash and the remainder in equity and equity-linked securities of MetLife.

On January 14, 2011, upon closing of the recapitalization plan, the cash proceeds from certain asset dispositions, specifically the initial public offering of AIA and the sale of ALICO, were used first to repay in full the revolving line of credit extended to AIG by the Bank, including accrued interest and fees, and then to redeem a portion of the Bank's preferred interests in ALICO LLC taken earlier by the Bank in satisfaction of a portion of the revolving line of credit. The remaining Bank's preferred interests in ALICO LLC and AIA LLC, valued at approximately $20 billion, were purchased by AIG through a draw on the Treasury's Series F preferred stock commitment and then transferred by AIG to the Treasury as partial consideration for the transfer to AIG of all outstanding Series F shares. In addition, the Bank's commitment to lend any funds under the revolving line of credit was terminated.

4. SIGNIFICANT ACCOUNTING POLICIES

Accounting principles for entities with the unique powers and responsibilities of a nation's central bank have not been formulated by accounting standard-setting bodies. The Board of Governors has developed specialized accounting principles and practices that it considers to be appropriate for the nature and function of a central bank. These accounting principles and practices are documented in the *Financial Accounting Manual for Federal Reserve Banks* (*FAM*), which is issued by the Board of Governors. The Reserve Banks are required to adopt and apply accounting policies and practices that are consistent with the *FAM* and the consolidated financial statements have been prepared in accordance with the *FAM*.

Limited differences exist between the accounting principles and practices in the *FAM* and accounting principles generally accepted in the United States of America (GAAP), due to the unique nature of the Bank's powers and responsibilities as part of the nation's central bank and given the System's unique responsibility to conduct monetary policy. The primary differences are the presentation of all SOMA securities holdings at amortized cost and the recording of SOMA securities on a settlement-date basis. Amortized cost, rather than the fair value presentation, more appropriately reflects the Bank's securities holdings given the System's unique responsibility to conduct monetary policy. Although the application of fair value measurements to the securities holdings may result in values substantially greater or less than their carrying values, these unrealized changes in value have no direct effect on the quantity of reserves available to the banking system or on the prospects for future Bank earnings or capital. Both the domestic and foreign components of the SOMA portfolio may involve transactions that result in gains or losses when holdings are sold before maturity. Decisions regarding securities and foreign currency transactions, including their purchase and sale, are motivated by monetary policy objectives rather than profit. Accordingly, fair values, earnings, and gains or losses resulting from the sale of such securities and currencies are incidental to open market operations and do not motivate decisions related to policy or open market activities. Accounting for these securities on a settlement-date basis, rather than the trade-date basis required by GAAP, better reflects the timing of the transaction's effect on the quantity of reserves in the banking system. The cost bases of Treasury securities, GSE debt securities, and foreign government debt instruments are adjusted for amortization of premiums or accretion of discounts on a straight-line basis, rather than using the interest method required by GAAP.

In addition, the Bank does not present a Consolidated Statement of Cash Flows as required by GAAP because the liquidity and cash positions of the Bank are not a primary concern given the Reserve Banks' unique powers and responsibilities as a central bank. Other information regarding the Bank's activities is provided in, or may be derived from, the Consolidated Statements of Condition, Income and Comprehensive Income, and Changes in Capital, and the accompanying notes to the financial statements. There are no other significant differences, other than those described above, between the policies outlined in the *FAM* and GAAP.

Preparing the consolidated financial statements in conformity with the *FAM* requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. Unique accounts and significant accounting policies are explained below.

a. Consolidation

The consolidated financial statements include the accounts and results of operations of the Bank as well as several variable interest entities (VIEs), which include ML, ML II, ML III, CPFF, and TALF LLC. The consolidation of the VIEs was assessed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 810 (ASC 810) *Consolidation*, which requires a VIE to be consolidated by its controlling financial interest holder. Intercompany balances and transactions have been eliminated in consolidation.

The Bank consolidates a VIE if it has a controlling financial interest, which is defined as the power to direct the significant economic activities of the entity and the obligation to absorb losses or the right to receive benefits of the entity that could potentially be significant to the VIE. To determine whether it is the controlling financial interest holder of a VIE, the Bank evaluates the VIE's design, capital structure, and relationships with the variable interest holders. The Bank reconsiders whether it has a controlling financial interest in a VIE, as required by ASC 810, at each reporting date.

The Dodd-Frank Act established the Bureau as an independent bureau within the System, and section 1017 of the Dodd-Frank Act provides that the financial statements of the Bureau are not to be consolidated with those of the Board of Governors or the System. Section 152 of the Dodd-Frank Act established the Office of Financial Research (OFR) within the Treasury. The Board of Governors funds the Bureau and OFR through assessments on the Reserve Banks as required by the Dodd-Frank Act. The Reserve Banks reviewed the law and evaluated the design of and their relationships to the Bureau and the OFR and determined that neither should be consolidated in the Bank's consolidated financial statements.

b. Gold and Special Drawing Rights Certificates

The Secretary of the Treasury is authorized to issue gold and special drawing rights (SDR) certificates to the Reserve Banks. Upon authorization, the Reserve Banks acquire gold certificates by crediting equivalent amounts in dollars to the account established for the Treasury. The gold certificates held by the Reserve Banks are required to be backed by the gold owned by the Treasury. The Treasury may reacquire the gold certificates at any time and the Reserve Banks must deliver them to the Treasury. At such time, the Treasury's account is charged, and the Reserve Banks' gold certificate accounts are reduced. The value of gold for purposes of backing the gold certificates is set by law at $42 2/9 per fine troy ounce. The Board of Governors allocates the gold certificates among the Reserve Banks once a year based on the average Federal Reserve notes outstanding at each Reserve Bank.

SDR certificates are issued by the International Monetary Fund (IMF) to its members in proportion to each member's quota in the IMF at the time of issuance. SDR certificates serve as a supplement to international monetary reserves and may be transferred from one national monetary authority to another. Under the law providing for U.S. participation in the SDR system, the Secretary of the Treasury is authorized to issue SDR certificates to the Reserve Banks. When SDR certificates are issued to the Reserve Banks, equivalent amounts in U.S. dollars are credited to the account established for the Treasury and the Reserve Banks' SDR certificate accounts are increased. The Reserve Banks are required to purchase SDR certificates, at the direction of the Treasury, for the purpose of financing SDR acquisitions or for financing exchange stabilization operations. At the time SDR transactions occur, the Board of Governors allocates SDR certificate transactions among the Reserve Banks based upon each Reserve Bank's Federal Reserve notes outstanding at the end of the preceding year. SDRs are recorded by the Bank at original cost. There were no SDR transactions during the years ended December 31, 2011 and 2010.

c. Coin

The amount reported as coin in the Consolidated Statements of Condition represents the face value of all United States coin held by the Bank. The Bank buys coin at face value from the U.S. Mint in order to fill depository institution orders.

d. Loans

Loans to depository institutions are reported at their outstanding principal balances, and interest income is recognized on an accrual basis.

The Bank records the TALF loans at fair value in accordance with the fair value option provisions of FASB ASC Topic 825 (ASC 825) *Financial Instruments*. Unrealized gains (losses) on TALF loans that are recorded at fair value are reported as "Noninterest income (loss): Term Asset-Backed Securities Loan Facility, unrealized losses" in the Consolidated Statements of Income and Comprehensive Income. The interest income on TALF loans is recognized based on the contracted rate and is reported as a component of "Interest Income: Term Asset-Backed Securities Loan Facility" in the Consolidated Statements of Income and Comprehensive Income. Administrative fees paid by borrowers at the initiation of each TALF loan, which are recognized as incurred and not deferred, are reported as a component of "Noninterest income (loss): Other" in the Consolidated Statements of Income and Comprehensive Income.

The loan to AIG is reported at the outstanding principal balance net of unamortized administrative and commitment fees, and interest income is recognized on an accrual basis. Loan administrative and commitment fees are deferred and amortized on a straight-line basis, rather than using the interest method required by GAAP, over the term of the loan or commitment period. This method results in an interest amount that approximates the amount determined using the interest method.

Loans, other than those recorded at fair value, are impaired when current information and events indicate that it is probable that the Bank will not receive the principal and interest that are due in accordance with the contractual terms of the loan agreement. Impaired loans are evaluated to determine whether an allowance for loan loss is required. The Bank has developed procedures for assessing the adequacy of any allowance for loan losses using all available information to identify incurred losses. This assessment includes monitoring information obtained from banking supervisors, borrowers, and other sources to assess the credit condition of the borrowers and, as appropriate, evaluating collateral values. Generally, the Bank would discontinue recognizing interest income on impaired loans until the borrower's repayment performance demonstrates principal and interest would be received in accordance with the terms of the loan agreement. If the Bank discontinues recording interest on an impaired loan, cash payments are first applied to principal until the loan balance is reduced to zero; subsequent payments are applied as recoveries of amounts previously deemed uncollectible, if any, and then as interest income.

Impaired loans include loans that have been modified in debt restructurings involving borrowers experiencing financial difficulties. The allowance for loan restructuring is determined by discounting the restructured cash flows using the original effective interest rate for the loan. Unless the borrower can demonstrate that it can meet the restructured terms, the Bank discontinues recognizing interest income. Performance prior to the restructuring, or significant events that coincide with the restructuring, is considered in assessing whether the borrower can meet the new terms.

e. Securities Purchased under Agreements to Resell, Securities Sold under Agreements to Repurchase, and Securities Lending

The Bank may engage in purchases of securities with primary dealers under agreements to resell (repurchase transactions). These repurchase transactions are settled through a tri-party arrangement. In a tri-party arrangement, two commercial custodial banks manage the collateral clearing, settlement, pricing, and pledging, and provide cash and securities custodial services for and on behalf of the Bank and counterparty. The collateral pledged must exceed the principal amount of the transaction by a margin determined by the Bank for each class and maturity of acceptable collateral. Collateral designated by the Bank as acceptable under repurchase transactions primarily includes Treasury securities (including Treasury Inflation-Protected Securities [TIPS] and Separate Trading of Registered Interest and Principal of Securities [STRIP] Treasury securities); direct obligations of several federal and GSE-related agencies, including the Federal National Mortgage Association (Fannie Mae) and Federal Home Loan Mortgage Corporation (Freddie Mac); and pass-through MBS of Fannie Mae, Freddie Mac, and the Government National Mortgage Association (Ginnie Mae). The repurchase transactions are accounted for as financing transactions with the associated interest income recognized over the life of the transaction.

The Bank may engage in sales of securities under agreements to repurchase (reverse repurchase transactions) with primary dealers and, as of August 2010, with selected money market funds. The list of eligible counterparties was subsequently expanded to include GSEs, effective in May 2011, and bank and savings institutions, effective in July 2011. These reverse repurchase transactions may be executed through a tri-party arrangement as an open market operation, similar to repurchase transactions. Reverse repurchase transactions may also be executed with foreign official and international account holders as part of a service offering. Reverse repurchase agreements are collateralized by a pledge of an amount of Treasury securities, GSE debt securities, and federal agency and GSE MBS that are held in the SOMA. Reverse repurchase transactions are accounted for as financing transactions, and the associated interest expense is recognized over the life of the transaction. These transactions are reported at their contractual amounts as "System Open Market Account: Securities sold under agreements to repurchase" and the related accrued interest payable is reported as a component of "Other liabilities" in the Consolidated Statements of Condition.

Treasury securities and GSE debt securities held in the SOMA may be lent to primary dealers to facilitate the effective functioning of the domestic securities markets. The amortized cost basis of securities lent continues to be reported as "Treasury securities, net" or "Government-sponsored enterprise debt securities, net," as appropriate, in the Consolidated Statements of Condition. Overnight securities lending transactions are fully collateralized by Treasury securities that have fair values in excess of the securities lent. The Bank charges the primary dealer a fee for borrowing securities, and these fees are reported as a component of "Noninterest income (loss): Other" in the Consolidated Statements of Income and Comprehensive Income.

Activity related to securities purchased under agreements to resell, securities sold under agreements to repurchase, and securities lending is allocated to each of the Reserve Banks on a percentage basis derived from an annual settlement of the interdistrict settlement account that occurs in the second quarter of each year.

f. Treasury Securities; Government-Sponsored Enterprise Debt Securities; Federal Agency and Government-Sponsored Enterprise Mortgage-Backed Securities; Foreign Currency Denominated Assets; and Warehousing Agreements

Interest income on Treasury securities, GSE debt securities, and foreign currency denominated assets comprising the SOMA is accrued on a straight-line basis. Interest income on federal agency and GSE MBS is accrued using the interest method and includes amortization of premiums, accretion of discounts, and gains or losses associated with principal paydowns. Premiums and discounts related to federal agency and GSE MBS are amortized over the term of the security to stated maturity, and the amortization of premiums and accretion of discounts are accelerated when principal payments are received. Gains and losses resulting from sales of securities are determined by specific issue based on average cost. Treasury securities, GSE debt securities, and federal agency and GSE MBS are reported net of premiums and discounts in the Consolidated Statements of Condition and interest income on those securities is reported net of the amortization of premiums and accretion of discounts in the Consolidated Statements of Income and Comprehensive Income.

In addition to outright purchases of federal agency and GSE MBS that are held in the SOMA, the Bank enters into dollar roll transactions (dollar rolls), which primarily involve an initial transaction to purchase or sell "to be announced" (TBA) MBS for delivery in the current month combined with a simultaneous agreement to sell or purchase TBA MBS on a specified future date. In 2010, the Bank also executed a limited number of TBA MBS coupon swap transactions, which involved a simultaneous sale of a TBA MBS and purchase of another TBA MBS of a different coupon rate. During the year ended December 31, 2010, the Bank's participation in the dollar roll and coupon swap markets furthered the MBS purchase program goals of providing support to the mortgage and housing markets and of fostering improved conditions in financial markets more generally. During the year ended December 31, 2011, the Bank executed dollar rolls primarily to facilitate settlement. The Bank accounts for outstanding commitments under dollar roll and coupon swaps as purchases or sales on a settlement-date basis. Net gains (losses) resulting from dollar roll and coupon swap transactions are reported as "Noninterest income (loss): System Open Market Account: Federal agency and government-sponsored enterprise mortgage-backed securities gains, net" in the Consolidated Statements of Income and Comprehensive Income.

Foreign currency denominated assets, which can include foreign currency deposits, securities purchased under agreements to resell, and government debt instruments, are revalued daily at current foreign currency market exchange rates in order to report these assets in U.S. dollars. Realized and unrealized gains and losses on foreign currency denominated assets are reported as "Noninterest income (loss): System Open Market Account: Foreign currency gains, net" in the Consolidated Statements of Income and Comprehensive Income.

Activity related to Treasury securities, GSE debt securities, and federal agency and GSE MBS, including the premiums, discounts, and realized gains and losses, is allocated to each Reserve Bank on a percentage basis derived from an annual settlement of the interdistrict settlement account that occurs in the second quarter of each year. Activity related to foreign currency denominated assets, including the premiums, discounts, and realized and unrealized gains and losses, is allocated to each Reserve Bank based on the ratio of each Reserve Bank's capital and surplus to the Reserve Banks' aggregate capital and surplus at the preceding December 31.

Warehousing is an arrangement under which the FOMC has approved the exchange, at the request of the Treasury, of U.S. dollars for foreign currencies held by the Treasury over a limited period. The purpose of the warehousing facility is to supplement the U.S. dollar resources of the Treasury for financing purchases of foreign currencies and related international operations. Warehousing agreements are designated as held-for-trading purposes and are valued daily at current market exchange rates. Activity related to these agreements is allocated to each Reserve Bank based on the ratio of each Reserve Bank's capital and surplus to the Reserve Banks' aggregate capital and surplus at the preceding December 31.

The Bank is authorized to hold foreign currency working balances and execute foreign exchange contracts to facilitate international payments and currency transactions it makes on behalf of foreign central bank and U.S. official institution customers. These foreign currency working balances and contracts are not related to the Bank's monetary policy operations. Foreign currency working balances are reported as a component of "Other assets" in the Consolidated Statements of Condition and the related foreign currency valuation gains and losses that result from the daily revaluation of the foreign currency working balances and contracts are reported as a component of "Non-interest income (loss): Other" in the Consolidated Statements of Income and Comprehensive Income.

g. Central Bank Liquidity Swaps

Central bank liquidity swaps, which are transacted between the Bank and a foreign central bank, can be structured as either U.S. dollar liquidity or foreign currency liquidity swap arrangements.

Central bank liquidity swaps activity, including the related income and expense, is allocated to each Reserve Bank based on the ratio of each Reserve Bank's capital and surplus to the Reserve Banks' aggregate capital and surplus at the preceding December 31. The foreign currency amounts associated with these central bank liquidity swap arrangements are revalued daily at current foreign currency market exchange rates.

U.S. Dollar Liquidity Swaps

At the initiation of each U.S. dollar liquidity swap transaction, the foreign central bank transfers a specified amount of its currency to a restricted account for the Bank in exchange for U.S. dollars at the prevailing market exchange rate. Concurrent with this transaction, the Bank and the foreign central bank agree to a second transaction that obligates the foreign central bank to return the U.S. dollars and the Bank to return the foreign currency on a specified future date at the same exchange rate as the initial transaction. The Bank's allocated portion of the foreign currency amounts that the Bank acquires are reported as "System Open Market Account: Central bank liquidity swaps" in the Consolidated Statements of Condition. Because the swap transaction will be unwound at the same U.S. dollar amount and exchange rate that were used in the initial transaction, the recorded value of the foreign currency amounts is not affected by changes in the market exchange rate.

The foreign central bank compensates the Bank based on the foreign currency amounts it holds for the Bank. The Bank's allocated portion of the amount of compensation received during the term of the swap transaction is reported as "Interest income: System Open Market Account: Central bank liquidity swaps" in the Consolidated Statements of Income and Comprehensive Income.

Foreign Currency Liquidity Swaps

The structure of foreign currency liquidity swap transactions involves the transfer by the Bank, at the prevailing market exchange rate, of a specified amount of U.S. dollars to an account for the foreign central bank in exchange for its currency. The foreign currency amount received would be reported as a liability by the Bank.

h. Investments Held by Consolidated Variable Interest Entities

The investments held by consolidated VIEs include investments in federal agency and GSE MBS, nonagency RMBS, commercial and residential real estate mortgage loans, CDOs, commercial paper, other investment securities, other real estate owned, and derivatives and associated hedges. Investments are reported as "Investments held by consolidated variable interest entities" in the Consolidated Statements of Condition. These investments are accounted for and classified as follows:

- ML's investments in debt securities are accounted for in accordance with FASB ASC Topic 320 (ASC 320) *Investments – Debt and Equity Securities*, and ML elected the fair value option for all eligible assets and liabilities in accordance with ASC 825. Other financial instruments, including swap contracts and other derivatives instruments in ML, are recorded at fair value in accordance with FASB ASC Topic 815 (ASC 815) *Derivatives and Hedging*.

- ML II and ML III qualify as nonregistered investment companies under the provisions of FASB ASC Topic 946 (ASC 946) *Financial Services – Investment Companies* and, therefore, all investments are recorded at fair value in accordance with ASC 946.
- TALF LLC follows the guidance in ASC 320 when accounting for any acquired ABS investments, and has elected the fair value option for all eligible assets in accordance with ASC 825.

i. Preferred Interests

The Bank presents its preferred interests in AIA LLC and ALICO LLC at cost consistent with ASC 320. The 5 percent cumulative dividends accrued by the Bank on the preferred interests are reported as "Noninterest income (loss): Dividends on preferred interests" in the Consolidated Statements of Income and Comprehensive Income. On a quarterly basis, the accrued dividends were capitalized and increased the recorded cost of the Bank's preferred interests in AIA LLC and ALICO LLC.

j. Bank Premises, Equipment, and Software

Bank premises and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, which range from two to fifty years. Major alterations, renovations, and improvements are capitalized at cost as additions to the asset accounts and are depreciated over the remaining useful life of the asset or, if appropriate, over the unique useful life of the alteration, renovation, or improvement. Maintenance, repairs, and minor replacements are charged to operating expense in the year incurred.

Costs incurred for software during the application development stage, whether developed internally or acquired for internal use, are capitalized based on the purchase cost and the cost of direct services and materials associated with designing, coding, installing, and testing the software. Capitalized software costs are amortized on a straight-line basis over the estimated useful lives of the software applications, which generally range from two to five years. Maintenance costs related to software are charged to operating expense in the year incurred.

Capitalized assets, including software, buildings, leasehold improvements, furniture, and equipment, are impaired and an adjustment is recorded when events or changes in circumstances indicate that the carrying amount of assets or asset groups is not recoverable and significantly exceeds the assets' fair value.

k. Interdistrict Settlement Account

At the close of business each day, each Reserve Bank aggregates the payments due to or from other Reserve Banks. These payments result from transactions between the Reserve Banks and transactions that involve depository institution accounts held by other Reserve Banks, such as Fedwire funds and securities transfers and check and ACH transactions. The cumulative net amount due to or from the other Reserve Banks is reflected in the "Interdistrict settlement account" in the Consolidated Statements of Condition.

l. Federal Reserve Notes

Federal Reserve notes are the circulating currency of the United States. These notes, which are identified as issued to a specific Reserve Bank, must be fully collateralized. All of the Bank's assets are eligible to be pledged as collateral. The collateral value is equal to the book value of the collateral tendered with the exception of securities, for which the collateral value is equal to the par value of the securities tendered. The par value of securities sold under agreements to repurchase is deducted from the eligible collateral value.

The Board of Governors may, at any time, call upon a Reserve Bank for additional security to adequately collateralize outstanding Federal Reserve notes. To satisfy the obligation to provide sufficient collateral for outstanding Federal Reserve notes, the Reserve Banks have entered into an agreement that provides for certain assets of the Reserve Banks to be jointly pledged as collateral for the Federal Reserve notes issued to all Reserve Banks. In the event that this collateral is insufficient, the Federal Reserve Act provides that Federal Reserve notes become a first and paramount lien on all the assets of the Reserve Banks. Finally, Federal Reserve notes are obligations of the United States government.

"Federal Reserve notes outstanding, net" in the Consolidated Statements of Condition represents the Bank's Federal Reserve notes outstanding, reduced by the Bank's currency holdings of $50,541 million and $64,698 million at December 31, 2011 and 2010, respectively.

At December 31, 2011 and 2010, all Federal Reserve notes issued to the Reserve Banks were fully collateralized. At December 31, 2011, all gold certificates, all special drawing rights certificates, and $1,018 billion of domestic securities held in the SOMA were pledged as collateral. At December 31, 2011, no investments denominated in foreign currencies were pledged as collateral.

m. Beneficial Interest in Consolidated Variable Interest Entities

ML, ML II, and ML III have outstanding senior and subordinated financial interests, inclusive of a fixed deferred purchase price in ML II and an equity contribution in ML III, and TALF LLC has an outstanding financial interest. Upon issuance of the financial interests, ML, ML II, ML III, and TALF LLC each elected to measure these obligations at fair value in accordance with ASC 825. Principal, interest, and changes in fair value on the senior financial interest, which were extended by the Bank, are eliminated in consolidation. The financial interests are recorded at fair value as "Beneficial interest in consolidated variable interest entities" in the Consolidated Statements of Condition. Interest expense and changes in fair value of the financial interest are recorded in "Interest expense: Beneficial interest in consolidated variable interest entities" and "Noninterest income (loss): Beneficial interest in consolidated variable interest entities gains/(losses), net," respectively, in the Consolidated Statements of Income and Comprehensive Income.

n. Deposits

Depository Institutions

Depository institutions' deposits represent the reserve and service-related balances, such as required clearing balances, in the accounts that depository institutions hold at the Bank. The interest rates paid on required reserve balances and excess balances are determined by the Board of Governors, based on an FOMC-established target range for the federal funds rate. Interest payable is reported as "Interest payable to depository institutions" in the Consolidated Statements of Condition.

The Term Deposit Facility (TDF) consists of deposits with specific maturities held by eligible institutions at the Reserve Banks. The Reserve Banks pay interest on these deposits at interest rates determined by auction. Interest payable is reported as "Interest payable to depository institutions" in the Consolidated Statements of Condition. There were no deposits held by the Bank under the TDF at December 31, 2011 and 2010.

Treasury

The Treasury general account is the primary operational account of the Treasury and is held at the Bank.

The Treasury's temporary supplementary financing program consists of a series of Treasury bill auctions, in addition to Treasury's standard borrowing program. The proceeds of this debt are held in an account at the Bank that is separate from the Treasury's general account, and this separate account is reported as "Treasury, supplementary financing account" in the Consolidated Statements of Condition. The purpose of placing funds in this account is to drain reserves from the banking system and partially offset the reserve impact of the Reserve Banks' lending and liquidity initiatives.

Other

Other deposits include foreign central bank and foreign government deposits held at the Bank that are allocated to the Bank and those in which the Bank has an undivided interest. Other deposits also include GSE deposits held by the Bank.

o. Funds from American International Group, Inc. Asset Dispositions, Held as Agent

Prior to the closing of the AIG recapitalization plan discussed in Note 3, the cash proceeds from certain AIG asset dispositions were held by the Bank as agent.

p. Capital Paid-in

The Federal Reserve Act requires that each member bank subscribe to the capital stock of the Reserve Bank in an amount equal to 6 percent of the capital and surplus of the member bank. These shares are nonvoting, with a par value of $100, and may not be transferred or hypothecated. As a member bank's capital and surplus changes, its holdings of Reserve Bank stock must be adjusted. Currently, only one-half of the subscription is paid-in and the remainder is subject to call. A member bank is liable for Reserve Bank liabilities up to twice the par value of stock subscribed by it.

By law, each Reserve Bank is required to pay each member bank an annual dividend of 6 percent on the paid-in capital stock. This cumulative dividend is paid semiannually. To meet the Federal Reserve Act requirement that annual dividends be deducted from net earnings, dividends are presented as a distribution of comprehensive income in the Consolidated Statements of Income and Comprehensive Income.

q. Surplus

The Board of Governors requires the Reserve Banks to maintain a surplus equal to the amount of capital paid-in. On a daily basis, surplus is adjusted to equate the balance to capital paid-in. Accumulated other comprehensive income is reported as a component of "Surplus" in the Consolidated Statements of Condition and the Consolidated Statements of Changes in Capital. Additional information regarding the classifications of accumulated other comprehensive income is provided in Notes 13, 14, and 15.

r. Interest on Federal Reserve Notes

The Board of Governors requires the Reserve Banks to transfer excess earnings to the Treasury as interest on Federal Reserve notes after providing for the costs of operations, payment of dividends, and reservation of an amount necessary to equate surplus with capital paid-in. This amount is reported as "Payments to Treasury as interest on Federal Reserve notes" in the Consolidated Statements of Income and Comprehensive Income.

If earnings during the year are not sufficient to provide for the costs of operations, payment of dividends, and equating surplus and capital paid-in, payments to the Treasury are suspended. A deferred asset is recorded that represents the amount of net earnings a Reserve Bank will need to realize before remittances to the Treasury resume. This deferred asset is periodically reviewed for impairment. The deferred asset is reported as "Deferred asset – interest on Federal Reserve notes" in the Consolidated Statements of Condition. As of December 31, 2011, no impairment existed.

s. Income and Costs Related to Treasury Services

When directed by the Secretary of the Treasury, the Bank is required by the Federal Reserve Act to serve as fiscal agent and depositary of the United States Government. By statute, the Treasury has appropriations to pay for these services. During the years ended December 31, 2011 and 2010, the Bank was reimbursed for substantially all services provided to the Treasury as its fiscal agent.

t. Compensation Received for Service Costs Provided and Compensation Paid for Service Costs Incurred

The Federal Reserve Bank of Atlanta (FRBA) has overall responsibility for managing the Reserve Banks' provision of check and ACH services to depository institutions and, as a result, recognizes total System revenue for these services in its Statements of Income and Comprehensive Income. The Bank manages the Reserve Banks' provision of Fedwire funds and securities services and recognizes total System revenue for these services in its Consolidated Statements of Income and Comprehensive Income. Similarly, the Federal Reserve Bank of Chicago (FRBC) has overall responsibility for managing the Reserve Banks' provision of electronic access services to depository institutions and, as a result, recognizes total System revenue for these services in its Statements of Income and Comprehensive Income. The FRBA, the Bank, and the FRBC compensate the applicable Reserve Banks for the costs incurred to provide these services. Compensation received by the Bank for providing check, ACH, and electronic access services is reported as "Compensation received for service costs provided" in the Consolidated Statements of Income and Comprehensive Income. Compensation paid by the Bank for Fedwire funds transfer and securities services is reported as "Compensation paid for service costs incurred" in the Consolidated Statements of Income and Comprehensive Income.

u. Assessments

The Board of Governors assesses the Reserve Banks to fund its operations and the operations of the Bureau and, for a two-year period following the July 21, 2010, effective date of the Dodd-Frank Act, the OFR. These assessments are allocated to each Reserve Bank based on each Reserve Bank's capital and surplus balances as of December 31 of the prior year for the Board of Governors' operations and as of the most recent quarter for the Bureau and OFR operations. The Board of Governors also assesses each Reserve Bank for the expenses incurred by the Treasury to produce and retire Federal Reserve notes based on each Reserve Bank's share of the number of notes comprising the System's net liability for Federal Reserve notes on December 31 of the prior year.

During the period prior to the Bureau transfer date of July 21, 2011, there was no limit on the funding provided to the Bureau and assessed to the Reserve Banks; the Board of Governors was required to provide the amount estimated by the Secretary of the Treasury needed to carry out the authorities granted to the Bureau under the Dodd-Frank Act and other federal law. The Dodd-Frank Act requires that, after the transfer date, the Board of Governors fund the Bureau in an amount not to exceed a fixed percentage of the total operating expenses of the System as reported in the Board of Governors' 2009 annual report, which totaled $4.98 billion. The fixed percentage of total 2009 operating expenses of the System is 10 percent ($498.0 million) for 2011, 11 percent ($547.8 million) for 2012, and 12 percent ($597.6 million) for 2013. After 2013, the amount will be adjusted in accordance with the provisions of the Dodd-Frank Act. The Bank's assessment for Bureau funding is reported as "Assessments: Bureau of Consumer Financial Protection" in the Consolidated Statements of Income and Comprehensive Income.

The Board of Governors assesses the Reserve Banks to fund the operations of the OFR for the two-year period following enactment of the Dodd-Frank Act; thereafter, the OFR will be funded by fees assessed on bank holding companies and nonbank financial companies that meet the criteria specified in the Dodd-Frank Act.

v. Fair Value

Certain assets and liabilities reported on the Bank's Consolidated Statements of Condition are measured at fair value in accordance with ASC 820, including TALF loans, investments and beneficial interests of the consolidated VIEs, and assets of the Retirement Plan for Employees of the System. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level fair value hierarchy that distinguishes between assumptions developed using market data obtained from independent sources (observable inputs) and the Bank's assumptions developed using the best information available in the circumstances (unobservable inputs). The three levels established by ASC 820 are described as follows:

- Level 1 – Valuation is based on quoted prices for identical instruments traded in active markets.

- Level 2 – Valuation is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

- Level 3 – Valuation is based on model-based techniques that use significant inputs and assumptions not observable in the market. These unobservable inputs and assumptions reflect the Bank's estimates of inputs and assumptions that market participants would use in pricing the assets and liabilities. Valuation techniques include the use of option pricing models, discounted cash flow models, and similar techniques.

The inputs or methodologies used for valuing assets and liabilities are not necessarily an indication of the risk associated with those assets and liabilities.

w. Taxes

The Reserve Banks are exempt from federal, state, and local taxes, except for taxes on real property. The Bank's real property taxes were $8 million for each of the years ended December 31, 2011 and 2010, and are reported as a component of "Operating expenses: Occupancy" in the Consolidated Statements of Income and Comprehensive Income.

x. Restructuring Charges

The Reserve Banks recognize restructuring charges for exit or disposal costs incurred as part of the closure of business activities in a particular location, the relocation of business activities from one location to another, or a fundamental reorganization that affects the nature of operations. Restructuring charges may include costs associated with employee separations, contract terminations, and asset impairments. Expenses are recognized in the period in which the Bank commits to a formalized restructuring plan or executes the specific actions contemplated in the plan and all criteria for financial statement recognition have been met.

y. Recently Issued Accounting Standards

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures* (Topic 820): *Improving Disclosures about Fair Value Measurements*. New requirements for disclosure of information about transfers among the hierarchy's classifications and the level of disaggregation of classes of assets were effective for the Bank for the year beginning on January 1, 2010, and the required disclosures are included where applicable in Notes 5, 9, and 13. Other required disclosures include the gross presentation of purchases, sales, issuances, and settlements in the reconciliation for Level 3 fair value measurements, which were effective for the Bank for the year beginning on January 1, 2011, and, are included in Note 9.

In July 2010, the FASB issued ASU 2010-20, *Receivables* (Topic 310): *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, which requires additional disclosures about the allowance for credit losses and the credit quality of loan portfolios. The additional disclosures include a roll forward of the allowance for credit losses on a disaggregated basis and more information, by type of receivable, on credit quality indicators, including the amount of certain past-due receivables and troubled debt restructurings and significant purchases and sales. The adoption of this update is effective for the Bank for the year ended December 31, 2011, and did not have a material effect on the Bank's consolidated financial statements.

In April 2011, the FASB issued ASU 2011-02, *Receivables* (Topic 310): *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring*, which clarifies accounting for troubled debt restructurings, specifically clarifying creditor concessions and financial difficulties experienced by borrowers. This update is effective for the Bank for the year ending December 31, 2012, and is not expected to have a material effect on the Bank's consolidated financial statements.

In April 2011, the FASB issued ASU 2011-03, *Transfers and Servicing* (Topic 860): *Reconsideration of Effective Control for Repurchase Agreements*, which reconsidered the effective control for repurchase agreements. This update prescribes when the Bank may or may not recognize a sale upon the transfer of financial assets subject to repurchase agreements. This determination is based, in part, on whether the Bank has maintained effective control over the transferred financial assets. This update is effective for the Bank for the year ending December 31, 2012, and is not expected to have a material effect on the Bank's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement* (Topic 820): *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. This update will result in common fair value measurement and disclosure requirements for GAAP and International Financial Reporting Standards. In addition, this update requires additional disclosures for fair value measurements categorized as Level 3, including quantitative information about the unobservable inputs and assumptions used in the fair value measurement, a description of the valuation policies and procedures, and a narrative description of the sensitivity of the fair value measurement to changes in unobservable inputs and the interrelationships between those unobservable inputs. In addition, disclosure of the amounts and reasons for all transfers in and out of Level 1 and Level 2 will be required. This update is effective for the Bank for the year ending December 31, 2012, and is not expected to have a material effect on the Bank's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income* (Topic 220): *Presentation of Comprehensive Income*, which requires a reporting entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This update eliminates the option to present the components of other comprehensive income as part of the statement of shareholders' equity. The update is intended to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items by presenting the components reported in other comprehensive income. The Bank has adopted the update in this ASU effective for the year ended December 31, 2011, and the required presentation is reflected in the Bank's consolidated financial statements.

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet* (Topic 210): *Disclosures about Offsetting Assets and Liabilities*. This update will require a reporting entity to present enhanced disclosures for financial instruments and derivative instruments that are offset or subject to master netting agreements or similar such agreements. This update is effective for the Bank for the year ending December 31, 2013, and is not expected to have a material effect on the Bank's consolidated financial statements.

In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income* (Topic 220): *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. This update indefinitely defers the requirements of ASU 2011-05 related to presentation of reclassification adjustments.

5. LOANS

The remaining maturity distribution of loans outstanding at December 31, 2011, and total loans outstanding at December 31, 2010, was as follows (in millions):

	2011					2010
	Within 15 Days	16 Days to 90 Days	91 Days to 1 Year	Over 1 Year to 5 Years	Total	Total
Loans to depository institutions	$ 9	$ —	$ —	$ —	$ 9	$ 36
TALF loans, fair value	—	1	4,373	4,685	9,059	24,853
AIG loan, net	—	—	—	—	—	20,603

Loans to Depository Institutions

The Bank offers primary, secondary, and seasonal loans to eligible borrowers, and each program has its own interest rate. Interest is accrued using the applicable interest rate established at least every 14 days by the Bank's board of directors, subject to review and determination by the Board of Governors. Primary and secondary loans are extended on a short-term basis, typically overnight, whereas seasonal loans may be extended for a period of up to nine months.

Primary, secondary, and seasonal loans are collateralized to the satisfaction of the Bank to reduce credit risk. Assets eligible to collateralize these loans include consumer, business, and real estate loans; Treasury securities; GSE debt securities; foreign sovereign debt; municipal, corporate, and state and local government obligations; asset-backed securities (ABS); corporate bonds; commercial paper; and bank-issued assets, such as certificates of deposit, bank notes, and deposit notes. Collateral is assigned a lending value that is deemed appropriate by the Bank, which is typically fair value reduced by a margin. Loans to depository institutions are monitored daily to ensure that borrowers continue to meet eligibility requirements for these programs. The financial condition of borrowers is monitored by the Bank and, if a borrower no longer qualifies for these programs, the Bank will generally request full repayment of the outstanding loan or, for primary or seasonal loans, may convert the loan to a secondary credit loan. Collateral levels are reviewed daily against outstanding obligations and borrowers that no longer have sufficient collateral to support outstanding loans are required to provide additional collateral or to make partial or full repayment.

TALF

TALF loans are nonrecourse loans secured by eligible collateral. Each TALF loan has a three-year maturity, except loans secured by Small Business Administration (SBA) Pool Certificates, loans secured by SBA Development Company Participation Certificates, or ABS backed by student loans or commercial mortgage loans, which have a five-year maturity if the borrower so elects.

The Bank has elected the fair value option for all TALF loans in accordance with ASC 825. Recording all TALF loans at fair value, rather than at the remaining principal amount outstanding, improves accounting consistency and provides the most appropriate presentation on the financial statements by matching the change in fair value of TALF loans, the related put agreement with TALF LLC, and the valuation of the beneficial interests in TALF LLC. Information regarding the TALF LLC's assets and liabilities is presented in Note 9.

In certain cases in which there is limited activity around inputs to the valuation, loans are classified within Level 3 of the valuation hierarchy. Because external price information was not available, market-based models were used to determine the fair value of the TALF loans. The fair value of the TALF loans was determined by valuing the future cash flows from loan interest income and the estimated fair value losses associated with collateral that may be put to the Bank. The valuation model takes into account a range of outcomes on TALF loan repayments, market prices of the collateral, risk premiums estimated using market prices, and the volatilities of market-risk factors. Other methodologies employed or assumptions made in determining fair value could result in an amount that differs significantly from the amount reported.

The following table presents the TALF loans at fair value as of December 31 by ASC 820 hierarchy (in millions):

	2011	2010
Level 3 fair value	$ 9,059	$ 24,853

The following table presents a reconciliation of TALF loans measured at fair value using significant unobservable inputs (Level 3) during the years ended December 31, 2011 and 2010 (in millions):

	TALF Loans
Fair value at January 1, 2010	$ 48,183
Net loans originated	9,484
Loan repayments and prepayments	(32,378)
Total realized and unrealized losses	(436)
Fair value at December 31, 2010	**$ 24,853**
Loan repayments and prepayments	(15,710)
Total realized and unrealized losses	(84)
Fair value at December 31, 2011	**$ 9,059**

The fair value of TALF loans reported in the Consolidated Statements of Condition as of December 31, 2011, and December 31, 2010, includes $37 million and $121 million in unrealized gains, respectively. The Bank attributes substantially all changes in fair value of nonrecourse loans to changes in instrument-specific credit spreads.

Eligible collateral includes U.S. dollar-denominated ABS that are backed by auto loans, student loans, credit card loans, equipment loans, floorplan loans, insurance premium financial loans, loans guaranteed by the SBA, residential mortgage servicing advances, or commercial mortgage loans. The following table presents the collateral concentration and maturity distribution for the remaining outstanding TALF loans, measured at fair value, as of December 31, 2011 (in millions):

	Time to Maturity			
Collateral Type[1]	16 to 90 Days	91 Days to 1 Year	Over 1 Year to 4 Years	Total
Student loan	$ —	$ 23	$1,937	$1,960
Credit card	—	2,326	80	2,406
CMBS	—	578	1,454	2,032
Floorplan	—	533	430	963
Auto	1	374	36	411
SBAs	—	113	221	334
Other[2]	—	426	527	953
Total	**$ 1**	**$4,373**	**$4,685**	**$9,059**

[1] All credit ratings are AAA unless otherwise indicated.

[2] Includes equipment loans, insurance premium financial loans, and residential mortgage servicing advances.

The aggregate remaining principal amount outstanding on TALF loans as of December 31, 2011 and 2010, was $9,013 million and $24,703 million, respectively.

At December 31, 2011 and 2010, no TALF loans were over ninety days past due or on nonaccrual status.

Earnings reported by the Bank related to the TALF include interest income and unrealized gains and losses on TALF loans as well as the Bank's allocated share of the TALF LLC's net income. Additional information regarding the income of the TALF LLC is presented in Note 9. The following table presents the components of TALF earnings recorded by the Bank for the years ended December 31 (in millions):

	2011	2010
Interest income	$265	$ 750
Administrative fee income	—	13
Unrealized (losses)	(84)	(436)
Total income on TALF loans	**$181**	**$ 327**
Allocated share of TALF LLC	(48)	71
Earnings of TALF	**$133**	**$ 398**

AIG Loan, Net

As a result of the closing of the AIG recapitalization plan on January 14, 2011, AIG repaid the Bank in full for all outstanding draws under the revolving line of credit and the related accrued interest, capitalized interest, and capitalized commitment fees. The remaining amount of the unamortized deferred commitment fees was recognized and the allowance for loan restructuring as of the closing of the recapitalization was fully accreted into interest income at that date.

The following table presents the components of the AIG loan at December 31 (in millions):

Loan Components	2011	2010
Line of credit drawn	$—	$14,621
Capitalized interest	—	4,663
Capitalized commitment fees	—	1,700
AIG loan, gross	**$—**	**$20,984**
Unamortized deferred commitment fees	—	(335)
Allowance for loan restructuring, net	—	(46)
AIG loan, net	**$—**	**$20,603**

The fair value of the AIG revolving line of credit provided by the Bank, based on estimated and actual draws and repayments, was not materially different from the net amount reported in the Consolidated Statements of Condition as of December 31, 2010.

The activity related to the allowance for AIG loan restructuring for the years ended December 31 was as follows (in millions):

	2011	2010
Allowance for loan restructuring at January 1	$(46)	$(1,488)
Adjustments to the allowance	46	1,442
Allowance for loan restructuring at December 31	**$ —**	**$ (46)**

The allowance for loan restructuring represented the economic effect of the reduction of the interest rate on loans the Bank made to AIG prior to April 17, 2009, as part of the loan restructuring that occurred on that date. The restructuring charges were recovered over the remaining term of the related loan as adjustments to the allowance, which resulted from periodic evaluations and are reported as a component of "Interest income: American International Group, Inc., net" in the Consolidated Statements of Income and Comprehensive Income. The average balance of the loans to AIG under the revolving line of credit, net of the allowance for restructuring, during the years ended December 31, 2011 and 2010, was $711 million and $22,874 million, respectively.

Allowance for Loan Loss

At December 31, 2011 and 2010, the Bank did not have any impaired loans and no allowance for loan losses was required. There were no impaired loans during the years ended December 31, 2011 and 2010.

6. TREASURY SECURITIES; GOVERNMENT-SPONSORED ENTERPRISE DEBT SECURITIES; FEDERAL AGENCY AND GOVERNMENT-SPONSORED ENTERPRISE MORTGAGE-BACKED SECURITIES; SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL; SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE; AND SECURITIES LENDING

The Bank, on behalf of the Reserve Banks, holds securities bought outright in the SOMA.

The Bank's allocated share of SOMA balances was approximately 46.504 percent and 40.805 percent at December 31, 2011 and 2010, respectively.

The Bank's allocated share of Treasury securities, GSE debt securities, and federal agency and GSE MBS, net, excluding accrued interest, held in the SOMA at December 31 was as follows (in millions):

	2011				
	Par	Unamortized Premiums	Unaccreted Discounts	Total Amortized Cost	Fair Value
Bills	$ 8,567	$ —	$ —	$ 8,567	$ 8,567
Notes	598,206	12,466	(574)	610,098	646,144
Bonds	166,801	28,529	(41)	195,289	236,565
Total Treasury securities	**$ 773,574**	**$ 40,995**	**$ (615)**	**$ 813,954**	**$ 891,276**
GSE debt securities	$ 48,362	$ 1,789	$ (7)	$ 50,144	$ 53,125
Federal agency and GSE MBS	$ 389,559	$ 5,403	$ (485)	$ 394,477	$ 416,444

	2010				
	Par	Unamortized Premiums	Unaccreted Discounts	Total Amortized Cost	Fair Value
Bills	$ 7,517	$ —	$ —	$ 7,517	$ 7,517
Notes	315,541	5,736	(312)	320,965	328,361
Bonds	93,765	13,359	(233)	106,891	118,236
Total Treasury securities	**$ 416,823**	**$ 19,095**	**$ (545)**	**$ 435,373**	**$ 454,114**
GSE debt securities	$ 60,171	$ 2,258	$ (8)	$ 62,421	$ 63,975
Federal agency and GSE MBS	$ 404,846	$ 5,756	$ (633)	$ 409,969	$ 418,664

The total of the Treasury securities, GSE debt securities, and federal agency and GSE MBS, net, excluding accrued interest, held in the SOMA at December 31 was as follows (in millions):

	2011		2010	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Bills	$ 18,423	$ 18,423	$ 18,422	$ 18,422
Notes	1,311,917	1,389,429	786,575	804,703
Bonds	419,937	508,694	261,955	289,757
Total Treasury securities	**$1,750,277**	**$1,916,546**	**$1,066,952**	**$1,112,882**
GSE debt securities	$ 107,828	$ 114,238	$ 152,972	$ 156,780
Federal agency and GSE MBS	$ 848,258	$ 895,495	$ 1,004,695	$ 1,026,003

The fair value amounts in the above tables are presented solely for informational purposes. Although the fair value of security holdings can be substantially greater than or less than the recorded value at any point in time, these unrealized gains or losses have no effect on the ability of the Reserve Banks, as the central bank, to meet their financial obligations and responsibilities. The fair value of federal agency and GSE MBS was determined using a model-based approach that considers observable inputs for similar securities; fair value for all other SOMA security holdings was determined by reference to quoted prices for identical securities.

The fair value of the fixed-rate Treasury securities, GSE debt securities, and federal agency and GSE MBS in the SOMA's holdings is subject to market risk, arising from movements in market variables, such as interest rates and securities prices. The fair value of federal agency and GSE MBS is also affected by the expected rate of prepayments of mortgage loans underlying the securities.

The following table provides additional information on the amortized cost and fair values of the federal agency and GSE MBS portfolio at December 31 (in millions):

Distribution of MBS Holdings by Coupon Rate	2011 Amortized Cost	2011 Fair Value	2010 Amortized Cost	2010 Fair Value
Allocated to the Bank:				
3.0%	$ 610	$ 621	$ —	$ —
3.5%	9,029	9,143	139	144
4.0%	75,096	78,947	68,420	68,717
4.5%	189,024	200,513	203,076	207,617
5.0%	84,869	89,597	94,432	96,931
5.5%	31,063	32,583	37,998	39,121
6.0%	4,256	4,472	5,268	5,458
6.5%	530	568	636	676
Total	**$394,477**	**$416,444**	**$ 409,969**	**$ 418,664**
Total SOMA:				
3.0%	$ 1,313	$ 1,336	$ —	$ —
3.5%	19,415	19,660	341	352
4.0%	161,481	169,763	167,675	168,403
4.5%	406,465	431,171	497,672	508,798
5.0%	182,497	192,664	231,420	237,545
5.5%	66,795	70,064	93,119	95,873
6.0%	9,152	9,616	12,910	13,376
6.5%	1,140	1,221	1,558	1,656
Total	**$848,258**	**$895,495**	**$1,004,695**	**$1,026,003**

There were no transactions related to securities purchased under agreements to resell during the years ended December 31, 2011 and 2010. Financial information related to securities sold under agreements to repurchase for the years ended December 31 was as follows (in millions):

	2011	2010
Allocated to the Bank:		
Contract amount outstanding, end of year	$ 46,458	$ 24,362
Average daily amount outstanding, during the year	32,647	23,575
Maximum balance outstanding, during the year	57,903	30,383
Securities pledged (par value), end of year	40,035	17,808
Securities pledged (market value), end of year	46,458	24,362
Total SOMA:		
Contract amount outstanding, end of year	$ 99,900	$ 59,703
Average daily amount outstanding, during the year	72,227	58,476
Maximum balance outstanding, during the year	124,512	77,732
Securities pledged (par value), end of year	86,089	43,642
Securities pledged (market value), end of year	99,900	59,703

The contract amounts for securities sold under agreements to repurchase approximate fair value. The Bank executes transactions for the purchase of securities under agreements to resell primarily to temporarily add reserve balances to the banking system. Conversely, transactions to sell securities under agreements to repurchase are executed to temporarily drain reserve balances from the banking system and as part of a service offering to foreign official and international account holders.

The remaining maturity distribution of Treasury securities, GSE debt securities, federal agency and GSE MBS bought outright, and securities sold under agreements to repurchase that were allocated to the Bank at December 31, 2011, was as follows (in millions):

	Within 15 Days	16 Days to 90 Days	91 Days to 1 Year	Over 1 Year to 5 Years	Over 5 Years to 10 Years	Over 10 Years	Total
Treasury securities (par value)	$ 7,555	$ 12,605	$41,807	$ 302,138	$ 302,238	$ 107,231	$ 773,574
GSE debt securities (par value)	1,161	2,335	9,159	28,183	6,433	1,091	48,362
Federal agency and GSE MBS (par value)[1]	—	—	—	6	16	389,537	389,559
Securities sold under agreements to repurchase (contract amount)	46,458	—	—	—	—	—	46,458
Total	**$55,174**	**$14,940**	**$50,966**	**$330,327**	**$ 308,687**	**$497,859**	**$1,257,953**

[1]The par amount shown for federal agency and GSE MBS is the remaining principal balance of the underlying mortgages.

Federal agency and GSE MBS are reported at stated maturity in the table above. The estimated weighted average life of these securities at December 31, 2011, which differs from the stated maturity primarily because it factors in scheduled payments and prepayment assumptions, is approximately 2.4 years.

The amortized cost and par value of Treasury securities and GSE debt securities that were loaned from the SOMA at December 31 were as follows (in millions):

	Allocated to the Bank			
	Amortized Cost		Par Value	
	2011	2010	2011	2010
Treasury securities	$ 7,032	$ 9,233	$ 6,500	$ 9,010
GSE debt securities	593	688	565	657

	Total SOMA			
	Amortized Cost		Par Value	
	2011	2010	2011	2010
Treasury securities	$15,121	$ 22,627	$13,978	$22,081
GSE debt securities	1,276	1,686	1,216	1,610

The Bank enters into commitments to buy Treasury and GSE debt securities and records the related securities on a settlement-date basis. As of December 31, 2011, the total purchase price of the Treasury securities under outstanding commitments was $3,200 million. The total purchase price of outstanding commitments allocated to the Bank was $1,488 million. These commitments had contractual settlement dates extending through January 3, 2012. As of December 31, 2011, the fair value of Treasury securities under outstanding purchase commitments was $3,208 million, of which $1,492 million was allocated to the Bank.

The Bank enters into commitments to buy and sell federal agency and GSE MBS and records the related securities on a settlement-date basis. As of December 31, 2011, the total purchase price of the federal agency and GSE MBS under outstanding purchase commitments was $41,503 million, of which $513 million was related to dollar roll transactions. The total purchase price of outstanding purchase commitments allocated to the Bank was $19,301 million, of which $238 million was related to dollar roll transactions. As of December 31, 2011, the total sales price of the federal agency and GSE MBS under outstanding sales commitments was $4,430 million, all of which was related to dollar roll transactions. The total sales price of outstanding sales commitments allocated to the Bank was $2,060 million, all of which was related to dollar roll transactions. These commitments, which had contractual settlement dates extending through February 2012, are for the purchase and sale of TBA MBS for which the number and identity of the pools that will be delivered to fulfill the commitment are unknown at the time of the trade. As of December 31, 2011, the fair value of federal agency and GSE MBS purchases and sales, net, under outstanding commitments was $41,873 million and $4,473 million, respectively, of which \$19,473 million and \$2,080 million, respectively, were allocated to the Bank. These commitments are subject to varying degrees of off-balance-sheet market risk and counterparty credit risk that result from their future settlement. The Bank requires the posting of cash collateral for commitments as part of the risk management practices used to mitigate the counterparty credit risk.

Other liabilities, which are related to federal agency and GSE MBS purchases and sales, includes the Bank's obligation to return cash margin posted by counterparties as collateral under commitments to purchase and sell federal agency and GSE MBS. In addition, other liabilities include obligations that arise from the failure of a seller to deliver securities to the Bank on the settlement date. Although the Bank has ownership of and records its investments in the MBS as of the contractual settlement date, it is not obligated to make payment until the securities are delivered, and the amount included in other liabilities represents the Bank's obligation to pay for the securities when delivered. The amount of other liabilities allocated to the Bank and held in the SOMA at December 31 was as follows (in millions):

	Allocated to the Bank		Total SOMA	
	2011	2010	2011	2010
Cash margin	\$ 591	\$ —	\$ 1,271	\$ —
Obligations from MBS transaction fails	45	—	97	—
Total	**\$636**	**\$ —**	**\$1,368**	**\$ —**

During the years ended December 31, 2011 and 2010, the Reserve Banks recorded net gains from federal agency and GSE MBS transactions of \$10 million and \$782 million, respectively, of which \$5 million and \$313 million, respectively, were allocated to the Bank. These net gains are reported as "Noninterest income (loss): Federal agency and government-sponsored enterprise mortgage-backed securities gains, net" in the Consolidated Statements of Income and Comprehensive Income.

Information about transactions related to Treasury securities, GSE debt securities, and federal agency and GSE MBS during the year ended December 31, 2011, is summarized as follows (in millions):

	Allocated to the Bank					
	Bills	Notes	Bonds	Total Treasury Securities	GSE Debt Securities	Federal Agency and GSE MBS
Balance at December 31, 2010	$ 7,517	$320,965	$106,891	$435,373	$62,421	$409,969
Purchases[1]	107,531	320,871	72,472	500,874	—	19,600
Sales[1]	—	(64,052)	—	(64,052)	—	—
Realized gains, net[2]	—	1,050	—	1,050	—	—
Principal payments and maturities	(107,534)	(30,362)	—	(137,896)	(19,269)	(87,742)
Amortization of premiums and discounts	3	(2,011)	(2,251)	(4,259)	(746)	(1,416)
Inflation adjustment on inflation-indexed securities	—	578	493	1,071	—	—
Annual reallocation adjustment[3]	1,050	63,059	17,684	81,793	7,738	54,066
Balance at December 31, 2011	**$ 8,567**	**$610,098**	**$ 195,289**	**$813,954**	**$50,144**	**$394,477**
Supplemental information – par value of transactions:						
Purchases	$107,534	$312,986	$ 57,126	$477,646	$ —	$ 19,046
Proceeds from sales	—	(62,701)	—	(62,701)	—	—

	Total SOMA					
	Bills	Notes	Bonds	Total Treasury Securities	GSE Debt Securities	Federal Agency and GSE MBS
Balance at December 31, 2010	$ 18,422	$ 786,575	$261,955	$1,066,952	$152,972	$1,004,695
Purchases[1]	239,487	731,252	161,876	1,132,615	—	42,145
Sales[1]	—	(137,733)	—	(137,733)	—	—
Realized gains, net[2]	—	2,258	—	2,258	—	—
Principal payments and maturities	(239,494)	(67,273)	—	(306,767)	(43,466)	(195,413)
Amortization of premiums and discounts	8	(4,445)	(4,985)	(9,422)	(1,678)	(3,169)
Inflation adjustment on inflation-indexed securities	—	1,283	1,091	2,374	—	—
Balance at December 31, 2011	**$ 18,423**	**$1,311,917**	**$419,937**	**$1,750,277**	**$107,828**	**$ 848,258**
Supplemental information – par value of transactions:						
Purchases	$239,494	$ 713,878	$127,802	$1,081,174	$ —	$ 40,955
Proceeds from sales	—	(134,829)	—	(134,829)	—	—

[1] Purchases and sales are reported on a settlement-date basis and include payments and receipts related to principal, premiums, discounts, and inflation compensation included in the basis of inflation-indexed securities. The amount reported as sales also includes realized gains, net.

[2] Adjustments for realized gains, net, is required because these amounts do not affect the reported amount of the related securities. The adjustments exclude gains and losses that result from net settled MBS TBA transactions.

[3] Reflects the annual adjustment to the Bank's allocated portion of the related SOMA securities that results from the annual settlement of the interdistrict settlement account, as discussed in Note 4f.

7. FOREIGN CURRENCY DENOMINATED ASSETS

The Bank holds foreign currency deposits with foreign central banks and the Bank for International Settlements and invests in foreign government debt instruments of Germany, France, and Japan. These foreign government debt instruments are guaranteed as to principal and interest by the issuing foreign governments. In addition, the Bank enters into transactions to purchase euro-denominated government debt securities under agreements to resell for which the accepted collateral is the debt instruments issued by the governments of Belgium, France, Germany, Italy, the Netherlands, and Spain.

The Bank's allocated share of foreign currency denominated assets was approximately 28.963 percent and 29.023 percent at December 31, 2011 and 2010, respectively.

The Bank's allocated share of foreign currency denominated assets, including accrued interest, valued at amortized cost and foreign currency market exchange rates at December 31 was as follows (in millions):

	2011	2010
Euro:		
Foreign currency deposits	$ 2,713	$ 2,048
Securities purchased under agreements to resell	—	716
German government debt instruments	546	537
French government debt instruments	763	799
Japanese yen:		
Foreign currency deposits	1,154	1,127
Japanese government debt instruments	2,340	2,333
Total allocated to the Bank	**$7,516**	**$7,560**

At December 31, 2011 and 2010, the fair value of foreign currency denominated assets, including accrued interest, allocated to the Bank was $7,564 million and $7,608 million, respectively. The fair value of government debt instruments was determined by reference to quoted prices for identical securities. The cost basis of foreign currency deposits and securities purchased under agreements to resell, adjusted for accrued interest, approximates fair value. Similar to Treasury securities, GSE debt securities, and federal agency and GSE MBS discussed in Note 6, unrealized gains or losses have no effect on the ability of a Reserve Bank, as the central bank, to meet its financial obligations and responsibilities. The fair value is presented solely for informational purposes.

Total Reserve Bank foreign currency denominated assets were $25,950 million and $26,049 million at December 31, 2011 and 2010, respectively. At December 31, 2011 and 2010, the fair value of the total Reserve Bank foreign currency denominated assets, including accrued interest, was $26,116 million and $26,213 million, respectively.

The remaining maturity distribution of foreign currency denominated assets that were allocated to the Bank at December 31, 2011, was as follows (in millions):

	Within 15 Days	16 Days to 90 Days	91 Days to 1 Year	Over 1 Year to 5 Years	Total
Euro	$1,550	$ 849	$ 613	$1,010	$4,022
Japanese yen	1,211	192	910	1,181	3,494
Total	**$2,761**	**$1,041**	**$1,523**	**$2,191**	**$7,516**

At December 31, 2011 and 2010, the authorized warehousing facility was $5 billion, with no balance outstanding.

There were no transactions related to the authorized reciprocal currency arrangements with the Bank of Canada and the Bank of Mexico during the years ended December 31, 2011 and 2010.

There were no foreign exchange contracts related to open market operations outstanding as of December 31, 2011.

The Bank enters into commitments to buy foreign government debt instruments and records the related securities on a settlement-date basis. As of December 31, 2011, there were $216 million of outstanding commitments to purchase euro-denominated government debt instruments, of which $62 million was allocated to the Bank. These securities settled on January 4, 2012, and replaced euro-denominated government debt instruments held in the SOMA that matured on that date. As of December 31, 2011, the fair value of euro-denominated government debt instruments under outstanding commitments was $216 million, of which $62 million was allocated to the Bank.

In connection with its foreign currency activities, the Bank may enter into transactions that are subject to varying degrees of off-balance-sheet market risk and counterparty credit risk that result from their future settlement. The Bank controls these risks by obtaining credit approvals, establishing transaction limits, receiving collateral in some cases, and performing daily monitoring procedures.

Foreign currency working balances held and foreign exchange contracts executed by the Bank to facilitate its international payments and currency transactions on behalf of foreign central banks and U.S. official institution customers were not material as of December 31, 2011 and 2010.

8. CENTRAL BANK LIQUIDITY SWAPS

U.S. Dollar Liquidity Swaps

The Bank's allocated share of U.S. dollar liquidity swaps was approximately 28.963 percent and 29.023 percent at December 31, 2011 and 2010, respectively.

The total foreign currency held under U.S. dollar liquidity swaps in the SOMA at December 31, 2011 and 2010, was $99,823 million and $75 million, respectively, of which $28,912 million and $22 million, respectively, were allocated to the Bank.

The remaining maturity distribution of U.S. dollar liquidity swaps that were allocated to the Bank at December 31 was as follows (in millions):

	2011			2010		
	Within 15 Days	16 Days to 90 Days	Total	Within 15 Days	16 Days to 90 Days	Total
Euro	$ 9,951	$ 14,795	$24,746	$22	$—	$22
Japanese yen	2,617	1,435	4,052	—	—	—
Swiss franc	92	22	114	—	—	—
Total	**$12,660**	**$ 16,252**	**$28,912**	**$22**	**$—**	**$22**

Foreign Currency Liquidity Swaps

There were no transactions related to the foreign currency liquidity swaps during the years ended December 31, 2011 and 2010.

9. INVESTMENTS HELD BY CONSOLIDATED VARIABLE INTEREST ENTITIES

a. Summary Information for Consolidated Variable Interest Entities

The total assets of consolidated VIEs, including cash, cash equivalents, and accrued interest, at December 31 were as follows (in millions):

	2011	2010
ML	$ 7,805	$27,961
ML II	9,257	16,457
ML III	17,820	23,583
TALF LLC	811	665
Total	**$35,693**	**$68,666**

The Bank's approximate maximum exposure to loss at December 31, 2011 and 2010, was $24,606 million and $55,434 million, respectively. These estimates incorporate potential losses associated with assets recorded on the Bank's balance sheet, net of the fair value of subordinated interests (beneficial interest in consolidated VIEs).

The classification of significant assets and liabilities of the consolidated VIEs at December 31 was as follows (in millions):

	2011	2010
Assets:		
CDOs	$ 17,854	$ 23,112
Nonagency RMBS	10,903	18,360
Federal agency and GSE MBS	440	16,842
Commercial mortgage loans	2,861	5,130
Swap contracts	657	851
Residential mortgage loans	378	603
Other investments	1,358	587
Subtotal	**$34,451**	**$65,485**
Cash, cash equivalents, and accrued interest receivable	1,242	3,181
Total investments held by consolidated VIEs	**$35,693**	**$68,666**
Liabilities:		
Beneficial interest in consolidated VIEs	$ 9,845	$ 10,051
Other liabilities[1]	$ 690	$ 921

[1] The amount reported as "Consolidated variable interest entities: Other liabilities" in the Consolidated Statements of Condition includes $554 million and $695 million related to cash collateral received on swap contracts at December 31, 2011 and 2010, respectively. The amount also includes accrued interest and accrued other expenses.

Total realized and unrealized gains (losses), net for the year ended December 31, 2011, were as follows (in millions):

	Total Portfolio Holdings Realized Gains (Losses), Net	Fair Value Changes Unrealized Gains (Losses), Net	Total Portfolio Holdings Realized/Unrealized Gains (Losses), Net
CDOs	$ (60)	$(3,278)	$ (3,338)
Nonagency RMBS	227	(1,084)	(857)
Federal agency and GSE MBS	1,221	(895)	326
Commercial mortgage loans[1]	(368)	407	39
Residential mortgage loans[1]	(312)	263	(49)
Swap contracts	(258)	225	(33)
Other investments	29	3	32
Other assets	(51)	11	(40)
Total	**$ 428**	**$(4,348)**	**$ (3,920)**

[1] Substantially all unrealized gains (losses) on the commercial and residential mortgage loans are attributable to changes in instrument-specific credit risk.

Total realized and unrealized gains (losses), net for the year ended December 31, 2010, were as follows (in millions):

	Total Portfolio Holdings Realized Gains (Losses), Net	Fair Value Changes Unrealized Gains (Losses), Net	Total Portfolio Holdings Realized/Unrealized Gains (Losses), Net
CDOs	$ 52	$ 3,201	$3,253
Nonagency RMBS	108	3,082	3,190
Federal agency and GSE MBS	291	320	611
Commercial mortgage loans[1]	(879)	2,319	1,440
Residential mortgage loans[1]	(86)	197	111
Swap contracts	(150)	(255)	(405)
Other investments	53	103	156
Other assets	(203)	27	(176)
Total	**$(814)**	**$8,994**	**$8,180**

[1] Substantially all unrealized gains (losses) on the commercial and residential mortgage loans are attributable to changes in instrument-specific credit risk.

The net income (loss) attributable to ML, ML II, ML III, and TALF LLC for the year ended December 31, 2011, was as follows (in millions):

	ML	ML II	ML III	TALF LLC	Total
Interest income:					
Portfolio interest income	$ 808	$ 609	$ 2,012	$ —	$ 3,429
Less: Interest expense	70	36	175	4	285
Net interest income (loss)	**738**	**573**	**1,837**	**(4)**	**3,144**
Noninterest income:					
Portfolio holdings gains (losses), net	434	(991)	(3,363)	—	(3,920)
Unrealized gains (losses) on beneficial interest in consolidated VIEs, net	(114)	91	558	(44)[1]	491
Net noninterest income (loss)	**320**	**(900)**	**(2,805)**	**(44)**	**(3,429)**
Total net interest income (loss)and noninterest income (loss)	**1,058**	**(327)**	**(968)**	**(48)**	**(285)**
Less: Professional fees	43	8	20	—	71
Net income (loss) attributable to consolidated VIEs	**$ 1,015**	**$(335)**	**$ (988)**	**$(48)**[2]	**$ (356)**

[1] The TALF LLC's unrealized loss on beneficial interest represents Treasury's financial interest in the net income of TALF LLC for the year ended December 31, 2011.

[2] Additional information regarding TALF-related income recorded by the Bank is presented in Note 5.

The net income (loss) attributable to ML, ML II, ML III, CPFF, and TALF LLC for the year ended December 31, 2010, was as follows (in millions):

	ML	ML II	ML III	CPFF	TALF LLC	Total
Interest income:						
Portfolio interest income	$ 1,133	$ 794	$ 2,299	$ 213	$ 1	$ 4,440
Less: Interest expense	66	34	173	—	4	277
Net interest income (loss)	**1,067**	**760**	**2,126**	**213**	**(3)**	**4,163**
Noninterest income:						
Portfolio holdings gains (losses), net	2,571	2,467	3,141	1	—	8,180
Unrealized gains (losses) on beneficial interest in consolidated VIEs, net	(1,135)	(1,353)	(2,266)	—	75[1]	(4,679)
Net noninterest income	**1,436**	**1,114**	**875**	**1**	**75**	**3,501**
Total net interest income (loss) and noninterest income	**2,503**	**1,874**	**3,001**	**214**	**72**	**7,664**
Less: Professional fees	69	10	22	2	1	104
Net income attributable to consolidated VIEs	**$2,434**	**$1,864**	**$2,979**	**$212**	**$71**[2]	**$7,560**

[1] The TALF LLC's unrealized gain on beneficial interest represents Treasury's financial interest in the net income of TALF LLC for the year ended December 31, 2010.

[2] Additional information regarding TALF-related income recorded by the Bank is presented in Note 5.

Following is a summary of the consolidated VIEs' subordinated financial interest for the years ended December 31, 2011 and 2010 (in millions):

	ML Subordinated Loan	ML II Deferred Purchase Price	ML III Equity Contribution	TALF LLC Financial Interest	Total
Fair value at January 1, 2010	$ —	$ —	$ 4,294	$ 801	$ 5,095
Interest accrued and capitalized	66	34	173	4	277
Unrealized (gain)/loss	1,135	1,353	2,266	(75)	4,679
Fair value at December 31, 2010	**$1,201**	**$1,387**	**$6,733**	**$ 730**	**$10,051**
Interest accrued and capitalized	70	36	175	4	285
Unrealized (gain)/loss	114	(91)	(558)	44	(491)
Fair value at December 31, 2011	**$1,385**	**$1,332**	**$6,350**	**$ 778**	**$ 9,845**

b. Maiden Lane LLC

ML's investment portfolio consists primarily of federal agency and GSE MBS, nonagency RMBS, commercial and residential mortgage loans, and derivatives and associated hedges. Following is a description of the significant holdings at December 31, 2011, and the associated credit risk for each holding:

i. Debt Securities

Federal agency and GSE MBS represent fractional ownership interests in RMBS guaranteed by federal agencies and GSEs. The rate of delinquencies and defaults on the underlying residential mortgage loans and the aggregate amount of the resulting losses will be affected by a number of factors, including general economic conditions, particularly those in the area where the related mortgaged property is located; the level of the borrower's equity in the mortgaged property; and the individual financial circumstances of the borrower. Changes in economic conditions, including delinquencies and defaults on assets underlying these securities, can affect the securities' value, income, and liquidity.

ML's nonagency RMBS investment portfolio is subject to varying levels of credit, interest rate, general market, and concentration risk. Credit-related risk on nonagency RMBS arises from losses due to delinquencies and defaults by borrowers on the underlying mortgage loans and breaches by originators and servicers of their obligations under the underlying documentation pursuant to which the nonagency RMBS were issued. The rate of delinquencies and defaults on residential mortgage loans and the aggregate amount of the resulting losses will be affected by a number of factors, including general economic conditions, particularly those in the area where the related mortgaged property is located; the level of the borrower's equity in the mortgaged property; and the individual financial circumstances of the borrower. Changes in economic conditions, including delinquencies and defaults on assets underlying these securities, can affect the securities' value, income, and liquidity.

The rate of interest payable on certain nonagency RMBS may be set or effectively capped at the weighted average net coupon of the underlying mortgage loans themselves, often referred to as an "available funds cap." As a result of this cap, the return to ML on such nonagency RMBS is dependent on the relative timing and rate of delinquencies and prepayments of mortgage loans bearing a higher interest rate.

As of December 31, 2011, approximately 37.9 percent and 12.5 percent of the properties collateralizing the nonagency RMBS held by ML were located in California and Florida, respectively, based on the total unpaid principal balance of the underlying loans.

The fair value of any particular nonagency RMBS asset may be subject to substantial variation. The entire market or particular instruments traded on a market may decline in value, even if projected cash flow or other factors improve, because the prices of such instruments are subject to numerous other factors that have little or no correlation to the performance of a particular instrument. Adverse developments in the nonagency RMBS market could have a considerable effect on ML because of its investment concentration in nonagency RMBS.

At December 31, 2011, the ratings breakdown of the $3.3 billion of debt securities, which are recorded at fair value in the ML portfolio as a percentage of aggregate fair value of all securities in the portfolio, was as follows:

	Ratings[1,4]						
	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and Lower[5]	Government/ Agency	Total
Security type:[2]							
Federal agency and GSE MBS	—	—	—	—	—	13.3%	13.3%
Nonagency RMBS	0.3%	0.6%	0.7%	0.6%	44.2%	—	46.4%
Other[3]	2.6%	1.9%	1.2%	6.1%	6.8%	21.8%	40.3%
Total	**2.9%**	**2.4%**	**1.9%**	**6.7%**	**51.0%**	**35.1%**	**100.0%**

[1] Lowest of all ratings is used for the purpose of this table if rated by two or more nationally recognized statistical rating organizations.

[2] This table excludes ML's commercial and residential mortgage loans, swaps, and other derivative contracts.

[3] Includes $702 million of short-term investments and $380 million of CDOs.

[4] Rows and columns may not total due to rounding.

[5] BB+ and lower includes debt securities that were not rated by a nationally recognized statistical rating organization as of December 31, 2011.

ii. Commercial and Residential Mortgage Loans

Commercial and residential mortgage loans are subject to a high degree of credit risk because of exposure to loss from loan defaults. Default rates are subject to a wide variety of factors, including, but not limited to, property performance, property management, supply and demand, construction trends, consumer behavior, regional economic conditions, interest rates, and other factors.

The performance profile for the commercial and residential mortgage loans at December 31, 2011, was as follows (in millions):

	Unpaid Principal Balance	Fair Value	Fair Value as a Percentage of Unpaid Principal Balance
Performing loans:			
Commercial	$ 3,705	$2,790	75.3%
Residential	618	335	54.2%
Subtotal	**4,323**	**3,125**	72.3%
Nonperforming/ nonaccrual loans:[1]			
Commercial	126	71	56.3%
Residential	119	43	36.1%
Subtotal	**245**	**114**	46.5%
Total:			
Commercial	3,831	2,861	74.7%
Residential	737	378	51.3%
Total	**$ 4,568**	**$3,239**	70.9%

[1] Nonperforming/nonaccrual loans include loans with payments past due greater than ninety days.

The following table summarizes the state in which residential mortgage loans are collateralized and the property types of the commercial mortgage loans held in the ML portfolio at December 31, 2011:

	Concentration of Unpaid Principal Balances	
	Residential	Commercial[2]
By state:		
California	37.6%	
Florida	7.5%	
Other[1]	54.9%	
Total	**100.0%**	
By property type:		
Hospitality		74.7%
Office		18.0%
Other[1]		7.3%
Total		**100.0%**

[1] No other individual state or property type comprises more than 5 percent of the total.

[2] One borrower represents approximately 43 percent of total unpaid principal balance of the commercial mortgage loan portfolio.

Commercial mortgage loans held by ML are composed of different levels of subordination with respect to the underlying properties, and relative to each other. Senior mortgage loans are secured property loans evidenced by a first mortgage that is senior to any subordinate or mezzanine financing. Subordinate mortgage interests, sometimes known as B Notes, are loans evidenced by a junior note or a junior participation in a mortgage loan. Mezzanine loans are loans made to the direct or indirect owner of the property-owning entity. Mezzanine loans are not secured by a mortgage on the property but rather by a pledge of the mezzanine borrower's direct or indirect ownership interest in the property-owning entity.

The following table summarizes commercial mortgage loans held by ML at December 31, 2011 (in millions):

Loan Type	Unpaid Principal Balances	Concentration of Unpaid Principal Balances
Senior mortgage loan	$ 2,695	70.3%
Subordinate interests in mortgages	74	2.0%
Mezzanine loans	1,062	27.7%
Total	**$ 3,831**	**100.0%**

As discussed in Note 17, subsequent to December 31, 2011, the total unpaid principal balance was reduced by $1.6 billion due to the sale of commercial mortgage loans held by ML.

iii. Derivative Instruments

Derivative contracts are instruments, such as futures and options or swap contracts, that derive their value from underlying assets, indexes, reference rates, or a combination of these factors. The ML portfolio includes various derivative financial instruments, primarily consisting of a total return swap agreement (TRS) with JPMC. ML and JPMC entered into the TRS with reference obligations representing single-name CDS primarily on RMBS and CMBS, and interest rate swaps (IRS) with various market participants, including JPMC. ML, through its investment manager, currently manages the CDS contracts within the TRS as a runoff portfolio and may unwind, amend, or novate reference obligations on an ongoing basis.

ML enters into additional derivative contracts consisting of futures and IRS to economically hedge its exposure to interest rates. For 2011, there were 144 trades executed as IRS. All derivatives are recorded at fair value in accordance with ASC 815. None of the derivatives held by ML are designated as hedging instruments for accounting purposes.

On an ongoing basis, ML pledges collateral for credit- or liquidity-related shortfalls based on 20 percent of the notional amount of sold CDS protection and 10 percent of the present value of future premiums on purchased CDS protection. Failure to post this collateral constitutes a TRS event of default. Separately, ML and JPMC engage in bilateral posting of collateral to cover the net mark-to-market (MTM) variations in the swap portfolio. ML nets the collateral received from JPMC from the bilateral MTM posting only to the extent that the reference obligations indicate JPMC as the original counterparty to Bear Stearns on March 14, 2008.

The values of ML's cash equivalents, purchased by the rehypothecation of cash collateral associated with the TRS, were $0.8 billion for each of the years ended December 31, 2011 and 2010. In addition, ML has pledged $0.6 billion and $1.0 billion of federal agency and GSE MBS and U.S. Treasury notes to JPMC as of December 31, 2011 and 2010, respectively.

The following risks are associated with the derivative instruments held by ML as part of the TRS agreement with JPMC as well as any derivatives outside of the TRS:

Market Risk

CDS are agreements that provide protection for the buyer against the loss of principal and, in some cases, interest on a bond or loan in case of a default by the issuer. The nature of a credit event is established by the protection buyer and protection seller at the inception of a transaction, and such events include bankruptcy, insolvency, or failure to meet payment obligations when due. The buyer of the CDS pays a premium in return for payment protection upon the occurrence, if any, of a credit event. Upon the occurrence of a triggering credit event, the maximum potential amount of future payments the seller could be required to make under a CDS is equal to the notional amount of the contract. Such future payments could be reduced or offset by amounts recovered under recourse or by collateral provisions outlined in the contract, including seizure and liquidation of collateral pledged by the buyer. ML's derivatives portfolio consists of purchased credit protection and sold credit protection with differing underlying referenced names that do not necessarily offset.

IRS obligate two parties to exchange one or more payments typically calculated with reference to fixed or periodically reset rates of interest applied to a specified notional principal amount. Notional principal is the amount to which interest rates are applied to determine the payment streams under IRS. Such notional principal amounts often are used to express the volume of these transactions but are not actually exchanged between the counterparties.

Futures contracts are agreements to buy and sell financial instruments for a set price on a future date. Initial margin deposits are made upon entering into futures contracts in the form of cash or securities. During the period that a futures contract is open, changes in the value of the contract are recorded as unrealized gains or losses by revaluing the contracts daily to reflect the market value of the contract at the end of each day's trading. Variation margin payments are paid or received, depending upon whether unrealized gains or losses result. When the contract is closed, ML will record a realized gain or loss equal to the difference between the proceeds from (or cost of) the closing transaction and ML's cost basis in the contract. The use of futures transactions involves the risk of imperfect correlation in movements in the price of futures contracts, interest rates, and the underlying hedged assets. ML is also at risk of not being able to enter into a closing transaction for the futures contract because of an illiquid secondary market. ML had pledged cash collateral related to future contracts of $18 million as of December 31, 2010. There was no cash collateral pledged as of December 31, 2011.

Credit Risk

Credit risk is the risk of financial loss resulting from failure by a counterparty to meet its contractual obligations to ML. This can be caused by factors directly related to the counterparty, such as business or management. Taking collateral is the most common way to mitigate credit risk. ML takes financial collateral in the form of cash and marketable securities to cover JPMC counterparty risk as part of the TRS agreement with JPMC as well as the over-the-counter derivatives activities outside of the TRS.

The following table summarizes the notional amounts of derivative contracts outstanding as of December 31, 2011 and 2010 (in millions):

	Notional Amounts[1]	
	2011	2010
Interest rate contracts:		
IRS[2]	$ —	$ 4,130
Futures and options[3]	—	—
Credit derivatives:		
CDS[4]	3,940	5,856
Total	**$3,940**	**$9,986**

[1] These amounts represent the sum of gross long and gross short notional derivative contracts. The change in notional amounts is representative of the volume of activity for the year ended December 31, 2011.

[2] There were no IRS contracts outstanding as of December 31, 2011, and thirty-nine IRS contracts outstanding as of December 31, 2010.

[3] Futures and options relate to contract equivalents and not gross notional amounts. The reported notional amount of futures and options as of December 31, 2010, has been corrected. The previously reported 2010 futures and options were reported at $18 million. The revised 2010 futures and options are reported at $18 thousand.

[4] There were 979 and 1,361 CDS contracts outstanding as of December 2011 and 2010, respectively.

The following table summarizes the fair value of derivative instruments by contract type on a gross basis as of December 31, 2011 and 2010, which is reported as a component of "Investments held by consolidated variable interest entities" in the Consolidated Statements of Condition (in millions):

	2011		2010	
	Gross Derivative Assets	Gross Derivative Liabilities	Gross Derivative Assets	Gross Derivative Liabilities
Interest rate contracts:				
IRS	$ —	$ —	$ 9	$ (229)
Futures and options	—	—	4	(2)
Credit derivatives:				
CDS[1]	1,630	(791)	2,317	(1,347)
Counterparty netting	(685)	685	(1,375)	1,375
Cash collateral netting	(288)	—	(100)	—
Total	**$ 657**	**$(106)**	**$ 855**	**$ (203)**

[1] CDS fair values as of December 31, 2011, for assets and liabilities include interest receivables of $22 million and payables of $13 million. CDS fair values as of December 31, 2010, for assets and liabilities include interest receivables of $39 million and payables of $28 million.

The table below summarizes certain information regarding protection sold through CDS as of December 31 (in millions):

	Maximum Potential Payout/Notional							
	2011						2010	
	Years to Maturity					Fair Value		Fair Value
Credit Ratings of the Reference Obligation	1 Year or Less	After 1 Year through 3 Years	After 3 Years through 5 Years	After 5 Years	Total	Asset/ (Liability)	Total	Asset/ (Liability)
Credit protection sold:								
Investment grade (AAA to BBB-)	$ —	$ —	$ —	$ 92	$ 92	$ (14)	$ 120	$ (23)
Noninvestment grade (BB+ or lower)	$150	$100	$ —	$904	$1,154	$(763)	$1,824	$(1,284)
Total credit protection sold	**$150**	**$100**	**$ —**	**$996**	**$1,246**	**$(777)**	**$1,944**	**$(1,307)**

The table below summarizes certain information regarding protection bought through CDS as of December 31 (in millions):

	Maximum Potential Recovery/Notional							
	2011						2010	
	Years to Maturity					Fair Value		Fair Value
Credit Ratings of the Reference Obligation	1 Year or Less	After 1 Year through 3 Years	After 3 Years through 5 Years	After 5 Years	Total	Asset/ (Liability)	Total	Asset/ (Liability)
Credit protection bought:								
Investment grade (AAA to BBB-)	$ 5	$ —	$ 7	$ 158	$ 170	$ 46	$ 263	$ 76
Noninvestment grade (BB+ or lower)	$351	$100	$22	$2,052	$2,525	$1,562	$3,648	$2,190
Total credit protection bought	**$356**	**$100**	**$29**	**$2,210**	**$2,695**	**$1,608**	**$3,911**	**$2,266**

iv. Other Assets

Other assets are primarily composed of other real estate owned of approximately $12 million.

c. Maiden Lane II LLC

ML II's investments in nonagency RMBS are subject to varying levels of credit, interest rate, general market, and concentration risk. Credit-related risk on nonagency RMBS arises from losses due to delinquencies and defaults by borrowers on the underlying residential mortgage loans and breaches by originators and servicers of their obligations under the underlying documentation pursuant to which the nonagency RMBS are issued. The rate of delinquencies and defaults on residential mortgage loans and the aggregate amount of the resulting losses will be affected by a number of factors, including general economic conditions, particularly those in the area where the related mortgaged property is located; the level of the borrower's equity in the mortgaged property; and the individual financial circumstances of the borrower.

The rate of interest payable on certain nonagency RMBS may be set or effectively capped at the weighted average net coupon of the underlying residential mortgage loans themselves, often referred to as an "available funds cap." As a result of this cap, the return to the holder of such nonagency RMBS is dependent on the relative timing and rate of delinquencies and prepayments of mortgage loans bearing a higher rate of interest.

The fair value of any particular nonagency RMBS asset may be subject to substantial variation. The entire market or particular instruments traded on a market may decline in value, even if projected cash flow or other factors improve, because the prices of such instruments are subject to numerous other factors that have little or no correlation to the performance of a particular instrument. Adverse developments in the nonagency RMBS market could have a considerable effect on ML II because of its investment concentration in nonagency RMBS.

At December 31, 2011, the type and rating composition of the ML II's $9.1 billion nonagency RMBS portfolio, recorded at fair value, as a percentage of aggregate fair value, were as follows:

	Rating[1,3]					
Asset type:	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and Lower	Total
Alt-A ARM	—	1.1%	1.1%	0.2%	21.6%	23.9%
Subprime	3.9%	3.2%	1.6%	1.0%	49.5%	59.2%
Option ARM	—	—	—	—	5.9%	5.9%
Other[2]	—	0.8%	1.6%	—	8.7%	11.0%
Total	**3.9%**	**5.0%**	**4.3%**	**1.2%**	**85.6%**	**100.0%**

[1] Lowest of all ratings is used for the purposes of this table if rated by two or more nationally recognized statistical rating organizations.

[2] Includes all asset types that, individually, represent less than 5 percent of aggregate portfolio fair value.

[3] Rows and columns may not total due to rounding.

At December 31, 2011, approximately 29 percent and 13 percent of the properties collateralizing the nonagency RMBS held by ML II were located in California and Florida, respectively, based on the geographical location data available for the underlying loans by aggregate unpaid principal balance.

d. Maiden Lane III LLC

The primary holdings within ML III are ABS CDOs. An ABS CDO is a security issued by a bankruptcy-remote entity that is backed by a diversified pool of debt securities, which in the case of ML III are primarily RMBS and CMBS. The cash flows of ABS CDOs can be split into multiple segments, called "tranches," which vary in risk profile and yield. The junior tranches bear the initial risk of loss, followed by the more senior tranches. The ABS CDOs in the ML III portfolio represent senior tranches. Because they are shielded from defaults by the subordinated tranches, senior tranches typically have higher credit ratings and lower yields than the underlying securities, and will often receive investment-grade ratings from one or more of the nationally recognized rating agencies. Despite the protection afforded by the subordinated tranches, senior tranches can experience substantial losses from actual defaults on the underlying nonagency RMBS or CMBS.

ML III's investment in CMBS and RMBS contain varying levels of credit, interest rate, liquidity, and concentration risk. Credit-related risk arises from losses due to delinquencies and defaults by borrowers on the underlying mortgage loans and breaches by originators and servicers of their obligations under the underlying documentation pursuant to which the securities are issued. The rate of delinquencies and defaults on residential and commercial mortgage loans and the aggregate amount of the resulting losses will be affected by a number of factors, including general economic conditions, particularly those in the area where the related mortgaged property is located; the level of the borrower's equity in the mortgaged property; and the individual financial circumstances of the borrower. Adverse developments in the RMBS and CMBS markets could have a considerable effect on ML III because of its investment concentration in CDOs backed by CMBS and RMBS.

At December 31, 2011, the investment type/vintage and rating composition of ML III's $17.7 billion portfolio, recorded at fair value, as a percentage of aggregate fair value of all securities in the portfolio, was as follows:

	Rating[1,2,3]						
	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and Lower	NR[4]	Total
ABS CDOs:							
High-grade ABS CDOs	**—**	**—**	**—**	**—**	**60.7%**	**2.7%**	**63.4%**
Pre-2005	—	—	—	—	20.5%	0.8%	21.3%
2005	—	—	—	—	28.3%	1.9%	30.2%
2006	—	—	—	—	5.4%	—	5.4%
2007	—	—	—	—	6.4%	—	6.4%
Mezzanine ABS CDOs	**—**	**—**	**—**	**—**	**8.0%**	**0.2%**	**8.2%**
Pre-2005	—	—	—	—	4.5%	0.2%	4.7%
2005	—	—	—	—	3.0%	—	3.0%
2006	—	—	—	—	—	—	—
2007	—	—	—	—	0.6%	—	0.6%
Commercial real-estate CDOs	**—**	**—**	**—**	**—**	**27.0%**	**—**	**27.0%**
Pre-2005	—	—	—	—	3.5%	—	3.5%
2005	—	—	—	—	—	—	—
2006	—	—	—	—	—	—	—
2007	—	—	—	—	23.4%	—	23.4%
RMBS, CMBS, and other:	**0.1%**	**0.1%**	**0.1%**	**0.1%**	**1.0%**	**—**	**1.5%**
Pre-2005	—	—	—	—	0.1%	—	0.2%
2005	0.1%	0.1%	0.1%	0.1%	0.8%	—	1.2%
2006	—	—	—	—	0.1%	—	0.1%
2007	—	—	—	—	—	—	—
Total investments	**0.1%**	**0.1%**	**0.1%**	**0.1%**	**96.7%**	**2.9%**	**100.0%**

[1] Lowest of all ratings was used for the purpose of this table if rated by two or more nationally recognized statistical rating organizations.

[2] The year of issuance with the highest concentration of underlying assets as measured by outstanding principal balance determines the vintage of the CDO.

[3] Rows and columns may not total due to rounding.

[4] Not rated by a nationally recognized statistical rating organization as of December 31, 2011.

e. TALF LLC

Cash receipts resulting from the put option fees paid to TALF LLC and proceeds from the Treasury's loan are invested in the following types of U.S. dollar-denominated short-term investments and cash equivalents eligible for purchase by the LLC: (1) U.S. Treasury securities, (2) federal agency securities that are senior, negotiable debt obligations of Fannie Mae, Freddie Mac, Federal Home Loan Banks, and Federal Farm Credit Banks, which have a fixed rate of interest, (3) repurchase agreements that are collateralized by Treasury and federal agency securities and fixed-rate agency mortgage-backed securities, and (4) money market mutual funds registered with the Securities and Exchange Commission and regulated under Rule 2a-7 of the Investment Company Act that invest exclusively in U.S. Treasury and federal agency securities. Cash may also be invested in a demand interest-bearing account held at the Bank of New York Mellon.

f. Fair Value Measurement

The consolidated VIEs have adopted ASC 820 and ASC 825 and have elected the fair value option for all securities and commercial and residential mortgages held by ML and TALF LLC. ML II and ML III qualify as nonregistered investment companies under the provisions of ASC 946 and, therefore, all investments are recorded at fair value in accordance with ASC 820. In addition, the Bank has elected to record the beneficial interests in ML, ML II, ML III, and TALF LLC at fair value.

The accounting and classification of these investments appropriately reflect the VIEs' and the Bank's intent with respect to the purpose of the investments and most closely reflect the amount of the assets available to liquidate the entities' obligations.

i. Determination of Fair Value

The consolidated VIEs value their investments on the basis of the last available bid prices or current market quotations provided by dealers or pricing services selected by the Bank's designated investment managers. To determine the value of a particular investment, pricing services may use information on transactions in such investments; quotations from dealers; pricing metrics; market transactions in comparable investments; relationships observed in the market between investments; and calculated yield measures based on valuation methodologies commonly employed in the market for such investments.

Market quotations may not represent fair value in circumstances in which the investment manager believes that facts and circumstances applicable to an issuer, a seller, a purchaser, or the market for a particular security result in the current market quotations reflecting an inaccurate fair value of the security. To determine fair value, the investment manager applies proprietary valuation models that use collateral performance scenarios and pricing metrics derived from the reported performance of the universe of bonds with similar characteristics as well as the observable market.

Because of the uncertainty inherent in determining the fair value of investments that do not have a readily available fair value, the fair value of these investments may differ significantly from the values that would have been reported if a readily available fair value had existed for these investments and may differ materially from the values that may ultimately be realized.

The fair value of the liability for the beneficial interests of consolidated VIEs is estimated based upon the fair value of the underlying assets held by the VIEs. The holders of these beneficial interests do not have recourse to the general credit of the Bank.

ii. Valuation Methodologies for Level 3 Assets and Liabilities

In certain cases in which there is limited activity around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy. For example, in valuing CDOs, certain collateralized mortgage obligations, and commercial and residential mortgage loans, the determination of fair value is based on collateral performance scenarios. These valuations also incorporate pricing metrics derived from the reported performance of the universe of bonds and from observations and estimates of market data. Because external price information is not available, market-based models are used to value these securities. Key inputs to the model may include market spreads or yield estimates for comparable instruments, data for each credit rating, valuation estimates for underlying property collateral, projected cash flows, and other relevant contractual features. Because there is lack of observable pricing, securities and investment loans that are carried at fair value are classified within Level 3.

The following tables present the financial instruments recorded in VIEs at fair value as of December 31 by ASC 820 hierarchy (in millions):

	2011				
	Level 1	Level 2	Level 3	Netting[1]	Total Fair Value
Assets:					
CDOs	$ —	$ 167	$ 17,687	$ —	$ 17,854
Nonagency RMBS	—	5,493	5,410	—	10,903
Federal agency and GSE MBS	—	440	—	—	440
Commercial mortgage loans	—	1,464	1,397	—	2,861
Cash equivalents	1,171	—	—	—	1,171
Swap contracts	—	—	1,630	(973)	657
Residential mortgage loans	—	—	378	—	378
Other investments	1,095	126	108	—	1,329
Total assets	**$2,266**	**$7,690**	**$26,610**	**$ (973)**	**$35,593**
Liabilities:					
Beneficial interest in consolidated VIEs	$ —	$ —	$ 9,845	$ —	$ 9,845
Swap contracts	—	—	791	(685)	106
Total liabilities	**$ —**	**$ —**	**$10,636**	**$ (685)**	**$ 9,951**

[1]Derivative receivables and payables and the related cash collateral received and paid are shown net when a master netting agreement exists.

	2010				
	Level 1	Level 2	Level 3	Netting[1]	Total Fair Value
Assets:					
CDOs	$ —	$ 301	$ 22,811	$ —	$23,112
Nonagency RMBS	—	11,551	6,809	—	18,360
Federal agency and GSE MBS	—	16,812	30	—	16,842
Commercial mortgage loans	—	3,199	1,931	—	5,130
Cash equivalents	3,003	—	—	—	3,003
Swap contracts	—	9	2,317	(1,475)	851
Residential mortgage loans	—	—	603	—	603
Other investments	85	400	79	—	564
Other assets	—	4	—	—	4
Total assets	**$3,088**	**$32,276**	**$34,580**	**$(1,475)**	**$68,469**
Liabilities:					
Beneficial interest in consolidated VIEs	$ —	$ —	$10,051	$ —	$ 10,051
Swap contracts	—	229	1,347	(1,375)	201
Other liabilities	2	—	—	—	2
Total liabilities	**$ 2**	**$ 229**	**$11,398**	**$(1,375)**	**$10,254**

[1]Derivative receivables and payables and the related cash collateral received and paid are shown net when a master netting agreement exists.

The following table presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as of December 31, 2011 (in millions). Unrealized gains and losses related to those assets still held at December 31, 2011, are reported as a component of "Investments held by consolidated variable interest entities gains/(losses), net" in the Consolidated Statements of Income and Comprehensive Income.

	2011						Change in Unrealized Gains (Losses), Net Related to Financial Instruments Held at December 31, 2011
	Fair Value at December 31, 2010	Purchases, Sales, and Settlements, Net	Realized/ Unrealized Gains (Losses), Net	Gross Transfers In[1,2,3]	Gross Transfers Out[1,2,3]	Fair Value at December 31, 2011	
Assets:							
CDOs	$ 22,811	$(1,889)	$(3,351)	$ 116	$ —	$ 17,687	$(3,297)
Nonagency RMBS	6,809	(2,891)	(483)	4,066	(2,091)	5,410	(725)
Commercial mortgage loans	1,931	(626)	92	—	—	1,397	65
Residential mortgage loans	603	(175)	(50)	—	—	378	263
Federal agency and GSE MBS	30	(28)	(2)	—	—	—	—
Other investments	79	(29)	(2)	94	(34)	108	(9)
Total assets	**$32,263**	**$(5,638)**	**$(3,796)**	**$4,276**	**$(2,125)**	**$24,980**	**$(3,703)**
Net swap contracts[4]	$ 970	$ (235)	$ 104	$ —	$ —	$ 839	$ 83
Liabilities:							
Beneficial interest in consolidated VIEs	$ 10,051	$ 285[5]	$ (491)	$ —	$ —	$ 9,845	$ 491

[1] The amount of transfers is based on the fair values of the transferred assets at the beginning of the reporting period.

[2] There were no significant transfers between Level 1 and Level 2 during the year ended December 31, 2011.

[3] Nonagency RMBS, with a December 31, 2010 fair value of $2,091 million, were transferred from Level 3 to Level 2 because they are valued at December 31, 2011, based on quoted prices in nonactive markets (Level 2). These investments were valued in the prior year on nonobservable model-based inputs (Level 3). There were also nonagency RMBS, CDOs, and other investments for which valuation inputs became less observable during the year ended December 31, 2011, which resulted in $4,066 million, $116 million, and $94 million, respectively, in transfers from Level 2 to Level 3. There were no other significant transfers between Level 2 and Level 3 during the current year.

[4] Level 3 derivative assets and liabilities are presented net for purposes of this table.

[5] Includes $285 million in capitalized interest.

The following table presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as of December 31, 2010 (in millions). Unrealized gains and losses related to those assets still held at December 31, 2010, are reported as a component of "Investments held by consolidated variable interest entities gains/(losses), net" in the Consolidated Statements of Income and Comprehensive Income.

	2010							Change in Unrealized Gains (Losses), Net Related to Financial Instruments Held at December 31, 2010
	Fair Value at December 31, 2009	Purchases, Sales, and Settlements, Net	Realized/ Unrealized Gains (Losses), Net	Gross Transfers In[1,2,4]	Gross Transfers Out[1,2,3,4]	Fair Value at December 31, 2010		
Assets:								
CDOs[7]	$ 22,200	$(2,474)	$ 3,096	$ —	$ (11)	$ 22,811		$ 3,043
Nonagency RMBS[7]	8,300	(1,046)	1,144	2,791	(4,380)	6,809		1,044
Commercial mortgage loans	4,025	(335)	681	—	(2,440)	1,931		542
Residential mortgage loans	583	(91)	111	—	—	603		197
Federal agency and GSE MBS	24	(34)	2	62	(24)	30		2
Other investments	23	(39)	65	30	—	79		11
Total assets	**$35,155**	**$(4,019)**	**$ 5,099**	**$2,883**	**$(6,855)**	**$32,263**		**$ 4,839**
Net swap contracts[5]	$ 1,456	$ (325)	$ (161)	$ —	$ —	$ 970		$ (137)
Liabilities:								
Beneficial interest in consolidated VIEs	$ 5,095	$ 277[6]	$ 4,679	$ —	$ —	$ 10,051		$ 4,679

[1] The amount of transfers is based on the fair values of the transferred assets at the beginning of the reporting period.

[2] There were no significant transfers between Level 1 and level 2 during the year ended December 31, 2010.

[3] Commercial mortgage loans, with a December 31, 2009 fair value of $2,440 million, were transferred from Level 3 to Level 2 because they were valued at December 31, 2010, based on quoted prices for identical or similar instruments in nonactive markets (Level 2). These investments were valued in the prior year based on nonobservable inputs (Level 3).

[4] Nonagency RMBS, with a December 31, 2009 fair value of $3,830 million, were transferred from Level 3 to Level 2 because they were valued at December 31, 2010, based on quoted prices in nonactive markets (Level 2). These investments were valued in the prior year on nonobservable model-based inputs (Level 3). There were also certain nonagency RMBS for which valuation inputs became less observable during the year ended December 31, 2010, which resulted in $2,647 million in transfers from Level 2 to Level 3. There were no other significant transfers between Level 2 and Level 3 during the year.

[5] Level 3 derivative assets and liabilities are presented net for purposes of this table.

[6] Includes $277 million in capitalized interest.

[7] Investments with a fair value of $209 million as of December 31, 2009, were reclassified from CDOs to nonagency RMBS.

The following tables present the gross components of purchases, sales, and settlements, net, shown in the previous tables for the years ended December 31, 2011 and 2010 (in millions):

	2011			
	Purchases	Sales	Settlements[2]	Purchases, Sales, and Settlements, Net
Assets:				
CDOs	$ —	$ (6)	$(1,883)	$(1,889)
Nonagency RMBS	—	(1,978)	(913)	(2,891)
Commercial mortgage loans	—	(557)	(69)	(626)
Residential mortgage loans	—	(97)	(78)	(175)
Federal agency and GSE MBS	—	(17)	(11)	(28)
Other investments	2	(21)	(10)	(29)
Total assets	**$ 2**	**$(2,676)**	**$ (2,964)**	**$(5,638)**
Net swap contracts	$ —	$ (48)	$ (187)	$ (235)
Liabilities:				
Beneficial interest in consolidated VIEs	$285	$ —	$ —	$ 285

	2010[1]			
	Purchases	Sales	Settlements[2]	Purchases, Sales, and Settlements, Net
Assets:				
CDOs	$ —	$(184)	$(2,290)	$(2,474)
Nonagency RMBS	—	(8)	(1,038)	(1,046)
Commercial mortgage loans	—	(269)	(66)	(335)
Residential mortgage loans	—	—	(91)	(91)
Federal agency and GSE MBS	—	—	(34)	(34)
Other investments	16	(1)	(54)	(39)
Total assets	**$ 16**	**$(462)**	**$(3,573)**	**$(4,019)**
Net swap contracts	$ —	$ (19)	$ (306)	$ (325)
Liabilities:				
Beneficial interest in consolidated VIEs	$277	$ —	$ —	$ 277

[1] The Bank chose to include the gross presentation of purchases, sales, and settlements in the reconciliation for Level 3 fair value measurements as of December 31, 2010, though not specifically required, so as to provide a more consistent presentation to the format seen for the Level 3 fair value measurements as of December 31, 2011.

[2] Includes paydowns.

g. Professional Fees

The consolidated VIEs have recorded costs for professional services provided, among others, by several nationally recognized institutions that serve as investment managers, administrators, and custodians for the VIEs' assets. The fees charged by the investment managers, custodians, administrators, auditors, attorneys, and other service providers are recorded in "Professional fees related to consolidated variable interest entities" in the Consolidated Statements of Income and Comprehensive Income.

10. NONCONSOLIDATED VARIABLE INTEREST ENTITIES

In December 2009, the Bank received preferred interests in two VIEs, AIA LLC and ALICO LLC. As a result of the closing of the AIG recapitalization plan on January 14, 2011, AIG paid the Bank in full for its preferred interests in AIA LLC and ALICO LLC, including accrued dividends. The Bank did not previously consolidate these VIEs because it did not have a controlling financial interest. The recorded value of the Bank's preferred interests, including capitalized dividends, was $16,866 million for AIA LLC and $9,499 million for ALICO LLC at December 31, 2010. The Bank's preferred interests and capitalized dividends are reported as "Preferred interests" and dividends receivable are reported as a component of "Other assets" in the Bank's Consolidated Statements of Condition.

11. BANK PREMISES, EQUIPMENT, AND SOFTWARE

Bank premises and equipment at December 31 were as follows (in millions):

	2011	2010
Bank premises and equipment:		
Land and land improvements	$ 21	$ 21
Buildings	349	329
Building machinery and equipment	79	79
Construction in progress	4	5
Furniture and equipment	128	135
Subtotal	**581**	**569**
Accumulated depreciation	(271)	(253)
Bank premises and equipment, net	**$ 310**	**$ 316**
Depreciation expense, for the years ended December 31	$ 30	$ 31

The Bank had capitalized software assets, net of amortization, of $57 million and $54 million at December 31, 2011 and 2010, respectively. Amortization expense was $21 million and $20 million for the years ended December 31, 2011 and 2010, respectively. Capitalized software assets are reported as a component of "Other assets" in the Consolidated Statements of Condition and the related amortization is reported as a component of "Operating expenses: Other" in the Consolidated Statements of Income and Comprehensive Income.

12. COMMITMENTS AND CONTINGENCIES

In conducting its operations, the Bank enters into contractual commitments, normally with fixed expiration dates or termination provisions, at specific rates and for specific purposes.

At December 31, 2011, the Bank was obligated under noncancelable leases for premises and equipment with remaining terms ranging from one to approximately twelve years. These leases provide for increased rental payments based upon increases in real estate taxes, operating costs, or selected price indexes.

Rental expense under operating leases for certain operating facilities, warehouses, and data processing and office equipment (including taxes, insurance, and maintenance when included in rent), net of sublease rentals, was $22 million for each of the years ended December 31, 2011 and 2010.

Future minimum rental payments under noncancelable operating leases, net of sublease rentals, with remaining terms of one year or more, at December 31, 2011, are as follows (in millions):

	Operating Leases
2012	$ 10
2013	10
2014	10
2015	10
2016	11
Thereafter	73
Future minimum rental payments[1]	**$124**

[1] On February 28, 2012, the Bank completed the purchase of the building located at 33 Maiden Lane, New York, N.Y., for $207.5 million. The Bank was previously leasing space in the building, and future minimum rental payments for the leased space reported in the table above were $108 million.

Under the Insurance Agreement of the Reserve Banks, each of the Reserve Banks has agreed to bear, on a per incident basis, a share of certain losses in excess of 1 percent of the capital paid-in of the claiming Reserve Bank, up to 50 percent of the total capital paid-in of all Reserve Banks. Losses are borne in the ratio of a Reserve Bank's capital paid-in to the total capital paid-in of all Reserve Banks at the beginning of the calendar year in which the loss is shared. No claims were outstanding under the agreement at December 31, 2011 and 2010.

The Bank is involved in certain legal actions and claims arising in the ordinary course of business. Although it is difficult to predict the ultimate outcome of these actions, in management's opinion, based on discussions with counsel, the legal actions and claims will be resolved without material adverse effect on the financial position or results of operations of the Bank.

Other Commitments

In support of financial market stability activities, the Bank entered into commitments to provide financial assistance to financial institutions. The contractual amounts shown below are the Bank's maximum exposures to loss in the event that the commitments are fully funded and there is a default by the borrower or total loss in value of pledged collateral. Total commitments at December 31, 2011 and 2010, were as follows (in millions):

	2011		2010	
	Contractual Amount	Unfunded Amount	Contractual Amount	Unfunded Amount
Secured revolving line of credit (AIG)	$—	$—	$ 24,512	$9,891
Commercial loan commitments (ML)	61	61	72	72
Additional loan commitments (ML)[1]	18	18	9	9
Total	**$79**	**$79**	**$24,593**	**$9,972**

[1] In 2011, there is additional restricted cash totaling $18 million that may be required to be advanced by ML for property level expenses or improvements.

The contractual amount of the commitment related to the AIG secured revolving line of credit represents the maximum commitment at December 31, 2010, to lend to AIG and the unfunded amount represents the maximum commitment reduced by draws outstanding. As a result of the closing of the AIG recapitalization plan on January 14, 2011, the revolving line of credit was paid in full, including interest and fees, and the Bank's commitment to lend any further funds was terminated.

The undrawn portion of the Bank's commercial loan commitments relates to commercial mortgage loan commitments acquired by ML.

13. RETIREMENT AND THRIFT PLANS

Retirement Plans

The Bank currently offers three defined benefit retirement plans to its employees, based on length of service and level of compensation. Substantially all of the employees of the Reserve Banks, Board of Governors, and Office of Employee Benefits of the Federal Reserve System (OEB) participate in the Retirement Plan for Employees of the Federal Reserve System (System Plan). Under the Dodd-Frank Act, newly hired Bureau employees are eligible to participate in the System Plan and transferees from other governmental organizations can elect to participate in the System Plan. In addition, employees at certain compensation levels participate in the Benefit Equalization Retirement Plan (BEP) and certain Reserve Bank officers participate in the Supplemental Retirement Plan for Select Officers of the Federal Reserve Banks (SERP).

The System Plan provides retirement benefits to employees of the Reserve Banks, Board of Governors, OEB, and certain employees of the Bureau. The Bank, on behalf of the System, recognizes the net asset or net liability and costs associated with the System Plan in its consolidated financial statements. During the year ended December 31, 2011, certain costs associated with the System Plan were reimbursed by the Bureau. During the year ended December 31, 2010, costs associated with the System Plan were not reimbursed by other participating employers.

Following is a reconciliation of the beginning and ending balances of the System Plan benefit obligation (in millions):

	2011	2010
Estimated actuarial present value of projected benefit obligation at January 1	$ 8,258	$ 7,364
Service cost-benefits earned during the period	258	223
Interest cost on projected benefit obligation	461	450
Actuarial loss	1,427	508
Contributions by plan participants	6	9
Special termination benefits	10	11
Benefits paid	(315)	(307)
Plan amendments	93	—
Estimated actuarial present value of projected benefit obligation at December 31	**$10,198**	**$ 8,258**

Following is a reconciliation showing the beginning and ending balance of the System Plan assets, the funded status, and the prepaid (accrued) pension benefit costs (in millions):

	2011	2010
Estimated plan assets at January 1 (of which $6,998 and $6,252 are measured at fair value as of January 1, 2011 and 2010, respectively)	$ 7,273	$ 6,281
Actual return on plan assets	649	710
Contributions by the employer	435	580
Contributions by plan participants	6	9
Benefits paid	(315)	(307)
Estimated plan assets at December 31 (of which $7,977 and $6,998 are measured at fair value as of December 31, 2011 and 2010, respectively)	**$ 8,048**	**$ 7,273**
Funded status and accrued pension benefit costs	$ (2,150)	$ (985)
Amounts included in accumulated other comprehensive loss are shown below:		
Prior service cost	$ (739)	$ (771)
Net actuarial loss	(3,710)	(2,589)
Total accumulated other comprehensive loss	**$(4,449)**	**$(3,360)**

During the year ended December 31, 2011, the Bureau funded $14.4 million for its employees who transferred into the System Plan. All other employer contributions during the year ended December 31, 2011 and 2010, were funded by the Bank on behalf of the System.

Accrued pension benefit costs are reported as a component of "Accrued benefit costs" in the Consolidated Statements of Condition.

The accumulated benefit obligation for the System Plan, which differs from the estimated actuarial present value of the projected benefit obligation because it is based on current rather than future compensation levels, was $8,803 million and $7,136 million at December 31, 2011 and 2010, respectively.

The weighted-average assumptions used in developing the accumulated pension benefit obligation for the System Plan as of December 31 were as follows:

	2011	2010
Discount rate	4.50%	5.50%
Rate of compensation increase	5.00%	5.00%

Net periodic benefit expenses for the years ended December 31, 2011 and 2010, were actuarially determined using a January 1 measurement date. The weighted-average assumptions used in developing net periodic benefit expenses for the System Plan for the years were as follows:

	2011	2010
Discount rate	5.50%	6.00%
Expected asset return	7.25%	7.75%
Rate of compensation increase	5.00%	5.00%

Discount rates reflect yields available on high-quality corporate bonds that would generate the cash flows necessary to pay the System Plan's benefits when due. The expected long-term rate of return on assets is an estimate that is based on a combination of factors, including the System Plan's asset allocation strategy and historical returns; surveys of expected rates of return for other entities' plans; a projected return for equities and fixed-income investments based on real interest rates, inflation expectations, and equity risk premiums; and surveys of expected returns in equity and fixed-income markets.

The components of net periodic pension benefit expense (credit) for the System Plan for the years ended December 31 are shown below (in millions):

	2011	2010
Service cost-benefits earned during the period	$ 258	$ 223
Interest cost on accumulated benefit obligation	461	450
Amortization of prior service cost	110	112
Amortization of net loss	187	188
Expected return on plan assets	(531)	(491)
Net periodic pension benefit expense	**485**	**482**
Special termination benefits	10	11
Total periodic pension benefit expense	**$ 495**	**$ 493**

Estimated amounts that will be amortized from accumulated other comprehensive loss into net periodic pension benefit expense in 2012 are shown below:

Prior service cost	$ 116
Net actuarial loss	287
Total	**$403**

Following is a summary of expected benefit payments, excluding enhanced retirement benefits (in millions):

	Expected Benefit Payments
2012	$ 351
2013	375
2014	398
2015	422
2016	446
2017-2021	2,616
Total	**$ 4,608**

The System's Committee on Investment Performance (CIP) is responsible for establishing investment policies, selecting investment managers, and monitoring the investment managers' compliance with its policies. The CIP is supported by staff in the OEB in carrying out these responsibilities. At December 31, 2011, the System Plan's assets were held in five investment vehicles: two actively managed long-duration fixed-income portfolios, an indexed U.S. equity fund, an indexed non-U.S. developed-markets equity fund, and a money market fund.

The diversification of the Plan's investments is designed to limit concentration of risk and the risk of loss related to an individual asset class. The two long-duration fixed-income portfolios are separate accounts benchmarked to a custom benchmark of 55 percent Barclays Long Credit Index and 45 percent Citigroup 15+ years U.S. Treasury STRIP Index, which was selected as a proxy for the liabilities of the Plan. Although these portfolios are both actively managed, the guidelines are designed to limit portfolio deviations from the benchmark. The indexed U.S. equity fund is intended to track the overall U.S. equity market across market capitalizations. The indexed non-U.S. developed-markets equity fund is intended to track the Morgan Stanley Capital International (MSCI) Emerging Markets Index, Europe, Australia, Far East plus Canada Index, which includes stocks from twenty-three markets deemed by MSCI to be "developed markets." Finally, the money market fund, which invests in high-quality money market securities, is the repository for cash balances and adheres to a constant dollar methodology.

Permitted and prohibited investments, including the use of derivatives, are defined in either the trust agreement (for commingled index vehicles) or the investment guidelines (for the three separate accounts). The CIP reviews the trust agreement and approves all investment guidelines as part of the selection of each investment to ensure that the trust agreement is consistent with the CIP's investment objectives for the System Plan's assets.

The System Plan's policy weight and actual asset allocations at December 31, by asset category, are as follows:

		Actual Asset Allocations	
	Policy Weight	2011	2010
U.S. equities	40.0%	39.0%	45.4%
International equities	15.0%	13.8%	12.6%
Fixed income	45.0%	46.6%	41.7%
Cash	—	0.6%	0.3%
Total	**100.0%**	**100.0%**	**100.0%**

Employer contributions to the System Plan may be determined using different assumptions than those required for financial reporting. The System Plan's actuarial funding method is expected to produce a recommended annual funding range between \$750 and \$800 million. In 2012, the System plans to make monthly contributions of \$65 million and will reevaluate the monthly contributions upon completion of the 2012 actuarial valuation. The Bank's projected benefit obligation, funded status, and net pension expenses for the BEP and the SERP at December 31, 2011 and 2010, and for the years then ended, were not material.

The System Plan's investments are reported at fair value as required by ASC 820. ASC 820 establishes a three-level fair value hierarchy that distinguishes between market participant assumptions developed using market data obtained from independent sources (observable inputs) and the Bank's assumptions about market participant assumptions developed using the best information available in the circumstances (unobservable inputs).

Determination of Fair Value

The System Plan's investments are valued on the basis of the last available bid prices or current market quotations provided by dealers or pricing services. To determine the value of a particular investment, pricing services may use information on transactions in such investments; quotations from dealers; pricing metrics; market transactions in comparable investments; relationships observed in the market between investments; and calculated yield measures based on valuation methodologies commonly employed in the market for such investments.

Because of the uncertainty inherent in determining the fair value of investments that do not have a readily available fair value, the fair value of these investments may differ significantly from the values that would have been reported if a readily available fair value had existed for these investments and may differ materially from the values that may ultimately be realized.

The following tables present the financial instruments recorded at fair value as of December 31 by ASC 820 hierarchy (in millions):

	2011			
Description	Level 1	Level 2	Level 3	Total
Short-term investments	$ 31	$ 29	$ —	$ 60
Treasury and federal agency securities	1,685	14	—	1,699
Other fixed-income securities	—	1,962	—	1,962
Commingled funds	—	4,256	—	4,256
Total	**$1,716**	**$ 6,261**	**$ —**	**$7,977**

There were no transfers between Level 1 and Level 2 during the year.

	2010			
Description	Level 1	Level 2	Level 3	Total
Short-term investments	$ —	$ 30	$ —	$ 30
Treasury and federal agency securities	1,065	39	—	1,104
Other fixed-income securities	—	644	—	644
Commingled funds	—	5,220	—	5,220
Total	**$1,065**	**$5,933**	**$ —**	**$6,998**

There were no transfers between Level 1 and Level 2 during the year.

The System Plan enters into futures contracts, traded on regulated exchanges, to manage certain risks and to maintain appropriate market exposure in meeting the investment objectives of the System Plan. The System Plan bears the market risk that arises from any unfavorable changes in the value of the securities or indexes underlying these futures contracts. The use of futures contracts involves, to varying degrees, elements of market risk in excess of the amount recorded in the Consolidated Statements of Condition. The guidelines established by the CIP further reduce risk by limiting the net futures positions, for most fund managers, to 15 percent of the market value of the advisor's portfolio. No limit has been established on the futures positions of the liability-driven investments because the fund manager only executes Treasury futures.

At December 31, 2011 and 2010, a portion of short-term investments was available for futures trading. There were $6 million and $1 million of Treasury securities pledged as collateral for the years ended December 31, 2011 and 2010, respectively.

Thrift Plan

Employees of the Bank participate in the defined contribution Thrift Plan for Employees of the Federal Reserve System (Thrift Plan). The Bank matches 100 percent of the first 6 percent of employee contributions from the date of hire and provides an automatic employer contribution of 1 percent of eligible pay. The Bank's Thrift Plan contributions totaled $23 million for each of the years ended December 31, 2011 and 2010, and are reported as a component of "Operating expenses: Salaries and benefits" in the Consolidated Statements of Income and Comprehensive Income.

14. POSTRETIREMENT BENEFITS OTHER THAN RETIREMENT PLANS AND POSTEMPLOYMENT BENEFITS

Postretirement Benefits Other Than Retirement Plans

In addition to the Bank's retirement plans, employees who have met certain age and length-of-service requirements are eligible for both medical benefits and life insurance coverage during retirement.

The Bank funds benefits payable under the medical and life insurance plans as due and, accordingly, has no plan assets.

Following is a reconciliation of the beginning and ending balances of the benefit obligation (in millions):

	2011	2010
Accumulated postretirement benefit obligation at January 1	$264	$272
Service cost-benefits earned during the period	9	8
Interest cost on accumulated benefit obligation	15	15
Net actuarial loss (gain)	45	(15)
Contributions by plan participants	2	2
Benefits paid	(17)	(19)
Medicare Part D subsidies	1	1
Accumulated postretirement benefit obligation at December 31	**$319**	**$264**

At December 31, 2011 and 2010, the weighted-average discount rate assumptions used in developing the postretirement benefit obligation were 4.50 percent and 5.25 percent, respectively.

Discount rates reflect yields available on high-quality corporate bonds that would generate the cash flows necessary to pay the plan's benefits when due.

Following is a reconciliation of the beginning and ending balance of the plan assets, the unfunded postretirement benefit obligation, and the accrued postretirement benefit costs (in millions):

	2011	2010
Fair value of plan assets at January 1	$ —	$ —
Contributions by the employer	14	16
Contributions by plan participants	2	2
Benefits paid	(17)	(19)
Medicare Part D subsidies	1	1
Fair value of plan assets at December 31	**$ —**	**$ —**
Unfunded obligation and accrued postretirement benefit cost	$ 319	$ 264
Amounts included in accumulated other comprehensive loss are shown below:		
Prior service cost	$ 1	$ 1
Net actuarial loss	(93)	(53)
Total accumulated other comprehensive loss	**$(92)**	**$(52)**

Accrued postretirement benefit costs are reported as a component of "Accrued benefit costs" in the Consolidated Statements of Condition.

For measurement purposes, the assumed health care cost trend rates at December 31 are as follows:

	2011	2010
Health care cost trend rate assumed for next year	7.50%	8.00%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.00%	5.00%
Year that the rate reaches the ultimate trend rate	2017	2017

Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. A 1-percentage-point change in assumed health care cost trend rates would have the following effects for the year ended December 31, 2011 (in millions):

	1-Percentage-Point Increase	1-Percentage-Point Decrease
Effect on aggregate of service and interest cost components of net periodic postretirement benefit costs	$ 4	$ (3)
Effect on accumulated postretirement benefit obligation	43	(36)

The following is a summary of the components of net periodic postretirement benefit expense for the years ended December 31 (in millions):

	2011	2010
Service cost-benefits earned during the period	$ 9	$ 8
Interest cost on accumulated benefit obligation	15	15
Amortization of prior service cost	—	(4)
Amortization of net actuarial loss	5	6
Net periodic postretirement benefit expense	**$29**	**$25**

Estimated amounts that will be amortized from accumulated other comprehensive loss into net periodic postretirement benefit expense in 2012 are shown below:

Prior service cost	$ —
Net actuarial loss	8
Total	**$ 8**

Net postretirement benefit costs are actuarially determined using a January 1 measurement date. At January 1, 2011 and 2010, the weighted-average discount rate assumptions used to determine net periodic postretirement benefit costs were 5.25 percent and 5.75 percent, respectively.

Net periodic postretirement benefit expense is reported as a component of "Operating expenses: Salaries and benefits" in the Consolidated Statements of Income and Comprehensive Income.

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 established a prescription drug benefit under Medicare (Medicare Part D) and a federal subsidy to sponsors of retiree health care benefit plans that provide benefits that are at least actuarially equivalent to Medicare Part D. The benefits provided under the Bank's plan to certain participants are at least actuarially equivalent to the Medicare Part D prescription drug benefit. The estimated effects of the subsidy are reflected in actuarial loss in the accumulated postretirement benefit obligation and net periodic postretirement benefit expense.

Federal Medicare Part D subsidy receipts were $0.8 million and $0.9 million in the years ended December 31, 2011 and 2010, respectively. Expected receipts in 2012, related to benefits paid in the years ended December 31, 2011 and 2010, are $0.6 million.

Following is a summary of expected postretirement benefit payments (in millions):

	Without Subsidy	With Subsidy
2012	$ 17	$ 16
2013	18	16
2014	18	17
2015	19	18
2016	20	18
2017-2021	109	100
Total	**$201**	**$185**

Postemployment Benefits

The Bank offers benefits to former or inactive employees. Postemployment benefit costs are actuarially determined using a December 31 measurement date and include the cost of medical and dental insurance, survivor income, and disability benefits. The accrued postemployment benefit costs recognized by the Bank at December 31, 2011 and 2010, were $39 million and $35 million, respectively. This cost is included as a component of "Accrued benefit costs" in the Consolidated Statements of Condition. Net periodic postemployment benefit expense (credit) included in 2011 and 2010 operating expenses were $8 million and $1 million, respectively, and are recorded as a component of "Operating expenses: Salaries and benefits" in the Consolidated Statements of Income and Comprehensive Income.

15. ACCUMULATED OTHER COMPREHENSIVE INCOME AND OTHER COMPREHENSIVE INCOME

Following is a reconciliation of beginning and ending balances of accumulated other comprehensive income (loss) (in millions):

	Amount Related to Defined Benefit Retirement Plan	Amount Related to Postretirement Benefits Other Than Retirement Plans	Total Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2010	$ (3,371)	$(69)	$(3,440)
Change in funded status of benefit plans:			
Amortization of prior service cost	112	(4)	108
Change in prior service costs related to benefit plans	112	(4)	108
Net actuarial gain (loss) arising during the year	(289)	15	(274)
Amortization of net actuarial loss	188	6	194
Change in actuarial gain (loss) related to benefit plans	(101)	21	(80)
Change in funded status of benefit plans – other comprehensive income	11	17	28
Balance at December 31, 2010	**$ (3,360)**	**$(52)**	**$(3,412)**
Change in funded status of benefit plans:			
Prior service costs arising during the year	(78)	—	(78)
Amortization of prior service cost	110	—	110
Change in prior service costs related to benefit plans	32	—	32
Net actuarial loss arising during the year	(1,308)	(45)	(1,353)
Amortization of net actuarial loss	187	5	192
Change in actuarial losses related to benefit plans	(1,121)	(40)	(1,161)
Change in funded status of benefit plans – other comprehensive loss	(1,089)	(40)	(1,129)
Balance at December 31, 2011	**$ (4,449)**	**$(92)**	**$(4,541)**

Additional detail regarding the classification of accumulated other comprehensive loss is included in Notes 13 and 14.

16. BUSINESS RESTRUCTURING CHARGES

The Bank had no business restructuring charges in 2011 or 2010.

17. SUBSEQUENT EVENTS

Subsequent to December 31, 2011, the Bank, through a series of three competitive bidding processes, sold the remaining ML II portfolio assets with a total unpaid principal balance of $19.2 billion. The sales proceeds received exceeded the fair value of the assets as of December 31, 2011, by $1.2 billion. Proceeds from these sales were used to fully repay the senior loan plus accrued interest and the fixed deferred purchase price plus accrued interest, and will provide residual income that will be distributed in accordance with the ML II agreements.

Also subsequent to December 31, 2011, the Bank, through a series of competitive bidding processes, sold or entered into an agreement to sell ML's interest in a senior commercial mortgage loan, and has sold the majority of ML's mezzanine loan participation interests, with an aggregated unpaid principal balance of $1.6 billion as of December 31, 2011.

On February 28, 2012, the Bank completed the purchase of the building located at 33 Maiden Lane, New York, N.Y., for $207.5 million, from which it was leasing space, as discussed in Note 12.

Subsequent events were evaluated through March 20, 2012, which is the date that the Bank issued the consolidated financial statements.

Directors of the Federal Reserve Bank of New York

CHANGES IN DIRECTORS
2012

Member banks in this District have elected ALPHONSO O'NEIL-WHITE a class B director of this Bank for a three-year term beginning January 2012. Mr. O'Neil-White, President and Chief Executive Officer, HealthNow New York Inc., Buffalo, N.Y., succeeds James S. Tisch, President and Chief Executive Officer, Loews Corporation, New York, N.Y., who served as a class B director from September 2009 through December 2011.

Member banks in this District have reelected TERRY J. LUNDGREN a class B director for a three-year term beginning January 2012. Mr. Lundgren, who is Chairman, President, and Chief Executive Officer of Macy's, Inc., New York, N.Y., has been serving as a class B director since August 2011.

The Board of Governors has reappointed EMILY K. RAFFERTY, President, The Metropolitan Museum of Art, New York, N.Y., a class C director for a three-year term beginning January 2012. Ms. Rafferty has been serving as a class C director since January 2011.

The Board of Governors has redesignated LEE C. BOLLINGER, President, Columbia University, New York, N.Y., as Chair of the Board and Federal Reserve Agent for the year 2012. Mr. Bollinger has been serving as a class C director since January 2007 and Chair since January 2011.

The Board of Governors has also redesignated KATHRYN S. WYLDE, President and Chief Executive Officer, Partnership for New York City, New York, N.Y., as Deputy Chair for the year 2012. Ms. Wylde has been serving as a class C director since July 2009 and Deputy Chair since January 2011.

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DIRECTORS	TERM EXPIRES DEC. 31	CLASS
CHARLES V. WAIT *President, Chief Executive Officer, and Chairman* The Adirondack Trust Company, Saratoga Springs, N.Y.	2011	A
JAMIE DIMON *Chairman and Chief Executive Officer* JPMorgan Chase & Co., New York, N.Y.	2012	A
RICHARD L. CARRIÓN *Chairman, President, and Chief Executive Officer* Popular, Inc., San Juan, P.R.	2013	A
TERRY J. LUNDGREN *Chairman, President, and Chief Executive Officer* Macy's, Inc., New York, N.Y.	2011	B
GLENN H. HUTCHINS *Co-Founder and Co-Chief Executive* Silver Lake, New York, N.Y.	2012	B
JAMES S. TISCH[†] *President and Chief Executive Officer* Loews Corporation, New York, N.Y.	2013	B
EMILY K. RAFFERTY *President* The Metropolitan Museum of Art, New York, N.Y.	2011	C
LEE C. BOLLINGER, Chair and Federal Reserve Agent *President* Columbia University, New York, N.Y.	2012	C
KATHRYN S. WYLDE, Deputy Chair *President and Chief Executive Officer* Partnership for New York City, New York, N.Y.	2013	C

[†]Resigned effective December 31, 2011.

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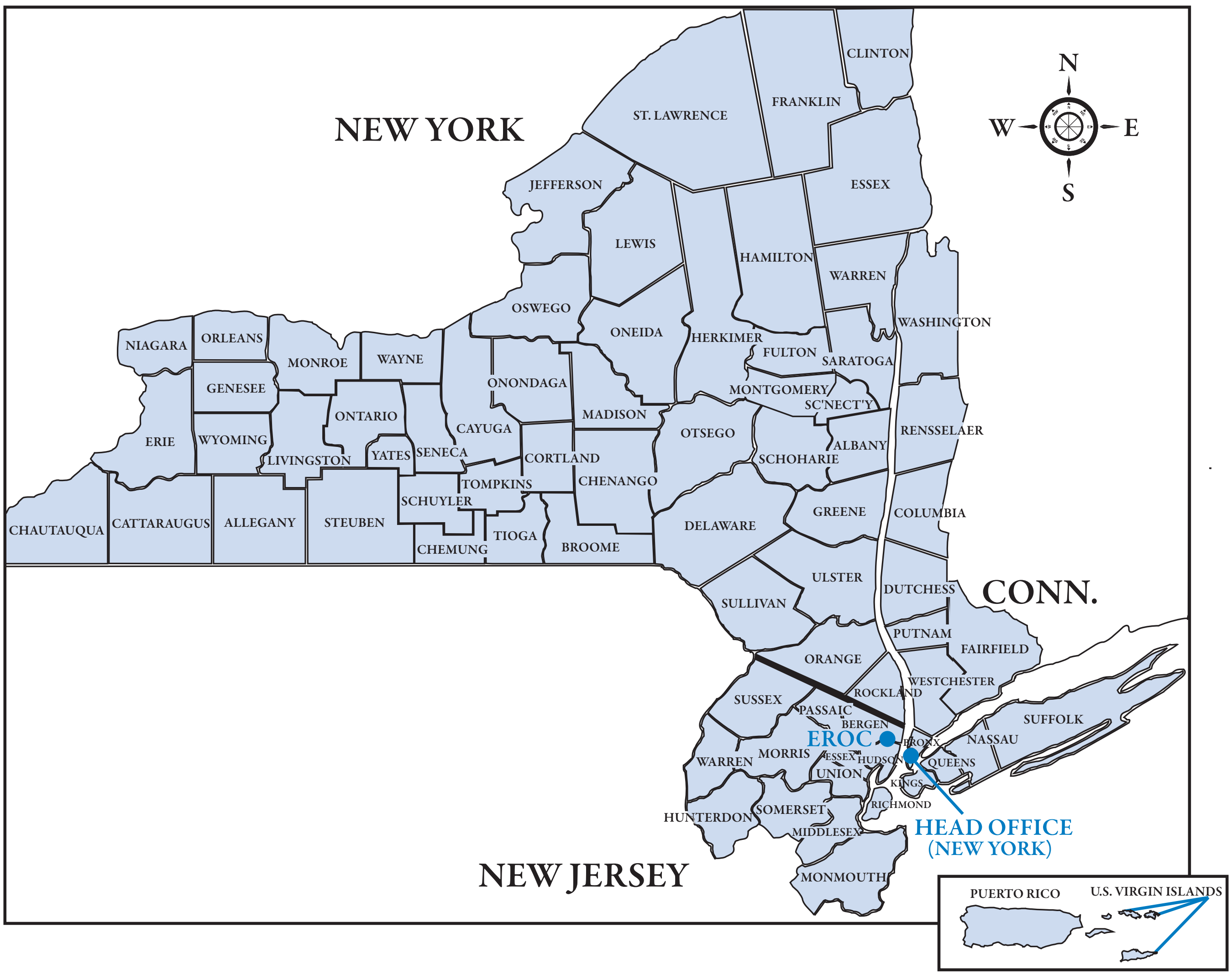
Map of the Second Federal Reserve District

THE SECOND FEDERAL RESERVE DISTRICT



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