

The Federal Reserve Banks

*Combined Financial Statements as of and for the Years
Ended December 31, 2008 and 2007 and Report of
Independent Auditors*

THE FEDERAL RESERVE BANKS

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REPORT OF INDEPENDENT AUDITORS

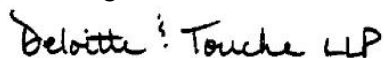
To the Board of Governors of the Federal Reserve System
and the Board of Directors of the Federal Reserve Banks:

We have audited the accompanying combined statements of condition of the Federal Reserve Banks (the "Reserve Banks") as of December 31, 2008 and 2007, and the related combined statements of income and comprehensive income and 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. These combined financial statements are the responsibility of the Reserve Banks' management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits in accordance with the 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 combined financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the combined Reserve Banks' internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 4 to the combined financial statements, the Reserve Banks have prepared these combined 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 combined 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, the combined financial statements referred to above present fairly, in all material respects, the combined financial position of the Reserve Banks as of December 31, 2008 and 2007, and the combined results of their operations for the years then ended, on the basis of accounting described in Note 4.

Deloitte & Touche LLP

April 20, 2009

FEDERAL RESERVE BANKS
COMBINED STATEMENTS OF CONDITION
As of December 31, 2008, and December 31, 2007
(in millions)

	2008	2007
<u>ASSETS</u>		
Gold certificates	\$ 11,037	\$ 11,037
Special drawing rights certificates	2,200	2,200
Coin	1,688	1,179
Items in process of collection	979	1,804
Loans to depository institutions	544,010	48,636
Other loans	100,082	-
System Open Market Account:		
Securities purchased under agreements to resell	80,000	46,500
U.S. government, federal agency, and government-sponsored enterprise securities, net	502,189	745,629
Investments denominated in foreign currencies	24,804	22,914
Central bank liquidity swaps	553,728	24,000
Consolidated variable interest entities:		
Investments held by consolidated variable interest entities (of which \$74,570 is measured at fair value at December 31, 2008)	411,996	-
Bank premises, equipment, and software, net	2,572	2,539
Prepaid interest on Federal Reserve notes due from U.S. Treasury	2,425	-
Accrued interest receivable	7,389	6,438
Other assets	629	1,900
Total assets	\$ 2,245,728	\$ 914,776
<u>LIABILITIES AND CAPITAL</u>		
Federal Reserve notes outstanding, net	\$ 853,168	\$ 791,691
System Open Market Account:		
Securities sold under agreements to repurchase	88,352	43,985
Consolidated variable interest entities:		
Beneficial interest in consolidated variable interest entities	2,824	-
Other liabilities	5,813	-
Deposits:		
Depository institutions	860,000	20,767
U.S. Treasury, general account	106,123	16,120
U.S. Treasury, supplementary financing account	259,325	-
Other deposits	21,671	363
Deferred credit items	2,471	1,811
Interest on Federal Reserve notes due to U.S. Treasury	-	1,532
Interest due to depository institutions	88	-
Accrued benefit costs	3,374	1,281
Other liabilities	367	326
Total liabilities	2,203,576	877,876
Capital paid-in	21,076	18,450
Surplus (including accumulated other comprehensive loss of \$4,683 million and \$1,524 million at December 31, 2008 and 2007, respectively)	21,076	18,450
Total capital	42,152	36,900
Total liabilities and capital	\$ 2,245,728	\$ 914,776

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

FEDERAL RESERVE BANKS
COMBINED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
For the years ended December 31, 2008, and December 31, 2007
(in millions)

	2008	2007
Interest income:		
Loans to depository institutions	\$ 3,817	\$ 71
Other loans	3,348	-
System Open Market Account:		
Securities purchased under agreements to resell	1,891	1,591
U.S. government, federal agency, and government-sponsored enterprise securities	25,631	38,707
Investments denominated in foreign currencies	623	547
Central bank liquidity swaps	3,606	28
Consolidated variable interest entities:		
Investments held by consolidated variable interest entities	4,087	-
Total interest income	43,003	40,944
Interest expense:		
System Open Market Account:		
Securities sold under agreements to repurchase	737	1,688
Depository institutions deposits	817	-
Other interest expense	463	-
Total interest expense	2,017	1,688
Net interest income	40,986	39,256
Non-interest income (loss):		
System Open Market Account:		
U.S. government, federal agency, and government-sponsored enterprise securities gains, net	3,769	-
Foreign currency gains, net	1,266	1,886
Investments held by consolidated variable interest entities (losses), net	(5,237)	-
Income from services	773	878
Reimbursable services to government agencies	461	458
Other income	899	166
Total non-interest income	1,931	3,388
Operating expenses:		
Salaries and other benefits	2,184	2,093
Occupancy expense	275	247
Equipment expense	200	203
Assessments by the Board of Governors	853	872
Professional fees related to consolidated variable interest entities	80	-
Other expenses	662	838
Total operating expenses	4,254	4,253
Net income prior to distribution	38,663	38,391
Change in funded status of benefit plans	(3,159)	325
Comprehensive income prior to distribution	\$ 35,504	\$ 38,716
Distribution of comprehensive income:		
Dividends paid to member banks	\$ 1,189	\$ 992
Transferred to surplus and change in accumulated other comprehensive loss	2,626	3,126
Payments to U.S. Treasury as interest on Federal Reserve notes	31,689	34,598
Total distribution	\$ 35,504	\$ 38,716

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

FEDERAL RESERVE BANKS
COMBINED STATEMENTS OF CHANGES IN CAPITAL
For the years ended December 31, 2008, and December 31, 2007
(in millions, except share data)

	Surplus				
	Capital Paid-In	Net Income Retained	Accumulated Other Comprehensive Loss	Total Surplus	Total Capital
Balance at January 1, 2007 (306 million shares)	\$ 15,324	\$ 17,173	\$ (1,849)	\$ 15,324	\$ 30,648
Net change in capital stock issued (63 million shares)	3,126	-	-	-	3,126
Transferred to surplus and change in accumulated other comprehensive loss	-	2,801	325	3,126	3,126
Balance at December 31, 2007 (369 million shares)	\$ 18,450	\$ 19,974	\$ (1,524)	\$ 18,450	\$ 36,900
Net change in capital stock issued (53 million shares)	2,626	-	-	-	2,626
Transferred to surplus and change in accumulated other comprehensive loss	-	5,785	(3,159)	2,626	2,626
Balance at December 31, 2008 (422 million shares)	\$ 21,076	\$ 25,759	\$ (4,683)	\$ 21,076	\$ 42,152

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

**FEDERAL RESERVE BANKS
NOTES TO FINANCIAL STATEMENTS**

1. STRUCTURE

The twelve Federal Reserve Banks (“Reserve Banks”) are part of the Federal Reserve System (“System”) 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.

In accordance with the Federal Reserve Act, supervision and control of each Reserve 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 in the System. 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.

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 Federal Reserve Bank of New York (“FRBNY”), and on a rotating basis four other Reserve Bank presidents.

2. OPERATIONS AND SERVICES

The Reserve Banks perform a variety of services and operations. Functions include participation in formulating and conducting monetary policy; participation in the payments system, including large-dollar transfers of funds, automated clearinghouse (“ACH”) operations, and check collection; distribution of coin and currency; performance of fiscal agency functions for the U.S. Treasury, certain federal agencies, and other entities; serving as the federal government’s bank; provision of short-term loans to depository institutions; provision of loans to individuals, partnerships, and corporations in unusual and exigent circumstances; service to consumers and communities by providing educational materials and information regarding consumer laws; and supervision of bank holding companies, state member banks, and U.S. offices of foreign banking organizations. Certain services are provided to foreign and international monetary authorities, primarily by the FRBNY.

The FOMC, in the conduct of monetary policy, establishes policy regarding domestic open market operations, oversees these operations, and annually issues authorizations and directives to the FRBNY to execute transactions. The FRBNY is authorized and directed by the FOMC to conduct operations in domestic markets, including the direct purchase and sale of securities of the U.S. government, federal agencies, and government-sponsored enterprises (“GSEs”); the purchase of these securities under agreements to resell; the sale of these securities under agreements to repurchase; and the lending of these securities. The FRBNY executes these transactions at the direction of the FOMC and holds the resulting securities and agreements in the portfolio known as the System Open Market Account (“SOMA”).

In addition to authorizing and directing operations in the domestic securities market, the FOMC authorizes and directs the FRBNY to execute operations in foreign markets in order to counter disorderly conditions in exchange markets or to meet other needs specified by the FOMC in carrying out the System’s central bank responsibilities. The FRBNY is authorized by the FOMC 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, ensuring adequate liquidity is maintained. The FRBNY is also authorized and directed by the FOMC to maintain liquidity currency arrangements with fourteen central banks and to “warehouse” foreign currencies for the U.S. Treasury and Exchange Stabilization Fund (“ESF”) through the Reserve Banks.

Although the Reserve Banks are separate legal entities, they collaborate in the delivery of certain services to achieve greater efficiency and effectiveness. This collaboration takes the form of centralized operations and product or

**FEDERAL RESERVE BANKS
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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 providing the service and the other 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 reimburse other Reserve Banks for services provided to them.

3. RECENT FINANCIAL STABILITY ACTIVITIES

The System has implemented a number of programs designed to support the liquidity of financial institutions and to foster improved conditions in financial markets. These new programs, which are set forth below, have resulted in significant changes to the combined financial statements.

Expanded Open Market Operations and Support for Mortgage-Related Securities

The Single-Tranche Open Market Operations Program, announced on March 7, 2008, allows primary dealers to initiate a series of term repurchase transactions that are expected to accumulate to \$100 billion in total. Under the provisions of the program, these transactions are conducted as 28-day term repurchase agreements for which primary dealers pledge U.S. Treasury and agency securities and agency Mortgage-Backed Securities (“MBS”) as collateral. The FRBNY can elect to increase the size of the term repurchase program if conditions warrant. The repurchase transactions are reported as “System Open Market Account: Securities purchased under agreements to resell” in the Combined Statements of Condition.

The GSE and Agency Securities and MBS Purchase Program was announced on November 25, 2008. The primary goal of the program is to provide support to the mortgage and housing markets and to foster improved conditions in financial markets. Under this program, the FRBNY will purchase the direct obligations of housing-related GSEs and MBS backed by the Federal National Mortgage Association (“Fannie Mae”), the Federal Home Loan Mortgage Corporation (“Freddie Mac”), and the Government National Mortgage Association (“Ginnie Mae”). Purchases of the direct obligations of housing-related GSEs began in November 2008, and purchases of GSE and agency MBS began in January 2009. There were no purchases of GSE and agency MBS during the period ended December 31, 2008. The program was initially authorized to purchase up to \$100 billion in GSE direct obligations and up to \$500 billion in MBS. In March 2009, the FOMC authorized the FRBNY to purchase up to an additional \$750 billion of GSE and agency mortgage-backed securities, \$100 billion of GSE direct obligations, and \$300 billion in longer-term Treasury securities.

The FRBNY holds the resulting securities and agreements in the SOMA portfolio, and the activities of both programs are allocated to the other Reserve Banks.

Central Bank Liquidity Swaps

The FOMC authorized the FRBNY to establish temporary liquidity currency swap arrangements (central bank liquidity swaps) with the European Central Bank and the Swiss National Bank on December 12, 2007, to help provide liquidity in U.S. dollars to overseas markets. Subsequently, the FOMC authorized liquidity currency swap arrangements with additional foreign central banks. Such arrangements are now authorized with the following central banks: the Reserve Bank of Australia, the Banco Central do Brasil, the Bank of Canada, Danmarks Nationalbank, the Bank of England, the European Central Bank, the Bank of Japan, the Bank of Korea, the Banco de Mexico, the Reserve Bank of New Zealand, Norges Bank, the Monetary Authority of Singapore, Sveriges Riksbank, and the Swiss National Bank. The activity related to the program is allocated to the other Reserve Banks. The maximum amount of borrowing permissible under the swap arrangement varies by central bank. The central bank liquidity swap arrangements are authorized through October 30, 2009.

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Lending to Depository Institutions

The Term Auction Facility (“TAF”) program was announced on December 12, 2007. The goal of TAF is to help promote the efficient dissemination of liquidity, which is achieved by the Reserve Banks injecting term funds through a broader range of counterparties and against a broader range of collateral than open market operations. Under the TAF program, Reserve Banks auction term funds to depository institutions against a wide variety of collateral. All depository institutions that are eligible to borrow under the Reserve Banks’ primary credit program are eligible to participate in TAF auctions. All advances must be fully collateralized. The loans are reported as “Loans to depository institutions” in the Combined Statements of Condition.

Lending to Primary Dealers

The Term Securities Lending Facility (“TSLF”), announced on March 11, 2008, promotes liquidity in the financing markets for U.S. Treasury securities and other collateral. Under the TSLF, the FRBNY will lend up to an aggregate amount of \$200 billion of U.S. Treasury securities to primary dealers for a term of 28 days. Securities loaned are collateralized by a pledge of other securities, including federal agency debt, federal agency residential mortgage-backed securities (“RMBS”), and non-agency AAA/Aaa-rated private-label residential mortgage-backed securities and are awarded to primary dealers through a competitive single-price auction. In February 2009, the System announced the extension through October 30, 2009, of TSLF. The fees related to these securities lending transactions are reported as a component of “Non-interest income (loss): Other income” in the Combined Statements of Income and Comprehensive Income.

The Primary Dealer Credit Facility (“PDCF”) was announced on March 16, 2008. The goal of the PDCF is to improve the ability of primary dealers to provide financing to participants in the securitization markets. Primary dealers may obtain secured overnight financing under the PDCF, in the form of repurchase transactions. Eligible collateral is that which is eligible for pledge in tri-party funding arrangements. The program became operational on September 12, 2008, and the interest rate charged on the secured financing is the FRBNY’s primary credit rate. Participants pay a frequency-based fee if they access the program on more than 45 business days during the term of the program. Secured financing made under the PDCF is made with recourse to the primary dealer. Financing provided under the PDCF is included in “Other loans” in the Consolidated Statements of Condition. In February 2009, the System announced the extension of the facility through October 30, 2009.

The Term Securities Lending Facility Options Program (“TOP”) announced on July 30, 2008, offers primary dealers the option to draw upon short-term, fixed-rate TSLF loans in exchange for eligible collateral. The options are awarded through a competitive auction. The program is intended to enhance the effectiveness of the TSLF by ensuring additional securities liquidity during periods of heightened collateral market pressures, such as around quarter-end dates. TOP auction dates are determined by the FRBNY, and the program authorization ends concurrently with the TSLF.

The Transitional Credit Extensions, announced on September 21, 2008, provides liquidity support to broker-dealers that were in the process of transitioning to the bank holding company structure. The credit extensions under this program are aimed at providing the firms with increased liquidity and are collateralized similar to loans made under either the FRBNY’s primary credit programs or through the existing PDCF. Financing provided under the Transitional Credit Extensions are included in “Other loans” in the Combined Statements of Condition.

Other Lending Facilities

The Asset-Backed Commercial Paper Money Market Mutual Fund Liquidity Facility (“AMLF”), announced on September 19, 2008, is a lending facility that provides funding under certain conditions to U.S. depository institutions and bank holding companies to finance the purchase of high-quality asset-backed commercial paper (“ABCP”) from money market mutual funds. The program is intended to assist money market mutual funds that hold such paper to meet the demands for investor redemptions and to foster liquidity in the ABCP market and in money markets more generally. The Federal Reserve Bank of Boston (“FRBB”) administers the AMLF

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and is authorized to extend these loans to eligible borrowers on behalf of the other Reserve Banks. All loans extended under the AMLF are recorded as assets by the FRBB and, if the borrowing institution settles to a depository account in another Federal Reserve District, the funds are credited to the institution's depository account and settled between the Reserve Banks through the interdistrict settlement account. The credit risk related to the AMLF is assumed by the FRBB. The FRBB is authorized to finance the purchase of commercial paper through October 30, 2009.

The Commercial Paper Funding Facility (the "CPFF Program"), announced on October 7, 2008, provides liquidity to the commercial paper market in the U.S. by increasing the availability of term commercial paper funding to issuers and by providing greater assurance to both issuers and investors that issuers will be able to roll over their maturing commercial paper. The CPFF Program became operational on October 27, 2008, and was originally authorized to purchase commercial paper through April 30, 2009, with authorization subsequently extended through October 30, 2009. The Commercial Paper Funding Facility LLC ("CPFF") is a limited liability company that was formed on October 14, 2008, in connection with the implementation of the CPFF Program to purchase eligible three-month unsecured and asset-backed commercial paper ("ABCP") directly from eligible issuers using the proceeds of loans made to the CPFF. The CPFF is a single-member limited liability company with the FRBNY as the sole and managing member. The FRBNY will continue to provide funding to the CPFF after such date, if necessary, until the CPFF's underlying assets mature.

All loans made by the FRBNY to the CPFF are on a full recourse basis and all the assets in the CPFF serve as collateral. The rate of interest on the loan is the target federal funds rate and is fixed through the life of the loan. If the target federal funds rate is a range, then the rate of interest is set at the maximum rate within such range. Principal and accrued interest are payable, in full, at the maturity date of the commercial paper. The FRBNY's loan to the CPFF is eliminated during consolidation.

To be eligible for purchases by the CPFF, commercial paper must, among other things, be (i) issued by a U.S. issuer (which includes U.S. issuers with a foreign parent company and U.S. branches of foreign banks) and (ii) be rated at least A-1/P-1/F1 by a nationally recognized statistical rating organizations ("NRSRO") or, if rated by multiple NRSROs, at least A-1/P-1/F1 by two or more. The commercial paper must also be U.S. dollar-denominated and have a three-month maturity. Commercial paper purchased by the CPFF is discounted when purchased and carried at amortized cost. The maximum amount of a single issuer's commercial paper that the CPFF may own at any time (the "maximum face value") will be the greatest amount of U.S. dollar-denominated commercial paper the issuer had outstanding on any day between January 1 and August 31, 2008. The CPFF will not purchase additional commercial paper from an issuer whose total commercial paper outstanding to all investors (including the CPFF) equals or exceeds the issuer's maximum face value limit.

All issuers must pay a non-refundable facility fee upon registration with the CPFF equal to 10 basis points of the issuer's maximum face value. CPFF Program participants that issue unsecured commercial paper to the CPFF are required to pay a surcharge of 100 basis points per annum of the face value. The CPFF is authorized to reinvest cash in short-term and highly liquid assets, which includes U.S. Treasury and agency securities (excluding mortgage-backed securities), money market funds, repurchase agreements collateralized by U.S. Treasury and agency securities as well as U.S. dollar-denominated overnight deposits. In January 2009, the FRBNY announced that ABCP issuers that were inactive prior to the creation of the CPFF Program are ineligible for participation in the program. An issuer is considered inactive if it did not issue ABCP to institutions other than the sponsoring institution for any consecutive period of three months or longer between January 1 and August 31, 2008.

The Money Market Investor Funding Facility ("MMIFF"), announced on October 21, 2008, supports a private-sector initiative designed to provide liquidity to U.S. money market investors. Under the MMIFF, the FRBNY provides senior secured funding to a series of limited liability companies ("LLC") that were established by the private sector to finance the purchase of eligible assets from eligible investors. Eligible assets include U.S. dollar-denominated certificates of deposit and commercial paper issued by highly-rated financial institutions with remaining maturities of 90 days or less. During 2008, only U.S. money market mutual funds were eligible investors. The MMIFF will purchase these assets by issuing subordinated ABCP equal to 10 percent of the asset's purchase price and by borrowing, on a secured basis, 90 percent of the price. The MMIFF may purchase up to \$600 billion in money market instruments, with up to \$540 billion of the funding provided by the FRBNY. MMIFF purchases will be recorded at amortized cost. Although there were no material transactions

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in the MMIFF for the period ended December 31, 2008, the MMIFF LLCs are consolidated on the FRBNY's financial statements. In January 2009, the System announced that the set of institutions eligible to participate in MMIFF would be expanded from U.S. money market mutual funds to also include a number of other money market investors. The newly eligible participants include U.S.-based securities-lending cash-collateral reinvestment funds, portfolios, and accounts (securities lenders) and U.S.-based investment funds that operate in a manner similar to money market mutual funds, such as certain local government investment pools, common trust funds, and collective investment funds. Additionally, the System authorized the adjustment of several of the economic parameters of the MMIFF, including the minimum yield on assets eligible to be sold to the MMIFF. In February 2009, the System announced the extension of MMIFF through October 30, 2009.

The Board of Governors announced the creation of the Term Asset-Backed Securities Loan Facility ("TALF") on November 25, 2008. The goal of the TALF is to help market participants meet the credit needs of households and small businesses by supporting the issuance of asset-backed securities ("ABS") collateralized by student loans, auto loans, credit card loans, and loans guaranteed by the Small Business Administration ("SBA"). Under the TALF, the FRBNY will lend up to \$200 billion on a non-recourse basis to holders of certain AAA-rated ABS backed by newly and recently originated consumer and small business loans. ABS accepted as collateral for the loans extended by the FRBNY are assigned a lending value (fair value reduced by a margin) deemed appropriate by the FRBNY. The Treasury, under the Troubled Assets Relief Program ("TARP") of the Emergency Economic Stabilization Act of 2008, will provide \$20 billion of credit protection to the FRBNY in connection with the TALF. All U.S. persons that own eligible collateral may participate in the TALF. The TALF will cease making new loans on December 31, 2009, unless the Board of Governors agrees to extend it. There were no transactions during the period ended December 31, 2008. On February 10, 2009, the Board of Governors announced that it is prepared to expand the size of the TALF to as much as \$1 trillion and potentially broaden the eligible collateral to encompass other types of newly issued AAA-rated ABS, such as ABS backed by commercial mortgages or private-label ABS backed by residential mortgages. If the size of the TALF is expanded, the U.S. Treasury will increase its credit protection to the FRBNY. On March 23, 2009, the U.S. Treasury, in conjunction with the Federal Deposit Insurance Corporation ("FDIC") and Federal Reserve, announced the Public-Private Investment Program for Legacy Assets. One part of the program, the Legacy Securities Program, would involve an expansion of the TALF program to include the provision of non-recourse loans to fund purchases of eligible legacy securitization assets, including certain non-agency RMBS that were originally rated AAA and certain collateralized mortgage-backed securities ("CMBS") and other ABS that are rated AAA.

Support for Specific Institutions

In connection with and to facilitate the merger of The Bear Stearns Companies, Inc. ("Bear Stearns") and JPMorgan Chase & Co. ("JPMC"), the FRBNY formed Maiden Lane LLC ("ML"). Credit was extended to ML on June 26, 2008. ML is a limited liability company formed by the FRBNY to acquire certain assets of Bear Stearns and to manage those assets over time, in order to maximize the repayment of 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 FRBNY committed to the transaction, and largely consisted of mortgage-related securities, mortgage loans and the associated hedges, which included credit and interest rate derivatives, as well as mortgage commitments ("To Be Announced" or "TBAs"). The FRBNY extended approximately a \$28.8 billion senior loan and JPMC extended a \$1.15 billion subordinated loan to finance the acquisition of assets. The loans are collateralized by all of the assets of ML. The FRBNY is the sole and managing member of the ML. The FRBNY is the controlling party of the assets of ML and will remain as such as long as the FRBNY retains an economic interest. The interest rate on the senior loan is the primary credit rate in effect from time to time. JPMC will bear the first \$1.2 billion of any losses associated with the portfolio through its subordinated loan and any realized gains will accrue to the FRBNY. The interest on the JPMC subordinated loan is the FRBNY's primary credit rate plus 450 basis points. The FRBNY consolidates ML.

The Board of Governors announced on September 16, 2008, that the FRBNY was authorized to lend to American International Group, Inc. ("AIG"). Initially, the FRBNY provided AIG with a line of credit collateralized by the pledge of a substantial portion of the assets of AIG. Under the provisions of the original agreement, the FRBNY was authorized to lend up to \$85 billion to AIG for two years at a rate of the three-month London Interbank Offered Rate ("LIBOR") plus 850 basis points. In addition, AIG was assessed a one-time

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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 federal treasury, preferred shares convertible to approximately seventy-eight percent of the issued and outstanding shares of the common stock of AIG. The AIG Credit Facility Trust was formed on January 16, 2009, and the preferred shares were issued to the Trust on March 4, 2009. The Trust has three independent trustees who control the trust's voting and consent rights. The FRBNY cannot exercise voting or consent rights.

On October 8, 2008, the FRBNY began providing cash collateral to certain AIG insurance subsidiaries in connection with AIG's domestic securities lending program.

On November 10, 2008, the FRBNY and the U.S. Treasury announced a restructuring of the government's financial support to AIG. As part of the restructuring, the U.S. Treasury purchased \$40 billion of newly issued AIG preferred shares under the Troubled Asset Relief Program ("TARP"). TARP funds were used to pay down the majority of AIG's debt to the FRBNY, and the terms of the original agreement were modified. The restructuring also reduced the line of credit to \$60 billion, reduced the interest rate to the three-month LIBOR (subject to a floor of 350 basis points), reduced the fee on undrawn funds to 75 basis points, and extended the length of the agreement to five years. The other material terms of the funding were unchanged. These revised terms were more consistent with terms granted to other entities with similar credit risk. Financing provided under the line of credit is included in "Other loans" in the Combined Statements of Condition.

Concurrent with the November 10, 2008, announcement of the restructuring of its financial support to AIG, the FRBNY announced the planned formation of two special purpose vehicles ("SPVs"). On December 12, 2008, the FRBNY extended credit to Maiden Lane II LLC ("ML II"), a limited liability company formed to purchase RMBS from the reinvestment pool of the securities lending portfolio of several regulated U.S. insurance subsidiaries of AIG. ML II borrowed \$19.5 billion from the FRBNY and (after certain adjustments including payments on the RMBS totaling \$0.3 billion between October 31, 2008, and December 12, 2008) used the proceeds to purchase from AIG's domestic insurance subsidiaries RMBS, which had an approximate fair value of \$20.8 billion as of October 31, 2008. The FRBNY's loan and the fixed deferred purchase price of the AIG subsidiaries are collateralized by all of the assets of ML II. The FRBNY is the sole and managing member of ML II. The FRBNY is the controlling party of the assets of ML II and will remain as such as long as the FRBNY retains an economic interest. Net proceeds received by ML II will be applied to pay the FRBNY's senior loan plus interest at a rate of the one-month LIBOR plus 100 basis points. As part of the agreement, the AIG subsidiaries also became entitled to receive from ML II a fixed deferred purchase price of up to \$1 billion, plus interest on any such fixed deferred purchase price outstanding at a rate of the one-month LIBOR plus 300 basis points, payable from net proceeds received by ML II and only to the extent that the FRBNY's senior loan has been paid in full. After ML II has paid the FRBNY's senior loan and the fixed deferred purchase price in full, including accrued and unpaid interest, the FRBNY will be entitled to receive five-sixths of any additional net proceeds received by ML II as contingent interest on the senior loan, and AIG will be entitled to receive one-sixth of any net proceeds received by ML II as variable deferred purchase price. As a result of the formation of ML II, the FRBNY's lending in connection with AIG's securities lending program, initiated on October 8, 2008, was terminated. The FRBNY consolidates ML II.

On November 25, 2008, the FRBNY extended credit to Maiden Lane III LLC ("ML III"), a limited liability company formed to purchase asset-backed securities collateralized debt obligations ("ABS 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 derivative contracts with AIGFP. In connection with the credit agreement, on November 25, 2008, ML III borrowed approximately \$15.1 billion from the FRBNY, and AIG provided an equity contribution of \$5 billion to ML III. The proceeds were used to purchase CDOs with a fair value of \$21.1 billion as of October 31, 2008. The counterparties received \$20.1 billion net of principal, interest received, and finance charges paid.

Subsequently, on December 18, 2008, ML III borrowed an additional \$9.2 billion from the FRBNY to fund the acquisition of additional ABS CDOs with a fair value of \$8.5 billion as of October 31, 2008. The net payment to counterparties for this subsequent transaction was \$6.7 billion. ML III also made a payment to AIGFP of \$2.5 billion representing the over-collateralization previously posted by AIGFP and retained by counterparties in respect of the terminated credit default swaps ("CDS") as compared to ML III's fair value acquisition prices

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calculated as of October 31, 2008. The FRBNY is the managing member of ML III. The FRBNY is the controlling party of the assets of ML III and will remain as such as long as the FRBNY retains an economic interest in ML III. Net proceeds received by ML III will be applied to pay the FRBNY's senior loan plus interest at a rate of the one-month LIBOR plus 100 basis points. The FRBNY's senior loan is collateralized by all of the assets of ML III. After payment of principal and interest on the FRBNY's senior loan in full, including accrued and unpaid interest, AIG is entitled to receive from ML III repayment of its equity contribution of \$5 billion, plus interest at a rate of the one-month LIBOR plus 300 basis points, payable from net proceeds received by ML III. After ML III has paid the FRBNY's senior loan and AIG's equity contribution in full, the FRBNY will be entitled to receive two-thirds of any additional net proceeds received by ML III as contingent interest on the senior loan, and AIG will be entitled to receive one-third of any net proceeds received by ML III as contingent distributions on its equity interest. The FRBNY consolidates ML III.

On March 2, 2009, the FRBNY and U.S. Treasury announced their intent to restructure the financial assistance provided to AIG. The restructuring is expected to further the U.S. government's commitment to the orderly restructuring of AIG over time in the face of continuing market dislocations and economic deterioration and to provide evidence of its commitment to continue to work with AIG to ensure that the company can meet its obligations as they come due. Under the proposed new agreement, the line of credit would be reduced in exchange for preferred interest in two SPVs created to hold 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. Although the FRBNY would have certain governance rights to protect its interests, AIG would retain control of ALICO and AIA. The initial valuation of the FRBNY's preferred interests, which may be up to \$26 billion, will be a percentage of the fair market value of ALICO and AIA based on measurements of value acceptable to the FRBNY. The System is evaluating the accounting implications of these changes on the 2009 combined financial statements.

In addition, the FRBNY has been authorized to make loans of up to \$8.5 billion to SPVs that may be established by the domestic life insurance subsidiaries of AIG. The SPVs would repay the loans from the net cash flows they receive from designated blocks of existing life insurance policies held by the parent insurance companies. The proceeds of the FRBNY's loans would pay down an equivalent amount of outstanding debt under the line of credit. The amounts lent, the size of the haircuts taken by the FRBNY, and other terms of the loans would be determined based on valuations acceptable to the FRBNY. In addition, the interest rate on the line of credit would be modified, removing the existing floor on the LIBOR rate, and the total amount available under the line of credit would be reduced from \$60 billion to no less than \$25 billion. The line would continue to be collateralized by a lien on a substantial portion of AIG's assets, including the equity interest in businesses AIG plans to retain. The other material terms of the line of credit would remain unchanged. As of April 2, 2009, the agreements necessary to effect this restructuring had not been executed.

The Board of Governors, the U.S. Treasury, and the FDIC jointly announced on November 23, 2008, that the U.S. government would provide financial support to Citigroup, Inc. ("Citigroup"). The agreement provides funding support for possible future principal losses on up to \$301 billion of Citigroup's assets. It extends for ten years for residential assets and five years for non-residential assets. Under the agreement, a loss on a portfolio asset includes a charge-off or realized loss upon collection, through a permitted disposition or exchange, or upon a foreclosure or short-sale loss, but not through a change in Citigroup's mark-to-market accounting for the asset or the creation or increase of a related loss reserve. The FRBNY's commitment to lend under the agreement is triggered at the time that qualifying losses of \$56.2 billion have been recognized in the covered assets pool. At that point, if Citigroup makes a proper election, the FRBNY would make a single non-recourse loan to Citigroup in an amount equal to the aggregate adjusted baseline value of the remaining covered assets, as defined in the relevant agreements. The loan would be collateralized by the remaining covered asset pool. The interest rate on the loan would be equal to the rate on the three-month overnight index swap rate ("OIS rate") plus 300 basis points. Citigroup would be required to make mandatory principal prepayments of the loan in an amount equal to 10 percent of any further covered losses on the remaining covered assets, and that obligation plus the interest on the loan is with recourse to Citigroup. The loan matures in 2018 (or 2019 if extended by the FRBNY).

The Board of Governors, the U.S. Treasury, and the FDIC jointly announced on January 15, 2009, that the U.S. government would provide financial support to Bank of America Corporation ("Bank of America"). Under this arrangement, the Federal Reserve Bank of Richmond (FRBR) will provide funding support for possible future

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principal losses relating to a designated pool of up to \$118 billion of financial instruments. The FRBR's commitment under the arrangement is to provide a non-recourse loan to Bank of America if and when qualifying losses of \$18 billion have been recorded in the pool. Interest and fees would be with recourse to Bank of America. This arrangement extends for a maximum of ten years for residential assets and five years for non-residential assets. Because the details of the arrangement have not been finalized, the FRBR has not determined the accounting treatment for this transaction.

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* ("Financial Accounting Manual" or "FAM"), which is issued by the Board of Governors. All of the Reserve Banks are required to adopt and apply accounting policies and practices that are consistent with the FAM and the combined financial statements have been prepared in accordance with the FAM.

Differences exist between the accounting principles and practices in the FAM and generally accepted accounting principles in the United States ("GAAP"), primarily due to the unique nature of the Reserve Banks' powers and responsibilities as part of the nation's central bank. The primary difference is the presentation of all SOMA securities holdings at amortized cost, rather than using the fair value presentation as required by GAAP. U.S. government, federal agency, and GSE securities and investments denominated in foreign currencies comprising the SOMA are recorded at cost, on a settlement-date basis, and are adjusted for amortization of premiums or accretion of discounts on a straight-line basis. Amortized cost more appropriately reflects the Reserve Banks' securities holdings, given the System's unique responsibility to conduct monetary policy. Although application of fair value measurements to the securities holdings may result in values substantially above or below their carrying values, these unrealized changes in value would have no direct effect on the quantity of reserves available to the banking system or on the prospects for future Reserve 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 prior to 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 any gains or losses resulting from the sale of such securities and currencies are incidental to the open market operations and do not motivate decisions related to policy or open market activities.

In addition, the Board of Governors and the Reserve Banks have elected not to present a Statement of Cash Flows because the liquidity and cash positions of the Reserve Banks are not a primary concern given their unique powers and responsibilities. Other information regarding the Reserve Banks' activities is provided in, or may be derived from, the Combined Statements of Condition, Income and Comprehensive Income, and Changes in Capital. There are no other significant differences 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 consolidated financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. Certain amounts relating to the prior year have been reclassified to conform to the current-year presentation. Unique accounts and significant accounting policies are explained below.

a. Consolidation

The combined financial statements include the accounts and results of operations of the Reserve Banks as well as several variable interest entities ("VIEs"), which include ML, ML II, ML III, and CPFF. The consolidation of the VIEs was assessed in accordance with FASB Interpretation No. 46 (revised),

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Consolidation of Variable Interest Entities ("FIN 46R"), which requires a variable interest entity to be consolidated by its primary beneficiary.

A Reserve Bank consolidates a VIE if it is the primary beneficiary because it will absorb a majority of the entity's expected losses, receive a majority of the entity's expected residual returns, or both. To determine whether it is the primary beneficiary of a VIE, the Reserve Bank evaluates the VIEs' design, capital structure, and the relationships among the variable interest holders. The Reserve Bank reconsiders whether it is the primary beneficiary of a VIE when certain events occur as required by FIN 46R. Intercompany balances and transactions are eliminated in consolidation.

b. *Gold and Special Drawing Rights Certificates*

The Secretary of the U.S. Treasury is authorized to issue gold and special drawing rights ("SDR") certificates to the Reserve Banks.

Payment for the gold certificates by the Reserve Banks is made by crediting equivalent amounts in dollars into the account established for the U.S. Treasury. The gold certificates held by the Reserve Banks are required to be backed by the gold of the U.S. Treasury. The U.S. Treasury may reacquire the gold certificates at any time, and the Reserve Banks must deliver them to the U.S. Treasury. At such time, the U.S. 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 a 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 in each Reserve Bank.

SDR certificates are issued by the International Monetary Fund (the "Fund") to its members in proportion to each member's quota in the Fund 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 U.S. Treasury is authorized to issue SDR certificates somewhat like gold certificates to the Reserve Banks. When SDR certificates are issued to the Reserve Banks, equivalent amounts in dollars are credited to the account established for the U.S. Treasury, and the Reserve Banks' SDR certificate accounts are increased. The Reserve Banks are required to purchase SDR certificates, at the direction of the U.S. 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. There were no SDR transactions in 2008 or 2007.

c. *Loans to Depository Institutions and Other Loans*

Loans are reported at their outstanding principal balances net of unamortized commitment fees. Interest income is recognized on an accrual basis. Loan commitment fees are generally deferred and amortized on a straight-line basis over the commitment period, which is not materially different from the interest method.

Outstanding loans are evaluated to determine whether an allowance for loan losses is required. The Reserve Banks have developed procedures for assessing the adequacy of the allowance for loan losses that reflect the assessment of credit risk considering all available information. This assessment includes monitoring information obtained from banking supervisors, borrowers, and other sources to assess the credit condition of the borrowers.

Loans are considered to be impaired when it is probable that the Reserve Banks will not receive principal and interest due in accordance with the contractual terms of the loan agreement. The amount of the impairment is the difference between the recorded amount of the loan and the amount expected to be collected after consideration of the fair value of the collateral. Recognition of interest income is discontinued for any loans that are considered to be impaired. Cash payments made by borrowers on impaired loans are applied to principal until the balance is reduced to zero; subsequent payments are recorded as recoveries of amounts previously charged off and then to interest income.

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d. *Securities Purchased Under Agreements to Resell, Securities Sold Under Agreements to Repurchase, and Securities Lending*

The FRBNY may engage in tri-party purchases of securities under agreements to resell (“tri-party agreements”). Tri-party agreements are conducted with two commercial custodial banks that manage the clearing and settlement of collateral. Collateral is held in excess of the contract amount. Acceptable collateral under tri-party agreements primarily includes U.S. government securities; pass-through mortgage securities of Fannie Mae, Freddie Mac, and Ginnie Mae; STRIP securities of the U.S. government; and “stripped” securities of other government agencies. The tri-party agreements are accounted for as financing transactions and the associated interest income is accrued over the life of the agreement.

Securities sold under agreements to repurchase 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 in the Combined Statements of Condition, and the related accrued interest payable is reported as a component of “Other liabilities.”

U.S. government securities held in the SOMA are lent to primary dealers to facilitate the effective functioning of the domestic securities market. Overnight securities-lending transactions are fully collateralized by other U.S. government securities. TSLF transactions are fully collateralized with investment-grade debt securities, collateral eligible for tri-party repurchase agreements arranged by the Open Market Trading Desk, or both. The collateral taken in both overnight and TSLF transactions is in excess of the fair value of the securities loaned. The FRBNY charges the primary dealer a fee for borrowing securities, and these fees are reported as a component of "Non-interest income (loss): Other income" in the Combined Statements of Income and Comprehensive Income.

Activity related to securities purchased under agreements to resell, securities sold under agreements to repurchase, and securities lending are allocated to each of the Reserve Banks on a percentage basis derived from an annual settlement of the interdistrict settlement account.

e. *U.S. Government, Federal Agency, and Government-Sponsored Enterprises Securities; Investments Denominated in Foreign Currencies and Warehousing Agreements*

Interest income on U.S. government, federal agency, and GSE securities and investments denominated in foreign currencies comprising the SOMA is accrued on a straight-line basis. Gains and losses resulting from sales of securities are determined by specific issue based on average cost. Foreign-currency-denominated assets 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 investments denominated in foreign currencies are reported as “Foreign currency gains, net” in the Combined Statements of Income and Comprehensive Income.

Activity related to U.S. government, federal agency, and GSE securities, 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 April of each year. The settlement also equalizes Reserve Bank gold certificate holdings to Federal Reserve notes outstanding in each District. Activity related to investments denominated in foreign currencies, 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 aggregate capital and surplus at the preceding December 31.

Warehousing is an arrangement under which the FOMC agrees to exchange, at the request of the U.S. Treasury, U.S. dollars for foreign currencies held by the U.S. Treasury or ESF over a limited period of time. The purpose of the warehousing facility is to supplement the U.S. dollar resources of the U.S. Treasury and ESF 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 aggregate capital and surplus at the preceding December 31.

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f. *Central Bank Liquidity Swaps*

At the initiation of each central bank liquidity swap transaction, the foreign central bank transfers a specified amount of its currency to the FRBNY in exchange for U.S. dollars at the prevailing market exchange rate. Concurrent with this transaction, the FRBNY and the foreign central bank agree to a second transaction that obligates the foreign central bank to return the U.S. dollars and the FRBNY to return the foreign currency on a specified future date at the same exchange rate. The foreign currency amounts that the FRBNY acquires are reported as “Central bank liquidity swaps” on the Combined Statements of Condition. Because the swap transaction will be unwound at the same exchange rate 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 pays interest to the FRBNY based on the foreign currency amounts held by the FRBNY. The FRBNY recognizes interest income during the term of the swap agreement and reports the interest income as a component of “Interest income: Central bank liquidity swaps” in the Combined Statements of Income and Comprehensive Income.

Activity related to these swap transactions, including the related interest income, is allocated to each Reserve Bank based on the ratio of each Reserve Bank’s capital and surplus to aggregate capital and surplus at the preceding December 31. Similar to other investments denominated in foreign currencies, the foreign currency holdings associated with these central bank liquidity swaps are revalued at current market exchange rates. Because the swap arrangement will be unwound at the same exchange rate that was used in the initial transaction, the obligation to return the foreign currency is also revalued at current foreign currency market exchange rates and is recorded in a currency exchange valuation account by the FRBNY. This reevaluation method eliminates the effects of the changes in market exchange rates. As of December 31, 2008, the FRBNY began allocating this currency exchange valuation account to the other Reserve Banks. The balance in the currency exchange valuation account at December 31, 2007 was \$353 million and was reclassified from “Other liabilities” to “Central bank liquidity swaps” in the Combined Statements of Condition.

g. *Investments Held by Consolidated Variable Interest Entities*

Investments held by the consolidated VIEs include commercial paper, agency and non-agency collateralized mortgage obligations (“CMOs”), commercial and residential real mortgage loans, MBS, CDOs, other investment securities, and derivatives and associated hedging activities. These investments are accounted for and classified as follows:

- Commercial paper held by the CPFF is designated as held-to-maturity under Statement of Financial Accounting Standards No. 115, “Accounting for Certain Instruments in Debt and Equity Securities” (“SFAS 115”) according to the terms of the program. The CPFF has the positive intent and the ability to hold the securities to maturity, and therefore the commercial paper is recorded at amortized cost. The amortized cost is adjusted for amortization of premiums and accretion of discounts on a straight-line basis that the CPFF believes is not materially different from the interest method. Interest income on the commercial paper is reported as “Interest income: Investments held by consolidated variable interest entities” in the Combined Statements of Income and Comprehensive Income. All other investments held by the CPFF are classified as trading securities under SFAS 115 and are recorded at fair value. Gains and losses on these trading securities are recorded as “Non-interest income (loss): Investments held by consolidated variable interest entities (losses), net” in the Combined Statements of Income and Comprehensive Income.

The FRBNY conducts quarterly reviews to identify and evaluate CPFF investments held at amortized cost that have indications of possible impairment. An investment is impaired if its fair value falls below its recorded value and the decline is considered other than temporary. Impairment of investments is evaluated using numerous factors, the relative significance of which varies on a case by case basis. Factors considered include collectability, collateral, the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer of a security, and the CPFF’s intent and ability to retain the security in order to allow for an anticipated recovery in fair value. If, after analyzing each of the above factors, the FRBNY determines that the

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impairment is other than temporary, the cost basis of the individual security is written down to fair value, and the amount of the write-down is reported in “Non-interest income (loss): Investments held by consolidated variable interest entities (losses), net” in the Combined Statements of Income and Comprehensive Income.

- ML follows the guidance in SFAS 115 when accounting for investments in debt securities. ML classifies its debt securities as available for sale and has elected the fair value option for all eligible assets in accordance with Statement of Financial Accounting Standards No. 159, “The Fair Value Option for Financial Assets and Liabilities” (SFAS 159) and Statement of Financial Accounting Standards No. 157, “Fair Value Measurements” (SFAS 157). Other financial instruments, including derivatives contracts in ML, are recorded at fair value in accordance with Statement of Financial Accounting Standards No. 133 “Accounting for Derivative Instruments and Hedging Activities,” as amended (SFAS 133). ML II and ML III qualify as non-registered investment companies under the provisions of the American Institute of Certified Public Accountants’ *Audit and Accounting Guide for Investment Companies* and, therefore, all investments are recorded at fair value in accordance with SFAS 157.
- Interest income, accretion of discounts, amortization of premiums on investments, and paydown gains and losses on RMBS, ABS CDOs, and CMOSs held by consolidated variable interest entities are reported in “Interest income: Investments held by consolidated variable interest entities” in the Combined Statements of Income and Comprehensive Income. Realized and unrealized gains (losses) on investments in consolidated variable interest entities that are recorded at fair value are reported as “Non-interest income (loss): Investments held by consolidated variable interest entities (losses), net” in the Combined Statements of Income and Comprehensive Income.

h. *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 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 range from two to five years. Maintenance costs related to software are charged to expense in the year incurred.

Capitalized assets, including software, buildings, leasehold improvements, furniture, and equipment, are evaluated for impairment, 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.

i. *Federal Reserve Notes*

Federal Reserve notes are the circulating currency of the United States. These notes are issued through the various Federal Reserve agents (the chairman of the board of directors of each Reserve Bank and their designees) to the Reserve Banks upon deposit with such agents of specified classes of collateral security, typically U.S. government securities. These notes are identified as issued to a specific Reserve Bank. The Federal Reserve Act provides that the collateral security tendered by the Reserve Bank to the Federal Reserve agent must be at least equal to the sum of the notes applied for by such Reserve Bank.

Assets eligible to be pledged as collateral security include all of the Reserve Banks’ assets. The collateral value is equal to the book value of the collateral tendered, with the exception of securities, for which the

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collateral value is equal to the par value of the securities tendered. The par value of securities pledged for securities sold under agreements to repurchase is deducted.

The Board of Governors may, at any time, call upon a Reserve Bank for additional security to adequately collateralize the 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. At December 31, 2008 and 2007, all Federal Reserve notes issued to the Reserve Banks were fully collateralized.

“Federal Reserve notes outstanding, net” in the Combined Statements of Condition represents the Federal Reserve notes outstanding, reduced by the Reserve Banks’ currency holdings of \$169,681 million and \$218,571 million at December 31, 2008 and 2007, respectively.

At December 31, 2008, all Federal Reserve notes were fully collateralized. All gold certificates, all special drawing right certificates, \$496,733 million of domestic securities and securities purchased under agreements to resell, and \$343,198 million of loans were pledged as collateral. At December 31, 2008, no investments denominated in foreign currencies were pledged as collateral.

j. *Beneficial Interest In Consolidated Variable Interest Entities*

ML, ML II, and ML III have issued senior and subordinated debt, inclusive of a fixed deferred purchase price in ML II and an equity contribution in ML III. Upon issuance of the senior and subordinated debt, ML, ML II, and ML III each elected to measure these obligations at fair value in accordance with SFAS 159. Principal, interest, and changes in fair value on the senior debt, which were extended by the FRBNY, are eliminated in consolidation. The subordinated debt is recorded at fair value as “Beneficial interest in consolidated variable interest entities” in the Combined Statements of Condition. Interest expense and changes in fair value of the subordinated debt are recorded in “Interest expense: Other interest expense related to consolidated variable interest entities” and “Non-interest income (loss): Investments held by consolidated variable interest entities (losses), net,” respectively, in the Combined Statements of Income and Comprehensive Income.

k. *U.S. Treasury Supplemental Financing Account and Other Deposits*

The U.S. Treasury initiated a temporary supplementary program that consists of a series of Treasury bill auctions in addition to the Treasury’s standard borrowing program. The proceeds of this debt are held in an account at the Federal Reserve that is separate from the Treasury’s general account. The effect of placing funds in this account is to drain reserves from the banking system and partially offset the reserve impact of the System’s lending and liquidity initiatives. The new account is defined as the “U.S. Treasury, supplementary financing account” in the Combined Statements of Condition.

Other deposits represent amounts held in accounts at the Reserve Banks by GSEs and foreign central banks and governments.

l. *Items in Process of Collection and Deferred Credit Items*

“Items in process of collection” in the Combined Statements of Condition primarily represents amounts attributable to checks that have been deposited for collection and that, as of the balance sheet date, have not yet been presented to the paying bank. Deferred credit items are the counterpart liability to items in process of collection, and the amounts in this account arise from deferring credit for deposited items until the amounts are collected. The balances in both accounts can vary significantly.

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m. *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 reflect the Federal Reserve Act requirement that annual dividends be deducted from net earnings, dividends are presented as a distribution of comprehensive income in the Combined Statements of Income and Comprehensive Income.

n. *Surplus*

The Board of Governors requires the Reserve Banks to maintain a surplus equal to the amount of capital paid-in as of December 31 of each year. This amount is intended to provide additional capital and reduce the possibility that the Reserve Banks will be required to call on member banks for additional capital.

Accumulated other comprehensive income is reported as a component of surplus in the Combined Statements of Condition and the Combined Statements of Changes in Capital. The balance of accumulated other comprehensive income is comprised of expenses, gains, and losses related to the System retirement plan and other postretirement benefit plans that, under accounting standards, are included in other comprehensive income, but excluded from net income. Additional information regarding the classifications of accumulated other comprehensive income is provided in Notes 12, 13, and 14.

o. *Interest on Federal Reserve Notes*

The Board of Governors requires the Reserve Banks to transfer excess earnings to the U.S. 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 U.S. Treasury as interest on Federal Reserve notes" in the Combined Statements of Income and Comprehensive Income and is reported as a liability, or as an asset if overpaid during the year, in the Combined Statements of Condition. Weekly payments to the U.S. Treasury may vary significantly.

In the event of losses or an increase in capital paid-in at a Reserve Bank, payments to the U.S. Treasury are suspended and earnings are retained until the surplus is equal to the capital paid-in.

In the event of a decrease in capital paid-in, the excess surplus, after equating capital paid-in and surplus at December 31, is distributed to the U.S. Treasury in the following year.

p. *Interest on Depository Institutions' Deposits*

Beginning October 9, 2008, the Reserve Banks pay interest to depository institutions on qualifying balances held at the Banks. Authorization for payment of interest on these balances was granted by Title II of the Financial Services Regulatory Relief Act of 2006, which had an effective date of 2011. Section 128 of the Emergency Economic Stabilization Act of 2008, enacted on October 3, 2008, made that authority immediately effective. The interest rates paid on required reserve balances and excess balances are based on an FOMC established target range for the effective federal funds rate.

q. *Income and Costs Related to U.S. Treasury Services*

The Reserve Banks are required by the Federal Reserve Act to serve as fiscal agent and depositories of the United States government. By statute, the Department of the Treasury has appropriations to pay for these

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services. During the years ended December 31, 2008 and 2007, the Reserve Banks were reimbursed for substantially all services provided to the Department of the Treasury as its fiscal agent.

r. Assessments by the Board of Governors

The Board of Governors assesses the Reserve Banks to fund its operations based on each Reserve Bank's capital and surplus balances as of December 31 of the prior year. The Board of Governors also assesses each Reserve Bank for the expenses incurred for the U.S. Treasury to prepare 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.

s. Taxes

The Reserve Banks are exempt from federal, state, and local taxes, except for taxes on real property and, in some states, sales taxes on construction-related materials. Real property taxes were \$38 million and \$33 million for the years ended December 31, 2008 and 2007, respectively, and are reported as a component of "Occupancy expense" in the Combined Statements of Income and Comprehensive Income.

t. 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, 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 Reserve Banks commit to a formalized restructuring plan or execute the specific actions contemplated in the plan and all criteria for financial statement recognition have been met.

Note 15 describes the Reserve Banks' restructuring initiatives and provides information about the costs and liabilities associated with employee separations and contract terminations. The costs associated with the impairment of certain of the Reserve Banks' assets are discussed in Note 10. Costs and liabilities associated with enhanced pension benefits in connection with the restructuring activities for all of the Reserve Banks are recorded on the books of the FRBNY. Costs and liabilities associated with enhanced postretirement benefits are discussed in Note 13.

u. Recently Issued Accounting Standards

In December 2008, FASB issued FASB Staff Position (FSP) FAS 140-4 and FIN 46(R)-8, "Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities." FSP FAS 140-4 and FIN 46(R)-8 amends FASB Statement No. 140 to require public entities to provide additional disclosures about transfers of financial assets. It also amends FASB Interpretation No. 46(R) to require public entities, including sponsors that have a variable interest in a VIE, to provide additional disclosures about their involvement with VIEs. FSP FAS 140-4 and FIN 46(R)-8 was effective for the combined financial statements for the year ended December 31, 2008. The adoption of the additional disclosure requirements of FSP FAS 140-4 and FIN 46(R)-8 did not materially affect the Reserve Banks' combined financial statements.

In December 2008, FASB issued FSP 132(R)-1, "Employers' Disclosures about Postretirement Benefit Plan Assets." FSP 132(R)-1 provides rules for the disclosure of information about assets held in a defined benefit plan in the financial statements of the employer sponsoring that plan. This FSP applies SFAS 157 to defined benefit plans and provides rules for additional disclosures about asset categories and concentrations of risk. It is effective for financial statements with fiscal years ending after December 15, 2009. The provisions of FSP 132(R)-1 will be applied prospectively effective January 1, 2009, and are not expected to materially affect the Reserve Banks' combined financial statements.

In October 2008, FASB issued FSP 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" with an effective date of October 10, 2008. FSP 157-3 clarifies how SFAS

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157 should be applied when valuing securities in markets that are not active. For additional information on the effects of the adoption of this accounting pronouncement, see Note 9.

In September 2008, FASB issued FSP 133-1 and FIN 45-4, “Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161.” This FSP requires expanded disclosures about credit derivatives and guarantees. The expanded disclosure requirements of the FSP, which are effective for the Reserve Banks’ combined financial statements for the year ending December 31, 2008, are incorporated in the accompanying notes.

In March 2008, FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities” (“SFAS 161”), which requires expanded qualitative, quantitative, and credit-risk disclosures about derivatives and hedging activities and their effects on a company’s financial position, financial performance, and cash flows. SFAS 161 is effective for the Reserve Banks’ combined financial statements for the year beginning on January 1, 2009, and is not expected to materially affect the Reserve Banks’ combined financial statements.

In February 2008, FASB issued FSP FAS 140-3, “Accounting for Transfers of Financial Assets and Repurchase Financing Transactions.” FSP FAS 140-3 requires that an initial transfer of a financial asset and a repurchase financing that was entered into contemporaneously with, or in contemplation of, the initial transfer be evaluated together as a linked transaction under SFAS 140, unless certain criteria are met. FSP FAS 140-3 is effective for the Reserve Banks’ combined financial statements for the year beginning on January 1, 2009, and earlier adoption is not permitted. The provisions of this standard will be applied prospectively and are not expected to materially affect the Reserve Banks’ combined financial statements.

In February 2007, FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115” (“SFAS 159”), which provides companies with an irrevocable option to elect fair value as the measurement for selected financial assets, financial liabilities, unrecognized firm commitments, and written loan commitments that are not subject to fair value under other accounting standards. There was a one-time election available to apply this standard to existing financial instruments as of January 1, 2008; otherwise, the fair value option will be available for financial instruments on their initial transaction date. The Reserve Banks adopted SFAS 159 on January 1, 2008, and the effect of the Reserve Banks’ election for certain assets and liabilities is reflected in Note 9.

In September 2006, FASB issued SFAS No. 157, “Fair Value Measurements” (“SFAS 157”), which establishes a single authoritative definition of fair value and a framework for measuring fair value, and expands the required disclosures for assets and liabilities measured at fair value. SFAS 157 was effective for fiscal years beginning after November 15, 2007, with early adoption permitted. The Reserve Banks adopted SFAS 157 on January 1, 2008, and the effect of the Reserve Banks’ adoption of this standard is reflected in Note 9.

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5. LOANS

The loan amounts outstanding to depository institutions and others at December 31 were as follows (in millions):

	2008	2007
Primary, secondary, and seasonal credit	\$ 93,790	\$ 8,636
TAF	450,220	40,000
Total loans to depository institutions	<u>544,010</u>	<u>48,636</u>
AMLF	23,765	-
PDCF	37,403	-
Other (AIG)	38,914	-
Total other loans	<u>\$ 100,082</u>	<u>\$ -</u>

Loans to Depository Institutions

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

Primary, secondary, and seasonal credit lending is collateralized to the satisfaction of the Reserve Banks to reduce credit risk. Assets eligible to collateralize these loans include consumer, business, and real estate loans; U.S. Treasury securities; federal agency securities; GSE obligations; foreign sovereign debt obligations; municipal or corporate obligations; state and local government obligations; asset-backed securities; corporate bonds; commercial paper; and bank-issued assets, such as certificates of deposit, bank notes, and deposit notes. Collateral is assigned a lending value deemed appropriate by each Reserve Bank, which is typically fair value or face value reduced by a margin.

Depository institutions that are eligible to borrow under the Reserve Banks' primary credit program are also eligible to participate in the temporary TAF program. Under the TAF program, the Reserve Banks conduct auctions for a fixed amount of funds, with the interest rate determined by the auction process, subject to a minimum bid rate. TAF loans are extended on a short-term basis, with terms of either 28 or 84 days. All advances under the TAF must be fully collateralized. Assets eligible to collateralize TAF loans include the complete list noted above for loans to depository institutions. Similar to the process used for primary, secondary, and seasonal credit, a lending value is assigned to each asset accepted as collateral for TAF loans.

Loans to depository institutions are monitored on a daily basis to ensure that borrowers continue to meet eligibility requirements for these programs. The financial condition of borrowers is monitored by the Reserve Banks and, if a borrower no longer qualifies for these programs, the Reserve Banks will generally request full repayment of the outstanding loan or may convert a primary credit 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.

Other Loans

The FRBB administers the AMLF and is authorized to extend loans to eligible borrowers on behalf of the other Reserve Banks. All loans extended under the AMLF are recorded as assets by the FRBB and, if the borrowing institution settles to a depository account in another Reserve Bank District, the funds are credited to the institution's depository account by the appropriate Reserve Bank and settled between the Reserve Banks through the interdistrict settlement account. The loans extended under the AMLF are nonrecourse, so that the

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FRBB has recourse only to the collateral pledged by the borrowers. The credit risk related to the AMLF is assumed by the FRBB, and any losses are not recorded by the other Reserve Banks. No losses were incurred on loans extended in 2008. Eligible collateral under the program is limited to U.S. dollar-denominated ABCP that is rated not lower than A-1/P-1/F1 and must be purchased from an eligible money market mutual fund. The terms of loans under the AMLF are limited to 120 days if the borrower is a bank or 270 days for non-bank borrowers. The interest rate for advances made under the AMLF is equal to the FRBB's primary credit rate offered to depository institutions at the time the advance is made. The loans extended under the AMLF are reported as "Other loans" in the Combined Statements of Condition.

The PDCF provides secured overnight financing to primary dealers in exchange for a specified range of collateral, including U.S. Treasury securities, federal agency securities, agency MBS, investment-grade corporate securities, municipal securities, mortgage-backed securities, and other asset-backed securities for which a price is available. Interest on PDCF secured financing is accrued using the primary credit rate offered to depository institutions. The secured financing is reported as "Other loans" in the Combined Statements of Condition. The frequency-based fees are reported as "Other income" in the Combined Statements of Income and Comprehensive Income.

The \$38.9 billion extended to AIG under the revolving line of credit is net of unamortized deferred commitment fees and includes unpaid commitment fees and accrued interest. Unamortized deferred commitment fees were \$1.5 billion, and unpaid commitment fees and accrued interest were \$1.7 billion and \$1.9 billion, respectively, at December 31, 2008. The AIG loan is reported as "Other loans" in the Combined Statements of Condition.

The remaining maturity distribution of loans outstanding at December 31, 2008, was as follows (in millions):

	Primary, Secondary, and Seasonal Credit	TAF	Other Loans
Within 15 days	\$ 85,846	\$ 235,424	\$ 47,086
16 days to 90 days	7,944	214,796	14,083
Over 1 year to 5 years	-	-	38,913
Total loans	<u>\$ 93,790</u>	<u>\$ 450,220</u>	<u>\$ 100,082</u>

Allowances for Loan Losses

At December 31, 2008 and 2007, no loans were considered to be impaired, and the Reserve Banks determined that no allowance for loan losses was required.

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6. U.S. GOVERNMENT, FEDERAL AGENCY, AND GOVERNMENT-SPONSORED ENTERPRISE SECURITIES; SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL; SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE; AND SECURITIES LENDING

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

The securities held in the SOMA at December 31 were as follows (in millions):

	<u>2008</u>	<u>2007</u>
U.S. government securities:		
Bills	\$ 18,423	\$ 227,840
Notes	334,779	401,776
Bonds	122,719	110,995
Federal agency and GSE securities	<u>19,708</u>	<u>-</u>
Total par value	495,629	740,611
Unamortized premiums	8,049	7,988
Unaccreted discounts	<u>(1,489)</u>	<u>(2,970)</u>
Total	<u>\$ 502,189</u>	<u>\$ 745,629</u>

At December 31, 2008 and 2007, the fair value of the U.S. government, federal agency, and GSE securities held in the SOMA, excluding accrued interest, was \$566,427 million and \$777,141 million, respectively, as determined by reference to quoted prices for identical securities.

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 central bank, to meet their financial obligations and responsibilities and do not represent a risk to the Reserve Banks, their shareholders, or the public. The fair value is presented solely for informational purposes.

Financial information related to securities purchased under agreements to resell and securities sold under agreements to repurchase for the years ended December 31, 2008 and 2007, were as follows (in millions):

	<u>Securities Purchased Under Agreements to Resell</u>		<u>Securities Sold Under Agreements to Repurchase</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Contract amount outstanding, end of year	\$ 80,000	\$ 46,500	\$ 88,352	\$43,985
Weighted average amount outstanding, during the year	97,037	35,073	65,461	34,846
Maximum month-end balance outstanding, during the year	119,000	51,500	98,559	43,985
Securities pledged, end of year	-	-	78,896	44,048

The contract amounts for securities purchased under agreements to resell and securities sold under agreements to repurchase approximate fair value.

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The remaining maturity distribution of U.S. government, federal agency, and GSE securities bought outright, securities purchased under agreements to resell, and securities sold under agreements to repurchase that were held in the SOMA at December 31, 2008, was as follows (in millions):

	U.S. Government Securities (Par value)	Federal Agency and GSE Securities (Par value)	Total: U.S. Government, Federal Agency, and GSE Securities (Par value)	Securities Purchased Under Agreements to Resell (Contract amount)	Securities Sold Under Agreements to Repurchase (Contract amount)
Within 15 days	\$ 19,138	\$ 450	\$ 19,588	\$ 40,000	\$ 88,352
16 days to 90 days	20,965	3,281	24,246	40,000	-
91 days to 1 year	63,330	976	64,306	-	-
Over 1 year to 5 years	173,328	11,361	184,689	-	-
Over 5 years to 10 years	97,325	3,640	100,965	-	-
Over 10 years	101,835	-	101,835	-	-
Total	<u>\$ 475,921</u>	<u>\$ 19,708</u>	<u>\$ 495,629</u>	<u>\$ 80,000</u>	<u>\$ 88,352</u>

At December 31, 2008 and 2007, U.S. government securities with par values of \$180,765 million and \$16,649 million, respectively, were loaned from the SOMA.

7. INVESTMENTS DENOMINATED IN FOREIGN CURRENCIES

The FRBNY, on behalf of the Reserve Banks, holds foreign currency deposits with foreign central banks and with the Bank for International Settlements and invests in foreign government debt instruments. These investments are guaranteed as to principal and interest by the issuing foreign governments.

Total investments denominated in foreign currencies, including accrued interest, valued at amortized cost and foreign currency market exchange rates at December 31, were as follows (in millions):

	2008	2007
European Union euro:		
Foreign currency deposits	\$ 5,563	\$ 7,181
Securities purchased under agreements to resell	4,076	2,548
Government debt instruments	4,609	4,666
Japanese yen:		
Foreign currency deposits	3,483	2,811
Government debt instruments	7,073	5,708
Total	<u>\$ 24,804</u>	<u>\$ 22,914</u>

At December 31, 2008 and 2007, the fair value of total System investments denominated in foreign currencies, including accrued interest, was \$25,021 million and \$22,892 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 the U.S. government, federal agency, and GSE securities discussed in Note 6, unrealized gains or losses have no effect on the ability of a Reserve Bank, as central bank, to meet its financial obligations and responsibilities.

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The remaining maturity distribution of investments denominated in foreign currencies at December 31, 2008, was as follows (in millions):

	<u>European Euro</u>	<u>Japanese Yen</u>	<u>Total</u>
Within 15 days	\$ 7,594	\$ 3,484	\$ 11,078
16 days to 90 days	1,169	630	1,799
91 days to 1 year	1,749	1,986	3,735
Over 1 year to 5 years	<u>3,736</u>	<u>4,456</u>	<u>8,192</u>
Total	<u>\$ 14,248</u>	<u>\$ 10,556</u>	<u>\$ 24,804</u>

At December 31, 2008 and 2007, the authorized warehousing facility was \$5 billion, with no balance outstanding.

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

8. CENTRAL BANK LIQUIDITY SWAPS

Central bank liquidity swap arrangements are contractual agreements between two parties, the FRBNY and an authorized foreign central bank, whereby the parties agree to exchange their currencies up to a prearranged maximum amount and for an agreed-upon period of time. At the end of that period of time, the currencies are returned at the original contractual exchange rate, and the foreign central bank pays interest to the Federal Reserve at an agreed-upon rate. These arrangements give the authorized foreign central bank temporary access to U.S. dollars. Drawings under the swap arrangements are initiated by the foreign central bank and must be agreed to by the Federal Reserve.

The remaining maturity distribution of central bank liquidity swaps at December 31 was as follows (in millions):

	<u>2008</u>		<u>2007</u>	
	<u>Within 15 days</u>	<u>16 days to 90 days</u>	<u>Total</u>	<u>Total</u>
Australian dollar	\$ 10,000	\$ 12,830	\$ 22,830	\$ -
Danish krone	-	15,000	15,000	-
Euro	150,969	140,383	291,352	20,000
Japanese yen	47,893	74,823	122,716	-
Korean won	-	10,350	10,350	-
Norwegian krone	2,200	6,025	8,225	-
Swedish krona	10,000	15,000	25,000	-
Swiss franc	19,221	5,954	25,175	4,000
U.K. pound	<u>120</u>	<u>32,960</u>	<u>33,080</u>	<u>-</u>
Total	<u>\$ 240,403</u>	<u>\$ 313,325</u>	<u>\$ 553,728</u>	<u>\$ 24,000</u>

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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, 2008, were as follows (in millions):

	<u>Total Assets</u>
CPFF	\$ 334,910
ML	30,635
ML II	19,195
ML III	<u>27,256</u>
Total	<u>\$ 411,996</u>

The FRBNY's maximum exposure to loss on these assets was \$405.4 billion and incorporates potential losses associated with assets recorded on the Combined Statements of Condition, net of the fair value of subordinated interests.

The net income (loss) attributable to consolidated VIEs for the period ended December 31, 2008, was as follows (in millions):

	<u>ML</u>	<u>ML II</u>	<u>ML III</u>	<u>CPFF</u>	<u>Total</u>
Interest income:					
Portfolio interest income	\$ 1,561	\$ 302	\$ 517	\$ 1,707	\$ 4,087
Less: Interest expense	<u>332</u>	<u>103</u>	<u>28</u>	<u>-</u>	<u>463</u>
Net interest income	1,229	199	489	1,707	3,624
Non-interest income:					
Portfolio holdings gain (loss)	(5,497)	(1,499)	(2,633)	3	(9,626)
Unrealized gains on beneficial interest in consolidated VIEs	<u>1,188</u>	<u>1,003</u>	<u>2,198</u>	<u>-</u>	<u>4,389</u>
Non-interest income	<u>(4,309)</u>	<u>(496)</u>	<u>(435)</u>	<u>3</u>	<u>(5,237)</u>
Total interest income and non-interest income	(3,080)	(297)	54	1,710	(1,613)
Less: Professional fees	<u>54</u>	<u>5</u>	<u>9</u>	<u>12</u>	<u>80</u>
Net (loss) income attributable to consolidated VIEs	<u>\$ (3,134)</u>	<u>\$ (302)</u>	<u>\$ 45</u>	<u>\$ 1,698</u>	<u>\$ (1,693)</u>

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The classification of significant assets and liabilities of the consolidated VIEs at December 31, 2008, was as follows (in millions):

	Assets Recorded At		Total
	Amortized Cost	Fair Value	
Assets:			
Commercial paper	\$ 333,631	\$ -	\$ 333,631
CDOs	-	26,957	26,957
RMBS	-	18,839	18,839
Agency CMOs	-	13,565	13,565
Non-agency CMOs	-	1,836	1,836
Commercial and residential mortgage loans	-	6,490	6,490
SWAP contracts	-	2,454	2,454
TBA commitments	-	2,089	2,089
Other investments	-	2,340	2,340
Subtotal	<u>\$ 333,631</u>	<u>\$ 74,570</u>	<u>\$ 408,201</u>
Cash, cash equivalents, and accrued interest receivable			3,795
Total investments held by consolidated variable interest entities:			<u>\$ 411,996</u>
Liabilities:			
Beneficial interest in consolidated variable interest entities		<u>\$ (2,824)</u>	
Other liabilities	<u>\$ (5,813)</u>		

The amount reported as “Consolidated variable interest entities: Other liabilities” in the Combined Statements of Condition comprises \$2.6 billion related to cash collateral received on swap contracts, \$2.4 billion payable for investments purchased by VIEs, accrued interest, unearned registration fees, and accrued professional fees.

Total realized gains (losses) and unrealized gains (losses) associated with the investments held by consolidated VIEs at December 31, 2008, were as follows (in millions):

	Total Realized	Fair Value Changes	Total
	Gains (Losses)	Unrealized Gains (Losses)	Realized/Unrealized Gains (Losses)
CDOs	\$ -	\$ (3,281)	\$ (3,281)
RMBS	-	(1,499)	(1,499)
Agency CMOs	(109)	60	(49)
Non-agency CMOs	(4)	(1,502)	(1,506)
Commercial and residential mortgage loans	39	(2,693)	(2,654)
Swap contracts	(70)	155	85
TBA commitments	(57)	(10)	(67)
Other investments	237	(892)	(655)
Total	<u>\$ 36</u>	<u>\$ (9,662)</u>	<u>\$ (9,626)</u>

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b. Commercial Paper Funding Facility LLC

The interest rate for unsecured commercial paper held by the CPFF is the three-month OIS rate plus 100 basis points, along with an additional surcharge (“credit enhancement fee”) of 100 basis points. The interest rate for asset-backed commercial paper is the three-month OIS rate plus 300 basis points.

The non-refundable facility fee (“registration fee”) is equal to 10 basis points times the maximum amount of the participant’s commercial paper that the CPFF may purchase, which equals the greatest amount of U.S. dollar-denominated commercial paper that the issuer had outstanding on the days between January 1 and August 31, 2008. The registration fee is recognized on a straight-line basis over the life of the program.

The credit enhancement fee is equal to 100 basis points per annum of the face value of the unsecured commercial paper purchased. Unsecured commercial paper issuers covered by the FDIC’s Temporary Liquidity Guarantee Program are viewed as having a satisfactory guarantee, and the credit enhancement fee for those participants is waived. The credit enhancement fee is recognized on a straight-line basis over the term of the commercial paper, which is not materially different from the interest method.

The FRBNY conducts a periodic review of the CPFF’s commercial paper to determine if impairment is other than temporary such that a loss should be recognized. At December 31, 2008, there were no commercial paper securities for which management considered impairment to be other than temporary.

The remaining maturity distribution of the commercial paper and trading securities held by the CPFF, excluding interest receivable, at December 31, 2008, was as follows (in millions):

	Commerical Paper		Trading Securities	Total
	Asset Backed	Non-Asset Backed		
0 – 15 Days	\$ -	\$ -	\$ 233	\$ 233
16 – 60 Days	95,306	201,660	473	297,439
61 – 92 Days	25,625	11,040	565	37,230
Total	<u>\$ 120,931</u>	<u>\$ 212,700</u>	<u>\$ 1,271</u>	<u>\$ 334,902</u>

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Top-tier commercial paper has received investment grade ratings from all rating agencies (A-1, P-1, F1). Split-rated commercial paper has received a top-tier rating from two rating agencies and a second-tier rating (A-2, P-2, F2) from a third rating agency. Second-tier commercial paper has received non-investment grade ratings from two or more rating agencies (A-2, P-2, F2). Commercial paper that is rated second tier resulted from rating changes after acquisition of the commercial paper. The credit ratings profile of commercial paper held by the CPFF, excluding cash, cash equivalents, and accrued interest, by assets and by issuer type and industry sector at December 31, 2008, was as follows (in millions):

	<u>Top Tier</u>	<u>Split-Rated</u>	<u>Second Tier</u>	<u>Total</u>
Asset Backed				
Multi-seller	\$ 58,879	\$ -	\$ -	\$ 58,879
Hybrid	24,625	-	-	24,625
Single-seller	23,129	-	-	23,129
Other	14,298	-	-	14,298
	<u>120,931</u>	<u>-</u>	<u>-</u>	<u>120,931</u>
Non-Asset Backed				
Diversified financial	179,651	1,685	-	181,336
Insurance	17,647	1,805	204	19,656
Other	8,051	3,657	-	11,708
	<u>205,349</u>	<u>7,147</u>	<u>204</u>	<u>212,700</u>
 Total	 <u>\$ 326,280</u>	 <u>\$ 7,147</u>	 <u>\$ 204</u>	 <u>\$ 333,631</u>

The top ten issuers of commercial paper held by the CPFF accounted for 43.5% of the total commercial paper portfolio holdings at December 31, 2008. The largest issuer, a diversified financial company, represents 10.8% of the total commercial paper at December 31, 2008.

c. Maiden Lane LLC

ML's investment portfolio consists primarily of agency and non-agency CMOs, commercial and residential mortgage loans, and derivatives and associated hedging activities. A synopsis of the significant holdings at December 31, 2008, and the associated credit risk for each holding follows.

i. Agency CMOs and Non-agency CMOs

CMOs represent fractional ownership interests in residential mortgage-backed securities issued by either U.S. government agencies or private entities. 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 or defaults on assets underlying these securities, can affect the value, income, or liquidity of such positions.

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At December 31, 2008, the ratings breakdown of the \$16.8 billion of securities recorded at fair value in the ML portfolio, as a percentage of aggregate fair value of all securities in the portfolio, was as follows:

Security Type : ²	Ratings ¹						Total
	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and lower	Government /Agency	
Agency CMOs	0.0%	0.0%	0.0%	0.0%	0.0%	80.9%	80.9%
Non-Agency CMOs	6.7%	0.7%	0.7%	0.7%	2.2%	0.0%	11.0%
Other ³	3.2%	1.3%	1.0%	1.5%	1.1%	0.0%	8.1%
Total	9.9%	2.0%	1.7%	2.2%	3.3%	80.9%	100.0%

¹ Lowest of all ratings is used for the purposes of this table.

² This table does not include ML swaps and other derivative contracts, commercial and residential mortgage loans, and TBA investments.

³ Includes all asset sectors that individually represent less than 5 percent of aggregate portfolio fair value.

At December 31, 2008, non-agency CMOs held by ML were collateralized by properties at the locations identified below:

Geographic Location	Percentage ¹
California	39.1%
Florida	11.7%
Other ²	49.2%
Total	100.0%

¹ Based on a percentage of the total unpaid principal balance of the underlying loans.

² No other individual state comprises more than 5 percent of the total.

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 factors, construction trends, consumer behavior, regional economic conditions, interest rates, and other factors beyond the control of the FRBNY.

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The performance profile for the commercial and residential mortgage loans at December 31, 2008, was as follows (in millions):

	<u>Remaining Principal Amount Outstanding</u>	<u>Fair Value</u>	<u>Fair Value as Percentage of Remaining Principal</u>
Performing loans:			
Commercial	\$ 8,406	\$ 5,529	65.8%
Residential	1,288	817	63.4%
Subtotal	<u>9,694</u>	<u>6,346</u>	65.5%
Non-performing loans (past due greater than 60 days)			
Commercial	79	24	30.3%
Residential	380	120	31.7%
Subtotal	<u>459</u>	<u>144</u>	31.4%
Total			
Commercial	8,485	5,553	65.4%
Residential	1,668	937	56.2%
Total loans	<u>\$ 10,153</u>	<u>\$ 6,490</u>	63.9%

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 at December 31, 2008:

	<u>Concentration of Unpaid Principal Balances</u>	
	<u>Residential</u>	<u>Commercial ²</u>
By State:		
California	35.8%	
Florida	9.1%	
Other ¹	55.1%	
Total	<u>100.0%</u>	
By Property:		
Hospitality		80.3%
Office		10.2%
Other ¹		9.5%
Total		<u>100.0%</u>

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

² At December 31, 2008, one issuer represented approximately 48 percent of the total unpaid principal balance of the commercial mortgage loan portfolio.

iii. *Derivative Instruments*

The ML portfolio includes various derivative financial instruments, primarily consisting of such as a total return swap agreement (“TRS”) with JPMC. ML may enter into additional derivative contracts during the normal course of business to economically hedge its exposure to interest rates. Losses may arise if the value of the derivative contracts acquired decrease because of an unfavorable change in the market price of the underlying security or if the counterparty does not perform under the contract.

Total return swaps are agreements in which one party commits to pay a fee in exchange for a return linked to the market performance of an underlying security or group of securities, index, or other asset (“reference obligation”). Risks may arise if the value of the swap acquired decreases because of an

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unfavorable change in the price of the reference obligation or because of the inability of the counterparty to meet the terms of its contracts.

During the term of a swap contract, unrealized gains or losses are recorded as a result of marking the swap to fair value. When a swap is settled or terminated, a realized gain or loss is recorded equal to the difference, if any, between the contractual amount and the actual proceeds on settlement of the contract.

At closing, ML and JPMC entered into a TRS with reference obligations representing to a basket of CDS and interest rate swaps (“IRS”). The TRS is structured such that ML’s economic position for each CDS and IRS replicates Bear Stearns’ economic position. JPMC is the calculation agent for the TRS, and the underlying values are also monitored by the investment manager on behalf of ML. ML made an initial payment to JPMC of \$3.3 billion, which was included in the purchase price of the assets.

At December 31, 2008, the cash collateral liability associated with the TRS is invested in cash, cash equivalents, and investments in the amounts of \$2.1 billion and \$0.5 billion, respectively. In addition, the ML has pledged \$3.0 billion of agency CMOs to JPMC.

CDS are agreements that provide protection against a credit event on one or more referenced credits. 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 collateral provisions outlined in the contract, including seizure and liquidation of collateral pledged by the buyer.

The following table summarizes the maximum credit exposure (notional amount, as described above) and fair value as of December 31, 2008, related to those CDS for which ML was the protection seller or guarantor (in millions):

	Notional Amount	Maturity Range (Date) ¹	Fair Value
Single-name CDS: ²			
ABS	\$ 2,530	04/20/10-11/07/47	\$ (2,158)
CMBS	621	01/25/36 -10/12/52	(371)
CMO	83	07/25/34-10/25/44	(61)
Corporate debt	358	12/20/10-03/20/18	(150)
	<u>\$ 3,592</u>		<u>\$ (2,740)</u>
Index CDS:			
CMBS	17	02/17/51	(12)
Totals	<u>\$ 3,609</u>		<u>\$ (2,752)</u>

¹ The maturity range date represents a range of legal final maturity dates of single-name CDS within the corresponding CDS sector. Due to the fact that most of the reference obligations may be prepaid prior to the respective legal final maturity dates, the terms of the LLC’s obligation under a given CDS contract may terminate sooner than the legal final maturity date.

² Included in the reference obligations of the TRS with JPMC.

Interest rate swaps 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 interest rate swaps. Such notional principal amounts often are used to express the volume of these transactions but are not actually exchanged between the counterparties. ML entered into interest rate swaps as part of its interest rate risk management strategy. Additionally, there is exposure to

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credit risk in the event of nonperformance by the counterparty to the swap. The notional value of the interest rate swaps in ML, including those embedded in the TRS, totals \$11.2 billion at December 31, 2008.

Futures contracts are agreements to buy and sell financial instruments for a set price on a future date. Initial margin deposits in the form of cash or securities are made upon entering into futures contracts. During the period that a futures contract is open, changes in the fair value of the contract are recorded as unrealized gains or losses on a daily basis. 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. At December 31, 2008, ML had pledged collateral related to future contracts of \$69.0 million.

d. Maiden Lane II LLC

ML II's RMBS investment portfolio has risks related to credit, interest rate, general market, and concentration risk. Credit-related risk on 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 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 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 the holder of such 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 RMBS asset may be subject to substantial variation. The entire market or particular instruments traded on a market may decline 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.

Since ML II concentrates its investments in RMBS, the overall impact on ML II of adverse developments in the RMBS market could be considerably greater than if ML II did not concentrate its investments in RMBS.

At December 31, 2008, the sector/rating composition of ML II's \$18.8 billion RMBS portfolio, recorded at fair value, as a percentage of aggregate fair value, was as follows (in millions):

	Rating ¹					Total
	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and lower	
Asset type:						
Alt-A (adjustable rate)	10.6%	5.4%	4.1%	3.1%	4.7%	27.7%
Subprime	22.5%	8.5%	6.7%	6.8%	12.7%	57.3%
Other ²	7.1%	1.1%	0.8%	4.4%	1.5%	15.0%
Total ³	<u>40.1%</u>	<u>15.0%</u>	<u>11.6%</u>	<u>14.3%</u>	<u>18.9%</u>	<u>100.0%</u>

¹ Lowest of all ratings is used for the purposes of this table.

² Includes all asset sectors that, individually, represent less than 5 percent of the aggregate outstanding fair value of the portfolio.

³ Rows and columns may not total due to rounding.

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At December 31, 2008, the RMBS held by ML II were collateralized by properties at the locations identified below, as a percentage of the total unpaid principal balance of the underlying loans:

<u>Geographic Location</u>	<u>Percentage¹</u>
California	32.5%
Florida	12.6%
Other ²	54.9%
Total	<u>100.0%</u>

¹ Based on geographic location information that was available for approximately 88 percent of underlying mortgage loans by outstanding unpaid principal balance.

² Includes all geographic locations that, individually, represent less than 5 percent of the total aggregate outstanding unpaid principal balance of the underlying loans.

e. 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 will vary in risk profile and yield. The junior tranches will 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 will typically have higher credit ratings and lower yields than their 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 RMBS or CMBS.

Over the past several years, default rates, delinquencies, and rating downgrades on RMBS and CMBS have increased significantly. This trend has reduced the amount of credit support available for the ABS CDOs. Such diminished credit support increases the likelihood that payments may not be made to holders of ABS CDOs.

ABS CDO issuers can issue short-term eligible investments under Rule 2a-7 of the Investment Company Act of 1940 if the ABS CDO contains arrangements to remarket the securities at defined periods. The investments must contain put options (“2a-7 puts”), which allow the purchasers to sell the ABS CDO at par to a third party (“put provider”) if a scheduled remarketing is unsuccessful due to reasons other than a credit or bankruptcy event. As of December 31, 2008, the total notional value of ABS CDOs held by ML III with embedded 2a-7 puts for which AIGFP was, directly or indirectly, the put provider was \$2.7 billion. ML III has agreed, in return for the put premiums, to either convert the ABS CDOs to long-term notes or extinguish the 2a-7 puts, to not exercise the 2a-7 puts, or only to exercise the 2a-7 puts if it simultaneously re-purchases the ABS CDOs at par. These agreements will mature on or before December 31, 2009.

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At December 31, 2008, the ABS CDO type/vintage and rating composition of ML III's \$26.7 billion CDO portfolio, recorded at fair value, as a percentage of aggregate fair value of all securities in the portfolio, was as follows:

Asset Type/Vintage	AAA	AA+ to AA-	A+ to A-	BBB to BBB-	BB+ and lower	Total
High-Grade Multi-Sector CDO	0.2%	24.2%	7.4%	12.5%	26.1%	70.4%
2003-2004	0.2%	9.4%	5.1%	3.9%	7.8%	26.3%
2005	0.0%	3.8%	2.3%	8.6%	15.9%	30.6%
2006	0.0%	11.1%	0.0%	0.0%	2.4%	13.5%
Mezzanine Multi-Sector CDO	0.3%	2.4%	1.6%	0.2%	7.1%	11.6%
2003-2004	0.3%	1.2%	0.9%	0.0%	1.3%	3.7%
2005	0.0%	1.2%	0.7%	0.2%	5.8%	7.9%
2006	0.0%	0.0%	0.0%	0.0%	0.1%	0.1%
Commercial Real-Estate CDO	17.6%	0.4%	0.0%	0.0%	0.0%	18.0%
2002-2005	2.8%	0.4%	0.0%	0.0%	0.0%	3.2%
2006	2.3%	0.0%	0.0%	0.0%	0.0%	2.3%
2007	12.5%	0.0%	0.0%	0.0%	0.0%	12.5%
Total ²	18.1%	27.0%	9.0%	12.6%	33.2%	100.0%

¹ Lowest of all ratings is used for the purposes of this table.

² Rows and columns may not foot due to rounding.

f. Fair Value Measurement

The consolidated VIEs have adopted SFAS 159 and SFAS 157, and ML has elected the fair value option for all of its holdings of securities and commercial and residential mortgages. ML II and ML III qualify as non-registered investment companies under the provisions of the American Institute of Certified Public Accountants *Audit and Accounting Guide for Investment Companies* and, therefore, all investments are recorded at fair value in accordance with SFAS 157. In addition, ML, ML II, and ML III have elected to record their respective beneficial interests at fair value.

The accounting and classification of these investments appropriately reflect the VIEs' and the FRBNY'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. Fair Value Hierarchy

SFAS 157 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 consolidated VIEs' own assumptions about market participant assumptions developed using the best information available in the circumstances (unobservable inputs).

The three levels established by SFAS 157 are described below:

- 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.

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- Level 3 – Valuation is based on inputs from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the consolidated VIEs' own estimates of assumptions that market participants would use in pricing the asset and liability. Valuation techniques include the use of option pricing models, discounted cash flow models, and similar techniques.

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

ii. 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 their designated investment managers. To determine the value of a particular investment, pricing services may use certain information with respect to transactions in such investments, quotations from dealers, pricing matrices, market transactions in comparable investments, various relationships observed in the market between investments, and calculated yield measures based on valuation technology commonly employed in the market for such investments.

Market quotations may not represent fair value in certain circumstances where an investment manager believes that facts and circumstances applicable to an issuer, a seller, a purchaser, or the market for a particular security cause current market quotations not to reflect the fair value of the security. The investment manager applies proprietary valuation models that use collateral performance scenarios and pricing metrics derived from reported performance of the universe of bonds as well as observable market data to determine fair value.

Due to the inherent uncertainty of 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 used had a readily available fair value 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 FRBNY.

iii. Valuation Methodologies for Level 3 Assets and Liabilities

In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within level 3 of the valuation hierarchy. For instance, in valuing collateralized debt obligations, 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 matrices derived from the reported performance of the universe of bonds as well as 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 are market spreads data for each credit rating, collateral type, and other relevant contractual features. Because there is a lack of observable pricing, loans carried at fair value are classified within level 3.

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The following table presents the financial instruments recorded in VIEs at fair value as of December 31, 2008, by SFAS 157 hierarchy (in millions):

	Level 1	Level 2	Level 3	Total Fair Value
Assets:				
CDOs	\$ -	\$ 155	\$ 26,802	\$ 26,957
RMBS	-	7,406	11,433	18,839
Agency CMOs	-	12,670	895	13,565
Non-agency CMOS	-	759	1,077	1,836
Commercial and residential mortgage loans	-	-	6,490	6,490
Swap contracts	-	-	2,454	2,454
TBA commitments	-	2,089	-	2,089
Other investments	-	1,992	348	2,340
Total assets	<u>\$ -</u>	<u>\$ 25,071</u>	<u>\$ 49,499</u>	<u>\$ 74,570</u>
Liabilities:				
Beneficial interest in consolidated variable interest entities			<u>\$ (2,824)</u>	<u>\$ (2,824)</u>

The table below presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (level 3) during the year ended December 31, 2008, including realized and unrealized gains (losses) (in millions):

	Net Purchases, Sales, and Settlements	Total Realized & Unrealized Gains/(Losses)	Transfers In or Out	Fair Value December 31, 2008
Assets:				
CDOs	\$ 29,740	\$ (2,938)	\$ -	\$ 26,802
RMBS	12,606	(1,173)	-	11,433
Agency CMOs	891	4	-	895
Non-agency CMOs	2,062	(985)	-	1,077
Commercial and residential mortgage loans	9,183	(2,693)	-	6,490
Swap contracts	2,369	85	-	2,454
Other Investments	625	(277)	-	348
Total assets	<u>\$ 57,476</u>	<u>\$ (7,977)</u>	<u>\$ -</u>	<u>\$ 49,499</u>
Liabilities:				
Beneficial interest in consolidated variable interest entities ¹	<u>\$ (7,213)</u>	<u>\$ 4,389</u>	<u>\$ -</u>	<u>\$ (2,824)</u>

¹ Includes \$63 million in capitalized interest.

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g. Professional Fees

The consolidated VIEs have contracted with several nationally recognized institutions to serve as investment managers, administrators, and custodians for the VIEs' assets. Service providers to the VIEs operate under multiyear contracts that include provisions governing termination.

The fees charged by the investment managers, custodians, administrators, auditors, and other service providers and organization costs are recorded as a component of "Operating expenses: Professional fees related to consolidated variable interest entities" in the Combined Statements of Income and Comprehensive Income.

10. BANK PREMISES, EQUIPMENT, AND SOFTWARE

Reserve Bank premises and equipment at December 31, 2008, were as follows (in millions):

	<u>2008</u>	<u>2007</u>
Reserve Bank premises and equipment:		
Land	\$ 334	\$ 323
Buildings	2,161	1,878
Building machinery and equipment	463	416
Construction in progress	160	380
Furniture and equipment	<u>1,037</u>	<u>1,118</u>
Subtotal	4,155	4,115
Accumulated depreciation	<u>(1,583)</u>	<u>(1,576)</u>
Bank premises and equipment, net	<u>\$ 2,572</u>	<u>\$ 2,539</u>
Depreciation expense, for the year ended December 31	<u>\$ 199</u>	<u>\$ 185</u>

The Federal Reserve Bank of Kansas City completed the construction of a new headquarters building in Kansas City in 2008.

Reserve Bank premises and equipment at December 31 included the following amounts for capitalized leases (in millions):

	<u>2008</u>	<u>2007</u>
Leased premises and equipment under capital leases	\$ 21	\$ 21
Accumulated depreciation	(13)	(11)
Leased premises and equipment under capital leases, net	<u>\$ 8</u>	<u>\$ 10</u>

Depreciation expense related to leased premises and equipment under capital leases was \$4 million for each of the years ended December 31, 2008 and December 31, 2007.

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Certain of the Reserve Banks lease space to outside tenants with remaining lease terms ranging from one to fifteen years. Rental income from such leases was \$30 million and \$27 million for the years ended December 31, 2008 and 2007, respectively, and is reported as a component of “Non-interest income (loss): Other income” in the Combined Statements of Income and Comprehensive Income. Future minimum lease payments that the Reserve Banks will receive under noncancelable lease agreements in existence at December 31, 2008, are as follows (in millions):

2009	\$	28
2010		27
2011		22
2012		20
2013		19
Thereafter		57
Total	<u>\$</u>	<u>173</u>

The Reserve Banks have capitalized software assets, net of amortization, of \$129 million and \$158 million at December 31, 2008 and 2007, respectively. Amortization expense was \$67 million and \$62 million for the years ended December 31, 2008 and 2007, respectively. Capitalized software assets are reported as a component of “Other assets” in the Combined Statements of Conditions, and the related amortization is reported as a component of “Other expenses” in the Combined Statements of Income and Comprehensive Income.

Assets impaired as a result of the Reserve Banks’ restructuring plans, as discussed in Note 15, include check equipment, leasehold improvements, and furniture assets. Asset impairment losses of \$2 million and \$32 million for the years ended December 31, 2008 and 2007, respectively, were determined using fair values based on quoted fair values or other valuation techniques and are reported as a component of “Operating expenses: Other expenses” in the Combined Statements of Income and Comprehensive Income. The Reserve Banks recorded write-offs of \$9 million during the year ended December 31, 2008 related to discontinued software development projects.

11. COMMITMENTS AND CONTINGENCIES

In the normal course of operations, the Reserve Banks enter into contractual commitments, normally with fixed expiration dates or termination provisions, at specific rates and for specific purposes.

Operating Leases

At December 31, 2008, the Reserve Banks were obligated under noncancelable leases for premises and equipment with remaining terms ranging from one to approximately 15 years. These leases provide for increased rental payments based upon increases in real estate taxes, operating costs, or selected price indices.

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 (reported as a component of “Other income”), was \$27 million and \$29 million for the years ended December 31, 2008 and 2007, respectively. Certain of the Reserve Banks’ leases have options to renew.

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Future minimum rental payments under noncancelable operating leases, net of sublease rentals, with remaining terms of one year or more, at December 31, 2008, are as follows (in millions):

	<u>Operating Leases</u>
2009	\$ 11
2010	10
2011	9
2012	9
2013	9
Thereafter	91
Future minimum rental payments	<u>\$ 139</u>

Future minimum rental payments under noncancelable capital leases, net of sublease rentals, with remaining terms of one year or more at December 31, 2008, were not material.

At December 31, 2008, the Reserve Banks had unrecorded unconditional purchase commitments and long-term obligations extending through the year 2017 with a remaining fixed commitment of \$294 million. Purchases of \$33 million and \$59 million were made against these commitments during 2008 and 2007, respectively. These commitments represent goods and services for maintenance of currency-processing machines and for licenses and maintenance of check software and hardware, and have variable and/or fixed components. The variable portion of the commitments is for additional services above fixed contractual service limits. The fixed payments for the next five years under these commitments are as follows (in millions):

	<u>Fixed Commitment</u>
2009	\$ 8
2010	59
2011	30
2012	30
2013	31

The Federal Reserve Bank of Richmond had commitments of approximately \$7 million and \$51 million at December 31, 2008 and 2007, respectively, for the construction of an employee parking deck at its head office and for security enhancements throughout the District. Expected payments related to these commitments are \$7 million for the year ending December 31, 2009.

Under the Insurance Agreement of the Federal Reserve Banks, each Reserve Bank has agreed to bear, on a per incident basis, a pro rata share of losses in excess of one 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, 2008 or 2007.

The Reserve Banks are 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 aforementioned litigation and claims will be resolved without material adverse effect on the financial position or results of operations of the Reserve Banks.

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Other Commitments

In support of financial market stability activities, the FRBNY entered into commitments to provide financial assistance and backstop support to financial institutions. The contractual amount represents the FRBNY's maximum exposure to loss in the event of default by the borrower or total loss in value of pledged collateral. Total commitments at December 31, 2008, were as follows (in millions):

	<u>Contractual Amount</u>	<u>Unfunded Amount</u>
Loan commitment (Citigroup)	\$ 244,800	\$ 244,800
Secured line of credit (AIG)	60,000	23,200
Commercial loan commitments (ML)	266	266
Total	<u>\$ 305,066</u>	<u>\$ 268,266</u>

The agreement with Citigroup, while legally a loan commitment, is accounted for in accordance with FIN 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." As of December 31, 2008, both the probable loss and the fair value of the FRBNY's loan commitment were deemed to be zero, because under a range of scenarios it is unlikely that the FRBNY will be required to make the loan.

The secured line of credit relates to the undrawn portion of the line of credit provided to AIG to assist it with meeting obligations as they come due. Collateral to secure the line of credit includes the equity in AIG's subsidiaries. The FRBNY does not expect to incur any losses related to the unfunded commitment as of December 31, 2008.

The commercial loan commitments relate to commercial mortgage loans acquired by ML that have underlying unfunded commitments due to the borrower.

12. RETIREMENT AND THRIFT PLANS

Retirement Plans

The Reserve Banks currently offer three defined benefit retirement plans to its employees, based on length of service and level of compensation. Substantially all of the Reserve Banks', Board of Governors, and the Office of Employee Benefits of the Federal Reserve Systems' employees participate in the Retirement Plan for Employees of the Federal Reserve System ("System Plan"). Employees at certain compensation levels participate in the Benefit Equalization Retirement Plan ("BEP"), and certain Reserve Bank officers participate in the Supplemental Employee Retirement Plan ("SERP").

The System Plan provides retirement benefits to employees of the Federal Reserve Banks, the Board of Governors, and the Office of Employee Benefits of the Federal Reserve Employee Benefits System. The FRBNY, on behalf of the System, recognizes the net asset or net liability and costs associated with the System Plan in its consolidated financial statements. Costs associated with the System Plan are not reimbursed by other participating employers.

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

	<u>2008</u>	<u>2007</u>
Estimated actuarial present value of projected benefit obligation at January 1	\$ 5,325	\$ 5,147
Service cost-benefits earned during the period	150	146
Interest cost on projected benefit obligation	357	317
Actuarial loss (gain)	599	(46)
Contributions by plan participants	3	3
Special termination benefits	9	22
Benefits paid	(280)	(264)
Plan amendments	<u>868</u>	<u>-</u>
Estimated actuarial present value of projected benefit obligation at December 31	<u>\$ 7,031</u>	<u>\$ 5,325</u>

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

	<u>2008</u>	<u>2007</u>
Estimated fair value of plan assets at January 1	\$ 6,604	\$ 6,330
Actual return on plan assets	(1,274)	535
Contributions by plan participants	3	3
Benefits paid	<u>(280)</u>	<u>(264)</u>
Estimated fair value of plan assets at December 31	<u>\$ 5,053</u>	<u>\$ 6,604</u>
Funded status and (accrued) prepaid pension benefit costs	<u>\$ (1,978)</u>	<u>\$ 1,279</u>
Amounts included in accumulated other comprehensive loss are shown below:		
Prior service cost	\$ (989)	\$ (163)
Net actuarial loss	<u>(3,429)</u>	<u>(1,135)</u>
Total accumulated other comprehensive loss	<u>\$ (4,418)</u>	<u>\$ (1,298)</u>

Accrued and prepaid pension benefit costs are reported as “Accrued benefit costs” and “Other assets,” respectively, in the Combined 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 \$6,143 million and \$4,621 million at December 31, 2008 and 2007, respectively.

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NOTES TO FINANCIAL STATEMENTS**

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

	2008	2007
Discount rate	6.00%	6.25%
Rate of compensation increase	5.00%	5.00%

In 2008, the System approved several plan amendments. As a result, the actuarially determined net periodic benefit expense for the year ended December 31, 2008, was remeasured, using a 7.75 percent discount rate as of November 1. The approved plan amendments, the most significant of which was to incorporate annual, rather than ad hoc, cost-of-living adjustments to the plan benefit, resulted in a \$60 million increase in net periodic benefit expenses for the year ended December 31, 2008.

Net periodic benefit expenses for the years ended December 31 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:

	2008	2007
Discount rate	6.50%	6.00%
Expected asset return	8.00%	8.00%
Rate of compensation increase	5.00%	4.50%

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. The expected long-term rate of return on assets was based on a combination of methodologies including the System Plan's historical returns; surveys of expected rates of return for other entities' plans; building 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 for the System Plan for the years ended December 31 are shown below (in millions):

	2008	2007
Service cost-benefits earned during the period	\$ 150	\$ 146
Interest cost on accumulated benefit obligation	357	317
Amortization of prior service cost	41	29
Amortization of net loss	78	79
Expected return on plan assets	(497)	(496)
Net periodic pension benefit expense	129	75
Special termination benefits	9	22
Curtailment (gain) loss	-	-
Total periodic pension benefit expense	\$ 138	\$ 97

Estimated amounts that will be amortized from accumulated other comprehensive loss into net periodic pension benefit expense in 2009 are shown below:

Prior service cost	\$ 116
Actuarial loss	284
Total	\$ 400

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NOTES TO FINANCIAL STATEMENTS**

The recognition of special termination losses is the result of enhanced retirement benefits provided to employees during the restructuring described in Note 15.

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

	Expected benefit payments
2009	\$ 315
2010	330
2011	346
2012	368
2013	391
2014-2018	2,278
Total	\$ 4,028

The System's Committee on Investment Performance ("CIP") is responsible for establishing investment policies, selecting investment managers, and monitoring the investment managers' compliance with the policies. In 2008, the CIP reassessed the System Plan investment strategies, and the resulting target allocations evolved considerably. The System Plan's assets were held in five investment vehicles: actively-managed balanced accounts, a constant mix asset allocation account, a liability-linked account, indexed commingled trusts, and a money market fund. The actively-managed balanced accounts have equity, fixed income, and temporary investment segments, with a performance benchmark for these assets based upon 60 percent of the return of the Standard & Poor's 500 Stock Index and 40 percent of the return of the Barclays Aggregate Bond Index, with required equity segment exposures in the range of 40 percent to 80 percent of each account. The constant mix account is comprised of two index funds, one tracking the Standard & Poor's 500 Stock Index and the other tracking the Barclays Aggregate Bond Index, and is automatically rebalanced. The liability-linked account, funded in April 2008, seeks to defease a portion of the System Plan's liability related to retired lives using a Treasury securities portfolio. The policy governing this account calls for cash-matching over the next two years of a portion of retiree benefits payments and immunizing the remaining obligation. The three indexed commingled trust investments, initially funded in October 2008, are intended to provide the System Plan with low-cost, broadly-diversified exposures to U.S. equities, U.S. investment-grade bonds, and international equities. The money market fund is the repository for cash balances and adheres to a constant-dollar accounting methodology.

The System Plan's weighted-average asset allocations at December 31, by asset category, are as follows:

	2008	2007
Equities	55.4%	65.7%
Fixed income	42.8%	33.2%
Cash	1.8%	1.1%
Total	100.0%	100.0%

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 \$150 and \$200 million. Beginning in January 2009, the System will make monthly contributions of \$20 million and will reevaluate funding upon completion of the 2009 actuarial valuation. The Reserve Banks' projected benefit obligation, funded status, and net pension expenses for the BEP and the SERP at December 31, 2008 and 2007, and for the years then ended, were not material.

**FEDERAL RESERVE BANKS
NOTES TO FINANCIAL STATEMENTS**

Thrift Plan

Employees of the Reserve Banks may also participate in the defined contribution Thrift Plan for Employees of the Federal Reserve System (“Thrift Plan”). The Reserve Banks match employee contributions based on a specified formula. For the years ended December 31, 2008 and 2007, the Reserve Banks matched 80 percent on the first 6 percent of employee contributions for employees with less than five years of service and 100 percent on the first 6 percent of employee contributions for employees with five or more years of service. The Reserve Banks’ Thrift Plan contributions totaled \$72 million and \$69 million for the years ended December 31, 2008 and 2007, respectively, and are reported as a component of “Salaries and other benefits” in the Combined Statements of Income and Comprehensive Income. Beginning in 2009, the Reserve Banks will match 100 percent of the first 6 percent of employee contributions from the date of hire and provide an automatic employer contribution of 1 percent of eligible pay.

13. POSTRETIREMENT BENEFITS OTHER THAN PENSIONS AND POSTEMPLOYMENT BENEFITS

Postretirement Benefits Other Than Pensions

In addition to the Reserve Banks’ 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 Reserve Banks fund benefits payable under the medical and life insurance plans as due and, accordingly, have no plan assets.

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

	<u>2008</u>	<u>2007</u>
Accumulated postretirement benefit obligation at January 1	\$ 1,121	\$ 1,164
Service cost-benefits earned during the period	38	41
Interest cost on accumulated benefit obligation	71	69
Net actuarial loss (gain)	54	(93)
Curtailement gain	(10)	(10)
Special termination benefits loss	-	3
Contributions by plan participants	15	13
Benefits paid	(72)	(69)
Medicare Part D subsidies	4	4
Plan amendments	-	(1)
Accumulated postretirement benefit obligation at December 31	<u>\$ 1,221</u>	<u>\$ 1,121</u>

At December 31, 2008 and 2007, the weighted-average discount rate assumptions used in developing the postretirement benefit obligation were 6.00 percent and 6.25 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.

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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):

	<u>2008</u>	<u>2007</u>
Fair value of plan assets at January 1	\$ -	\$ -
Contributions by the employer	53	52
Contributions by plan participants	15	13
Benefits paid	(72)	(69)
Medicare Part D subsidies	<u>4</u>	<u>4</u>
Fair value of plan assets at December 31	<u>\$ -</u>	<u>\$ -</u>
Unfunded obligation and accrued postretirement benefit cost	<u>\$ 1,221</u>	<u>\$ 1,121</u>
Amounts included in accumulated other comprehensive loss are shown below:		
Prior service cost	\$ 44	\$ 60
Net actuarial loss	(313)	(292)
Deferred curtailment gain	4	6
Total accumulated other comprehensive loss	<u>\$ (265)</u>	<u>\$ (226)</u>

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

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

	<u>2008</u>	<u>2007</u>
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	2014	2013

Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. A one percentage point change in assumed health care cost trend rates would have the following effects for the year ended December 31, 2008 (in millions):

	<u>One Percentage Point Increase</u>	<u>One Percentage Point Decrease</u>
Effect on aggregate of service and interest cost components of net periodic postretirement benefit costs	\$ 14	\$ (12)
Effect on accumulated postretirement benefit obligation	125	(107)

FEDERAL RESERVE BANKS
NOTES TO FINANCIAL STATEMENTS

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

	<u>2008</u>	<u>2007</u>
Service cost-benefits earned during the period	\$ 38	\$ 41
Interest cost on accumulated benefit obligation	71	69
Amortization of prior service cost	(20)	(22)
Amortization of actuarial loss	<u>27</u>	<u>48</u>
Total periodic expense	116	136
Curtailment gain	(1)	-
Special termination benefits loss	<u>-</u>	<u>3</u>
Net periodic postretirement benefit expense	<u>\$ 115</u>	<u>\$ 139</u>

Estimated amounts that will be amortized from accumulated other comprehensive loss into net periodic postretirement benefit expense in 2009 are shown below:

Prior service cost	\$ (20)
Net actuarial loss	<u>24</u>
Total	<u>\$ 4</u>

Net postretirement benefit costs are actuarially determined using a January 1 measurement date. At January 1, 2008 and 2007, the weighted-average discount rate assumptions used to determine net periodic postretirement benefit costs were 6.25 percent and 5.75 percent, respectively.

Net periodic postretirement benefit expense is reported as a component of "Salaries and other benefits" in the Combined 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 Reserve Banks' plans 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 \$3.3 million and \$6.2 million for the years ended December 31, 2008 and 2007, respectively. Expected receipts in 2009, which relate to benefits paid in the year ended December 31, 2008 and 2007, are \$2.2 million.

**FEDERAL RESERVE BANKS
NOTES TO FINANCIAL STATEMENTS**

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

	<u>Without Subsidy</u>	<u>With Subsidy</u>
2009	\$ 72	\$ 66
2010	77	72
2011	83	77
2012	87	80
2013	92	84
2014-2018	<u>511</u>	<u>462</u>
Total	<u>\$ 922</u>	<u>\$ 841</u>

Postemployment Benefits

The Reserve Banks offer 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 Reserve Banks at December 31, 2008 and 2007 were \$117 million and \$124 million, respectively. This cost is included as a component of “Accrued benefit costs” in the Combined Statements of Condition. Net periodic postemployment benefit expense included in 2008 and 2007 operating expenses were \$10 million and \$15 million, respectively, and are recorded as a component of “Salaries and other benefits” in the Combined Statements of Income and Comprehensive Income.

**FEDERAL RESERVE BANKS
NOTES TO FINANCIAL STATEMENTS**

14. 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 Pensions	Total Accumulated other Comprehensive Income (Loss)
Balance at January 1, 2007	\$ (1,492)	\$ (357)	\$ (1,849)
Change in funded status of benefit plans:			
Prior service costs arising during the year	-	(3)	(3)
Net actuarial gain arising during the year	86	103	189
Deferred curtailment gain	-	5	5
Amortization of prior service cost	29	(22)	7
Amortization of net actuarial loss	79	48	127
Change in funded status of benefit plans - other comprehensive income	<u>194</u>	<u>131</u>	<u>325</u>
Balance at December 31, 2007	<u>\$ (1,298)</u>	<u>\$ (226)</u>	<u>\$ (1,524)</u>
Change in funded status of benefit plans:			
Prior service costs arising during the year	\$ (868)	\$ 4	\$ (864)
Net actuarial loss arising during the year	(2,371)	(48)	(2,419)
Deferred curtailment gain	-	1	1
Amortization of prior service cost	41	(20)	21
Amortization of net actuarial loss	78	27	105
Amortization of deferred curtailment gain	-	(3)	(3)
Change in funded status of benefit plans - other comprehensive loss	<u>(3,120)</u>	<u>(39)</u>	<u>(3,159)</u>
Balance at December 31, 2008	<u>\$ (4,418)</u>	<u>\$ (265)</u>	<u>\$ (4,683)</u>

Additional detail regarding the classification of accumulated other comprehensive loss is included in Notes 12 and 13.

15. BUSINESS RESTRUCTURING CHARGES

2008 Restructuring Plans

In 2008, the Reserve Banks announced the acceleration of their check restructuring initiatives to align the check processing infrastructure and operations with declining check processing volumes. The new infrastructure will involve consolidation of operations into two regional Reserve Bank processing sites in Cleveland and Atlanta. Additional announcements in 2008 included restructuring plans associated with the closure of a check processing contingency center and the consolidation of check adjustments sites.

2007 and Prior Restructuring Plans

In 2007, the Reserve Banks announced restructuring plans related to aligning the check-processing infrastructure and operations with declining processing volumes. The new infrastructure would involve consolidation of operations into four regional Reserve Bank processing sites in Philadelphia, Cleveland, Atlanta, and Dallas. Additional announcements in 2007 included restructuring plans associated with the U.S. Treasury's Collections and Cash Modernization initiative. The Reserve Banks incurred various restructuring charges prior to 2007 related to the initial phases of restructuring of the System's check-processing and cash-handling infrastructure.

FEDERAL RESERVE BANKS
NOTES TO FINANCIAL STATEMENTS

Following is a summary of financial information related to the restructuring plans (in millions):

	2006 and Prior Restructuring Plans	2007 Restructuring Plans	2008 Restructuring Plans	Total
<i>Information related to restructuring plans as of December 31, 2008:</i>				
Total expected costs related to restructuring activity	\$ 36	\$ 41	\$ 17	\$ 94
Estimated future costs related to restructuring activity	\$ -	\$ -	\$ 1	\$ 1
Expected completion date	2008	2008	2012	
<i>Reconciliation of liability balances:</i>				
Balance at January 1, 2007	\$ 12	\$ -	\$ -	\$ 12
Employee separation costs	2	38	-	40
Adjustments	(5)	3	-	(2)
Payments	(6)	(1)	-	(7)
Balance at December 31, 2007	<u>\$ 3</u>	<u>\$ 40</u>	<u>\$ -</u>	<u>\$ 43</u>
Employee separation costs	1	4	17	22
Adjustments	-	(4)	-	(4)
Payments	(4)	(17)	-	(21)
Balance at December 31, 2008	<u><u>\$ -</u></u>	<u><u>\$ 23</u></u>	<u><u>\$ 17</u></u>	<u><u>\$ 40</u></u>

Employee separation costs are primarily severance costs for identified staff reductions associated with the announced restructuring plans. Separation costs that are provided under terms of ongoing benefit arrangements are recorded based on the accumulated benefit earned by the employee. Separation costs that are provided under the terms of one-time benefit arrangements are generally measured based on the expected benefit as of the termination date and recorded ratably over the period to termination. Restructuring costs related to employee separations are reported as a component of "Salaries and other benefits" in the Combined Statements of Income and Comprehensive Income.

16. SUBSEQUENT EVENTS

Where applicable, all subsequent events are disclosed in Note 3.

The effects of subsequent events do not require adjustment to the combined financial statements as of December 31, 2008.